

1 **Bylaws of The Wildlife Society**

2 (As amended and approved July 2019)

3 **DRAFT BYLAWS SUBCOMMITTEE WORK PRODUCT**

4 **April 29, 2021**

5 **ARTICLE I. NAME, PURPOSES, PRINCIPLES, AND CODE OF ETHICS**

6 **Section 1.01. NAME** — The name of the nonprofit corporation is The Wildlife Society, Incorporated
7 (“TWS”), which was incorporated in the District of Columbia on March 25, 1948.

8 **Section 1.02. PURPOSES** — TWS is an educational and scientific society established for the following
9 Purposes:

- 10 A. Establish professional solidarity and seek the highest standards in all activities of the wildlife
- 11 profession;
- 12 B. Develop and promote sound stewardship of wildlife resources and the environments upon
- 13 which wildlife and humans depend based on the best available science;
- 14 C. Gather and disseminate scientific, technical, and other information about wildlife, wildlife
- 15 management, and wildlife management stakeholders to TWS members, public policy makers,
- 16 and the general public, through peer-reviewed publications, meetings, and other forms of
- 17 communications; and
- 18 D. Protect the interest of its members.

19 **Section 1.03. PRINCIPLES** — TWS will work to:

- 20 A. Increase awareness and appreciation of wildlife values;
- 21 B. Represent and serve the professional community of scientists, managers, educators,
- 22 technicians, planners, and others who study, manage, and conserve wildlife and habitat
- 23 worldwide through science-based decision making;
- 24 C. Encourage the teaching of wildlife science and management in colleges and universities and
- 25 the continuing education and development of wildlife professionals; and
- 26 D. Promote and enhance human diversity within the wildlife profession and TWS.

27 **Section 1.04. CODE OF ETHICS** — TWS’ Code of Ethics sets forth the required principles of conduct for
28 TWS Active Members. All Active Members of TWS are obligated to conduct their professional and
29 membership-related activities in a responsible and ethical manner consistent with TWS’ Code of Ethics,
30 which may be amended by Council.

31 **ARTICLE II. COUNCIL**

32 **Section 2.01. COUNCIL MEMBERSHIP AND QUALIFICATIONS** — Council shall be composed of a President,
33 President-Elect, Vice President, and Immediate Past-President, who collectively form the Executive
34 Committee, as specified in Section 2.09. A. iii. of this Article, and one Representative from each Voting

35 District as specified in Article VI. Section 6.01. These are the voting members of Council. Any amendment
36 to the number of members serving on Council shall not affect the tenure of office of any member then in
37 office. Members serving on Council shall be individuals, but need not be a resident of the District of
38 Columbia. Only TWS Active Members as specified in Article IV. Section 4.02. A. may serve as voting
39 members of Council. The Chief Executive Officer (CEO) is an advisory member of Council.

40 **Section 2.02. COUNCIL FUNCTIONS** — The business and affairs of TWS shall be managed under the
41 direction of Council. Council shall determine matters of policy in accordance with the provisions of the
42 Articles of Incorporation, these Bylaws, and the District of Columbia Nonprofit Corporation Code
43 (Nonprofit Code). Council may delegate the management of TWS activities to any person or persons,
44 management company, or committee however composed, provided the activities and affairs of TWS shall
45 be managed by or under the direction, and subject to the oversight, of Council.

- 46 A. Council is charged with governing TWS in a manner consistent with the best interests of TWS
47 and its members.
- 48 B. Representatives serve as liaison on Council for TWS Organization Units within their Voting
49 District.
- 50 C. DUTIES — To the extent permitted by applicable law, Council, by a majority vote, shall have
51 the power to:
- 52 i. Fill, for unexpired terms, vacancies occurring in its membership;
 - 53 ii. Recommend Bylaws changes;
 - 54 iii. Develop goals, objectives, policies, and programs;
 - 55 iv. Approve the annual TWS budget;
 - 56 v. Approve personnel employment policies and practices for TWS staff;
 - 57 vi. Approve TWS Model Bylaws and approve or deny modifications to Section, Chapter,
58 or Student Chapter Bylaws except where prohibited by law or as otherwise provided
59 in agreements between TWS and any Organization Unit;
 - 60 vii. Approve TWS Model Working Group Charter and approve or deny modifications to
61 Working Group Charters;
 - 62 viii. Authorize formation of new or dissolution of existing TWS Sections, Chapters, and
63 Student Chapters except where prohibited by law or as otherwise provided in
64 agreements between TWS and any Organization Unit;
 - 65 ix. Authorize formation of new or dissolution of existing TWS Working Groups;
 - 66 x. Create awards; and approve recipients or delegate the nomination and approval
67 process; and
 - 68 xi. Perform other duties as prescribed herein or deemed necessary by Council to carry
69 out the intent of these Bylaws that are consistent with its tax-exempt mission and
70 Purpose.

72 **Section 2.03. INSTALLATION AND TERM OF OFFICE**

- 73 A. INSTALLATION — As the last order of business immediately prior to adjournment of the first
74 Regular Meeting of Council held subsequent to their election, all newly elected members of
75 Council shall be installed. For Council Representatives, the meeting where they are installed
76 shall not count as one of the Regular Meetings of their term.
- 77 B. TERM OF EXECUTIVE COMMITTEE MEMBERS — Each year at the time of installation of the
78 new Vice President, the Immediate Past-President goes off Council, the President succeeds
79 to the office of Immediate Past-President, the President-Elect succeeds to the office of
80 President, and the current Vice President succeeds to the office of President-Elect.
- 81 C. RENOMINATION AS VICE PRESIDENT — A current or former member of the Executive
82 Committee who was elected to office by a vote of Active Members may not be re-nominated
83 for the position of Vice President.
- 84 D. TERM OF REPRESENTATIVES — Representatives shall serve for six (6) Regular Meetings of
85 Council as specified in Section 2.06. A. of this Article, whether in attendance or not,
86 subsequent to their installation. Representatives shall be ineligible to succeed themselves
87 after two (2) full terms.

