

## BYLAWS OF THE NEOTROPICAL ORNITHOLOGICAL SOCIETY (APPROVED 1 APRIL 2004)

### ARTICLE I. ORGANIZATION

#### Section 1. Name of Organization

The organization shall be known as the Neotropical Ornithological Society and shall be referred to in this document as the “NOS.”

#### Section 2. Purpose

The purpose of the NOS shall be: to promote the scientific study of Neotropical birds and their habitat throughout their breeding and non-breeding ranges; to promote the sharing of scientific information about these birds; to provide a central body to address concerns, coordinate efforts, and increase the ability of members and affiliated groups to study the birds of the Neotropical region; and to provide technical assistance in ornithological matters to the membership and affiliated groups.

#### Section 3. Principal Place of Business

The principal place of business of the NOS shall be Delaware.

#### Section 4. Definitions

- a) A stated meeting shall be a meeting of the general membership.
- b) The quadrennial stated meeting shall be known as the Neotropical Ornithological Congress (“Congress”).
- c) The governing body of the NOS shall be known as a Board of Directors.
- d) The President, President-elect, Secretary, Treasurer, and Editor of the Society’s journal shall be known as the Executive Committee of the Board of Directors.

#### Section 5. Standard Operating Manual

The day-to-day operations of the NOS may be detailed more fully in a Standard Operating Manual. This manual will supplement but shall not be part of these bylaws. The Board of Directors will have the discretion to amend the Standard Operating Manual and such amendments will not require the vote of the membership.

#### Section 6. Effective Date and Temporary Provisions

- a) These bylaws shall be deemed in effect on the first day of the year following approval by the membership, provided, however, that the provisions for election of the Board of Directors shall take effect immediately upon approval by the Board of Directors.
- b) For the elections to be held in 2003, six Board Members-at-Large shall be elected. Lots will be drawn to determine which three of these six shall serve for two years and which three of these six shall serve for four years.

### ARTICLE II. MEMBERSHIP

#### Section 1. Categories of Membership

The membership of the society shall consist of the following classes:

- a) Regular: Any person with an interest in the avifauna of the Neotropical region.
- b) Honorary: Those individuals who have made an outstanding contribution to the NOS or to the study of Neotropical avifauna. Selection of honorary members shall be by unanimous recom-

mendation of the Executive Committee and ratified by a majority vote of the general membership at a stated meeting.

- c) Special Categories: The Board of Directors may establish special categories for the recognition of exceptional financial donations by individuals.

#### Section 2. Dues

- a) The amount of the dues shall be set by the Board of Directors.
- b) The Board of Directors shall have the authority to set higher dues for members residing outside the Caribbean, Central America, and South America.
- c) The Board of Directors shall have the authority to set discounted dues for students and others and to determine the qualifications and required proof of status for such dues.
- d) Honorary members shall not pay dues.
- e) The Board of Directors shall have the authority to establish dues for a life membership.
- f) Dues shall not be pro-rated for membership for a partial year.

#### Section 3. Rights and Responsibilities of Members

- a) Members shall be responsible for paying dues as set by the Board of Directors and in a timely manner. Members who have paid dues shall be considered members in good standing.
- b) Regular members in good standing, honorary members, and members of such special categories as shall have been created by the Board of Directors pursuant to Article II, Section 2(c) shall have the rights to: receive the society's journal and all other mailings and materials distributed by the NOS, vote, stand for election, and hold office.

## ARTICLE III. OFFICERS AND BOARD OF DIRECTORS

### Section 1. Positions

The officers of the Society shall be a President, immediate Past-president, President-elect, a Secretary, and a Treasurer. One individual may serve as both Secretary and Treasurer. These officers, together with the Editor of the society's journal, and six Board Members-at-Large shall constitute the Board of Directors (the "Board"). The Executive Committee of the Board shall be empowered to transact such day-to-day business as may arise between meetings of the Board.

### Section 2. Duties of President

The President shall preside at the meetings of the Board of Directors and at the general meetings of the Society and shall perform such other duties as are assigned by the Bylaws or by resolution of the Board. In case of the President's absence or inability to act, the President-elect shall discharge the duties of the President.

### Section 3. Duties of Secretary

The Secretary shall keep a record of the meetings of the Society and of its governing bodies and distribute minutes of these meetings appropriately; shall give notice to Society members of the time and place of all Congresses and stated meetings no less than 21 days and no more than 60 days prior to the start of the meeting; shall maintain a record of committee assignments; shall, with the President, be responsible for the Stated Meeting in coordination with the Committee on Local Arrangements and the Committee on Scientific Program; and shall perform other duties assigned by these Bylaws or by the President. The Secretary may assume the duties of the Treasurer.

