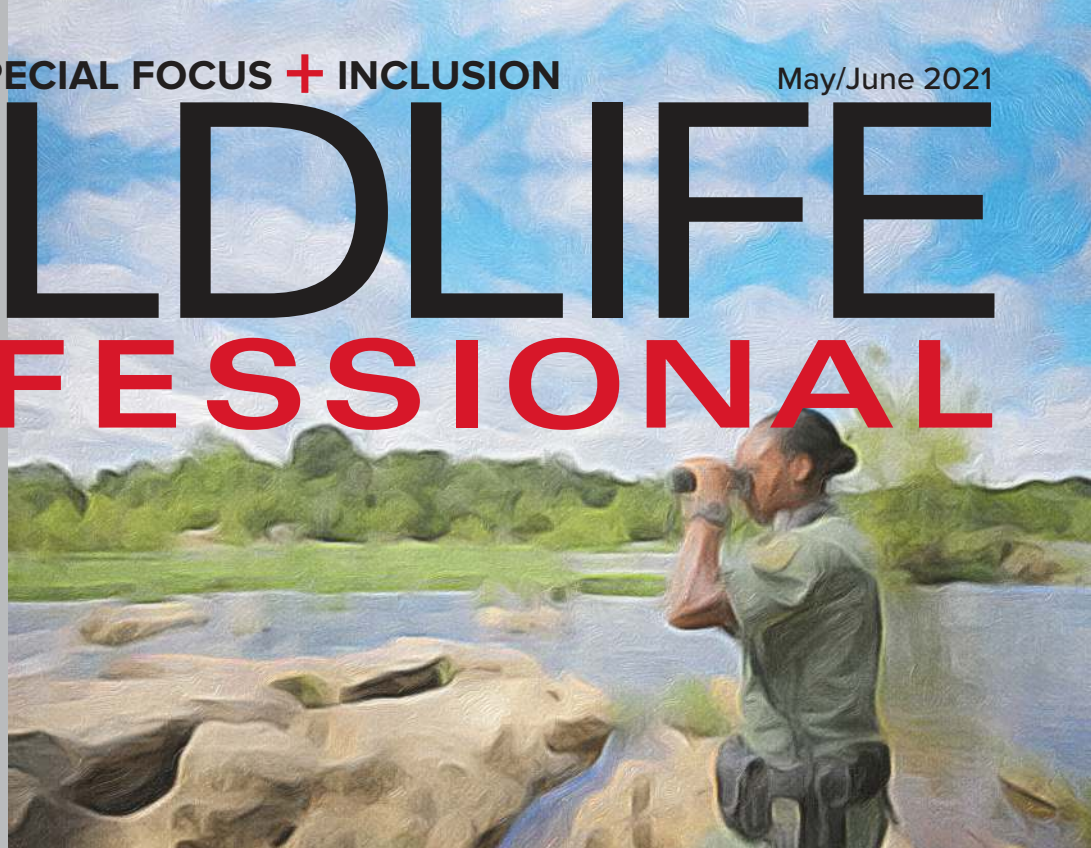
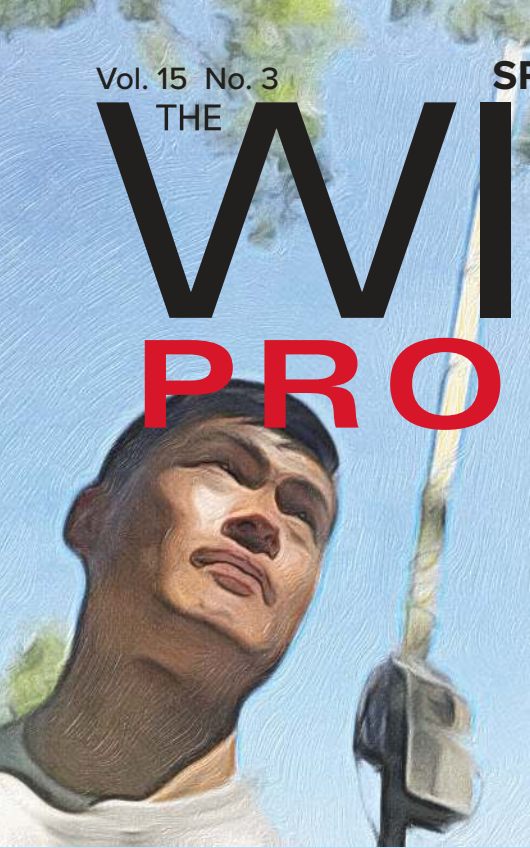


