

## BYLAWS OF

### THE INTERNATIONAL ORNITHOLOGISTS' UNION

As Approved October 14, 2014

#### ARTICLE I – NAME

1. The name of this Corporation is The International Ornithologists' Union (referred to herein as the Union or IOU).
2. The Union is a non-profit corporation (incorporated, June 17, 2009 in the District of Columbia) with a representative for receipt of service and its principal office in Cleveland, Ohio.

#### ARTICLE II – OBJECTIVES AND PURPOSES

The International Ornithologists' Union is a world-wide, non-profit organization. Ornithology, or avian biology, is a global discipline addressing all levels of biology from ecosystems to molecules, linking basic and applied research, and nurturing education and outreach. The IOU seeks to support, promote and advance ornithology by:

1. Disseminating ornithological knowledge and science.
2. Interacting with other scientific organizations, foundations and institutions.
3. Stimulating and strengthening locally-based research that includes the participation of amateur ornithologists.
4. Cultivating collegial, collaborative, mentoring and mutually supportive relationships among ornithologists internationally and without restrictions imposed by cultural or political differences.
5. Fostering knowledge exchange among basic research and applied sciences, such as conservation.

To achieve these objectives and purposes, the International Ornithologists' Union:

- Sponsors and promotes Congresses throughout the world at regular intervals.
- Establishes and sponsors commissions and committees as it deems appropriate and desirable,
- Establishes and sponsors other international ornithological activities with specific tasks concordant with the mission and goals of the IOU as it deems appropriate,
- Functions as the Section of Ornithology of the International Union of Biological Sciences (IUBS) and
- Promotes international collaboration and networking.

#### ARTICLE III – MEMBERSHIP

1. Any person interested in the discipline of ornithology and willing to pursue the objectives of the Union is eligible for membership.
2. Membership shall be accomplished by application and payment of dues.
3. Each member shall have one vote. Members may vote at meetings of the members in person, by written proxy or by electronic means.
4. Council, at its discretion, may establish various classes of membership such as student members, institutional/organizational members, honorary members, etc. Such classes may carry different dues rates

#### ARTICLE IV – MEETINGS

1. There shall be an International Ornithological Congress (IOCongress) under the auspices of the Union at least every four years on a date designated by the Council. Other individuals may attend this meeting at the invitation of the Council. At this meeting there shall be an Annual General Membership Meeting for reports of officers, for suggestions by members of items that Council should consider, for consideration of any changes in the Bylaws which the Council has previously determined to put to a vote of the members, and for other items of business.
2. Special meetings of the members may be called by the President the Vice President, or a majority of the Council.
3. All meetings of members shall be called on at least thirty (30) days written notice by mail or electronic means, which notice shall state the time and place of such meeting, and shall note any Bylaw amendments or other items of business on which Council has determined member votes will be taken.

4. Twenty (20) members present in person shall constitute a quorum at any business meeting of the members. When a quorum is present at any meeting, a majority of the votes cast shall, except where a larger vote is required by these Bylaws, decide any question brought before such meeting. A majority of those present at any meeting, though less than a quorum, may adjourn the meeting from time to time and such meeting may be held as adjourned without further notice.

#### **ARTICLE V – COUNCIL and COUNCIL ORGANIZATION**

1. There shall be a governing body of the Union known as the Council.
2. The Council shall consist of the President, Vice President, immediate past President, Secretary, Treasurer, Membership Chair, Communications and Publications Chair, IOCongress Convener, Scientific Program Chair and two Council Members-at-Large. The Council shall:
  - (a) Manage the affairs of the Union.
  - (b) Fill all vacancies in elected positions of the Council. Any such appointment shall extend only until a successor shall be duly elected by the members.
  - (c) Call and organize meetings of the general membership.
  - (d) Invest and administer the funds of the Union
  - (e) Establish and appoint such committees as may be required pursuant to Article IX of these Bylaws.
  - (f) Select a Management Firm and name an Executive Director who will function as the Chief Operating Officer of the Union with responsibility for the day-to-day operations of the Union.
3. The Executive Director is an ex officio member of Council without voting privileges.

