



Society for Conservation Biology North America

The North America Section of a global community of conservation professionals

Bylaws of the Society for Conservation Biology, North America, Inc.

As amended and approved by SCBNA board, July 25, 2017

Article I. NAME

The name of this organization shall be the Society for Conservation Biology, North America, Inc., hereinafter referred to as the Corporation. The Corporation shall be affiliated with the Society for Conservation Biology, Inc. (SCB) as an “SCB Affiliated Association”.

Article II. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of business shall be determined by the Board of Directors

Article III. MISSION and Purpose

A. The Mission of the Society for Conservation Biology, North America, Inc. is to advance the science and practice of conserving the Earth’s biological diversity.

B. The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or any successor statute, including, but not limited to, the following:

- a) To own, lease, sell, exchange or otherwise deal with all property, real and personal, tangible or intangible, to be used in furtherance of these purposes; and
- b) To advance the science and practice of conserving the Earth’s biological diversity; and
- c) To engage in any and all lawful activities incidental, useful, or necessary to the accomplishment of the above referenced purposes.

Article IV. MEMBERSHIP

Section 1. Voting Members. Any current dues-paying member of the Society for Conservation Biology (SCB) who has an interest in the mission, purposes, and activities of the Corporation may become a member of Corporation as a voting member. If the Corporation assesses dues, all voting members shall be responsible for payment. If a member fails to pay dues to either the Society for Conservation Biology or to the Corporation, he or she shall be suspended as a member until becoming current on the payment of dues.

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 Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the either the Corporation or SCB.

Article V. GOVERNANCE

Section 1. Board of Directors. The Corporation shall be governed by a Board of Directors.

Section 2. The Board of Directors of the Corporation shall comprise no more than eleven members, including eight officers: President, President Elect, Past President, Treasurer, Vice-President for Policy and Programs, Vice-President for Education and Chapters, Equity, Inclusion and Diversity Officer, and Secretary. An individual may simultaneously serve as an Officer and as a Director. No more than nine members of the Board shall be from any one country. One Director (the Student Representative) shall be a student in conservation biology or a closely related field and attending an accredited university or college. One Director (the Chapters Representative) shall be a member of one of SCBNA's local chapters. One Officer (the Equity, Inclusion and Diversity Officer) shall have demonstrable expertise/experience in equity, inclusion and diversity issues. All members of the Board shall be elected by the membership of the Corporation. All Board members must be voting members of the Corporation and SCB for their entire term of office. The Corporation's Executive Director, if one exists, serves as a non-voting ex-officio member of the Board of Directors. If the Corporation has no Executive Director, the Administrative or Operations Director serves as a non-voting member of the Board of Directors

Section 3. Directors. Directors shall be elected by members for terms of three years. Terms of office shall be staggered so that each year three Directors are elected to begin their terms of office. Directors are limited to two full consecutive terms but may serve more than two non-consecutive terms. Terms of office as a Director that are separated by terms as President Elect and President are considered nonconsecutive terms. Two of the Director positions shall be listed separately on the ballot as Student Representative and Chapters Representative, respectively. Section Directors who were elected for terms that were scheduled to end 1 July 2017 or 1 July 2018 may continue to serve as voting members of the Board under the terms of the bylaws at the time they were elected.

a. Section 4. Officers. There shall be eight officers: President, President Elect, Past President, Secretary, Treasurer, Vice-President for Policy and Programs, and Vice-President for Education and Chapters, and Equity, Inclusion and Diversity Officer. 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, followed by two years as Past President. The Treasurer, Vice-President for Policy and Programs, and Vice-President for Education and Chapters, and Equity, Inclusion and Diversity Officer shall be elected by Section members every three years, at a scheduled members' meeting or by mail or email, with a term of office of three years.

b. The Secretary shall be a Director 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 VI. NOMINATIONS AND ELECTIONS

Section 1. Nominations. Nominations for President Elect and Directors shall be solicited by the President and any board members whom the board designates to assist in this duty. All nominees must be voting members of the Corporation. 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 Board or agent(s) authorized by the SCB Board, none of whom may be on the ballot. 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, governed only by the requirement that no more than nine members of the Board can be from any one country (Article V., Section 1).