Vol. 15 No. 3

SPECIAL FOCUS + INCLUSION

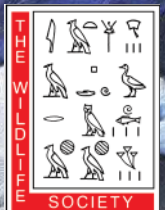
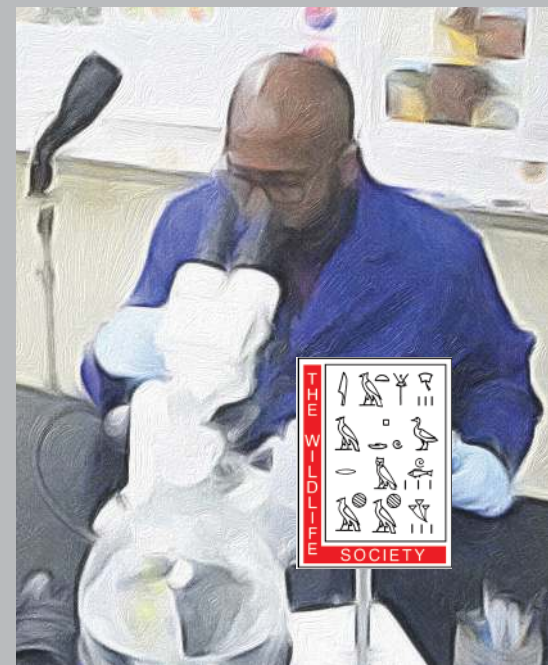
May/June 2021

THE WILDLIFE PROFESSIONAL



Diversity in the Field

The push for diversity,
equity and inclusion in
the wildlife profession



What's the Big Deal about Bylaws?

COUNCIL PROPOSES SIGNIFICANT REVISIONS TO THE WILDLIFE SOCIETY'S GOVERNING DOCUMENT

By The Wildlife Society Council Bylaws Subcommittee Members

What could be better than an article about The Wildlife Society's bylaws! While we suspect many of you likely view the topic of bylaws as something akin to a sleeping aid, our Society's bylaws are incredibly important to the governance of TWS — and therefore to each member — and we encourage you to read on about some important changes to the bylaws that have been proposed by The Wildlife Society Council.

Bylaws not only capture the nuts and bolts of how TWS is governed, they also attempt to capture our aspirations of what TWS — as our professional scientific and educational society — should be. And they remind us, through the [Code of Ethics](#), of what our responsibilities are as members of TWS and the wildlife profession.

TWS members will need to vote to accept the proposed bylaws. Members will have the opportunity to vote on the bylaws and new members of Council starting on June 1. The proposed bylaws have been forwarded to members by Council and must be approved by TWS members in order to take effect. In the view of Council, these changes will help ensure our Society has a solid foundation for delivering member benefits and pursuing our mission into the future.

Governing the Society

Bylaws are a key part of the legal structure that defines and governs the Society — impacting our ability to deliver member benefits, ensure members' voices are heard and advance our science-based wildlife conservation mission. Three elements form the governance of TWS: articles of incorporation, the Nonprofit Corporation Act of 2010 in the Code of the District of Columbia (Nonprofit Code) and bylaws.

The Wildlife Society's articles of incorporation establish a legal identity for the organization, providing a formal name and identifying the purposes for which our nonprofit corporation was organized.

The Wildlife Society was incorporated in Washington, D.C. in 1948. As such, we are legally bound to provisions of the Nonprofit Code. The Nonprofit Code grants wide latitude to member organizations, like TWS, to govern themselves in a way that works best for the organization, as long as certain baseline requirements are met.

Bylaws provide the most detailed level of governance for the Society. Where the articles of incorporation define our purposes, the bylaws define, broadly, how we will function. They represent the foundation that guides the organization and include core governance principles (e.g., number of officers, directors and terms) and establish an operational framework (e.g., meetings, committees, dues and elections) for the Society.

