

# **BYLAWS OF THE MINNESOTA CHAPTER OF THE WILDLIFE SOCIETY**

Organized: March 11, 1962

Amended and Approved: April 21, 2021

## **ARTICLE I. NAME, AREA, AND AFFILIATION**

**Section 1. NAME** - The name of this organization shall be the Minnesota Chapter of The Wildlife Society hereinafter referred to as “the Chapter.”

**Section 2. AREA** - This Chapter shall have as its area of organization the State of Minnesota.

**Section 3. CRITERIA FOR AFFILIATION** - The Chapter shall conform to Bylaws, Code of Ethics, objectives, policies and positions as adopted by The Wildlife Society, Inc.<sup>1</sup> (hereinafter referred to as “the Society”).

## **ARTICLE II. OBJECTIVES**

**Section 1. OBJECTIVES** - Consistent with the objectives of the Society, the Chapter objectives are:

- To provide opportunities for members to learn, network, and increase their effectiveness as wildlife professionals.
- To provide opportunities for students to launch their wildlife careers through mentoring, professional development, and networking.
- To proactively speak up for wildlife and their habitats by supporting and bringing science to decision-makers and being a strong and effective voice in representing science-based wildlife conservation and management.
- To recognize and commend outstanding contributions to the understanding, welfare, appreciation, and care of wildlife and their habitats.
- To support the wellness of wildlife students and professionals by providing an inclusive, caring, and engaged community.

**Section 2. IMPLEMENTATION** - To aid in the achievement of these objectives, the Chapter proposes

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<sup>1</sup> Incorporated in 1948 under the laws of the District of Columbia

to:

- Promote and maintain high professional standards in the wildlife profession by offering professional development opportunities for both professionals and students.
- Improve public understanding and support of professional wildlife management, research, conservation and other matters related to wildlife resources.
- Recognize and commend outstanding achievements of individuals and organizations in protection, maintenance, restoration, and enhancement of habitats and wildlife.
- Focus Chapter aims and objectives, and those of the Society and the North Central Section, upon the needs of wildlife professionals and upon wildlife issues, problems and events as they occur in Minnesota and as needed elsewhere.
- Take appropriate actions when wildlife or related problems arise in Minnesota, and notify, if necessary, the Society and North Central Section of recommendations for action.
- Provide forums for all those interested in wildlife, wildlife habitats, and related natural resource issues.
- Intentionally act to increase diversity, equity, and inclusion in the Chapter, the Society, and the wildlife profession.

### **ARTICLE III. CHAPTER YEAR**

The Chapter operating and fiscal year shall be January 1 through December 31.

### **ARTICLE IV. MEMBERSHIP AND DUES**

**Section 1. VOTING MEMBER** - Voting membership in the Chapter shall be available to any voting member of The Wildlife Society who resides or conducts professional activities within the organization area of the Chapter (Article I, Section 2). Only Chapter voting members may hold officer positions in the Chapter, vote on official matters affecting The Wildlife Society, and officially represent the Chapter on business of the Society by Board or officer appointment.

**Section 2. OTHER MEMBER** - Other membership in the Chapter shall be available to any person who, although either not a member of The Wildlife 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. Other Members shall be entitled to all rights, privileges, and responsibilities of

Chapter voting members, including voting in Chapter elections and on matters affecting the Chapter, serving on Chapter Committees, and participating in Chapter activities, except those affecting The Wildlife Society or reserved for Chapter voting members (Article IV, Section 1).

**Section 3. STUDENT MEMBER** - Student membership in the Chapter shall be available to any individual with current enrollment in a college or university academic program. Student members who are also voting members of the Society shall be considered voting members of the Chapter. Student members who are not voting members of the Society shall be considered other members

**Section 4. RETIRED MEMBER** - Retired membership in the Chapter shall be available to any individual who has attained retirement. Retired members who are also voting members of the Society shall be considered voting members of the Chapter. Retired members who are not voting members of the Society shall be considered other members.

**Section 5. CHARTER MEMBER** - Voting and other members in good standing on the membership rolls as of January 1, 1948 shall be considered Charter Members.

