

BYLAWS OF THE PACIFIC SEABIRD GROUP (as amended through 21 April 2010)

Article I. Name, Objectives, and Composition

Section 1. Name. The name of this organization shall be the Pacific Seabird Group (PSG).

Section 2. Objectives. The objectives of PSG are exclusively scientific, educational, conservational, and nonprofit. In furtherance of these objectives, PSG's principal activities will be (1) to increase the amount and quality of scientific research on Pacific seabirds, (2) to educate PSG's members and the general public of the ecology and importance of Pacific seabirds and their environment, (3) to disseminate publications and other information to accomplish this end, and (4) to advocate for the conservation of Pacific seabirds wherever they occur.

Section 3. Composition. PSG shall be composed of those persons, regardless of sex, race, religion, or nationality, interested in Pacific seabirds and/or their environment.

Article II. Membership

Section 1. Membership Status. Membership in PSG shall be open to all persons interested in Pacific seabirds and/or their environment. Membership categories shall be: (1) Individual Member, (2) Life Member, (3) Honorary Member, (4) Student Member, (5) Corresponding Member; (6) Sponsored Member and (7) Family Member.

Section 2. Dues. Annual dues shall be paid by all members, except Sponsored Members, Honorary Members, Corresponding Members and Life Members, according to the provisions set forth in Article II, Section 3. The amount of dues shall be set by a majority vote of the Executive Council. Annual dues for each calendar year shall be payable by 31 December of the previous year, and shall be in arrears if not paid by 30 April of the current calendar year, provided that the Treasurer has sent the member one notice of indebtedness. Annual dues for Student Members shall be set at two-thirds to three-fourths the amount of Individual Members. The annual dues of Sponsored Members shall be paid by the member's sponsor.

Section 3. Life Members. Life Members shall be exempted from all further dues provided the member has paid in full the total Life Membership dues. The Life Member fee shall be set at 30 times the annual dues, payable in one to five consecutive annual installments.

Section 4. Honorary Members. Honorary Members shall be individuals who are selected by a unanimous decision by the Executive Council for outstanding work in seabird science or conservation.

Section 5. Student Members. Student Members must be full-time undergraduate or graduate students but not post-doctoral candidates. Additional requirements are specified in the PSG Handbook.

Section 6. Corresponding Members. Corresponding Members are members who reside in countries with little institutional support for seabird conservation and who agree to provide periodic information on seabird biology and conservation in their region to the Coordinator of the Communications Committee in exchange for membership. They are selected by the Corresponding Member Committee as specified in the PSG Handbook.

Section 7. Sponsored Members. Sponsored Members are Individual Members whose dues are paid by another person.

Section 8. Family Members. Two people may share a Family Membership and pay jointly the same dues as an Individual Member. Family Members receive a single issue of *Pacific Seabirds* and have jointly a single vote in elections.

Article III. Executive Council

Section 1. Composition. PSG shall be governed by a board of directors called the Executive Council composed of six Officers, eight Regional Representatives, and one Student Representative. The editor of *Pacific Seabirds*, Web Site Coordinator, Listserv Coordinator and the Communications Coordinator shall serve as non-voting, ex officio members.

Section 2. Duties. The Executive Council will pursue such policies and principles as shall be in accordance with the provisions of these Bylaws. The Executive Council, by a majority vote, shall have the power to fill, for unexpired terms, vacancies occurring in its membership; recommend changes in the Bylaws; develop objectives, policies, and programs; perform such other duties as are prescribed herein; and may assign to an Officer any responsibilities authorized to it by the Bylaws.

Section 3. Officers.

Clause A. Officers. The Officers of the Group shall be the Chair, the Chair-elect, the Past-Chair (the Chair from the previous year), the Vice-Chair for Conservation, the Secretary, and the Treasurer. Any member in good standing may be elected to an office by a majority vote of the membership in an election held at least 30 days before the annual meeting.

