

ARTICLE 1. Name and purpose of the Society

1a. The Waterbird Society shall be composed of persons interested in the study and conservation of waterbirds.

1b. Purposes:

- 1.** To provide at periodic meetings a formalized channel for communication on all aspects of the study and conservation of waterbirds.
- 2.** To publish a Journal and other publications facilitating communication on topics relating to the biology of waterbirds.
- 3.** To act as a clearinghouse of information for ongoing research and research opportunities.
- 4.** To assist efforts related to protection and management of waterbirds and aquatic ecosystems.
- 5.** To issue statements of policy, resolutions, position papers, or statements of information related to matters of public policy where waterbirds may be involved.

1c. Membership is open to all interested persons and organizations worldwide.

1d. The Waterbird Society is incorporated as an exempt, not-for-profit organization in the State of New Jersey.

ARTICLE 2. Governance

2a. The Society is governed by an Executive Council. The Executive Council shall consist of all officers of the Society, the two most recent past Presidents who remain in good standing, nine councilors elected for three year terms with one third elected each year, two student councilors elected for a two-year term with one elected each year, and Editor of the Journal, who is a Council member ex-officio with full voting rights. All Council members must maintain their membership in goodstanding.

2b. The Executive Council shall conduct the general business of the Society. Decisions will be reached by a simple majority of those present, except where otherwise specified.

2c. The Executive Council shall assemble at least once per calendar year at the annual scientific meeting. When no scientific meeting is held during a calendar year a video conference or telephone conference may be substituted. Seven members of the Executive

Council will constitute a quorum. Ad hoc decisions may be reached at other times by a simple majority of all Council members eligible to vote polled by telephone or electronic mail. All votes by voice telephone must be confirmed by mail or electronic mail within 30 days. For issues that require discussion and in person voting, the President may call a special meeting of the Executive Council by giving written notice by mail or electronic mail to all Council members not less than 15 days prior to the meeting. The President will call a special meeting if so requested in writing by mail or electronic mail by any three or more Council members. Any Council member eligible to vote may designate a proxy in writing by mail or electronic mail. Nine members of the Executive Council or their proxies will constitute a quorum at a special meeting. Special meetings may be accomplished by video conference or telephone conference call at the discretion of the President.

2d. Executive Council meetings will be conducted under parliamentary procedure according to Robert's Rules of Order.

ARTICLE 3. Officers and Editors

3a. Officers of the Society shall include a President, Vice-president, Secretary and Treasurer.

3b. The Vice-President will be elected by the general membership to serve a two-year term. The Vice-President shall be President-Elect, succeeding to the Presidency for the following two-year term. Neither President nor the Vice-President shall serve two consecutive terms in the same office. The Secretary and the Treasurer will be elected by the general membership and serve three-year terms.

3c. The President shall preside at meetings of the Society and of the Executive Council, preserving order and overseeing parliamentary procedure. The President is responsible for coordinating communication within the Executive Council. The President shall be responsible for activities not otherwise designated by these bylaws.

3d. The Vice-President shall preside in the President's absence. The Vice-President is responsible for coordinating the preparation for the society meetings, and for chairing the scientific program committee for the annual meeting.

3e. The Secretary shall be responsible for recording and disseminating minutes of meetings, and when requested by the President or the Council shall conduct the correspondence of the Society. The Secretary will maintain copies of minutes of previous meetings and the current

Bylaws and will bring them to all official meetings. The Secretary shall be responsible for mailing the annual meeting information, ballots and proposed Bylaws changes to the membership.

3f. The Treasurer, or designated representative, is responsible for correspondence related to membership and sale of publications and shall collect all money due the Society. The Treasurer, when authorized by the Executive Council, shall pay all bills against the Society. The Treasurer shall keep the accounts of the Society and shall prepare an annual financial report and projected budget. The financial records shall be available for audit.

3g. The Editor of Waterbirds shall be responsible for editing the Society's scientific journal. The Editor is an ex-officio member of the Executive Council.

3h. The Editor shall be appointed by the Executive Council for a term of three years or for a term length negotiated with the Council. An Editor may be reappointed with approval of the Council. The Editor may appoint Assistant and Associate Editors as needed.

3i. Vacancies on the Council or in an Office, by virtue of Election to office, resignation from the Council or the organization, may, at the Council's discretion, be filled by a majority vote, such appointee to serve until the next scheduled election.

3j. In the event that a Councilor is elected to office, the resulting vacancy will be filled by the candidate for Council receiving the next highest vote in the same election.

3k. For due cause, any Council member may be removed from office by an affirmative vote by 2/3rds of the members of Council.

ARTICLE 4. Membership

4a. Classes of membership shall consist of student, regular, family, life, emeritus, sustaining, patron, honorary, and institutional. Patrons and honorary members are not assessed annual dues.

4b. Members of all classes except institutional are entitled to vote on business matters placed before the membership.

4c. All members in good standing shall be entitled to receive regular publications of the Society. The format in which publications are received shall be determined by the dues structure of the society.

