

BYLAWS OF
COOPER ORNITHOLOGICAL SOCIETY

ARTICLE I
MEMBERSHIP

SECTION 1. Any person interested in the study and advancement of ornithology shall be eligible to membership.

SECTION 2. There shall be four classes of members of the Cooper Ornithological Society, to-wit: Regular members, Sustaining members, Life members, and Honorary members.

SECTION 3. Application for regular membership shall be in writing addressed to the Cooper Ornithological Society stating the full name and permanent post office address of the applicant and that the applicant subscribes to and agrees to be bound by the Articles of Incorporation, the By-Laws, and all the rules and regulations of the Cooper Ornithological Society now in force or hereafter adopted, and to pay all dues or assessments levied as herein provided. The application shall be signed by the applicant, endorsed by a regular member of the Society, and delivered to the Secretary of the Northern Division or Southern Division of the corporation, accompanied by the annual dues for the calendar year in which such application is filed. The applicant shall be deemed elected to membership thirty days after his or her name shall have been read by the secretary, or acting secretary, to the members attending any regularly announced meeting of the Society, or its divisions, unless written objections thereto, with reasons stated, shall in the meantime have been filed with the Secretary of this corporation. Final action upon applications thus detained shall rest in the discretion of this corporation. If any such application is rejected, the annual fee shall be returned to the applicant.

SECTION 4. Regular Members. A regular member not in arrears for dues shall be entitled to receive "The Condor" without extra charge and be entitled to all benefits accruing to regular membership in the Cooper Ornithological Society. The Board of Directors shall fix the dues for all classes of membership.

SECTION 4(a). Sustaining Members. Any person qualified to become a regular member may become a sustaining member upon filing an application therefor in the same manner and to the same effect as a person applying for regular membership and shall be elected in the same manner as regular members are elected. Sustaining members shall be entitled to all the privileges of regular members. A member may elect to change his class of membership from regular to sustaining, or vice versa, at the time of remittance of his dues for the ensuing calendar year to the Treasurer.

SECTION 5. Life Members. Any regular member, and all sustaining members, in good standing, or other person qualified to become a regular member, may become a life member by notifying any officer of this corporation or officer of the Northern or Southern divisions of his intentions so to do and by paying into the treasury of this corporation an amount fixed by the Board of Directors. Life members shall be entitled to all the privileges of regular members, shall be exempt from all further dues, and shall be entitled to receive "The Condor" free of charge.

SECTION 6. Honorary Members. Honorary membership may be conferred, by majority vote of the members of the Council present at any meeting, on members of the Society who have rendered outstanding service to ornithology, and/or to the Society. Honorary members shall be exempt from all dues and shall be entitled to

all the rights and privileges of regular members. The Council shall appoint annually a committee of three members to search out and select candidates for election to honorary membership and to submit their names to the Council for its consideration. The Council shall not be limited, however, in its power to elect honorary members, to candidates submitted by such committee.

ARTICLE II
DIVISIONS AND CHAPTERS

SECTION 1. For the purpose of holding meetings of members for the study and promulgation of the science of ornithology in Northern California and in Southern California there shall be two divisions of the Society, namely, the Northern Division and the Southern Division. The Northern Division shall hold its meetings at such places as it may determine in that part of the State of California lying northerly of the 36th parallel of latitude, and the Southern Division shall hold its meetings at such places as it shall determine in that part of the State of California lying southerly of the 36th parallel of latitude. Each member of the Society shall be entitled to attend and vote at meetings held by either division. Members residing in the territory herein designated as the meeting place for either of the two divisions shall belong to such divisions.

SECTION 2. Local chapters of the Society may be formed for the purpose of concentrating activities in any particular field or for the convenience of members in holding local meetings. Such local chapters shall be formed only by charter granted by this corporation upon application of five or more members of the Society. The charter of any local chapter may be revoked by this corporation when in the judgment of this corporation it is to the best interests of the Society at large so to do. Each local chapter existing and in good standing at the time of the adoption of these By-Laws shall be entitled to a charter from this corporation. Membership in any local chapter started as provided herein shall be open to any member of the Cooper Ornithological Society who shall signify his or her desire to join and who shall pay his or her prorata proportion of the amount required by such chapter for its local expenses and activities. Each local chapter shall have a Chairman and a Secretary who shall fulfill the duties of such offices, and such other officers as the local chapter may determine. Each local chapter shall adopt such rules and regulations for the conduct of its own affairs as may be desired, and each such chapter by agreement among its members may fix such charges upon its members as may be required for conducting the local affairs of the chapter. No local chapter shall engage in any activities subversive to the purposes or policies of this corporation, nor shall any chapter have power to incur indebtedness nor to take any action in the name of this corporation.

