

The Wildlife Society

General Operating Procedures

Approved by Council: November 4, 2023

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Introduction

The Wildlife Society (TWS) Articles of Incorporation, Bylaws, and the Code of the District of Columbia related to nonprofit corporations constitute the legally operative documents for TWS. All other TWS policies and procedures must be in compliance with them and consistent with the tax-exempt purposes of TWS.

These General Operating Procedures (Procedures) are established by Council to facilitate the conduct of TWS business. These Procedures are authorized and managed according to Bylaws, Article X, Section 10.03.

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

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

The Procedures are arranged according to the organization of the Bylaws to facilitate alignment with any authorizing or controlling language.

Part 1. Name, Purposes, Principles, and Code of Ethics

A. Code of Ethics (Bylaws Section 1.04)

1. [The Wildlife Society Code of Ethics](#) is a *separate Council-approved document* that contains the provisions, standards of conduct, and procedures and guidance on enforcement.

Part 2. Council

A. Council Functions (Bylaws Section 2.02)

1. Council has a duty to approve personnel employment policies and practices for TWS staff (Bylaws Section 2.02 C v.). The CEO may develop and implement an Employee Handbook consistent with Council approved personnel employment policies and practices. Upon request to the CEO, Council may review the Employee Handbook to evaluate consistency with Council approved policies and practices but according to best business practices, should not approve the Employee Handbook. It is ultimately the responsibility of the CEO to ensure the Employee Handbook is consistent with Council approved policies and practices.
2. The [Hiring Procedures for Director Positions in The Wildlife Society](#) is a *separate Council-approved document* that describes Council involvement on the CEO-led search committee and general processes for conducting the search.
3. Council is not involved in recruiting and hiring for other non-Director level TWS staff or intern positions.
4. The CEO is solely responsible for personnel actions for TWS staff and interns.

B. Council Meetings (Bylaws Section 2.06) and Travel Compensation (Bylaws Section 2.07)

1. The American Institute of Parliamentarians Standard Code of Parliamentary Procedure (2012) shall govern TWS in all cases to which it is applicable and to the extent it is consistent with the Bylaws, the relevant Code of District of Columbia, and procedures of TWS (Bylaws Section 2.06 G).
2. The [TWS Council Travel Guidelines and Procedures](#) is a *separate Council-approved document* that

contains the expectations and reimbursement process for approved Council travel.

C. Fiscal Management (Bylaws Section 2.08)

1. **The Wildlife Society Financial and Investment Policies Document** is a *separate Council-approved document* that contains the overarching guidance for financial planning and management of TWS. It addresses three elements: 1) Financial Planning and Budgeting Policies; 2) Investment Policies and Management; and 3) General Accounting and Operating Policies.
2. The Wildlife Society Financial and Investment Policies Document will be reviewed by the Executive Committee at least annually in preparation for the external audit, and any pertinent audit or Council recommendations, as approved by Council, will be incorporated.

D. Council Committees (Bylaws Section 2.09 A)

1. Committee Reports

- a) For each Council Committee, the Committee Chair or Council liaison will report to Council at least at each Regular Meeting of Council. (Bylaws Section 2.09).
- b) Council reports are submitted to the CEO and President approximately four (4) weeks prior to each Regular Council Meeting and are compiled into an agenda. The action and consent agendas should be sent to Council members approximately two (2) weeks prior to the Regular Meeting of Council. Each committee chair and all Council members should be notified of the submittal due date at least four (4) weeks prior to the due date.
- c) Additional reports may also be requested to be submitted to the CEO and President prior to a Special Meeting of Council with timelines established on a case-by-case basis.

