

FAQ ABOUT THE AOU-COS MERGER (14 July 2016)

Here we provide answers to a number of frequently asked questions about the merger and the current activities of our societies if the AOU and COS were to merge to become the American Ornithological Society (AOS). We offer our members this information in preparation for the vote on merging that will take place in both societies in the coming weeks.

The questions are grouped into 10 categories:

- A. MERGER PROCESSES
- B. SOCIETY MEMBERSHIP, BENEFITS AND MEMBERSHIP SERVICES
- C. SOCIETY PUBLICATIONS
- D. SOCIETY MEETINGS AND EVENTS
- E. SOCIETY AWARDS AND GRANTS
- F. SOCIETY COMMITTEES AND AFFILIATES
- G. SOCIETY WEBSITE AND COMMUNICATIONS
- H. FINANCIAL IMPLICATIONS OF MERGING
- I. GOVERNANCE
- J. MISSION, NAME AND FUTURE PLANS FOR AOS

We also encourage you to visit our *American Ornithology* [website](#) where you will find a tremendous amount of detailed discussion about the merger process, member input, the name and other merger topics. Look at the bottom of the page for the many reports and details.

A. MERGER PROCESSES

A1. How will the merger of the two societies to become AOS happen functionally? After both organizations vote to approve the merger, the legal steps first require COS to be merged into the surviving organization (the AOU which is changing its name to AOS) and then the AOU/AOS to file the revised Bylaws and Articles of Incorporation in Washington D.C. that include the name change by following the steps outlined in the Plan of Merger. The Plan of Merger is a legal document that follows a specific form as required by the laws of Washington D.C. and California, where the AOU and COS, respectively, are legally registered. The AOU Council and COS Board have both voted to approve this Plan of Merger, and are recommending this plan to their respective memberships that are authorized to vote on the decision to merge, as outlined in their bylaws. The new merged organization would be launched using AOU's bylaws, which will be revised at the NAOC to reflect the acquisition of *The Condor* and *Studies in Avian Biology*, and to reflect the new name of the organization (*American Ornithological Society*).

A.2. What is in the Plan of Merger? Under Washington D.C. law where the AOU is incorporated, a plan of merger must include: (a) the name of each corporation that will merge (COS) and the name of the corporation that will be the survivor of the merger (AOU); (b) the terms and conditions of the merger; (c) the manner and basis of converting the memberships of the merging corporation into memberships, eligible interests, securities, obligations, other property or other consideration of the surviving corporation; (d) any amendments to the Articles of Incorporation or Bylaws of the AOU, the surviving corporation; and (e) any other provisions relating to the merger that the parties desire be included in the plan. You can read the Plan of Merger [here](#).

A3. What is the process now for approving the merger? First, COS members must vote to approve the Plan of Merger to dissolve as a charitable corporation in California and to merge with the AOU to form the AOS. Under California law, this requires votes cast by a quorum (20%) of the COS members eligible to vote and approval by a simple majority of those voting. This vote will be done by electronic and mail ballot, and will occur in mid-July. If the Plan of Merger is approved by the COS general membership, the next step is for the AOU to approve the Plan of Merger. The AOU's bylaws specify that this needs to be done by a vote of the AOU Fellows. This vote will occur at

the annual meeting of the AOU Fellows 16 August 2016 at 4 pm, at the NAOC meeting in DC. The Fellows will vote to approve the Plan of Merger, to approve bylaw changes that reflect the acquisition of *The Condor* and *Studies in Avian Biology*, and the new name of the organization (*American Ornithological Society*), and to approve the restated Articles of Incorporation (which similarly recognizes the new name of the organization).

A4. If approved, when would the merger become effective and the AOS be officially created? AOU and COS leadership, working with legal counsel and financial advisors, will set an “effective date of merger” for the fall, which will be the date that the Articles of Merger including the revised bylaws and articles of incorporation will be filed in the District of Columbia. The societies will follow required legal steps in CA and DC to complete this process.

B. SOCIETY MEMBERSHIP, BENEFITS AND MEMBERSHIP SERVICES

B1. How will my membership be affected by the merger? AOU and COS members will automatically be members of the AOS until the end of the current membership year, 31 December 2016. The OSNA 2017 member renewal process, scheduled to begin on 1 November 2016, will include AOS as the new professional society, offering the same or similar membership categories to AOU’s current memberships for Regular, Early Professional, Student, Special Countries, Emeritus/Retired, and Life members.

