

**Minutes of the**  
**American Birding Association General Membership Meeting Saturday,**  
**November 11, 2017**  
Harlingen Municipal Auditorium  
1204 Fair Park Blvd, Harlingen, TX 78550

The annual general meeting of the American Birding Association (ABA) was held on Saturday, November 11, at Harlingen Municipal Auditorium, 1204 Fair Park Blvd, Harlingen, TX 78550. 60-70 people were in attendance, both members and non-members. Of the total in attendance, 43 were identified as ABA members, 29 of whom had not returned proxies to ABA and who were therefore eligible to vote at this meeting.

In attendance from the Board of Directors – Lou Morrell (Chair), Julie Davis, Matthew Fraker, Scott Fraser, Robin Leong, Terry Rich, Linda Rockwell, Bill Sain, and Ann Nightingale. (Ms. Nightingale was elected during this meeting.)

In attendance from the ABA Staff: Jeffrey Gordon (President), Kelly Smith (Board Secretary), John Lowry, Michael Retter, and Liz Gordon.

1. Board Chair Morrell called the meeting to order at 5:07 p.m.

Chair Morrell explained that the Notice and Proxy had been inserted in all copies of the October 2017 issue of Birding magazine and sent to all members who receive hard copies of the publication. Members who receive the publication electronically were emailed a copy of the Notice and Proxy in October 2017. Members who do not receive Birding and who do not receive electronic notifications were mailed the Notice and Proxy at their addresses of record in October 2017. Evidence of the two mailings were presented at the meeting. Morrell said that the Notice and Proxy had also been posted on the Association's website. He also said that ballots for the election of directors and the merger were available at the meeting.

Robin Leong, as attorney and agent for the members represented by proxy, reported that 119 valid proxies had been received at ABA headquarters and were available for review. By a show of hands and signatures on a sign-in sheet, it was determined that among those present at this meeting there were 29 ABA members who had not sent in their proxies for the election of Directors to be held later and 9 who had returned their proxies. Therefore, 148 members were present either in person or by proxy. The Chair declared that the annual meeting was valid for conducting business since more than the required 100 members eligible to vote were present or represented at the meeting.

2. Introductions

Chair Morrell introduced all board members present. He also introduced Ann Nightingale as a nominee for the board and explained that although Neil Hayward, another nominee, had been at the festival earlier in the week, he had to leave prior to the meeting for a conference in New York at which he was giving the keynote presentation. President Gordon introduced all ABA staff present at the meeting.

### 3. Approval of the Minutes of the Annual Membership Meeting held in Delaware City, DE, on October 28, 2016.

Chair Morrell stated that the Minutes of the Board meeting of October 26, 2018, had been posted on the Association's website. He stated Board Secretary Smith had copies if anyone wanted to review. On a motion from the floor (made by Matt Fraker and seconded by Bill Sain), the members voted to dispense with the reading of the minutes, and on a subsequent motion (made by Linda Rockwell and seconded by Robin Leong) the members present approved unanimously to accept the minutes as presented.

### 4. President's Report

Jeff Gordon discussed the history of the ABA, current programs and their growing reach (especially through social media). He then introduced Scott Nicol, a member of Rio Grande Valley chapter of Sierra Club who gave an update on the border wall and its impact to the regional wildlife refuges and birding hotspots. After that Jeff introduced Alexander Alvarado from Honduras who spoke about Birders Exchange and how it had impacted his life.

Finally Jeff gave an update on Better Peterson, the founder of the Birder's Exchange program, noting that ABA created a conservation and community award in her name and memory. That award was presented to Judy Pollock for 2017. Pollock has been a leading figure in the Chicago birding community for over 20 years. After being presented with the award by President Gordon and Chair Morrell, Pollock explained the ABA was one of the first organizations she joined because of its conservation and community programs and this award is very special to her because of this.

### 5. Election of Directors

The Chair, acting for Bill Sain, Chair of the Nominating Committee, presented the Nominating Committee report. The Chair announced that in accordance with the ABA's bylaws, the Committee had presented a slate of individuals to be nominated to be Directors of the ABA and that the ABA Board at its Board Meeting of July 27, 2017, had voted to present the recommended slate to the membership for consideration at this meeting.

The following people were nominated for a first full three-year term: Neil Hayward (Cambridge, MA) and Ann Nightingale (Victoria, British Columbia).

The following Directors were nominated for a second full three-year term: Jennifer Owen-White (Albuquerque, NM), Linda Rockwell (Corrales, NM), and Bill Sain (Alpine, TX).

The following Directors were nominated for a third full three-year term: Carl Bendorf (Longmont, CA).

Biographies of all candidates had been provided to members with the proxy material and posted on the ABA's website.

Chair Morrell asked the members present if any had an objection to voting for the six directors as a slate or if there were any questions about the process or nominees. No objections or questions were raised.

