

BYLAWS
of the
WESTERN FIELD ORNITHOLOGISTS
Revised and adopted September 2006

- I. Name and Location. The name of this organization is Western Field Ornithologists, a non-profit organization incorporated in the State of California, United States of America. Western Field Ornithologists is referred to herein as Western Field Ornithologists, WFO, or the Society.
- II. Mission Statement
 - A. Long version: Western Field Ornithologists is an organization of amateur and professional field ornithologists that promotes the study of birds throughout western North America including Hawaii, the northeastern Pacific Ocean, and Western Mexico. The organization strives to increase knowledge, appreciation, and protection of birds and their habitats through annual meetings, field trips, and publications, primarily *Western Birds*, a quarterly, peer-reviewed journal that focuses on field-oriented descriptive ornithology.
 - B. Short version: WFO, publishers of *Western Birds*: promoting the study, appreciation, and protection of birds in western North America.
- III. Membership
 - A. Requirements. Any person or organization interested in the educational and scientific aspects of field ornithology may become a member on payment of dues.
 - B. Rights. All members have the right to receive the publication *Western Birds*, to attend field trips and meetings of the Society, and to vote at the Annual Meeting. Each member of the Society shall be entitled to one vote.
 - C. Classes and Dues. The classes of membership in Western Field Ornithologists and annual dues required for each class shall be as determined from time to time by resolution of the Board of Directors. Annual membership begins when dues are recorded by the Treasurer and includes all four issues of the current volume of *Western Birds*, unless otherwise arranged by the Membership Secretary.
- IV. Board of Directors
 - A. Number. The Board of Directors shall be composed of twelve Directors, one President, and one Vice President (described below), each with one vote (the "Voting Board"). The Immediate Past President shall be an ex-officio member of the Board and shall only vote to break a tie. Those remaining Officers, plus the Editor, are non-voting, ex-officio members of the Board. Only members of the Society in good standing shall be members or members ex-officio of the Board. Directors may only hold one position on the Voting Board at a time.

- B. Election and Terms of Office.
1. The twelve Directors shall be elected on a staggered basis, each for a term of three years, in accordance with the Term Limits section. Election shall be by a majority vote of those Society members present during the business portion of the Annual Meeting. The membership shall vote on a slate of nominees as determined by the Voting Board during the Annual Board Meeting. The slate of nominees shall consist of the nominees receiving the largest number of votes from the Voting Board. Selection of nominees by the Voting Board may be done via proxy votes. If a majority of the membership at the business portion of the Annual Meeting votes against the presented slate, then the Board of Directors shall work with the membership to determine an acceptable slate.
 2. Directors shall take office at the close of the Annual Meeting at which they were elected.
 3. Directors may be reelected in accordance with the Term Limits section (below).
- C. Quorum. Fifty percent plus one of the voting members of the current Board of Directors shall constitute a quorum for the transaction of business at any Board meeting.
- D. Powers. Vested in the Board of Directors are the control of the property and the conduct of the business and administrative affairs of the Western Field Ornithologists. The Board of Directors may delegate appropriate responsibilities and authority to Officers or committees to carry out specific duties.
- E. Meetings. The Board of Directors shall meet at least once annually, preferably shortly before the Annual Meeting of the membership, and at such other times as may seem appropriate or necessary, on the call of the President. Such meetings may be in person, by telephone, by correspondence, by email, or by whatever means of communication the President may find advisable, including combinations thereof. The meeting of the Board of Directors associated with the Annual Meeting of the membership is referred herein as the Annual Board Meeting.
- F. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two members of the Board in case of emergency. Notice of such meeting shall be given to each member of the Board of Directors by mail, telephone, fax or email, preferably at least 24 hours in advance.
- G. Removals. The Board of Directors may remove, for cause, Officers or Directors whose performance or conduct is deemed unacceptable by a vote of a two-thirds majority of all other members of the Voting Board.
- H. Vacancies. Vacancies in Directors positions, for whatever cause, shall be filled by a vote of a majority of the remaining members of the Voting Board, even though less than a quorum. Any Director elected to fill such a vacancy shall serve for the