88 **Section 2.04. VACANCIES**

- 89 A. PRESIDENT — A vacancy in the office of the President shall be filled by the President-Elect
90 for the unexpired term of office and continue for their scheduled term.
- 91 B. PRESIDENT-ELECT — A vacancy in the office of the President-Elect shall be filled by the Vice
92 President for the unexpired term of office and continue for their scheduled term.
- 93 C. VICE PRESIDENT — A vacancy in the office of the Vice President shall remain unfilled until
94 the next scheduled election. If a vacancy in the office of the Vice President occurs for any
95 reason except Section 2.04. B. of this Article, both a Vice President and a President-Elect shall
96 be elected. From the time of the vacancy to the next scheduled election, Council shall
97 appoint a Representative to serve in the stead of the Vice President on the Executive
98 Committee.
- 99 D. IMMEDIATE PAST-PRESIDENT — A vacancy in the office of the Immediate Past-President shall
100 remain unfilled for the duration of the term. From the time of the vacancy to the installation
101 of new officers, Council shall appoint a Representative to serve in the stead of the Immediate
102 Past-President as Corporate Treasurer and on the Executive Committee.
- 103 E. REPRESENTATIVES — Vacancy(ies) in the office(s) of Representatives shall be filled for the
104 remainder of the term from the active membership residing within the appropriate Voting
105 District by special election or by a majority vote of Council when Council determines a special
106 election is not feasible.
- 107 F. If the offices of Vice President, President-Elect, and President are all vacant at the same time
108 from any cause, a majority of the remaining members of Council, whether or not sufficient
109 to constitute a quorum as specified in Section 2.06. F. of this Article, shall name a member

110 of Council then in office as the acting President until the next scheduled election. At said
111 election, Active Members shall elect a Vice President, President-Elect, and President. Terms
112 of office shall be as specified in Section 2.03. B. of this Article.

113 **Section 2.05. REMOVAL OR RESIGNATION OF A MEMBER SERVING ON COUNCIL**

114 A. A member of Council may resign at any time upon written notice to the Corporate Secretary.
115 Such resignation shall take effect on the date the notice was delivered to the Corporate
116 Secretary, unless another date is specified in the notice of resignation. No acceptance of such
117 resignation shall be necessary to make it effective.

118 B. COUNCIL MEMBERS MAY ONLY BE REMOVED FOR CAUSE — A member of Council may only
119 be removed for cause as listed here:

- 120 i. Has been censured or been censured and suspended from membership in TWS in
121 accordance with TWS Code of Ethics;
- 122 ii. Has been found to have breached a material and/or fiduciary duty owed to TWS as
123 a Council member;
- 124 iii. Has engaged in improper conduct or conduct contrary to the best interests of TWS;
- 125 iv. Has violated these Bylaws;
- 126 v. Has missed two (2) or more Council meetings in any twelve- (12) month period
127 without being excused by the President;
- 128 vi. Has been declared of unsound mind by a final court order; or
- 129 vii. Has been convicted of a felony.

130 C. REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE BY ACTIVE MEMBERS — TWS
131 Active Members may only remove a member of the Executive Committee with cause as
132 specified in Section 2.05. B. of this Article. A petition signed by ten (10) percent of Active
133 Members requesting that the question of removal of a member or members of the Executive
134 Committee be put to an Action by Ballot of all Active Members shall be submitted to the
135 CEO. The Record Date shall be as specified in Article IV. Section 4.05. D. The CEO or designee
136 will administer this ballot initiative as specified in Article V. Section 5.02. B.

137 D. REMOVAL OF A REPRESENTATIVE BY VOTING DISTRICT ACTIVE MEMBERS — TWS Active
138 Members residing within the geographic boundaries of a Voting District may remove their
139 Representative with cause as specified in Section 2.05. B. of this Article. A petition signed by
140 ten (10) percent of Active Members residing within a Voting District as specified in Article IV.
141 Section 4.02. A. i., requesting that the question of removal of a Representative be put to an
142 Action by Ballot of Voting District Active Members, shall be submitted to the CEO. The Record
143 Date shall be as specified in Article IV. Section 4.05. D. The CEO or designee will administer
144 this ballot initiative as specified in Article V. Section 5.02. B.

145 E. REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE OR A REPRESENTATIVE BY
146 COUNCIL

- 147 i. Council, with cause, may initiate the removal process upon written petition
148 submitted to the CEO by one-half (1/2) or more voting members of Council. If one-

- 149 half (1/2) the current number of voting members of Council is a mixed number, the
150 requirement necessary to initiate the removal process shall be rounded up to the
151 closest whole number.
- 152 ii. Not less than ten (10) days (unless otherwise specified, the word “days” means
153 calendar days) prior to voting on removal, Council, via the CEO or designee, shall
154 provide the challenged member of Council with written notice of the petition and
155 the stated cause(s) for removal and an opportunity to appear before Council to hear
156 the allegations and present a response. Such hearing before Council may be
157 conducted in person or by telephone or other electronic means by which all
158 participating parties may hear and be heard by all other participants. The challenged
159 Council member may waive such hearing in writing and in lieu thereof submit their
160 written response for consideration by Council.
- 161 iii. Council, excluding the challenged Council member due to a conflict of interest, will
162 consider information submitted in the petition and any response provided by the
163 challenged Council member, and vote on the petition to remove. Removal of a
164 member of Council requires a two-thirds (2/3) vote of all members of Council
165 authorized to vote as specified in Article II. Section 2.01., excluding the challenged
166 Council member. Council's vote on the matter shall be final and will be
167 communicated in writing to the challenged Council member within ten (10) days of
168 the Council vote.