The attorneys and agents were asked to report on the number of votes cast for, against, and abstain for each nominee. The members present were then asked to vote. The number of votes for each candidate was as follows:

Each of the nominees, Neil Hayward, Ann Nightingale, Jennifer Owen-White, Linda Rockwell, Bill Sain and Carl Bendorf received 116 votes for by proxy and 26 votes by a show of hands by members present and eligible to vote at the meeting. 3 members who submitted proxies either abstained or did vote. 3 members present at the meeting and eligible to vote didn't vote or abstained. There were no votes against any of the nominees..

Carl Bendorf's nomination was reported to members within the required notice period. Members were instructed that they could change their vote – no members took such action therefore the agents and attorneys under their authority voted the proxies for Carl that did not indicate an abstention for all or a non vote.

The Chair said that as a result on which each candidate received 142 votes for or greater than 95% of members who submitted proxies or were present at the meeting and eligible to vote, that all six candidates had been elected to the Board of Directors for their respective terms. Details of the voting are available at the ABA Headquarters.

Chair Morrell also noted that Ken Kaufmann, Mike Bowen, and himself were retiring. He further said that in 2018, John Robinson and Robin Leong will have completed their third term and will not be eligible to stand for reelection. He further commented that Matt Fraker will be completing his second term and Paul Riss and Drew Lanham will be completing their first term. To date, none of these three directors has indicated whether they will or will not stand for reelection to the board. He encouraged members to consider joining the board or volunteering for a committee.

## 5. Chairman's Remarks

Chair Morrell next reviewed the move to Delaware and the related decision to re-incorporate the ABA as a Delaware corporation. He then summarized the benefits of the merger which were discussed in the Proxy materials. He then reviewed the incorporation, review and approval process which could take up to 18 months to complete. Morrell then discussed the Board's decision to have the project reviewed with membership at the November members' meeting and to ask for their approval in principle to proceed.

Chair Morrell reviewed the question that had been put to members in the Proxy and asked for the vote. The attorneys and agents were asked to report on the number of votes cast for, against, and abstaining for the merger in principle. There were 117 proxies sent in for, one against, one abstained. The Chair then asked for the vote from members eligible to vote attending the meeting. By a count of hands 26 members voted to approve. Three members did not vote. Therefore, the total vote to proceed with the merger was 143 for, 1 against and 4 abstaining or not voting. Therefore, to proceed with the merger was approved in principle.

## 7. Financial report

Chair Morrell briefly summarized the ABA's financial position. He said that the ABA's annual audited reports and the Form 990 have been posted on the organization's website and welcomed any questions regarding those reports. He further commented over the past seven years there has been great improvement in the ABA's financial performance, especially in expense control. He said that in recent years the ABA has been operating around breakeven – some loss years and some surplus years. He said that current forecast is for a slight negative net income for 2017. He said that the expectation for 2018 is for a small positive result, mainly due to event related income. He reminded members that ABA offers many services and products to the general birding population at no cost. He said that the ABA's issue remains revenue generation and that over 70% of revenues are from members' dues and contributions or are directly tied to or correlated with membership levels.. Chair Morrell said that the ABA financial stability is based on continued membership growth and contributions and encouraged members to recruit others to join..

## 8. Committee reports

Scott Fraser (Chair, Awards Committee) gave a brief account of ABA Awards. This year the Betty Petersen Award for Conservation and Community was given to Judy Pollock, the Robert Ridgeway Awards for Publications in Field Ornithology was presented to Jerry Ligouri, the Chandler Robbins Award for Education/Conservation was presented to Mike Lanzone. Fraser also explained how to submit a nominee for an award and encouraged everyone present to do so.

Matthew Fraker (Chair, Recording Standards and Ethics Committee) noted the Recording Standards and Ethics committee has been focused on issues related to the inclusion of Hawaii

in the ABA area. Fraker also reported that at an RSEC retreat in Illinois work was done on an updated code of ethics.. This update will be finalized over the next couple of months and will sent out to the membership review.

Mary Gustafson spoke on behalf of Peter Pyle (Chair, Checklist Committee) on the Checklist Committee's activities during the past year. She reported that the committee has added over 105 birds to the checklist including Hawaiian avifauna, birds from other places, and taxonomic changes from the AOU checklist update. She said that the Hawaiian birds left to vote on are possibly extant, introduced birds, or birds with little research available. Chair Morrell then reported that Peter Pyle had agreed to continue to chair the Checklist Committee through 2018.

9. The final order of business was the introduction of the new ABA chair Scott Fraser who will take over the position at the adjournment of the meeting. Fraser thanked the board and staff, and especially Chair Morrell, for all their support during the transition.

President Gordon then presented Chair Morrell with a pair of Hooded Merganser decoys from the Ward Museum of Art in Delmarva as a thank you for all he has done for the ABA and a reminder of how much we appreciate it. Lou commented on his years on the Board and as Chair, especially on his partnership with Jeff.

There being no further discussion or questions from the floor, the meeting was adjourned at 6:38 p.m.