

**BY-LAWS OF THE RENEWABLE ENERGY WORKING GROUP
OF THE WILDLIFE SOCIETY, INC.**

Amended and Approved: December 1, 2021

Organized: March 24, 2013

ARTICLE I. NAME, SCOPE, AND AFFILIATION

Section 1. NAME - The name of this organization shall be the Renewable Energy Working Group of The Wildlife Society, hereinafter referred to as The Working Group.

Section 2. SCOPE - The Working Group shall have as its scope the facilitated synthesis and dissemination of scientific information promoting responsible development of renewable energy that minimizes impacts to wildlife through the siting, project design, construction, operation, and decommissioning stages. Emphasis will be on programmatic-level issues as opposed to project-specific. Such information will be made available to all interested parties, including, but not limited to, members of The Wildlife Society, Inc. (Hereinafter, The Wildlife Society, Inc.¹ may be referred to as The Wildlife Society or the Society), renewable energy developers and operators, electric utilities and transmission companies, resource agencies, regulators, academia, policy makers, consultants and private industry, environmental non-governmental organizations, and the public.

Section 3. AFFILIATION - The Working Group shall conform to the Bylaws, Code of Ethics, goals, objectives, policies, and positions adopted by The Wildlife Society (see: <https://wildlife.org/operations-and-finance/>).

ARTICLE II. GOALS AND OBJECTIVES

Section 1. GOALS - Consistent with the goals of The Wildlife Society, the goals of the Working Group are to:

1. Facilitate communication and exchange of information among members of The Wildlife Society interested in renewable energy development and operation including, but not limited to solar, wind, biomass, hydro, tidal, geothermal, and associated transmission infrastructure.

¹Incorporated in 1948 under the laws of the District of Columbia.

2. Improve scientific knowledge and technical capabilities of wildlife professionals to support responsible renewable energy development and operation through mitigation (avoidance, minimization, and compensation) of potential wildlife impacts occurring during the siting, project design, construction, operational, and decommissioning stages.
3. Collaborate with all sectors interested in wildlife protection and responsible renewable energy development and operation including, but not limited to, renewable energy developers and operators, electric utilities and transmission companies, resource agencies, regulators, academia, policy makers, consultants and private industry, environmental non-governmental organizations, and the public to promote new or improve existing best management practices.

Section 2. OBJECTIVES - To aid in the achievement of these goals, the Working Group proposes to:

1. Promote regular communication among members of The Wildlife Society interested in risk and impact assessment, and mitigation of impacts of renewable energy development on wildlife and their associated habitats through meetings, symposia, workshops, newsletters, specialty publications, and other means.
2. Promote membership in The Wildlife Society to wildlife professionals who are involved with or interested in wildlife conservation and responsible renewable energy development and operation.
3. Develop programmatic recommendations to The Wildlife Society Council relative to potential and known impacts of renewable energy development and operation on wildlife and associated habitats.
4. Develop draft technical reviews, position statements, and other materials on the impacts of renewable energy on wildlife and their habitats on a programmatic level.
5. Provide information and technical assistance to members of The Wildlife Society related to identification, assessment, and mitigation of impacts of renewable energy on wildlife and their habitats.
6. Provide information and technical assistance to renewable energy developers and operators, electric utilities and transmission companies, resource agencies, regulators, academia, policy makers, consultants and

private industry, and environmental non-governmental organizations; in addition to interested laypeople or media such as the general public, journalists, or other media, about impacts of renewable energy development and operation on wildlife, and best management practices to mitigate those impacts.

7. Communicate, coordinate, and collaborate with other organizations and agencies undertaking similar efforts addressing impacts of renewable energy development and operation on wildlife, and potential mitigation of those impacts.

ARTICLE III. MEMBERSHIP

Section 1. MEMBER - Membership in the Working Group shall be available to any member of The Wildlife Society with an interest in renewable energy development and operation, including, but not limited to solar, wind, biomass, hydro, tidal, and geothermal energy development, and associated transmission infrastructure. Working Group membership shall be available only to members of The Wildlife Society.