#### **ARTICLE VI – COUNCIL MEETINGS**

1. Meetings of the Council may be held at such times and places as are necessary to carry out the business of the Union, but not less than once per year. Meetings may be conducted by conference telephone call or other effective electronic means allowing the members full ability to participate and have awareness of each others' views.
2. A majority of the Council then in office shall constitute a quorum.
3. Meetings of the Council may be called by the President, the Vice President, or any three (3) members of the Council acting jointly.
4. All meetings of the Council shall be called on no less than thirty (30) business days' written notice, sent by mail or electronic means, ahead of the intended meeting.
5. The President chairs the Council. In his or her absence the Vice President chairs the Council.
6. Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting if notice has been provided to all members, a full description of the matter to be decided has been provided to each member, and the meeting is called in accordance with paragraph 3 above. Such votes may occur by telephonic, written, or electronic means. The description provided and votes recorded from members shall be filed with the records of the meetings of the Council.

#### **ARTICLE VII – NOMINATIONS & ELECTIONS**

1. Quadrennially there will be an election at which the new officers (including the President, Vice President, Secretary, Treasurer; Membership Chair, Communications and Publications Chair, IOCongress Convener and two Council Members-at-Large shall be elected.
  - (a) The terms of all officers and Council Members-at-Large shall be four years.
  - (b) Officers, other than the President and Secretary, may be re-nominated and reelected once for a total term not to exceed eight years.
  - (c) The Secretary may be re-nominated and reelected indefinitely.
  - (d) Council Members-at-Large may not serve more than one consecutive term.
2. The President shall appoint a Nominating Committee no less than one hundred eighty (180) days prior to the beginning of the term for which an election is to be held. The Nominating Committee shall consist of six (6) members of the Union, including the Immediate Past President who shall chair the committee. No country shall have more than one member on the committee. The Nominating Committee shall select willing members in good

standing to serve as officers and Council members for a minimum of four years. The Nominating Committee shall also attempt to ensure that nominees reflect the distribution of the general membership with respect to region, country and gender.

3. The Executive Director shall prepare the official ballot containing the names of those nominated by the Nominating Committee for each open officer and Council position, plus the names of any eligible candidate nominated by three percent (3%) or more of the membership. Such ballot shall also include any Bylaw amendments or other matters determined by Council to warrant a vote from the entire membership.
4. These official ballots shall be sent to each member by electronic mail where possible, and by air mail where no registered email address is known, and if said mailing address is on file, at least thirty (30) days prior to the due date for return of ballots. Ballots must be returned no later than thirty (30) days prior to the first day of the term for which the officers/Council members are being elected.
5. Votes cast on ballots shall be counted by the Executive Director, who shall notify the Membership of the results.
6. The beginning of each term of each office shall coincide with the close of the International Ornithological Congress.
7. The President may serve only one term.

### **ARTICLE VIII – OFFICER RESPONSIBILITIES**

1. The President shall be the Chief Executive Officer of the Union, performing all duties required by the Bylaws or, if not there specified, by the Council. The President shall appoint all committee chairs, except those of the Executive, Nominating, Development, and Awards Committees, but including those of the IOU Working Groups and the IOCongress Convener.
2. The Vice President shall head the Strategic Planning Committee, assist the President and carry out such duties as may be assigned by the President. The Vice President will serve a four-year term and shall then, in the normal course of events, be eligible for nomination as President. In the event of the resignation of the President or the incapacity of the President to serve, as determined by a majority vote of the Council, the Vice President shall become the President and complete the President's term, and shall then be eligible for nomination and reelection as President.
3. The Membership Chair is responsible for ensuring that membership in the Union is maintained at a level necessary to support the organization's activities and for recruiting new members from across sectors and geographic areas.
4. The IOCongress Convener is responsible for proposing a venue for the International Ornithological Congress and managing the logistics of the IOCongress. The IOCongress Convener shall work with the other Officers, the Executive Director, the chair of the IOCongress Scientific Committee and the Congress Organizing Committee to ensure a high quality program.
5. The Communications and Publications Chair will be responsible for the Union's communications to the public and its members, with special emphasis on overseeing the organization's newsletter and website and enhancing media presence and relations.
6. The Secretary, will maintain accurate minutes of Council and General Membership meetings of the Union, which minutes shall be kept at the principal office of the Union and shall be open at all reasonable times to inspection by any member. The Secretary will maintain the Bylaws of the Union and will assist the Executive Director in maintaining the membership database and the appropriate legal status of the Union. To that end the Secretary shall nominate to the Council a licensed attorney to be General Counsel of the Union who shall serve until a successor is named and approved by Council, or until discharged by Council by a majority vote. The Secretary is responsible for communicating with and assisting ornithologists of potential host countries in the preparation of invitations for future IOCongresses. The Secretary shall collect nominations for IOU Honorary Fellows and submit them for election by the Honorary Fellows at their meeting.
7. The Treasurer of the Union shall oversee the financial affairs of the Union as undertaken by the Executive Director and the Union's management firm. Such affairs will include billing and collection of dues, payments of authorized expenses, management of checking and savings accounts, investing of funds and so on. Treasurer shall oversee the maintenance of accurate books of account and the quarterly reporting of the Union's financial

