



# BIRD CONSERVATION NETWORK

[www.bcnbirds.org](http://www.bcnbirds.org)

BCN ExComm Meeting Minutes  
Monday, October 10, 2011, 8:00pm-9:30 PM  
Teleconference

Attendees: Joan Bruchman, Matthew Cvetas, Donnie Dann, Glenn Gabanski, Mary Lou Mellon, Judy Pollock, and Diane Rosenberg

President Joan Bruchman called the meeting to order at 8:00pm. A roll call was taken after the first agenda item was presented and a quorum was established with 6 ExComm members present. Donnie Dann joined midway through the meeting.

Agenda:

1. 2012 Red-headed Woodpecker Blitz – Judy Pollock

Judy discussed the 2012 Bird Blitz in which monitors would study habitat and population trends of Red-headed Woodpeckers. Monitors would report all birds seen within an area with additional emphasis given to finding Red-headed Woodpeckers and documenting their habitats and nesting locations. There was some discussion whether Lee Ramsey was organizing the blitz or not. Judy would seek clarification with Lee.

2. Grant for BCN Data Analysis – Judy Pollock

Bob Fisher found a potential grant that would fund BCN data analysis. Now, BCN needs someone who will fill out the forms and file for the grant. It was suggested that the topic be raised at the quarterly meeting, asking for a volunteer. Glenn mentioned that he would get involved in the financial aspect.

3. Fund Raising Guatemala Project – Judy Pollock

Judy reported on her travels to Guatemala to see Rob Cahill's work, Community Cloud Forest Conservation ([Cloudforestconservation.org](http://Cloudforestconservation.org)), which strives to alleviate poverty and protect cloud forests in Guatemala through education and reforestation.

Judy offered to build a Web site that features their work and offers the opportunity to donate to their cause as well as to the BCN. Greg Neise offered to support Judy's Web site development effort. She will also check with Eric Secker about getting something on the BCN Web site.

4. Fishing Line Container Update – Mary Lou Mellon

Mary Lou reported that the monitoring of the fishing line containers at twelve Cook County Forest Preserve (CCFP) lakes concluded as of August 2011. No dead birds were found in the containers, where lids were properly installed and maintained. CCFP has been both cooperative and responsive to the needs and concerns of the monitors. It is felt that this was a successful endeavor and that the CCFP is fully knowledgeable about how to proceed without further BCN involvement. All volunteer monitors have been graciously thanked for their willingness to help in this project.

5. Cook County Forest Preserve Inland Trout Season Project – Mary Lou Mellon

Steve Silic, Fisheries Biologist with the Cook County Forest Preserve, asked for BCN's help with the fall inland rainbow trout stocking program. The 2011 rainbow trout fishing season opens on Saturday, Oct. 15. Typically it draws thousands of anglers each year. Steve asked BCN to help address concerns over littering at the FPD lakes during the event by having volunteers visit the lakes involved and pass out flyers and talk with fishermen about the importance of clean habitat and fishing line recycling at Axehead, Belleau and Horsetail Lakes. Joan Bruchman and Diane Fieri volunteered to assist Steve in the project on the opening weekend.

6. Treasurer's Report, Glenn Gabanski:

For 2011 BCN has an income of \$1,550, paid expenses totaling \$1,621.50 with additional expenses not yet paid of \$227.50 giving total expenses of \$1,849. Expected loss this year will be \$299. Much of this loss is due to the \$400 fee to apply for 501(c)(3) status that was not anticipated in the 2011 budget.

Current checkbook balance is \$3,883.55.

BCN is sales tax exempt in Illinois. Earlier this year Glenn filed documents with the Illinois Department of Revenue requesting BCN be exempt from paying sales tax and on August 26, 2011 we received the letter with the Tax Exemption ID Number: E9927-5368-01. When purchasing anything for BCN use, one needs to provide this number to the seller. Glenn made an electronic copy of the letter and sent it to ExCom members. It might be useful to present a copy of the letter when purchasing any supplies.