Section 4. Duties of Treasurer

The Treasurer shall receive all monies payable to the Society; shall receive officially, and acknowledge, all monies given or bequeathed to the Society; shall make an annual report to the Society of all receipts and disbursements during the past calendar year; and shall maintain a roster of members in good standing. In those years when there is a Congress or other stated meeting, the Treasurer shall make a formal report to the membership at the meeting summarizing the financial status of the Society. The Board with the recommendation of the Treasurer may designate agents who may receive and deposit monies for specific purposes, and to maintain the membership records. The Treasurer may assume the duties of the Secretary.

Section 5. Vacancies

- a) Vacancies occurring in any office other than that of President may be filled by vote of the Board of Directors and such board members shall serve until the next regular election.
- b) In the event of a vacancy occurring in the Presidency, the President-elect shall fill the Presidency until the next regular election, at which time the President-elect will commence his/her normal term as President.

Section 6. Indemnification of Officers and Directors

The members of the Board of Directors, individually and collectively, shall be held harmless by the corporation in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where Directors are judged guilty of willful misfeasance or malfeasance in the performance of their duties. The members of the Board of Directors may be indemnified by the NOS against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such individual in connection

with any threatened, pending, or completed action, suit or proceeding, including any settlements, in which she/he may become involved by reason of her/his being of having been a member of the Board of Directors; provided, however, that in the event of settlement, this indemnification shall apply only when a majority of disinterested members of the Board of Directors approves the settlement and reimbursement as being in the best interest of the NOS. The right of indemnification shall be in addition to and not exclusive of other rights to which such individual is entitled. No person adjudged to be liable for misconduct or gross negligence in the performance of his/her duties shall be entitled to indemnification under this section.

Section 7. Compensation

Directors as such shall not receive any compensation for their services as Directors, but the Board may by resolution authorize the reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the corporation. Nothing herein shall preclude a Director from serving the society in any other capacity and receiving compensation for such services.

ARTICLE IV. ELECTIONS

Section 1. Elections of Officers and Board Members

- a) The President, President-elect, Secretary, and Treasurer shall be elected every four years, in the year when a Congress is held. If no Congress is held, the election shall occur in the year in which a Congress was to have been held.
- b) Six Board Members-at-Large at large shall serve staggered four-year terms, with three being elected during the year when a Congress is held, and three being elected two

years after the year in which a Congress is held.

c) Nominations for candidates shall be solicited from the membership by the Secretary at least 120 days prior to the first date of the Congress. Nominations must be made in a form prescribed by the Board and must be accompanied by a statement from the nominee indicating a willingness to serve. If no Congress is scheduled to occur, then nominations for candidates may be solicited from the membership at least 120 days prior to the end of the calendar year. All those nominated who are eligible to stand for election shall be presented for each office. One individual may be nominated to serve as both Treasurer and Secretary.

d) Ballots shall be distributed to all members in good standing at least 60 days prior to the first date of the Congress. If no Congress is scheduled to occur, then ballots shall be mailed to all members in good standing at least 60 days prior to the end of the calendar year. All ballots received by the Secretary no later than 10 days prior to the first date of the Congress shall be counted. If no Congress is held, ballots received by the secretary no later than 10 days prior to the end of the calendar year shall be counted. All other ballots shall be discarded unopened. Ballots shall be distributed by any means consistent with the laws of the State of Delaware.

#### Section 2. Terms of Office

a) The President and President-Elect shall serve a single four-year term in a particular position, commencing at the close of the Congress prior to which they were elected. The Secretary and Treasurer may serve multiple four-year terms. If no Congress is held during the year of an election, these terms shall commence on the first day of the next calendar year.

b) Three Board Members-at-Large shall serve four-year terms commencing at the close of the Congress prior to which they were elected. If no Congress is held during the year of an election, these terms shall commence on the first day of the next calendar year. Three additional Board Members-at-Large shall be elected to serve four-year terms commencing two years after the commencement of the terms of those elected in a Congress year.

#### Section 3. Journal Editor

The Editor of the Society's journal shall be elected annually by the Board.

### ARTICLE V. MEETINGS

#### Section 1. Stated Meetings

The Congress will be the Stated Meeting of the Society, and shall be held quadrennially at such time and place as the Board of Directors may determine. Stated meetings may be held between or in lieu of Congresses if approved by the Board. The time and place for any Stated Meeting, as set by the Board, may if necessary be changed by a two-thirds vote of the Board of Directors. The Secretary shall give notice to all members, either personally, by mail, electronically, or by any other manner permitted by the law of the State of Delaware, not less than 21 days nor more than 60 days prior to any meeting of the time, place, and purpose of the meeting.

