

# **Bylaws of the Freshwater Working Group of the Society for Conservation Biology**

## **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 Freshwater Working Group may join the Working Group as a voting member. Only voting members may be elected to Working Group offices and vote on official matters affecting the Working Group. If the Working Group assesses dues, all voting members shall be responsible for payment.

*Section 2. **Expulsion.*** Membership in the Freshwater Working Group 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 Working Group, personally or by mail, (2) a determination by the Working Group Board that the member has engaged in conduct seriously prejudicial to the interests or purposes of the Working Group.

## **Article 2**

### **Governance**

*Section 1. **Officers.*** There shall be two elected officers: President and President-Elect. The officers shall be elected by Working Group members. Term of office shall be 2 years. Term of office for the President-Elect shall be 2 years followed by 2 years as President. Elections for the President-Elect shall be held every two years and run through the Executive Office (EO) (see Article 3). Two additional officers, Secretary and Chief Financial Officer, may be appointed by the President with the approval of the Board from among the Board members if deemed necessary. Appointments shall end with the term of the Board member appointed or otherwise as determined by the Board.

*Section 2. **Working Group Board.*** The two elected officers and eight elected Board members shall constitute the Board of the Working Group, totaling 10 members of the Board. Term of office shall be two years. No more than three Board members, including elected officers, shall be from any one of the terrestrial Sections of the Society. Four Board members shall be elected each year. All Board members must be voting members of the Working Group for their entire term of office.

## **Article 3**

### **Nominations and Elections**

*Section 1. **Nominations.*** Nominations for President-Elect and Board members shall be solicited by the Program, Nominations, and Audit Committee or the Working Group Board. All nominees must be voting members of the Working Group. The slate of nominations shall be submitted by

the President or his/her designee to the membership at least one month prior to the deadline for receipt of ballots by mail, email, or online voting.

*Section 2. **Balloting.*** The Program, Nominations, and Audit committee will supply the EO with a list of nominees including contact information, biographies, and position each person is running for, along with the number of votes per ballot, dates of the election, and an announcement to be sent out to the entire Working Group for soliciting votes. The EO will set up and run the election electronically through the website (See Article 8, Section 4 “Quorum”). Once the election is complete the Program, Nominations, and Audit committee will be notified of the results and can disseminate the information.

*Section 3. **Schedule.*** Elections will be held on a schedule around the first of the year – the call for nominations will be in August/September, the elections in October/November, and the new officers will take office on January 1.

*Section 4. **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 an officer’s term shall be filled by appointment by the Working Group Board. Appointments shall end with the term of the Board member replaced or otherwise as determined by the Board.

*Section 5. **Special Elections.*** A special election may be held at any time during a period of dormancy (see Article 11) to reactivate the Working Group.

## **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.

*Section 2. **President-Elect.*** The President-Elect shall receive reports from committees, arrange meetings and other activities, and perform the duties of the President when the latter is absent.

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

*Section 4. **Chief Financial Officer (CFO).*** The CFO, if appointed, shall collect dues (if any), work with the EO to maintain accounts, and collect and distribute funds for Working Group activities. The CFO shall coordinate fund raising activities.

## **Article 5**

**Committees.** There shall be two types of committees: ad-hoc and standing. Ad-hoc committees shall be chaired by a voting member of the Working Group. Standing committees shall be chaired by a member of the Working Group Board. Chairs will be appointed by the President with the approval of the Working Group Board and will serve at the pleasure of the Working Group Board.

Committees shall be composed of interested individuals of the Working Group Board and the membership. 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 Working Group Board.

### **Ad-hoc Committees**

The Working Group Board and the membership may at any time decide to form an ad-hoc committee to address a particular issue.

### **Suggested Standing Committees**

*Section 1. Conservation and Policy.* This Committee shall keep Working Group members informed about current freshwater conservation issues on a regional or global scale and help facilitate awareness of regional freshwater conservation issues by Society members outside the Working Group. Should the membership decide to deliver Resolutions and Public Advocacy explaining the Working Group's view on a particular issue or controversy, such statements shall be prepared by this committee for review and action. The committee also may act as a forum in which solutions to regional freshwater issues may be discussed and debated.