**Section 6. HONORARY MEMBER** - Honorary Members of the Chapter shall be persons who, by a simple 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 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 Society shall have the same rights and privileges as Other Members (Article IV, Section 2).

**Section 7. DUES** - Annual dues to be determined and approved by the Board shall be payable by each member to the Treasurer no later than the start of the Annual Meeting for that Chapter year. Members who have not paid dues shall lose their member status in the Chapter. Annual Chapter dues also may be paid to the Society's headquarters, along with Section and the Society dues, and subsequently will be remitted to the Chapter.

**Section 8. RESIGNATION** - Members may resign at any time by giving notice to the Chapter's Secretary, or will be considered to have resigned if annual Chapter dues are not paid.

**Section 9. 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 payment of appropriate dues.

## **ARTICLE V. ELECTIONS AND OFFICERS**

**Section 1. NOMINATING AND ELECTIONS** - The Past-President with assistance of a Nominating and Elections Committee of their choosing, shall prepare a slate of 2 candidates for each elective position set to expire, namely: President-Elect, Secretary (in even years), Treasurer (in odd years), and Board Members at Large (two positions each year) from the Chapter membership.

**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 30 days prior to the Annual Meeting.

**CLAUSE D** - Additional nominees may be added to the nomination slate upon the signed support of 6 or more members, provided prior approval has been obtained from each nominee.

**CLAUSE E** - A member may not serve for more than two consecutive terms in the same elective position.

**Section 2. BALLOTING** – Written and/or electronic ballots shall be received from the members by the Secretary and shall be counted by the Nominating and Elections Committee. Written ballots, when used, shall be made available and collected at the Annual Meeting. 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** - An absentee 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 ballot shall be declared elected. In the case of a tie, the winner shall be determined by a vote of the Board. No one may hold more than one elective position simultaneously.

**Section 3. OFFICERS** - Officers of the Governing Board, hereafter referred to as Board, of the Chapter shall consist of a President, President-Elect (who shall serve as Vice- President), Past-President, Secretary, Treasurer, and four Board Members at Large. Duties and responsibilities are outlined in further detail in the Chapter Operations Manual.

**CLAUSE A - PRESIDENT** - The President shall have general supervision of the Chapter officers, shall appoint committee chairs with the advice of the Board, shall preside as Chair or appoint an alternate at Board and membership meetings, and shall be an *ex*

*officio* member of all committees. The President may represent the Chapter or appoint alternate representatives to Chapter, Section, or Society boards, committees, or meetings, including the Executive Board of the North Central 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 Representatives 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 provide leadership and have continuity and familiarity with Chapter activities at the time of transition to President. The President-Elect shall serve as the Chair of the Annual Meeting Program Committee tasked with planning the Annual Meeting. The President-Elect shall assume the duties of the President in the absence or upon the inability of the President to serve, and shall perform any duties assigned by the President. In the event the President-Elect cannot serve in the President's absence, the Board shall appoint a President, *pro tempore*.

**CLAUSE C - PAST-PRESIDENT** - The Past-President shall provide guidance to the Chapter's programs and Board from experiences as President and President-Elect. The Past-President shall serve as Chair of the Nominating and Elections Committee and be assigned other duties by the President in Chapter activity areas where most needed or where carry-over functions are required. Should the former President not be able to fulfill these duties, the Board shall designate an eligible appointee.

**CLAUSE D - SECRETARY** - The Secretary shall be responsible for Chapter files, records, and the recording, distribution, and approval of Governing Board, Annual, and Special meeting minutes and reports. The Secretary will serve as Chair of the Communications Committee, will handle incoming and outgoing Chapter correspondence, will work closely with the Board and committees in documenting their activities, and will assist with routine Chapter business. The Secretary will also maintain an up-to-date membership database containing contact information and records of dues payment for all members.

**CLAUSE E - TREASURER** - The Treasurer shall be responsible for the financial files, records, accounts, and funds of the Chapter, and shall submit complete financial reports annually

and as necessary or requested. Duties also shall include the receipt and disbursement of dues, registrations, and other funds.

