



American Birding®
ASSOCIATION

NOTICE OF ANNUAL MEETING

Notice is hereby given to members of the American Birding Association, Inc., that, pursuant to the provisions of the bylaws, the Annual Meeting of Members will be held on Saturday, November 11 2017 at 5:00 pm, at the Harlingen Municipal Auditorium, 1204 Fair Park Blvd., Harlingen, TX 78550, and at any adjourned meeting thereof for the purposes of as follows:

- 1 • The election of directors, as described on the reverse;
- 2 • To approve in principle the merger of the American Birding Association, Inc., a Texas corporation, into and with the American Birding Association, Inc., a Delaware corporation, as described below;

Only members who are in good standing as of November 11, 2017 will be entitled to vote at this meeting. If you do not expect to attend the meeting in person, please complete the proxy ballot below, detach, place in an envelope, affix proper postage, and mail to ABA, P.O. Box 744, Delaware City, DE 19706.

Unless otherwise directed by you, your signed proxy will be voted (1) for all nominated directors and (2) for Approval In Principle of the Merger of the American Birding Association, Inc., a Texas corporation, into and with the American Birding Association, Inc., a Delaware corporation.

If any other business properly comes before the members for a vote at the meeting or any adjournment thereof, your entitled vote(s) will be voted according to the discretion of the persons named as proxy holders or the persons designated by them.

T E A R H E R E

Approval In Principle of the Merger of the American Birding Association, Inc., a Texas corporation, into and with the American Birding Association, Inc., a Delaware corporation

At the Annual Meeting of Members in September 2014, the Chair discussed whether, as a consequence of the move of the Association's headquarters to Delaware City, it would be in the best interests of the Association to reincorporate as a Delaware corporation. After a thorough review of the issues, the Board of Directors determined it would be in the best interests of the Association to establish a Delaware corporation and merge the existing Texas corporation into and with the new Delaware corporation.

The primary benefits for such a merger are: (1) incorporating in a jurisdiction whose corporate and regulatory environment best serves the future needs of the Association; (2) reducing the number of regulators overseeing the Association and streamlining regulatory compliance; (3) achieving operating efficiencies of being domiciled in the state of incorporation; and, (4) recognizing the benefits the organization provides to the state of Delaware and the region, making it eligible to receive state and pass through grants to support its operations.

As its meeting on July 27, 2017, the Board of Directors agreed in principle to the merger of the American Birding Association, Inc., a Texas Corporation, into and with the American Birding Association, Inc., a Delaware corporation and authorized taking all actions related to incorporating the Delaware corporation, to obtaining all state and Federal regulatory approvals, including achieving 501(c)(3) status as a charitable organization of the new corporation and to receiving the required member approval of the merger. To that end the Board of Directors also approved asking the members the Association, at the November 11, 2017 Annual Meeting of Members to approve in principle the merger and support the Association taking all the necessary steps to be able to affect such merger.

PLEASE NOTE THAT A VOTE TO APPROVE IN PRINCIPLE THE MERGER DOES NOT CONSTITUTE AN APPROVAL OF THE MERGER BUT SUPPORTS THE ASSOCIATION TAKING THE NECESSARY STEPS TO AFFECT THE MERGER AFTER ALL REGULATORY APPROVALS HAVE BEEN RECEIVED AND THE MEMBERS OF THE ASSOCIATION, IN ACCORDANCE WITH THE ASSOCIATION'S ARTICLES OF INCORPORATION AND BYLAWS AND TEXAS LAW, APPROVE THE MERGER. It may take up to 18 months for all regulatory approvals to be received. At such time, a meeting of members of the Association will be called for the purpose of reviewing and approving the merger.

T E A R H E R E

The following have been nominated to serve on the Board of Directors of the American Birding Association:

BOARD CANDIDATES FOR 1ST TERM:

Neil Hayward – Cambridge, MA

Neil Hayward is a biotechnology consultant based in Cambridge, MA. He advises companies on product development and management. After gaining a PhD in neurobiology Neil entered the biotechnology world with a start-up company that he took through IPO, set up offices in Japan and the US, and ultimately ran the operation in the Americas. Neil was hatched in the UK, but is now a permanent resident of the US, albeit with occasional vagrancy.

Neil started birding as soon as he could look out the kitchen window; his spark bird was probably a Green Woodpecker. Birding has been the one constant in his life (he's birded all 5 continents), and his move to consultancy has given him more time to bird. His first book, *Lost Among the Birds*, chronicles the journey that took him across North America in which he set a new ABA Big Year record. Neil enjoys sharing the joy of birding with beginners, leading field trips, volunteering for local bird groups and hopping on the occasional plane for the newest rarity.

Ann Nightingale – Victoria, British Columbia

Ann Nightingale was born in and has always lived in Victoria, BC. She received her B.Sc. and M.P.A (Master of Public Administration) degrees from the University of Victoria and is currently almost retired after serving as an educational and management consultant for Nightingale

Management Services providing staff computer systems training, business continuity, process re-engineering for various universities. She volunteers for many nature organizations including Rocky Point Bird Observatory (10 year board member), Victoria Natural History Society (9 year board member), and the Canadian Migration Monitoring Network. Ann also spends time working on various citizen science projects such as the Christmas Bird Count where she has been a compiler for Victoria circle since 2002, the BC Breeding Bird Atlas Project as the Regional Coordinator for Southern Vancouver Island, and as an eBird Regional Reviewer. When she isn't volunteering, Ann studies passerines, raptors, and hummingbirds as a licensed bird bander.

