

Proposed Changes to Bylaws:

1. Changes to add elected, at-large members to the Executive Board. The issue of adding at-large members to the Executive Board was discussed at length during the 2021 business meeting, and the idea was received favorably by attending members. It is anticipated that board members will serve two-year terms on the Executive Board, assisting with planning chapter activities such as the annual conference and also with internal communications between the Board and committees. Although the addition of at-large Board members was discussed during the 2021 business meeting, at that time it was not understood that a bylaws change is a necessary precursor to changing the composition of the Board. Hence, these changes to Bylaws are needed prior to electing at-large Executive Board members. These changes are indicated by “track-changes” that are highlighted in grey. Specifically, see:

- Article V, Sections 3 & 4
- Article VII, Section 1
- Article X, Section 1

2. Changes requested by our parent organization, The Wildlife Society (TWS), that put our Bylaws in compliance with the Bylaws structure that is approved by TWS council. These changes make more explicit our annual reporting requirements and chapter dissolution processes, but otherwise change little of our functioning. These bylaws changes are indicated by “track-changes” that are highlighted in yellow. Specifically, see:

- Article V, Sections 3 & 4
- Article VII, Section 1
- Article X, Section 1

3. Addition of a “Removal from office” clause that specifies conditions under which an officer can be removed from office for dereliction of duties, as well as the formal process for removal. This clause is not required, yet it was a recommended addition by TWS, and the language and process was also provided by TWS. These bylaws changes are indicated by “track-changes” that are highlighted in green. Specifically, see:

- Article V, Section 6

BYLAWS OF THE IDAHO CHAPTER OF THE WILDLIFE SOCIETY

(Created in 1964; Revised 1973, 1982, 1986, 2003, 2011, 2016, 2022)

Organized: September 10, 1963

ARTICLE I. NAME, AREA, AND AFFILIATION

- Section 1.** **Name** – The name of this organization shall be the Idaho Chapter of The Wildlife Society (hereafter, referred to as the Idaho Chapter or Chapter).
- Section 2.** **Area** – This Chapter shall have as its area of organization the State of Idaho.
- Section 3.** **Criteria for Affiliation** – The Idaho Chapter shall conform to Bylaws, Code of Ethics, objectives, policies and positions as adopted by The Wildlife Society, **Inc.**¹ (Hereinafter, The Wildlife Society, Inc., will be referred to as The Society.)

ARTICLE II. OBJECTIVES

- Section 1.** **Objectives** – Consistent with the objectives of The Society, the Idaho Chapter objectives are:
- a) To establish and maintain the highest possible professional standards,
 - b) To develop all phases of wildlife management along sound biological lines,
 - c) To express the unified opinion of the Chapter on wildlife resource matters of local and national interest.
- Section 2.** **Implementation** – To aid in the achievement of these objectives, this Chapter proposes to:
1. Provide opportunities for better liaison among individual members, their Section, and The Society.
 2. Evaluate and respond to the principles involved in proposed or enacted societal actions that could affect wildlife or its habitats.
 3. Recognize and commend outstanding professional achievements in maintenance, restoration and enhancement of habitats for wildlife.
 4. Focus the aims and objectives of The Society and the Northwest Section of The Wildlife Society (hereafter referred to as the Northwest Section or Section) upon professional wildlife needs, problems, and events in local situations.
 5. Encourage communication between members and non-members to facilitate understanding and effectiveness of research and management of wildlife resources.

ARTICLE III. CHAPTER YEAR

The Chapter operating and fiscal year shall begin January 1.

ARTICLE IV. MEMBERSHIP

- Section 1.** **Voting Member** – Voting membership in the Idaho Chapter shall be available to any member of The Society who resides or conducts professional activities within the organizational area of the Chapter (Article I, Section 2). Only Chapter Voting Members

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

may hold office in the Chapter, vote on official matters affecting The Society, and officially represent the Chapter or business of The Society by Board or officer appointment.