Section 2. CHARTER MEMBER - Members in good standing on the membership rolls as of March 24, 2013, shall be considered charter members.

Section 3. DUES - Annual dues shall be payable by each member of the Working Group to The Wildlife Society headquarters. Annual dues shall not be less than \$5.00 per year and may be increased by majority vote of the Working Group members. Members who have not paid their Wildlife Society dues shall lose their membership in the Working Group. The Society shall retain a minimum of \$1.00 of the dues paid by each member of the Working Group to partially defray expenses associated with collecting dues, maintaining membership lists, providing mailing labels, and other administrative assistance. The remaining portion of each Working Group member's dues shall be distributed to the Working Group.

ARTICLE IV. ELECTIONS, OFFICERS, AND EXECUTIVE BOARD

Section 1. NOMINATIONS - The Operations Committee shall nominate a slate of two candidates for each of the elective Officer positions, namely: Chair, Chair-elect, Secretary, and Treasurer. Additionally, the Committee shall nominate a slate of

six candidates for three, additional At-Large Board Members, from the Working Group membership. When no duly elected Chair-elect exists to assume the position of Chair, at least two candidates for Chair also shall be nominated. The At-Large Board Members will serve staggered terms to facilitate the transfer of institutional knowledge.

CLAUSE A. Nominees must consent to becoming a candidate.

CLAUSE B. The slate of nominees shall be submitted to the membership of the Working Group at least 30 days prior to the election.

CLAUSE C. Additional nominees may be added to the slate prepared by the Operations Committee upon the signed support of six or more Working Group members, provided that Clause A is followed.

CLAUSE D. A member shall not be a nominee for more than one elective position at a time within the Working Group and may serve in only one position at a time within the Working Group.

CLAUSE E. For elective positions other than the successional positions of Chair, Chair-elect, and Past Chair, a member may be elected for up to two consecutive terms in the same elective position.

Section 2. **BALLOTING** - Balloting shall occur by mail *or* by electronic balloting prior to the annual business meeting *or* at the annual business meeting *or* any combination of these methods. For ballot counting purposes, the Working Group Chair shall appoint a replacement for any member of the Nominating and Elections Committee who has been nominated for an elective position.

CLAUSE A. Ballots should only go to paid WG members as represented by current monthly registration lists maintained by TWS; Members in arrears shall forfeit their rights to vote during the period of their delinquency.

CLAUSE B. Summary tallies of electronic balloting will be certified by the Operations Committee.

CLAUSE C. The candidate receiving the largest number of votes on the ballot shall be declared elected. In the event of a tie, a run-off election would be conducted with the two candidates with equal numbers of the most votes.

Section 3. **OFFICERS** - Officers of the Working Group shall consist of a Chair, Chair-elect, Secretary, Treasurer, and Past Chair. Their duties are:

CLAUSE A. **CHAIR** - The Chair shall have general supervisory responsibility for the Executive Board: 1) shall preside at all meetings of the Executive

Board and membership; 2) shall appoint, with the advice of the Executive Board, chairs of all standing and special committees except the Operations Committee; and 3) shall be an *ex officio* member of all committees, except the Operations Committee; and 4) shall prepare and distribute agendas for each meeting. The Chair may represent the Working Group or appoint alternate representatives to other Working Groups, Chapters, Sections, or The Wildlife Society boards, committees, or meetings, including The Wildlife Society Council. The Chair shall be responsible for submitting an annual report of the Working Group's activity to the Society and submitting the names and results of the new officers to The Wildlife Society for their records. Upon completion of a full term as Chair, the Chair shall succeed to the position of Past Chair.

CLAUSE B. CHAIR-ELECT - The Chair-elect shall assume the duties of the Chair in the absence of the Chair or upon the inability of the Chair to serve and shall perform any duties assigned by the Chair. In the event the Chair-elect cannot serve in the Chair's absence, the Executive Board shall appoint a Chair, *pro tempore*. Upon completion of a full term as Chair-elect, the Chair-elect succeeds to the position of Chair.

