

# **SCB Marine Section By-laws**

Passed by Marine Section vote Nov. 2015

## **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 and vote on official matters affecting the Section. If the Section assesses dues, all voting members shall be responsible for payment.

### ***Section 2. Expulsion from Section***

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.

### ***Section 3. Expulsion from Board***

Membership on the Board 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 or email, or
2. a determination by the Section Board that the member has engaged in conduct materially and seriously prejudicial to Board members or to the interests or purposes of the Section, including (but not limited to) flagrant violation of professional ethics, incompetence, persistent or severe neglect of duty, grave misconduct, harassment, or assault.

When there is reason to believe that a member of the Board should be suspended or terminated for cause, the Section President shall be notified. The Section President will notify the Board member involved of the circumstances and discuss the matter with the Board member. If the Section President is the Board member involved, the Section Vice President shall be notified. The Vice President will notify the President of the circumstances and discuss the matter with the President. The President or Vice President will consult the Executive Committee and endeavor to reach a mutually satisfactory resolution of the issue, if possible given the circumstances. In the event that the matter is not resolved, the President or Vice President will present the Board member involved with a written notice of proposed dismissal with reasons for dismissal, also providing a copy to the Society's Board of Governors. The Board member involved will be given two weeks to respond, depending upon the circumstances. The response should be given to the Section President or Vice President, if the President is involved.

Board expulsion may be appealed to the Society's Board of Governors.

## **Article 2: Governance**

### ***Section 1. Officers***

There shall be 12 elected officers: President (see Article 2, section 3), President-elect (Vice President), Secretary, Student Representative and one Officer-at-Large, and the following officers who will serve as heads of standing committees: Communications Officer, Finance Officer, Science Officer, Policy Officer, Diversity Officer, Education Officer, and Interdisciplinary Officer. All officers must be voting members of the Section for their entire term of office. Elections for positions of the board will clearly denote the position that is vacant (officer, student representative or member-at-large).

### ***Section 2. Section Board***

The elected officers (see Article 4, Section 1 and Article 4, Section 7) shall constitute the Board of Directors of the Section. Members of the Board of Directors shall be elected annually each year by mail or electronically via the SCB-Global web site. Term of office shall be three years, with at least two members retiring and two new members elected each year. The board shall include at least two non-US citizen (see Article 3, Section 5).

### ***Section 3. President, President-elect, and Past President***

New section Presidents (President-elect) shall be elected from members of the board a minimum of 6 months before the end of tenure of the current president. The timing of the election of the President-elect is up to the discretion of the President, with approval by the Board.

The nominated individual should have served at least one year as a board member. Voting shall be by members of the board by a simple show of hands at an in-person meeting, by a secret mail ballot or via email, as is necessitated by number of nominations, global distribution of voting Marine Section Board members, and access. Election is by a simple majority. In the case of a hung vote the Past President (although not normally a voting member) shall make the casting vote.

Upon election the nominee shall be known as the “President-elect” and thus should have at least 6 months to prepare for the presidential role; the President-elect will vacate his/her position on the Board and will be considered Vice President of the Board. A special election will be held within 1 month of the election to fill the position vacated by the President-elect.

The president shall have a tenure of a minimum of two and a half years upon election. Upon stepping down as president adopts the mantle of “Past President” and may sit on the board as a non-voting advisor to the board. The “Past President” position has a tenure equal to the new president’s.

### ***Section 4. Emeritus Board Members***

Previous board members, who are considered by the board to have had an outstanding contribution to marine conservation, may be nominated for the status of Emeritus Board Member. Such board members are included in board deliberations as an advisor, and have life tenure, but are non-voting members. Upon nomination the voting members of the board vote by voice or secret ballot (as appropriate) and the vote is determined by a simple majority.

## ***Section 5. Student Representative***

The student representative is elected like any other officer or member at large on the board. However, in order to be eligible the nominee must be enrolled in an accredited college/university program, or have been accepted for a program, upon nomination. Nominees must be a student at the start of their term on the Marine Section board.