*Section 2. Program, Nominations, and Audit.* This committee shall assist the President-Elect in arranging the program and activities schedule for the Working Group, including the Members' Meeting and any alternative mechanisms intended to substitute for meetings. It shall organize all nominations for elected offices and present to the Working Group Board a complete slate of nominees. It shall ensure the annual audit, independent of the Chief Financial Officer, of the Working Group's financial records, which the committee shall report to the President.

*Section 3. Education.* This committee shall act as an extension of the Working Group within the academic and regional community. The committee shall act as necessary to inform the public of regional and global freshwater conservation issues and shall promote the study of conservation biology.

*Section 4. Communications and Membership.* This committee shall provide advice on development of printed and electronic publications of the Working Group such as newsletters and web sites. It also shall work with the other committees of both the Working Group and the Society to achieve the outreach and marketing goals. This committee shall be responsible for encouraging membership in both the Working Group and the Society. It shall assist the Secretary in maintaining the list of the Working Group's membership and shall help facilitate any mailings to the membership.

### **Article 6**

**Finances.** The Working Group will be supported by annual dues (if so decided), grants, contributions, and fund-raising activities. Assessment and amount of Working Group dues (if any) is left to the discretion of the Working Group. Funds of the Working Group shall be under the supervision of the officers, and shall be handled by the Chief Financial Officer working with the EO. Audited financial records (see Article 5, Section 2) shall be reported to the membership.

## **Article 7**

**Policy.** The Working Group may make Resolutions and engage in Public Advocacy. Any public advocacy must be based on an approved resolution and is subject to the conditions described below.

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

*Section 2. **Conditions for Declaration of Resolutions and Public Advocacy.*** Proposed Resolutions must be presented to the membership of the Working Group and approved by a majority of the voting members present and voting. Presentations and voting may take place at a scheduled meeting, by mail, by email, or the EO will set up and run the voting electronically through the website (See Article 8, Section 4 “Quorum”). 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, (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. Approval of a Resolution shall allow subsequent Public Advocacy in favor of the Resolution.

*Section 3. **Disclaimer of Responsibility by Society for Working Group Activities.*** The Freshwater Working Group 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 be approved by the SCB BoG or their designated approving body or include the statement: Resolutions (or Advocacy) of the Freshwater Working Group 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 Working Group 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 Working Group business and facilitating communication among members arranged, each year.

*Section 2. **Procedure and Order of Business.*** Meetings and voting deadlines shall be announced at least one month in advance. At the beginning of each meeting any Working Group or Society business will be discussed prior to the scheduled program. The business portion of any meeting will be run by the President. The Working Group’s Bylaws will be available at each meeting. All meetings will be governed by Robert’s Rules of Order (The Modern Edition, revised by Darwin Patnode, 1993).

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

*Section 4. **Quorum.*** A quorum will apply to any vote that is put to the membership or to the Board. Ten percent of the Working Group members including members represented by proxy will constitute a quorum of the Working Group, and 50% of Working Group Board members a quorum of the Board.

## **Article 9**

**Annual Report.** The Secretary shall file an annual report on the Working Group's activities with the President of the Society.

## **Article 10**

### **Continuation/Dissolution**

*Section 1. **Working Group Board Requirement.*** If the membership fails to elect a Working Group Board, the Working Group shall be considered dormant. At that time the outgoing Working Group Board shall forward the Working Group's charter, bylaws, and remaining funds to the President of the Society. The Working Group 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 Working Group Board.

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

## **Article 11**

### **Amendment to Bylaws**

*Section 1. **Procedure.*** Proposals to modify the Working Group Bylaws must be approved by a majority of the voting members present and voting at any scheduled meeting (or alternative voting mechanism) of the Working Group. A voting member who is absent may file an absentee ballot.

*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 Working Group Bylaws must be approved by the Society's Executive Committee of the 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