

## **BY-LAWS OF THE WILSON ORNITHOLOGICAL SOCIETY**

### **ARTICLE I Name and Objective**

Section 1. The organization shall be known as the "Wilson Ornithological Society." It shall be incorporated under that name as a general not for profit corporation in Illinois. If Illinois should impose new requirements that conflict with the objectives of the Society, the Council, exercising the authority of the Board of Directors of the Corporation, may dissolve the Corporation and reorganize under the laws of another state.

Section 2. The objective of The Wilson Ornithological Society shall be to advance the science of ornithology and the application of science to the conservation of avian species diversity and bird habitats.

### **ARTICLE II Membership and Dues**

Section 1. The membership of this Society shall consist of four classes: Active Members, Student Members, Life Members, and Honorary Members.

Section 2. Any person may become a member by submitting an application and the amount of dues set by the Council, to the Ornithological Societies of North America ("OSNA") or other agent delegated by the Council to handle membership administration. Persons desiring to become Life Members shall pay the fee that is then applicable for Life Membership in one lump sum, or may pay in four consecutive annual installments of one quarter of the total amount each.

Section 3. Upon the recommendation of the Council, Honorary Membership may be conferred by the Society by a three-fourths vote at any Annual Meeting. Honorary Members are exempt from dues.

Section 4. All members present may vote on any matter brought before the membership at an Annual Meeting. Any member is eligible to hold an elective office or to be appointed to a committee, subject to the other provisions of these By-laws.

Section 5. All annual dues for the ensuing year shall be due on 1 January. Any member in arrears for dues may be dropped from the roll of members, provided that at least one renewal reminder shall have been sent to such member and the member shall have failed to pay the amount due within ninety days.

Section 6. The Council has the power to expel from membership any person whose conduct is inconsistent with the objectives of the Society, provided that the person shall have been informed in writing of the Council's concern about the person's conduct, the

person shall have had at least thirty days to respond, and the vote in favor of expulsion shall be by two-thirds of those voting.

### **ARTICLE III Officers**

Section 1. The officers of this Society shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. These officers, along with: the Editor appointed by the Council, nine persons elected as Councilors, and all living Past-Presidents who are still members of the Society, shall constitute the Council.

Section 2. The President shall preside over meetings of the Council and of the general membership, and shall appoint the chairs and members of committees, except as otherwise specifically set forth in these By-laws.

Section 3. The First Vice-President shall assume the duties of the President when the latter is unable to serve. The First Vice-President shall appoint members to and be in charge of committees presenting awards for student participation in Annual Meetings.

Section 4. The Second Vice-President shall assume the duties of the President when both the President and the First Vice-President are unable to serve. The Second Vice-President shall organize and serve as chair of the Committee for the Scientific Program at the Annual Meeting. The Second Vice-President shall also be responsible, in cooperation with the chair of the local organization that will host the Annual Meeting, for the production and distribution of the announcement of the Annual Meeting, including the call for papers.

Section 5. The Secretary shall record and distribute minutes of the meetings of the Council and of the general membership, and shall prepare and publish Proceedings of Annual Meetings. In conjunction with the President, the Secretary shall establish agendas for meetings. The Secretary shall assist the President in conducting the business of the Society between Annual Meetings and shall give notice of special or extraordinary meetings.

Section 6. The Treasurer shall be responsible for the financial affairs of the Society, and shall maintain accurate records of monies received and disbursed. The Treasurer shall prepare an annual financial report and a budget proposal for consideration by the Council at its Annual Meeting.

Section 7. The Council of the Society shall conduct the business of the Society. It shall appoint an Editor for *The Wilson Journal of Ornithology*, and shall fund publication of that journal. It shall approve other necessary expenditures to meet the objectives of the Society. It will hear reports from the Editor and from committees of the Society and take actions as necessary. Nine members shall constitute a quorum of the Council for the conduct of business.

Section 8. The President, First Vice-President, and Second Vice-President shall normally be expected to serve terms of two years, or until their successors are elected. Elected Councilors shall serve terms of three years with terms staggered so that three are elected each year.

Section 9. The five officers and the immediate Past-President shall constitute an Executive Committee for the conduct of business that arises and, as determined by the President, must be resolved between Annual Meetings.