169 **Section 2.06. COUNCIL MEETINGS**

- 170 A. **REGULAR MEETINGS** — There shall be two (2) regular meetings of Council held annually.
171 These meetings may be held in person or remotely. The first shall be in association with the
172 North American Wildlife and Natural Resources Conference or at such time and place as
173 Council may select. The second shall be in association with TWS’ Annual Conference or at
174 such time and place as Council may select.
- 175 B. **SPECIAL MEETINGS** — Special Meetings of Council may be called by the President or upon
176 written request of three (3) other Council members when, in their opinion, business of
177 Council so requires. Any business may be conducted at any special meeting without such
178 business having been specified in the notice for said meeting, provided, however, that if one
179 of the purposes of a special meeting is the removal of a member of Council, then the notice
180 must state said purpose. A Special Meeting of Council, whether in person or remote, may be
181 held at such time and place as Council may select. The first meeting chaired by the newly
182 installed President, held shortly after the end of the Regular Meeting where new members
183 of Council are installed, is a Special Meeting of Council.
- 184 C. **NOTIFICATION** — The Corporate Secretary, or such person’s designee, shall give notice to
185 each Council member of each Council meeting. The notice shall state the time and place of
186 the meeting. Notice shall be effective when it is delivered personally to the Council member,
187 left at the Council member’s residence or usual place of business, or sent by facsimile or

188 email at least forty-eight (48) hours before the time of the meeting or, in the alternative, by
189 U.S. mail to the Council member's address as it shall appear on the records of TWS at least
190 seven (7) days before the time of the meeting. Notwithstanding the foregoing, a Council
191 member may waive notice of any meeting of the Council by written statement filed with the
192 Corporate Secretary, or by oral statement at any such meeting. Attendance at a meeting of
193 the Council shall also constitute a waiver of notice, except where a Council member states
194 that they are attending solely for objecting to the conduct of business on the ground that
195 the meeting was not lawfully called or convened. Any meeting of the Council may adjourn
196 from time to time to reconvene at the same or some other place, and no notice need be
197 given of any such adjourned meeting other than by general announcement.

198 D. ACTION BY COUNCIL — Unless the Articles of Incorporation, these Bylaws, or the Nonprofit
199 Code require a greater proportion, the action of a majority of Council present at a meeting
200 at which a quorum is present as specified in Section 2.06. F. of this Article when the vote is
201 taken shall constitute action of the Council. If a meeting cannot be organized because a
202 quorum has not attended, those present may adjourn the meeting until a quorum is present,
203 when any business may be transacted that may have been transacted at the meeting as
204 originally called. Action by Council without a meeting is prohibited.

205 E. ATTENDANCE — Attendance in person for all Regular Meetings is the expectation for all
206 members of Council. A member of Council who is unable to attend a Regular or Special
207 Meeting in person may participate remotely so long as all participating parties can
208 communicate in real time with other participants. Participation by telephone or video
209 conference shall constitute attendance at a meeting for purposes of determining a quorum,
210 participation in discussion, and any vote conducted. Participation by proxy is not allowed.

211 F. QUORUM — Three-quarters (3/4) of the voting members of Council shall constitute a
212 meeting quorum. If three-quarters (3/4) of the current number of voting members of Council
213 is a mixed number, the requirement to meet quorum shall be rounded up to the closest
214 whole number.

215 G. CONDUCT OF COUNCIL MEETINGS — Council shall, at all meetings in which TWS business is
216 conducted, follow parliamentary procedures as specified in Council's General Operating
217 Procedures. These procedures shall govern TWS in all cases to which they are applicable and
218 are not inconsistent with TWS Bylaws. The Vice President shall serve as Parliamentarian, and
219 provide advice on all questions related to the Articles of Incorporation and Bylaws at all
220 Council meetings.

221 **Section 2.07. COMPENSATION** — TWS shall not pay any compensation to any voting member of Council
222 for services rendered to TWS, except they may be reimbursed for expenses incurred in the performance
223 of their TWS duties in accordance with TWS' Financial and Investment Policies. A Council member who
224 serves TWS in any other capacity may receive reasonable compensation for such other services pursuant
225 to an Action by Council.

226

227 **Section 2.08. FISCAL MANAGEMENT**

- 228 A. Council is responsible for developing and implementing sound financial policies for TWS.
229 B. The CEO shall provide Council with copies of all legally required financial documents where
230 requested, and the CEO will update Council at least twice a year at their Regular Meetings
231 on the financial position of TWS.
232 C. The administration of TWS fiscal affairs shall be conducted by the CEO under the general
233 supervision and direction of Council as specified in TWS' Financial and Investment Policies.

234 **Section 2.09. COMMITTEES** — Council may establish committees to assist Council in the performance of
235 their duties. All committees and Working Groups shall provide Council a report of activities and any
236 requests for action by Council at least at each Regular Meeting of Council. Council may dissolve any
237 committee, except the Executive Committee, or Working Group.

- 238 A. Council Committees — All Council Committees shall be comprised of one (1) or more
239 members of Council and may include other TWS members. A Council liaison will be assigned
240 to each Council Committee where the Committee Chair is not a member of Council.
- 241 i. Standing Committees — Standing Committees are ongoing Council Committees with
242 duties that align along TWS programmatic lines (e.g., publications, finance,
243 membership, diversity, bylaws). Council, by action of Council, may delegate to
244 Standing Committees any of the governance powers of Council except the power to:
245 a. Elect or remove a member of Council;
246 b. Approve the dissolution, merger, or reorganization of TWS or distribution of
247 its assets;
248 c. Amend the Articles of Incorporation or Bylaws;
249 d. Approve or propose to members any action that the D.C. Nonprofit Code, the
250 Articles of Incorporation, or these Bylaws require be approved by members;
251 e. Establish or modify TWS' Annual Budget; or
252 f. Decide other such matters as Council may hereinafter determine by a
253 majority vote of Council.
- 254 ii. Special Committees — Council may establish one (1) or more, time-limited, Special
255 Committees for specific tasks as circumstances warrant. Special Committees shall
256 limit their activities to accomplishing the specific task for which they are established,
257 and shall have no power to act except as is specifically conferred by action of Council.
258 Council may not delegate any of the governance powers of Council to a Special
259 Committee that it is prohibited from delegating to Standing Committees.
- 260 iii. Executive Committee — The Executive Committee shall consist of TWS President,
261 President-Elect, Vice President, and Immediate Past-President. It is empowered to
262 take interim action on behalf of Council between meetings of Council, except that
263 said Committee shall not take any action on governance powers that Council is

264 prohibited from delegating to a Standing Committee. All interim actions of the
265 Executive Committee shall be reported to Council at the next Council meeting.

