

**NABA - Massachusetts Butterfly Club CHAPTER OF THE NORTH AMERICAN BUTTERFLY ASSOCIATION  
BYLAWS**

**Article I**

*Title and Functions*

1. The name of this association shall be NABA- Massachusetts Butterfly Club (hereafter the Chapter)

2. The mission of the Chapter shall be to support NABA National in its mission – increasing public enjoyment and conservation of butterflies – at the national and local levels. The functions of the Chapter shall include educating the public about all non-consumptive aspects of butterflying, including field identification, listing, photography, gardening and conservation and the facilitation of communication among butterflyers. The Chapter shall also promote membership in NABA. To fulfill these functions the Chapter may publish a newsletter on an ongoing basis and/or publish occasional works related to the purposes of this association. In all Chapter publications, including digital publications, English and scientific names of butterflies will follow the NABA Checklist and English Names of North American Butterflies. In addition the association may engage in any other activities that promote the purposes of the association, subject to the approval of the Board of Directors of NABA.

**Article II**

*Membership*

1. Membership in the Chapter shall be all those members in good standing of the North American Butterfly Association who are assigned to the Chapter by the NABA National. Although Chapter functions, such as meetings and field trips, may be open to the public, non-NABA members may not be members of the Chapter (and thus can not vote or participate in Chapter decisions). Individuals who attend meetings or field trips on a regular basis shall be encouraged to become NABA members to continue their attendance.

**Article III**

*Meetings and Field Trips*

1. The Chapter shall hold regular meetings as determined by the Chapter’s Executive Committee.
2. There shall be an Annual Meeting of the members of the Chapter. Officers shall be elected at the Annual Meeting when their terms are scheduled to expire as determined by the Chapter.
3. Twenty-five members, or 25% of the members of the Chapter, whichever number is less, shall constitute a quorum for the transaction of business at any duly called regular or special meeting.
4. The Chapter will endeavor to organize field trips, including, a minimum of one 4th of July Butterfly Count. Participation in the 4th of July Butterfly Count shall be open to the public.
5. The Chapter will encourage members to input butterflies sightings into NABA’s butterfly monitoring databases, such as “Butterflies I’ve Seen” and or “Recent Sightings” websites.
6. The Chapter shall endeavor to send at least one Chapter representative, normally the President or another officer, to attend each biennial meeting of NABA. Expenses incurred for this purpose by one Chapter representative per biennial meeting may be reimbursed by the Chapter, but this is not required.

**Article IV**

*Dues and Fund Raising*

1. The Board of Directors of NABA shall determine the amount of annual dues for each membership class

it establishes.

2. The Board of Directors of NABA shall annually determine how dues will be apportioned between NABA National and the chapters including the Chapter.

3. In addition to regular NABA dues, the Chapter may, if it so desires, impose a surcharge upon members that choose to receive services in excess of the minimum required by NABA. For example, Chapter members that choose to attend certain field trips, or receive certain non-NABA required publications from the Chapter may be charged for these services.

4. In addition to regular NABA dues, the Chapter may, if it so desires, charge a fee for services rendered to NABA members who reside outside the territory assigned to the Chapter who choose to receive these services.

5. The Chapter may engage in fundraising activities, either by seeking donations made directly to the Chapter or by other such activities as it, and NABA National, deem proper, such as plant sales, publication sales, etc. Following the end of each fiscal year, by December 31, the Chapter shall transfer 10% of funds raised above \$2,000 to NABA National.

## **Article V**

### *Officers*

1. The officers of the Chapter shall, at a minimum, be a President, one or more Vice Presidents, Secretary, Treasurer and such other officers as the Chapter shall determine. Such officers shall constitute an Executive Committee and shall have the authority, subject to the overall authority of the members and the Board of Directors of NABA, to govern the activities of the Chapter.

2. One individual may hold more than one office except that the offices of President and Secretary may not be held by the same person. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

3. The officers of the Chapter shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by these Chapter Bylaws.

4. The officers of the Chapter shall be chosen at an Annual Meeting of the Chapter and shall hold office for the term selected by the Chapter members.

5. The President of the Chapter reports directly to the chief executive officer of NABA (whose title may be CEO, President, Executive Director, etc.) or to a designee of the chief executive officer of NABA.

6. Any officer, employee or agent of the Chapter holds their office or position subject to the approval the Board of Directors of NABA and may be removed from their office or position by a vote of the Board of Directors of NABA. Removal of any officer, employee or agent, as provided above, shall be effective only after giving written notice to the officer, employee or agent, setting forth the reason(s) for removal and the officer, employee or agent shall have the opportunity to cure same, to the satisfaction of the Board of Directors, within 30 days of the giving of such notice.

7. In case of a vacancy in the office of Chapter President, the Vice President shall serve as President until a special or regular vote of members of the Chapter can be held. If there is more than one Vice President, the Executive Committee shall decide which Vice President shall so serve.

8. In case of any vacancy in any office other than the President, the President shall appoint a successor to fill the unexpired term.

9. Within two (2) weeks after election of Chapter officers, a list of the newly elected officers' names, addresses, telephone numbers and email addresses shall be sent to NABA National by the newly elected Secretary.

## **Article VI**

### *Duties of Officers*

1. The President shall preside at all meetings of the Chapter and is charged with designing and organizing the activities of the Chapter. The President shall ensure that the Chapter is following the NABA Chapter Bylaws and is supporting the policies and activities of NABA National and shall send a report of the Chapter's activities to NABA National by December 31 of each year. The President shall represent the Chapter in interactions with outside individuals or organizations.