CLAUSE C. PAST CHAIR - The Past Chair shall perform any duties assigned by the Chair, including an update of the Working Group History, and appointment to the Operations Committee. In the event the Chair is unable to complete a full term in a year when no Chair-Elect is in place, the Past Chair will assume the duties of Chair until the Operations Committee can hold elections for Chair and Chair-Elect.

CLAUSE D. SECRETARY - The Secretary shall be responsible for maintaining the files and records (Article VI, Section 4) of the Working Group. Duties shall include recording the minutes of all membership and Executive Board meetings and issuing copies of the minutes to the Executive Board, members, and the Society; and providing updates to the membership after regular board meetings.

CLAUSE E. TREASURER - The Treasurer shall be responsible for the funds of the Working Group. Duties shall include the receipt and disbursement of membership dues and other funds; preparing and submitting an annual fiscal-year (Article VI, Section 2, Clause D) financial report to the Executive

Board, members, and The Wildlife Society; preparing an annual budget for approval by the Executive Board and submitting all tax information as directed by the Society. If the Working Group obtains its Employer ID Number through The Wildlife Society, the Working Group shall also submit required IRS forms to the IRS and the IRS confirmation receipt to The Wildlife Society; the Working Group may contact The Wildlife Society to determine the appropriate form to submit for IRS reporting purposes. and preparing an annual budget for approval by the Executive Board.

Section 4. AT-LARGE BOARD MEMBERS – At-Large Board Members shall be elected to represent the membership based on three criteria: 1) broad regional, national, or international knowledge of the impacts of multiple types of renewable energy development (e.g., solar, wind, hydro, biomass, etc.) and operations or mitigation of those impacts on wildlife and their habitat; 2) regional representation (e.g., West, Central, East); and 3) their employment sector or affiliation (e.g., academia, government, industry, consulting, environmental non-governmental organization). The Operations Committee shall make every effort to ensure that candidates put forward to the membership represent to the extent possible the membership as a whole with regards to breadth of knowledge, regional representation, and sector or affiliation as possible. The three At-Large Board Members shall serve on at least two standing committees as well as perform any other duties assigned by the Chair.

Section 5. EXECUTIVE BOARD - The Executive Board shall act as the governing body for the Working Group and shall be made up of the above-named officers and At-Large Board Members. In addition, the Chairs of the various standing committees (Article VII, Section 2) shall serve as non-voting members of the Executive Board.

Section 6. TERM OF OFFICE - The Officers shall serve for two years with the exception of the Chair Elect and Past Chair who shall serve a one-year term. During the initial election year, the three individual At-Large Board Members will be elected for an initial length of term based on the numbers of votes: the highest total shall serve a three-year term; the second highest a two-year term; and the third highest total a one-year term. Beginning in year two, one At-Large Board Member per year shall be elected to replace the Member whose term expires and will be elected for a three-year term. The Chair-elect and Past Chair shall each serve one-year terms. The Chair, Secretary, and Treasurer will each serve

two-year terms. Officers are inducted at the Annual Meeting; assume office immediately following the Annual Meeting; and, unless reelected, terminate their duties at the conclusion of the Annual Meeting coinciding with the end of their term, or at such time as their successors are elected and installed. At-Large Board Members shall serve three-year terms; terms are staggered as described previously. At-Large Board Members are inducted at the Annual Meeting held in the year of their election, assume office immediately following the Annual Meeting where they are inducted, and unless reelected, terminate their duties at the conclusion of the Annual Meeting in the year that their three-year term expires.

Section 7. VACANCIES - If the office of the Chair is vacated for any reason, the Chair-elect shall assume the duties of Chair for the balance of the unexpired term of the Chair. In years where no Chair-elect is in office, the Past Chair shall assume the duties of Chair as outlined in Section 3, Clause C. All other vacancies in any unexpired term of an elective office shall be filled through appointment by the Executive Board. All appointees shall conform to the criteria for nominees found in Article IV, Section 1, Clause A, D, and E.

