



BYLAWS OF THE PACIFIC SEABIRD GROUP

Version 9.1, 24 March 2016

Approved by the Membership 6 June 2016

Article I. Name, Objectives, and Composition

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

Section 2. Objectives. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. 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, and (6) Sponsored 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 paid between 1 January and 28 February of the current membership year, and shall be paid by 28 February of the current calendar year, provided that the Membership Coordinator 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 as specified in the PSG Handbook.

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

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.

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 has the fiduciary responsibility to maintain PSG's long-term solvency while carrying out its mission. 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 who meets the criteria of the office listed in the PSG Handbook may be elected to an office by a majority vote cast by the members.

Clause B. Chair. The Chair shall serve for approximately 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 approximately 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 approximately 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 approximately two years, in odd-numbered years, and is not limited to serving only a single term. Specific duties include: acting for PSG as directed by the Chair or the 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 approximately two years, in odd-numbered 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 approximately two years, in even-numbered years, and is not limited to serving a single term. Specific duties include: maintaining an accounting of PSG funds; completing income tax returns, 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 approximately two years, and are not limited to serving only a single term. Alaska/Russia, Northern California, Europe/Africa, and Asia regions shall elect Representatives in odd-numbered years, and Washington/Oregon, Southern California/Latin America/Hawaii, United States, and Canada shall elect Representatives in even-numbered years.

Clause B. Duties. Specific duties of the Regional Representatives include: a) reporting current research in their region in a Pacific Seabird Group Publication, b) reporting conservation issues to the Conservation Chair, helping the Chair prepare appropriate responses, and other duties specified in the PSG Handbook.

Section 5. 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 approximately two years, in even-numbered 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 - 6. Terms of Office.

The terms of office of all members of the Executive Council shall begin at the end of the annual meeting after the individual is elected. However, in years when there is not an annual meeting between 1 December and 15 March, the new term shall begin on 1 February. Each term will end when the subsequent term begins.

Vacancies occurring on the Executive Council when a member is no longer able to serve 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, and their terms shall expire at the time allotted to the office that they filled.

Article IV. Committees

Section 1. Standing Committees.

Coordinators of standing committees are appointed by the Chair.

Clause A. Communications Committee. The Communications Committee is headed by the Communications Coordinator. The Communication Committee members are the coordinators of all information distributed from PSG and the Editor of Marine Ornithology. This includes but is not limited to: *Pacific Seabirds*, the PSG Website, the PSG List Server, and the PSG Facebook and Twitter accounts.

The Coordinator of Communications shall oversee the Website Coordinator, the List Server Coordinator, the Editor of Pacific Seabirds, and those responsible for other forms of PSG communications to ensure that they are functioning correctly. The Communications Coordinator represents the Executive Council in cooperating with the managing editor of Marine Ornithology. The specific duties of the Communications Coordinator coordinating recommendations on expenditures to the Executive Council, coordinating all PSG communications activities and making sure they are up to date, submitting an annual consolidated report to the Executive Council on all media/publications, and other duties specified in the PSG Handbook.

Clause B. Membership Committee. The Membership Committee is headed by the Membership Coordinator. This coordinator may choose others to assist in the functioning of the Membership Committee. Specific duties of the Coordinator include: maintaining the membership database, assisting PSG members with updating their information, sending renewal reminders to PSG members, sending updated mailing lists as requested to members for the purpose of PSG business and other duties specified in the PSG Handbook.

Clause C. Elections/Nominating Committee

1. Purpose. The purpose of the Elections/Nominating Committee is to find suitable candidates to run for office on the Executive Council for the annual election, and to prepare a ballot with a slate of candidates to run for election.

2. Function. The Elections Committee will solicit members to run for office and will also review any nominations from PSG members. They will prepare a ballot with a slate of candidates who meet the qualifications for each office as stated in the PSG Handbook.

Clause D. Corresponding Member Committee

1. Purpose. The purpose of the Corresponding Member Committee is to support seabird researchers and conservationists in developing countries.

2. Function. The function of this committee is to provide memberships to scientists in developing countries with the requirement that they report conservation issues and their current research to a PSG publication at least once every three years in return. The committee is limited to provide a maximum number of corresponding memberships which is stated in the PSG Handbook.

Clause E. Conservation Committee.

Purpose. The Conservation Committee is coordinated by the Vice-Chair for Conservation and addresses conservation issues relating to the marine environment. The members of the Conservation Committee include all Regional Representatives and all PSG members wishing to participate in the activities of the committee.

