



## Bylaws of the Society for Conservation Biology

### Article I. NAME

The name of this organization shall be the Society for Conservation Biology, hereinafter referred to as the Society.

### Article II. DEFINITIONS

The following definitions shall be used to define frequently used terms in these Bylaws:

- (1) **“SCB” or “Society”** means the Society for Conservation Biology.
- (2) **“Global Services Staff”** means the Managing Director and other staff that support the activities of SCB-Global.
  - (a) **“Global Network Board” or “Board”** means the body responsible for overseeing the activities and affairs of SCB and for exercising or directing the exercise of all corporate powers. Only Full Members may serve on the Global Network Board.
  - (b) **“Director”** means any member of the Global Network Board.
  - (c) **“Program Council Director”** means any director that was elected by the Programs Council.
  - (d) **“Regional Council Director”** means any director that was elected by the Regional Council.
  - (e) **“Officer”** means any individual elected to hold the office of President, President Elect, Global DEI Officer, Secretary, or Treasurer in accordance with Article VI. Officers shall serve as directors during their term of office.
  - (f) **“Board Committee”** means any committee that is created by the Global Network Board that the Global Network Board delegates its authority to. Only directors may serve on Board Committees because these committees have fiduciary responsibilities.
  - (g) **“Committee”** means any operational or advisory committee that is created by the Global Network Board. These committees cannot exercise Global Network Board authority and members of these committees do not have fiduciary responsibilities. Any member may serve on a Committee.
- (3) **“Regional Council”** means the regional body that represents the interests of the SCB members and drives the strategy for recruitment of Associate and Full Members with a focus on ensuring diversity, inclusion and equity. It supports the activities of SCB members across geographic

Recommended by  
Governance Committee



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regions. It is composed of the six members (Full or Associate Members), who serve as the presidents of each Region.

(4) \_\_\_\_\_

(5) **“Programs Council”** means the group of Full Members and Associate Members responsible for driving the programmatic direction of SCB. It is composed of SCB’s programmatic groups: i.e. Global Programs, Working Groups and Informal Committees, and thematic chapters. The composition of the Program’s Council may change from time to time as the Program’s Council deems appropriate. The Programs Council is the collective voice of these groups and will make decisions and recommendations to the Global Network Board on issues related to branding, identity, and programmatic direction of SCB. **“Region”** means each regional section of SCB including the following: Africa Region, Asia Region, Europe Region, LACA Region, North America Region, and Oceania Region. Previously Regions were referred to as sections, however, as part of SCB’s transition to a global network model the decision was made that “Region” was a more appropriate way to describe the presence and work of the Regions.

(a) **“Affiliated Region”** means any Region of SCB that has separate legal and financial status, as defined by the appropriate tax authorities in the Region’s respective country.

(b) **“Chartered Region”** means any Region of SCB that does not have independent legal or financial status and works through the non-profit tax status that SCB holds, through the Internal Revenue Service of the United States.

(c) **“Chapter”** means any subgroup of a Region with its own governance structure and processes.

(6) **“Global Program”** means a body of members who have advocated for and established the need for creating a permanent body dedicated to carrying out a long-term objective of SCB. The process for establishing a Global Program is set by Global Board policy.

(7) Membership:

(a) **“Associate Member”** means any person who is admitted to the membership of SCB without payment. Any person who is a member of a Region or a Chapter must be either an Associate