**CLAUSE F - BOARD MEMBERS AT LARGE** - Four voting members of the Chapter shall be elected to serve two-year terms on the Governing Board as Board Members at Large. Election of Board Members at Large will be staggered so that two Board Members at Large are elected each year. Duties shall be outlined in the Chapter Operations Manual and will include planning and hosting an annual workshop.

**CLAUSE G – GOVERNING BOARD** – The Governing Board shall act as the governing body for the Chapter and shall be made up of the above officers and the duly elected Board members at large.

**Section 4. TERM OF OFFICE** - President-Elect, President, and Past-President shall serve a term of 1 year in each position. Secretary, Treasurer, and Board Members at Large shall serve a term of 2 years. Officers are installed at the Annual Meeting, take office immediately following the Annual Meeting, and unless reelected, terminate their duties at the conclusion of the Annual Meeting during their second year. If no Chapter Annual Meeting is held, such as when Minnesota hosts the Midwest Fish and Wildlife Conference, officers will be installed directly following the counting of ballots by the Nominations and Elections Committee.

**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. All other vacancies in any unexpired term of an elective office shall be filled through appointment by the Board, although an appointed President-Elect shall serve only until the next scheduled Chapter election where the membership shall elect the next President. All appointees must be voting members of the Chapter and the Society.

**Section 6. REMOVAL OF INACTIVE OFFICERS** - If any member of the Board fails to attend three consecutive Board meetings without cause or adequate communication, Board action can be taken to remove that Board member from the position after proper notification. Board action then can be taken to appoint another qualified person to fill the remainder of the term of that Board position.

## **ARTICLE VI. MEETINGS**

**Section 1. REGULAR MEETINGS** - Regular membership and Governing Board meetings shall be

held at such times and places as determined and published by the Board.

**CLAUSE A - ANNUAL MEETING** - The regular membership meeting held within the first quarter of the Chapter year 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 planning and conducting Chapter business, programs, and activities.

**CLAUSE B - 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.

**CLAUSE C - QUORUM** - Quorum for the Annual Meeting of the Chapter shall be five members of the Board and ten additional Chapter members in good standing. Quorum for Governing Board meetings shall be five members of the Board.

**CLAUSE D - MEETING RULES** - The authorized convening Officer must prepare a Meeting Agenda with prior opportunity for receipt of items of business from members of the Board or, for membership meetings, from any Chapter member for inclusion in the Agenda. Order of business and parliamentary procedures shall follow *Robert's Rules of Order*, latest revision.

**CLAUSE E - BYLAWS** - Chapter Bylaws shall be available for inspection during every meeting. If these Bylaws are revised, the revision must be approved by the Society before becoming effective.

**Section 2. SPECIAL MEETINGS** - Special meetings may be called by the Board at any time, provided due notice (Article VI, Section 1B) 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. GOVERNING BOARD** – The Chapter shall be governed between Annual Meetings by a Governing Board composed of the President, President-Elect, Past-President, Secretary, Treasurer, and four Board Members at Large.

**CLAUSE A - CONDUCT** - The Governing Board shall conduct its affairs in conformance with the provisions 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. Any Board action may be overridden by majority vote of the Chapter members in good standing attending a membership meeting.

**CLAUSE B - ATTENDANCE** - Members may attend Board meetings, but may not vote at such meetings. Committee Chairs should attend meetings as necessary to report on activities and provide input into discussions, but may not vote.

**Section 2. FINANCE** - Funds of the Chapter shall be under the supervision of the Board and shall be handled by the Treasurer. The financial records of the Chapter shall be periodically examined, at a minimum annually, by the Audit Committee (Article VIII, Section 2G).

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

**CLAUSE B** - Funds shall be derived from membership dues, contributions, fundraising, and other activities approved by the Board.

**CLAUSE C** - Funds shall be placed in a federally insured bank or savings and loan association with co-signatures of the Treasurer and President.

**Section 3. REPORTS** - Within 20 days of an election or other official action, the Secretary shall report such action to the Society and the North Central Section via the Chapter Officer Report. An annual report from the Secretary shall be forwarded to these same parties. To meet IRS reporting requirements the Treasurer will send (1) A statement of calendar-year income and expenses, together with starting and ending balances to the Society by January 31 of each year and (2) If the Chapter obtains its Employer ID Number through the Society, the Chapter shall also submit required IRS forms to the IRS and the IRS confirmation receipt to the Society.