4d. All applicants shall be approved for membership upon payment of appropriate dues.

4e. A person who is a full-time student at an educational institution may apply for student membership. A person will be eligible for student membership for no more than ten years.

4f. Family membership entitles two persons to participate as members, but receive only single mailings and copies of society announcements and publications. Both members must pay separate registration fees at meetings.

4g. A current or former member who is 65 years of age or older is eligible for emeritus membership.

4h. Proposals of persons for honorary membership may be made by any member. The proposals must be approved by a two-thirds vote of the Executive Council. Honorary members will be those who have made outstanding contributions to the understanding and/or conservation of waterbirds. Membership in another category shall not preclude proposal for honorary membership.

ARTICLE 5. Committees

5a. Standing committees shall include the Nominating, Archive, Membership, and Bylaws Committees.

5b. The composition of the standing committees will be determined by the chair of the committee in consultation with the President. The chairmanship of standing committees shall be approved by a vote of the Executive Council. Additional standing committees may be established and dissolved with the approval of the Council.

5c. The Nominating Committee will prepare a list of candidates for each available elective position for presentation to the membership. Nominees must be members in good standing. There will be at least two candidates for the office of Vice-President. For Council, there will be at least one more nominee than there are vacant positions to fill and not more than 2 nominees for each vacant position. Any 10 members in good standing may petition to place

nominees on the ballot. The chair of the Nominating Committee, the Secretary, or other representative appointed by the President will receive and count the ballots. The chair of the Nominating Committee shall not stand for election during his/her term of service.

5d. The Membership Committee will seek persons working in fields relevant to the Society's interest in waterbirds. The Committee may contact such persons inviting them to join the Society.

5e. The Archive Committee maintains a complete historical file of the society's records and documents at the Smithsonian Institution.

ARTICLE 6. The Bylaws and amendment procedures

6a. A petition for amending the Bylaws may be initiated by any ten (10) members, by the Bylaws Committee, or by a simple majority of the Executive Council. Proposed Bylaws amendments shall be voted on at an Executive Council meeting provided a quorum is achieved, by electronic mail, or by telephone followed by written confirmation. A simple majority of the Executive Council approving the wording shall suffice to recommend the amendments to the general membership for a vote.

6b. Notification of proposed Bylaws changes shall go to all members for a vote, either by regular mail or by electronic communication. All returned ballots (by mail or electronic mail) at hand 60 days following the date of the mailing shall be tallied by the Secretary, or other designated representative; the fate of the proposed amendment(s) shall be decided by a simple majority. Any amendments passed shall take effect immediately, unless an alternate effective date is included in the wording.

ARTICLE 7. Dues

7a. The dues schedule will be set by the Executive Council requiring a majority vote by that body. It will be subject to ratification by a majority of the voting membership, either by mail ballot, electronic mail or at a business meeting.

7b. The schedule of dues shall be examined at least once every three years by the Council.

7c. Members who have not paid annual dues shall not receive publications nor be eligible to vote until dues are paid in full.

7d. The Society's fiscal year begins on 1 January.

ARTICLE 8. Official Meetings

8a. Meetings for the presentation of scientific papers and for conduct of the Society's business shall normally be held once per calendar year, except when meetings with other organizations or unforeseen circumstances preempt the annual schedule. In instances when the annual meeting schedule is preempted, the scientific meeting and general business meeting will be held at least once every two years. The dates and locations of the meetings shall be announced to the membership.

8b. At the discretion of the Executive Council special meetings on special subjects may be held under the auspices of the Society.

ARTICLE 9. Voting

9a. Official action by the general membership will be conducted at business meetings held during the annual meeting or by mail or electronic ballots. Decisions will be reached by a simple majority of those present or of those responding by ballot prior to the stated deadline.

9b. Election of officers and councilors will be by simple plurality of those responding to mailed ballots or electronic ballots. Candidates proposed by the Nominating Committee shall be listed on a ballot with provisions for write-in candidates. Any ten members in good standing may, by written petition, place a nominee on the ballot. All nominees must be members in good standing. All ballots must be returned to the Nominating Committee, the Secretary, or appointed representative by the date specified on the ballot which will be no less than 60 days after the sending date.

ARTICLE 10. Publications

10a. The Society publishes a journal called Waterbirds, which is a refereed scientific journal devoted to all aspects of the study and conservation of waterbirds. This publication may be used for notification of official business of the Society.

10b. The Treasurer is authorized to accept contributions to a Publication Fund for Waterbirds, or special publications, or for purposes or funds designated by the donor.

Establishment of named, special purpose, or endowment funds shall be subject to approval by the Executive Council.

10c. Funds from the sale of Society publications may be allocated by the Council to any of the Society's funds.

ARTICLE 11. Dissolution of the organization

Upon the dissolution of the Corporation, the Executive Council, after paying or making provisions for the payment of all liabilities of the Society, shall dispose of all assets in a manner in compliance with Section 501(c)(3) of the Internal Revenue Code of 1954 for exempt organizations. Assets may be disposed of to other organizations which are organized and operated as exempt.