266 iv. Council Committees Rules of Procedure

267 a. Annually, the President shall appoint or reappoint the members and the Chair
268 of each Council committee except for the Executive Committee. Each Council
269 committee shall adopt rules of procedure for the conduct of the business of
270 the committee that are consistent with this Article. A majority of the
271 members of a Council committee shall constitute a quorum for the
272 transaction of business, and the act of a majority of those present at a
273 meeting at which a quorum is present shall be the act of the committee. The
274 President shall be an ex-officio non-voting member of all Council committees.
275 The members of a Council committee may conduct any meeting thereof by
276 conference telephone or similar communications equipment as specified in
277 Section 2.06. E. of this Article.

278 b. Each member of a committee shall serve until such member's successor is
279 appointed, unless: (1) the committee shall be sooner terminated; (2) such
280 member be removed from such committee, with or without cause, by the
281 President then in office; or (3) such member shall otherwise resign from such
282 committee.

283 c. All Council Committees, where Council has delegated any governance power
284 to them, shall keep meeting minutes as specified in Article III. Section 3.01. C.
285 and make said minutes part of their reports to Council.

286 B. Other Committees

287 i. Advisory Committees — Annually, the President shall appoint or reappoint members
288 and the chair, who may or may not be members of Council, to serve on Advisory
289 Committees. The Advisory Committees shall have such functions and responsibilities
290 specified by the President, provided, however, that the President may not delegate
291 any of the functions or duties of Council to any Advisory Committee except as
292 specified in Section 2.02 of this Article. Each Advisory Committee may adopt rules of
293 procedure for its business that are consistent with the procedures adopted by
294 Council.

295 ii. Working Groups — Council may charter Working Groups focused on specific
296 disciplines or issues to provide a forum for interaction among TWS members with
297 common professional interests and as a source of expert knowledge on issues
298 relevant to the Purposes of TWS. The President does not appoint members or the
299 governing board of any Working Group.

300 iii. Each Advisory Committee and Working Group shall submit a report of their activities
301 to the CEO by the deadline established by the CEO so that said report can be
302 provided to Council at each Regular Meeting of Council.

303 iv. Committee Member Compensation — TWS shall not pay any compensation to any
304 member of any committee for services rendered to TWS as such, except that a
305 member may be reimbursed for expenses incurred in the performance of their
306 duties to TWS, in accordance with the Financial and Investments Policy adopted by
307 Council. A member of a committee who serves TWS in any other capacity may
308 receive reasonable compensation for such other services pursuant to a resolution of
309 Council.

310 **ARTICLE III. CORPORATE OFFICERS**

311 **Section 3.01. CORPORATE OFFICERS** — Corporate Officers of TWS shall be a President, Secretary, and
312 Treasurer. The President and Corporate Treasurer shall be duly elected and qualified members of Council.
313 All other officers may be, but need not be, members of Council. A person may hold more than one office
314 in TWS but may not serve concurrently as President and Corporate Treasurer.

315 A. PRESIDENT — The President, when present, shall preside at all meetings of TWS and shall
316 chair Council and Executive Committee meetings. The President shall assign specific duties
317 to the President-Elect, Vice President, and Immediate Past-President; and shall perform all
318 other duties incident to this office. In the absence of the CEO, the President may temporarily
319 assume those duties. In the temporary absence of the President, or upon that person's
320 temporary inability to serve, the duties first shall be assumed by the President-Elect and then
321 by the Vice President. In the event neither can serve, the Council shall appoint a President
322 pro-tempore.

323 B. CORPORATE TREASURER — The Corporate Treasurer shall have charge of and be responsible
324 for all funds and securities of TWS. The Corporate Treasurer shall render to the President
325 and Council, whenever requested, an account of the financial condition of TWS. The
326 Corporate Treasurer shall be TWS' Immediate Past-President or, in the absence thereof, shall
327 be a member of Council appointed by action of Council.

328 C. CORPORATE SECRETARY — The Corporate Secretary shall keep the minutes of all Council
329 meetings and of any Council committees authorized and delegated any governance power
330 of Council as specified in Section 2.09. A. of this Article. The Corporate Secretary shall see
331 that all notices are duly given in accordance with provisions of the Bylaws or as required by
332 law and shall be custodian of all TWS records. The Corporate Secretary shall ensure that
333 Council's meeting agenda and summary minutes, including all major decisions of Council, are
334 placed on TWS' website in a timely manner. The Corporate Secretary shall be TWS' CEO or,
335 in the absence thereof, the Corporate Secretary shall be a voting member of Council
336 appointed by action of Council.

337 **Section 3.02. VACANCIES** — Vacancies in the office of President shall be filled as specified in Article II.
338 Section 2.04. A. Vacancies for any other Corporate Officer arising from any cause may be filled by Council
339 in accordance with provisions of these Bylaws at any Regular or Special meeting of Council.

340 **Section 3.03. CHIEF EXECUTIVE OFFICER (CEO)**

- 341 A. A CEO shall be selected by a majority vote of Council and shall serve at the pleasure of
342 Council.
- 343 B. The Executive Committee will negotiate terms of the management contract between the
344 CEO and TWS, including salary and compensation.
- 345 C. The CEO may be removed by a two-thirds (2/3) vote of Council subject to the applicable
346 provisions of the then-current CEO management contract with TWS.
- 347 D. The CEO is responsible to Council and acts with its advice and consent. The CEO shall be
348 responsible for general supervision of the business and affairs of TWS, maintain and report
349 on implementation of TWS policies, and advance TWS' Purposes and Principles.
- 350 E. If the CEO should become unable to perform assigned duties, a senior TWS staff person may
351 be appointed Acting CEO by Council.
- 352 F. The CEO shall ensure that all activities carried out by or on behalf of said individual are in
353 compliance with all applicable laws and regulations, and the terms of any agreements TWS
354 may have entered into.
- 355 G. The CEO's duties and responsibilities are as assigned in these Bylaws, TWS' General
356 Operating Procedures and Council, and as otherwise set forth in the then-current CEO
357 management contract with TWS.