7. Update on BCN Charitable Organization Status – Glenn Gabanski

Last June Glenn applied to the Illinois Attorney General's office for BCN to be registered as a Charitable Organization (CO) in Illinois. He did this because he believed our new 501(c)(3) qualified us for this status. In September the Illinois Attorney General's office sent us a letter telling us BCN was late in applying to be a CO and fined us \$200 and required us to file Federal Forms 990 and Illinois AG 990 IL for 2008 and 2009. This news stunned Glenn. He contacted Iwona Davis, who is the Compliance Officer for the

Charitable Trusts Bureau, who told him that, according to our Articles of Incorporation, BCN was always a CO. Glenn believed she made this decision after seeing only our recently amended Articles of Incorporation where the IRS required us to include language specifically saying we were operating for charitable purposes. This language had, of course, not been part of our original Articles of Incorporation because we were not a CO when we were founded. Glenn pointed this out to Ms. Davis but she said she could not accept an explanation over the phone but that Glenn could write a letter explaining the situation. When Glenn asked if this would change the decision she said she could not answer that question over the phone.

On September 20 Glenn sent a letter explaining that BCN were not originally incorporated to be a CO and that we amended our Articles only after the IRS required us to do so last spring. To support this explanation Glenn included copies of the following documents:

- 1) The original Articles of Incorporation filed on February 2, 1999, showing our purpose as solely "Educational, Scientific, and Research, focusing on bird conservation issues in the greater Chicagoland area."
- 2) The amended Articles of Incorporation filed on April 20, 2011, which adds to the purposes originally stated in Article 4 language stating we were now organized "exclusively for charitable, religious, educational, and scientific purposes."
- 3) A letter from the IRS dated March 30, 2011, requiring the BCN to amend our Articles of Incorporation to include the language mentioned in item 2) above.
- 4) A letter from the IRS dated May 13, 2011, showing we had complied with the requirements of the letter in item 3) and thus granting us 501(c)(3) status.

This packet of materials was received at the AG office in Chicago on Sept. 23. On Friday, 10/7, Glenn called Ms. Davis to get an update to report to this meeting but could only leave a message. He did not hear back that day and tried calling on 10/10, but the office was closed due to the holiday. On 10/11, Glenn received a phone message and our office in Evanston received a letter from the Attorney General's office confirming that BCN is now registered as a CO. Our CO# is 01061135. In the future BCN must file form AG990-IL within six months of the end of our fiscal year.

#### 8. Camp Sagawau Window Netting Update – Joan Bruchman

Joan reported that Camp Sagawau had still not installed netting to prevent bird collisions with its building glass and did not offer a time by which the work would be completed.

Joan reiterated that netting should have been installed prior to fall migration. Joan reported that Superintendent Randall recently attended a meeting at Camp Sagawau and learned of the status of the netting. Subsequently, Joan called and learned that they are measuring for the netting next week.

9. BCN Wind Paper Policy – Judy Pollock

Judy suggested we adopt the BCN Wind Paper as policy at the next meeting. Donnie reminded us that BCN had already accepted the American Bird Conservancy's policy on wind. Mary Lou suggested that the paper be added to the featured items section of the BCN Web site. Judy offered to add the wind paper to the existing green paper, *Minimizing the Impact of Wind Turbines on Lake Michigan's Wildlife*, and have it posted to the BCN Web site by Eric Secker.

10. Chicago Department of Environment (DOE) – Judy Pollock

Judy contacted Karen Weigert, Chief Sustainability Officer for the City of Chicago and asked for a meeting to understand the status of the DOE and share BCN's concerns for its conservation programs. The meeting is set for October 26 and will include Judy, Donnie, Walter Marcisz, Joe Lill, Jill Niland, and several other representatives from supporting organizations.

11. Fall 2011 Give Back to Birds Day – Joan Bruchman

The Fall 2011 Give Back to Birds Day is scheduled for October 22, 2011 at Jarvis Bird Sanctuary in Chicago. The workday starts at 9am and is preceded by a bird walk at 7am led by Geoff and Chris Williamson. Those volunteering will be provided parking passes. Joan mentioned that as of the date of this meeting only five people had volunteered. Joan said that she would further advertise the event on IBET and other sites to garner more interest.

12. Advocacy – Donnie Dann

The state of Illinois has created the Lake Michigan Offshore Wind Energy Advisory Council in order to assist in the evaluation and consideration of offshore wind energy projects in Illinois waters of Lake Michigan and report its findings and recommendations to the Governor and General Assembly. Donnie Dann has been appointed to serve on this council. The first meeting of the council will take place on October 17. Donnie plans to attend and stress the need for more research before coming to any conclusions.