Member benefits of both societies will be offered to AOU and COS members following the merger. These include:

- free online access to *The Auk* and *The Condor*,
- free access to the Birds of North America and Checklists,
- access to purchase volumes of the *Studies in Avian Biology*,
- eligibility for society grants and awards,
- eligibility for special membership classes,
- discounted registration to future meetings,
- access and support from the Ornithological Council,
- professional development opportunities and training, and
- professional networking opportunities.

B2. How will COS members be incorporated into the membership categories in the process of merging to become AOS? To merge under DC law, it is necessary to show how the COS membership categories will be transferred into the existing membership categories of the surviving organization (the AOU which then becomes AOS). For those who are members only of COS, their current membership will be transferred to the appropriate existing AOU membership categories, with no additional cost. Thus, Regular, Student, Special Countries, Emeritus, and Life Members of COS who are not members of the AOU will be recognized in those same membership categories in the merged organization. Those who are members of both COS and AOU will be recognized according to their current membership category in the AOU (Regular, Student, Special Countries, or Emeritus) with one exception; those who are Life Members of COS but not Life Members of AOU will be recognized as Life Members of the merged society. All Honorary Members of COS will be recognized as Life Members of the merged society, which best matches the privileges accorded to them now. Honorary Members of COS do not match the criteria for an AOU Honorary Member, which requires residency outside of the US and Canada. COS Honorary members will be honored on the AO website (see section G below).

B3. Will AOU members need to change membership category in the merged society? No. Membership categories of AOU-only members will remain the same in the merged society.

B4. What will happen to the Elective Member and Fellow categories of the AOU following merger? No changes will happen to these membership categories after merger.

B5. Will my dues change? The answer to this question depends on your current membership(s). Our best budget projections for the merged organization suggest that initially the merger will result in slightly more loss of revenue than savings. This deficit could be offset by modest increases in dues (\$2 to \$10 per person, depending on membership category) above the current AOU membership rates to make the merger cost-neutral in the first year following merger. So those who are members of the AOU only will likely experience a modest increase in dues. Most COS members also belong to the AOU, so are currently paying dues to both organizations. Current members

of both societies will experience a decrease in the total annual dues that they pay. COS Life Members and Honorary Members will become AOS Life Members at no cost.

B6. Have we thought about the opportunity to attract new members to this new society? Yes, this is a moment to revitalize communications to new audiences. The timing could not be better for announcing the merger to NAOC's broad audience, along with the long range plan and a capital campaign for the new society. This is an opportunity for us to demonstrate relevance to a relatively young audience.

C. SOCIETY PUBLICATIONS

C1. Will the current publications of both societies be continued? Yes, the *Auk* and *Condor* will continue as they are currently being published through the two societies' joint publication office (COPO), and the *Studies in Avian Biology* series will continue under its current contract with CRC Press. The merger will provide steadier financial support for *The Condor*, which was a challenge for COS, as electronic publishing is actually more expensive than publishing paper copies was a few decades ago. Following a merger, COPO's programmatic income and expenses will be managed as part of a single, merged organization, leading to far more efficient financial accounting than the current situation.

C2. Who will have access to *The Auk* and *The Condor*? All members of the merged society, AOS, get the best of both worlds, with access to both *The Auk* and *The Condor*, which will continue operating as they are.

C3. Following merger, will all members have online access to the Birds of North America (BNA) accounts now offered only to AOU members? Yes, all AOS members will have access to BNA.

D. SOCIETY MEETINGS AND EVENTS

D1. What will happen to the annual meeting? Our open and vibrant annual meetings will continue. Whereas our two societies often met together as two entities, our future meetings will welcome a single, integrated community as well as other societies that we invite or that wish to join us. This does not preclude opportunities to explore new models for our annual conferences or other kinds of meetings and events.

