

JOINT RESOLUTION OF MERGER

MERGER OF COOPER ORNITHOLOGICAL SOCIETY (COS)

WITH

AMERICAN ORNITHOLOGISTS' UNION (AOU)

WHEREAS, COS and AOU are preeminent scientific societies and nonprofit organizations dedicated to the study and conservation of birds, and

WHEREAS, COS and AOU publish advances in our knowledge of birds in preeminent journals and monographs, and

WHEREAS, the combined memberships of COS and AOU support and enrich their societies and the members are responsible for COS's and AOU's impact on ornithology, and

WHEREAS, COS and AOU manage overlapping memberships, joint annual meetings, a shared publication office, and jointly promote our programs and publications via website, social media, and press releases, and

WHEREAS, leadership from COS and AOU agreed in July 2015 to explore in good faith the possibility of a merger that would maximize their combined future contributions to ornithology, and

WHEREAS, ad hoc committees of the COS and AOU have completed extensive reviews of the options for merging, shared their findings with their respective memberships and fully polled their members for their preferences, and

WHEREAS, leadership of COS and AOU agreed to continue discussions in May 2016 with the goal of a final decision to merge or not at the annual meeting in August 2016, and

WHEREAS, COS and the AOU manage their assets prudently and responsibly, and

WHEREAS, COS has fiduciary responsibilities for financial assets of approximately \$1,500,000 and the AOU has fiduciary responsibilities in perpetuity for financial assets of approximately \$10,000,000, and

WHEREAS, the COS is a volunteer organization dedicated to its global membership and mission, and

WHEREAS, AOU is a professionalized organization dedicated to its global membership and undertaking major new initiatives to modernize its governance, operations, and programs, and

WHEREAS, the AOU will launch a Long Range Plan informed by the global ornithological community and its first capital campaign in the Summer/Fall 2016, and

WHEREAS, the AOU must reach a final decision about the merger with COS in order to proceed with its ambitious strategic goals, therefore

BE IT RESOLVED that the Council and Officers of the AOU, and the Officers and Directors of the COS will take steps to approve a formal Plan of Merger of the two societies by June 14, 2016 based on the following terms:

- COS and AOU will unite into one entity, where COS serves as the merging corporation and AOU serves as the surviving corporation with the same FEIN and continues to operate as a charitable membership organization incorporated in the District of Columbia, and
- AOU will acquire the assets and liabilities of COS to be fully integrated into AOU invested and operating accounts, and the 2017 budget that includes publication of the journals and other publication enterprises for the foreseeable future, and

To signal the start of a new era of merged societal ornithology, AOU will change its name from the long-established American Ornithologists' **Union** to American Ornithological **Society**, contingent upon a vote to approve the name change as required by AOU's governing documents and applicable law, at the August 2016 annual meeting, and

- AOU as the surviving organization will have full authority to operate the organization subject to the terms of the Plan of Merger, and
- The transition to AOS will be subject to current governing documents of the AOU, pending revision and future amendments under the guidance and recommendations of the Bylaws Committee of the new merged society, and
- AOU and COS will fully comply with the laws and requirements for California and District of Columbia charitable membership corporations to merge, and
- The merger of COS into AOU is subject to the vote of the AOU Council and COS Board and their memberships as required by their governing documents and applicable laws.

