

PROPOSED REVISIONS TO THE AOU BYLAWS

For the 16 August 2016 Meeting of the Fellows

The Bylaws Committee recommended and the Council has approved amendments to the Bylaws outlined below. Deletions are indicated by strikethroughs and additions are underlined. The amendments reflect two categories of changes, as follows:

1. Changes reflecting the Council Approved Plan of Merger (attached)
 - a. American Ornithologists' Union changed to America Ornithological Society
 - b. "Union" changed to "Society, throughout.
 - c. Article IV, Sec 6. Include COS publications.
 - d. Article V, Sec 3. Include COS publications.
 - e. Article VII, Sec 1. Include COS publications.

Rationale: The Plan of Merger, approved by AOU Council and the Cooper Board, together with the compilation of documentation on our pursuit of merger, provides the full rationale for the proposed merger. The Plan of Merger are attached, and the documentation (materials, communications to members, and member feedback) may be viewed on the American Ornithology website, (<http://americanornithology.org/content/aou-and-cos-merger-status>).

2. Changes to conform to current laws governing nonprofit organizations in the District of Columbia
 - a. Article 1. Voting authority specified for each member class.
 - b. Article VI, Sec 8. Specify how Fellows may vote at meetings where they are not present at the meeting.
 - c. Article IX.

Rationale: These changes bring the Bylaws into general conformance with the laws governing nonprofit organizations incorporated in the District of Columbia. Membership classes and their corresponding voting authority were previously defined and listed in our Articles of Incorporation. By stating these in our Bylaws, the organization may update the membership classes from time to time without the added requirement of filing new articles of incorporation each time. Language regarding voting rights is updated and made consistent throughout the document. Voting "in absentia" is accomplished through

voting “by proxy” in D.C. The new language offers a simple and valid method for Fellows not able to attend a meeting to authorize another Fellow to act on their behalf by written proxy.

BYLAWS OF THE ~~AMERICAN ORNITHOLOGISTS' UNION~~ AMERICAN ORNITHOLOGICAL SOCIETY

(As approved by Fellows, ~~October 2006-~~
~~and amended August 2008, February 2010, and July 2011~~ August 2016)

Article I. Of Membership

Section 1. The membership of the ~~Union~~ Society shall consist of the following classes; ~~based on the recognition of ornithological achievement and on place of residence or citizenship:~~
(1) Honorary Fellows, (2) Fellows, (3) Elective Members, and (4) Members.

Section 2. Honorary Fellows shall be limited to 100. They shall be chosen for exceptional ornithological eminence and must at the time of their election be residents of a country other than the United States of America or Canada. Honorary Fellows shall have no voting rights.

Section 3. Fellows shall be chosen for exceptional and sustained contributions to ornithology and/or service to the ~~Union~~ Society. Fellows at the time of their election shall be Honorary Fellows or Elective Members in good standing who are residents or citizens of a political subdivision of the Western Hemisphere. Fellows shall have the right to vote on Elective Members and shall have the sole right to vote with respect to the election of Fellows, Honorary Fellows, and the amendment of the Articles of Incorporation and Bylaws.

Section 4. Elective Members shall be chosen for significant contributions to ornithology and/or service to the ~~Union~~ Society. Elective Members at the time of their election shall be Members in good standing who are residents or citizens of a political subdivision of the Western Hemisphere. Elective Members shall have the right to vote on Elective Members.

Section 5. The class of Members shall not be limited as to number, residency, or citizenship. Members are divided into the following categories: Regular, Early Professional, Student, Emeritus/Retired, Special Countries, and Life Members. Members shall have the right to vote on such business as may be referred to the membership for a vote as provided in Article III.

Section 6. Honorary Fellows, Fellows and Elective Members shall be elected as provided in Article IV. A person shall be enrolled as a Member when an application and annual dues have been received by the Treasurer.

Article II. Of Officers and the Council

Section 1. The officers of the [Union Society](#) shall be a President, President-Elect, Secretary, and Treasurer. These officers, together with twelve Elective Councilors, and the Ex-Presidents, shall constitute the board of management, or Council, of the [Union Society](#) for the transaction of such business as may be assigned to it by the Bylaws or by the [Union Society](#). The officers of the [Union Society](#) shall constitute an Executive Committee of the Council which shall be empowered to transact such business as may arise on an emergency or urgent basis between meetings of the Council.

