

Wilson Ornithological Society Proposed Bylaws Amendments

Approved by the WOS Council 4/8/23
Changes are indicated using **bold type**

Article II Section 2

Change

Section 2. Any person may become a member by submitting an application and the amount of dues set by the Council, **to the Ornithological Societies of North America ("OSNA") or other** agent delegated by the Council to handle membership administration. Persons desiring to become Life Members shall pay the fee that is then applicable for Life Membership in one lump sum, or may pay in four consecutive annual installments of one quarter of the total amount each.

To

Section 2. Any person may become a member by submitting an application and the amount of dues set by the Council **to an agent** delegated by the Council to handle membership administration. Persons desiring to become Life Members shall pay the fee that is then applicable for Life Membership in one lump sum, or may pay in four consecutive annual installments of one quarter of the total amount each.

Article III Section 1

Change

Section 1. The officers of this Society shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. These officers, along with: the Editor appointed by the Council, nine persons elected as Councilors, and all living Past-Presidents who are still members of the Society, shall constitute the Council.

To

Section 1. The officers of this Society shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. These officers, along with: the Editor appointed by the Council, nine persons elected as Councilors, **one person elected as the Student Member of Council**, and all living Past-Presidents who are still members of the Society, shall constitute the Council.

Article III Section 3

Change

Section 3. The First Vice-President shall assume the duties of the President when the latter is unable to serve. **The First Vice-President shall appoint members to and be in charge of committees presenting awards for student participation in Annual Meetings.**

To

Section 3. The First Vice-President shall assume the duties of the President when the latter is unable to serve. **The First Vice-President shall also take on additional duties as appointed by the President.**

Article III Section 4

Change

Section 4. The Second Vice-President shall assume the duties of the President when both the President and the First Vice-President are unable to serve. **The Second Vice-President shall organize and serve as chair of the Committee for the Scientific Program at the Annual Meeting. The Second Vice-President shall also be responsible, in cooperation with the chair of the local organization that will host the Annual Meeting, for the production and distribution of the announcement of the Annual Meeting, including the call for papers.**

To

Section 4. The Second Vice-President shall assume the duties of the President when both the President and the First Vice-President are unable to serve. **The Second Vice-President shall also take on additional duties as appointed by the President.**

Article III Section 6

Change

The Treasurer shall prepare an annual financial report and a budget proposal for consideration by the Council **at its Annual Meeting.**

To

The Treasurer shall prepare an annual financial report and a budget proposal for consideration by the Council.

Article III Section 7

Change

Section 7. The Council of the Society shall conduct the business of the Society. It shall appoint an Editor for The Wilson Journal of Ornithology, and shall fund publication of that journal. It shall approve other necessary expenditures to meet the objectives of the Society. It will hear reports from the Editor and from committees of the Society and take actions as necessary. **Nine** members shall constitute a quorum of the Council for the conduct of business.

To

Section 7. The Council of the Society shall conduct the business of the Society. It shall appoint an Editor for The Wilson Journal of Ornithology, and shall fund publication of that journal. It shall approve other necessary expenditures to meet the objectives of the Society. It will hear reports from the Editor and from committees of the Society and take actions as necessary. **Ten** members shall constitute a quorum of the Council for the conduct of business.

Article III Section 8

Change

Section 8. The President, First Vice-President, and Second Vice-President shall normally be expected to serve terms of two years, or until their successors are elected. Elected Councilors shall serve terms of three years with terms staggered so that three are elected each year.

To

Section 8. The President, First Vice-President, and Second Vice-President shall normally be expected to serve terms of two years, or until their successors are elected. Elected Councilors shall serve terms of three years with terms staggered so that three are elected each year. **The Student Member of Council shall serve a term of one year.**

Article IV Section 3

Change

Section 3. If no Annual Meeting is held in any year, election of officers may be conducted by a **mail** ballot.

To

Section 3. If no Annual Meeting is held in any year, election of officers may be conducted by a **physical or electronic** ballot.

Article V Section 1

Change

Section 1. The Council shall determine the time and place of Annual Meetings of the Society, and such other special or extraordinary meetings as shall be determined necessary by the President in consultation with the Council. Notice of Annual Meetings of the Society shall be sent to all members at least three months in advance of the date of the meetings **and shall be given through OSNA's *Ornithological Newsletter* or through electronic means at least two months prior to the Annual Meeting.**

To

Section 1. The Council shall determine the time and place of Annual Meetings of the Society, and such other special or extraordinary meetings as shall be determined necessary by the President in consultation with the Council. Notice of Annual Meetings of the Society shall be sent to all members at least three months in advance of the date of the meetings.

Article V Section 2

Change

Section 2. The Council shall meet annually prior to the Annual Meeting of the general membership.

To

Section 2. The Council shall meet **at least once** annually prior to the Annual Meeting of the general membership. **Council meetings must be synchronous and may be in person, via phone conference, video conference, or a combination thereof. Members whose presence count toward a quorum and/or who can vote on a motion may do so electronically.**

Article V Section 3

Change

Section 3. Twenty-five (25) members shall constitute a quorum for the transaction of business at the Annual Meeting for matters entrusted to action of the membership as a whole.

To

Section 3. Twenty-five (25) members shall constitute a quorum for the transaction of business at the Annual Meeting for matters entrusted to action of the membership as a whole. **This meeting must be synchronous and may be in person, via phone conference, video conference, or a combination thereof. Members whose presence count toward a quorum and/or who can vote on a motion may do so electronically.**

Article VII

Change

These By-laws may be amended at any Annual Meeting by a two-thirds vote of the members present or such greater fraction as may be required from time to time by the law of the Society's state of incorporation, provided that the general substance of the amendment has been proposed at the preceding Annual Meeting or has been recommended by a two-thirds vote of the Council, and a copy has been sent to every member of the Society at least one month prior to the date of action or published in The Wilson Journal of Ornithology at least two months prior to the Annual Meeting. Minor modifications to a proposed amendment may be made in the course of discussion at the Annual Meeting. These By-laws may also be amended by a two-thirds majority of the votes of the members cast by **mail** ballot or such greater fraction as may be required from time to time by the law of the Society's state of incorporation, provided that the amendment has been recommended by a two-thirds vote of the Council, and a copy has been sent to every voting member of the Society or published in The Wilson Journal of Ornithology at least two months prior to the date of action. Amendments shall take effect at the close of the meeting at which they are approved or 30 days after the close of a **mail** ballot.

To

These By-laws may be amended at any Annual Meeting by a two-thirds vote of the members present or such greater fraction as may be required from time to time by the law of the Society's state of incorporation, provided that the general substance of the amendment has been proposed at the preceding Annual Meeting or has been recommended by a two-thirds vote of the Council, and a copy has been sent to every

member of the Society at least one month prior to the date of action or published in The Wilson Journal of Ornithology at least two months prior to the Annual Meeting. Minor modifications to a proposed amendment may be made in the course of discussion at the Annual Meeting. These By-laws may also be amended by a two-thirds majority of the votes of the members cast by **physical or electronic** ballot or such greater fraction as may be required from time to time by the law of the Society's state of incorporation, provided that the amendment has been recommended by a two-thirds vote of the Council, and a copy has been sent to every voting member of the Society or published in The Wilson Journal of Ornithology at least two months prior to the date of action. Amendments shall take effect at the close of the meeting at which they are approved or 30 days after the close of a **physical or electronic** ballot.