D2. Historically, COS held small annual meetings in the west. Will a COS merger with AOU reduce the opportunity for west coast ornithologists to participate in meetings? As a merged society, we will continue to hold annual meetings similar to the joint meetings that AOU and COS have offered for a decade. Locations will vary, and site-selection will be based on a number of factors including desirability of destination and value-for-dollar, geographic representation across the region the organization represents, and time of year. Western meetings will be featured in 2018 (Tucson, AZ) and 2019 (Anchorage, AK).

E. SOCIETY AWARDS AND GRANTS

E1. What about the future of Awards and Grants? The annual awards and grants for students, early career scientists and senior scientists will continue under their current names in the immediate future. AOU has a mix of donor-restricted named awards and Council-designated awards. All COS named awards were designated by the COS Board, not by donors.

F. SOCIETY COMMITTEES AND AFFILIATES

F1. Following merger, what happens to AOU and COS committees? Soon after the merger, we will examine the matrix of committees and their charges for the merged society. Where we have duplicate committees, we will likely consolidate them and their memberships. All other committees will be retained in the merged organization, at least to start, and evaluated over time.

F2. How will the merger change members' ability to become involved in committee work? While the merger will result in fewer committees, the opportunities for meaningful engagement of our members will increase. Less

can be more as the merged society allocates resources strategically to improve membership services, communications, information access, and networking. Members of the merged society will see short-term volunteer offerings as well as be encouraged to volunteer on committees, working groups, task forces, and serve in governance.

F3. Following the merger, what will be the relationship of the organization with OSNA? Five of the original six OSNA societies are currently in the process of implementing an entirely new association management system in anticipation of the 2017 membership renewal cycle. The OSNA partnership will be evaluating the structure of the partnership, and intends to provide improved services to the ornithological community into the future.

F4. What is the plan for the merged society's engagement in and support of the Ornithological Council? This level of detail has not yet been worked out for the new merged society. The Ornithological Council provides valuable services to ornithological societies and ornithologists. The merger itself creates the need for the American Ornithological Society to revisit its general business model.

G. SOCIETY WEBSITE AND COMMUNICATIONS

G1. Following merger, what happens to the AO.org website? Currently the AOU and COS share a website, AmericanOrnithology.org, which has required a complex structure to accommodate the separate identities and activities of the two societies. Going forward, the AmericanOrnithology.org domain name/URL will not change. We would launch a restructured website in association with the effective date of merger, sometime in the fall. The Joint Communications Committee, formed in 2014, will direct and oversee these changes.

G2. How will the merged society recognize the past history of the AOU and COS? The merged society will use various communication and marketing methods to promote its new brand while celebrating the long and distinguished histories of the AOU and COS. While we expect to simplify the AmericanOrnithology.org website structure by removing the dual organization format, the integrated website will still be able to contain sections that explicitly and very visibly acknowledge the histories of the two societies and house their appropriate organizational archives.

G3. How will the communications reach of each society be affected by merger? Both societies have established a presence in social media platforms in addition to our AmericanOrnithology.org website. The merger will allow us to integrate the community of followers across these platforms, while we also work to expand our reach. Investments in new association management services will also allow us to communicate directly with our members in ways that we have not been able to do previously. The Joint Communications Committee will oversee the consolidation effort, and will advise on strategic communications going forward.

H. FINANCIAL IMPLICATIONS OF MERGING

H1. Are there financial issues or barriers to the merger? The societies each performed substantial due diligence to evaluate the financial status of both organizations, as both separate entities and as a single, merged organization. Assets, potential liabilities, opportunities, and risks were carefully assessed. No barriers were found. The assets of COS are generally unencumbered, which allows a relatively straightforward transfer of funds to the surviving organization (AOU), which then becomes the AOS.

H2. Will budgets for existing programs have to be cut or the annual endowment draw of either organization increased as a result of a merger? As part of the due diligence, the societies developed a three-year projected operating budget for the merged society to examine overall financial impact. This projected budget shows changes on both sides of the balance sheet (i.e., some savings from efficiencies and some additional costs as well). The budget includes the established endowment draw outlined in AOU's Endowment Policy (4% of the average total value of the Endowment Fund over the 5 previous years). As a merged organization, the ability to allocate resources strategically will be both streamlined and efficient. We anticipated costs in the 2016 budgets associated with implementation of the merger.