- Section 2. Other Member** – Other membership in the Idaho Chapter shall be available to any person who, although either not a member of The Society and/or resides and works outside of the Chapter’s organizational area (Article I, Section 2), has an interest in the objectives and activities of the Chapter and is approved by the Membership Committee. Other Members shall be entitled to all rights, privileges and responsibilities of Chapter Voting Members, including voting in Chapter elections, except those reserved for Chapter Voting Members (Article IV, Section 1).
- Section 3. Charter Member** – Voting and Other Members in good standing on the membership rolls as of September 10, 1963, shall be considered Charter Members.
- Section 4. Honorary Member** – Honorary Members of the Idaho Chapter shall be persons who, by a majority vote of all Chapter members, have been thus recognized for their achievements. A Chapter Honorary Member need not pay Chapter dues. Honorary Members who are voting members of The Wildlife Society shall have the same rights and privileges as Chapter Voting Members (Article IV, Section 1). Honorary Members who are not voting members of The Wildlife Society shall have the same rights and privileges as Other Members (Article IV, Section 2).
- Section 5. Dues** – Annual dues, to be determined at each annual meeting, shall be payable by each member to the Treasurer no later than January 1. Annual Chapter dues also may be paid to The Society’s headquarters, along with Section and Society dues, and subsequently will be remitted to the Chapter. Members who have not paid their Wildlife Society dues shall lose their Voting Member status in the Idaho Chapter.
- Section 6. Resignation** – Members may resign at any time by giving notice to the Chapter’s Treasurer, or will be considered to have resigned if annual Chapter dues are not paid.
- Section 7. Reinstatement** – Persons who are dropped from the rolls of the Chapter for non-payment of dues or resignation may be reinstated into membership in the Chapter upon reapplication and payment of the dues for the current year.

ARTICLE V. ELECTIONS AND OFFICERS

- Section 1. Nominating and Elections Committee** – The 3-member Nominating and Elections Committee, appointed not later than October 1 of the election year, and selected by the Executive Board (Article VII, Section 1) of the Idaho Chapter, shall prepare a slate of 2 or more candidates for each of the elective positions, namely: Vice-President, Secretary, and Treasurer from the Chapter voting membership. Nominations shall be submitted to the Secretary on or before January 15 of the election year.

- Clause A All nominees must be Voting Members (Article IV, Section 1).
Clause B Prior approval shall be obtained from said candidates.

Clause C Nomination slate shall be submitted to the membership at least 15 days prior to the election.

Clause D A member may be elected for no more than 2 consecutive terms in the same elective position.

Section 2. Balloting – Balloting shall occur by mail, email, Internet website, and/or paper ballot at the annual conference. Completed ballots shall be received from the members by the Secretary and shall be counted by the Nominating and Elections Committee. For ballot counting purposes, the President shall appoint a replacement for any member of the Nominating and Elections Committee who has been nominated for an office.

Clause A Members in arrears shall forfeit their rights to vote during the period of their delinquency.

Clause B A signed ballot may be submitted to the Secretary by a member prior to the scheduled time for counting ballots.

Clause C The candidate receiving the largest number of votes on the written ballot shall be declared elected. No one may hold two elective positions simultaneously. In the event of a tie vote, the Executive Board shall select an expedient and fair method for determining who shall hold the contested office.

Section 3. Officers – Officers of the Idaho Chapter shall consist of a President, President-Elect, Vice-President, Secretary, and Treasurer. Their duties are:

Clause A President – The President shall have general supervision of the Chapter officers; shall appoint, with the advice of the Executive Board, Chairmen of all regular and special committees; shall preside as Chairman at meetings of the Executive Board; shall preside at the annual Chapter meeting, including the annual business meeting held in conjunction with the annual Chapter meeting; shall chair the Membership Committee; and shall be an ex-officio member to all committees, except the Nominating and Elections Committee. The President may represent the Chapter or appoint alternative representatives to other Chapter, Section, or Society boards, committees, or meetings, including the Executive Board of the Northwest Section. The Chapter Representative shall represent and serve as liaison to the Section for the Chapter, provide the editor of the Section newsletter with news and items of interest from the Chapter area, and serve as a contact among the Section, Chapters, and members in their respective areas. The Representative will assist the Section President by verifying mailing addresses, conducting membership drives, polling individual members, and assisting in routine Section business.