- unexpired term of the Director position being filled. Vacancies may be filled at any meeting defined herein.
- I. Remuneration. The Directors, President, Vice President, and Immediate Past President of the Society shall receive no compensation for their services to the Society. All members of the Board of Directors may be reimbursed for expenses reasonably incurred by them in the performance of their duties for the Society.
- J. Officers
1. Number. The Officers of the Society shall be a President, Vice President, Immediate Past President, Recording Secretary, Membership Secretary, Treasurer, and such other Officers as the Board of Directors may elect. The aforementioned Officers shall constitute the Management Committee of the Society. The President, Vice President, and Immediate Past President are referred herein as the Executive Officers. Any two or more Officer positions may be simultaneously held by the same person, except the Executive Officers may not simultaneously be any other member of the Voting Board and the President may not simultaneously be the Recording Secretary.
 2. Qualifications. The Vice President should have prior experience as a Director. The President shall have prior experience as a member of the Board of Directors and should have prior experience as Vice President. Only members of the Society in good standing may become Officers.
 3. Election and Terms of Office. Officers shall be elected by the Board of Directors for terms of one year. Each Officer may be reelected in accordance with Term Limits, below. It is anticipated that the President and Vice President will serve the maximum duration as defined by the Term Limits, and that the periods for which each serves will coincide. Officers take office at the conclusion of the Board meeting at which they are elected.
 4. Vacancies. Vacancies, for whatever cause, in Officer positions except Immediate Past President shall be filled by a vote of a majority of the Voting Board, even if less than a quorum. Any Officer elected to fill such a vacancy shall serve for the unexpired term of the Officer position being filled. The Board of Directors, at their discretion and with a majority vote, may fill a vacancy in the Immediate Past President position with a former member of the Board with suitable experience. It is anticipated that the current Vice President will fill a vacancy in the Presidency.
 5. President. The President shall be the chief executive of the Society, the President of the Board of Directors, and a member ex-officio of all committees except the Nominating Committee and Records Committees. The President shall preside at all meetings of the Society and of the Board of Directors. The President directs and administers all affairs of the Society and supervises all phases of its work, subject to the direction of the Board of Directors. The President shall, with the approval of the Board of Directors, appoint chairpersons of all committees except

the records committees. After completion of his or her term as President, the President shall serve as Immediate Past President, as described herein.

6. Vice President. The Vice President shall, at the President's request, assist the President in carrying out his or her duties. If the President shall be unable to serve, then the Vice President shall act as President in all respects in accordance with the Succession section.
7. Immediate Past President. The President, upon completion of his or her term unless he or she was removed from office in accordance with the Removal section herein, shall serve as Immediate Past President until replaced by the next retiring President. The Immediate Past President should serve as an advisor to the Board of Directors providing experience and continuity when appropriate. It is anticipated that the Immediate Past President, upon the request of the Nominating Committee chairperson, will serve as an active member of the Nominating Committee. It is also anticipated that the Immediate Past President will serve as chairperson of the Finance Committee.
8. Recording Secretary. The Recording Secretary shall record the proceedings of the Society and of the Board of Directors. The Recording Secretary shall keep the minutes of the meetings, as defined above, as well as the reports submitted by Officers or committee chairpersons and such other records as the Society may have, and transmit them to his or her successor. The Recording Secretary shall provide each member of the Board of Directors, and when appropriate, other interested Society members, with the minutes of the last meeting and with an agenda for the next meeting, if such is available.
9. Membership Secretary. The Membership Secretary shall record the membership and change of address, note those Society members in default and keep the Editor apprised of the membership to receive *Western Birds*. The Membership Secretary should attempt to obtain new members of the Society and to retain the membership of those who have become delinquent in their dues.
10. Treasurer. The Treasurer shall receive and safely keep the Society's funds and securities and have custody of them in such bank or banks as are approved by the Board of Directors. The Treasurer shall disburse the Society's funds on its checks as the Board of Directors may direct or approve, keeping proper documentation therefore. The Treasurer shall keep such financial records as are necessary and shall render to the Board of Directors, whenever it may require, an account of his or her transactions as Treasurer and of the financial condition of the Society, including all its funds. The Treasurer shall be bonded, when requested by the Board of Directors, in an amount determined by the Board. The Treasurer may not be the Chairperson of the Finance Committee.
 - a. If the Treasurer shall for any reason be unable to sign checks, any two of the following Officers shall sign: President, Vice President, or Recording

Secretary. The signatures of these Officers shall be registered as may be required to implement this provision.