### 13. Review of Bylaw Update – Article IIIa, Voting – All

Nancy Tikalsky submitted to the Executive Committee for consideration a change to the BCN bylaws which would allow for a special vote to be carried out by email. Matthew Cvetas suggested that the term “electronic ballot” be used instead of email to allow for other means of voting to be used and offered to rewrite the proposal. The Executive Committee approved of the change and will present the change during the next meeting and ask for a vote to approve the change. Here are these proposed changes to the bylaws.

#### NEW ARTICLE TO FOLLOW ARTICLE III - MEETING

##### ARTICLE III.a.– VOTING

Section 1. Voting shall be carried out during the regularly scheduled meetings of the BCN, unless a special vote is required.

Section 2. All issues to be voted on shall be decided by a simple majority of the quorum of those present during the regularly scheduled meetings. In the event that any general meeting of BCN fails to achieve a quorum, the Executive Committee may call for a paper **and/or electronic ballot** to be distributed on any issue requiring a vote. The Secretary will then distribute the ballots, with any necessary explanation, to all the active BCN members and set a deadline for return of the ballots two weeks after the date of distribution. On such a ballot, the quorum requirements described in Article III, Section 5, shall apply.

Section 3. Special voting may be conducted by **electronic ballot** in the event that waiting until the next regularly scheduled meeting would result in a delay of the function, objectives, and/or the purpose of the BCN. If a special vote is required, issues shall be decided by a simple majority of those responding to the **electronic ballot notice** within a reasonably defined time period.

Change to Current bylaws, Article III

##### ARTICLE III MEETINGS

Section 1. Regular meetings of BCN shall be held every third month at a date, time and place to be designated by the President, with a goal of rotating meeting places to various points within the greater metropolitan area. All meetings of BCN and its committees shall be open to interested parties.

Section 2. Special meetings may be called by the President or upon the request of any five members.

Section 3. Notice of meetings shall be given in writing, or by e mail or telephone message, at least two weeks prior to the meeting.

Section 4. Individual Members and representatives of Organizational Affiliates have the right to cast one vote upon any motion relating to the annual budget, election of officers, policy platform, amendment of these bylaws or any other matter of interest to BCN. Cumulatively, therefore, each Organizational Affiliate shall have up to three votes. Proxy voting is not permitted. However, organizations may send substitutes to replace regular representatives at meetings upon notice to the President.

Section 5. At all meetings of BCN (excluding committee meetings), a minimum of at least one representative from at least half minus one of the Organizational Affiliates shall constitute a quorum for conducting BCN business.

~~Section 6. In the event that any general meeting of BCN fails to achieve a quorum, the Executive Committee may call for a paper or e-mail ballot to be distributed on any issue requiring a vote. The Secretary will then distribute the ballots, with any necessary explanation, to all the active BCN members and set a deadline for return of the ballots two weeks after the date of distribution. On such a ballot, the quorum requirements described in Article III, Section 5, shall apply. (moved to article III.a., Section 2)~~

#### 14. Review of Bylaw Update, 501(c)(3) – Glen Gabanski

At the April 2011 meeting, Glenn proposed two amendments to BCN Bylaws to be consistent with an IRS required change to our Articles of Incorporation. He proposed we include additional language to the purpose clause we already have in Article I (NAME, PURPOSE, OBJECTIVES), Section 2. He also proposed we delete what we have in Article X (DISSOLUTION) and replace it with the dissolution clause suggested by the IRS.

These clauses were introduced at the April meeting and are eligible to be voted on at the November meeting. The Executive Committee approved of these changes. Here are these proposed changes to the bylaws. New language is in italics.

#### ARTICLE I NAME, PURPOSE, OBJECTIVES

...

Section 2. BCN is organized as an independent, state wide, educational and scientific organization, incorporated the second day of February, 1999, under the General Not For Profit Corporation Act of 1986 of the State of Illinois. *Said organization is organized exclusively for charitable, religious, 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, or corresponding section of any future federal tax code.*

## ARTICLE X DISSOLUTION

~~In the event of dissolution, all assets in excess of liabilities remaining at such time shall be distributed to another organization formed and operated for purposes similar to those of BCN.~~

*Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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..*

The meeting was adjourned at 9:30pm.

Respectfully submitted,

Matthew Cvetas  
Secretary, BCN