Section 2. The President shall preside at the business meetings of the [Union Society](#) and shall perform such other duties as are assigned by the Bylaws or by resolution of the Council. In case of the President's absence or inability to act, the President-Elect shall discharge the duties of the President.

Section 3. The Secretary shall keep a record of the meetings of the [Union Society](#) and of its governing bodies and distribute minutes and Proceedings of these meetings appropriately; shall give at least three weeks' notice to members of the time and place of all meetings; shall maintain lists of members in the two classes of Fellows and the class of Elective Members; shall maintain liaison with the office maintaining membership records and shall inform that office of changes in members' addresses or membership status; shall maintain a record of committee assignments; shall have charge of the corporate seal of the [Union Society](#); shall, with the President, be responsible for the Stated Meeting in coordination with the Committees on Local Arrangements and on Scientific Program; and shall perform other duties assigned by these Bylaws or by the President.

Section 4. The Treasurer shall receive all monies payable to the [Union Society](#); shall receive officially, and acknowledge, all monies given or bequeathed to the [Union Society](#), and shall transmit monies intended for endowment or investment to the Investing Trustees; shall make an annual report to the [Union Society](#) of all receipts and disbursements during the past fiscal year; shall prepare a proposed budget for the coming fiscal year; and shall maintain a roster of members in good standing. The Council with the recommendation of the Treasurer may designate assistants or agents who may receive and deposit monies for specific purposes, and to maintain the membership records.

Section 5. Vacancies occurring in any office other than those of President and President-Elect may be filled by vote of the Council or by the Executive Committee until the next annual election.

Section 6. Only Fellows shall be eligible to hold the offices of President and President-Elect, to take part in the election of Fellows, including Honorary Fellows, and to make final decisions regarding amendments to the [Articles of Incorporation and](#) Bylaws. Fellows and Elective Members shall be eligible to hold the office of Secretary and to be Elective Councilors. All members shall be eligible to hold the office of Treasurer.

Article III. Of Meetings

Section 1. Stated Meetings of the [Union Society](#) shall be held annually, at such time and place as the [Union Society](#) may determine. The time and place for any Stated Meeting, appointed by the [Union Society](#), may if necessary be changed by the Council by a two-thirds vote of its members or by the Executive Committee. Special meetings of the [Union Society](#) shall be called by the Council as occasion may require. The Secretary shall give notice to all members, not less than 10 days nor more than 50 days prior to a special meeting, of the place, time, and purpose of the special meeting.

Section 2. ~~The members~~ [All Fellows, Elective Members, and Members](#) in attendance at the business meeting at a Stated Meeting shall be the voting body for such business as may be referred to the membership for a vote. The affirmative vote of a majority of members present at a meeting shall be necessary for adoption of any matter voted.

Section 3. Meetings of the Council shall be held at each Stated Meeting of the [Union Society](#). Special meetings of the Council may be called at any time by the President and Secretary, or by any four members of the Council. Notice of any meeting of the Council shall state the time and place of the meeting and the purpose(s) of the meeting. Such notice shall be given to each member of the Council at least three days before the meeting. Any member of the Council may waive notice of any meeting. Meetings of the Council may be in person, by telephone, or by electronic media, and must be documented with written minutes.

Section 4. In meetings of the Council, a quorum shall consist of not less than one-half of the currently serving officers and Elective Councilors. The affirmative vote of a majority of the members of Council participating in a meeting shall be necessary for the adoption of any matter voted on, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

Section 5. In meetings of the Fellows a quorum for the transaction of business shall consist of twenty Fellows. The affirmative vote of a majority of Fellows present at a meeting shall be necessary for adoption of any matter voted on unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. The scientific meetings of the ~~Union~~ Society shall be open to the public.

Article IV. Of Elections

Section 1. The President-Elect, Secretary, Treasurer, and four Elective Councilors shall be elected by vote of all ~~members~~ Fellows, Elective Members, and Members in good standing. Official ballots for officers and Elective Councilors shall be sent electronically or by post with nomination information to all eligible members in good standing, by the Secretary. Those members wishing to vote shall return their electronic or postal ballots so that the Secretary receives them before the next Stated Meeting.