358 **ARTICLE IV. MEMBERSHIP AND DUES**

359 **Section 4.01. MEMBERSHIP ELIGIBILITY AND STATUS** — TWS is a membership organization whose
360 members shall have such privileges set forth in the Nonprofit Code, the Articles of Incorporation, and
361 these Bylaws. TWS membership shall be open to all organizations and persons, regardless of age, race,
362 religion, gender, ethnicity, disability, sexual orientation, or nationality, who are interested in wildlife
363 resources, who subscribe to TWS' Purposes and Principles, and who apply for membership in accordance
364 with all procedures as established under authority of this Article. All individuals applying to become Active
365 Members must pledge upon application, and all Active Members of TWS must pledge upon renewal or
366 recertification, to uphold and conduct their professional and membership-related activities in accordance
367 with TWS' Code of Ethics.

368 **Section 4.02. MEMBERSHIP CLASSES** — TWS membership shall consist of an Active and an Affiliate class.
369 Council may establish categories within each membership class.

- 370 A. **ACTIVE MEMBER** — Individuals who pay TWS dues annually or through a special category of
371 TWS Active Membership are exempt from paying dues. Active Members have the following
372 privileges:
- 373 i. Are eligible to cast a single vote for (1) TWS Vice President, (2) TWS President-Elect
374 as specified in Article II. Section 2.04. C. and Section 2.04. F., (3) TWS President as
375 specified in Article II. Section 2.04. F., and (4) Representative in the Voting District of
376 their primary residence as indicated by their address on file with TWS;

- 377 ii. Are eligible to cast a single vote for (1) Bylaws changes, and (2) changes to annual
- 378 dues over and above that specified in Section 4.03. B. i. of this Article;
- 379 iii. Are eligible to cast a single vote to remove a member of the Executive Committee as
- 380 specified in Article II. Section 2.05. C.;
- 381 iv. Are eligible to cast a single vote to remove a Representative in the Voting District of
- 382 their primary residence as indicated by their address on file with TWS as specified in
- 383 Article II. Section 2.05. D.;
- 384 v. May serve on TWS Council and may hold a Section Office, a Chapter Office, or a
- 385 Student Chapter Office unless otherwise prohibited;
- 386 vi. May apply for and, if successful, maintain status as a Certified Wildlife Biologist or
- 387 Associate Wildlife Biologist;
- 388 vii. May be a member of a TWS Working Group; and
- 389 viii. May represent TWS' name or position officially when so appointed by Council, its
- 390 Corporate Officers, or the Executive Boards of TWS Sections and Chapters.
- 391 B. AFFILIATE MEMBER — Available to organizations, institutions, companies, or government
- 392 agencies that pay any dues required and support TWS' Purposes, and to individuals that are
- 393 not Active Members of TWS but who do pay annual dues to a TWS Section, Chapter, or
- 394 Student Chapter. Affiliate Members have none of the privileges granted to Active Members.

395 **Section 4.03. DUES**

- 396 A. ESTABLISHMENT AND PAYMENT
- 397 i. Annual dues for Active Members required to pay dues shall include at least a basic
- 398 fee for TWS operations and services and TWS' official publication of record;
- 399 ii. Affiliate Member dues are set by Council;
- 400 iii. Council may establish reduced dues membership categories and promotional
- 401 memberships;
- 402 iv. Periodicals may be selected by members for an additional fee set by Council; and
- 403 v. Dues and periodical subscriptions shall be payable annually by the member
- 404 anniversary date, dues shall be remitted to the CEO in U.S. dollars, and members
- 405 must pay their annual dues at the applicable level to remain in good standing.
- 406 B. DUES LEVELS AND MODIFICATION
- 407 i. Active Member — Council may adjust annual dues each year as part of the annual
- 408 budget setting process within limits indicated by the change in the most recent U.S.
- 409 Consumer Price Index for All Urban Consumers available, rounded to the next
- 410 highest dollar. Adjustments in annual dues in excess of that limit shall be submitted
- 411 to Active Members for approval.

412 **Section 4.04. SUSPENSION, RESIGNATION, OR TERMINATION OF MEMBERSHIP** — Active Members of
413 TWS are bound to adhere to TWS' Articles of Incorporation, Bylaws, Code of Ethics, and such other Council
414 issued policies as they relate to Active Membership.

- 415 A. FAILURE TO PAY DUES
- 416 i. An Active Member's membership and privileges are terminated if annual dues are
- 417 not paid on time as specified in Section 4.03. A. v. of this Article. Membership and
- 418 privileges shall be reinstated upon payment of annual dues for the year in which a
- 419 renewal application is made.
- 420 ii. Certified and Associate Wildlife Biologists must pay their annual dues on time as
- 421 specified in Section 4.03. A. v. of this Article, to maintain their Certification.
- 422 B. OTHER VIOLATIONS — Violation of TWS' Articles of Incorporation, Bylaws, Code of Ethics, or
- 423 other TWS policies by an Active Member or conduct on the part of any member that is
- 424 deemed by Council to be contrary to the tax-exempt Purposes and mission of TWS shall
- 425 constitute grounds for the suspension or termination of membership.
- 426 C. SUSPENSION OR TERMINATION — Except in the case of termination for failure to pay
- 427 required TWS dues, Council will provide the member who is the subject of the proposed
- 428 suspension or termination of membership with written notice via certified mail of the
- 429 proposed suspension or termination of membership, the grounds therefore, and an
- 430 opportunity to respond in writing within ten (10) days of the date said notice was received.
- 431 Council will then consider the matter and any written submission of the member and vote
- 432 on the matter of suspension or termination of membership. A majority vote of Council shall
- 433 be required for suspension or termination of membership. Council will advise the member
- 434 of their decision.
- 435 D. RESIGNATION — An Active or Affiliate Member of TWS may resign from the organization at
- 436 any time. Such resignation shall be in writing or via electronic conveyance, addressed to the
- 437 CEO, and shall be effective upon receipt by the CEO. Such resignation shall not relieve the
- 438 resigning member of the obligation to pay any dues, assessments, or other charges accruing
- 439 and unpaid prior to the submission of the resignation. No refund of dues will be made.

