

Present Articles of Incorporation of the Iowa Ornithologists' Union

(Reflects Articles as published in IOWA BIRD LIFE Vol. 23 pp. 39-40 1953, and Amendments to those Articles enacted and filed in 1972.)

Article 1. NAME. The name of this non-profit corporation shall be The Iowa Ornithologists' Union.

Article 2. PLACE OF BUSINESS. The principal place of business shall be Winthrop, Buchanan County, Iowa.

Article 3. PERIOD OF EXISTENCE. The period of existence and duration of the life of this corporation shall be fifty (50) years unless sooner dissolved by a three-fourths vote of all the members thereof or by act of the General Assembly or by operation of law. Upon the dissolution of the corporation, the officers shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the officers shall determine. Any of the assets not so disposed of shall be disposed of the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 4. OBJECTS. The objects of this corporation shall be to encourage interest in and the study and protection of birds and to more closely unite all those persons who have this interest in common. Said corporation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 5. OFFICERS The officers of the corporation shall consist of a President, a Vice-President, a Secretary-Treasurer, an Editor, a Librarian and the members of an Executive Council. All officers shall be elected at the annual meeting of the corporation, a majority vote of the members present being necessary for election. The term of all officers shall extend for one year from the end of the annual meeting at which they are elected and until the end of the next annual meeting or until their successor shall have been elected. Any vacancy in any office or on the Board of Directors shall be filled by appointment by the Executive Council.

Until the first annual meeting of this corporation, which shall be held in the month of May on the date to be fixed as hereinafter provided, and until the successors are elected and have qualified, the following named persons shall constitute the officers of this corporation:

President-Albert C. Berkowitz

Vice-President-Peter P. Laude

Secretary-Treasurer-Freida M. Crossley

Editor-Fred J. Pierce

Librarian-J. Harold Ennis

Executive Council: Walter W. Bennett, Mrs. E.J. Petranek, Clifford O. Johnson

Article 6. ANNUAL MEETING. The annual meeting of the members of this corporation shall be held in the month of May at such place and on such date as has been fixed at the previous meeting or if not so fixed, at such place and date as the Executive Council shall decide upon.

The annual meeting of the Executive Council of this corporation shall be held in the course of the regular annual meeting.

Other meetings of both the members and the Executive Council may be called in such manner as is provided for in the constitution and by-laws of the corporation.

Article 7. The private property of the officers and members of this corporation shall be exempt from corporate debts.

Article 8. All conveyances and mortgages of real property made by the corporation shall be executed by the President and countersigned by the Secretary with the impression of the corporate seal, if the corporation has one, and all releases of mortgages, liens, judgments and other claims that are required by law to be made of record may be executed by any officer of the corporation and all other legal instruments required to be executed may be executed in the corporate name by any officer of the corporation.

Article 9. CORPORATE POWERS. The corporation shall have all the powers, rights, privileges and immunities provided by law. It may acquire real or personal property for such purposes appropriate to its creation. It may acquire said real or personal property by gift, purchase, devise or bequest. It may sell and dispose of any property acquired as may be determined by the Board of Directors.

The title to all property acquired shall be taken in the name of the corporation and shall be owned by the corporation. The transfer of property shall be by the President, attested by the Secretary and under the authority and approval of the Board of Directors. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by the corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Article 10. MEMBERSHIP. Membership shall be open to all those persons who are interested in and in sympathy with our aims and objectives as herein provided. The memberships, classes and dues therefor shall be fixed by the constitution and by-laws of this corporation.

Article 11. The corporation may make or after a constitution or by-laws at pleasure for its own operation or authorize the Board of Directors to do so.

Article 12. Amendments to these Articles of Incorporation may be made at any annual meeting of the members or at any special meeting called for that purpose, by an affirmative vote of the majority of the members present at such meeting.