ARTICLE V. MEETINGS

Section 1. MEMBERSHIP MEETINGS - Membership shall meet in person in conjunction with the Annual TWS Meeting. In the event that additional meetings are desired, the Executive Board may hold meetings more frequently with a minimum of 30 days notice to the membership and provide alternative attendance options such as a conference call or webinar for those unable to attend in person if that option is offered.

CLAUSE A. ANNUAL MEETING - The membership meeting held in conjunction with The Society's Annual Meeting shall be known as the Annual Meeting of the Working Group and shall be for the purposes of electing and/or inducting officers, receiving reports of officers and committees, and for any other business that may arise.

CLAUSE B. DUE NOTICE - Members must be notified via electronic mail at least 30 days prior to meetings.

CLAUSE C. QUORUM - Quorum for members' meetings, which also includes the Annual Meeting, shall be 10 percent of the membership or 9 members in good standing, whichever is less.

CLAUSE D. MEETING RULES - Order of business and parliamentary procedures at meetings shall follow the Standard Code of Parliamentary Procedure to be consistent with The Wildlife Society Council practices.

CLAUSE E. CHARTER - The Working Group by-laws shall be available for inspection during every meeting.

Section 2. EXECUTIVE BOARD MEETINGS - Executive Board meetings shall be held at such times and places as determined and published by the Executive Board.

CLAUSE A. FREQUENCY - The Executive Board shall meet at least once a year in person, generally in conjunction with the Annual Meeting of the Working Group, at least quarterly via conference call, and as many additional times as necessary to conduct the business of the Working Group.

CLAUSE B. DUE NOTICE - Members of the Executive Board must be notified at least 30 days prior to meetings.

CLAUSE C. QUORUM - Quorum for meetings of the Executive Board shall be three members of the Executive Board.

CLAUSE D. MEETING RULES - Order of business and parliamentary procedures at meetings shall follow the Standard Code of Parliamentary Procedure to be consistent with The Wildlife Society Council practices.

CLAUSE E. CHARTER - The Working Group charter shall be available for inspection during all Executive Board meetings.

CLAUSE F. ATTENDANCE - Members are encouraged to attend Executive Board meetings, but they may not vote at such meetings.

ARTICLE VI. MANAGEMENT AND FINANCES

Section 1. EXECUTIVE BOARD - The Executive Board (Article IV, Section 5) shall govern the Working Group. The Executive Board shall conduct its affairs in conformance with the provisions of this charter, and the Bylaws of The Wildlife Society. The Board is authorized to act for the Working Group between membership meetings and shall report its interim actions to the members at each succeeding membership meeting or through other communications. Any action of the Executive Board may be overridden by a two-thirds vote of the members attending a membership meeting.

Section 2. FINANCES - Funds of the Working Group shall be under the supervision of the Executive Board and shall be handled by the Treasurer. The financial records of the Working Group shall be periodically examined by the Audit Subcommittee (Article VII, Section 2, Clause A).

CLAUSE A. LIABILITY - The Treasurer need not be bonded.

CLAUSE B. SOURCE OF FUNDS - Funds shall be derived from dues, meeting fees, special activities, contributions, and other sources.

CLAUSE C. HANDLING OF FUNDS - Funds shall be placed in a custodial account with TWS.

CLAUSE D. FISCAL YEAR - The Working Group operating and fiscal year shall begin July 1.

Section 3. REPORTS - Within 21 days of an election or other official action of the Working Group, the Secretary shall report such action to the Society's headquarters. The following annual reports also shall be submitted to the Society: activity (Article IV, Section 3, Clause A) and calendar-year financial (Article IV, Section 3, Clause E). If the Working Group obtains its Employer ID Number through The Wildlife Society, the Working Group shall also submit required IRS forms to the IRS and the IRS confirmation receipt to The Wildlife Society; the Working Group may contact The Wildlife Society to determine the appropriate form to submit for IRS reporting purposes.