Clause B. Chair. The Chair shall serve for one year and shall be responsible for executing the objectives, policies, and programs developed by the Executive Council and membership for all administrative decisions, duties, and activities normally associated with carrying on the affairs of such an organization. The Chair shall preside over meetings of the Executive Council and the full membership and carry out other duties as assigned by, or assumed under, the broad policies of the Executive Council as specified

in the PSG Handbook. In the absence of the Chair, or upon an inability to serve, duties shall be assumed by the Chair-Elect. .

Clause C. Chair-Elect. The Chair-Elect shall serve for one year and shall succeed to the office of Chair upon the completion of the Chair's term of office. The Chair-Elect shall act as Program Chair for the annual meeting and carry out other duties specified in the PSG Handbook.

Clause D. Past-Chair. The Past-Chair is the Chair from the year immediately preceding the current year and shall serve for one year. The Past-Chair shall carry out duties assigned by the Chair and other duties specified in the PSG Handbook.

Clause E. Vice-Chair for Conservation. The Vice-Chair for Conservation shall be responsible for initiation and coordination of conservation related activities of PSG. The Vice-Chair for Conservation is elected for a term of two years, and is not limited to serving only a single term. Specific duties include: acting for PSG as directed by the Chair and Executive Council on priority conservation issues at public forums and through written comments; chairing the Conservation Committee; reporting the activities of the Conservation Committee to the Executive Council and other duties specified in the PSG Handbook.

Clause F. Secretary. The Secretary shall be responsible for taking minutes at Executive Council meetings and other duties specified in the PSG Handbook. The Secretary is elected for a term of two years, and is not limited to serving only a single term.

Clause G. Treasurer. The Treasurer shall be responsible for managing all funds of PSG. Assets in the general fund accounts shall be made subject to the single signature of the Treasurer, Chair, or other members approved by the Executive Council. The Treasurer is elected for a term of two years, and is not limited to serving a single term. Specific duties include: keeping a list of current members; maintaining an accounting of PSG funds; completing income tax statements and performing other duties specified in the PSG Handbook. .

Section 4. Regional Representatives.

Clause A. Regions. One Regional Representative shall be elected from each of the following eight regions by members who reside in such regions: (1) Alaska and Russia; (2) Washington and Oregon; (3) Northern California, consisting of the following 39 counties: Alameda, Alpine, Amador, Butte, Calaveras, Colusa, Contra Costa, Del Norte, El Dorado, Glenn, Humboldt, Lake, Lassen, Marin, Mendocino, Modoc, Mono, Napa, Nevada, Placer, Plumas, Sacramento, San Francisco, San Joaquin, San Mateo, Santa Clara, Santa Cruz, Shasta, Sierra, Siskiyou, Solano, Sonoma, Stanislaus, Sutter, Tehama, Trinity, Tuolumne, Yolo, and Yuba; (4) Southern California (consisting of the following 19 counties: Fresno, Imperial, Inyo, Kern, Kings, Los Angeles, Madera, Mariposa, Merced, Monterey, Orange, Riverside, San Benito, San Bernardino, San Diego,

San Luis Obispo, Santa Barbara, Tulare, and Ventura), Latin America and Hawaii; (5) United States, excluding Alaska, Washington, Oregon, California, and Hawaii; (6) Canada; (7) Asia and Oceania, including Japan, Republic of the Philippines, Democratic People's Republic of Korea (North Korea), Republic of Korea (South Korea), Republic of China (Taiwan), People's Republic of China, other nations of southeast Asia, New Zealand, Australia, and Pacific Island nations; (8) Europe/Africa.

The Regional Representatives are elected for a term of two years, and are not limited to serving only a single term. Alaska/Russia, Northern California, Europe/Africa, and Asia regions shall elect Representatives every odd-numbered year, and Washington/Oregon, Southern California/Latin America/Hawaii, United States, and Canada shall elect Representatives every even-numbered year.

Clause B. Duties. Specific duties of the Regional Representatives include: reporting current research in their region in a report to be published in *Pacific Seabirds* ("Regional Report") and other duties specified in the PSG Handbook.

Section 5. Editor of *Pacific Seabirds*

The Editor of *Pacific Seabirds* (see Article IX) shall be appointed by a majority vote of the Executive Council. Specific duties include: editing and producing the final copy of *Pacific Seabirds*; arranging for its printing and mailing; and other duties specified in the PSG Handbook.

