

## **Bylaws of the North American Section of the Society for Conservation Biology**

- Approved by Section board and SCB Executive Committee, 24 September 2002
- Revised 12 August 2004

### **Article 1**

#### Membership

Section 1. Voting Members. Any member of the Society for Conservation Biology who has an interest in the objectives and the activities of the Section may join the Section as a voting member. Only voting members may be elected to Section offices or the Section Board and vote on official matters affecting the Section. If the Section assesses dues, all voting members shall be responsible for payment.

Section 2. Expulsion. Membership in the Section shall terminate upon the occurrence of any of the following events:

- (1) member's notice of such termination delivered to the President or Secretary of the Section, personally or by mail,
- (2) a determination by the Section Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Section.

### **Article 2**

#### Governance

Section 1. Section Board. The Board of the North American Section shall comprise no more than eleven members, including officers: President, President Elect, and nine Section Governors (Article 2, Section 2 and 3). No more than nine members of the Board shall be from any one country. All members of the Board shall be elected by the membership of the Section.. All Board members must be voting members of the Section for their entire term of office.

Section 2. Section Governors. There shall be nine Section Governors, each elected by Section members and serving terms of three years. Terms of office shall be staggered so that each year three Section Governors are elected to begin their terms of office. Section Governors are limited to two full consecutive terms but may serve more than two non-consecutive terms. Terms of office as a Section Governor that are separated by terms as President Elect and President are considered non-consecutive terms.

Section 3. Officers. There shall be four officers: President, President Elect, Secretary, and Treasurer. The President Elect shall be elected by Section members every two years, at a scheduled members' meeting or by mail or email. Term of office for the President Elect is two years, followed by two years as President. The Secretary and Treasurer are Section Governors selected by the Board for terms of one year, with no

limit to reappointment apart from the limits imposed by their terms on the Board (Article 2, Section 2).

### **Article 3**

#### Nominations and Elections

Section 1. Nominations. Nominations for President Elect and Section Governors shall be solicited by a Nominating Committee. All nominees must be voting members of the Section. The slate of nominations shall be submitted by the Secretary to the membership at least 30 days prior to the deadline for receipt of ballots by mail, email, or other electronic means.

Section 2. Balloting. Written or electronic ballots shall be received from the members by a duly announced deadline and shall be counted by two or more members of the Section Board or agent(s) authorized by the SCB Board, none of whom may be on the ballot. The candidate for each office receiving the largest number of votes on the ballots shall be declared elected, governed only by the requirement that no more than nine members of the Board can be from any one country (Article 2, Section 1).

Section 3. Vacancies. If the office of President is vacated for any reason, the President Elect shall assume the duties of the President for the balance of the President's term. All other vacancies occurring during a Board member's term shall be filled by appointment by the Section Board until the next regularly scheduled election of Board members.

Section 4. Special Elections. A special election may be held at any time during a period of dormancy (see Article 11) to reactivate the Section.

### **Article 4**

#### Duties of Officers

Section 1. President. The President shall organize and preside over meetings and mailings (including electronic mailings) intended to substitute for meetings. The President or his/her designee shall serve as the Section's representative on the Society's Board of Governors in accordance with Section 5.

Section 2. President Elect. The President Elect shall assist the President and perform his/her duties when he/she is absent.

Section 3. Secretary. The Secretary shall record minutes, administer correspondence between the Section and the Society, and maintain historical records and a roster of members.

Section 4. Treasurer. The Treasurer shall collect dues (if any), maintain accounts, and collect and distribute funds for Section activities. The Treasurer shall coordinate fund raising activities.

Section 5. Representative on the Society's Board of Governors. The representative (the President or his/her designee or proxy, see Section 1) serves as a Member at Large of the Society's Board of Governors in accordance with the Society's Bylaws. Only the representative may officially represent the Section on business of the Society.

## **Article 5**

### Committees.

Section 1. The Section Board may at any time decide to form ad hoc committees to address particular issues. Committees shall be chaired by a voting member of the Section. Chairs will be appointed by the President with the approval of the Section Board and shall serve at the pleasure of the Section Board. Committees shall be composed of interested individuals of the Section. The Chair shall be responsible for appointing the other members of the committee, and these members will serve at the pleasure of the Chair. All committees shall, at any time, be accountable to the Section Board. The Section Board may, at any time, disband or discontinue an ad hoc committee.

Section 2. Nominating Committee. The Section Board shall establish a Nominating Committee. This committee shall organize all nominations for elected positions and present to the Section Board a complete slate of nominees.