Section 4. FILES - The Working Group shall maintain files containing: Bylaws of The Wildlife Society, Bylaws of the Working Group, minutes of all meetings of the membership and of the Executive Board, financial statements and records, correspondence pertinent to the Working Group affairs, all committee reports, list of charter members, and all other material designated as pertinent by the Executive Board.

ARTICLE VII. COMMITTEES

Section 1. APPOINTMENTS - The Working Group Chair shall appoint standing and special committees, but chairs of those committees will be appointed by members of the committees and serve a term of no more than two years. Annual Officer Report submitted to The Wildlife Society should include the names and contact information of Committee Chairs. Chairs will be responsible for reporting back to the Executive Board as well as provide updates during quarterly Members' Meetings. Committee

chairs shall appoint or nominate committee members with the assistance of the Executive Board.

Section 2. STANDING COMMITTEES - The following standing committees shall be appointed and shall have the following duties:

CLAUSE A. OPERATIONS COMMITTEE - See Article IV, Section 1. The Operations Committee is responsible for elections, maintenance of the By-laws, and other operational needs of the Working Group as they arise. The Operations Committee will seek candidates for open positions, develop the ballot, and coordinate annual elections with TWS prior to the Fall TWS Annual meeting. They will also work with the Executive Committee to update/maintain the By-laws and include voting requirements for By-laws changes during elections.

SUB-CLAUSE A. AUDIT SUBCOMMITTEE – The audit subcommittee, comprised of 3 members not associated with the Executive Board, should be formed on an annual basis in the last quarter of the year from members of the Operations Committee to independently review the financial records and support documents maintained by the Treasurer at least annually to ensure that the Working Group's funds are being managed in a fiscally responsible manner. The Audit Subcommittee shall report findings of the review to the Chair of the Working Group and make recommendations for procedural changes, where appropriate, before the annual Treasurer's report is due to The Wildlife Society in January.

CLAUSE B. CONSERVATION AFFAIRS COMMITTEE – The Conservation Affairs Committee shall identify and address policy priorities within all sectors of renewable energy development, in conjunction and collaboration with the Conservation Affairs Network (CAN) and The Wildlife Society staff. Furthermore, this committee will be responsible for communicating activities and needs to the Working Group membership, Executive Board, and The Wildlife Society Staff.

CLAUSE C. CONFERENCE COMMITTEE – The Conference Committee holds dual responsibilities: 1) to develop activities associated with the Annual Meeting of TWS including workshops, field trips, symposia, and reception or breakfast, 2) to develop and put on a Stand-Alone Renewable Energy Conference and all requirements for holding meeting.

CLAUSE D. COMMUNICATIONS COMMITTEE - This committee shall facilitate communication among the Working Group's membership through a newsletter, meeting announcements, computer bulletin boards, electronic mail, listserv, or other means. This committee also may provide information to journalists, government officials, other organizations, and the general public in the area of potential renewable energy impacts on wildlife and their habitats, in general, and the Working Group's activities, in particular. Committee members may only communicate approved statements or positions of the Working Group and/or The Wildlife Society. The Communications Committee Chair shall be responsible for maintaining or overseeing maintenance of social media sites, the Working Group web page on The Wildlife Society web site, posting membership updates after regular board meetings, and alerting members to other Working Group activities, events, or news.

CLAUSE E. FUNDRAISING/SPONSORSHIP COMMITTEE - This committee shall hold responsibility for seeking funds/sponsorships needed for meetings associated with the Annual Meeting of TWS (breakfasts or receptions) or the future standalone Renewable Energy Conference. The Chair of the Fundraising/Sponsorship Committee will coordinate with the Treasurer of the Working Group and Audit Subcommittee to ensure funds are deposited and tracked for specific purposes.

CLAUSE F. ACTIVITIES COMMITTEE – The Activities Committee will work with the Conference Committee to put together activities associated with the Annual Meeting, as well as work with Sections, State Chapters, and Student Chapters within TWS to build relationships between these entities and the Working Group by encouraging the development of conservation activities related to various sectors of renewable energy. Additional activities may be assigned to the Activities Committee by the Executive Board on an as needed basis.