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<p><u>Member or a Full Member.</u></p> <p><u>(b) "Full Member" means any person who is admitted to the membership of SCB and pays a fee for membership. Any person who is a member of a Region or a Chapter must be either an Associate Member or a Full Member.</u></p> <p><u>(c) "Council Member" means any person who serves on the Regional Council or the Programs Council. Council Members may be Full Members or Associate Members.</u></p>		
<p><b>Article III. PRINCIPAL OFFICE</b></p> <p>The principal office of the corporation for the transaction of business shall be determined by the <u>Global Network Board</u> and may be located outside the State of California.</p>		<p><b>Deleted:</b> Board of Governors</p>
<p><b>Article IV. MISSION</b></p> <p>The Mission of the Society for Conservation Biology is to advance the science and practice of conserving the Earth's biological diversity.</p>		<p><b>Deleted:</b> III</p>
<p><b>Article V. MEMBERSHIP</b></p> <p><b>SECTION 5.01 Composition</b></p> <p><u>Both Associate Members and Full Members may have additional privileges and benefits as may be set by Global Network Board policy. There shall be two classes of members:</u></p> <p><u>(a) Associate Members: Associate Members are members who do not pay a fee to become members of SCB. Associate Members may be members of Chapters or Regions. Associate Members may serve on the Programs Council and Regional Council. Associate Members are entitled to vote on changes to the bylaws and articles of SCB. Associate Members may not serve on the Global Network Board.</u></p> <p><u>(b) Full Members: Full Members are members who pay a fee to become members of SCB. Full Members have all the rights of Associate Members and may serve on the Global Network Board.</u></p>		<p><b>Deleted:</b> 1</p> <p><b>Deleted:</b> 4</p> <p><b>Deleted:</b> The Society is open to any person throughout the world. Members pay dues, have voting rights, may be elected to office, may serve as members of committees, and join the Society's Regional Sections, Chapters, and Working Groups....</p>
<p><b>SECTION 5.02 Dues</b></p> <p><u>The Global Network Board will set the dues for Full Members. Regions can choose a membership cost within a range that will be set in a policy by the Global Network Board for recommendation to the Global Network Board. In addition, the Regions may choose to charge their own dues for Regional Membership, and they may offer additional benefits to their members. The parameters for addition dues will be set in the MOUs between the Regions and SCB Global.</u></p>	<p>Recommended by Governance Committee</p>	<p><b>Deleted:</b> Associate Members and</p>
<p><b>SECTION 5.03 Termination of Membership</b></p>		<p><b>Deleted:</b> 4.02</p>



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<u>This Section applies to both Associate Members and Full Members.</u>	
<b>i. Grounds for Termination</b>	
The membership of an individual shall terminate upon the occurrence of any of the following events:	
(a.) A failure to renew <del>the member's</del> membership by paying dues on or before their due date;	<b>Deleted:</b> his or her
(b.) <del>The member's</del> notice of resignation delivered to the President or Secretary of the Society personally or by mail or by electronic communication, such membership to terminate upon the date this notice is received by the Society unless a later date is specified in the notice; or	<b>Deleted:</b> His or her <b>Deleted:</b>
(c.) A determination by at least two-thirds of the voting <u>Directors</u> that the member has engaged in conduct materially and seriously prejudicial to the interests or the purposes of the Society and should be expelled from the Society.	<b>Deleted:</b> Governors
<b>ii. Procedure of Expulsion</b>	
Following the determination that a member should be expelled under this section, the following procedure shall be implemented:	
(a.) A notice shall be sent by first class or registered mail to the last address of the member as shown in the Society's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen days before the proposed effective date of the expulsion.	
(b.) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five days before the effective date of the proposed expulsion. The hearing shall be held by the <u>Board</u> in accordance with the quorum and voting rules applicable to the meetings of the Board. The notice to the member of <del>the member's</del> proposed expulsion shall state the date, time, and place of the hearing on <del>the member's</del> proposed expulsion. The member and the <u>Board</u> may participate via conference call or other means by which everyone participating in the hearing may hear all the others.	<b>Deleted:</b> Board of Governors <b>Deleted:</b> his or <b>Deleted:</b> her <b>Deleted:</b> his or her <b>Deleted:</b> Board of Governors
(c.) Following the hearing the Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. At least two-thirds of the voting members of the Board must agree upon the suitable course of action. The decision of the Board shall be final. <u>A director cannot be removed as a member until that director has been removed as a director in accordance with Article VI.</u> All rights of a member in the Society shall cease on termination of membership as herein provided.	