2. Committee Member Terms

- a) Members of a Standing Committee typically serve a three-year (3-year) term. Regular turnover creates more opportunities for members to be actively engaged and enhances diversification of perspectives and experiences. For large committees, every effort should be made to appoint committee members from all sections (1 per committee). Outgoing members are encouraged to participate in other Committees, or to use their experience serving TWS in an elected office at any level. Exceptions should be only considered by the President in rare instances, generally for reasons such as:
 - i. To avoid a complete turnover and loss of critical institutional knowledge on the Committee.
 - ii. When normal turnover would substantially disrupt completion of a critical task.
 - iii. To establish or maintain a staggered turnover of committee members.
 - iv. When outreach has failed to secure enough members to have an effective Committee or a willing and capable Chairperson.
 - v. When the committee requires specialized or in-depth knowledge of TWS, its members, or TWS operations, such as the Aldo Leopold Memorial Award Committee, Leadership Institute, or Wildlife Publications Award.
- b) The Investment Review Committee (IRC) is a special case, and members should be permitted to continue service beyond the three-year term guideline. This committee requires special expertise of a long-term nature, best attained through longer term retention of members. In the case of vacancies, the President should work closely with the CEO, Treasurer, and Chair of the

IRC to identify potential new members. For this reason, the IRC should generally be excluded in the annual “call for volunteers” issued for all other committees.

- c) The President may remove a member from any committee, except the Executive Committee, with or without cause (Bylaws Section 2.09 A iv b).

3. Committee Composition

- a) Use the notice seeking volunteers for committees to encourage participation by all members and use strategies that contribute to meeting The Wildlife Society’s Strategic Plan.
- b) Committee composition should consider the benefits of diverse representation to meet the committee charges. Diverse representation could include geography, work background, academic background, individual perspectives, and background. It should be noted that certain committees may require specialized expertise, and that “diverse representation” may vary depending on those circumstances.
- c) Several Committees have requirements or guidance for their composition:
 - i. Finance Committee. The Executive Committee shall serve as the Council Finance Committee and provide guidance to the Chief Executive Officer and Corporate Treasurer.
 - ii. Election Validation Committee. The Election Validation Committee will not include members from Voting Districts whose Representative is on the ballot (Part 5 A 2).
 - iii. Ronald F Labisky Graduate Fellowship Candidate Selection Committee. Composed of five (5) Active Members. Minimum of two-year (2-year) term. Preference for experience evaluating academic/employment applications and versed in wildlife conservation policy issues. TWS Director of Policy and Communications and a member of the Labisky family serve as ex-officio non-voting members. (See Agreement.)

4. Committee Minutes

- a) Only Council Committees delegated governance power are required to keep meeting minutes (Bylaws Section 2.09 A iv c). Currently, no Council Committees are delegated governance power.
- b) Awards Committees that are formed as Advisory Committees may be delegated duties to nominate and approve recipients of awards by the President (Bylaws 2.09 B i, Bylaws 2.02, and Bylaws 2.02 C x). Such Awards Committees do not need to keep meeting minutes but will report their activities in their Report to Council.
- c) The Nominating Committee is delegated duties to evaluate candidates and select nominees for TWS elections of officers and representatives (Bylaws 5.01). The Committee does not need to keep meeting minutes of discussions with and about candidates but will report the names of nominees and other information to the CEO as provided in Part 5 A 1 below. Any additional Committee charges from the President will be reported in their Report to Council.

5. Working Groups (Bylaws Section 2.09 B ii)

- a) Working Groups may be formed upon petition to Council by fifteen (15) or more Active TWS Members and upon Council approval of a Working Group Charter.
- b) Working Groups shall adopt and maintain a Charter in conformance with the current Model Charter approved by Council. Such Charter shall require submission of an annual report,

