

*Condor*, 80:256-260  
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## BYLAWS OF THE COOPER ORNITHOLOGICAL SOCIETY

### ARTICLE I

#### MEMBERSHIP

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

*SECTION 2.* There shall be three classes of members of the Cooper Ornithological Society, to wit: Regular members, Sustaining members, and Honorary members. Life membership, as previously defined in the Bylaws (*Condor* 69: 613), is continued if the life membership was paid for prior to adoption of the amendment of 1974, eliminating this class of membership. The Board of Directors shall fix the dues for all classes of membership.

*SECTION 3.* Application for regular membership shall be in writing addressed to the Cooper Ornithological Society and stating the full name and post office address of the applicant and that the applicant agrees to pay all dues or assessments levied as herein provided. By accepting election to membership, the member subscribes to and agrees to be bound by the Articles of Incorporation, the Bylaws, and all the rules and regulations of the Cooper Ornithological Society now in force or hereafter adopted, for the duration of such membership. The application shall be signed by the applicant, endorsed by a member of the Society, and delivered to the Treasurer 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 30 days after the application and annual dues have been received by the Treasurer, 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.

*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 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. Members may choose to change their class of membership from regular to sustaining, or vice versa, at the time of remittance of their dues for the ensuing calendar year to the Treasurer.

*SECTION 5.* 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

#### CHAPTERS

For the purpose of holding meetings of members for the study and promulgation of the science of ornithology, local chapters of the society may be formed. Such chapters shall be formed only by charter granted by the Directors of this corporation upon application of 25 or more members of the Society. The charter of any local chapter may be revoked by this corporation when in the judgment of the Directors of this corporation it is to the best interests of the Society at large to do so. Each local chapter existing and in good standing at the time of the adoption of these Bylaws, and also those organizations of members formerly known as the Northern and Southern Divisions of the Society, shall be entitled to a charter from this corporation. 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. The geographic area represented by each chapter shall be that which best serves the needs of its members and may be determined by their majority vote, subject to the approval of the Directors of this corporation. Any disagreements among chapters over matters of geographical representation shall be considered by the Council, which shall recommend to the Directors, who shall then rule in the matter. Membership in any local chapter shall be open to any member of the Society who shall signify a desire to join and who shall pay a prorata proportion of the amount required by such chapter for its local expenses and activities. No member of the Society shall be required to join any local chapter, and shall not forfeit any rights and privileges of membership in the Society by declining to join a chapter. Each local chapter shall have a Chairperson and a Secretary who shall fulfill the duties of such offices, and such other officers as the local chapter may determine. To remain chartered, all chapters must have at least 25 members and must hold annual elections of officers by their membership and must annually supply the Directors of this corporation with lists of their members, all of whom must also be members in good standing of the Society. The elected officers of chapters shall not automatically become members of the Council during their incumbency, but shall be eligible for election to the Council or to the Board of Directors of the Society.

### ARTICLE III

#### COUNCIL

For the purpose of determining 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 such persons as shall have served prior to 1977 for one year or longer as President of the former Northern or Southern Divisions of the Society, provided that they have met the requirements of attendance at annual meetings of the Council as subsequently specified in this Article, incumbent members of the Board of Directors, the Treasurer, and such persons who have served 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. Con-

tinuation of permanent membership of former Presidents on the Council shall also require attendance at annual meetings of the Council no less than once each three years unless excused by majority vote of the Council on receipt of a written application in advance of the third successive annual meeting to be missed. No more than two such absences in succession may be authorized. Those permanent members who do not meet the attendance requirements may on their own request be designated by majority vote of the Council as Council Member Emeritus. Council Members Emeriti shall retain all rights and privileges of membership on the Council with the exception of the right to vote on matters to be decided by the Council. Persons holding the positions of Editors and Associate Editors of the publications of this corporation shall also be members of the Council during their incumbency, and all past chief editors of "The Condor" and/or "Pacific Coast Avifauna" shall be members of the Council subject to the same conditions for continuation of membership as former Presidents.

The Council shall also include nine elected members, beginning in 1977. The elected members shall serve for three years each and shall be eligible to succeed themselves not more than once, although they may be elected again after not serving on the Council for at least one three-year term. A nominating committee appointed by the President of the Council shall offer nominations for elected positions on the Council, and election shall be by mail ballot of the membership of the Society in the same manner as that for election to the Board of Directors as specified in Article IV, Section 2.

### ARTICLE IV

#### CORPORATE POWERS AND MANAGEMENT

*SECTION 1.* The corporate powers of this corporation are vested in a board of nine Directors, of which five shall constitute a quorum. Each Director shall serve for a term of three years and until a successor is elected. Directors shall not be eligible to succeed themselves in office (nor to be elected to fill a vacancy on the Board of Directors) until at least one year has passed since the completion of their previous 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 preceding Director and until a successor is elected.

**SECTION 2.** 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 Winter 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 no 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 the ballot, it may be returned to the Secretary and a duplicate will be provided. 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 those receiving the largest numbers of votes for 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 public 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 50 of the members of this corporation.

(2) To adopt, by resolution, rules and regulations consistent with the laws of the State of California and the Bylaws 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 composed of three members of the Society elected annually by the Board of Directors. No person shall serve on the Investment Committee more than five consecutive years.

(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 deeming it 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. 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 and shall discharge such other duties as pertain to the office or are prescribed by the Board of Directors.

*SECTION 4.* The Assistant Secretary(-ies) shall assist the Secretary 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 determined by the Board of Directors.

*SECTION 6.* The Treasurer and Assistant Treasurer(s) 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, originally an unincorporated association, and continued by this corporation. Proceedings of each meeting of this corporation, including the annual meeting, 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 and 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.

## 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. The annual meeting shall be called by notice in writing signed by the Secretary, addressed to each member at his or her place of residence, and mailed 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.

*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 same shall be accomplished, or to a day certain.

*SECTION 4.* At all meetings of the members of this corporation, 25 percent 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 25 members are personally present. Each member shall be entitled to one vote. 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 Bylaws and that dues have been paid, the Secretary will issue a letter of welcome to membership in the Society. Honorary members will receive a certificate of a form determined by the Board of Directors, such certificates to be signed by the President and Secretary.

No member may transfer his membership, or any right arising therefrom, to another person. All rights of a member in this corporation and in its property shall cease on death or other termination of the 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 offer evidence in rebuttal. 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 becomes delinquent in the payment of dues (after January 1st) loses all rights and privileges of membership until such time as the dues may be paid 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 Bylaws may be amended or revised or new Bylaws 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 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

Revised: 12 May 1978