## ***Section 6. Secretary***

The elected Secretary shall serve on the Marine Section Board executive committee, along with the President and President-Elect (Vice President). The secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. Requirements of minutes may vary but should include at a minimum: date, time, location of meeting; list of those present and absent; list of items discussed; list of reports presented; text of motions presented and description of their disposition. The Secretary signs a copy of the final, approved minutes and ensures that this electronic copy is maintained in the corporate records. The secretary ensures that the records of the organization are maintained as required by the Marine Section and SCB and made available when required by authorized persons. These records may include founding documents, (e.g., letters patent, articles of incorporation), lists of directors, board and committee meeting minutes, budgets, etc. The Secretary will also perform Executive Committee functions with the President and President-Elect (Vice President).

# **Article 3: Nominations and Elections**

## ***Section 1. Nominations***

Nominations for elected officers shall be solicited by the Section Board. All nominees must be voting members of the Section. The slate of nominations shall be submitted by the Secretary to the membership at least one month prior to the deadline for receipt of ballots by mail or email. Nominees must provide a biography of their activities relevant to the position they are being nominated for and must demonstrate that they have experience relevant to the position. Nominees must also discuss why they wish to serve on the Board, including how they will contribute to Board activities, and the Section's mission and goals. Nominees should make the board aware of any potential conflicts of interest which might restrict or affect their activities on the board. As noted above (Art 2; Sect. 1) election ballots and materials shall clearly denote which vacant officer or other position nominees are standing for.

## ***Section 2. Balloting***

Written or electronic ballots shall be received from the members by a duly announced deadline and shall be counted by one or more members of the Section Board or agent(s) authorized by the SCB-Global Board. The President shall appoint a replacement to count ballots for any member of the Section Board who has been nominated. The candidate receiving the largest number of votes on the ballots shall be declared elected. The position may remain vacant if there are no nominees for the position.

### ***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. A new President-elect will be elected by the Board. All other vacancies occurring during an officer's term shall be filled by appointment by the Section Board or by a special election.

### ***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.

### ***Section 5. Non-US Board Member***

If retirement or resignation of existing member(s) results in the Board being composed of only US citizens, the next regular or special election shall include one position designated as a non-US citizen.

## **Article 4: Duties of Officers**

### ***Section 1. President***

The President shall:

- (a) organize and preside over meetings and mailings (including electronic mailings) intended to substitute for meetings,
- (b) serve as the Section's representative on the Society's Board of Governors in accordance with Section 7,
- (c) develop the annual budget in consultation with the Finance Officer,
- (d) receive reports from committees, and arrange meetings and other activities, and
- (e) present and file an annual report of the Section's activities with the SCB Board of Governors.

If the President has to be absent from a meeting or conference call, the current President-elect, or a designee appointed by the President, shall represent the Section.

### ***Section 2. Vice President (President-elect)***

The Vice President shall:

- (a) assume the duties of the President in his or her absence,
- (b) succeed to the presidency at the completion of the President's term of office, and
- (c) serve as Board liaison to other committee(s) as needed.

### ***Section 3. Secretary***

The Secretary shall:

- (a) keep and report minutes of all meetings of the Board and General Members' Meetings,
- (b) maintain Robert's Rules of Order at Board meetings,

- (c) coordinate and run Section-wide elections (along with Communications Officer),
- (d) maintain a record of Board members and their terms, and coordinate Board elections,
- (e) preside over and record votes related to Board business,
- (f) transfer all records and files to his or her successor upon completion of his or her term of office,
- (g) nominate a deputy secretary, who, once confirmed by the Executive Committee, will stand in for the Secretary when necessary, and
- (h) serve as Board liaison to other committee(s) as needed.

#### ***Section 4. Finance Officer.***

The Finance Officer shall:

- (a) collect dues (if any),
- (b) assist the President in developing the annual budget,
- (c) maintain accounts, and collect and distribute funds for Section activities,
- (d) maintain accounts, and collect and distribute funds for Section activities,
- (e) present a general report on the Section's current budget and financial condition at each Members' Meeting, and
- (f) chair the Fundraising Committee.

#### ***Section 5. Student Representative***

The Student Representative shall:

- (a) assist the board and serve on committees, based on interest and expertise,
- (b) be the Marine Section liaison to the SCB-Global Student Affairs Committee,
- (c) lead efforts to develop student chapters and encourage student participation in SCB-Global and the Marine Section, and
- (d) assist the Education Committee in outreach to students.