- calendar year financial statement, tax statement, record of elections, and other official actions within twenty (20) days thereof to the Chief Executive Officer or their designee. The initial Charter must be approved by the Council. Subsequent modifications of the Charter may be approved by TWS staff and included as interim actions at the next Regular Meeting of Council.
- c) Only Active TWS Members are eligible for membership in Working Groups. Membership requires payment of applicable Working Group dues and conformance to the Working Group Charter (Bylaws Section 4.02 A vii).
 - d) Each Working Group shall have an Executive Board/Committee to govern their affairs.
 - e) The President may request involvement by Working Groups to provide expert knowledge on issues relevant to the Purposes of TWS (Bylaws Section 2.09 B ii).
 - f) Each Working Group shall provide a Council Report of activities and requests for Council action at least at each Regular Meeting of Council (Bylaws 2.09 B. iii). Reports are submitted to the CEO by the same dates described for Council Committees in Part 2, D 1 b) above. Additional reports from a Working Group may also be requested prior to a Special Meeting of Council as described for Council Committees in Part 2, D 1 c) above.
 - g) Working Groups may have electronic and/or mail-in voting provided that voting systems will ensure that only one (1) vote may be registered per Working Group Member.
 - h) Meetings and activities shall be held in accordance with the Working Group Charter. TWS encourages Working Groups to hold, sponsor, or join other natural resources groups in sponsoring seminars, symposia, conferences, and other meetings for the purposes of exchanging scientific and professional experience and knowledge, and otherwise promoting the Purposes and Code of Ethics of TWS. Such meetings and activities may be financed through a variety of sources consistent with applicable laws. Working Groups should consult with TWS staff regarding potential liabilities from fundraising activities and from holding events.
 - i) A Working Group may be dissolved by Council if its membership falls below fifty (50), or if it fails to meet criteria established by Council, TWS Bylaws, and the Charter of the Working Group. This includes if Council finds the Working Group is not meeting reporting standards as established in the Working Group's Charter and/or the Working Group fails to file required IRS reports, as determined by TWS staff, for three (3) consecutive years. If after two (2) years of non-compliance, Council determines dissolution may be warranted, the Working Group will be given a one (1)-year dissolution notice. If at the end of this notice period the problem(s) has (have) not been resolved, Council will vote on whether or not to dissolve the Working Group. If dissolved, the Working Group Charter will be recalled, and all remaining Working Group funds and assets will revert to TWS after all outstanding debts are satisfied.
 - j) As of 2022, the current model Charter and Charter of all Working Groups stipulate that TWS will hold the funds for a period of five (5) years following dissolution for redistribution to any Working Group formed with similar purpose. After the five-year (5-year) period, funds and assets may be used by TWS in any manner consistent with TWS Bylaws. The model Charter will be modified to state that upon dissolution, funds may be allocated to a discretionary fund for Working Groups, be reallocated to other Working Groups, or used in any manner consistent with TWS Bylaws, at the discretion of Council. As Working Groups revise their Charter, they will adopt this new language.

Part 3. Corporate Officers

A. Chief Executive Officer Duties and Responsibilities (Bylaws Section 3.03 G)

1. The Chief Executive Officer shall be responsible for executing policies and programs developed by Council and for carrying out all administrative and managerial affairs of TWS.
2. The Chief Executive Officer, as Corporate Secretary, shall issue regular or special meeting notices of Council, keep minutes of those meetings, and carry out other duties as assigned by or assumed under the broad policies of Council. The Chief Executive Officer shall ensure that updated and approved policies and procedures, position statements, agendas, and approved summary minutes, including all major decisions, from Council meetings are placed on TWS' website in a timely manner.
3. The Chief Executive Officer shall manage all assets in Checking and General-Fund accounts, which shall be made subject to the single signature of the Chief Executive Officer, other designated staff, or the Corporate Treasurer.
4. The Chief Executive Officer, President, and Corporate Treasurer, with advice from the Investment Review Committee, may secure the services of a professional investment manager to manage assets in the investment funds (Endowment Fund for Excellence in Wildlife Stewardship, the Permanent Reserve Fund, and others as established by Council). Transactions involving endowment and permanent reserve assets shall be subject to the dual signatures of the Chief Executive Officer and Corporate Treasurer, or other designated member of the Finance Subcommittee.
5. The Chief Executive Officer and other fund signatories shall be bonded at TWS expense in the amount specified by Council. An independent audit shall be made of TWS' accounts at the close of each fiscal year, as directed by the President. Audit results shall be presented to Council at their fall Regular Meeting and presented to membership in the official publication of record.
6. Consistent with all legal requirements, TWS' Certificate of Incorporation, and bylaws, as well as policies and procedures established by Council, the Chief Executive Officer shall develop, maintain, and update as required a TWS Employee Handbook to guide all aspects of hiring, compensation, training, management, organization, and supervision of TWS staff. The Chief Executive Officer will review the TWS Employee Handbook annually and update as necessary. The TWS Employee Handbook shall be available to staff and Council at all times.