Clause B President-Elect – The President-Elect shall assume the duties of the President in the absence or upon the inability of the President to serve. The President-Elect shall lead in planning the annual Chapter meeting and proceed to the office of President at the end of the term.

- Clause C Vice-President – The Vice-President shall assume the duties of the President-Elect in the absence or upon the inability of the President - Elect to serve. The Vice-President shall lead in developing the program for the annual Chapter meeting and proceed to the office of President-Elect at the end of the term.
- Clause D Secretary – The Secretary shall be responsible for the files and records of the Chapter, the recording of the minutes of all meetings, correspondence, and the issuance of meeting minutes. The Secretary shall manage and update the Chapter’s web site and receive all election ballots and report the outcome of elections to the Executive Board.
- Clause E Treasurer – The Treasurer shall be responsible for the funds of the Chapter and shall submit complete financial reports to the last meeting of the person’s term of office. Duties shall also include receipt and disbursement of funds and the maintenance of the membership rolls.
- Clause F Executive Board – The Executive Board shall act as the governing body for the Chapter and shall consist of the above named officers, and the immediate Past President serving for 1 year, and up to two duly elected at-large board members.

Section 4. Term and Procedure of Office – All Executive Board members officers of the Chapter must be voting members of The Wildlife Society, be installed at the Annual Meeting, and take office immediately following the Annual Meeting during which they were elected.

- Clause A Election to the office of Vice-President is the entry point into the Executive Board presidential succession, which comprises a four-year term in total. Immediately following the annual meeting occurring one year after the Vice-President was elected, the Vice-President proceeds to the office of President-Elect, President-Elect proceeds to the office of President, and President proceeds to the office of Past President. Duties on the Executive Board terminate following the Annual Meeting in which the board member served as Past President.
- Clause B Secretary and Treasurer serve for a term of two years and are eligible for one consecutive reelection. Election of Secretary and Treasurer occur in alternating years. If a person is appointed mid-term to fill a vacancy in either of these offices, that person will complete the term and be eligible for one consecutive reelection.
- Clause C At-large members of the Executive Board serve for a term of two years and are eligible for one consecutive reelection. Election of at-large members occurs in alternating years. If a person is appointed mid-term to fill a vacancy in either of these offices, that person will complete the term and be eligible for one consecutive reelection.

Section 5. Vacancies – If the office of President is vacated for any reason, the President-Elect shall assume the duties of the President for the balance of the unexpired term of the President. If the office of President-Elect is vacated for any reason, the Vice-President shall assume the duties of the President for the balance of the unexpired term. All other vacancies in any unexpired term of an elective office shall be filled through appointment by the Executive Board. It is not necessary to appoint a person to the office of Past

President if that office is vacated. All appointees must be Voting Members of the Chapter and The Wildlife Society.

Section 5. Removal from Office

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| Clause A | Grounds for Removal - An officer, board member, or representative will be removed for failing to adhere to TWS Code of Ethics, failing or neglecting the performance of duties devolved upon an officer, board member, or representative, engaging in improper conduct or conduct contrary to the best interests of the Society, violating these Bylaws, or other causes, including failing to attend three consecutive regularly scheduled meetings of the Board or being absent from Board communications for six or more months without sufficient cause. |
| Clause B | Removal Process - The Executive Board as designated by Article V, Section 3, may consider removing an officer, board member, or representative upon a written petition of the membership signed by 15% of the voting members or a 2/3 majority vote of the Board. Prior to voting on removal, the Executive Board shall provide the challenged officer or board member, or representative with written notice of the petition and the stated grounds for removal. Following notice, the challenged officer, board member, or representative shall have 10 days to provide a written response to the Executive Board. After 10 days, the Executive Board will consider the submitted written response, if any, and vote on the petitioned removal. The Executive Board's vote on the matter shall be final and will be communicated in writing to the subject officer, board member, or representative within ten days of the Executive Board vote. |

ARTICLE VI. MEETINGS

Section 1. Regular Meetings – Regular membership meetings shall be held at such times and places as determined and published by the Executive Board.