Section 3. SPECIAL COMMITTEES - The Working Group Chair shall appoint any special committees necessary to accomplish the Working Group's goals and objectives.

Section 4. REPORTS - All committee chairs shall submit a written summary of committee activities to the Working Group Chair and Secretary prior to each quarterly membership meeting of the Working Group.

Section 5. ACCOUNTABILITY - All committees shall be accountable to the Executive Board and under general supervision of the Working Group Chair.

Section 6. TENURE - All committees shall serve until new committees are appointed in their stead or until the duties assigned to the committee have been discharged.

ARTICLE VIII. TECHNICAL REVIEWS, POSITION STATEMENTS, AND RESOLUTIONS

Section 1. GUIDELINES - At the request of the Society Council, the Working Group may develop draft technical reviews and draft position statements on issues within the area of renewable energy impacts on wildlife for approval by the Society Council as the official position of The Wildlife Society. After approval from the Society, the Working Group also may initiate draft technical reviews and draft position statements on issues within the area of renewable energy impacts on wildlife for approval by the Society Council as the official position of The Wildlife Society. The Working Group may develop resolutions on issues within the area of renewable energy impacts on wildlife for issuance as the official policy of the Working Group when: 1) the content of the resolution falls within established policy of the Society, or 2) in the absence of existing policy by the Society. The Working Group shall consult with The Wildlife Society before issuing resolutions to ensure that they are not in conflict with Society policy. A copy of all Working Group resolutions shall be sent to The Wildlife Society within 21 days of approval by the Working Group. All draft technical reviews, draft position statements, and resolutions shall follow the Society's "Subunit Policy Guidelines" (<https://wildlife.org/policy/policy-toolkit/>). TWS Council must approve all position statements developed by Working Groups prior to their final adoption by the Working Group.

Section 2. PROCEDURES - Proposed technical reviews, position statements, and resolutions may be drafted by a special committee or individual member for consideration by the Executive Board. If approved by the Board, the statement is then submitted to the membership for a vote. Approval by a majority of the

membership voting is required before the statement can be forwarded to the Society Council for approval or issued as a Working Group resolution.

ARTICLE IX. DISSOLUTION

Section 1. STANDARDS TO CONTINUE - The Working Group must continue to demonstrate its viability to the Society's Council by meeting the following requirements: 1) filing the required annual reports (Article VI, Section 3), 2) maintaining at least 50 members, and 3) fulfilling the purposes of this charter.

Section 2. DISSOLUTION - The Council of The Wildlife Society may dissolve the Working Group, following a 1-year grace period during which time the Working Group can come back into compliance, if (1) it finds the Working Group is unable to meet the standards established in Section 1 of this Article, (2) if the Working Group fails to file required IRS reports, as set out in Article IV, Section 3, Clause E, for 3 consecutive years. Upon dissolution of the Renewable Energy Working Group, its Executive Board shall transfer all assets, accrued income, and other properties to The Wildlife Society. Said assets shall be held by the Society for five years from the date of dissolution for possible redistribution to another Working Group that may form to replace it. If another Working Group on renewable energy impacts on wildlife is not established within the five-year period, the Society may use or distribute all assets, accrued income, and other properties in any manner consistent with Society bylaws.

ARTICLE X. AMENDMENT TO CHARTER

Section 1. PROCEDURE - These bylaws may be altered or amended by a majority vote of the Working Group members casting a ballot by mail or electronic mail ballot, or at any membership meeting provided due notice of the proposed changes (Article V, Section 1, Clause B) has been provided. A member who will be absent from the meeting may file an absentee ballot in writing or via electronic mail (Article IV, Section 2, Clause B).

Section 2. CONFORMANCE - No amendment to this charter shall be enacted that results in a conflict with The Wildlife Society Bylaws. Amendments to this charter that are approved by the Working Group's membership, as defined in Section 1 of this Article, do not become effective until approved by The Wildlife Society.