Ann is a prolific writer. She is co-editor of Nature Guide to the Victoria Region as well as a contributing author in *Good Birders Still Don't Wear White* and *ABA Birders' Guide* magazine. In 2015, Ann Completed a Vancouver Island Big Year and was recently awarded the ABA Betty Petersen Award for Conservation and Community and the Governor General of Canada's Carling Canadian Award (aka Sovereign's Medal for Volunteers).

BOARD CANDIDATES FOR 2ND TERM:

Jennifer Owen-White – Albuquerque, NM

Jennifer currently serves as the first refuge manager at the first urban refuge in the Southwest U.S., Valle de Oro National Wildlife Refuge,

which is part of a larger push by U.S. Fish and Wildlife to reach urban audiences and connect them to the important habitats and wildlife that the Service protects.

Jennifer served as the Refuge Manager for the Santa Ana National Wildlife Refuge in Alamo, Texas. She also served as the Visitor Service Manager, Volunteer Coordinator and Media/Outreach Coordinator for the South Texas Refuge Complex (Santa Ana, Laguna Atascosa and Lower Rio Grande Valley NWRs).

She is especially proud of the curriculum and training she developed and taught throughout the entire state of Texas, training interpreters on how to become birding field guides/birding interpreters. She will complete her PhD in Forestry with a specialization in Natural Resource Interpretation in 2015.

Linda Rockwell – Corrales, NM

Linda is an attorney specializing in general civil practice, trials and appeals, legal research and writing, mediation, arbitration, and settlement facilitation. During her 35 years of law practice, she has provided many hours of *pro bono* legal services to those in need of assistance. She has also worked with different groups who help people who are representing themselves to navigate the legal system.

As a birder, her focus has been to bring birders from different economic and social backgrounds, different parts of the world, and different age groups together in social set-

tings in order to improve communication and cooperation within our community. Her hope is to represent the ABA as an inclusive organization that encourages birders from different backgrounds and interest levels to support the ideals and goals of the ABA.

She regularly opens her home to traveling birders so that she can show them the beauty of New Mexico and the joys of New Mexico birding. She lives in Corrales, New Mexico with her three dogs.

Bill Sain – Alpine, TX

Bill retired in August, 2012 after 34 years working as a civilian for the U.S. Department of Defense. In that time, he worked in accounting and contracting for all three military services and in the Office of the Secretary of Defense.

Bill has a wide variety of experience managing non-profit organizations focused on conservation as well as other related volunteer efforts. He was an officer or board member of Bexar Audubon Society, San Antonio, TX, from 1993-2000, serving 3 years as Treasurer and over 3 years as President. In the late 90's, Bill chaired the committee that developed a conceptual plan for the new Texas Audubon Society then served on its first Board of Directors. He was also part of the committee that developed the Master Naturalist concept and founded the first Master Naturalist chapter. He served on the Board of Trustees for the Aullwood Audubon Center in Dayton OH for two years.

~ Proxy—American Birding Association, Inc ~

Know all persons that I, the undersigned, a member in good standing of the American Birding Association, Incorporated, do hereby constitute and appoint Julie Davis and Robin Leong, and each of them, with the power to act without the other and with the full power of substitution as proxies and attorneys in fact and agents for me, in my name, place, and stead, to vote as my proxy the number of votes I would be entitled to cast if personally present at the meeting of the American Birding Association, Inc., to be held on Saturday, November 11, 2017 at 4:00 PM. at the Harlingen Municipal Auditorium, 1204 Fair Park Blvd, Harlingen, TX 78550, and at any adjourned meeting thereof, as follows:

1. For all the nominated directors except withhold authority for the following: _____ Withhold from All Nominees
2. Approval in principle of the merger of the American Birding Association, Inc., a Texas corporation, into and with the American Birding Association, Inc., a Delaware corporation For Against Abstain
3. In their discretion, the proxies are authorized to vote on such other business as may properly come before the meeting or any adjournment thereof.

In witness thereof, I have hereinto set my hand this _____ day of _____, 2017.

Signed, _____
(must be signed and dated to be valid)

(member number)

Print Name: _____

Forgot yours? It's in your address label on the cover

For JOINT MEMBERSHIPS only, a second household member should complete the following:

1. For all the nominated directors except withhold authority for the following: _____ Withhold from All Nominees
2. Approval in principle of the merger of the American Birding Association, Inc., a Texas corporation, into and with the American Birding Association, Inc., a Delaware corporation For Against Abstain
3. In their discretion, the proxies are authorized to vote on such other business as may properly come before the meeting or any adjournment thereof.

In witness thereof, I have hereinto set my hand this _____ day of _____, 2017.

Signed, _____
(must be signed and dated to be valid)

(member number)

Print Name: _____

Forgot yours? It's in your address label on the cover

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**Please complete this proxy ballot, place in an envelope, affix proper postage, and mail to:
ABA Membership Vote, P.O. Box 744, Delaware City, DE 19706.**