#### Section 2. Meetings of the Board of Directors

a) Meetings of the Board of Directors shall be held during each Stated Meeting of the Society. Special meetings of the Board or Executive Committee may be called by the President and Secretary, or by any four members of the Board. Written notice of any meeting of the Board shall be given to each member of the Board, personally or

by mail, or in any other manner permitted by the laws of the State of Delaware, at least three weeks prior to the meeting. Notices may be transmitted electronically. Board members may waive notice of any meeting. Waiver of notice shall be made in writing and may be transmitted electronically.

- b) In meetings of the Board of Directors, a quorum shall consist of not less than one-third of the number of members of the Board. The affirmative vote of a majority of the Board members present at a meeting shall be necessary for the adoption of any matter voted on, unless a greater proportion is required by law, the articles of incorporation, or these By-Laws. The Board of Directors may exercise any legal authority or authority under the Articles of Incorporation and these bylaws without a meeting, by the use of electronic or telephonic communications. A Director who does not respond by the established deadline for votes taken by electronic communication shall be deemed to have abstained.

## ARTICLE VI. COMMITTEES

### Section 1. Appointment

The Board of Directors may establish such temporary and permanent committees as it deems necessary to achieve the objectives of the NOS. Such committees shall operate subject to the oversight of the Executive Committee and may be dissolved at the discretion of the Board of Directors.

### Section 2. Membership and Terms

Members of committees, and the chairs of committees, will be appointed by the President. Each member of a committee shall continue as such until his or her successor is appointed or until the member's death, resignation or removal, or until the committee is

terminated. Vacancies in the membership of any committee shall be filled by appointment made in the same manner as the original appointments to that committee.

## ARTICLE VII. PROPERTY OF THE SOCIETY

### Section 1. Investing Trustees

- a) The Board may elect annually a committee of three Investing Trustees to hold all the funded property of the Society in trust with power to sell and to reinvest according to their judgment.
- b) In the event that the Investing Trustees are not licensed or professional investment advisors, the trustees, individually and collectively, shall be held harmless by the corporation in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where the trustees or any of them are judged guilty of willful misfeasance or malfeasance in the performance of their duties. The trustees may be indemnified by the NOS against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such individual in connection with any threatened, pending, or completed action, suit or proceeding, including any settlements, in which she/he may become involved by reason or her/his being of having been a trustee; provided, however, that in the event of settlement, this indemnification shall apply only when a majority of disinterested members of the Board of Directors approves the settlement and reimbursement as being in the best interest of the NOS. The right of indemnification shall be in addition to and not exclusive of other rights to which such individual is entitled. No person adjudged to be liable for misconduct or gross negligence in the performance of his/her duties shall be entitled to indemnification under this

section. This indemnification and hold harmless shall not apply to any trustee licensed to provide investment advice and services or holding himself or herself out to the public as a professional investment advisor.

Section 2. Authority to Enter into Contracts

No contract shall be binding on the Society which has not been authorized by the Executive Board. With the written approval of the President an expenditure may exceed its appropriation by up to 20% of the amount of the appropriation. Expenditures exceeding the appropriated amount by more than 20% require a supplemental appropriation by the Board or Executive Committee.

ARTICLE VIII. ADDITIONS AND AMENDMENTS TO THE BYLAWS

Proposed additions and amendments to the Bylaws may be submitted by any member to the Secretary in writing at any time. Proposed amendments to the bylaws must be approved by the Board prior to submission to the membership. A simple majority vote of the membership will be required to approve the proposed amendment. Ballots shall be mailed to all members in good standing and must be received by the Secretary by the date set by the Board, but no less than 60 days after the date of mailing of the ballots. At the discretion of the Board, bylaws changes proposed

during an election year may be combined with the election ballot. At the discretion of the Board, ballots on bylaws changes proposed during any other year may be deferred for up to 12 months in order to permit a single ballot on all proposals submitted in a calendar year.

ARTICLE IX. VOTING PROCEDURES

Voting procedures for election of Board Members shall be as described in Article IV; voting procedures for the selection of honorary members shall be as described in Article II, Section 1(b); and voting procedures for the amendment of bylaws shall be as described in Article VIII. All other matters put to a vote of the membership shall be conducted by ballot distributed to the members. Ballots shall be distributed to all members in good standing at least 60 days prior to the first date of the Congress. All ballots received by the Secretary no later than 10 days prior to the first date of the Congress shall be counted. If no Congress is scheduled to occur, then ballots shall be mailed to all members in good standing at least 60 days prior to the end of the calendar year. If no Congress is held, ballots received by the secretary no later than 50 days after the distribution of the ballots. All other ballots shall be discarded unopened. Ballots shall be distributed by any means consistent with the laws of the State of Delaware.