**Section 4. FILES** - The Chapter shall maintain a file containing: Bylaws of the Society, the North Central Section, and the Chapter; minutes of all regular and special meetings of the membership and Board; correspondence pertinent to Chapter affairs; all committee reports; financial statements and records; and all other material designated as pertinent by the Board. A "procedure for filing" shall be kept in the Chapter file for the guidance of each succeeding Secretary. A Chapter Operations Manual will be maintained by the President and a record of transfer of this manual to the incoming President will be maintained.

**Section 5. RESOLUTIONS AND POSITION STATEMENTS** - Two or more members may submit resolutions or position statements to the appropriate issues committee (e.g., Forest, Prairie/Farmland, Wetland, or Statewide) for consideration by the Board. These shall be accepted or rejected by the Board and, if involving new policy, prepared for submission to the Chapter membership. Items involving new policy must be approved by two-thirds of the Chapter



membership voting and must be transmitted to the Society, if approved. Actions falling within previously established Chapter policies may be carried out by any Chapter officer upon approval of the 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 position statement on behalf of the Chapter provided that: 1) the concept of the statement be brought to the attention of the Board and is accepted by them prior to public issuing of the statement; and 2) copies of the statement are sent to the membership within 15 days after public issuing. Furthermore, the Chapter may issue position statements pertaining to subjects in its locale when the content of the statement falls within the established policy of the Society and in the absence of existing position statements by the Society. The Chapter will not issue statements that may be in conflict with the policy of the Society without prior approval of the Society's Council. All statements will follow the "Policy Guidelines" (<http://wildlife.org/network/tws-local/annual-reporting/>). The Chapter membership, the Society, and the North Central Section President must receive copies of any resolution or position statement within 15 days of such action.

## **ARTICLE VIII. COMMITTEES**

**Section 1. APPOINTMENTS** - The Board shall consider recommendations from Chapter members in good standing in appointing committee chairs, except the Nominating and Elections (Article V, Section 1), Communications, and Annual Meeting Program Committee. Committee chairs shall complete their committee membership with the President's assistance. All committee chairs shall submit a written summary of committee activities to the President and the Secretary before the close of each Annual Meeting.

**Section 2. COMMITTEES** - Committees may be established and discharged by the Board as needed. Each committee shall be led by a Committee Chair. Existing Committees include:

**CLAUSE A - ANNUAL MEETING PROGRAM** - This committee shall be chaired by the President-Elect and shall arrange the program, topics, and facilities for the Annual Meeting.

**CLAUSE B - ARCHIVIST** - The Archivist shall maintain archives for the President, Secretary, and Treasurer at a secure location, keep a current listing of archive contents, and update Chapter history as needed.

**CLAUSE C - AUDIT** - This committee shall consist of a chair and at least one additional

member. The committee shall review the financial records and supporting documents of the Treasurer at least annually and prepare an Audit Report to be presented at the Annual Meeting or prior to any change in the office of the Treasurer.

**CLAUSE D - AWARDS** - This committee shall develop a brief statement, approved by the Board, regarding its composition, tenure, and operation. The responsibility of the committee is to provide special recognition of outstanding professional achievements of individuals and organizations in maintenance, restoration, and enhancement of habitats and wildlife. Recognition shall be in the form of awards (e.g., the Minnesota Award), certificates, or other means described in the committee's statement of operation. A committee file shall be maintained of activities, actions, and historical records. The committee shall develop an annual budget to be approved by the Board for expenditure of Chapter funds and provide a list of recognitions to be presented annually.

**CLAUSE E - BYLAWS REVIEW** - See Article X, Section 1.

**CLAUSE F - COMMUNICATIONS** - This committee shall be chaired by the Secretary and responsible for Chapter communications to members and non-members. The committee shall designate a Newsletter Editor and Webmaster. The Newsletter Editor shall compile information from the membership, Board, Committees, and outside sources for inclusion in the Chapter's newsletter, to be issued to all members quarterly.