The time for revision is now

TWS' bylaws have frequently had minor amendments in recent years, but they have not undergone a comprehensive review and revision since the 1950s. A revision is periodically prudent for two reasons. First, it ensures that the bylaws still meet the needs of TWS. Second, it ensures that the provisions of our bylaws are consistent with the law.

TWS adopted its first set of bylaws in 1938 ([JWM 1938](#)). Our current [bylaws](#) were last amended by a vote of TWS members in July 2019. From 1938 to 1957, TWS operated under a document called "Constitution and Bylaws." TWS' incorporation in 1948 effectively made the constitution portion of our governance document redundant to our articles of incorporation — thus, that portion was dropped in 1957. An excellent overview of how TWS' bylaws changed during our first 50 years can be found in the *Wildlife Society Bulletin* ([MacDonald 1987](#)).

A couple of challenges with our current bylaws had been noticed by TWS Council, staff and members over the past several years, necessitating a thorough review of their contents.



In 2019, President Gary White charged the Council Bylaws Subcommittee to review and revise the bylaws. The committee was to ensure our bylaws were consistent with our articles of incorporation and the Nonprofit Code, clarified the use of terminology, addressed critical governance issues and were streamlined to ensure clarity and appropriate application to the Society's governance and operations.

Addressing the issues

Our subcommittee worked for the past two years to implement the president's charge and provide a comprehensive review and revision of current bylaws. We did not develop these proposed bylaws in a vacuum. We strove to ensure that language in the proposed revision is consistent with the Nonprofit Code and written in plain language while maintaining an organization that members still recognize as TWS. We sought legal advice and broader input from Council on three different occasions.

In November 2020, a working draft of revised bylaws was sent to TWS section and chapter presidents, working group chairs, TWS past presidents and Aldo Leopold Memorial Award winners, requesting their review and comment. We knew it was important that TWS leaders outside the subcommittee and Council take a fresh look at our work and let us know what they thought. We reviewed each comment received in detail, responded to each comment and modified our draft based on that input. We also held two video webinar sessions, inviting section presidents and others who had previously commented, so that we could provide an overview of our work and hear any additional comments or questions.

Council conducted its final review of the subcommittee's work at the March 2021 meeting and approved submitting proposed bylaws to a vote of TWS members during the summer 2021 ballot.

The proposed bylaws, which members will vote on in June, include framework improvements to the document, major corrective changes to improve the future operations of the Society and minor language changes. Details on these changes are available at wildlife.org/proposed-bylaws.

Minor wording changes

Council made many minor language changes throughout the proposed bylaws. One example is found in Article II Section 2.02.C. of the proposed bylaws, which discusses the duties of Council. In Item v. of that section, the word "salaries" was eliminated based on the advice of TWS' legal counsel. Council retains

the ability to "approve personnel employment policies and practices for TWS staff." In practical terms, Council will still control TWS staff salaries as part of their annual budget review and approval process.

Framework improvements

Improvements to the framework of our bylaws will enhance the clarity and application of various provisions in both the bylaws and TWS' articles of incorporation.

Article I of the current bylaws includes items labeled "Mission" (Section 2) and "Objectives" (Section 3). These two sections are a combination of language from TWS' articles of incorporation and other language added over the years. Proposed bylaws place the language from TWS' articles of incorporation, as modified in current bylaws and through this process, under Section 1.02 "Purposes."

The word "purpose" has specific meaning related to TWS' nonprofit status. A new Section 1.03 "Principles" was added to capture other language in Article I of current Bylaws with two new principles proposed. The first commits TWS to encourage the teaching of wildlife science and management at colleges and universities and to the continuing education and development of wildlife professionals. The second commits TWS to work to "promote and enhance human diversity within the wildlife profession and TWS." Both proposed principles would codify important ongoing TWS initiatives.

Major corrective changes

Some major changes were made to the bylaws that will ensure our bylaws are in alignment with the nonprofit code for Washington D.C. and other legal requirements, and to empower our Society and its chapter, sections, student chapters and working groups to better pursue our shared mission.