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### Article VI. GLOBAL NETWORK BOARD;

#### SECTION 6.01 Composition

~~The Global Network Board will have twelve members. Three (3) directors will be appointed by the Programs Council and one of which shall be a representative from a Global Program. Three (3) directors will be appointed by the Regional Council. Five (5) officers will be elected by the Full Members: the President, President-Elect, Secretary, Treasurer, and the Global Diversity, Equity, and Inclusion Officer. The Managing Director is appointed by the Global Network Board and serves as a voting *ex officio* member of the Global Network Board. With the exception of the President, Secretary, and Treasurer, all other Board positions may remain unfilled so long as there is a minimum of seven (7) Directors. The Programs Council and Regional Council will develop their own policies and procedures for the election of Directors.~~

#### SECTION 6.02 Terms of Office

~~Directors who are not officers serve terms of two (2) years each unless filling a vacancy. The terms of the Directors are staggered so that approximately one-half of the Directors are elected each year. The President serves a two-year term and may serve multiple terms that are not successive. The Secretary serves a four-year term and may serve multiple terms that are not successive. The Treasurer serves a three-year term and may serve successive terms. The Diversity, Equity, and Inclusion Officer serves a three-year term and may stand for reelection, with no more than two consecutive terms. Unless filling a vacancy, all newly elected Directors and Officers assume their offices on 1 July. The President-Elect succeeds to the office of President upon the completion of the incumbent President's term of office or earlier vacancy of that office.~~

#### SECTION 6.03 Election

- ~~(a) The officers are nominated by the Full Members and Associate Members. Nominations are reviewed by the Governance Committee (or Global Network Board if there is no Governance Committee). Nominees must be or must become Full Members. Any candidate for President-Elect must have served on the Board in another capacity before being eligible as a President-Elect nominee.~~
- ~~(b) If there are no qualified nominees submitted for the position of Global Diversity, Equity, and Inclusion Officer, then the Diversity, Equity, and Inclusion Committee will submit nominees for the Global Diversity, Equity, and Inclusion Officer.~~

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**Deleted:** The Executive Director is appointed by the Board of Governors.

**Deleted:** All voting Board of Governors members are nominated by the Governance Committee or by members and are elected by secret ballot circulated to all members. The ballot shall give voters the option of ranking all candidates for each office in order of preference. Ballots shall be tallied in rounds. For each office, in each round, the candidate with the fewest votes shall be eliminated; in the next round each voter's ballot shall be tallied for whichever remaining candidate the voter has ranked highest. The rounds shall end when 1 candidate remains; that candidate shall be elected. Board Members who are the representatives of the Regional Sections are the Presidents of their Sections, subject to the provisions set out in Article 6, Section 3....

**Deleted:** One Director elected by the Programs Council will be designated to Global Programs. The ...

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**Deleted:** As described in the following sections, each Officer is responsible for a portfolio of committees (as determined by the Board of Governors), serves as Chair of one committee in the Officer's portfolio, and serves as board liaison for any other committees in the Officer's portfolio.



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<p>(c) The Governance Committee (or the Global Network Board if there is no Governance Committee) will review all nominations in accordance with a nomination review policy established by the Global Network Board. Once nominations have been reviewed and approved, the Global Network Board will elect a President-Elect, Secretary, Treasurer, and Global Diversity, Equity and Inclusion Officer.</p>		Formatted: Highlight
<p><b>SECTION 6.04 Qualifications</b></p> <p>All Directors shall be Full Members of the Society in good standing, as defined by the current edition of <i>Robert's Rules of Order Newly Revised</i>. The Board, by a majority vote of the Directors who meet all of the required qualifications to be a Director, may declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.</p>		<p>Deleted: Article VI. BOARD OF GOVERNORS: QUALIFICATIONS¶</p> <p>Deleted: 01</p> <p>Deleted: Membership</p> <p>Deleted: Governors</p> <p>Deleted: voting</p> <p>Deleted: m</p>
<p>▼</p> <p>▼</p>	<p>. Moved to § 6.02(a)</p>	<p>Deleted: SECTION 6.02 President-Elect¶ Nominees for President-Elect must have served on the Board of Governors.¶</p>
<p><b>SECTION 6.05 Vacancies</b></p> <p>If a Director appointed by the Programs Council withdraws or is removed by the Programs Council, then the Programs Council will be responsible for appointing a new Director. If a Director appointed by the Regional Council withdraws or is removed by the Regional Council, then the Regional Council will be responsible for appointing a new Director. If an officer withdraws or is removed by the Board, the remaining members of the Board will fill the vacancy.</p>		<p>Deleted: SECTION 6.03 Representatives of Regional Sections ¶ Regional Sections of the Society with 100 or more members may elect a representative to the Board of Governors. Representatives of Regional Sections are the Presidents of the Sections, or those appointed by the Presidents and confirmed by the Executive Committee to serve in their stead when necessary. Society members may join, and vote for representatives for, no more than two Regional Sections, regardless of the region of their domicile. If a Regional Section's membership falls below 100 for more than two years, the Section shall lose its representation on the Board of Governors. ¶</p>
<p><b>Article VII. BOARD OF GOVERNORS: DUTIES</b></p> <p>The Global Network Board is the executive and policy-making body of the Society and has all powers granted to a board of directors of a nonprofit membership public benefit corporation of the State of California. It shall, among other duties, ensure that the best and most relevant science is incorporated into all activities of the Society; appoint the Editors in Chief of the Society's publications; adopt a budget and approve in advance proposed annual expenditures; decide locations of future international congresses and General Members' Meetings; propose dues adjustments and other fees to the general membership; decide upon the suitability of publications, position papers, or statements to be issued in the name of the Society; decide upon motions of censure or expulsion; supervise the Society's finances; establish and abolish standing committees; oversee legal aspects of the Society's operation; and assist the</p>		Deleted: Board of Governors



