

BYLAWS OF THE WORLD SEABIRD UNION

(as written through 6 December 2011)

Article I. Name, Objectives, and Composition

Section 1. Name. The name of this organization shall be the World Seabird Union (WSU).

Section 2. Objectives. The objectives of the WSU are exclusively scientific, educational, conservational, and nonprofit. In furtherance of these objectives, WSU's principal activities will be

- Ensure mechanisms are in place to hold World Seabird Conferences at appropriate intervals.
- Establish and develop effective communications between existing seabird organizations and researchers.
- As feasible, establish a global initiative to develop a system of seabird status and trends indices.
- As feasible, establish mechanisms to facilitate, develop and manage global seabird database networks.
- Facilitate the development of seabird initiatives benefitting from global and/or regional coordination/interaction.

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

Article II. Membership

Section 1. Membership Status. Membership in WSU shall be :

- Open to regional, national and international organizations with an interest in seabird research and conservation. Subject to approval by a majority of existing member organizations
- Each organization shall nominate one of their members (and one alternate, if desired) to serve as a representative of their organization on the WSU Council. An individual may not serve as a voting representative of more than one organization..

Section 2. Dues. There will be no dues required to be paid by member organizations, but all donations are freely accepted.

Article III. Board of Directors

Section 1. Composition. WSU shall be governed by a board of directors with a minimum of three at all times.

Section 2. Duties. The Board of Directors will pursue such policies and principles as shall be in accordance with the provisions of these Bylaws. The Board, 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 a member any responsibilities authorized to it by the Bylaws.

Section 3. Officers.

Clause A. Officers. The Board of Directors will have a Chairman who will be responsible for conducting meetings and leading the Board and a Vice Chair who will assist the Chair and act for the Chair in his or her absence. Any member in good standing of the member organizations may be elected to an office by a majority vote of the membership in an election held at least 30 days before a meeting.

Clause B. Chair. The Chair shall serve for five years and shall be responsible for executing the objectives, policies, and programs developed by the Board 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 Board and the full membership and carry out other duties as assigned by, or assumed under, the broad policies of the Board. In the absence of the Chair, or upon an inability to serve, duties shall be assumed by the Vice-Chair.

Clause C. Vice-Chair. The Vice-Chair shall serve for five years and may succeed to the office of Chair upon the completion of the Chair's term of office. The Vice-Chair shall act as Program Chair for the annual meeting and carry out other duties as directed by the Chair.

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

Section 8. Terms of Office.

The terms of office of all members of the Board of Directors shall begin at the end of the World Seabird Conference immediately subsequent to the individual's election and continue until the end of the next World Seabird Conference for five year terms or until a person is unable or unwilling to serve.

Article IV. Elections and Appointments to Board of Directors

Section 1. Nominations. Within six months of a World Seabird Conference, 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 5 months before the conference (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 Board of Directors, 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 Board of Directors as to the results of the election. Vacancies occurring on the Board of Directors due to a lack of nominations shall be filled by a majority vote of the Board of Directors. In the event of a tie, the selection will be made by a majority vote of the current Board of Directors.

Article V. Meetings

Section 1. Board of Directors.

Clause A. Frequency and Notice. The Board of Directors shall meet at least annually at a time and place to be selected by the Board of Directors. Board of Directors 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 Board of Directors may be called by the Chair or upon written request of three Board of Directors members. Notice shall be sent to all Board of Directors members by U.S. Mail or electronic mail in accordance with the laws of the State of Alaska. Whenever possible, the time and place of the Board of Directors meeting will be announced in a Group publication. Board of Directors meetings may take place, pursuant to Alaska law, by teleconference.

Clause B. Proxies. In the event a member of the Board of Directors cannot attend a meeting, the member is authorized to appoint any qualified member of WSU 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 Board of Directors shall be recorded in the minutes of the meeting.

Clause C. Quorum. Two members of the Board of Directors shall constitute a meeting quorum for the transaction of business.

Section 2. WSU's World Seabird Conferences.

Clause A. Purpose, Frequency and Notice. WSU will hold an meeting approximately once every five years. The meeting shall include: (1) the presentation of scientific papers and posters; (2) meetings of the Board of Directors and WSU committees; and (3) a meeting for WSU members at which officers shall report to members and where the membership may vote on resolutions or other matters. Meetings shall be held at such times and places as designated by the Board of Directors. Due notice of WSU Meetings shall be given to all members at least 30 days in advance through the seabirds.net website 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 Board of Directors for the purpose of arranging a WSU 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 by the Board of Directors.

Clause C. Resolutions. Resolutions proposed for consideration at any meeting of WSU, except for expressions of appreciation, must have prior approval of a majority of the Board of Directors.

Article VI. Fiscal Management

Section 1. General. The fiscal affairs of WSU shall be under the supervision of the Board of Directors and shall be handled by the Treasurer.

Section 2. Endowment Fund.

Clause A. Name and goal. WSU may maintain an Endowment Fund, or a General Fund, the goal of which is to accumulate a core of funds. The funds shall be used to support WSU products or meetings.

Clause B. Trustees. The Endowment Fund shall be managed by the Board of Directors and the Treasurer of WSU who will act as the Trustees of any funds.

Clause C. Management. The Endowment Fund or General Fund shall receive monies from donations, bequests, and other sources as determined by majority vote of the Board of Directors. The Endowment Fund shall be invested as determined by unanimous agreement of the Board of Directors.

Clause D. Expenditures. The Board of Directors shall report annually to the membership on the funds available for expenditure. In determining the availability of funds, the Board of Directors shall manage the Endowment Fund to protect the principal of the Endowment Fund over time and the General Fund to be available as needed. The actual expenditure of funds shall be decided by a majority vote of the Board of Directors.

Clause E. Purpose of Expenditures. Funds determined by the Board of Directors to be available for expenditure may only be used for the products, processes and meetings of the WSU or for an unforeseen purpose as agreed upon by the Board of Directors with a unanimous vote.

Article VII. Committees

Working committees may be established by the Board of Directors. The composition, size, purpose, and powers of any such committees shall be provided in writing by the Board of Directors. The Chair of the Board of Directors 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 by the Chair. The Coordinator of the working committees may be removed by majority vote of the Board of Directors.

Article VIII. Resolutions and Public Statements

The Board of Directors shall, as need arises, formulate and publish statements expressing the position or attitude of WSU 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 Board of Directors.

Article IX. Publications

WSU may publish from time to time, under the direction of the Board of Directors, a variety of publications including Symposia, Technical Publications and aid in the publication of *Marine Ornithology* (which is co-sponsored by several seabird groups).

Article X. WSU Handbook

WSU publishes, under the direction of the Board of Directors, the WSU Handbook. The Handbook is a guide to the operations and procedures of WSU; gives details of the duties and responsibilities of each officer, committee coordinator, and contains a blueprint for the organizers of WSU's Meetings.

Article XI. Dissolution

Upon dissolution of WSU, the Board of Directors shall distribute its assets and accrued income, as determined by the Board of Directors, 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 or under the tax-exempt code in another country.

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 meeting of WSU or (2) a majority vote of the Board of Directors.

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 WSU, 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 Secretariat 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 WSU.

ADOPTED, Meeting of the Board December 12, 2011