#### **ARTICLE IV Nominations and Elections**

Section 1. The President shall appoint a Nominating Committee at least sixty days prior to the Annual Meeting. Following consultation with those persons being considered for nomination as to their availability to serve and their understanding of the responsibilities of the positions, the Nominating Committee shall nominate at least one person for each position to be filled, and shall report its nominations both to the Council and also to the general membership at the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting by any member in good standing.

Section 2. All officers and members of the Council, except the Editor, shall be elected at the Annual Meeting by vote of the members. By the unanimous consent of the members, the Secretary may cast one ballot, representing the vote of the members present.

Section 3. If no Annual Meeting is held in any year, election of officers may be conducted by a mail ballot.

Section 4. Following the completion of two one-year terms in office, the First Vice-President shall be nominated for President and the Second Vice-President for First Vice-President, unless otherwise determined by the Nominating Committee. Terms of office shall begin at the close of the meeting at which the officers were elected.

Section 5. Vacancies occurring because of the death, resignation, or failure of an officer to serve, shall be filled through appointment by the Council, but the person so appointed shall hold office only until the close of the next Annual Meeting of the Society, except in the event of his or her election to that office by the members of the Society at the Annual Meeting following his interim appointment.

#### **ARTICLE V Meetings**

Section 1. The Council shall determine the time and place of Annual Meetings of the Society, and such other special or extraordinary meetings as shall be determined necessary by the President in consultation with the Council. Notice of Annual Meetings of

the Society shall be sent to all members at least three months in advance of the date of the meetings and shall be given through OSNA's *Ornithological Newsletter* or through electronic means at least two months prior to the Annual Meeting.

Section 2. The Council shall meet annually prior to the Annual Meeting of the general membership.

Section 3. Twenty-five (25) members shall constitute a quorum for the transaction of business at the Annual Meeting for matters entrusted to action of the membership as a whole.

Section 4. Roberts' Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the By-laws of the Society.

## **ARTICLE VI Financial Matters and Other Resources**

Section 1. The Council shall set the amount of the membership dues and the cost of subscriptions to *The Wilson Journal of Ornithology*.

Section 2. The Council may establish procedures for the recognition of donations to the Society.

Section 3. The establishment and investment of an Endowment Fund and any designated or restricted Funds shall be overseen by a Board of Trustees. This Board shall consist of at least four members appointed by the President and confirmed by the Council.

Section 4. The President shall annually appoint a Library Committee to superintend the accumulation and care of a Wilson Ornithological Society Library.

Section 5. The fiscal year of the Society shall be the calendar year.

## **ARTICLE VII Amendments**

These By-laws may be amended at any Annual Meeting by a two-thirds vote of the members present or such greater fraction as may be required from time to time by the law of the Society's state of incorporation, provided that the general substance of the amendment has been proposed at the preceding Annual Meeting or has been recommended by a two-thirds vote of the Council, and a copy has been sent to every member of the Society at least one month prior to the date of action or published in *The Wilson Journal of Ornithology* at least two months prior to the Annual Meeting. Minor modifications to a proposed amendment may be made in the course of discussion at the Annual Meeting. These By-laws may also be amended by a two-thirds majority of the votes of the members cast by mail ballot or such greater fraction as may be required from time

to time by the law of the Society's state of incorporation, provided that the amendment has been recommended by a two-thirds vote of the Council, and a copy has been sent to every voting member of the Society or published in *The Wilson Journal of Ornithology* at least two months prior to the date of action. Amendments shall take effect at the close of the meeting at which they are approved or 30 days after the close of a mail ballot.

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The Society's By-laws were adopted under the name "Constitution and Bylaws of the Wilson Ornithological Society" on 29 December 1930 and amended by the Executive Council on 11 August 1944 and 13 October 1945. The revised Constitution and By-laws were approved by the membership on 29 November 1946, and amended September 1951 (mail ballot), and 9 April 1955. The Constitution and By-laws were revised again by the Council on 12 June 1975 and approved by the membership 15 June 1975. They were further amended on 5 June 1981, 26 May 1989, 22 June 1994, and 21 March 2003. The penultimate revision was recommended by the Council on 20 May 2010 and adopted by the members on 21 March 2011. The most recent amendment was considered and recommended by the Council on 16 September 2019 and adopted by the members on 29 October 2019.