## **Article 6**

### Finances

The Section shall be supported by dues, grants, contributions, and fund-raising activities. Assessment and amount of Section dues (if any) is left to the discretion of the Section. Funds of the Section shall be under the supervision of the officers, and shall be handled by the Treasurer. The Board shall ensure an annual audit, independent of the Treasurer, of the Section's financial records. Audited financial records shall be reported to the membership.

## **Article 7**

### Policy

The Section may make Resolutions and engage in Public Advocacy subject to the conditions described below.

Section 1. Definitions. A "Resolution" is any public statement that reflects the position or view of the Section. "Public Advocacy" is any public activity by the Section in support of a Section Resolution.

Section 2. Conditions for Declaration of Resolutions and Public Advocacy. Proposed Resolutions must first be presented to the Board of the Section and approved by a majority of the voting Board members. Proposed resolutions must then be approved by a majority vote of the members in a quorum of the Section. Presentations and voting may take place at a scheduled meeting, by mail, or by email. A voting member who is absent may file an absentee ballot. Proposed Resolutions must include the following: (i) a statement of relationship of the Resolution to the objectives of the Society and the Section, (ii) a statement of the need for the Resolution, (iii) scientific documentation concerning the circumstances of the Resolution, and (iv) a list of the proposed recipients of the Resolution.

Any Public Advocacy must be based on an approved Resolution. Proposed acts of advocacy must be presented to the membership of the Section at a scheduled meeting, by mail, or by email and approved by a majority of voting members. A voting member who is absent may file an absentee ballot.

Section 3. Disclaimer of Responsibility by Society for Section Activities. The North American Section of the Society for Conservation Biology shall claim responsibility for all Resolutions and Public Advocacy enacted by its membership. All public documents or actions shall include the statement: Resolutions (or Advocacy) of the North American Section of the Society for Conservation Biology do not necessarily reflect the views of the Society for Conservation Biology as a whole.

Section 4. Reporting. All Resolutions and supporting materials and descriptions of acts of Public Advocacy by the Section shall be forwarded to the President of the Society with the Annual Report.

## **Article 8**

### **Meetings**

Section 1. Members' Meeting. A Members' Meeting shall be held, or an alternative mechanism for conducting Section business and facilitating communication among members arranged, each year. The elections for the members of the Section Board shall be held at this meeting or via its alternative.

Section 2. Procedure and Order of Business. Meetings and voting deadlines shall be announced at least 30 days in advance. At the beginning of each meeting any Section or Society business shall be discussed prior to the scheduled program. The business portion of any meeting shall be run by the President. The Section's Bylaws shall be available at each meeting.

Section 3. Votes. All votes of the Section on matters not specified in the Bylaws shall be decided by a simple majority of those voting. Tie votes in Members' Meetings or in meetings of the Section Board shall be broken by the presiding officer. Tie votes in committee meetings shall be broken by the Chair.

## **Article 9**

### Quorum

Ten percent of the Section members, including members represented by proxy, shall constitute a quorum of the Section. Fifty percent of Section Board members shall constitute a quorum of the Board.

## **Article 10**

### Annual Report

The Secretary shall file an annual report on the Section's activities with the President of the Society.

## **Article 11**

### Continuation/Dissolution

Section 1. Section Board Requirement. If the membership fails to elect a Section Board, the Section shall be considered dormant. At that time the outgoing Section Board shall forward the Section's charter, Bylaws, and remaining funds to the President of the Society. The Section may be reactivated at any time within a period of two years by holding a Special Election. The purpose of the Special Election is to vote for a Section Board.

Section 2. Membership Requirement. If the membership falls below 100 for longer than two years, the Section shall be considered dormant. At that time the outgoing Section Board shall forward the Section's charter, Bylaws, and remaining funds to the President of the Society. The Section may be reactivated when membership rises above 100.

## **Article 12**

### Amendment to Bylaws

Section 1. Procedure. Proposals to modify the Section Bylaws must be approved by a two-thirds majority of the voting members present and voting at any scheduled meeting (or alternative voting mechanism) of the Section, and such meeting or alternative voting mechanism must constitute a quorum of the Section. A voting member who is absent may file an absentee ballot. Absentee ballots shall count toward a quorum.

Section 2. Conformance. No amendment to these Bylaws shall be enacted that results in a conflict with the Bylaws of the Society. Proposed amendments to the Section Bylaws must be approved by the Executive Committee of the Society's Board of Governors before becoming effective.

Ratified for the Board of Governors by

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President, Society for Conservation Biology

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Date