440 **Section 4.05. ACTIVE MEMBER MEETINGS**

- 441 A. Annual Meeting — An Annual Meeting of Active Members shall take place no more than six
- 442 (6) months after the end of TWS' fiscal year.
- 443 B. Special Meetings — The President or Council may call a Special Meeting of Active Members
- 444 at any time. Twenty-five (25) percent of the Active Members may also call a Special Meeting
- 445 by signing a petition requesting such a meeting and submitting said petition to the CEO. The
- 446 petition shall set forth the purpose of the meeting. Active Members may only petition to
- 447 remove a member of the Executive Committee as specified in Article II. Section 2.05. C. Active
- 448 Members may only petition to remove a Representative as specified in Article II. Section
- 449 2.05. D.
- 450 C. Meeting Date, Time, and Location — The President will designate the specific date, time, and
- 451 location of any meeting of Active Members, which need not be held in the District of
- 452 Columbia. If a Special Meeting of Active Members is called by Active Members as described
- 453 in paragraph B of this Section, the President shall designate the date for said meeting within

454 sixty (60) days of receipt of a valid petition by the CEO. Active Member meetings may be held
455 in person, by means of internet, or other electronic communications technology in a fashion
456 pursuant to which the Active Members have the opportunity to read or hear the proceedings
457 substantially concurrently with their occurrence, vote on matters submitted to the Active
458 Members, pose questions, and make comments or some combination of in-person and
459 electronic communications technology. Only business within the purposes described in the
460 meeting notice may be conducted at any meeting of Active Members.

461 D. Record Date — The record date shall be the date TWS determines who is an Active Member
462 and eligible to vote at any meeting of Active Members. The record date for the Annual
463 Meeting shall be the day before the first notice is given to Active Members. The record date
464 for a Special Meeting called by the President or Council shall be the day before first notice is
465 given to Active Members. The record date for a Special Meeting called by Active Members
466 shall be the date the first Active Member signs the petition. The determination of who is an
467 Active Member eligible to vote shall be made by TWS as of the close of business on the record
468 date.

469 E. Notice of Meetings — The Corporate Secretary or designee shall give notice of the date, time,
470 and location of each Annual or Special Meeting to Active Members entitled to vote. Notice
471 of an Annual or Special Meeting shall include a description of the purpose(s) for which the
472 meeting is called.

473 i. Due notice of this meeting shall be given to those Active Members that have
474 consented to receive notice electronically at least twenty-five (25) days in advance
475 of the meeting date through TWS' official publication of record or other electronic
476 means. It is the member's responsibility to ensure that the email address they have
477 on file with TWS is valid.

478 ii. Active Members that do not consent to receive notices electronically will be mailed
479 a hard copy notice postmarked at least thirty (30) days in advance of the meeting
480 date. It is the member's responsibility to ensure that the postal address they have
481 on file with TWS is valid.

482 iii. Notwithstanding Section 4.05 E. i. and ii. of this Article, an Active Member may waive
483 notice of any meeting of Active Members by written statement filed with TWS'
484 Corporate Secretary or by oral statement at any such meeting. Attendance at a
485 meeting of Active Members shall also constitute a waiver of notice, except where a
486 member states that they are attending solely for objecting to the conduct of business
487 because the meeting was not lawfully called or convened.

488 F. Meeting Conduct

489 i. The President shall preside at any Active Member meeting as Chair. The President
490 shall determine the order of business and has the authority to establish rules for the
491 conduct of the meeting so long as such rules are fair to Active Members. At the
492 meeting, the President shall announce when the polls close for each matter voted
493 upon by Active Members. After the polls close, no ballots or votes, nor any otherwise

- 494 permissible revocations or changes to an Active Member's vote, may be accepted.
495 Voting by proxy is prohibited. There shall be no cumulative voting.
- 496 ii. The Vice President shall serve as Parliamentarian as specified in Article II. Section
497 2.06. G., and provide advice on all questions related to the Articles of Incorporation
498 and Bylaws at all Active Member meetings.
- 499 iii. After fixing the record date, TWS shall prepare an alphabetized list of Active
500 Members that are entitled to notice of the meeting, including the Section where they
501 reside, available for inspection in accordance with the Nonprofit Code. An Active
502 Member is entitled to copy the list during regular business hours and at their
503 expense during the period beginning two (2) business days after notice of the
504 meeting is given for which the list was prepared and continuing through the meeting.
- 505 iv. Except as otherwise provided in the Nonprofit Code, the Articles of Incorporation, or
506 these Bylaws, if a quorum exists, action on a matter is approved if the votes cast
507 favoring the action exceed the votes cast opposing the action.
- 508 G. Quorum — A quorum at any Active Member meeting shall be ten (10) percent of TWS
509 Active Members.
- 510 H. Additional procedures for conducting the Active Member Meeting are as specified in
511 Council's General Operating Procedures.

512 **ARTICLE V. COUNCIL ELECTIONS AND OTHER BALLOTING**

513 **Section 5.01. NOMINATION OF CANDIDATES AS OFFICERS AND REPRESENTATIVES**

- 514 A. The President shall annually appoint a Nominating Committee, consisting of one (1) Active
515 Member per Section.
- 516 i. The Nominating Committee shall submit to the CEO the names of two (2) Active
517 Members in good standing as nominees for Vice President.
- 518 ii. If necessary, as specified in Article II. Section 2.04. C., the Nominating Committee
519 shall also submit to the CEO two (2) other Active Members in good standing as
520 nominees for President-Elect.
- 521 iii. If necessary, as specified in Article II. Section 2.04. F., the Nominating Committee
522 shall also submit to the CEO two (2) other Active Members in good standing as
523 nominees for President-Elect and two (2) other Active Members in good standing as
524 nominees for President.
- 525 iv. The Nominating Committee shall submit to the CEO the names of two (2) Active
526 Members in good standing that reside in the appropriate Voting District as nominees
527 for Representative from those Voting Districts where the Representatives' terms
528 shall expire that year. Elections for Representatives shall be staggered so that
529 approximately one third (1/3) of the Representatives shall be nominated and elected
530 each year. No nominee for Vice President or President-Elect shall be nominated for
531 Representative in the same election. Nominations shall be provided to the

532 Nominating Committee by the respective Section Executive Board/Committee, or, in
533 the absence thereof, the Nominating Committee may submit its own nominees.