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<p>President in carrying out the executive work of the Society. Governors work on various committees and projects. In the performance of their duties as members of the <a href="#">Global Network Board</a>, <del>all members of the <a href="#">Global Network Board</a></del> have a primary fiduciary duty to the Society as a whole.</p>		<b>Deleted:</b> Board of Governors	<b>Deleted:</b> representatives of Regional Sections
<p>The <a href="#">Global Network Board</a> shall convene no less than three times annually, by conference call or in person; at least one meeting held each calendar year shall be in person unless the <a href="#">Global Network Board</a> determines by vote not to meet in person in a specific calendar year.</p>		<b>Deleted:</b> Board of Governors	<b>Deleted:</b> Board of Governors
<p><b>Article VIII. BOARD OF GOVERNORS: DUTIES OF OFFICERS</b> <b>SECTION 8.01 President</b></p>			
<p>The President is empowered to speak for the Society after consultation with the Executive Committee (see Article 11). The President shall: <b>(a.)</b> Preside over the General Members' Meetings of the Society and meetings of the <a href="#">Board</a> and</p>		<b>Deleted:</b> Board of Governors	
<p><b>(b.)</b> Arrange for meetings of the <a href="#">Board</a>. The President, in consultation with the Executive Committee and the <a href="#">Board</a>, shall organize, charge, or discharge ad hoc committees as needed in the conduct of the affairs of the Society, and shall perform such other duties as stated in the Bylaws.</p>		<b>Deleted:</b> Board of Governors	<b>Deleted:</b> Board of Governors
<p><b>SECTION 8.02 President-Elect</b></p>			
<p>The President-Elect shall:</p>			
<p><b>(a)</b> assume the duties of the President in <del>the President's</del> absence,</p>		<b>Deleted:</b> his or her	
<p><b>(b)</b> succeed to the presidency at the completion of the President's term of office on 1 July, and</p>			
<p><b>(c)</b> perform such other duties as stated in the Bylaws.</p>			
<p><b>(d)</b> serve as Chair of one standing or ad-hoc committee and as Board liaison to other committee(s) as needed.</p>			
<p><b>SECTION 8.03 Secretary</b></p>			
<p>The Secretary shall:</p>			
<p><b>(a)</b> keep and report minutes of all meetings of the <a href="#">Board</a> and General Members' Meetings,</p>		<b>Deleted:</b> Board of Governors	
<p><b>(b)</b> receive election ballots and compile results for Society-wide elections,</p>			
<p><b>(c)</b> witness delegations of financial authority to other Board members,</p>			
<p><b>(d)</b> transfer all records and files to <del>the</del> successor upon completion of <del>the</del> term of office,</p>		<b>Deleted:</b> his or her	<b>Deleted:</b> his or her