- K. Succession. In the event that the President is unable to serve, the Vice President will act as President in all respects. In the event that the President and Vice President are both unable to serve, then the Immediate Past President will act as President in all respects. In the event that the President, Vice President, and Immediate Past President are all unable to serve, the Recording Secretary will act as President in all respects. In the event that the President, Vice President, Immediate Past President, and Recording Secretary are all unable to serve, the Officer or Director who does not receive remuneration with the most experience on the Board of Directors shall act as President in all respects.

V. Term Limits

- A. Intent. The intent of term limits is to promote turnover in Directors, President, and Vice President positions. Exiting Board of Director members are encouraged to remain active in the Society through participation in committees or other activities.
- B. Members of the Voting Board shall be subject to Term Limits as described below. For the purposes of calculating Term Limits as described herein, a “year” is calculated from one Annual Board Meeting to the next consecutive Annual Board Meeting, even if less or more than 365 consecutive days.
1. Each Director shall serve in his or her position for no more than two consecutive terms. Upon completion of a Director’s second consecutive term, he or she may return to the Voting Board without hiatus only as an Executive Officer; to return as a Director will require a hiatus of no less than one year.
 2. The President shall serve in his or her position for no more than two consecutive terms. Upon completion of the President’s second consecutive term, he or she may return as a Director or Vice President only after a period of time no less than one year.
 3. The Vice President shall serve in his or her position for no more than two consecutive terms. Upon completion of the Vice President’s second consecutive term, he or she may only return to the Voting Board without a hiatus as the President; otherwise, he or she may return to the Voting Board only after a period of time no less than one year.
 4. The only Officers who are subject to term limits are the President and Vice President.
- C. The Board of Directors may temporarily modify or suspend all or portions of these Term Limits. Such a change must be approved by at least two-thirds of the current Voting Board and such a change shall be clearly recorded in the minutes, including a specific description of the change and the duration for which it applies.

VI. Editor

- A. The President, with majority approval of the Board of Directors, shall appoint an Editor of *Western Birds*.
- B. Subject to majority approval of the Board of Directors, the Editor shall have responsibility for the preparation and publication of *Western Birds*, and the establishment of criteria for submission, acceptance, and publication of materials in *Western Birds*. The Editor may appoint and direct a group of Associate Editors and any assistants as he or she sees fit (in total, the “Editorial Board”).
- C. The Editor is an ex-officio member of the Board of Directors. He or she shall continue in office at the discretion of the Board.

VII. Publications

- A. General. The official publication of the Society is *Western Birds*. The Society, upon approval of the Board of Directors, may also issue additional publications that, as determined by the Editorial Board, are better published outside of *Western Birds*. All Society publications are to support the Society’s Mission. Papers are encouraged that are both understandable and useful to amateurs but, at the same time, make a significant contribution to the scientific literature. Highly technical papers and laboratory studies not bearing directly on field ornithology are not desirable. It is anticipated that the Editor and Editorial Board will offer encouragement and assistance to anyone, including inexperienced authors, to produce meaningful field studies and well-prepared manuscripts.
- B. Geographical Coverage. Published studies should be accomplished in, or have a direct importance to, western North America from the Rocky Mountain states and provinces to the Pacific, including Alaska, Hawaii, western Texas, northwestern Mexico, and adjacent waters.
- C. Content. The content is restricted to papers based on or pertinent to field studies of birds. Topics include distribution, behavior, population dynamics, field identification, ecology, and field techniques for censusing, sound recording, and photographing birds. Conservation papers are limited to scientific studies (e.g., studies supporting preservation of habitat, studies of endangered species, and effects of pollution); pure discussion or notice of conservation matters will not be published. Site guides are not acceptable unless they also add significantly to previously published knowledge of bird distribution, status or population in the area. Distributional papers that are local in content and would otherwise be published in a state or provincial journal are to be encouraged.

VIII. Records Committees

- A. Duties. Records Committees shall investigate and verify reports on the occurrence of rare or unusual birds within the area over which they have jurisdiction. Each Records

Committee shall regularly submit a publishable report of its findings to the Editor of *Western Birds*.