Section 2. Each Fellow and Elective Member shall be invited to nominate to the Secretary, persons for President-Elect, Secretary, Treasurer, and Elective Councilors. These nominations shall be received by the Secretary four months before the Stated Meeting. Nominations for all officers and Elective Councilors must be accompanied by documented consent of the nominee. For each office, ~~members~~ Fellows, Elective Members, and Members may vote for as many candidates as positions to be filled. Those candidates who receive the votes of a plurality of the members voting shall be declared elected, unless the number of persons receiving such a plurality exceeds the number of vacancies to be filled. In that event, only the candidates receiving the highest number of votes, up to the number still eligible for election, shall be declared elected.

Section 3. A President-Elect shall be elected every two years. The term of the President-Elect shall begin at the close of the next Stated Meeting following his or her election and end at the close of the second Stated Meeting thereafter. After completion of this term of office, the President-Elect automatically becomes President for a similar two-year term. In the case of the President's death, the President-Elect shall automatically become President until the close of the next Stated Meeting, at which time the regular two-year term of the President shall begin. A new President-Elect shall be elected in the first election following any such succession of the President-Elect to President. If, after the normal term of office, a President-Elect declines to succeed to the office of President, a President shall be elected from the nominees for the office of

President-Elect.

Section 4. The Secretary and the Treasurer shall be elected annually. The terms of office of the Secretary and Treasurer shall begin at the end of the next Stated Meeting following their election and shall continue to the close of the next Stated Meeting.

Section 5. Four Elective Councilors shall be elected annually. Elective Councilors shall serve for terms of approximately three years, beginning at the close of the next Stated Meeting following their election and ending at the close of the third Stated Meeting thereafter. If one or more additional vacancies arise, a corresponding number of Elective Councilors shall be elected during the next election to fill the unexpired term(s).

Section 6. The Editor of THE AUK, the Editor of ~~ORNITHOLOGICAL MONOGRAPHS~~ THE CONDOR, and the Investing Trustees shall be elected annually by the Council. Their terms of office shall begin at the close of the Stated Meeting at which election takes place and shall continue until the close of the next Stated Meeting.

Section 7. Nominations to the classes of Fellows and Elective Members shall be submitted in a prescribed format. Nominations of proposed Fellows shall be by three Fellows, and nominations of proposed Elective Members by three Fellows or Elective Members, and both shall be received by the Secretary sufficiently in advance of the Stated Meeting to allow for distribution to those voting as prescribed by these Bylaws.

Section 8. At least ~~three~~ four weeks before a Stated Meeting, the Secretary shall send to each Fellow a list of nominees for Fellow and supporting information. On each formal ballot of the meeting of the Fellows the person or persons receiving the votes of at least two-thirds of the Fellows voting shall be declared elected. Fellows unable to attend the Fellows meeting in person may authorize another Fellow to act for such Fellow by written proxy. No proxy shall be valid after eleven (11) months from the date of its execution by delivery to the proxy holder, unless a longer period (not to exceed three years) is provided in the proxy. Every proxy shall be revocable at the pleasure of the Fellow executing it, except as otherwise provided by law.

Section 9. Election to the class of Elective Members shall be held in the following manner: nomination information and ballots for Elective Members shall be provided either electronically or by post to all Fellows and Elective Members in good standing, by the Secretary at least two months before the next Stated Meeting. Those Fellows and Elective Members wishing to vote shall return their ballots so that the Secretary receives them not later than three weeks before the Stated Meeting. Those candidates receiving votes on more than half the ballots cast shall be declared elected.

Section 10. The nomination of Honorary Fellows shall be made by a special committee

of three Fellows chosen by the President. Additional nominations may be made by any three Fellows. Such nominations shall state the candidate's name, address, citizenship, residence, and qualifications, and shall be sent to the Secretary and to the chairman of the special committee at least three months prior to the Stated Meeting at which the nomination is to be voted on. The nominees shall be voted on by ballot by the Fellows at a Stated Meeting, and the affirmative votes of two-thirds of the Fellows voting shall be required for election. The number of Honorary Fellows to be elected at the meeting shall be decided by a majority vote of the Fellows present at the meeting, not to exceed the number of vacancies that exist. On the ballot each Fellow present may vote for as many nominees as the number of vacancies to be filled. If all vacancies are not filled on the first ballot, one additional ballot shall be taken. Honorary Fellows-elect shall be enrolled in the [Union Society](#) upon notifying the Secretary of acceptance of membership, provided they do so within one year after election.

Article V. Of Fees and Assessments

Section 1. Annual dues shall be paid by all members except Honorary Fellows and Life Members. The amount of the annual dues shall be set by the Council.