- Clause A Annual Meetings – The regular winter meeting shall be known as the Annual Meeting, and shall be for the purposes of electing or installing officers, receiving reports of officers and committees, and for any other business that may arise.
- Clause B Executive Board Meeting – The Executive Board shall meet at least twice during each calendar year including one meeting held in conjunction with the Annual Meeting.
- Clause C Meeting Notice – Members must be notified at least 1 month prior to annual and regular meetings and at least 10 days prior to special meetings. The Executive Board shall be notified at least 10 days prior to its meetings.
- Clause D Quorum – Quorum for the Annual Meeting of the Chapter shall be over 50 percent of the membership or 10 members in good standing, whichever is less; and for Executive board meetings, 3 members of the Board.

- Clause E Meeting Rules – Order of business and parliamentary procedures at Chapter meetings shall follow *Robert's Rules of Order*, latest revision.
- Clause F Bylaws – Chapter Bylaws shall be available for inspection during every meeting. Changes to the bylaws require a 2/3 majority of those members voting. If these Bylaws are revised, the new revision must be approved by The Wildlife Society before becoming effective.

Section 2. Special Meetings – Special meetings may be called by the Executive Board at any time, provided due notice (Article VI, Section 1C) and the purpose of the call are given.

- Clause A Only items listed in the call for a special meeting shall be acted upon at the special meeting.
- Clause B All Clauses under Section 1 of this Article apply as well to special meetings.

ARTICLE VII. MANAGEMENT AND FINANCES

Section 1. Executive Board – The Idaho Chapter shall be governed by an Executive Board composed of its officers, ~~and~~ the immediate Past President, and up to two at-large board members.

- Clause A Conduct – The Executive Board shall conduct its affairs in conformance with the provision of these Bylaws and those of The Society. The Board is authorized to act for the Chapter between meetings and shall report its interim actions to the members at each succeeding membership meeting. Quorum for the Executive Board shall be more than half of the voting Board members. Any Board action may be overridden by two-thirds of the Voting Members attending a membership meeting.
- Clause B Voting – With the exception of the Past President, each member of the Executive Board shall have one vote.
- Clause C Attendance – Members may attend Board meetings, but may participate therein only when asked to do so, and they may not vote at such meetings.

Section 2. Finance – Funds of the Idaho Chapter shall be under the supervision of the Executive Board and shall be handled by the Treasurer. The financial records of the Idaho Chapter shall be periodically examined by the Audit Committee (Article VIII, Section 2G).

- Clause A The Treasurer need not be bonded.
- Clause B Funds shall be derived from dues, special assessments, work projects, and contributions.
- Clause C Funds shall be placed in a federally insured bank or savings and loan association.

Section 3. Reports – Within 20 days after an election or other official action(s) the Secretary shall report such action(s) to the Executive Director of the Wildlife Society, the Northwest Section Representative, and the Northwest Section President. An annual report and activity time sheets from the Secretary shall be forwarded to these same parties. To

meet IRS reporting requirements the Treasurer will send to TWS (1) A statement of calendar-year income and expenses, together with starting and ending balances to the Executive Director of The Wildlife Society in January of each year for federal tax reporting by the Society office and (2) If the Chapter obtains its Employer ID Number through The Wildlife Society, the Chapter shall also submit required IRS forms to the IRS and the IRS confirmation receipt to The Wildlife Society; the Chapter may contact The Wildlife Society to determine the appropriate form to submit for IRS reporting purposes. A statement of calendar-year income and expenses, together with starting and ending balances, must be submitted by the Treasurer to the Executive Director of the Wildlife Society in January of each year for federal tax reporting by the Society office.