534 **Section 5.02. ACTION BY BALLOT**

- 535 A. The record date for determining Active Members entitled to notice and to vote by ballot is
536 the day before first notice is given to Active Members.
- 537 B. Actions by ballot may be undertaken if TWS delivers a ballot to every Active Member that is
538 an Active Member on the record date and entitled to vote on the matter. The ballot must be
539 in writing or in an electronic form that may be reduced to a tangible medium. The ballot
540 must set forth each proposed action and provide Active Members with the opportunity to
541 vote for, withhold a vote for, or vote against each proposed action and candidate. Solicitation
542 for votes by ballot must indicate the number of responses needed to meet the quorum
543 requirements other than election of members of Council, which do not have a quorum
544 requirement; state the percentage of approvals necessary to approve each matter; and
545 specify the time by which a ballot must be received by TWS in order to be counted. Once
546 cast, a vote by ballot may not be changed or revoked.
- 547 C. Each year via action by ballot, Active Members shall elect a Vice President. On occasion
548 Active Members shall also elect a President-Elect as specified in Article II. Section 2.04. C., or
549 a President-Elect and a President as specified in Article II. Section 2.04. F. In Voting Districts
550 where the current Representative's term shall expire in the current year, Active Members
551 residing in the Voting District via action by ballot shall elect a Representative. In the event of
552 a tie for any office specified in this paragraph, the selection of one (1) of the two (2)
553 candidates on the ballot shall be made by a majority vote of Council.
- 554 D. Other issues requiring a vote of Active Members may be put to Active Members via action
555 by ballot or at TWS' Active Member Meeting.
- 556 E. Actions by ballot requiring a vote of Active Members intended to elect or remove any
557 member of Council shall be determined by a majority vote of Active Members that vote.
- 558 F. For all other actions by ballot requiring a vote of Active Members, results shall be deemed
559 valid only if the number of votes cast by ballot equals or exceeds the quorum required to be
560 present at an Active Member Meeting authorizing the action. Once the number of votes cast
561 by ballot equals or exceeds the quorum requirement, results shall be determined by a
562 majority vote of Active Members that vote.

563 **ARTICLE VI. TWS VOTING DISTRICTS AND ORGANIZATION UNITS**

564 **Section 6.01. VOTING DISTRICTS** — Active Membership is organized into Voting Districts, whose sole
565 purpose is to provide a geographic basis for the election of Representatives to Council. In accordance with
566 its General Operating Procedures, Council may change geographic boundaries or the numbers of Voting
567 Districts to maintain equitable representation and efficient management of TWS affairs. A TWS Section,
568 Chapter, or group of members may petition Council to consider changes.

569 **Section 6.02. TWS ORGANIZATION UNITS**

- 570 A. TWS Organization Units include Sections and Chapters.
- 571 i. Sections may be authorized by Council in accordance with procedures established
- 572 by Council. A Section is a TWS organization unit with its own bylaws, board of
- 573 directors, and financial interests, whether incorporated or not, that is affiliated with
- 574 TWS and is composed of wildlife professionals and conservationists of one (1) or
- 575 more nations whose Purposes and Code of Ethics conform to those of TWS.
- 576 ii. Chapters may be authorized by Council in accordance with procedures established
- 577 by Council. A Chapter is a TWS organization unit with its own bylaws, board of
- 578 directors, and financial interests, whether incorporated or not, that is affiliated with
- 579 TWS and is composed of wildlife professionals and conservationists of one (1) or
- 580 more nations whose Purposes and Code of Ethics conform to those of TWS. Chapters
- 581 may be formed at the state, provincial, local, or student level to provide member-
- 582 oriented activities at local levels.

583 **ARTICLE VII. RESOLUTIONS AND PUBLIC STATEMENTS**

584 **Section 7.01. COUNCIL** — Council may formulate and issue public statements expressing the position of

585 TWS on matters of concern to the public and TWS members.

586 **Section 7.02. SECTIONS, CHAPTERS, AND WORKING GROUPS** — Sections, Chapters, and Working Groups

587 are authorized to issue statements pertaining to subjects in their locale or subject area (1) when the

588 content of the statement falls within the established policy of TWS, and (2) in the absence of existing TWS

589 position statements. They shall not issue statements in conflict with TWS policy without first obtaining

590 Council’s written approval. Statements in conflict with TWS policy submitted to Council for adoption must

591 be approved or rejected by Council within ninety (90) days of receipt at TWS’ principal office. Council will

592 promptly advise the organization unit of its decision, including the reasons for rejection, if any.

593 **ARTICLE VIII. PUBLICATIONS, COMMUNICATIONS, AND INFORMATION RESOURCES**

594 **Section 8.01. OFFICIAL PUBLICATION OF RECORD** — TWS Council may, at its discretion, designate an

595 official TWS Publication of Record.

596 **Section 8.02. SERIAL PUBLICATIONS** — TWS shall issue serial or periodical publications to further its

597 Purposes.

598 **Section 8.03. OTHER PUBLICATIONS** — TWS may publish non-periodical literature such as books, technical

599 reports, manuals, and pamphlets.

600 **Section 8.04. COMMUNICATIONS AND INFORMATION RESOURCES** — TWS may use any other

601 communications and information resources to advance its Purposes. TWS shall maintain all

602 communication and information outlets so that they are effective, current, and comprehensive to meet
603 TWS member needs in research, management, education, policy, and outreach.