H3. Following merger, how will we manage the transfer of assets including fate of invested funds? The transfer of assets will be done under the guidance of our legal and financial advisors. As noted above, COS assets are almost entirely unencumbered, with relatively few board-designated restricted funds. The transfer of assets to the surviving organization (AOU which becomes AOS) is expected to be straightforward.

I. GOVERNANCE

I1. How will the merged society be governed? Is there a transition period of governance? Upon merger, COS Officers and Board of Directors would dissolve. Around the same time, at the conclusion of the NAOC, AOU President-Elect Steve Beissinger will transition to President. Steve plans to integrate COS leaders (Officers and Board of Directors) into the merged society in multiple ways over the next two years. Some leaders will be appointed to a special transition committee to advise AOU (soon after AOS) Council on matters related to the merger. This committee will ensure that the strengths of both societies become strengths of the AOS. Other COS leaders will be appointed to key committees, which is where the important business of the society takes place.

I2. Who determines what changes will occur in the governing documents of the new society, and what stays the same? Independent of the merger pursuit, the AOU has been undergoing progressive changes. As part of its process of professionalizing over the past two years, AOU leaders, members, and management have considered ways to improve the AOU bylaws and other governing documents. The Bylaws Committee is charged with evaluating changes and amendments to the society's bylaws and articles of incorporation. This committee will be developing a slate of bylaws changes for the new society. COS members are currently and will continue to be represented on this committee. The recommendations of the Bylaws Committee are reviewed and approved by Council and by the Fellows.

J. MISSION, NAME AND FUTURE PLANS FOR AOS

The merger of the AOU and COS to create the American Ornithological Society is an exciting prospect that coincides with the completion of AOU's Strategic Planning Process and the start of a Capital Campaign to fund the publication of our journals as open access, to build an endowment to enlarge research in ornithology and assist ornithologists at all career stages, and to support conservation science for birds.

J1. How will the mission change under a new society? The two societies agreed that the merger is a consolidation of the two organizations, where the two organizations jointly become a new organization. The mission statements of the two societies overlap almost entirely. Leadership will consider refinements and revisions to reflect the identity and influence of the new merged organization.

J2. What is the rationale for the new name, the American Ornithological Society? The name of the merged organization was an issue that rose to prominence early in the merger discussions. COS leadership stated that a new

name for the merged society was a precondition of merger in order to avoid the perception that the AOU would be simply absorbing COS. They felt it is to the ornithological community's advantage that the merger is perceived to be a building something new, rather than the larger society consolidating a smaller society. AOU Council held the position that a name change would need to serve a strategic purpose. Although there was much discussion about the value of the AOU's long established brand, ultimately the AOU Council recognized that a new name was essential to moving forward as a fundamentally new organization— that the benefits far outweigh the costs. A new name for a new, merged society signals our commitment to lead ornithology forward in the 21st Century and sends the signal that something new is being created. Any costs of a name change are anticipated to be short term. Among communities where the AOU brand is recognized, we will concentrate our communication efforts to inform and rebrand as quickly as possible. Overall, the projected cost of a name change is minor relative to the potential opportunity to move forward, more powerfully and more nimbly, as a single organization. *American Ornithological Society* emerged as the name favorite from a list of a dozen name possibilities and was favored by the COS Board, even though COS would lose the defining aspect of its brand is “Cooper”. *American Ornithological Society* aligns nicely with our joint [AO website](#). Our online poll of members also supported the name choice of *American Ornithological Society* (AOS). As AOS is close to the current AOU name, the rebranding from AOU to AOS should be relatively easy to accomplish. Direct responses from AOU members expressed some level of regret about changing the name, but also indicated strong enthusiasm for the merger and this slightly altered name to reflect this new era. Online polls of the members of COS strongly supported the name change to AOS.

J3. Historically, the AOU's focus has been on the global avifauna and ornithologists primarily of the Western Hemisphere, whereas COS has focused on avifauna primarily of western North America, and more recently all of North America. How will this change? We propose that the merged organization have as its focus the global avifauna and ornithologists primarily of the Western Hemisphere.

J4. COS has been a voice for using science in avian conservation in western North America. Will this continue? Both societies clearly identify the scientific basis for the conservation of birds in their mission statements. COS representatives on the transition team will assist in determining ways in which the new society builds on this strength.