- B. Establishment. Records Committees may be established on the initiative of the President or on application by a group for a particular area. In the latter case, the group shall submit their proposed rules and committee membership to the Board of Directors, through the President. If these are approved by the Board of Directors, the President shall appoint that Records Committee for the area.
- C. Membership. Members of a Records Committee must be members in good standing of the Society. They may be, but need not be, Directors or Officers of the Society. Only the initial committee membership need be approved by the Board of Directors. Thereafter the committee shall elect its own members, and those members shall serve according to the rules established by the committee. The officers of a Records Committee shall be elected by the members of the committee from within the membership of that committee.
- D. Rules. Each Records Committee may adopt rules for its own government and procedures not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

IX. Other Committees

- A. Establishment. The President, with approval of the Board of Directors, shall appoint chairpersons of committees as seems appropriate for the activities of the Society. The terms of these chairpersons begin as soon as appointed and continue as determined by the Board of Directors at time of establishment.
- B. Membership. Chairpersons shall be members in good standing of the Society, but need not be Board members or Officers except in the case of the Nominating Committee. The chairpersons will appoint the other members of their committees who shall be members of the Society unless approval for a non-member to serve is given by the Board of Directors. Any member of a committee may be removed by the Board whenever, in their judgment, the best interests of the Society will be served.
- C. Rules. Each committee may adopt rules for its own government and procedures not inconsistent with these Bylaws or with rules adopted by the Board of Directors.
- D. Standing Committees
 - 1. Field Trip Committee. This committee shall plan, organize and conduct the field trips. There may be more than one such committee at one time.
 - 2. Annual Meeting Committee. This committee shall plan and arrange for the Annual Meeting of the Society.

3. Nominating Committee. This committee shall propose one or more candidates for each of those positions on the Board of Directors that become open at the time. Any member of the Society may suggest candidates to the Nominating Committee, but must do so prior to, preferably several months prior, or during the Annual Board Meeting. The chairperson of the Nominating Committee must be a member of the Board of Directors. The President may not be a member or member ex-officio of the Nominating Committee.
 4. Finance Committee. This committee shall oversee the financial activities of the Society and, from time to time, audit the Treasurer's activities.
 5. Publications Committee. Publications committee shall oversee any technical publications (for example, books, monographs, checklists, etc.) of the Society not overseen by the Editor.
- E. Ad Hoc Committees. Other committees may be established as seems appropriate to support the Society's Mission.
- X. Society Meetings
- A. Annual Meeting. An Annual Meeting of Society members shall be held during each calendar year, at a time and place set by the Board of Directors, for the purpose of elections and for transacting such other business as may be brought before the meeting. Notice of the Annual Meeting shall be given to members at least 30 days in advance.
 - B. Special Meetings. Special meetings of Society members may be called as determined by the Board of Directors with notice given to all members at least five days in advance.
 - C. Quorum. Twenty-five members in good standing, present in person, shall constitute a quorum for any meeting of Society members.
- XI. Chapters
- A. Formation. Local chapters of the Western Field Ornithologists may be formed for such areas as seem appropriate by application to, and with the approval of, the Board of Directors.
 - B. Membership and Activities. Members of such local chapters shall be full-paying members of the Western Field Ornithologists. They shall carry out such activities as are consistent with the purposes of the Society, its Bylaws and Articles of Incorporation. They shall submit an annual report of their officers and activities to the President of the Western Field Ornithologists before the Annual Meeting.

XII. Bylaws

- A. Review. The Bylaws shall be reviewed regularly by the Board of Directors or a committee set up by the Board.
- B. New Bylaws or Amendments.
 - 1. Except in regard to Bylaws fixing the number of Directors, the Board of Directors may adopt new Bylaws or amend or repeal the Bylaws, provided that a copy of the proposed changes shall have been distributed to each member of the Board by electronic transmission or via mail at his or her last known postal address at least fifteen days prior to the meeting at which such changes are to be made. Such a change in the Bylaws must be approved by at least two-thirds of the members of the Board of Directors then in office.
 - 2. The Society members also may adopt new Bylaws or amend or repeal the Bylaws by vote or written assent of the Society members entitled to exercise a majority of the voting power, or by a vote of a majority of a quorum at an Annual Meeting of the Society members.
- C. Number of Directors. The number of Directors (twelve) may be changed by amendment to the Bylaws of this Society adopted by majority vote, by written assent of the Society members entitled to exercise a majority of the voting power, or by a vote of a majority of a quorum at an Annual Meeting of the Society members.

XIII. Parliamentary Procedure

- A. The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with the Bylaws of the Society.

Approved unanimously by the Board of Directors at the Annual Board Meeting, September 21, 2006, and approved unanimously by the members present at the business portion of the Annual Meeting, September 23, 2006, Boulder, Colorado. The Board of Directors amended paragraph VIII. A. on December 3, 2014 and paragraph IV. I. on October 7, 2015.