2. In the absence of the President, the Vice President shall assume the duties of the President. He/She shall also assume such other duties as are assigned to her/him by the President. If there is more than one Vice President, the President shall determine which Vice President shall so serve.

3. The Secretary shall keep the minutes regarding votes concerning business matters of the Chapter and preserve all papers, letters, and transactions of the association.

The retiring Secretary shall, within one week of retiring, deliver to the incoming Secretary all papers, letters, and records of the Chapter in the possession of the retiring Secretary.

4. The Treasurer shall collect, receive and have charge of all funds of the Chapter; shall have deposited such funds in a financial institution designated by the Executive Committee, and shall provide for the expenditure of such funds. Upon establishment of a financial institution account for the Chapter, signature authority for this account shall include an officer of NABA National. The name, address and telephone number of the financial institution at which the Chapter's funds are deposited, along with the account number or numbers, shall be transmitted to the Treasurer of NABA upon establishment of the account and upon any changes to the account information.

The Treasurer shall report to the President on the financial standing of the Chapter whenever requested to do so and make a full report to the Chapter at each Annual Meeting. The Treasurer's accounts shall be audited to the extent required by the law, and, if required, by a certified public accountant approved by the President of the Chapter. The Treasurer shall also submit an annual financial report to the Treasurer of NABA and convey a check, in the amount of 10% of the funds above \$2000 raised by the Chapter in the previous fiscal year, to the Treasurer of NABA by December 31 of each year.

The retiring Treasurer shall, within one week of retiring, deliver to the incoming Treasurer all money, vouchers, books and papers of the Chapter in the possession of the retiring Treasurer.

5. All officers, except the Secretary and Treasurer, shall, upon expiration of their terms, surrender all Chapter property and records in their possession belonging to their respective offices to the newly elected President.

## **Article VII**

### *Nominations and Elections*

1. The nomination and balloting procedures listed below may be waived with respect to a particular election and substitute procedures adopted with respect to such election by the affirmative vote of 75% the Chapter members present at a meeting of the members prior to the Annual Meeting.

2. In the event that substitute procedures are not adopted the following nominating and balloting procedures will apply. At least three months prior to an Annual Meeting at which officers shall be elected, the President shall appoint a Nominating Committee consisting of at least three Chapter members. At least two months prior to the Annual Meeting, the Nominating Committee shall notify the Secretary of the names of the individuals nominated for the officer positions.

3. The Secretary shall forthwith notify the Chapter members of the nominations by mail or by any electronic communication reasonably designed to be seen by all the Chapter members, including email, texting or posting on the Chapter's website. Chapter members may nominate additional candidates for any office by notifying the Secretary in writing or by electronic communication within one month of the notification. If a candidate is nominated by the lesser of either (a) 20 Chapter members or (b) 20% of the total Chapter membership, such candidate's name shall be placed on the ballot for the office specified.

4. Ballots shall be made available to Chapter members by mail or electronic communication at least two weeks prior to the Annual Meeting. Chapter members may vote by returning the ballot to the Secretary or in person at the Annual Meeting.

5. Ballots received by or at the Annual Meeting shall be counted. In the event of a tie, the Executive Committee shall cast the deciding ballot.

**Article VIII**

*Fiscal Year*

1. The fiscal year of the Chapter shall end on October 31 to conform with NABA's fiscal year.

**Article IX**

*Contracts, Checks, and Financial Institution Accounts*

1. The Executive Committee is authorized to select such depositories as shall be deemed proper for the funds of the Chapter and shall determine who shall be authorized on the Chapter's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. The name, address and telephone number of any depository selected and the relevant account number(s), and any changes to the foregoing, shall be immediately conveyed to the Treasurer of NABA. An officer of NABA National shall be named as a signatory on any financial institution account or fund in which chapter funds are deposited. At least two signatures shall be required on checks in the amount of \$500 or more. For checks in the amount of \$1000 or more, the chapter must obtain written approval of the NABA National Treasurer or NABA National President. For activities other than those needed for the normal operations of the Chapter, the authorization of funds shall normally be submitted to the Executive Committee for discussion and vote.

**Article X**

*Dissolution*

1. The Chapter may be dissolved by a majority vote of Chapter members, by a majority vote of the Board of Directors of NABA, or, if the Chapter has fewer than 15 members in good standing, by the President of NABA. Dissolution of a Chapter by action of the Board of Directors as provided above, shall be effective only after giving written notice to the Chapter setting forth the reason(s) for dissolution and the Chapter shall have the opportunity to cure same, to the satisfaction of the Board of Directors, within 90 days of the giving of such notice. Upon dissolution, all assets of the Chapter, including financial institution accounts and cash on hand, become the property of NABA National and shall be promptly sent to NABA National.

**Article XI**

*Amendments*

1. These bylaws may be amended by the affirmative vote of a majority of the entire Board of Directors of NABA, at any meeting of the Board of Directors of NABA. The Chapter may adopt additional governing procedures by a vote of the Chapter membership, provided such procedures are not inconsistent with the procedures set forth herein.

Accepted by \_\_\_\_\_, ( \_\_\_\_\_ );  
(signature) (printed name)

\_\_\_\_\_ of NABA- \_\_\_\_\_  
(title) (chapter name)

on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.