Section 2. No member in arrears for dues shall be entitled to vote or take part in the business of any meeting. The name of any member over one year in arrears for dues shall be removed from the roll of membership unless otherwise ordered by Council.

Section 3. All members not in arrears for dues shall receive the serial publications of the [Union Society](#), entitled THE AUK and THE CONDOR.

Section 4. Life Membership, exempting the holder from all further dues, may be obtained upon a single payment, or payment of a like sum in four successive annual installments, the amounts to be set by the Council. When circumstances warrant, Council may bestow Life Membership.

Section 5. The Council may establish special categories for the recognition of exceptional financial donations by individuals, organizations, or corporations.

Article VI. Of Committees

Committees may be established by resolution of the Council. Except as otherwise provided in such resolution or these Bylaws, the President of the [Union Society](#) shall appoint or

remove the members of each committee, including its chairperson, and shall be ex-officio a member of each committee, except when the committee or its chairperson are appointed by the Council.

Article VII. Of Scientific Communications and Publications

Section 1. The [Union Society](#) may publish, under the direction of the Council, a serial journals of ornithology, called THE AUK and THE CONDOR, and such [book series](#), reports, proceedings, memoirs, and other works on ornithology as the Council may authorize.

Section 2. Sessions at each Stated Meeting for the presentation of the results of scientific research or other ornithological matters shall be arranged by a Committee on Scientific Program.

Article VIII. Of the Property of the [Union Society](#)

Section 1. A board with a minimum of three Investing Trustees elected by the Council at each Stated Meeting shall hold all the funded property of the [Union Society](#) in trust with power to sell and to reinvest according to the board's judgment.

Section 2. No contract shall be binding on the [Union Society](#) which has not been authorized by the Council or the Executive Committee acting on behalf of the Council.

Section 3. Bequests, trusts, and donations may be accepted and administered by the Council on behalf of the [Union Society](#). An Endowment Fund shall be maintained to support the core programs of the [AOU AOS](#) on an on-going and predictable basis. This fund shall be administered according to the terms of an Endowment Policy approved by Council. Proposed changes to that Policy must be provided in writing to Council at least 4 weeks prior to the time called for a vote, and at least 9 positive votes are required for changes to be approved.

Section 4. Every member of the Council and every officer, employee, or volunteer of the [Union Society](#), and their heirs, executors, and administrators, may be indemnified by the [Union Society](#) against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such member of the Council, officer, employee, or volunteer in connection with any threatened, pending, or completed action, suit, or proceeding, including any settlements, to which she/he may become involved by reason of her/his being or having been a member of the Council, officer, employee or volunteer of the corporation; provided, however, that in the event of a settlement this indemnification shall apply only when the Council approves the settlement and reimbursement as being in the best interest of the [Union Society](#). This right of

indemnification shall be in addition to and not exclusive of all other rights to which such member of the Council, officer, employee, or volunteer is entitled. No person adjudged to be liable for misconduct or gross negligence in the performance of her/his duties shall be entitled to indemnification under this section. Neither the corporation, nor any person acting on its behalf, shall be liable to any person for making or refusing to make any determination, indemnification, or reimbursement.

Section 5. In the event of dissolution or termination of the Union Society, title to and possession of all the property of the Union Society shall pass forthwith to such organization dedicated to similar purposes and qualified for exemption under the Internal Revenue Code of 1954 as amended, as the Council of the Union Society shall deem best qualified to carry on the functions of the Union Society.

Article IX. Of Additions and Amendments to the Bylaws

Proposed additions or amendments to the Bylaws may be submitted to the Secretary at any time, and must be considered by the Council at its next meeting. The Secretary will notify all Fellows of changes approved by a majority vote of the entire Council at least two months prior to a Stated Meeting, for consideration at the meeting of the Fellows. Ratification of proposed changes requires approval by a majority of the Fellows voting at that meeting or by proxy in absentia. ~~Fellows voting in absentia must send their votes on the substance of proposed changes to the Bylaws to the Secretary prior to the commencement of the Stated Meeting at which the proposal is considered~~ Fellows unable to attend the Fellows meeting in person may authorize another Fellow to act for such Fellow by written proxy. No proxy shall be valid after eleven (11) months from the date of its execution by delivery to the proxy holder, unless a longer period (not to exceed three years) is provided in the proxy. Every proxy shall be revocable at the pleasure of the Fellow executing it, except as otherwise provided by law. Changes approved by the Fellows will become effective at the close of that Stated Meeting.