condition. The Treasurer shall chair the Development Committee. If required by the Council the Treasurer shall have a bond for the faithful performance of his or her duty in such form, in such sum, and with such sureties as the Council shall require.

8. The Scientific Program Chair prepares the scientific program of the IOCongress, working with the Scientific Program Committee and the IOCongress Convener, including supervising the editing of submitted abstracts and proposals
9. The Immediate Past President shall be an officer and member of the Council for four years after the completion of his or her term as President, shall chair the Nominating Committee and the Awards Committee and shall otherwise provide support and counsel to the President and Council.
10. The Executive Director shall serve at the pleasure of the Council and be compensated in accordance with a written agreement approved by the Executive Committee. The President, with assistance from the Vice President and Treasurer, shall be responsible for reviewing and renegotiating such written agreement when and as necessary and submitting a new or revised agreement for approval by the Executive Committee before the agreement expires by its own terms. The Executive Director and other staff shall support the Officers and Council members of the IOU in their work and activities, performing such duties as are delegated or requested by them within the terms of that agreement. The Executive Director will store the records of the Union.

#### **ARTICLE IX – COMMITTEES**

1. There shall be an Executive Committee composed of the President, Vice President, Past President, Secretary, and Treasurer. The Executive Committee is chaired by the President and is charged with handling matters coming before the Union between face-to-face Council meetings that are beyond the scope of duties of the Executive Director, including investment of the Union's funds. The Executive Committee is empowered to act on behalf of Council pursuant to the policies and procedures established by the Council and outlined in the Union's Bylaws. Actions by the Executive Committee are to be routinely reported to Council.
2. There shall be five Standing Committees: The History and Archives Committee, the Development Committee, the Strategic Planning Committee, the Scientific Program Committee and, the Awards Committee.
  - a) The History and Archives Committee is responsible for collecting, assembling, evaluating, cataloguing and archiving the records of the IOU. The Archives of the IOU are located in the Smithsonian Institution in Washington, DC and in the Executive office in Cleveland, OH.
  - b) The Development Committee is responsible for seeking funding and financial support from government agencies, NGOs, foundations and private persons. It is also responsible for writing grant proposals and final reports.
  - c) The Strategic Planning Committee is responsible for developing and maintaining the IOU strategic plan and is chaired by the Vice President.
  - d) The Scientific Program Committee is responsible for drafting the call for papers and symposia for the meeting, soliciting speakers and other contributors, establishing paper deadlines, editing abstracts and proposals, scheduling sessions and speakers and advising on other aspects of the program.
  - e) The Awards Committee is responsible for recommending to Council individuals to receive awards established for continuing recognition or as the Union may from time to time designate.
3. The Council, or the President with the approval of the Council, shall appoint other committees of members of the Union or of members of the Council. Such committees may be continuing or temporary. The continuation or function of each committee shall be evaluated every four years, and the Council, or the President with the approval of the Council, shall appoint, reappoint, or replace the chairs of such committees.
4. The Council shall have the authority to fix the duties and responsibilities of all committees. All committees shall act under the supervision of the Council except as otherwise provided in these Bylaws.
5. Members of all committees may be removed at any time with or without cause and all or any of the committees may be terminated at any time by the Council. Neither the removal nor the termination functions may be delegated by the Council.
6. Each committee may make such rules and regulations as the Council may approve and as the committee may deem proper for its own governance and for the transactions of its business (including but not limited to rules with respect to call or notice or waiver of call and notice and the number necessary to constitute a quorum).