Section 6. Communications Coordinator.

The Communications Coordinator shall be appointed by a majority vote of the Executive Council. The Communications Committee shall include the website coordinator, listserv coordinator, *Marine Ornithology* managing editor, and the Editor of *Pacific Seabirds* and other members appointed by the Chair. The specific duties of the Communications Coordinator include making recommendations on the expenditure of endowment funds on publications, coordinating all PSG communications activities, and other duties specified in the PSG Handbook.

Section 7. Student Representative.

Any individual who is a Student Member of the Group is eligible to run for the office of Student Representative. The Student Representative will be elected for a term of two years and is not limited to serving only a single term. If the Student Representative changes from student status during the term of office, the Student Representative will complete the term of office as elected. Only Student Members are eligible to vote for the Student Representative.

The Student Representative will act as a liaison between Student Members and the Executive Council and perform other duties as specified in the PSG Handbook.

Section 8. Terms of Office.

The terms of office of all members of the Executive Council shall begin at the end of the annual meeting immediately subsequent to the individual's election and continue until the end of the next annual meeting for one year terms or until the end of the second annual meeting for two year terms.

Article IV. Elections and Appointments to Executive Council

Section 1. Nominations. Before 1 May each year, the Coordinator of the Election Committee will announce in a Group publication and by other means the seats that will be opening in the next election. Nominations for these seats will be received by the Coordinator of the Election Committee until 1 June of the same year (see Article VII for the formation of the Election Committee).

Section 2. Balloting. When at least one candidate has been nominated and has consented to serving for a seat on the Executive Council, the Coordinator of the Election Committee will send by either U.S. mail or electronic mail a ballot bearing the nominations to all members. Thirty days will be allowed for the election ballots to be returned to the Coordinator of the Elections Committee, who will tabulate ballots and inform the Executive Council as to the results of the election. Members may vote only for a regional representative of the region in which the member resides. Vacancies occurring on the Executive Council due to a lack of nominations shall be filled by a majority vote of the Executive Council. Executive Council members elected in this manner need not live in the area they represent. In the event of a tie, the selection will be made by a majority vote of the current Executive Council.

Article V. Meetings

Section 1. Executive Council.

Clause A. Frequency and Notice. The Executive Council shall meet annually at a time and place to be selected by the Executive Council. Executive Council meetings shall generally be open to the general membership but may contain an executive session during which general members may not attend. Special meetings of the Executive Council may be called by the Chair or upon written request of three Executive Council members. Notice shall be sent to all Executive Council members by U.S. Mail or electronic mail in accordance with the laws of the State of California. Whenever possible, the time and place of the Executive Council meeting will be announced in a Group publication. Executive Council meetings may take place, pursuant to California law, by teleconference but may not take place by electronic mail.

Clause B. Proxies. In the event a member of the Executive Council cannot attend a meeting, the member is authorized to appoint any qualified member of PSG as an alternative, provided the Chair is notified in writing or by electronic mail. The

appointment of any alternate to act for a member of the Executive Council shall be recorded in the minutes of the meeting.

Clause C. Quorum. Eight members of the Executive Council shall constitute a meeting quorum for the transaction of business.

Section 2. PSG's Annual Group Meetings.

Clause A. Purpose, Frequency and Notice. PSG will hold an Annual Meeting approximately once a year. The Annual Meeting shall include: (1) the presentation of scientific papers and posters; (2) meetings of the Executive Council and PSG committees; and (3) a meeting for PSG members at which officers shall report to members and where the membership may vote on resolutions or other matters. Annual Meetings shall be held at such times and places as designated by the Executive Council. Due notice of PSG Annual Meetings shall be given to all members at least 30 days in advance through a PSG publication or by U.S. mail or electronic mail to each member's last known address.

Clause B. Local Committee. A Local Committee will be appointed by the Executive Council for the purpose of arranging a PSG meeting at the designated time and place. The specific duties of the Coordinator of the Local Committee shall include: arranging meeting facilities; keeping records of all money spent and received; and other duties as specified in the PSG Handbook.