#### ***Section 6: Committee Chairs***

The following Officers are responsible for heading standing committees. Duties related to committees are described under the relevant committee. See Article 6 for Committee descriptions. Duties in addition to committee responsibilities are listed here. All Chairs are expected to collaborate with their counterparts in the other regional sections and working groups and with SCB-Global.

##### **(a) Communications Officer**

The Communications Officer shall:

- (a) coordinate and run Section-wide elections (along with Secretary),
- (b) the officer must have communication experience, including online communications, and
- (c) prepare quarterly and annual committee reports.

**(c) Science Officer**

The Science Officer shall:

- (a) prepare quarterly and annual committee reports,
- (b) solicit applications for funds from the Marine Section Conservation Small-Grants Program, and
- (c) coordinate reviews by Science Committee and awarding from program.

**(d) Policy Officer**

The Policy Officer shall:

- (a) have policy experience,
- (b) represent the Marine Section on the Global Policy Committee of the Society,
- (c) engage with SCB-Global on behalf of the Marine Section in the process of developing Global policy statements,
- (d) maintain a record of Marine Section policy activities and documents,
- (e) ensure that each action by the Policy Committee is accompanied by an SCB-Global web page summarizing it and providing the background for why the Marine Board felt it was necessary, and
- (f) prepare quarterly and annual committee reports.

**(e) Diversity Officer.**

The Diversity Officer shall:

- (a) prepare quarterly and annual committee reports, and
- (b) serve on the Diversity Committee of the SCB-Global.

**(f) Education Officer**

The Education Officer shall:

- (a) currently be or have been a teacher/educator, and
- (b) prepare quarterly and annual committee reports.

**(g) Interdisciplinary Officer**

The Interdisciplinary Officer shall:

- (a) currently be or have been involved in discipline other than biology for all or part of his/her research/profession, and
- (b) prepare quarterly and annual committee reports.

***Section 7. Representative on the Society's Board of Governors.***

The representative (the President or President-elect or designee, see Article 4, 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**

The Section Board and the membership may at any time decide to form a committee to address a particular issue. 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. Committees shall be composed of interested individuals of the Section 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 Section Board.

## **Article 6: Executive Committee**

The Executive Committee shall consist of the President, Vice President, Secretary, and Finance Officer. The President serves as Chair of the Executive Committee. The Executive Committee is responsible for the overall running of board/section, membership, conferences, and board elections. The Executive Committee may act on behalf of the Board when it is not feasible for the full board to meet. The Executive Committee will also oversee Committee Development Funds and Committee Activity Funds.

## **Article 7: Suggested Standing Committees**

### ***Section 1. Policy***

This Committee shall keep Section members informed about current conservation issues on a regional or global scale and help facilitate awareness of regional conservation issues by Society members outside the Section. Should members of the Marine Section Policy Committee, the Marine Section Board or the membership at large decide to deliver Resolutions, Public Advocacy, and other Policy documents explaining the Section's view on a particular issue or controversy, such statements shall be prepared by this committee for review and action. This committee shall be chaired by the Policy Officer.

The Marine Conservation Policy Committee shall:

- (a) be composed of any number of interested and competent individuals, but should ideally consist of the Marine Section Policy Officer (Chair of the Committee) and at least four and no more than 14 Marine Section members,
- (b) advise the Marine Section President, Vice President and Executive Committee on policy issues to be presented at Society's Board of Governor's meetings,
- (c) write Resolutions, Public Advocacy statements and other Policy documents (Article 9.2) on behalf of the section for review and action by the Board (see Article 8),
- (d) keep Section members informed about current conservation policy issues on a regional or Global scale and help facilitate awareness of regional conservation policy issues by Society members outside the Section,
- (e) contribute to the organization of the Program of section meetings and activities,
- (f) represent the Section on the Global Policy Committee of the Society, and
- (g) collaborate with Policy Committees of other Sections and the Global Policy Committee to develop joint policy products.

## ***Section 2. Science***

This committee shall keep Section members informed about current conservation research on a regional or global scale and help facilitate awareness of regional conservation science by Society members outside the Section. This committee shall be chaired by the Science Officer.

