

BYLAWS OF THE AMERICAN ORNITHOLOGICAL SOCIETY

*Adopted 16 August 2016; Effective 11 October 2016
Amended 1 August 2017, 10 April 2018*

Article I. Of Membership

Section 1. The membership of the Society shall consist of the following classes: (1) Honorary Fellows, (2) Fellows, (3) Elective Members, and (4) Members.

Section 2. Honorary Fellows shall be limited to one hundred. 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 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 the Council, 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, mergers, dissolutions, and disposition of all or substantially all of the assets of the Society.

Section 4. Elective Members shall be chosen for significant contributions to ornithology and/or service to the 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 and the right to elect the Council, as described in Article IV.

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 elect the Council, as described in Article IV.

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 Society.

Section 7. The Executive Committee has the power to partially or wholly suspend or permanently or temporarily terminate any Member from any class of membership or to condition continued membership or benefits of membership on certain actions where the Member's conduct is inconsistent with the objectives of the Society and/or in violation of the Code of Conduct, as determined in accordance with the Society's Code of Conduct processes and procedures, as amended from time to time. Membership fees will not be refunded if membership is conditioned, suspended, or terminated.

Article II. Of Officers and the Council

Section 1a. The officers of the Society shall be a President, President-Elect, Secretary, and Treasurer. These officers, together with twelve Elective Councilors, and the three most recent Past Presidents, shall constitute the voting members of the board of management, or Council, of the Society for the transaction of such business as may be assigned to it by the Bylaws or by the Society. All additional Past-Presidents shall be non-voting members of Council. The officers of the Society shall constitute an Executive Committee of the Council which shall be empowered to transact society business between Council meetings, and as may arise on an emergency or urgent basis. The Executive Director shall serve as a non-voting member of Council and the Executive Committee.

Section 1b. Transition Provision. In the time period following the 136th stated meeting of the AOS in 2018 through the Council meeting held at the 138th stated meeting of the AOS in 2020, the most recent Past Presidents who serve as voting members of the Council as provided in Article II, Section 1, shall be considered to be the two most recent Past Presidents of the former AOU, the two most recent Past Presidents of the former COS, each of whom served prior to the merger, and the most recent Past President of the AOS. In the time period following the 138th stated meeting through the end of the 140th stated meeting in 2022, the most recent Past Presidents who serve as voting members of the Council as provided in Article II, Section 1 shall be the two immediate Past Presidents of the AOS, the most recent Past President of the AOU and the most recent Past President of the COS. This transition provision shall automatically be deleted from the bylaws on at the end of the 140th stated meeting of the Society in 2022.

Section 2. The President shall preside at the business meetings of the Society and shall perform such other duties as are assigned by the Bylaws or by resolution of the Council. The President provides direction to the employees about Council policies and decisions. 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 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 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 make an annual report to the Society of society assets and financial performance during the past fiscal year; shall propose the operating budget for the coming fiscal year; and shall perform other duties assigned by these Bylaws or by the President. The Council with the recommendation of the Treasurer and Executive Director 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 Secretary, Treasurer, or Elective Councilor positions may be filled by vote of the Council until the next annual election. Vacancies occurring in the offices of President and President -Elect shall be filled as provided in Article IV, Section 3. Vacancies occurring in Past Presidents shall not be filled.

Section 6. An Executive Director may be selected by the Council and employed by the Society to serve as its chief executive officer, and unless a written contract or law provides otherwise, shall serve at the pleasure of the Council and may be removed at any time for any or no reason. The Executive Director shall implement policy and action plans established by the Council and assure the efficient and effective conduct of the business of the Society; shall be responsible for hiring, evaluation, and retention of all employees; shall be authorized to employ such assistance as will expedite the business of the Society, within the limits of the budget allocated; shall be responsible for financial management and legal compliance; shall receive officially, and acknowledge, all monies given or bequeathed to the Society; shall prepare an annual financial report and shall prepare a proposed operating budget for Council; shall oversee management of the membership and organizational records; shall represent the Society across a variety of venues; and shall perform other duties as assigned by these Bylaws or by the President.