Function. The primary functions of the committee are 1) to identify important seabird-oriented conservation issues; 2) to factually document the issues involved; 3) to keep the general membership informed; 4) to prepare conservation policy statements for consideration and issuance by the Executive Council.

Section 2. Working Committees.

Working committees may be established by a majority vote of the Executive Council, and their Coordinators are appointed by the Chair and approved by a majority vote of the ExCo. 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 Coordinators of the working committees may be removed by majority vote of the Executive Council.

Article V. Elections and Appointments to Executive Council

Section 1. Nominations. Approximately 6 months before the date of election (closing of balloting) 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 Elections Committee until at least 8 weeks prior to the date of election. The date of election (close of balloting) will be at least fifteen days prior to the change of office.

Section 2. Balloting. When at least one candidate has been nominated for each office 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 and statements of the candidates to all members who have paid their annual dues or who are life members before the start of the voting period. At least thirty days will be allowed for the election ballots to be returned to the Coordinator of the Elections Committee. All ballots must be received by the date of election that is at least 15 days before the change of office. The Coordinator of the Elections Committee will tabulate ballots and inform the Executive Council and the candidates 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 shall be filled by a) a nomination by a member of the Executive Council and then b) voted into office 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 on the ballot, the selection will be made by a majority vote of the current Executive Council.

Article - VI. Meetings

Section 1. Executive Council.

Clause A. Frequency and Notice. The Executive Council shall meet at least annually at a time to be selected by the Executive Council. Executive Council meetings shall 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 in accordance with the laws of the State of California.

Clause - B. 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, but not less than every two years. 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 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 locally and that is not handled by the Treasurer; 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 - VII. Fiscal Management

Section 1. General. The fiscal affairs of PSG shall be under the supervision of the Chair to implement in accordance with these Bylaws for the Executive Council and shall be handled by the Treasurer. The Executive Council has a fiduciary responsibility to ensure that expenditures fulfill PSG's mission.

Clause A. Expenditures. The Executive Council will develop and approve an annual budget to provide for the operations of the Group. Any proposal to spend more than \$2,000 must (1) be in writing; (2) specify a maximum dollar amount; and (3) be submitted to the Executive Council at least one week before an Executive Council meeting. This provision does not apply to expenditures that have already been approved in an annual budget. It likewise does not apply to those expenditures necessary to accommodate changes in attendance above the number in the approved meeting budget, unless the changes result in a meeting budget with losses; those expenditures to the annual meeting must be approved by the Chair, Chair Elect and Treasurer.

Section 2. Endowment Funds.

Clause A. Purpose. PSG may maintain several endowment funds, the goal of which is to accumulate a core of funds to support the purpose for which the endowment was established. Endowment funds are established by a majority vote of the Executive Council.

Clause B. Trustees. The endowment funds 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 and will have substantial investing experience in the United States. Trustees may only be removed by majority vote of the Executive Council.

Clause C. Management. The endowment funds shall receive monies from donations, bequests, PSG's existing accounts, or other sources as determined by majority vote of the Executive Council. The endowment funds 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 monies available for expenditure from each endowment fund. In determining the availability of funds, the Trustees shall preserve the principal of each endowment fund, adjusted for inflation in U.S. dollars over time. For each fund, the Handbook contains rules for preserving the principal and determining the amount of funds available for expenditure. The actual expenditure from each endowment fund shall be decided by majority vote of the Executive Council, but an expenditure shall not exceed the Trustees' recommendation, unless by 75% vote of the entire Executive Council.

Clause E. Purpose of Expenditures. The purpose and restrictions on the distribution of monies from those endowments will be established by the Executive Council with guidance from the donors. Expenditures from the Publications Endowment Fund determined by the Trustees to be available for expenditure, may only be used for the production of Pacific Seabird Group-sponsored publications, including *Marine Ornithology*.

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. Communications and Publications

PSG may communicate its activities and information to members and the general public in various ways. Under the direction of the Executive Council, a variety of methods can be used, including, but not limited to, *Pacific Seabirds*, PSG Symposia, PSG Technical Publications, a list server, a website, social media such as Twitter and Facebook. PSG along with several other seabird groups, supports the publication of *Marine Ornithology*.

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; it gives details of the duties and responsibilities of each officer, regional representative, committee coordinators, and committees; and it 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 the Bylaws must be initiated either by a majority of the members present at any annual Members Meeting of PSG, or 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 Members, 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 their vote 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 and ballots of proposed amendments must have been mailed via hard copy or electronically to all voting members at least 30 days before the close of the ballot and members can return ballots electronically or by mail. The results of all such ballots shall be filed with the permanent records of PSG that are stored at the Western Foundation of Vertebrate Zoology in Camarillo California.