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(e) nominate a deputy secretary, who, once confirmed by the Executive Committee, will stand in for the Secretary when necessary, and		
(f) Any of the duties described in subsections (a) through (c) may be delegated to an appropriate party with the approval of the <u>Board</u> , or may be delegated to the <u>Managing Director</u> and staff under the direct supervision of the <u>Managing Director</u> , in which case the Secretary shall oversee these activities.		<p><b>Deleted:</b> Board of Governors</p> <p><b>Deleted:</b> Executive Director</p> <p><b>Deleted:</b> Executive Director</p>
(g) serve as Chair of one standing or ad-hoc committee and as Board liaison to other committee(s) as needed.		
<b>SECTION 8.04 Treasurer</b>		
The Treasurer shall:		
(a) Collect all dues and other monies of the Society and maintain accurate accounts of such funds,		
(b) Disburse Society funds,		
(c) Notify members of fees due the Society,		
(d) Provide a budget and statement of financial condition annually to the <u>Board</u> .		<b>Deleted:</b> Board of Governors
(e) Present a general report on the Society's current budget and financial condition at each General Members' Meeting,		
(f) Under direction of the <u>Board</u> , supervise Society investments and buy, sell, assign, and transfer securities for this purpose, and		<b>Deleted:</b> Board of Governors
(g) Nominate a deputy treasurer, who, once confirmed by the Executive Committee will stand in for the Treasurer when necessary.		
(h) The duties described in subsections (a) through (f) may be delegated to the <u>Managing Director</u> and staff under the direct supervision of the <u>Managing Director</u> , in which case the Treasurer shall oversee these activities with final responsibility for compliance of such activities with all applicable laws, regulations, and Board direction.		<p><b>Deleted:</b> Executive Director</p> <p><b>Deleted:</b> Executive Director</p>
(i) serve as Chair of the Finance & Investment Committee and as Board liaison to at most one other committee.		
Amounts expended annually for expenses of the offices of President, Secretary, and Treasurer shall not exceed the amounts included in the budget without prior approval of the <u>Board</u> .		<b>Deleted:</b> Board of Governors
The Treasurer shall revise the current year's budget for action by the <u>Board</u> whenever desired changes will materially affect the budget.		<b>Deleted:</b> Board of Governors
<b>SECTION 8.05 Diversity, Equity, and Inclusion Officer</b>		<b>Deleted:</b> , and Diversity
The <u>DEI</u> Officer shall:		<b>Deleted:</b> EID





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(a) work to foster <u>diversity</u> , equity, <u>and</u> inclusion within SCB.	
(b) serve as Chair of the <u>Diversity</u> , Equity, <u>and</u> Inclusion committee and as Board liaison to other committee(s) as needed.	
(c) nominate a deputy <u>Diversity</u> , Equity, <u>and</u> Inclusion Officer, who, once confirmed by the Executive Committee, will stand in for the EID Officer when necessary.	
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▼	This is in § 6.02 now
▼	Changed to have the board elect to fill these vacancies vs. the President by appointment.
<b>Article IX. <u>REMOVAL</u></b> A voting <u>Director</u> may be removed from office at any time by a <u>majority vote of a quorum</u> of the membership.	
<b>Article X. <u>COMMITTEES</u></b>	
<b>SECTION <u>10.01 Categories</u></b> <u>There shall be three categories of committees:</u>	
(a) <u>Board Committees that the Global Network Board delegates its authority to and which are comprised solely of members of the Global Network Board;</u>	
(b) <u>Audit Committee established by the Global Network Board in compliance with the California law;</u>	
(c) <u>All other committees created by the Global Network Board which includes working groups, global programs, and task forces that do not have any delegated Board authority.</u>	
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<b>SECTION <u>10.02 Formation</u></b> <u>The Board is granted the authority to form and dissolve such committees as it deems to be necessary to support the work of SCB. The Board shall determine the charter of all such committees and establish policies and procedures to govern the operations of committees including the appointment of committee members.</u>	
<b>SECTION <u>10.03 Executive Committee</u></b>	
(a) <u>The Executive Committee shall consist of the President, President-</u>	