Section 4. Files – The Chapter shall maintain a file containing: Bylaws of the Wildlife Society, The Northwest Section, and the Idaho Chapter; minutes of all regular and special meetings of the membership and of the Executive Board; correspondence pertinent to Chapter affairs; all committee reports; financial statements and records; and all other material designated as pertinent by the Executive Board. A “procedure for filing” shall be kept in the Chapter file for the guidance of each succeeding Secretary. A Chapter “Operations Manual” provided by The Society will be maintained by the Chapter President and a written record of transfer of this manual to the incoming President will be maintained and The Society will be notified of each such transfer.

Section 5. Resolutions and Public Statements – Two or more members may submit resolutions or statements to the Conservation Affairs Committee (Article VIII, Section 2C) for possible consideration by the Chapter’s Executive Board. These shall be accepted or rejected by the Board and, if involving new policy, prepared for submission to the Chapter membership. Such new items must be approved by two-thirds of the Chapter membership voting, and must be transmitted to The Wildlife Society, the Northwest Section Representative, and the Northwest Section President, if approved. Actions falling within previously established Chapter policies may be carried out by any Chapter officer upon unanimous approval of the Executive Board. On issues where there are no previously established Chapter policies and that demand action on a reasonably short notice, the President, or designated representative, may present a Public Statement on behalf of the Chapter provided that: (1) the concept of the statement be brought to the Executive Board’s attention and is accepted by them prior to public issuing of the statement; and (2) copies of the statement area sent to the membership within 15 days after public issuing of the statement. Furthermore, the Idaho Chapter may issue statements pertaining to subject in its local area:

- a. When the content of the statement falls within the established policy of The Wildlife Society
- b. In the absence of existing position statements by The Wildlife Society, the Idaho Chapter will not issue statements that may be in conflict with the policy of The Wildlife Society without prior approval of The Society’s Council. All statements will follow “Policy Guidelines” (<http://wildlife.org/network/tws-local/annual-reporting/>). the “Guidelines for Conservation Affairs Activities” (Appendix 4.421b of the Operations Manual) and conform to The Society’s policy regarding conservation affairs (Appendix 4.421a of the Operations Manual). The Chapter membership, The

Wildlife Society, the Northwest Section Representative, and the Northwest Section President must receive copies of any Resolution or Public Statement within 15 days of such action.

ARTICLE VIII. COMMITTEES

Section 1. Appointments – The Chapter President shall consider suggestions of the Executive Board and committee members in appointing chairmen of all regular standing committees, except the Nominating and Elections Committee (Article V, Section 1), and all special committees such as awards and hospitality. Committee chairmen shall complete their committees with the President’s assistance. All committee chairmen shall submit a written summary of committee activities to the President and the Secretary before the close of each annual Chapter business meeting.

Section 2. Duties of Standing Committees

- Clause A Nominating and Elections – See Article V, Section 1.
- Clause B Membership – This committee shall encourage the maximum number of qualified persons residing or working within the Chapter’s organizational area to become members of The Wildlife Society, the Northwest Section, and the Idaho Chapter. As provided in Article IV, Section 2, the committee will receive nominations and make recommendations to the Executive Board regarding approval of individuals seeking Other Member status in the Chapter.
- Clause C Conservation Affairs – This committee shall review legislative proposals, administrative regulations, environmental assessments and impact statements, and other subjects or issues affecting wildlife or wildlife habitat within the organizational area of the Chapter and make recommendations to the Executive Board for any action that should be taken by the Idaho Chapter. This committee shall receive proposed resolutions and public statements from 2 or more members at any time, and shall prepare, submit and recommend action on such items to the Executive Board in accordance with Article VII, Section 5. The Chairman may ask any Chapter member to assist with reviews.
- Clause D Education and Outreach– This committee shall seek and employ methods of informing the public, including Idaho’s youth, of basic wildlife management concepts and of Chapter and Society activities and interests.
- Clause E Audit – This committee shall consist of a chairman and at least 2 additional members. It shall review the financial records and support documents of the Treasurer at least annually. The committee also shall review these records and documents prior to any change in the office of the Treasurer.
- Clause F Scholarships – This committee shall advertise the Chapter’s annual undergraduate and graduate scholarships and application procedures, receive and review scholarship applications, and make recommendations to the Executive Board on funding amounts and recipients.