ARTICLE III
COUNCIL

For the purpose of determining the policy relating to all matters concerning the scientific and educational policies and undertakings of this corporation, a body to be known as the Council is hereby created. The Council shall consist of the President and Vice-Presidents and Secretary of each division during incumbency, together with such persons as shall have formerly served for one year or longer as President of the Northern and/or Southern Division of the Cooper Ornithological Club, an unincorporated association, also such persons as will have served for one year or

longer as President of the Northern Division and/or the Southern Division of this corporation, and such persons who have served for one year or longer as President of this corporation during such time in each instance as such persons continue their membership in this corporation without interruption and shall attend the annual meetings of the Council no less than once each three years and also persons holding the positions of Editors and Associate Editors of the publications of this corporation during incumbency.

The Council shall also include six elected members beginning in 1961. The elected members of the Council shall be divided into three classes, two serving for one year, two for two years, and two for three years, and at subsequent elections members of each class shall be elected for three years as their terms expire, but shall not be eligible to succeed themselves, although they may be elected at a subsequent meeting. New elective members to the Council shall be elected by the Council at the annual meeting. A nominating committee appointed by the President of the Council shall offer nominations for elected positions on the Council.

The Council shall hold meetings at such times and places as it may by resolution determine. All matters concerning the undertakings of this corporation relating to or pertaining to the study and advancement of ornithology shall be first passed, approved, or rejected by a majority vote of said Council. The selection of publications to be undertaken other than "The Condor" shall be initiated by recommendation by the Editor of "The Condor" and/or the Editor of "Pacific Coast Avifauna" to the Council. The Council shall then make its recommendation to the Board of Directors which shall make the final determination.

ARTICLE IV *CORPORATE POWERS AND MANAGEMENT*

SECTION 1. The corporate powers of this corporation are vested in a board of nine Directors and five shall constitute a quorum. Each Director elected at or after the annual meeting of 1966 shall serve for a term of three years and until his successor is elected and qualified. Three of the Directors elected at the annual meeting of 1965 shall serve for terms of three years, three shall serve for terms of two years, and three shall serve for terms of one year, and until their respective successors are elected and qualified. The Directors elected at the annual meeting of 1965 shall determine, by lot, unless they shall agree upon some other manner of making such determination, which of the nine Directors so elected shall serve for three-year terms, two-year terms, and one-year terms. No Director elected at or after the annual meeting of 1965 shall be eligible to be again elected as a Director prior to the annual meeting next succeeding the annual meeting coinciding with the expiration of his term. If a vacancy occurs in the Board of Directors the other Directors then in office shall elect a member of the corporation to fill the same and the Director so elected shall hold office for the unexpired term of the Director whom he succeeds and until his successor is elected and qualified.

SECTION 2. Subsequent to the election of Directors at the annual meeting of 1967, Directors, other than those elected by the Board of Directors to fill interim vacancies, shall be elected by a mail ballot to be conducted in the following manner. On or before November 1st of each year a committee appointed by the Board of Directors shall nominate a slate of candidates to fill the vacancies which will result from expiration of terms of Directors during the next calendar year. Such committee

shall nominate one candidate for each such vacancy. The names of persons nominated by the committee shall be published in the November–December issue of “The Condor.” In addition, other candidates may be nominated by petition signed by not less than 50 members in good standing received by the secretary not later than December 31st of each calendar year. If any such petition is received on or before such date the names of such additional candidates shall be printed on the ballot and the ballot shall show which candidates are those nominated by the committee and which are nominated by petition. In addition, members shall have the right to write in on the ballot names of any other persons for whom they wish to vote. The ballot shall state the number of vacancies to be filled. Members may vote for not more candidates than the number of vacancies. Any ballot showing votes for more candidates than the number of vacancies shall not be counted. If a member spoils his ballot he may return it to the Secretary and request a duplicate. The Secretary shall furnish a duplicate if time permits. Cumulative voting shall not be permitted. The secretary shall mail ballots to the members not earlier than *January 15* nor later than *February 1* of each year. Ballots must be returned to the secretary, signed by the respective members casting them, and received by the secretary not later than *March 15*. Ballots received after such date shall not be counted. The persons elected shall be the persons receiving the largest numbers of votes up to the number of vacancies.