The Science Committee shall:

- (a) advise the Board on science issues related to marine conservation,
- (b) prepare reviews of current marine science (compiled by the Marine Science Committee) to be included in social media, website, and listserv,
- (c) contribute to the organization of the Program of section meetings and activities, and
- (d) oversee the Small Grants Fund.

## ***Section 3. Education***

This committee shall facilitate and carry out initiatives designed to promote the education—at all levels, including preparatory and continuing—of the public, of biologists, and of managers in the principles and practices of marine conservation biology. The committee shall also promote student participation in the Section and meetings, including IMCC and ICCB. This committee shall be chaired by the Education Officer.

The Education Committee shall:

- (a) develop and find education materials for teachers/educators at different levels,
- (b) put together materials for education portion of SCB-Marine website (Communications will help run the website and work with education to make materials appropriate),
- (c) help Student Representative promote a supportive environment for undergraduate and graduate students in the Section,
- (d) encourage student participation in meetings, as well as teachers/educators, and
- (e) create opportunities for interaction among students, teachers/educators and other professionals.

## ***Section 4. Communications***

This committee shall provide advice on development of printed and electronic publications of the Section such as social media and web sites. This committee also shall work with other committees of both the Section and the Society to achieve the outreach and marketing goals. This committee shall be chaired by the Communications Officer.

The Communication Committee shall:

- (a) maintain the Marine section listserv and help maintain the website,
- (b) help Secretary maintain historical records and a roster of members, as needed, and
- (c) help prepare updates to members of the section and quarterly section notes for the Society newsletter, be responsible for promoting membership and outreach via electronic publications, newsletters, listservs, social media, websites, blogs and any future online section content.

## ***Section 5. Fundraising***

This committee shall coordinate fundraising activities for the Section to support its activities, including IMCCs, and to support the section membership by providing information on funding opportunities. The committee shall coordinate its efforts with SCB-Global and other sections and working groups, as appropriate. The committee shall be chaired by the Finance Officer.

The Fundraising Committee shall:

- (a) coordinate fundraising activities for the Board and for International Marine Conservation Congress, and
- (b) keep track of marine conservation funding opportunities to be included in the marine newsletter, listserv or web site.

## ***Section 6. Diversity***

This committee shall raise awareness and discussion about diversity across the Section, and work to support and increase the diversity in the Section and Board. This committee shall be chaired by the Diversity Officer.

The Diversity Committee shall:

- (a) raise awareness and discussion about diversity across the Section,
- (b) conduct international outreach to marine conservation scientists and practitioners,
- (c) develop diversity activities to increase the diversity of the Section, and
- (d) collaborate with the SCB-Global Diversity Committee through the Diversity Officer.

## ***Section 7. Interdisciplinary***

This committee shall promote interdisciplinary collaborations to advance marine conservation. The committee shall be chaired by the Interdisciplinary Officer.

The Interdisciplinary Committee shall:

- (a) reach out to professionals/organizations of conservation-related disciplines,
- (b) collaborate with SCB-Global Working groups, and
- (c) develop interdisciplinary activities.

## ***Section 8. Committee Reports***

All committees are required to provide quarterly and annual reports of their activities. These reports must include a summary of all activities and how these activities have advanced marine conservation and the mission and goals of SCB-Marine. They also must include a financial accounting of all funds spent in that quarter. Committees are required to keep accurate accounting of funds and to maintain accurate and complete receipts. Quarterly reports are due to the Secretary on or before 31 March, 21 June, 31 September, and 31 December. The final report must include a summary of all activities for the year.

## **Article 8: Finances**

The Section will be supported by grants, contributions, and fund-raising activities. If section dues are assessed, they shall be collected concurrent with annual Society dues. 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 Finance Officer. Audited financial records (see Article 6, Section 9) shall be reported to the membership.

### ***Section 1. Budgets***

Annual budgets shall be developed by the President in consultation with the Finance Officer. Budgets are reviewed by the Board and a majority vote is required for a budget to pass. Discretionary funds are overseen by the President and Finance Officer. Board approval is not required for approval and disbursement of discretionary funds.