B. Appointing a Corporate Treasurer

1. If a vacancy occurs in the position of Immediate-Past President, Council shall appoint a Voting District Representative to serve as Corporate Treasurer and serve on the Executive Committee until the next installation of officers (Bylaws Section 2.04 D and 3.01 B).
2. Voting District Representative term is not interrupted while serving as acting Corporate Treasurer.

Part 4. Membership and Dues

A. Active Member Categories (Bylaws Section 4.02)

1. Privileges described in Bylaws are the same for all Categories of the Active Member Class (Bylaws Section 4.02 A).
2. REGULAR MEMBER — Those Active Members who pay annual dues and who are not defined elsewhere in Part 3.A of this document.
3. LIFE MEMBER — An Active Member so enrolled prior to August 24, 1965, or those who enrolled as a Life Member after September 1, 2016. Life membership is not transferable.
4. RETIRED MEMBER — An Active member retired from full-time employment after having been a TWS member for twenty-five (25) years or more. Retired Member status will be granted upon application and verification of prior membership requirements.

5. EARLY CAREER PROFESSIONAL — An individual who is a graduate of a full-time college level wildlife or directly related curricula. Early Career Professional status may only be claimed for the original membership year and be renewed four (4) times.
6. STUDENT MEMBER — An individual enrolled full-time in a college level wildlife or directly related curricula as an undergraduate or as a graduate student. This membership status shall not exceed seven (7) years whether obtained in consecutive or non-consecutive years.
7. HONORARY MEMBER — An Active Member so recognized by Council for distinguished service or outstanding achievement.
8. FAMILY MEMBER — Family Membership is available to any two (2) individuals residing at the same address. Typically, these individuals are both employed as wildlife professionals and are involved in wildlife conservation and management as part of their work. Both individuals receive all the privileges of Active Membership. They receive a single copy of The Wildlife Professional.

B. Affiliate Member Categories (Bylaws Section 4.02 and 4.02 B)

1. CONSERVATION PARTNER — Available, upon approval of Council, to organizations and institutions with whom TWS may exchange publications, information, or services.
2. COMMERCIAL MEMBER — Available to any company with an interest in supporting TWS' mission and programs. Typically, these are companies that sell products or services to wildlife professionals or are themselves involved in wildlife conservation and management as part of their business operations.
3. GOVERNMENT AGENCY MEMBER — Available to any government agency or institution with an interest in supporting TWS programs. Typically, these agencies employ wildlife professionals and are involved in wildlife conservation and management as part of their agency mission. For state or provincial agencies, a single Government Agency Membership encompasses an entire state or province. For federal agencies, a single Government Agency Membership encompasses a single regional office (and its subunits) or a single national office.
4. ORGANIZATION UNIT MEMBER — Available to individuals that are not Active Members of TWS but who do pay annual dues to a TWS Section, Chapter, or Student Chapter.

C. Certified and Associate Wildlife Biologists (Bylaws Section 4.02 A vi)

1. The [TWS Wildlife Biologist Certification Program Policies and Procedures Manual](#) is a separate document that contains *some Council-approved policies and procedures* as well as non-Council approved descriptions of operations of the Certification Program and guidance on application review, including the procedure for appeal of Certification decisions. Changes to the Procedures Manual that require Council approval (certification requirements, certification fees, and the appeal process) may be periodically identified by the Certification Review Board or Council.