The President of this corporation shall, by virtue of such office, be a member of the Board of Directors. During any period that the President is not an elected Director, the number of Directors shall be increased by one.

SECTION 3. Said Board of Directors shall have power and authority to levy and collect from time to time, as in their discretion they may deem advisable, assessments upon all members of this corporation.

The number of Directors of this corporation may be increased or diminished within the limits as to number in the manner prescribed by the Civil Code of the State of California at the annual meetings of the members of this corporation or at any special meeting called for that purpose.

The Board of Directors shall meet for the purpose of organization immediately after each annual meeting and no notice of said organization meeting need be given. At said meeting the Board of Directors shall elect officers who shall hold office until the next annual meeting of the members of this corporation. The Board of Directors shall have power:

(1) To call meetings of the members of this corporation when it deems the same necessary, and meetings of the members shall be called at any time by said Board upon a written request signed by at least fifty of the members of this corporation.

(2) To adopt, by resolution, rules and regulations not inconsistent with the laws of the State of California or of the By-Laws of this corporation for the guidance of the officers in the management of the affairs of this corporation.

(3) To conduct, manage, and control the affairs and business of this corporation.

(4) To contract for, incur, or create indebtedness in any lawful manner and in any amount required for the purposes of this corporation; to secure the same by deed of trust or mortgage upon the real property of this corporation in the manner provided by law. To make, do, or perform any acts necessary or proper to carry out all or any of the purposes of this corporation; to make and enter into contracts, perform and enforce the same, and to issue bonds, debentures, and other evidence of indebtedness to secure obligations of this corporation in the manner provided by law.

(5) To keep an accurate record of all of its meetings and acts and also of the meetings of the members of this corporation.

(6) To supervise all of the acts of the officers and employees and to cause the moneys of this corporation to be kept safely, directing from time to time where the same shall be kept or deposited.

(7) To invest surplus funds of this corporation or funds in the Endowment Fund in stocks and other securities as determined and approved by an Investment Committee to be composed of three or more directors of this corporation.

(8) The Board of Directors shall hold meetings at such times and places as it may by resolution determine. The President of the Board of Directors may call a meeting when he determines that such a meeting is necessary for the transaction of business.

SECTION 4. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board.

ARTICLE V

OFFICERS

SECTION 1. The officers shall consist of a President, one or more Vice-Presidents, Secretary, one or more Assistant Secretaries, Treasurer, one or more Assistant Treasurers, Editor of "The Condor," and one or more Associate Editors, and Editor of "Pacific Coast Avifauna" and one or more Associate Editors.

SECTION 2. The President shall preside at all meetings of Directors and members. He shall call the directors together whenever he deems it necessary. In the absence of the President a Vice-President may perform the duties of the President.

SECTION 3. The Secretary shall keep a record of the meetings of the Board of Directors and of the members. He shall discharge such other duties as pertain to his office or are prescribed by the Board of Directors.

SECTION 4. The Assistant Secretary shall assist the Secretary in his general duties and in the absence of the Secretary shall perform all the duties of said office.

SECTION 5. The Treasurer shall safely keep all moneys belonging to this corporation and disburse the same by checks countersigned by such other officer as shall be designated by the Board of Directors, or if the Treasurer is unable to serve, such checks shall be signed and countersigned by the officers designated by the Board of Directors. The Treasurer shall discharge such other duties as may be required of him by the Board of Directors.

SECTION 6. The Treasurer and his Assistants shall receive all dues from members, subscriptions to Society publications, payments for purchases of back issues of the latter and of such other properties of the Society as may be authorized for sale by the Board of Directors, and donations, and shall issue receipts for same when requested.

SECTION 7. The Editor of "The Condor" and the Editor of "Pacific Coast Avifauna" and the respective Associate Editors shall perform such duties with reference to the publications of this corporation as usually devolve upon an editorial office. The Editors and Associate Editors shall be appointed by the Council, subject to approval by the Board of Directors. The official organ of this corporation shall

be "The Condor," the periodical heretofore published by the Cooper Ornithological Club, an unincorporated association, and continued by this corporation. Proceedings of each meeting of each division of the corporation and of the annual meeting of this corporation shall be briefly reported in "The Condor." There may be also published by this corporation a series of publications known as "Pacific Coast Avifauna" to contain longer papers issued at irregular intervals, as material and finances permit. This corporation shall publish such reports, proceedings, memoirs, and other works on ornithology as may be authorized at any meeting of the Board of Directors of this corporation. The Editors may, upon approval of the Board of Directors, hire editorial assistance to alleviate the pressure of work in connection with producing the Society's publications.

