

AMERICAN CANARY FANCIERS ASSOCIATION BY-LAWS and Articles of Incorporation

(Revised 6/12/2004)

The primary purpose of the AMERICAN CANARY FANCIERS ASSOCIATION is to promote, encourage and develop the proper breeding and care of all canaries through research and the education of its members and the general public. The following statements, provisions and conditions, having been approved by two-thirds of the voting members present and being no less than 10, shall constitute the by-laws of the American Canary Fanciers Association, a non-profit Association, and shall govern and control the conduct and actions of the Association and its membership.

ARTICLE I MEMBERSHIP

A. **Adults:** Fourteen and older

B. **Juniors:** Under fourteen years of age the previous December 31st to be eligible for the current year.

C. **Membership Qualifications:** Any person who is interested in the care, promotion and breeding of canaries.

D. **Dues:** The annual dues for members shall be an amount established and voted on by a simple majority of members in good standing present at a general meeting. These dues are payable on the 1st of January, and considered, as delinquent by January 14th of each year or the membership of the member who failed to pay, to ACFA, will be considered delinquent and terminated at the option of ACFA board of Directors.

E. **Meetings:** A meeting of the general membership will be held once each calendar month for 10 months. There will be no general meeting for the 2 months A. C. F. A. has bird shows, which are in October and November.

F. **Privileges:** Members will be accorded the following privileges, which will not be available to non-members unless approved by the Board of Directors.

1. Addressing the membership from the podium.

2. Selling birds and allied merchandise at the meeting place.

G. **Termination of Membership:** When a member presents to the Board of Directors, in writing, a signed complaint(s) about a particular Member(s), the Board of Directors will direct the Secretary to mail a registered or certified letter to the member(s) subjected to the complaint(s), stating the allegations and specifying a date and time for a special meeting whereas the person(s) in question will have the opportunity to present their side of the issue. The accused person(s) may present evidence, call witness or witnesses; cross-examine his or her or their accusers at the hearing. If the accused member(s) does not appear at the special meeting, he/she/they forfeit any rights to present his/her/their version of the issue and the Board of Directors will decide by a majority vote whether to suspend or terminate the member(s) or drop the complaint(s). The Board of Directors shall have the final decision on how to address the issue or issues presented by the complaint or complaints.

H. **Consideration for Membership:** Any individual applying for membership with ACFA shall, in addition to the yearly membership dues, and as a consideration for the granting of the membership by ACFA, herein knowingly and intelligently waive any and all claims against ACFA, its members, Board of Directors, and Officers for any claim he/she may have in the future. This waiver also includes waiving the application of California Civil Code section 1542, which covers any known and unknown claim at the time of the individual application for membership with ACFA.

ARTICLE II BOARD OF DIRECTORS

A. The Board of Directors shall be composed of the eight (8) elected officers and the immediate past President, totaling nine (9) executive officers, thereby breaking a tie vote if all members are present. The President has the tie-breaking vote and cannot vote at any other time. In the event the current President is elected to consecutive terms of office, the position of 'Past President' will be filled by a 'Third Vice President' who will be elected by the membership during the annual election of executive officers. Each member of the Board of Directors shall be a member in good standing with membership fully paid, and without any pending complaint or accusation.

The Board of Directors shall consist of the following offices:

President
First Vice President
Second Vice President
Past President/Third Vice President
Secretary
Treasurer
Raffle Chairman
Show Manager
Newsletter Editor

B. If any elected officer resigns during his or her term of office, he or she becomes ineligible to serve in any elected office for the remainder of that year.

C. In the event an elected office is vacated, a replacement officer shall be elected by the general membership at the next scheduled meeting. If the President's office is vacated, the First Vice President will become President and a new Vice President shall be elected by the general membership as soon as possible.

D. The Board of Directors will meet once each month between each general membership meeting during its term of office. The Board of Directors meeting can be canceled by the President not to exceed a total of 4 cancellations per year.

E. Attendance: Any member of the Board of Directors who fails to attend three (3) consecutive meetings without a valid reason may have his or her office terminated by the Board of Directors.

F. Any motions, resolutions or amendments pertaining to these by-laws that a member, other than a member of the Board of Directors, wishes to place before the general membership, must be in the hands of the President or a Vice President, in writing, forty-eight hours before the Board meets. The Board of Directors will then discuss and evaluate the proposal before submitting their recommendations to the general membership.

G. Special meetings of the Board of Directors for the transaction of business shall be held on call of the President at any time. Special meetings of the Board may be called by four members of the Board of Directors provided four days notice, by at least a personal telephone call, is given to every member of the Board of Directors.