### ***Section 2. Committee Development Funds***

Committee Development Funds are available to each standing committee and are non-competitive. Officers will need to apply for funds to the Board Secretary via email. The “application” will need to include a justification for the funds, when funds are needed, and how funds will be used. Executive Committee may need to ask additional questions or make suggestions before funds are dispersed. Justification for the funds must include how the proposed funding will advance marine conservation and also SCB-Marine, including how the activity is consistent with the mission and goals of SCB-Marine. Request for funds may be denied if the committee fails to provide a complete application or if the Executive Committee does not believe that the funds are consistent with the mission and goals of SCB-Marine. The Executive Committee will inform the committee of its decision within two weeks of receiving the application.

### ***Section 3. Committee Activity Funds***

A pool of Committee Activity funds is available to standing and ad hoc committees. These funds are competitive. Officers will need to apply for funds to the Board Secretary via email. The application will need to include a justification for the funds, when funds are needed and how the funds will be used. Executive Committee may need to ask additional questions and make suggestions before funds are dispersed. Request for funds may be denied. This formal process must be utilized to receive funds. Justification for the funds must include how the proposed funding will advance marine conservation and also SCB-Marine, including how the activity is consistent with the mission and goals of SCB-Marine. Justification must also include why these funds are needed in addition to the Committee Development Funds. The Executive Committee will inform the committee of its decision within two weeks of receiving the application.

### ***Section 4. Small Grant Funds***

Small grant funds are available to all members of SCB-Marine. Applications are made to the Science Office and will normally not exceed US\$500. Applications are open on a rolling basis and will remain open until all funds are disbursed. Application must include a justification for the funds, when funds are needed and how the funds will be used. Request for funds may be denied. This formal process **MUST** be utilized to receive funds. Justification for the funds must include how the proposed funding will advance marine conservation and also SCB-Marine, including

how the activity is consistent with the mission and goals of SCB-Marine. Decisions on the applications will be communicated within two weeks of receipt of the application.

## **Article 9: Policy**

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

### ***Section 1. Policy documents***

The Policy Committee can draft under their own cognizance, or after section member(s) urging, a letter/document to support or criticize an aspect of domestic or international conservation policy. The issue suggested must be brought to the Marine Section Board before any statement is developed to determine if the Board wants to engage upon the issue and the general course of action. The arguments in the letters/documents must be factual and science-based. These letters/documents must be reviewed by the full marine section board for approval. Approval is by majority vote. The board shall be given two weeks to review the policy statement. For policy items that need to be addressed urgently (i.e. a response is required within less than a week), an executive decision can be sought from the Executive Committee, Policy Officer and Science Officer. Such policy letters/documents should then be passed onto the SCB-Global Policy Committee for review as required under current operating requirements for the SCB-Global Policy Committee.

### ***Section 2. Reporting***

All Resolutions, policy letters and supporting materials and descriptions of acts of Public Advocacy, including the total of any money of the Section spent in lobbying or requests that non-SCB members lobby by the Section shall be forwarded to the President and Executive Director of the Society with the Annual Report and mid-year deadlines noted in the Section handbook provided by the Executive Office of SCB-Global.

## **Article 10: Meetings**

### ***Section 1. Members' Meeting***

A Members' Meeting shall be held each year for conducting Section business and facilitating communication among members arranged. The Meeting shall be held concurrent with the International Congress for Conservation Biology and the International Marine Conservation Congress.. Meetings of the Section Board shall be held at least thrice annually. Approved meeting formats include conference calls or in person meetings. Additional correspondence formats include email, list server, and newsletter communications.

### ***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 Section or Society business will be discussed prior to the scheduled program. The business portion of any meeting will be run by the President or his/her designated representative. The Section's Bylaws shall 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 Section 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 Section Board will be broken by the presiding officer. Tie votes in committee meetings will be broken by the Chair.

### ***Section 4. Quorum***

10% of the Section members or 15 individuals including members represented by proxy will constitute a quorum of the Section, and 50% of Section Board members shall constitute a quorum of the Section Board.

## **Article 11: Annual Report**

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

## **Article 12: 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 13: Amendment to Bylaws**

### ***Section 1. Procedure***

Proposals to modify the Section Bylaws must be approved by a majority of the voting section members present and voting at any scheduled meeting (or alternative voting mechanism) of the Section. 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 Section Bylaws must be approved by the Society's Executive Committee of the Board of Governors before becoming effective.