D. Dues (Bylaws Section 4.03) and Fees

1. Student Member dues are set annually by Council and will not exceed 50 percent (50%) of the Regular Member dues, rounded to the next highest dollar.
2. Early Career Professional Member dues are set annually by Council and will not exceed 50 percent (50%) of the Regular Member dues, rounded to the next highest dollar, plus ten dollars (\$10).
3. Retired Member dues are set annually by Council and will not exceed 50 percent (50%) of Regular Member dues, rounded to the next highest dollar.
4. Honorary and Conservation Partner Members are exempt from annual dues.
5. Life Members are exempt from annual dues upon payment of a one-time fee that is set by Council. There is no fixed formula to establish the fee, but it should be set to be at least twenty-five (25) years of regular dues accrual when it is adjusted.
6. Family Member dues are the equivalent of two (2) Regular Member dues, minus the publishing and

- delivery costs of one (1)-year of The Wildlife Professional, rounded to the next highest dollar.
7. The Corporate Treasurer maintains a list of the current dues and fees.

E. Active Member Meeting Procedures (Bylaws Section 4.05 H)

1. General Agenda typically follows the order below:
 - a) Call meeting to order by TWS President
 - b) Determination of a quorum
 - c) Introduction of guests and visitors
 - d) Address of TWS President
 - e) Report of TWS' Chief Executive Officer including a report on TWS finances
 - f) Report of the Nominations Committee
 - g) Old business
 - h) New business
 - i. Member generated
 - ii. Council generated
 - i) Adjournment
2. Verification of a quorum will take place after each formal break
3. Other Rules consistent with Bylaws and allowed by the Code of the District of Columbia and the Standard Code of Parliamentary Procedures may be established by the Presiding Officer. Standing Rules and Special Rules approved by Council may also be applied.

Part 5. Council Elections and Other Balloting (Bylaws Section 5.01)

A. Council Election Process

1. The Nominating Committee shall submit all nominees for Council positions to the Chief Executive Officer before March 1 of each year. Nominations shall be published promptly in TWS' official publication of record. Within thirty (30) days of posting said issue on TWS' website, additional nominee(s) may be submitted to the Chief Executive Officer by any Active Member in good standing, if supported in writing by 5 percent (5%) of the Active Membership and with the consent of the nominee.
2. Elections for Council positions shall be conducted by a mail-in or electronic election process, and other issues requiring a vote of Active Members may also be resolved by a mail-in or electronic voting process (Bylaws Section 5.02).
 - a) For voting purposes, it is the sole responsibility of Active Members to ensure they have provided TWS with a valid and current email address and/or postal address prior to the voting period.
 - b) Determination of an Active Member's Voting District of residence is the sole responsibility of TWS and shall be determined based on the postal address provided by the Active Member to TWS.
 - c) Mail-in and electronic voting systems will ensure that only one (1) vote may be registered per Active Member.
 - d) Voting for Council elections will commence at least sixty (60) days prior to the fall Regular Meeting of Council and continue for a period of at least thirty (30) days.

- e) Voting for other issues requiring a vote of Active Members may run concurrent with Council elections subject to the same timelines or may be run at other times of year if approved by Council, with a voting period of at least thirty (30) days.
 - f) All Active Members with valid email address that have consented to receive notifications electronically will be notified electronically via TWS' official publication of record at the beginning of the voting period and be provided a summary of the issues or candidates that are on the ballot; this information will also be posted on TWS' website at the beginning of the voting period. Reminders will be sent electronically to all Active Members with valid email addresses on the workday closest to ten (10) and twenty (20) days after voting begins.
 - g) Active Members without valid email addresses and those with valid email addresses that have not consented to receive notifications electronically will be mailed a summary of the issues or candidates that are on the ballot along with a paper ballot postmarked at least forty (40) days before electronic balloting closes, and a reminder postmarked at least twenty (20) days before electronic balloting closes.
 - h) TWS Organization Units may have electronic voting conditional on the organization unit abiding by stipulation 3 above.
3. The President shall appoint an Election Validation Committee consisting of one (1) TWS staff member and two (2) Active Members, each from a different Voting District whose Representative is not up for election. TWS staff members appointments should rotate periodically.
 - a) The Election Validation Committee shall validate voting results of all Council elections by July 15 and promptly publish results in the next available issue of TWS official publication of record.
 - b) The Election Validation Committee shall validate voting results on other TWS issues requiring a vote of Active Members within forty-five (45) days of the published electronic voting deadline and promptly publish results in the next available issue of TWS' official publication of record.