604 **Section 8.05. OVERSIGHT** — Council has oversight over all TWS publications, communications, and
605 information resources. Editors in Chief shall serve at the pleasure of Council.

606 **ARTICLE IX. OFFICES AND REGISTERED AGENT**

607 **Section 9.01. OFFICES** — The principal office of TWS shall be located inside or outside the District of
608 Columbia at such place as Council shall from time to time designate. TWS may maintain additional offices
609 at such other places as appropriate.

610 **Section 9.02. REGISTERED AGENT** — TWS shall designate a qualified person or entity to serve as its
611 registered agent for the District of Columbia and any other jurisdiction in which TWS has a physical
612 business presence. Council may change the registered agent from time to time.

613 **ARTICLE X. BYLAWS AND GENERAL OPERATING PROCEDURES**

614 **Section 10.01. ORIGIN** — The Articles of Incorporation and these Bylaws shall constitute legally operative
615 documents for TWS. All other TWS policies and procedures must be in compliance with them and
616 consistent with the tax-exempt Purposes of TWS.

617 **Section 10.02. AMENDMENTS OR REVISIONS TO BYLAWS** — Proposed amendments or revisions to these
618 Bylaws may be submitted to a vote of Active Members by written petition of five (5) percent of Active
619 Members submitted to Council, or by a majority vote of Council. Amendments or revisions proposed by
620 Council shall be submitted to Active Members for action by ballot.

621 **Section 10.03. GENERAL OPERATING PROCEDURES** — General Operating Procedures (Procedures) shall
622 be established by Council to facilitate the conduct of TWS meetings and business. They may be suspended
623 or amended as follows:

- 624 A. Procedures may be amended by a majority vote of Council.
625 B. Procedures may be suspended by a two-thirds (2/3) majority vote of Council. Suspension of
626 procedures occurs on a case-by-case basis and the suspension ends once action on the
627 specific topic ends at the current meeting. Suspension of procedures, including the reason
628 why, shall be recorded in the meeting minutes.

629 **ARTICLE XI. INDEMNIFICATION, INSURANCE, AND LIABILITY STATEMENT**

630 **Section 11.01. INDEMNIFICATION AND INSURANCE** — To the extent permitted by law and not in excess
631 of the applicable and available insurance, TWS shall indemnify any current or former Council Member,
632 CEO, or committee member for costs and expenses, including judgments, incurred in connection with the
633 defense of any action, suit, or proceeding in which they were made a party by reason of having been a
634 Council Member, CEO, or committee member of TWS, except in relation to matters which they shall be

635 adjudged in such action, suit, or proceeding to be liable for criminal activities, willful misconduct, or gross
636 negligence in the performance of their duties, subject to any limitations of the laws of the District of
637 Columbia. Expenses incurred in defending any action, suit, or proceeding may be paid by TWS in advance
638 of the final disposition of such action, suit, or proceeding upon receipt of agreement by the Council
639 Member, CEO, or committee member to repay such amount if it shall be ultimately determined that they
640 are not entitled to be indemnified under this Article. In addition, TWS is authorized to purchase all
641 reasonable and necessary insurance, including Council Members and CEOs liability insurance coverage.

642 **Section 11.02. LIABILITY STATEMENT** — No action or public statement/position undertaken by any
643 Council-approved Section, Chapter, Standing, Special or Advisory Committee, or TWS chartered Working
644 Group shall be binding upon or impose liability upon TWS unless such action has been previously
645 considered and approved by Council in a manner consistent with these Bylaws, TWS Articles of
646 Incorporation, or as otherwise required by law.

647 **ARTICLE XII. MISCELLANEOUS**

648 **Section 12.01. MAINTENANCE OF TAX EXEMPT STATUS** — TWS shall not carry on any activities not
649 permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3)
650 of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal
651 Revenue Law); or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2),
652 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any
653 future United States Internal Revenue Law).

654 **Section 12.02. CORPORATE SEAL** — Council shall provide a suitable seal, bearing TWS' name, which shall
655 be in the charge of the Corporate Secretary. The Council may authorize one or more duplicate seals and
656 provide for the custody thereof. If TWS is required to place its corporate seal to a document, it is sufficient
657 to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word
658 "Seal" adjacent to the signature of the person authorized to sign the document on behalf of TWS.

659 **Section 12.03. VOTING UPON SHARES IN OTHER CORPORATIONS** — The President, Corporate Treasurer,
660 CEO, or a proxy appointed by any of them may vote stock of other corporations or associations, registered
661 in the name of TWS. The Council, however, may appoint by resolution some other person to vote such
662 shares, in which case such person shall be entitled to vote such shares upon the production of a certified
663 copy of such resolution.

664 **Section 12.04. EXECUTION OF DOCUMENTS** — A person who holds more than one (1) office in TWS may
665 not act in more than one (1) capacity to execute, acknowledge, or verify an instrument required by law to
666 be executed, acknowledged, or verified by more than one (1) officer.

667 **Section 12.05. FINANCIAL INSTRUMENTS** — All checks, drafts, and orders for the payment of money,
668 notes, and other evidences of indebtedness, issued in the name of TWS, shall, unless otherwise provided
669 by resolution of the Council, including any banking resolution, be signed or authorized by either the CEO,
670 the Corporate Treasurer, or the President, or by the designees of either the CEO, the Corporate Treasurer,

671 or the President, provided, however, that each designee shall be approved in advance by the Council,
672 which may impose additional limitations on such re-delegated authority.

673

ARTICLE XIII. DISSOLUTION

674 **Section 13.01. DISSOLUTION** — In the case of dissolution of TWS, Council shall authorize the payment of
675 all TWS indebtedness, and arrange for the transfer of any remaining net assets of the corporation to such
676 organization or organizations as the Council may select, which are organized and operated exclusively for
677 purposes that would qualify for an exemption under Section 501(c)(3) of the Internal Revenue Code, as
678 amended, or the corresponding sections of any future federal tax code, provided however, that in no way
679 shall such distribution inure to the financial benefit of any member, director, officer, contributor, or any
680 private individual.

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