Action taken at a meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though taken at a regular meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approval shall be filed with the minutes of the meeting.

Duties of the Board of Directors:

1. Conduct all Association business.
2. Approve all expenditures.
3. Approve all materials, publications or statements.

H. Occasionally non-member guests may be invited to meetings of the Board of Directors for a specific purpose. In such meetings, the guest(s) may be requested to leave in order for the Board of Directors to conduct the regular business of the Association.

I Waiver of Compensation: Each and every member of the Board of Directors, and Officers, when accepting the duties conferred upon him/her/them, knowingly acknowledge that the performance of employment designated is without compensation and knowingly waive any claim for compensation or salary payment in connection with such performance on behalf of or for ACFA.

ARTICLE III OFFICERS AND DUTIES

A. **President:** The President shall be an elected officer and shall perform the duty of chairman at regular meetings, board meetings and special meetings. The President has the tie-breaking vote except at elections. The President will appoint a chairman and members of standing committees and designate duties of said committees subject to the approval of the Board of Directors.

B. **Vice Presidents:** The Vice Presidents shall be elected officers and shall be responsible for assisting the President with any club activity. The general membership will elect three (3) members in good standing to fill these positions. In the event there is a tie, the President will cast the tie-breaking vote.

C. **Secretary:** Shall be an elected officer and shall take minutes of all meetings and have them available for reading at

all times. The Secretary is responsible for preparing a legible copy of these minutes to be kept by the President in the Association records. The Secretary will also keep an accurate membership record of active members and provide each member in good standing no less than one copy per year of all member names, phone numbers and type of canaries they breed.

D. **Treasurer:** The Treasurer shall be an elected officer and shall have custody of all funds belonging to the Association and shall maintain a full and accurate account of all funds. The Treasurer shall give a monthly report at regular meetings and all Board of Director meetings. All checks require the signature of either the Treasurer and/or the President. The Treasurer shall be responsible for keeping an accurate set of books and providing for the preparation of necessary state and federal forms as required by the State and Federal laws with approval by the Board of Directors prior to filing of such forms.

E. **Newsletter Editor:** The Newsletter Editor shall be an elected officer and shall be responsible for the publication and mailing of a newsletter each month for 11 months. The newsletter editor shall gather, organize, and edit information for the good of the club at his/her discretion. The purpose of the newsletter shall be to distribute information to members about club activities and other information of interest for the promotion, care, and breeding of canaries. The month of November the newsletter editor shall oversee the publication of a show catalog for the ACFA Annual Bird Show.

F. **Show Manager:** The Show Manager shall be an elected officer and shall be responsible for organizing and presenting the ACFA Annual Bird Show once a year in November. Non-members are to be allowed to attend for their interest, education, and possible future affiliation.

G. **Raffle Chairman:** The Raffle Chairman shall be an elected officer and shall be in charge of a raffle table at the monthly meetings. This includes making purchases, announcing donations, and selling tickets. The amount to be spent on supplies for the raffle in any one month shall be no more than \$125.00. The Board of Directors shall approve the expenditure of funds in excess of these limits.

H. **Immediate past President:** The immediate Past President will automatically become a member of the Board of Directors for a one-year term. This position provides continuity for the Association.

I. **Officer Qualifications:** Anyone who is a member in good standing and seeks the responsibilities of an officer as set forth in these by-laws.

J. **Term of Office:** The term of all elected officers shall be for one (1) year.

K. **Election of Officers:** Election of officers shall take place in the following manner:

The Nominating Committee shall assume responsibility of the election activities at the regular December meeting. The Nominating Committee shall act as the Tally Committee. The committee members will collect and count the ballots. The Chairperson of the Tally Committee will announce the results at the same meeting. The nominating committee shall consist of a minimum of two (2) club members who themselves may not become officers the following calendar year. Election of officers can be accomplished by a majority vote of members in good standing present at the December meeting or by mail-in ballots. Results of the election will be announced at the December meeting. Officers begin their term of office in January.

L. **Installation of Officers:** There will be an Installation meeting held after the regular December meeting and before the January regular meeting. The newly elected officers shall be installed and will assume their duties at the Installation meeting. At the installation meeting the current officers and the officers elect will communicate duties, policies and procedures.