Section 7. 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 Society shall be held annually, at such time and place as the Society may determine. The time and place for any Stated Meeting, appointed by the Society, may if necessary be changed by the Council by a two-thirds vote of its members. Special meetings of the Society shall be called by the Council as occasion may require. The Secretary shall give notice to all members, not less than ten days prior to a special meeting, of the place, time, and purpose of the special meeting.

Section 2. Meetings of the Council shall be held at each Stated Meeting of the 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 other communications technology, so long as members of the Council participating in the meeting can hear one another simultaneously, and must be documented with written minutes.

Section 3. 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 at which a quorum is present 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 4. Meetings of the Council may be opened to the general membership at the discretion of the currently serving Council. Notice of an open Council meeting will be provided to the membership prior to that meeting.

Section 5. In meetings of the Fellows a quorum for the transaction of business shall consist of twenty Fellows in good standing. Fellows in good standing unable to attend the Fellows meeting in person may authorize another Fellow eligible to vote to act for such Fellow by written proxy. No proxy shall be valid after eleven 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. The affirmative vote of a majority of Fellows voting at a meeting at which a quorum is present 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. Each Fellow shall have one vote.

Section 6. The scientific meetings of the 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 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 by the deadline announced with the ballot. Voting must be open for three weeks.

Section 2. Any Member in good standing may nominate persons for President-Elect, Secretary, Treasurer, and Elective Councilors. These nominations, which shall be accompanied by consent of the nominee, must be received by the Secretary by the announced deadline. The deadline for receipt of nominations must be at least three weeks after the Secretary puts out the call for nominations. The Nominating Committee will then prepare a slate of candidates that may include these nominees and others recommended by the committee itself. For each office, 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 a minimum of one hundred eligible 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, resignation, or other inability to complete the term, 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 Editors-in-Chief of all journals and book series 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 by the announced deadline to allow for distribution to those voting as prescribed by these Bylaws.

Section 8. At least four weeks before a Stated Meeting, the Secretary shall send to each Fellow in good standing 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 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. Those Fellows and Elective Members wishing to vote shall return their ballots so that the Secretary receives them by the announced deadline. Voting must be open for a minimum of three weeks. 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 by the announced deadline, using the format prescribed by the Secretary. The nominees shall be voted on

by ballot by the Fellows at a Stated Meeting, and the affirmative votes of two-thirds of Fellows in good standing 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 voting at a meeting at which a quorum is present, not to exceed the number of vacancies that exist. On the ballot each Fellow voting 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 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 have access to the content of the serial journal publications of the Society.

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

Section 1. Committees may be established or dissolved by resolution of the Council.

Section 2. Except as otherwise provided in such resolution or these Bylaws, the President of the Society shall appoint or remove the members of each committee, including its chairperson, and shall be an ex-officio 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 Society may publish, under the direction of the Council, serial journals of ornithology, called THE AUK: Ornithological Advances and THE CONDOR: Ornithological Applications, the book series STUDIES IN AVIAN BIOLOGY, and other 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 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 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 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 Society. An Endowment Fund shall be maintained to support the core programs of the 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 four weeks prior to the time called for a vote, and at least nine positive votes are required for changes to be approved.

Section 4. Every member of the Council and every officer, employee, or volunteer of the Society, and their heirs, executors, and administrators, may be indemnified by the 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 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 Society, title to and possession of all the property of the 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 Society shall deem best qualified to carry on the functions of the 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 in good standing of changes approved by a majority vote of the entire Council at least 60 days 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 eligible to vote at that meeting or by proxy. Fellows in good standing unable to attend the Fellows meeting in person may authorize another Fellow eligible to vote to act for such Fellow by written proxy. No proxy shall be valid after eleven 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.