**CLAUSE G - COWCH** - This committee shall coordinate the Chapter Celebrating Our Wildlife Conservation Heritage (COWCH) project, assist potential interviewers with accomplishing an interview and getting appropriate materials for their interviews, and ensure that the state and national archives of these interviews are up to date.

**CLAUSE H - DIVERSITY, EQUITY, AND INCLUSION** – This committee shall assist the Chapter in taking intentional actions to increase diversity, equity, and inclusion in the Chapter, the Society, and the wildlife profession.

**CLAUSE I - FOREST ISSUES** - This committee shall review issues affecting wildlife or habitats in the forested region of Minnesota, will keep the membership and Board aware of pertinent issues requiring Chapter action, and will assist with drafting of letters, position papers, and resolutions on appropriate issues.

**CLAUSE J - FUNDRAISING** - This committee shall be responsible for raising funds to support Chapter administration and projects.

**CLAUSE K - 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 Chapter, the Society, and the North Central Section. Duties shall include working to improve recruitment and retention of members and assisting the Secretary in maintaining an up-to-date membership database containing contact information and records of dues payment for all members.

**CLAUSE L - NOMINATING AND ELECTIONS** - See Article V, Section 1.

**CLAUSE M - PRAIRIE AND FARMLAND ISSUES** - This committee shall review issues affecting wildlife or habitats in the prairie and farmland region of Minnesota, will keep the membership and Board aware of pertinent issues requiring Chapter action, and will assist with drafting of letters, position papers, and resolutions on appropriate issues.

**CLAUSE N - STATEWIDE ISSUES** - This committee shall review statewide issues affecting wildlife or habitats, will keep the membership and Board aware of pertinent issues requiring Chapter action, and will assist with drafting of letters, position papers, and resolutions on appropriate issues.

**CLAUSE O - STUDENT RELATIONS** - This committee shall act as the liaison between the Chapter, the Student Chapters, and students not associated with Student Chapters. The committee shall maintain communications with Student Chapter and advisors, provide opportunities for mentoring, professional development, and networking, and organize student events at the Annual Meeting.

**CLAUSE P - WETLAND ISSUES** - This committee shall review issues affecting wildlife or habitats in wetlands of Minnesota, will keep the membership and Board aware of pertinent issues requiring Chapter action, and will assist with drafting of letters, position papers, and resolutions on appropriate issues.

**Section 3. ACCOUNTABILITY** - All committees shall be accountable to the Board, under the general supervision of the President.

**Section 4. TENURE** - All committee chairs and members shall serve until new committee chairs 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 Chapter following a 1-year grace period during which time the Chapter can come back into compliance.

**Section 2. DISSOLUTION** - The Council of the Society may dissolve the Chapter, following a 1-year grace period during which time the 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 VI, Section 3, for 3 consecutive years. Upon dissolution of the Chapter, its Board shall transfer all assets, accrued income, and other properties to The Council of the 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, the Council of the Society 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 simple majority of the Chapter members voting at any annual or special meeting if due notice of the proposed changes (Article VI, Section 1B) is followed. A member who will be absent from the meeting may file an absentee ballot (Article V, Section 2B).

**CLAUSE A - REVIEW OF BYLAWS** - As necessary and routinely at five-year intervals a Bylaws Review Committee shall review and recommend Bylaws Amendments to the Board for approval, or inform the President that revisions or amendments are not necessary. This committee's charges shall be in ample time to complete reviews and recommendations by specified dates.

**CLAUSE B - APPROVAL** - Revisions and amendments containing no definite policy change or new policy shall be given final approval by the Board and the Society, after which are to be accepted as modified and adopted Bylaws of the Chapter and members notified. Revisions and amendments that do involve definite policy change or new policy must be approved by the Chapter membership via notification in the Newsletter and a written or

electronic vote, or at an Annual or Special Meeting (Article VI) and have approval of the Society. Chapter members absent from such a meeting may file an absentee vote concerning approval.

**Section 2. CONFORMANCE** - No amendment to the Bylaws shall be enacted that results in a conflict with the Society Bylaws. If these Bylaws are revised, the new revision must be approved by the Society before becoming effective. The Chapter Secretary shall have on hand copies of the Chapter Bylaws for use at duly called meetings.