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- Deleted:** SECTION 8.06 Vice Presidents ¶  
Each of the three Vice President shall:¶  
(a) serve as Chair for one standing or ad-hoc committee, and¶
- Deleted:** (b) serve as liaison to other committees as assigned.
- Deleted:** Article IX. BOARD OF GOVERNORS: TERMS OF OFFICE ¶  
SECTION 9.01 Duration ¶  
¶  
The President serves a two-year term and may not directly succeed himself or herself. The Past President serves a two-year term. The Secretary serves a four-year term and may not directly succeed himself or herself. The Treasurer serves a three-year term and may serve successive terms. The Equity, Inclusion and Diversity Officer serves a three-year term and may stand for reelection, with no more than two consecutive terms. Vice-Presidents serve staggered, four-year terms and may stand for reelection, with no more than two consecutive terms. The President-Elect assumes the presidency and newly elected Governors assume their offices on 1 July.¶
- Deleted:** SECTION 9.02 Interim Service¶  
If the office of President-Elect, Secretary, Vice-President, Treasurer, or Equity, Inclusion and Diversity Officer is vacated before the term expires, the President shall appoint a replacement to serve until the next regularly scheduled election. Such appointment must be approved by the Board of Governors.
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- Deleted:** The Executive Committee shall consist of the President, Immediate Past President, President-Elect, Secretary, Treasurer, and Equity, Inclusion and Diversity Officer. The Executive Director shall be a nonvoting ex officio member. The President serves as Chair of the Executive Committee.
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<p><a href="#">Elect, Secretary, Treasurer, and Equity, Inclusion and Diversity Officer. The Managing Director shall be a nonvoting <i>ex officio</i> member. The President serves as Chair of the Executive Committee.</a></p>	
<p>(b) The Executive Committee may decide and act on matters of Society concern between regularly scheduled meetings of the Board provided the financial ramifications of the decision do not exceed \$30,000. The Executive Committee shall inform the Board of their decisions and actions in a timely manner.</p>	
<p>(c) All votes of the Executive Committee shall be decided by a simple majority of those voting. Four members shall constitute a quorum of the Executive Committee.</p>	
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- ~~Deleted:~~ Article XII. STANDING COMMITTEES
- ~~Deleted:~~ SECTION 12.01 Mission
  - Standing committees have a broad mission that is central to the activities of the Society and are expected to be in existence for at least five years. Standing committees include Executive Committee, Governance, Audit, Finance and Investment, Equity, Inclusion and Diversity, and other committees established by the Board of Governors to meet the needs of SCB. The SCB website shall publish the charges, terms of reference, current membership, and current work plan of each standing committee.
- ~~Deleted:~~ SECTION 12.02 Chairs
  - The Governance Committee is chaired by the Immediate Past President. The Finance and Investment Committee is chaired by the Treasurer. The Chair of the Audit Committee shall be selected by the President, in compliance with standards set by California law, with the approval of the Board of Governors. The Equity, Inclusion and Diversity Committee is chaired by the Equity, Inclusion, and Diversity Officer. Chairs of all other standing and ad-hoc committees shall be appointed by the Officer whose portfolio...
- ~~Deleted:~~ SECTION 12.03 Membership
- ~~Deleted:~~ SECTION 12.04 Charges of the Governance Committee
- ~~Deleted:~~ (b) Prepare slates of nominees for elected offices of the Board of Governors,
- ~~Deleted:~~ (c) Periodically review the governance structure of the Society and make recommendations to the Board of Governors
- ~~Deleted:~~ (d) Periodically evaluate the functioning of the Board of Governors and its committees and advise the Board of Governors
- ~~Deleted:~~ SECTION 12.05 Charges of the Audit Committee
- ~~Deleted:~~ SECTION 12.06 Charges of the Finance and Investment Committee
- ~~Deleted:~~ SECTION 12.07. Charges of the Equity, Inclusion, and Diversity Committee
- ~~Deleted:~~ (b) Work with the Executive Office (EO) and Board to develop and maintain SCB policies and practices on equity
- ~~Deleted:~~ (c) Develop activities that broaden diversity, enhance equity, and facilitate inclusion in SCB, including representation
- ~~Deleted:~~ (d) Work with SCB Membership efforts to identify under-represented groups and ways to reach these groups
- ~~Deleted:~~ Article XIII. AD HOC COMMITTEES
- ~~Deleted:~~ SECTION 13.01 Chairs and Membership
- ~~Deleted:~~ SECTION 13.02 Charges
- ~~Deleted:~~ Article XIV. BOARD OF EDITORS OF CONSERVATION BIOLOGY
- ~~Deleted:~~ SECTION 14.02 Charge
- ~~Deleted:~~ Article XV. COMMISSIONED PAPERS AND POLICY STATEMENTS
- ~~Deleted:~~ SECTION 15.02 Formal Policy Position Statements of the Society