Section 3. Resignation of Office. An elected Director will be considered to have resigned from the board for failing to do any the following: (a) Attend all regularly-scheduled Board meetings with no more than 2 absences within any 2-year period, unless excused by the President; (b) Within six months of assuming office, serve on either one or more board committees or as Secretary. Exceptions to this policy due to illness or other extenuating circumstances may be considered by the Board on an individual basis.

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 on the board shall be filled by appointment by the 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 VII. 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 Corporation's representative on the SCB Board of Governors.

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. Vice-Presidents. The Vice-President for Policy and Programs and the Vice-President for Education and Chapters shall chair their respective committees as described in Article 8.

Section 6. Equity, Inclusion and Diversity Officer. The Equity, Inclusion and Diversity Officer shall chair the Equity, Inclusion and Diversity Committee.

Section 7. Representative on the SCB Board of Governors. The representative (the President or his/her designee or proxy, see Section 1) serves as a member of the Board of Governors of the Society for Conservation Biology (SCB) in accordance with the Society's Bylaws. Only the representative may officially represent the Section on business of the Society.

Article VIII. COMMITTEES.

Section 1. The Board may at any time decide to form ad hoc committees to address particular issues, in addition to the standing committees described in Sections 2-5 below. Committees shall be chaired by a voting member of the Corporation. Chairs will be appointed by the President with the approval of the Board and shall serve at the pleasure of the Board. Committees shall be composed of interested members and shall include at least one Board member. The Chair of an ad hoc committee 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 Board. The Board may, at any time, disband or discontinue an ad hoc committee. Terms of Reference for all committees shall be

subject to approval by the Board.

Section 2. Policy Committee

This committee shall consist of the Vice-President for Policy and Programs, or an alternate designated by the Board, as Chair and any members of the Board or other members with appropriate expertise which the Chair shall select. If the Corporation employs an individual whose duties include policy matters, that individual will serve as a non-voting ex-officio member of the Policy Committee. The Policy Committee shall have responsibility for reviewing and approving policy resolutions on behalf of the Corporation.

Section 3. Education and Chapters Committee

This committee shall consist of the Vice-President for Education and Chapters, or an alternate designated by the Board, as Chair and any members of the Board or other members with appropriate expertise which the Chair shall select. The Education and Chapters 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 conservation biology, and shall administer the student awards program.

Section 4. Equity, Inclusion and Diversity Committee

This committee shall consist of the Equity, Inclusion and Diversity Officer, or an alternative designated by the Board, as Chair and any members of the Board or other members with appropriate expertise which the Chair shall select. The Equity, Inclusion and Diversity Committee shall facilitate and carry out initiatives designed to promote equity, inclusion and diversity within both the Corporation and work to increase equity, inclusion and diversity in the field of Conservation across all levels – including the public, students, professionals, and leaders in the field and the Corporation. A member of the committee will be part of any hiring committee by the Corporation.

Section 4. Conference Committee

This committee shall consist of the President Elect, or an alternate designated by the Board, as Chair and any members of the Board or other members with appropriate expertise which the chair shall select. The Conference Committee shall solicit proposals to host the Corporation's congresses and provide advice and guidance to local conference planning committees.

Section 5. Executive Committee

The Executive Committee shall consist of the President, Past President, President-Elect, Equity, Inclusion and Diversity Officer, Secretary, and Treasurer. The President serves as Chair of the Executive Committee. The Executive Committee may decide and act on matters of concern to the Corporation between regularly scheduled meetings of the Board of Directors 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. 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.