SECTION 8. All members of the Board of Directors and officers of this corporation shall serve without compensation, except that the Board of Directors may, if they deem it advisable, provide compensation for any one or more of the Secretary, Assistant Secretary, Treasurer, Editors and Associate Editors.

SECTION 9. All members of the Board of Directors and officers of this corporation shall serve without compensation, with the exception of the Secretary, Assistant Secretary, Treasurer, Business Manager, Editor, and Associate Editors, for whom compensation may be fixed by the Board of Directors.

ARTICLE VI MEETINGS

SECTION 1. The annual meeting of the members of this corporation shall be held on the first Thursday in April of each year unless the Board of Directors determine another date before or after the above named day that will better suit the convenience of members to enable them to attend such meeting, and shall be called by notice in writing signed by the Secretary and addressed to each member at his or her place of residence, deposited in the Post Office, postage prepaid, at least 30 days before the date of such meeting. A copy of said notice, if so directed by the Board of Directors, shall be published in the issue of "The Condor" appearing next immediately preceding said meeting. Notice of publication other than in "The Condor" as above provided, is hereby dispensed with.

SECTION 2. Special meetings of the members may be called at any time by the order of the Board of Directors on its own motion and a notice of such special meeting shall be given at least two weeks before the date of such meeting.

SECTION 3. If, for want of a quorum or other cause, the members' meeting shall not be held on the day named, or should the members fail to complete such business as shall be presented for their consideration, the members present may adjourn from day to day until the same shall be accomplished, or to a day certain.

SECTION 4. At all meetings of the members of this corporation, twenty-five percent (25%) of the existing membership, when present in person or by proxy, shall constitute a quorum for the transaction of all business, provided that not less than twenty-five members are personally present. Each member shall be entitled to but one vote and the transaction of business at a meeting so conducted shall be as valid as if made at a meeting at which a majority of members of this corporation were present and voted.

SECTION 5. The right of any member to vote by proxy at any meeting of the

members of this corporation shall not be restricted, provided however, that cumulative voting shall not be allowed, and provided, further, that proxies shall be given to members only.

SECTION 6. Meetings of members shall be held at such places as the Board of Directors shall by resolution determine.

ARTICLE VII
MEMBERSHIP CERTIFICATES

Upon notification from the treasurer that an applicant's name has been properly processed according to the By-Laws and that dues have been paid, the Secretary will issue a letter of welcome to membership in the Society. All Life Members will receive a certificate in the form as shall be determined by the Board of Directors, such certificates to be signed by the President, Secretary, and Treasurer.

No member may transfer his membership or any right arising therefrom. All rights of a member in this corporation and in its property shall cease on death or other termination of his or her membership.

ARTICLE VIII
RESIGNATIONS

SECTION 1. All resignations of members of this corporation shall be in writing, addressed to the Treasurer of the Board of Directors of this corporation.

SECTION 2. Any member may be expelled from this corporation on satisfactory evidence that such member is an improper person to be connected with this corporation. Such expulsion can be by resolution in writing, signed by two regular members in good standing and presented to the Board of Directors of this corporation. Such resolution shall specify the grounds alleged to render such member an improper person for membership. Upon the receipt of such resolution the Secretary shall at once notify the member of such resolution and transmit a copy thereof to him. Evidence may be produced at the next meeting of the Board of Directors in support of the resolution and the member sought to be expelled shall be allowed to present and to offer such evidence in rebuttal as he may have. After such evidence has been presented the Board of Directors shall pass upon the same and its findings shall be final and conclusive as to the retention or expulsion of the member involved.

SECTION 3. Any member who allows his or her dues to become delinquent (after January 1st) loses all rights and privileges of membership until such time as the dues may be paid up in full, or for that period during which the member wishes to have membership restored. The privilege of reinstatement of membership may be subject to approval by the Board of Directors.

ARTICLE IX
AMENDMENTS

These By-Laws may be amended or revised or new By-Laws adopted by the vote or written assent of the majority of the members entitled to vote or the vote of a majority of a quorum at a meeting duly called for the purpose according to the By-Laws.

BYLAWS

ARTICLE X
CORPORATE SEAL

The corporate seal of this corporation shall be the impression of a disc, with the following inscription:

COOPER ORNITHOLOGICAL SOCIETY
Incorporated December 6, 1934
California