To better align with the Nonprofit Code, Section 2.05 of the proposed bylaws provides much greater detail on how a member of Council may be removed by TWS members or by Council. The Nonprofit Code provides members specific rights over and above those described in current bylaws (Article VI, Sec. 6). Section 2.05 of the proposed bylaws lists what constitutes "cause" for removal, according to the Nonprofit Code, and adds two others — a TWS Code of Ethics violation (from the current bylaws) and conduct contrary to the best interests of TWS.

The language in the current bylaws related to working groups leaves them in an untenable position



relative to current banking and tax laws as well as group identity and other requirements included in federal law. The result is that some working groups have not been able to obtain or transfer a bank account because their legal identity and affiliation structure with TWS under the requirements of these laws is unclear. Others have had their bank accounts revoked for the same reasons. Council developed language in the proposed bylaws that makes working groups a special category of TWS committees (see Section 2.09 B). TWS staff will work with working groups on an as-needed basis to develop a fiscal sponsor relationship to address banking and tax issues.

The current bylaws use the one term “section” to define two very different functions within TWS. One is an operating subdivision of TWS and the other is a geographic unit of TWS.

The operating subdivision use of the term “section” is commonly understood (e.g., “I am a member of the Western Section”). In this use of the term, these operating subdivisions have their own independent memberships, assets, board, budget, bylaws, elections and meetings.

The geographic unit use of the term “section” divides all TWS members into regions solely for the purposes of Council elections. While a TWS member may be a member of multiple “sections” in the operating subdivision use of the term, the individual may only vote for one geographically based “section” representative to Council.

The two different meanings for the term “section” have been clarified in the proposed bylaws by using two different, independent terms (see Article VI). The first is “section,” limited to the operating subdivision definition. The second is “voting district,” used solely to indicate geographic units for purposes of electing representatives to Council.

Separating these terms allows TWS to more clearly chart the functional relationships between all elements of the Society so that future members and Councils can make informed governance decisions while minimizing potential sources of conflict or misunderstanding.

Operational guidelines

Bylaws are a foundational document addressing governance issues, and they tend to change infrequently. In recent years, Council has submitted frequent bylaws amendments to TWS members for their

consideration. Most of those amendments addressed procedural issues. For example, Council recently asked membership to vote on a bylaws amendment to make Council’s spring meeting a regular meeting. This simple change was made in order to allow Council to approve meeting minutes twice a year rather than once. In another example, membership was asked to vote to change the date when the nominating committee must submit candidate names for the office of TWS vice president to the executive director. This date is set in the current bylaws at March 1. If there were a future need to change that date, then a bylaws amendment would need to be submitted to members for a vote.

As part of the proposed bylaws, Council has removed these operational aspects and proposes moving them to a Council-controlled manual of general operating procedures. Moving procedural items out of the bylaws would allow Council to more nimbly address the administrative needs of TWS. Bylaws would retain foundational language that can be changed only through a vote of the members. Language related to this proposed change can be found in Article X of the proposed bylaws.

Members will decide

Council has conducted a comprehensive review of the current bylaws and produced proposed bylaws designed to meet legal and contemporary needs of The Wildlife Society. As part of its work, a number of serious structural problems within the current bylaws were addressed, bylaws were reorganized for ease of use, procedural elements were moved out of the bylaws and the purposes and principles sections were updated to include additional forward-looking language.

We encourage you to thoughtfully consider the proposed bylaws and then, please, cast your vote. ■

TWS Elections Open on June 1!

The Wildlife Society’s 2021 ballot will include an opportunity to vote on vice president candidates and Council Representatives from the Canadian, Southwestern and Southeastern districts. The ballot will also include proposed bylaws. Check out wildlife.org for information on the candidates and wildlife.org/proposed-bylaws to review the proposed bylaws.

Electronic ballots will be sent to each member on June 1. Ballots must be submitted by June 30.

The Wildlife Society Council

Bylaws Subcommittee Members

Bob Lanka, Chair; Harriet Allen; Gordon Batcheller; Cameron Kovach; Evelyn Merrill; Andrea Orabona; Kelley Stewart; and Don Yasuda