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	Governance Committee	
<p><b>Article XI. FINANCES</b></p> <p><b>SECTION 11.01 Support and Compensation</b></p> <p>The Society shall be supported by annual dues of the members; by gifts, grants, bequests, trust funds, and similar instruments; by loans approved by the <a href="#">Global Network Board</a>; by the proceeds of the sale of publications or other items the Society may issue with the approval of the <a href="#">Global Network Board</a>; and from such property or funds as it may acquire. All elected officials serve gratis, although the Society may hire professional staff as needed.</p>		<p><b>Deleted:</b> XVI</p> <p><b>Deleted:</b> 16</p> <p><b>Deleted:</b> Board of Governors</p> <p><b>Deleted:</b> Board of Governors</p>
<p><b>SECTION 11.02 Fiscal Year</b></p> <p>The fiscal year of the Society shall begin the first day of each calendar year.</p>		<p><b>Deleted:</b> 16</p>
<p><b>Article XII. MEETINGS</b></p> <p><b>SECTION 12.01 General Members' Meetings</b></p> <p>General meetings of the membership shall be held at least once every year and shall be announced to all members, in an electronic format. Whenever there are motions to be voted on by the membership, notice of the meeting is to be given to all members not less than <del>ten (10)</del> nor more than ninety (90) days prior to the meeting. The members may only vote on those matters that are contained in the notice of the meeting.</p>		<p><b>Deleted:</b> V</p> <p><b>Deleted:</b> 7</p> <p><b>Deleted:</b> , at least six months in advance</p> <p><b>Deleted:</b> ten</p> <p><b>Deleted:</b> thirty</p> <p><b>Deleted:</b> 3</p>
<p><b>SECTION 12.02 Special Members' Meetings</b></p> <p>A Special Members' Meeting of the Society may be called at any time by the <a href="#">Global Network Board</a>, provided that written notice of the purpose, place, and date of the meeting be given to the membership at least thirty (30) days in advance.</p>		<p><b>Deleted:</b> The usual order of business at the General Members' Meeting shall normally be as follows: approval of the minutes of the last members' meeting, financial report, Executive Director's report, Editors' reports, reports from standing committees, reports from Regional Sections, reports from ad hoc committees, consideration of amendments to the Constitution and Bylaws, new business, and adjournment.</p> <p><b>Deleted:</b> 17</p>
<p><b>SECTION 12.03 Regular Meetings of the <a href="#">Global Network Board</a></b></p> <p>No notice of regular Board meetings shall be required if the date, time, and location of a regular Board meeting was set at a previous regular Board meeting and the date, time, and location of the regular meeting was included in a timely report to Board members. If the date, time, and location of a regular Board meeting was not set at a previous regular meeting, or if the date, time, or location of the meeting is changed, then 30 days written notice shall be required.</p>		<p><b>Deleted:</b> Board of Governors</p> <p><b>Deleted:</b> 17</p> <p><b>Deleted:</b> Board of Governors</p>
<p><b>SECTION 12.04 Special Meetings of the <a href="#">Global Network Board</a></b></p> <p>Special meetings of the <a href="#">Global Network Board</a> may be called by the President or by simple majority of the <a href="#">Global Network Board</a>. Special meetings may be held in person, by conference call, or by other electronic</p>		<p><b>Deleted:</b> 17</p> <p><b>Deleted:</b> Board of Governors</p> <p><b>Deleted:</b> Board of Governors</p> <p><b>Deleted:</b> Board of Governors</p>