Except as otherwise provided by the committee or such rules and regulations, committee business shall be conducted in the same manner as is provided by the Bylaws for the conduct of business by the Council.

7. Subcommittees of committees may be established and organized as needed, with the approval of the President. The President will advise Council of such establishment and appointment as appropriate, but no later than the first Council meeting following such establishment and appointment – at which time they will be subject to Council approval.

#### **ARTICLE X – FELLOWS**

The IOU may recognize eminent and/or meritorious ornithologists for their contributions to ornithology by bestowing upon them the honor of IOU Fellow. IOU Fellows have the privilege and responsibility of nominating new IOU Fellows. Election of new IOU Fellows shall be at each IOCongress from a list of nominations maintained by the Secretary. IOU Fellows shall be selected with consideration of a balance of area of expertise in ornithology, continent, region, country, age and gender. Furthermore, all areas of ornithology need to be represented by the IOU Fellows. The number of IOU Fellows from each country must be approximately proportional to its ornithological activity or the richness of its avifauna. The total number of IOU Fellows in good standing shall not exceed 300.

#### **ARTICLE XI – SOURCES OF INCOME**

1. Each member shall pay such annual dues as may be determined from time to time and prescribed by the Council of the Union, Such dues shall be separate from dues that may be imposed by any other organization of which such member is also a member, including national or local ornithological unions or associations.
2. Funds may be collected from sale of publications, advertisements, IOCongress registration fees, donations, grants or other sources according to decisions made by the Council and disclosed to the full membership of the Union.

#### **ARTICLE XII – TERMINATION OF MEMBERS**

1. If the dues of any member remain unpaid one hundred twenty (120) days after their due date as determined by the Executive Director, that member's name shall be removed from the membership list. Such a member may be reinstated upon payment of current membership dues.
2. A member whose conduct has been prejudicial to the good of the Union or inconsistent with its objectives or Bylaws may be dropped from the membership and removed from any IOU office by majority vote of the Council.

#### **ARTICLE XIII – OBJECTIVITY AND NEUTRALITY**

1. The officers and other members of the Union, in acting on behalf of the Union, shall maintain the professional objectivity and political neutrality of the Union.
2. No member of the Union may make a statement on behalf of the Union regarding public policy issues. However, no member shall be dropped from membership for taking a position on a public policy issue in a Union publication if that member clearly and simultaneously indicates that the position taken does not necessarily represent the views of the Union.

#### **ARTICLE XIV – RULES OF ORDER**

The rules contained in Robert's Rules of Order shall govern the parliamentary procedures of all meetings of the Union and its Committees in all cases to which they are applicable and consistent with these Bylaws.

#### **ARTICLE XV – BYLAW INTERPRETATION**

All questions of interpretation of the Bylaws shall be decided by the Council.

#### **ARTICLE XVI - FISCAL YEAR**

Except as otherwise provided by Council, the fiscal year of the Union shall begin on January 1 and end on December 31 in each year.

## **ARTICLE XVII – Dissolution**

In the event of dissolution of the Union, any assets remaining after payment of outstanding obligations shall be donated to a non-profit institution for the encouragement of ornithology or for purposes similar to or compatible with those of the Union.

## **ARTICLE XVIII – BYLAW AMENDMENT**

Except as otherwise required by law or any provision of the Articles of Organization or these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds of the members of the Council present at a meeting of which the notice shall have specified the proposed change or the provision or provisions to be affected thereby; provided that no amendment shall authorize or permit the Union to be operated other than exclusively for such purposes as qualify the Union for exemption from taxation under Section 501(c)6 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of future laws. In an instance where any proposed Bylaw amendment would cause or potentially lead to major changes in Union operations, governance, policy or activities, Council may at its discretion determine to submit the proposed amendment to the full Union membership as a question to be voted upon, either at a duly noticed meeting or by written or electronic ballot at the time of officer elections, and in this instance shall provide at least thirty days opportunity for advance dialogue with and among the members concerning the pros and cons of the proposed amendment. The adoption of such a Bylaws amendment will require the affirmative vote of no less than two-thirds of the members voting. Any proposal to change the Objectives and Purposes of the Union or the Membership criteria as articulated in Articles II and III above must be put to a vote of the entire membership and must receive a two-thirds majority of the Members voting.