ARTICLE IV STANDING COMMITTEES

A. The members of these committees shall be appointed by the President subject to approval of a majority of the Board of Directors:

1. Hospitality
2. Delegates
3. Programs
4. Education
5. Displays

B. The member appointed to the following offices shall be appointed by the President subject to approval by the Board of Directors:

1. Leg Bands
2. Refreshments

C. **Nominating Committee:** A Nominating Committee shall be appointed in September by the Board of Directors. This committee shall then meet and determine the eligibility of all intended adult nominees for office and present these

nominees at the regular November meeting. Further nominations will be accepted from the floor at this time. A member of the Board of Directors cannot be a member of the Nominating Committee. The Nominating Committee will meet as many times as necessary and at no time can any member of this committee refuse to accept for nomination any name placed before them by any member of the committee or the organization.

ARTICLE V AMENDMENTS TO BY-LAWS

A. These by-laws shall be reviewed annually by the Board of Directors. Any amendment(s) shall be ratified by a two-thirds vote of the majority of the Board of Directors present before submitting to the general membership. The amendments will require a two-thirds vote of the majority of the general membership present, not to be less than 10 members in good standing, to be adopted.

Any newly adopted amendments will become effective thirty days after ratification of the general membership unless an urgency clause is declared. Declaration of an urgency clause will cause the amendment(s) to take effect immediately after being ratified by the general membership.

ARTICLE VI VOTING

A. The right to vote shall be limited to members in good standing only, one vote per member.

QUORUM:

A. Board of Director Meetings: A quorum shall be composed of not less than five (5) members of the Board of Directors.

B. General Meeting: A quorum shall consist of not less than 10 non-board members in good standing present at a regular or special meeting.

ARTICLE VII INSURANCE

A. A valid Liability insurance policy shall be maintained when required for meetings, shows and other events.

B. The Board of Directors of ACFA shall have the authority to purchase and maintain insurance on behalf of the association against any liability potentially to be asserted against or incurred by any members, Board of Directors, or Officers of ACFA.

C. To the extent of claims by third parties not a member of ACFA, the Directors and/or Officers of the Corporation shall be indemnified by ACFA to the fullest extent not prohibited by California Laws.

ARTICLE VIII CLUB LIBRARY

A. In order to borrow from the library, a person must be a member for thirty (30) days. Any member who does not return a book, or any other library material will be held responsible for reimbursing the Association a fee equivalent to the value of the book, or material, at the current replacement cost. If the book, or material, is irreplaceable, the Board of Directors will determine the amount to be paid.

ARTICLE IX USE OF ASSOCIATION NAME

A. The Association name shall not be used for unauthorized purposes. The President may authorize the use of the Association name only with the approval of the Board of Directors.

ARTICLE X LIABILITY AND RESPONSIBILITY

The Association shall not be held responsible and liable for unauthorized statements and/or opinions of any member(s) under any circumstance. Any statement or defamatory language, either oral or in writing, published by any individual member attending either a general meeting, a Board of Directors* regular meeting and/or any special meeting, bird show or event, shall be the sole responsibility of that individual, and not attributable to ACFA.

ARTICLE XI INTERPRETATION

- A. The decision of the Board of Directors is final when interpreting any portion of these by-laws. Robert's Rules of Order will be the guide for conducting meetings and special meetings.
- B. The general provisions, rules of construction and definitions contained in this By- Laws shall govern the construction of these By-Laws unless the context requires otherwise.
- C. The general rule of construction of these By-Laws does not distinguish gender between male and female, race, national origin and/or religious affiliation. ACFA is a discrimination free association with the sole purpose of promoting the care and breeding of canaries.

ARTICLE XII AFFILIATIONS

- A. Affiliation, association or membership with any society, federation or organization will be reviewed by the Board of Directors prior to a disbursement of any funds. The Board of Directors is required to determine, to their satisfaction, that any organization to which funds are disbursed is achieving the goals to which the American Canary Fanciers Association is dedicated.
- B. A two-thirds majority vote by the Board of Directors present and the general membership present will be required to authorize membership with any aforementioned organization.

ARTICLES OF INCORPORATION

Articles of Incorporation of
AMERICAN CANARY FANCIERS ASSOCIATION, INC.
A Non profit Corporation

I

The name of this corporation is AMERICAN CANARY FANCIERS ASSOCIATION, INC.

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purpose of this nonprofit corporation is to promote, encourage, and develop the proper breeding and care of all canaries through scientific research and through the education of the general public and its members. The corporation will not carry on any activities or commercial services for profit.

III

The name and address in the State of California of this corporation's initial agent for service of process is :

Name : Mary Anne Buckles
Address : 9324 Paramount
City : Downey, CA. 90240

IV

This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign, including the publishing or distribution of statements, on behalf of any candidate for public office.

V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

Upon the dissolution or winding up of the corporation, its assets after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Dated: October , 2006

Signature of Incorporator
Mary Anne Buckles