## Bylaws of the Society for Conservation Biology

means by which everyone participating may hear the others. Special meetings require 14 days written notice. Notice shall include the date, time, and mode of the meeting; an agenda; and an indication of whether a vote of the Board will be required for each agenda item. If the meeting is to be held in person, the location of the meeting shall be included in the notice. If the meeting is to be held by conference call or other electronic means, the call-in number and access code or other relevant contact information shall be included in the notice.		
<b>SECTION 12.05 Rules of Procedure</b> All meetings shall be governed by rules of parliamentary procedure as specified in the current edition of <i>Robert's Rules of Order Newly Revised</i> .		Deleted: 17
<b>Article XIII. VOTES AND QUORUM</b> <b>SECTION 13.01 Decisions</b>		Deleted: 7 Deleted: 8
All votes of the Society on matters not specified in the Articles of Incorporation or Bylaws shall be decided by a simple majority of those voting.		
<b>SECTION 13.02 Ties</b> Procedures enumerated in the current edition of <i>Robert's Rules of Order Newly Revised</i> will be used to break tie votes.		Deleted: 8
<b>SECTION 13.03 Votes at Special Meetings of the <a href="#">Global Network Board</a></b>		Deleted: 8 Deleted: Board of Governors
The following protocol applies to motions that require a vote by the <a href="#">Global Network Board</a> at a special meeting:		Deleted: Board of Governors
1) A motion with background material shall be circulated by the President to the <a href="#">Global Network Board</a> in electronic format at the same time the special meeting is announced.		Deleted: Board of Governors
2) There shall be a ten-day comment period during which members of the <a href="#">Global Network Board</a> may submit comments and proposed amendments to the President by electronic communication. The President shall compile these comments into a single document and circulate the document to the <a href="#">Global Network Board</a> at least two days prior to the scheduled special meeting.		Deleted: Board of Governors Deleted: Board of Governors
3) Amendments may be discussed and voted upon during the special meeting, provided:		
(a.) The proposer of the original motion participates in the meeting,		
(b.) There is a quorum,		
(c.) Final discussion and a vote shall take place during the scheduled		



## Bylaws of the Society for Conservation Biology

special meeting, and	
(d.) The outcome of the vote shall be distributed to the <a href="#">Global Network Board</a> in electronic format.	
<b>SECTION 13.04 Participation in Meetings and Quorum</b>	
(a) Participation in a meeting by any means whereby all those participating may communicate with one another simultaneously shall constitute presence in person for all General Members' Meetings and <a href="#">Global Network Board</a> Meetings' quorum requirements.	
(b) A majority of the members of the <a href="#">Global Network Board</a> shall constitute a quorum at a <a href="#">Global Network Board</a> meeting. Board members may not vote by proxy. The members of the <a href="#">Global Network Board</a> may participate via conference call or other means by which everyone participating may hear the others.	
(c) Thirty members constitute a quorum for General Members' Meetings.	
<b>Article XIV. ACTION WITHOUT MEETING</b>	
(a) Any action which may be taken at any regular or special meeting of the members of the Society may be taken without a meeting if the Society distributes a written ballot to every member entitled to vote on the matter. If approved by the <a href="#">Global Network Board</a> , the ballot and any related material may be sent by electronic transmission and responses may be returned to the Society by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Society.	
(b) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.	
(c) Members of the <a href="#">Global Network Board</a> may be elected by written ballot under this section.	
<b>Article XVI. LOCAL CHAPTERS AND WORKING GROUPS</b>	
Local Chapters and Working Groups of the Society may be established in accordance with guidelines approved by the <a href="#">Global Network Board</a> . All members of a Chapter or of a Working Group must be members of the Society.	
<b>Article XVII. INDEMNIFICATION</b>	This is allowed by Cal. Corp.

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Dues for membership may be changed by a two-thirds majority of the Board of GovernorsGlobal Network Board.\*

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## Bylaws of the Society for Conservation Biology

<p><a href="#">SCB shall indemnify its directors and officers to the full extent permitted by the California Corporation Code now or hereafter in force, and may advance related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; and, upon authorization by the Board of Directors, may indemnify other employees or agents to the same extent.</a></p>	<p>Code § 5238 but is not currently included in the bylaws.</p>
<p><b>Article XVIII. CHANGES IN THE ARTICLES OF INCORPORATION AND BYLAWS</b></p> <p>The Articles of Incorporation may be modified by a majority vote of the entire membership. The Bylaws may be modified by a two-thirds majority of the members present and voting at any scheduled General Members' Meeting of the Society, or by a two-thirds majority of the votes cast in electronic balloting open to the entire membership. ▼</p>	
<p><b>PROVISO</b></p>	<p>Once the Governance Committee determines how it wants to implement the bylaws changes if approved by the members, those implementation steps are inserted here as a Proviso (also called provisional bylaws). The Proviso drops off of the bylaws once all of the changes have been phased in.</p>

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**Deleted:** In electronic voting, each proposed amendment should be voted on individually, subject to grouping closely-related amendments to be voted on as a single unit.

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