Article IX. FINANCES

The Corporation shall be supported by dues, grants, contributions, and fund-raising activities. Assessment and amount of dues (if any) is left to the discretion of the Board of Directors. Funds of the Corporation shall be under the supervision of the officers, and shall be managed by the Treasurer. The Board shall ensure a biennial audit, independent of the Treasurer, of the Corporation's financial records. Audited financial records shall be reported to the membership. The fiscal year of the Corporation shall begin the first day of each calendar year. All elected officers serve gratis, although the Corporation may hire professional staff as needed, including an Executive Director appointed by the Board of Director.

Article X. POLICY

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

Section 1. The Corporation shall not engage in lobbying activity as that term is defined by the Internal Revenue Code and shall not engage in partisan political activity.

Section 2: Definitions. A "Resolution" is any public statement that reflects the position or view of the Section. "Public Advocacy" is any public activity by the Corporation in support of a Resolution.

Section 2. Policy Committee

Any resolutions of the Section shall require approval by the Policy Committee under the formal Policy Approval Process established by the Board of Directors.

Section 3. Disclaimer of Responsibility by Society for Section Activities.

The Corporation shall claim responsibility for all Resolutions and Public Education enacted by its membership. All public documents or actions shall include the statement: Resolutions (or Policy Statement) of the Society for Conservation Biology, North America. Additionally, any Resolutions shall be developed according to the Formal Policy Approval Process of the Society for Conservation Biology, which mandates coordination with the chair of the Global Policy Committee of the Society for Conservation Biology.

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

Article XI. MEETINGS

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

Section 2. Meetings of the Board of Directors. The Board of Directors shall meet no less than four times annually. Meetings may be held in person or conducted via telephonic or electronic means provided that all participants have simultaneous ability to see and review any relevant documents and to hear or read the comments of all participants. Electronic or telephonic meetings require the same notice as meetings held in person.

Section 3. Procedure and Order of Business. Meetings and voting deadlines shall be announced at least 30 days in advance. The business portion of any meeting shall be run by the President. The most current adopted version of these Bylaws shall be available at each meeting.

Section 4. Votes. All votes on the agenda of an annual meeting or a board of directors meeting on matters not specified in the Bylaws shall be decided by a simple majority of those voting. Tie votes in Annual Meetings or in meetings of the Board shall be broken by the presiding officer. Tie votes in committee meetings shall be broken by the Chair.

Article XII. PARTICIPATION IN MEETINGS AND QUORUM

A majority of the members of the Board of Directors shall constitute a quorum at a Board of Directors meeting. Board members may not vote by proxy. Directors may participate via conference call or other means by which everyone participating may hear the others simultaneously. Thirty members constitute a quorum for Members' Meetings.

Any action which may be taken at any regular or special meeting of the members of the Corporation may be taken without a meeting if the Corporation distributes a written ballot to every member entitled to vote on the matter. If approved by the Board of Directors, the ballot and any related material may be sent by electronic transmission and responses may be returned to the Corporation 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 Corporation.

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. Members of the Board of the Corporation may be elected by written ballot under this section.

Article XIII. ANNUAL REPORT

The Secretary shall file an annual report on the Corporations' activities with the President of the Corporation.

Article XIV. CONTINUATION/DISSOLUTION

Section 1. Dissolution. Upon the dissolution of this Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, to a state or local government, for a public purpose, or to another tax exempt organizations having a purpose similar to the Corporation.

Section 2. Board Requirement. If the membership fails to elect a Board of Directors, the Corporation shall be considered dormant. At that time, the outgoing Board of Directors shall forward the Corporation's charter, Bylaws, and remaining funds to the President of the Society for Conservation Biology, Inc. The Corporation 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 Board of Directors for the Corporation.

Article XV. AMENDMENT TO BYLAWS

Section 1. Procedure. Proposals to modify these 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 Corporation, and such meeting or alternative voting mechanism must constitute a quorum of the Corporation. A voting member who is absent may file an absentee ballot. Absentee ballots shall count toward a quorum.

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. 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.

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

Ratified for the Board of Directors by Jessa Madosky, Ph.D.
President, Society for Conservation Biology, North America, Inc.

Date:

Signed:

