

Bylaws of The Wildlife Society

(As amended and approved July 2019)

ARTICLE I. NAME, MISSION, OBJECTIVES, AND COMPOSITION

Section 1. NAME — The name of this organization shall be The Wildlife Society, Inc. hereinafter referred to as "the Society."

Section 2. MISSION — The mission of the Society is to represent and serve the professional community of scientists, managers, educators, technicians, planners, and others who work actively to study, manage and conserve wildlife and habitat worldwide, through science-based decision-making.

Section 3. OBJECTIVES — Principal objectives of the Society are to: (1) develop and promote sound stewardship of wildlife resources and environments upon which wildlife and humans depend; (2) undertake an active role in preventing human-induced environmental degradation; (3) increase awareness and appreciation of wildlife values; and (4) seek the highest standards in all activities of the wildlife profession.

Section 4. COMPOSITION — The Society shall be composed of professionals, students, and others, regardless of age, race, religion, gender, ethnicity, disability, sexual orientation, or nationality who are interested in wildlife resources, and who subscribe to the Society's Objectives and Code of Ethics.

ARTICLE II. CODE OF ETHICS

Section 1. CODE OF ETHICS — All members of the Society must pledge upon application, renewal, or recertification to uphold and conduct their professional and membership-related activities in accordance with the Code of Ethics document, available from TWS. A person accepting membership in the Society incurs the obligation to conduct his or her professional and membership-related activities in a responsible and ethical manner. The Code of Ethics sets forth the required principles of conduct for Society members.

ARTICLE III. MEMBERSHIP

Section 1. MEMBERSHIP ELIGIBILITY AND STATUS — Membership in a class listed in Section 2 below shall be open to all persons and organizations interested in wildlife resources.

Section 2. MEMBERSHIP CLASSES — Membership of the Society shall consist of the following Voting and Non-voting classes:

CLAUSE A — VOTING

- 1. REGULAR MEMBER** — Those members who pay annual dues and who are not defined below or in Clause B.

Commented [RPL1]: All green highlighted text remained in Bylaws though it may have been moved to another location and/or edited. All gray highlighted text was eliminated. Article I stayed as Article I though title edited to "Name, Purposes, Principles, and Code of Ethics.."

Commented [RPL2]: Edited – TWS not Society to be consistent with TWS outreach and branding – Section 1.01.

In the proposed bylaws, Sections numbered according to what Article they are in. So sections in Article I would be numbered Section 1.01, 1.02, 1.03 etc. This standard is used throughout the draft eliminating the need to cite Article number in each of these comments.

Commented [RPL3]: Language Edited. Section 2. Mission is found as a Principle in Section 1.03 B. in proposed bylaws.

Commented [RPL4]: Language edited. Section 3 Objectives (1) is found under Section 1.02 B. in proposed bylaws; (2) the Subcommittee felt this language was covered in proposed Section 1.02 B. and C. so this text was deleted; (3) is found in Section 1.03 A.; (4) edited text is found in Section 1.02 A. FYI, proposed bylaws eliminated the use of the terms Mission and Objectives found in current bylaws because those terms are used in other TWS documents, unfortunately with different language. The term "Purposes" in proposed bylaws is specific to the purposes outlined for TWS as "Business and Objects" in our Articles of Incorporation and the term Purposes has a specific meaning relative to TWS' status as a nonprofit corporation.

Commented [RPL5]: Edited. Moved to Section 4.01.

Commented [RPL6]: First sentence edited and moved to Section 4.01

Commented [RPL7]: Second and third sentences edited and moved to Article I Section 1.04.

Commented [RPL8]: Language edited and moved to Section 4.01.

Commented [RPL9]: Language edited and moved to Section 4.02.

Commented [RPL10]: Voting member terminology edited to "Active" member in revised bylaws because Active members have more privileges that just the vote. See Section 4.02 A.

2. LIFE MEMBER — A Voting Member so enrolled prior to August 24, 1965, or those who enrolled as a Life Member after September 1, 2016. Privileges and benefits are the same as for Regular Members, except Life Members may request lesser benefits. Lifetime membership is not transferable.
3. RETIRED MEMBER — A member retired from full-time employment after having been a Society member for 25 years or more will be granted Retired Member status upon application to the Executive Director.
4. STUDENT MEMBER — An individual enrolled in full-time college level wildlife or directly related curricula as an undergraduate or as a graduate student. This membership status shall not exceed seven years.
5. NEW PROFESSIONAL — An individual who is a graduate of a full-time college level wildlife or directly related curricula and with less than three years employment in the wildlife profession.
6. HONORARY MEMBER — A Voting Member so recognized by the Council for distinguished service or outstanding achievement.
7. FAMILY MEMBER — Family Membership is available to any two individuals residing at the same address. Typically, these individuals are both employed as wildlife professionals and are involved in wildlife conservation and management as part of their work. Both individuals receive all the privileges of Voting Membership. They receive a single copy of the Society's official publication of record.

CLAUSE B — NON-VOTING

1. CONSERVATION PARTNER — Available, upon approval of the Council, to organizations and institutions with whom the Society may exchange publications, information, or services.
2. COMMERCIAL MEMBER — Commercial Membership is available to any company with an interest in supporting the programs of the Society. Typically, these are companies that sell products or services to wildlife professionals, or are themselves involved in wildlife conservation and management as part of their business operations.
3. GOVERNMENT AGENCY MEMBER — Government Agency Membership is available to any government agency or institution with an interest in supporting the programs of the Society. Typically, these agencies employ wildlife professionals and are involved in wildlife conservation and management as part of their agency mission. For state or provincial agencies, a single Government Agency Membership encompasses an entire state or province. For federal agencies, a single Government Agency Membership encompasses a single regional office (and its subunits) or a single national office.

Section 3. DUES

CLAUSE A — ESTABLISHMENT AND PAYMENT

1. Annual dues for Regular Members shall include a basic fee for operations and services of the Society and the Society's official publication of record. Periodicals may be selected by members for an additional fee set annually by the Council. The Council may adjust the

Commented [RPL11]: All Yellow highlighted text was moved to TWS General Operating Procedures. Active Member categories were moved to Part 3A.

Commented [RPL12]: Non-Voting member language edited to "Affiliate" member and moved to Section 4.02 B.

Commented [RPL13]: Affiliate Member Categories moved to Procedures Part 3B.

Commented [RPL14]: Edited and moved to Section 4.03Ai

Commented [RPL15]: Moved to Section 4.03Aiv

basic fee each year within limits indicated by the change in the Consumer Price Index (CPI-U) occurring May to May, rounded to the next highest dollar. Adjustments in the basic fee in excess of that limit shall be submitted to the membership for approval. Council may establish reduced dues for non-U.S. members.

Commented [RPL16]: Edited and moved to Section 4.03Bi

Commented [RPL17]: Language edited and moved to Section 4.03Aiii

2. Dues and periodical subscriptions shall be payable annually on the membership anniversary date.

Commented [RPL18]: Language edited and moved to Section 4.03Av

3. A member, to remain in good standing, must pay his/her annual dues, at the applicable Clause A or Clause B level of this Section, if he/she wishes to maintain his/her Certification as an Associate Wildlife Biologist or as a Certified Wildlife Biologist. Failure to pay annual dues, at the applicable Clause A or Clause B level of this Section, will result in the revocation of Certification as an Associate Wildlife Biologist or as a Certified Wildlife Biologist, upon a majority vote by the Council.

Commented [RPL19]: Language edited and moved to Section 4.03Av.

CLAUSE B — DUES LEVELS AND MODIFICATION

Commented [RPL20]: Language edited, no longer takes a vote of Council for CWB or AWB revocation. Don't pay dues, Certification revoked. Moved to Section 4.04Aii.

1. The amount of dues paid for each membership class will vary with the basic fee, or adjustments thereof, plus annual rates set for periodicals as described in Clause A, but will include receipt of the official publication of record.

Commented [b21]: This header is now Section 4.03. B. That section in proposed bylaws only includes the CPI language.

2. Student Member dues are set annually by Council and will not exceed 50 percent of the Regular Member dues, rounded to the next highest dollar. Student Members may obtain Society periodicals at current rates.

3. New Professional dues are set annually by Council and will not exceed 50 percent of the Regular Member dues, rounded to the next highest dollar, plus \$10.00. New Professional Members may obtain Society periodicals at current rates.

4. Retired Member dues are set at 50 percent of Regular Member dues, rounded to the next highest dollar. Retired Members may obtain Society periodicals at current rates.

5. Honorary, Life, and Conservation Partner Members are exempt from dues.

6. Family Member dues are the equivalent of two (2) Regular Member dues, minus the publishing cost of one year of the official publication of record, rounded to the next highest dollar.

7. Commercial Member dues are set annually by Council.

Commented [RPL22]: Text for 1-6 edited and moved to Procedures, Part 4. Note Bylaws in Section 4.03Aiv says, "...periodicals may be selected by members for an additional fee set by Council" eliminating the need to say this for each member category.

8. Government Agency Member dues are set annually by Council.

Commented [RPL23]: Text for 7 & 8 was edited, requirement for an annual setting of these affiliate member dues was eliminated and text moved to Section 4.03Aii.

Section 4. PRIVILEGES — Members have privileges and responsibilities of their respective and appropriate memberships. Only Members of Voting Classes shall be entitled to vote, hold office, and represent the Society's name or position officially when so appointed by the Council, its officers, or Executive Boards of Society Sections, Chapters, and Working Groups.

Commented [RPL24]: Language edited and moved to Section 4.02A.

Section 5. REINSTATEMENT — Members forfeit their rights and privileges and shall not be entitled to vote, hold office, represent the Society, or receive the official publication of record if dues are not paid by the appropriate renewal date. Privileges shall be reinstated upon payment of dues for the year in which a renewal application is made.

Commented [RPL25]: Language edited and moved to Section 4.04Ai.

ARTICLE IV. ORGANIZATION

Section 1. THE WILDLIFE SOCIETY — The Society is governed by a board of directors known as the Council, a name reserved for exclusive use by the Society at the international level. Membership is organized into Sections, within which Chapters may be formed.

Section 2. THE COUNCIL

CLAUSE A — COMPOSITION — The Council shall be composed of the President, President-Elect, Vice President, Immediate Past President, and one Representative from each Section defined in Section 3 of this Article. The Executive Director is a non-voting member of the Council.

CLAUSE B — DUTIES — The Council will set and pursue such principles and policies as shall be in accordance with provisions of the Certificate of Incorporation, these Bylaws, and Statutes of the District of Columbia. The Council, by a majority vote, shall have the power to fill, for unexpired terms, vacancies occurring in its membership; recommend changes in the Bylaws; develop goals, objectives, policies, and programs; maintain personnel employment practices and salaries for Society staff; perform such other duties as are prescribed herein; and may assign to the Executive Director any Council responsibilities not otherwise reserved to it in the Bylaws.

CLAUSE C — EXECUTIVE COMMITTEE — An Executive Committee, composed of the President, President-Elect, Vice-President, and Immediate Past President, is empowered to take action on behalf of the Council between meetings of the Council. All interim actions of the Executive Committee shall be reported to the Council at the next Council meeting. The Executive Committee shall serve as the Council Finance Subcommittee, and provide guidance to the Executive Director and Corporate Treasurer.

CLAUSE D — STANDING COMMITTEES — All Standing Committees of the Society, within Council and outside of Council, shall have duties that align along programmatic lines (e.g., publications, finance, membership, diversity, bylaws). For Standing Committees external to Council, a Council liaison will be assigned to each Committee; the liaison will report to Council. The President, annually, shall reappoint or appoint replacements for those members of each Standing Committee whose designated terms (typically 3 years) have expired, replace members who desire to step down from Committee assignments, and designate chairpersons.

Section 3. SOCIETY ORGANIZATION UNITS: AFFILIATES, SECTIONS, CHAPTERS, AND WORKING GROUPS

CLAUSE A — DEFINITION AND ALIGNMENT

- AFFILIATES** — An Affiliate is an organization of wildlife professionals and conservationists of one or more nations whose objectives include focusing on national or multi-national conservation issues with a strong voice and identity. Objectives and Code of Ethics of an Affiliate shall conform to those of the Society. An Affiliate may be formed upon petition to the Council by 10 or more Voting Members of the Society residing in the geographic area of the proposed Affiliate and upon Council approval.
- SECTIONS** — Each Section shall include at least two states and/or provinces or comparable political entities. U.S. Sections shall contain at least 8 percent of the total U.S. Voting Membership. A Society Section, Chapter, or group of members may petition the Council

Commented [RPL26]: Language edited, and moved to Section 2.02. TWS is a member organization under the DC Nonprofit Code (See Section 4.01) so this language was edited to more accurately state the role of Council in a member organization. If TWS were a "board governed" organization, language in current bylaws would be accurate. TWS by tradition and the history of our tax filings is a member organization.

Commented [RPL27]: Gray highlight text deleted.

Commented [RPL28]: Language edited and moved to Section 2.01.

Commented [RPL29]: Language edited and moved to Section 2.02.

Commented [RPL30]: Powers of Council language edited, some items added, moved to Section 2.02C

Commented [RPL31]: Deleted, Section 3.03 G covers this so no need to repeat here.

Commented [RPL32]: Language edited and moved to Section 2.09Aiii. In proposed bylaws, Exec Com, is empowered to take INTERIM actions on behalf of Council, with limitations, and must report such interim actions to Council at the next Council meeting.

Commented [RPL33]: Moved to Procedures Part 6A.

Commented [RPL34]: Language edited and moved to Section 2.09Ai

Commented [RPL35]: Language edited and moved to Section 2.09 A

Commented [RPL36]: Moved to Procedures Part 6B

Commented [RPL37]: Language edited and moved to Section 2.09Aiv

Commented [RPL38]: Moved to Procedures Part 6B

Commented [RPL39]: Edited, See Section 2.09 A iv a.

Commented [RPL40]: Language edited, Affiliates terminology eliminated but this language and additional language now used in definitions of Sections and Regions in Section 6.02A I&ii

Commented [RPL41]: Language edited and moved to Section 6.02A i&ii.

Commented [RPL42]: Language edited from Affiliate to Section and moved to Procedures Part 10A.

Commented [RPL43]: Moved to Procedures Part 9B under Voting Districts.

Commented [RPL44]: Eliminated. Canadian Section is all of Canada and incorporated in that Country.

Commented [RPL45]: Moved to Procedures Part 9B under Voting Districts

to, or the Council may, change geographic boundaries or numbers of Sections to maintain equitable representation and efficient management of Society affairs.

3. CHAPTERS — State, provincial, local, or student chapters may be formed within Sections to provide member-oriented activities at local levels, upon Section approval, and upon petition to the Council by 10 or more Voting Members of the Society residing in the geographic area of the proposed chapter; and upon Council approval of Chapter Bylaws (Clause D). Student Chapters also shall have a Student Chapter Faculty Advisor who is a Voting Member of the Society. New student chapters will be required to successfully complete a 3-year probationary period before becoming an official student chapter. During this time, the student chapter will be required to (a) Successfully complete all annual requirements on time; (b) Annually update a “checklist” of required activities as developed by TWS Staff; (c) Submit an annual report of chapter accomplishments and future plans; and (d) Require at least one TWS-affiliated guest speaker each year during the 3-year period, preferably a CWB or AWB. All Student Chapters must reapply for student chapter status every 3 years but existing Chapters that reapply will not be considered new Chapters.

4. WORKING GROUPS — Working Groups focused on specific wildlife disciplines or issues may be formed upon petition to the Council by 15 or more Voting Members of the Society and upon Council approval of a Working Group Charter (Clause E). Working Groups provide a forum for interaction among Voting Members with common professional interests.

CLAUSE B — SECTION AND CHAPTER MEMBERSHIP — Membership is by approval, payment of dues, and conformance to Bylaws of the respective Section or Chapter.

1. VOTING MEMBERS — All Voting Members of the Society are eligible for membership as a Voting Member in the Section and/or Chapter within which geographic boundaries they reside, or in units outside the geographic area provided they conform to those units' Bylaws.
2. OTHER MEMBERS — Membership for persons interested in wildlife resources, but not members of the Society, may be provided for in Section and Chapter Bylaws. Other Members may not hold office in the Section or Chapter, vote on official matters relating to the Society, or officially represent the Society by Board or officer appointment. They may vote in Section and Chapter elections and participate in Section or Chapter activities and programs.

CLAUSE C — WORKING GROUP MEMBERSHIP — Only Voting Members of the Society are eligible for membership in Working Groups. Membership requires payment of Working Group dues and conformance to the Working Group Charter.

CLAUSE D — SECTION AND CHAPTER BYLAWS — Sections and Chapters shall adopt and maintain Bylaws in substantial conformity with current Model Bylaws approved by the Council. Such Bylaws shall require submission of an annual report, calendar year financial statement, records of elections or selection of Section Executive Board from among chapter officers, and other official actions within 20 days thereof to the Executive Director, and in the case of Chapters, also to the

Commented [RPL46]: This language is Voting District Language in proposed bylaws. Language edited and moved to Section 6.01.

Commented [RPL47]: Language edited and moved to end of Section 6.02Aii

Commented [RPL48]: Chapter language edited and moved to Procedures Part 10B 1-3

Commented [RPL49]: Student Chapter language edited and moved to Procedures Part 10B 4

Commented [RPL50]: Language edited and moved to Section 2.09B ii. Note: Working Groups moved from Organization Unit section of Bylaws to the Committee section of Bylaws under Article II. This change is necessary to bring WGs into compliance with banking laws requiring an identity affiliation with TWS.

Commented [RPL51]: Procedures Part 6C 1

Commented [RPL52]: Language edited and moved to Section 2.09B ii.

Commented [RPL53]: Language moved to Procedures Part 10 C

Commented [RPL54]: Language edited to Active Members and moved to Procedures Part 10C 1

Commented [RPL55]: Language moved to Procedures Part 10C 2

Commented [RPL56]: Language edited and included in Section 4.02A vii.

Commented [RPL57]: This entire clause, including language about having to be an Active Member to be a member of a working group, is moved to Procedures Part 6C 3.

Commented [RPL58]: Section 2.02C vii.

appropriate Section and Section Representative. Modification of Section or Chapter Bylaws must be approved by the Council.

CLAUSE E — WORKING GROUP CHARTER — Working Groups shall adopt and maintain a Charter in conformance with the current Model Charter approved by the Council. Such Charter shall require submission of an annual report, calendar year financial statement, record of elections, and other official actions within 20 days thereof to the Executive Director. Modifications of the Charter must be approved by the Council.

CLAUSE F — REPRESENTATION ON COUNCIL

1. A Section Representative, elected by the Society Voting Members residing within the Section boundary, shall represent and serve as liaison on the Council for the Section, Chapters, and Members within that Section. Members of an Affiliate shall be represented on the Council by the Society Executive Committee.
2. EXECUTIVE BOARDS — Each Section, Chapter, and Working Group shall have an Executive Board/Committee to advise the Section Representative and to govern Section, Chapter, and Working Group affairs.

CLAUSE G — CHAPTER DISSOLUTION — A Chapter may be dissolved upon Section recommendation and approval by the Council, or for other reasons considered justifiable by the Council, such as violation of Society or Chapter Bylaws. This includes if Council finds the Chapter is not meeting reporting standards as established in the Chapter's bylaws and/or the Chapter fails to file required IRS reports, as determined by TWS staff, for 3 consecutive years. The Chapter will be given a one-year dissolution notice. If at the end of this notice period, the problem(s) has (have) not been resolved, the Chapter will be dissolved and the Chapter Charter will be recalled.

CLAUSE H — WORKING GROUP DISSOLUTION — A Working Group may be dissolved by the Council if it fails to meet criteria established by the Council, the Society Bylaws, and the Charter of the Working Group. This includes if Council finds the Working Group is not meeting reporting standards as established in the Working Group's bylaws and/or the Working Group fails to file required IRS reports, as determined by TWS staff, for 3 consecutive years. The Working Group will be given a one-year dissolution notice. If at the end of this notice period, the problem(s) has (have) not been resolved, the Working Group will be dissolved.

ARTICLE V. OFFICERS AND EXECUTIVE DIRECTOR

Section 1. OFFICERS — Officers of the Society shall be a President, President-Elect, Vice-President, and Immediate Past President. The Immediate Past President shall serve as Corporate Treasurer. Only Voting Members may serve as an officer of the Society.

CLAUSE A — PRESIDENT — The President-Elect succeeds to the office of President at each Annual Meeting, generally, for a one-year term. The President shall preside at all meetings of the Society, shall chair the Council and Executive Committee, shall appoint all committees, and shall perform all other duties incident to this office. In the temporary absence of the President, or upon that person's temporary inability to serve, the duties first shall be assumed by the President-Elect and

Commented [RPL59]: Entire Clause D moved to Procedures Part 10D 1

Commented [RPL60]: Language found in Section 2.02C vii.

Commented [RPL61]: Language found in Section 2.02C viii

Commented [RPL62]: All of Clause E language, including the portions covered in Bylaws was edited and moved to Procedures Part 6C 2.

Commented [RPL63]: Language found in Section 2.02C viii

Commented [RPL64]: Language edited and moved to Section 4.02A i.

Commented [RPL65]: Language edited and moved to Section 2.02B. Representatives to Council bring the perspective of the geographic area that they are from but in the end represent all members of TWS, much like members of the U.S. Congress represent all U.S. citizens not just those from their state or district (see 2.02A).

Commented [RPL66]: Language edited and moved to Procedures Part 10E

Commented [RPL67]: Language edited and moved to Procedures Part 10B 6 & 7. Note that there are different rules for dissolution outside the U.S. That is because the laws of Canada, in the current case, differ from those of the US.

Commented [RPL68]: Language edited and moved to Procedures Part 6C 7.

Commented [RPL69]: This Article is now Article III. Heavy edits were required here as TWS has only three Corporate Officers, the TWS President, a Secretary and a Treasurer. Current bylaws gives the impression that the others members of Council mentioned here are Corporate Officers. That is not true. This language has led to confusion about the different roles of Corporate Officers and Council. In the draft bylaws, there was a special effort made to separate the two, Officers and Council.

Commented [RPL70]: Language edited and moved to Section 3.01.

Commented [RPL71]: This statement is not true but does reflect the confusion in current bylaws about who are officers and who are members of Council. All members of Council must be Active Members of TWS (Section 4.02A v.). Under the Nonprofit Code, TWS could hire all three corporate officers who may or may not be members of TWS. Draft bylaws (Section 3.01) requires that the President and Treasurer are members of Council and therefore members of TWS but that could be changed in the future. The CEO is designated as the Secretary. These roles are consistent with the roles as shown in current bylaws.

Commented [RPL72]: Language edited and moved to Section 2.03A.

Commented [RPL73]: Language edited and moved to Section 2.03B. Need certainty about when succession happens. Revised bylaws provides that.

Commented [RPL74]: Second sentence language edited and moved to Section 3.01A.

then by the Vice-President. In the event none of these can serve, the Council shall appoint a President pro-tempore

Commented [RPL75]: Language edited and moved to Section 3.01A.

CLAUSE B — PRESIDENT-ELECT — The Vice-President succeeds to the office of President-Elect for a one-year term and shall be assigned specific duties by the President

Commented [RPL76]: Language edited and moved to Section 2.03B.

CLAUSE C — VICE-PRESIDENT — The Vice President shall be elected by the Voting Members, serves for a one-year term and shall be assigned duties by the President. The Vice President will serve as Parliamentarian during meetings of the full Council

Commented [RPL77]: Language edited and moved to Section 3.01A.

CLAUSE D — IMMEDIATE PAST PRESIDENT — The President succeeds to the office of Immediate Past President for a one-year term and shall be assigned specific duties by the President. The Immediate Past President, as Corporate Treasurer, shall be responsible for oversight of all funds of the Society, including securities and other investments

Commented [RPL78]: Language edited and moved to Section 5.02C.

Commented [RPL79]: Language edited and moved to Section 2.03B.

Commented [RPL80]: Language edited and moved to Section 3.01A.

Section 2. EXECUTIVE DIRECTOR

Commented [RPL81]: Language edited and moved to Section 2.06G.

CLAUSE A — SELECTION AND TENURE — The Executive Director shall be selected by a majority vote of the Council, and shall serve at the pleasure of the Council. The Executive Director may be removed by a two-thirds (2/3rds) vote of the Council

Commented [b82]: Language edited and moved to Section 2.03B.

Commented [b83]: Language edited and moved to Section 3.01A

CLAUSE B — EXECUTIVE DIRECTOR'S DUTIES AND RESPONSIBILITIES

Commented [RPL84]: Language edited and moved to Section 3.01B.

1. The Executive Director shall be the Chief Executive Officer of the Society, under the general direction of the Council and also shall serve as Corporate Secretary.

Commented [RPL85]: Language edited and moved to Section 3.03A.

2. The Executive Director shall be responsible for executing policies and programs developed by the Council and Society membership, and for carrying out all administrative and managerial affairs of the Society through its officers, staff, Council, committees, appointed representatives, Sections, Chapters, and Working Groups.

Commented [RPL86]: Language edited and moved to Section 3.03C.

3. The Executive Director, as Corporate Secretary, shall issue annual or special meeting notices of the Council and membership, record minutes of those meetings, and carry out other duties as assigned by, or assumed under the broad policies of the Council. The Executive Director shall ensure that agendas, summary minutes, including all major decisions, from Council meetings are placed on the TWS website in a timely manner.

Commented [RPL87]: Executive Director terminology dropped. This individual in current bylaws is known as the Exec Director, CEO and Corporate Secretary. CEO is used in all places ED had been used, See Section 3.03.

Commented [RPL88]: Specific text deleted but see Section 3.03 D and G

4. The Executive Director shall manage all assets in general-fund accounts which shall be made subject to the single signature of the Executive Director, other designated staff, or other Voting Member approved by the Council.

Commented [RPL89]: Language edited and moved to Section 3.01C.

Commented [RPL90]: Language edited and shortened and moved to Procedures Part 7A

5. The Executive Director, President, and Corporate Treasurer, with advice from the Investment Review Committee, may secure the services of a professional investment manager to manage assets in the investment funds (Endowment Fund for Excellence in Wildlife Stewardship, the Permanent Reserve Fund, and others as established by Council). Transactions involving endowment fund and permanent reserve monies shall be subject to the dual signatures of the Executive Director and Corporate Treasurer, or other designated member of the Finance Subcommittee.

Commented [RPL91]: Language edited and moved to Section 3.01C. Proposed bylaws outlines many other duties of the Corporate Secretary (Sections 2.05A, 2.06C, 4.05E, and 12.02).

Commented [RPL92]: Language edited and moved to Procedures Part 7C

6. The Executive Director and other fund signatories shall be bonded at the Society's expense in the amount specified by the Council. An independent audit shall be made of the

Commented [RPL93]: Language edited and moved to Procedures Part 7D

Society's accounts at the close of each fiscal year, as directed by the President, prior to reporting at the annual meeting.

7. If the Executive Director should become unable to perform his or her duties, a senior executive staff person may be appointed temporary Executive Director by the Council.

Commented [RPL94]: Edited, Procedures Part 7E. Note new language also requires Audit results to be reported to the Membership in the official publication of record.

Commented [RPL95]: Language edited and moved to Section 3.03E.

ARTICLE VI. COUNCIL ELECTIONS AND OTHER BALLOTING

Section 1. NOMINATION OF OFFICERS — The President shall appoint a Nominating Committee consisting of one (1) Voting Member per Section. Before March 1 of each year the Nominating Committee shall submit to the Executive Director the names of two Voting Members in good standing as nominees for Vice-President. Committee selections shall be published promptly in the Society's official publication of record. Within 30 days of posting said issue on the TWS website, additional nominee(s) may be submitted to the Executive Director by any Voting Member in good standing, if supported in writing by 5 percent of the Voting Membership.

Commented [RPL96]: Language edited and moved to Section 5.01A

Commented [RPL97]: Procedures Part 8A

Commented [RPL98]: Language edited and moved to Section 5.01A i. Note language in 5.01A ii and iii in proposed bylaws to cover possibilities not dealt with current bylaws.

Commented [RPL99]: Language edited and moved to Procedures Part 8A.

Commented [RPL100]: Procedures Part 8A

Section 2. NOMINATION OF SECTION REPRESENTATIVES — Before March 1 of each year the Nominating Committee shall submit to the Executive Director the names of two Voting Members in good standing as nominees for Section Representative for those Sections where representatives' terms shall terminate that year. Nominations shall be provided by the respective Section Executive Board/Committee, or, in absence thereof, by the Society Nominating Committee. No nominee for Vice President shall be nominated for Section Representative in the same election. Nominations shall be published promptly in the Society's official publication of record. Within 30 days of posting said issue on the TWS website, additional nominee(s) may be submitted to the Executive Director by any Voting Member in good standing if supported in writing by 5 percent of the Voting Membership within the Section represented.

Commented [RPL101]: Language edited and moved to Section 5.01A iv

Commented [RPL102]: Language edited and moved to Procedures Part 8B

Section 3. VOTING

CLAUSE A — Elections for Officers of the Society (Vice-President) and Section Representatives to the Council may be conducted by a mail-in or electronic election process. Other issues requiring a membership vote also may be resolved by a mail-in or electronic voting with approval of the Council. For voting purposes, it is the sole responsibility of members to ensure they have provided The Society with a valid and current email address and/or postal address prior to the voting period.

Commented [RPL103]: Language edited and moved to procedures Part 8B

Commented [RPL104]: Language edited and moved to Procedures Part 8B 1

Commented [RPL105]: Language edited and moved to Procedures Part 8B 3

1. Mail-in and electronic voting systems will ensure that only one vote may be registered per Voting Member.
2. Voting for elections and other issues requiring a membership vote will commence at least 60 days prior to the Annual Meeting of the Society and continue for a period of 30 days.
3. All Voting Members with valid email addresses will be notified electronically at the beginning of the voting period, and be provided a summary of the issues or candidates that are on the ballot; this information also will be posted on the website of The Society at the beginning of the voting period.
4. Electronic voting will be open to all Voting Members for 30 days, regardless of the topic (Officer of the Society, Section Representative, and other relevant issues). Reminders will

Commented [RPL106]: Language edited and moved to Procedures Part 8B 4

Commented [RPL107]: Language edited and moved to Procedures Part 8B 6&7

Commented [RPL108]: Language edited and moved to Procedures Part 8B 4 & 5

be sent electronically to all members with valid e-mail addresses on the work day closest to 10 and 20 days after voting begins, and

- Members without email addresses will be mailed a summary of the issues or candidates that are on the ballot and paper ballots at least 40 days before electronic balloting closes, and a reminder at least 20 days before closing of the voting period.

- Subunits of the Society (Chapters, Sections, Working Groups) may have electronic voting conditional on the subunit abiding by stipulation 1 above.

CLAUSE B — ELECTION VALIDATION COMMITTEE — The President shall appoint an Election Validation Committee of at least three (3) Voting Members.

CLAUSE C — OFFICERS — Each year, Voting Members will elect a Vice President. The Election Validation Committee shall validate the election by July 15 and promptly publish results in the next available issue of the Society's official publication of record. In the event of a tie, the selection shall be made by a majority vote of the Council.

CLAUSE D — SECTION REPRESENTATIVES — In Sections where the current representative's term shall terminate the following year, Voting Members resident in the Section shall elect a Section Representative. The Election Validation Committee shall validate the voting results by July 15 and promptly publish results in the next available issue of the Society's official publication of record. In the event of a tie, the selection shall be made by a majority vote of the Council.

CLAUSE E — OTHER ELECTION VALIDATION — The Election Validation Committee shall validate voting results on other Society issues within 45 days of the published electronic voting deadline.

Section 4. TENURE OF OFFICE

CLAUSE A — INSTALLATION — All elected officers and representatives shall be installed at the annual meeting and shall serve until replaced.

CLAUSE B — PRESIDENT, PRESIDENT-ELECT, VICE-PRESIDENT, AND IMMEDIATE PAST PRESIDENT — Each shall serve a one-year term of office.

CLAUSE C — SECTION REPRESENTATIVES — Shall serve for three-year terms, overlapping so that one third, more or less, of the representatives shall be nominated and elected each year. Representatives shall be ineligible to succeed themselves after two consecutive full terms.

Section 5. VACANCIES

CLAUSE A — PRESIDENT — A vacancy in the office of the President shall be filled by the President-Elect for the unexpired term of office, and continue for his or her scheduled term.

CLAUSE B — PRESIDENT-ELECT — A vacancy in the office of the President-Elect shall be filled by the Vice-President for the unexpired term of office and continue for his or her scheduled term.

CLAUSE C — VICE-PRESIDENT — A vacancy in the office of the Vice President shall remain unfilled on the Council until the next scheduled election, when both a Vice-President and a President-Elect shall be elected. From the time of the vacancy to the next election, the Council shall appoint a Section Representative to serve in the stead of the Vice-President on the Executive Committee.

Commented [RPL109]: Language edited and moved to Procedures Part 8B 6.

Commented [RPL110]: Language edited and moved to Procedures, Part 8B 7

Commented [RPL111]: Language edited and moved to Procedures Part 8B 8. Language on this topic related to Working Groups is found in Part 6C 5.

Commented [RPL112]: Language edited and moved to Procedures Part 8C

Commented [RPL113]: Language edited and moved to Section 5.02C

Commented [RPL114]: Language edited and moved to Procedures Part 8C 1.

Commented [RPL115]: Language edited and moved to Section 5.02C.

Commented [RPL116]: Language edited and moved to Section 5.02C.

Commented [RPL117]: Language edited and moved to Procedures Part 8C 1

Commented [RPL118]: Language edited and moved to Section 5.02C

Commented [RPL119]: Language edited and moved to Procedures, Part 8C 2.

Commented [RPL120]: Language edited and moved to Section 2.03A.

Commented [RPL121]: Language edited. For members of Exec Committee language moved to Section 2.03B. For Representatives moved to Section 2.03D.

Commented [RPL122]: Language edited and moved to Section 2.03B

Commented [RPL123]: Language edited and moved to Section 2.03D. Language edited from a set period of years, in this case a three-year term to a fixed number of regular meetings. Council meetings and the annual member meeting when new members of Council are typically inducted do not have a standard date like January 20 every year. Consequently, some terms are longer than 3-years and others are shorter but none are exactly 3-years. To get around this we set the term by the number of "regular meetings" of Council of which there are two per year as stated in Section 2.06A.

Commented [RPL124]: Language edited and moved to Section 5.01A iv.

Commented [RPL125]: Language edited and moved to Section 2.03D.

Commented [RPL126]: Moved to Section 2.04A

Commented [RPL127]: Moved to Section 2.04B

Commented [RPL128]: Language edited and moved to Section 2.04C.

CLAUSE D — IMMEDIATE PAST PRESIDENT — A vacancy in the office of the Immediate Past President shall remain unfilled on the Council for the duration of the term. From the time of the vacancy to the next election, the Council shall appoint a Section Representative to serve in the stead of the Immediate Past President on the Executive Committee.

Commented [RPL129]: Language edited and moved to Section 2.04D.

CLAUSE E — SECTION REPRESENTATIVES — Vacancy(ies) in the office(s) of Section Representatives shall be filled for the remainder of the term from the eligible membership by a majority vote of the Council or by special election.

Commented [RPL130]: Language edited and moved to Section 2.04E.

Section 6. REMOVAL FROM OFFICE

CLAUSE A — GROUNDS FOR REMOVAL — An officer or representative may be removed for failing to adhere to TWS Code of Ethics, failing or neglecting the performance of duties devolved upon an officer or Section Representative, engaging in improper conduct or conduct contrary to the best interests of TWS, violating these Bylaws, or other causes, including failing to attend two consecutive regularly scheduled meetings of the Council without sufficient cause.

Commented [RPL131]: Language edited and moved to Section 2.05. B.

CLAUSE B — REMOVAL PROCESS — The Council may consider removing an officer or Section Representative upon written petition of the membership signed by 15% of the Society's Voting Members for an officer or by 15% of the Section's Voting Members for a Section Representative. Prior to voting on removal, the Council, by Corporate Secretary or designated TWS representative, shall provide the challenged officer or Section Representative with written notice of the petition and the stated grounds for removal and an opportunity to appear before the Council to hear the allegations and present a response. The challenged officer or Section Representative may waive such hearing in writing and in lieu thereof submit his or her written response for consideration by the Council. Upon receipt of a signed written waiver of a hearing, the Council will consider the submitted written response, if any, and vote on the petitioned removal. The Council's vote on the matter shall be final and will be communicated in writing to the subject officer or Section Representative within ten days of the Council vote.

CLAUSE C — EXECUTIVE COMMITTEE — Members of the Executive Committee may be removed by a two-thirds (2/3rds) vote of the Council.

CLAUSE D — SECTION REPRESENTATIVES — Section Representatives may be removed by a two-thirds (2/3rds) vote of the Council.

Commented [RPL132]: Language edited and moved to Section 2.05E i-iii. Note new language in Section 2.05 C and D. This language brings into Bylaws specific language related to privileges members have in a member organization.

ARTICLE VII. MEETINGS

Section 1. MEMBER MEETINGS

CLAUSE A — MEETING OF MEMBERS OF THE SOCIETY

1. Council shall direct when and where the Annual Meeting of the Society will be held each year. Other meetings may be held at such time and place as designated by the Council.
2. Due notice of the Society member meetings shall be given to all members at least 30 days in advance through the Society's official publication of record, or by letter, card, or electronic communication.
3. A quorum for business meetings of the Society shall be 10% of Voting Members.

4. Parliamentary procedures at meetings of the Society shall follow The Standard Code of Parliamentary Procedure.

Commented [RPL133]: Language edited and moved to Section 4.05.

CLAUSE B — SECTION, CHAPTER, AND WORKING GROUP MEETINGS AND ACTIVITIES — shall be held in accordance with Bylaws or Charter adopted by the respective unit. The Society encourages its members, through its Sections, Chapters, and Working Groups, to hold, sponsor, or join other natural resource groups in sponsoring seminars, symposia, student conclaves, conferences, and other meetings for the purposes of exchanging scientific and professional experience and knowledge, and otherwise promoting objectives and goals of the Society. Such meetings may involve any geographic area regardless of Section and Chapter boundaries and may be financed through such sources as dues, registration fees, and sales income.

Commented [RPL134]: Language edited and moved to Procedures Part 10F.

Section 2. COUNCIL MEETINGS

CLAUSE A — FREQUENCY AND NOTICE — There are two regular meetings of the Council held annually. The first shall be shortly preceding the North American Wildlife & Natural Resources Conference or at such time and place as the Council may select. The second shall be shortly preceding the Annual Meeting of the Society or at such time and place as the Council may select. Special meetings of the Council may be called by the President or upon written request of three Council members when, in their opinion, business of the Council so requires. Council members shall be notified at least 10 days prior to said special meetings.

Commented [RPL135]: Language edited and moved to Section 2.06A.

CLAUSE B — ATTENDANCE — A member of the Council, who is unable to attend a meeting in person, may participate so long as all participating parties can communicate in real time with other participants. Participation by proxy is not allowed.

Commented [RPL136]: Language edited and moved to Section 2.06B.

CLAUSE C — QUORUM — Nine members of the Council shall constitute a meeting quorum.

Commented [RPL137]: Language edited and moved to Section 2.06E.

Clause D — CONDUCT OF COUNCIL MEETINGS — Council shall, at all meetings in which business of The Society is conducted, follow The Standard Code of Parliamentary Procedure.

Commented [RPL138]: Language edited and moved to Section 2.06F.

Commented [RPL139]: Language edited and moved to Section 2.06G.

ARTICLE VIII. ADMINISTRATIVE AND FISCAL MANAGEMENT

Section 1. GENERAL — Administrative and fiscal affairs of the Society shall be conducted by the Executive Director under the general supervision and direction of the Council as specified in TWS Financial Policies. Council is responsible for developing and implementing sound financial policy for the Society and shall be provided copies of all legally required financial documents at time of deposition and will be updated at least annually on the financial position of the Society.

Commented [RPL140]: Language edited and moved to Section 2.08C.

Commented [RPL141]: Language edited and moved to Section 2.08A.

Section 2. FISCAL YEAR — The fiscal year shall begin July 1 and end on June 30 each year.

Commented [RPL142]: Language edited and moved to Section 2.08B.

Section 3. ADMINISTRATION OF ASSETS

CLAUSE A — Funds received from dues payments of all membership classes, periodical subscriptions, program fees, sales items, general fund earnings, and from undesignated gifts shall be placed in the general fund. On occasion, the annual interest, not to exceed 5% of the investment funds, can be placed into the General Fund for use as specified in the investment policies. General fund assets shall be used for the general operations of the Society or as otherwise determined by the Council.

CLAUSE B — The Council may accept bequests, grants, trusts, or other assets.

CLAUSE C — The Council or donors may direct funds to be placed in the endowment fund or permanent reserve fund. When endowment fund or permanent reserve fund assets are required for Society business, and when so instructed by a majority vote of the Council, the Executive Director shall effect any necessary liquidation of assets and/or transfer the stipulated amount to the general fund.

Commented [RPL143]: Text highlighted in gray is deleted from Bylaws. It is found in various places within the TWS Financial and Investment Policies document.

ARTICLE IX. RESOLUTIONS AND PUBLIC STATEMENTS

Section 1. COUNCIL — The Council, as need arises, may formulate and issue statements expressing the position of the Society on matters of concern to the public and Society members.

Commented [RPL144]: Language edited and moved to Section 7.01.

Section 2. SECTIONS, CHAPTERS, AND WORKING GROUPS — Sections, Chapters, and Working Groups are authorized to issue statements pertaining to subjects in their locale or subject area (1) when the content of the statement falls within the established policy of the Society, and (2) in the absence of existing Society position statements. They shall not issue statements in conflict with policy of the Society without first obtaining Council approval. Statements submitted by Sections, Chapters, or Working Groups to the Council for adoption must be acted upon by the Council within 90 days of receipt at the Society office. Once submitted to the Council, the Council has the authority to modify a draft position statement before it is published for member review.

Commented [RPL145]: Language edited and moved to Section 7.02.

ARTICLE X. PUBLICATIONS, COMMUNICATIONS, AND INFORMATION RESOURCES

Section 1. SERIAL PUBLICATIONS — The Society shall issue serial or periodical publications to further the Society's mission. One periodical shall be designated by the Council as the official publication of record for the Society.

Commented [RPL146]: Language edited and moved to Section 8.02.

Section 2. OTHER PUBLICATIONS — The Society may publish non-periodical literature such as books, manuals, and pamphlets.

Commented [RPL147]: Language edited and moved to Section 8.01. Official Publication of Record specifically named in Procedures Part 2.

Section 3. COMMUNICATIONS AND INFORMATION RESOURCES — The Society may use other communications and information resources, such as websites and email discussion lists, to advance its mission. The Society shall maintain a website that is effective, current, and comprehensive to meet TWS members' needs in research, management, education, policy and outreach.

Commented [RPL148]: Language edited and moved to Section 8.03.

Section 4. OVERSIGHT — Council has oversight over all Society publications, communications, and information resources. Editors shall serve at the pleasure of the Council.

Commented [RPL149]: Language edited and moved to Section 8.04.

Commented [RPL150]: Language edited and moved to Sections 8.05.

ARTICLE XI. DISSOLUTION

Section 1. In the case of dissolution of the Society, the Council shall authorize the payment of all indebtedness of the Society, and arrange for the transfer of the remaining net assets of the corporation to such organization or organizations as the Council may select, which are organized and operated exclusively for purposes which would qualify for an exemption under Section 501(c)(3) of the Internal

Revenue Code, as amended, or the corresponding sections of any future federal tax code; provided however, that in no way shall such distribution inure to the financial benefit of any elected officer, official or contributor.

Commented [RPL151]: Language edited and moved to Section 13.01.

ARTICLE XII. AMENDMENTS TO BYLAWS

Section 1. ORIGIN — Proposed amendments to these Bylaws may be ordered to be submitted to the Voting Membership for action through a majority vote of the Voting Members present at any annual meeting, by written petition of 5 percent of the Voting Members, or by a majority vote of the Council.

Commented [RPL152]: Gray text deleted.

Section 2. ADOPTION — These Bylaws may be altered or amended by a majority vote of Voting Members. Notice of proposed amendments must be given to all Voting Members at least 45 days prior to the voting deadline.

Commented [RPL153]: Green highlight language edited and moved to Section 10.02.

Commented [RPL154]: Language edited and moved to Section 5.02F.

Commented [RPL155]: Language edited and moved to Procedures Part 8B 5.

ARTICLE XIII. INDEMNIFICATION AND INSURANCE

Section 1. The Society shall indemnify any current or former director, officer or committee member of the Society for costs and expenses, including judgments, incurred in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of having been a director, officer or committee member of the Society, except in relation to matters which he or she shall be adjudged in such action, suit or proceeding to be liable for criminal activities, willful misconduct or gross negligence in the performance of his or her duties, subject to any limitations of the law of the District of Columbia. Expenses incurred in defending any action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of agreement by the director, officer or committee member to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified under this article. In addition, the Society is authorized to purchase all reasonable and necessary insurance, including directors and officers liability insurance coverage.

Commented [RPL156]: Language edited and moved to Section 11.01.