Clause C. Resolutions. Resolutions proposed for consideration at any meeting of PSG, except for expressions of appreciation, must have prior approval of a majority of the Executive Council.

Article VI. Fiscal Management

Section 1. General. The fiscal affairs of PSG shall be under the supervision of the Executive Council and shall be handled by the Treasurer.

Section 2. Endowment Fund.

Clause A. Name and goal. PSG may maintain an Endowment Fund, the goal of which is to accumulate a core of funds. The funds shall be used to support production of PSG's publications.

Clause B. Trustees. The Endowment Fund shall be managed by three Trustees, who shall be members of PSG. The Treasurer of PSG shall be one of the Trustees. The other Trustees shall be appointed by the Chair, who should if possible select individuals with relevant investment experience. Appointed Trustees may only be removed by majority vote of the Executive Council.

Clause C. Management. The Endowment Fund shall receive monies from donations, bequests, and other sources as determined by majority vote of the Executive

Council. The Endowment Fund shall be invested as determined by unanimous agreement of the Trustees. If the Trustees cannot decide on management of the Fund, the Executive Council shall do so by majority vote.

Clause D. Expenditures. The Trustees shall report annually to the Executive Council on the funds available for expenditure. In determining the availability of funds, the Trustees shall manage the Endowment Fund to protect the principal of the Endowment Fund over time. The actual expenditure of funds shall be recommended by the Communications Committee and decided by majority vote of the Executive Council.

Clause E. Purpose of Expenditures. Funds determined by the Endowment Fund Trustees to be available for expenditure may only be used for the production of Pacific Seabird Group-sponsored publications, including *Marine Ornithology*.

Article VII. Committees

Working committees may be established by the Executive Council. The composition, size, purpose, and powers of any such committees shall be provided in writing by the Executive Council. The Chair of the Executive Council shall appoint the Coordinator of each working committee, and shall be ex officio a member of each committee. The specific duties of the Coordinator shall include: overseeing all activities of the committee; scheduling and coordinating meetings of the committee; reporting to the Council the activities and accomplishments of the committee; and other duties as specified in the PSG Handbook. The Coordinator of the working committees may be removed by majority vote of the Executive Council.

Article VIII. Resolutions and Public Statements

The Executive Council shall, as need arises, formulate and publish statements expressing the position or attitude of PSG on matters under the provisions of Article I of these Bylaws. When an issue is highly controversial, with the membership holding widely divergent opinions, the views of the membership shall be solicited by the Executive Council.

Article IX. Publications

PSG may publish from time to time, under the direction of the Executive Council, a variety of publications including *Pacific Seabirds*, Symposia, Technical Publications and *Marine Ornithology* (which is co-sponsored by several seabird groups).

Article X. PSG Handbook

PSG publishes, under the direction of the Executive Council, the PSG Handbook. The Handbook is a guide to the operations and procedures of PSG; gives details of the duties and responsibilities of each officer, regional representative, committee coordinator, and

the editor of *Pacific Seabirds*; and contains a blueprint for the organizers of PSG's Annual Meetings.

Article XI. Dissolution

Upon dissolution of PSG, the Executive Council shall distribute its assets and accrued income, as determined by the Executive Council, to one or more organizations that are organized and operated exclusively for educational and/or scientific purposes and that have established tax-exempt status under section 501(c)(3) of the U.S. Internal Revenue Code.

Article XII. Amendments to Bylaws

Section 1. Origin. Amendments to these Bylaws must be ordered to be submitted to the voting membership for action either by: (1) a majority of the members present at any annual meeting of PSG, or (2) a majority vote of the Executive Council.

Section 2. Adoption. These Bylaws may be altered or amended by a majority vote of the members present at any regular or special meeting of PSG, if advance notice of the proposed changes is contained in the notice of the meeting; provided, however, that any member unable to attend the meeting may request the Secretary in writing before such meeting to register a vote for the member either for or against the amendment in question, and such vote shall be counted with the votes of members present. These Bylaws may also be altered or amended by a majority of the members who return ballots in response to a proposed amendment, notice of which must have been mailed to all voting members at least 30 days before the close of the ballot. The results of all such ballots shall be filed with the permanent records of PSG.