- Clause G Grants – This committee shall advertise the Chapter’s grant program and application procedures, receive and review grant applications, make recommendations to the Executive Board on funding amounts and recipients, and communicate with grant recipients regarding any deliverables associated with the grant.
- Clause H Student Affairs – This committee shall recruit undergraduate and graduate student members to the Chapter and facilitate the development of student members through mentorship, networking, and educational activities sponsored by the Chapter. Any Chapter member is good standing may participate on this committee.
- Clause I Awards – This committee shall advertise the Chapter’s award program and application procedures, receive and review award nominations, make recommendations to the Executive Board on award recipients, coordinate with the Chapter Treasurer on purchasing of appropriate awards.
- Clause J Fundraising – This committee will coordinate with the Executive Board and lead in procuring fundraising support and organizing fundraising activities.
- Clause K Sponsorships – This committee will work with members and the executive board to procure financial sponsorships in support of Chapter activities.

Section 3. Accountability – All committees shall be accountable to the Executive Board, under the general supervision of the President.

Section 4. 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 IX. DISSOLUTION

Section 1. STANDARDS TO CONTINUE - The Chapter must continue to demonstrate its viability to the Council of The Wildlife Society by meeting the following standards: a) complying with the criteria for affiliation (Article 1, Section 3), b) submitting the required reports to The Wildlife Society (Article VII, Section 3), and c) fulfilling the purposes and intent of these bylaws. The Council of The Wildlife Society may dissolve the Idaho Chapter following a 1 year grace period during which time the Chapter can come back into compliance.

Section 2. DISSOLUTION - The Council of The Wildlife Society may dissolve the Idaho Chapter, following a 1 year grace period during which time the Idaho Chapter can come back into compliance, if (1) it finds the Chapter is not meeting the standards established in Article IX, Section 1 and/or (2) if the Chapter fails to file required IRS reports, as set out in Article VII, Section 3, for 3 consecutive years. Upon dissolution of the Idaho Chapter of The Wildlife Society, its Executive Board shall transfer all assets, accrued income, and other properties to The Council of The Wildlife Society with the understanding that said assets will be held for a maximum of 5 years from the date of dissolution of the Chapter, for redistribution to another chapter that may be established in approximately the same geographical area within said 5-year period. If another chapter is not established within said area and period of time, the Society Council may use or distribute all assets, accrued income, and other properties as best determined by the Council in accordance with Society Bylaws. Upon dissolution of the Idaho Chapter of The Wildlife Society, its Executive Board shall transfer all assets, accrued income, and other properties

to The Council of The Wildlife Society with the understanding that said assets will be held for a maximum of 5 years from the date of dissolution of the Chapter, for redistribution to another chapter that may be established in approximately the same geographical area within said 5-year period. If another chapter is not established within said area and period of time, The Society Council may use or distribute all assets, accrued income and other properties as best determined by the Council in accordance with Society Bylaws.

ARTICLE X. AMENDMENT TO BYLAWS

Section 1. **Procedure** – These Bylaws may be altered or amended by a 2/3 majority of the Chapter members voting at any annual or special meeting if due notice of the proposed changes (Article VI, Section ~~1b1c~~) is followed. A member who will be absent from the meeting may file an absentee ballot (Article ~~V~~, Section 2B).

Section 2. **Conformance** – No amendment to these Bylaws shall be enacted that results in a conflict with The Wildlife Society Bylaws. If these Bylaws are revised, the new revision must be approved by The Society before becoming effective.