Part 6. Voting Districts and Organization Units

A. Voting Districts (Bylaws Section 6.01)

1. Voting Districts may be added or removed, or boundaries may be modified or changed by Council for the purpose of maintaining equitable representation and efficient management of TWS affairs (Bylaws Section 6.01).
2. Proposals to change Voting Districts may originate from Council or TWS staff, or a petition by a TWS Section, Chapter, or group of members (Bylaws Section 6.01). A valid petition will include signatures of support by at least ten (10) percent of the TWS Active Members within the affected area.
3. United States (U.S.)
 - a) Each U.S. Voting District shall include at least two (2) states and at least eight (8) percent of the total U.S. Active Membership.
4. Voting District Names and Boundaries
 - a) Canadian – includes the Country of Canada.
 - b) Central Mountains and Plains – includes the states of Colorado, Kansas, Nebraska, North Dakota, South Dakota, Utah, and Wyoming.
 - c) North Central – includes the states of Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Ohio, and Wisconsin.

- d) Northeast – includes the states of Maine, Connecticut, Massachusetts, New Hampshire, Rhode Island, Vermont, New Jersey, Delaware, New York, Pennsylvania, and West Virginia.
 - e) Northwest – includes the states of Alaska, Idaho, Montana, Oregon, and Washington.
 - f) Southeastern – includes the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, and Virginia, plus the District of Columbia and the Commonwealth of Puerto Rico.
 - g) Southwest – includes the states of Arizona, New Mexico, and Texas, plus the Republic of Costa Rica and the United Mexican States.
 - h) Western – includes the states of California, Hawaii, and Nevada, plus the Commonwealth of the Northern Mariana Islands; Territories of American Samoa and Guam; and the Freely Associated States of the Federated States of Micronesia, Palau, and Republic of the Marshall Islands.
5. Council Representatives elected from each Voting District will be known by the term: (Voting District Name) Representative to TWS Council. The term “Section Representative” is no longer used but applies to the period 1972 to 2021.

B. Organization Units (Bylaws Section 6.02)

1. Sections (Bylaws Section 6.02 A i)

- a) A new Section may be formed in a geographic area not within an existing Section by subdividing an existing unincorporated Section, or by joining parts of two (2) or more unincorporated Sections, upon petition to Council by ten (10) percent or more of the TWS Active Members residing in the geographic area of the proposed Section. Due to differences in the laws of each nation and their customs and traditions, consider affiliation or other agreements with organizations that are formed under their local jurisdictions in lieu of forming new Sections outside of North America.
- b) The elected Board of an unincorporated Section(s) may petition Council to change their boundaries. When changing boundaries of unincorporated Sections involves modifying the boundaries of more than one Section, Council will not consider any petition to modify boundaries that is not submitted by all Sections involved.
- c) The boundaries of incorporated Sections may only be changed in a manner consistent with the law and any Affiliation and License Agreement between that Section and TWS.
- d) Formation of a Section outside the U.S. is not finalized until Council approves an Affiliation and License Agreement with that Section.
- e) All Sections must comply with the governing tax authority and all applicable laws in connection with any of its operations.

2. Chapters (Bylaws Section 6.02 A ii)

- a) Chapters may be formed upon approval by a majority vote of the Section Executive Board and upon petition to Council by ten (10) percent or more of the TWS Active Members residing in the geographic area of the proposed Chapter.
- b) U.S. Chapter formation is not finalized until Council approves Chapter Bylaws.
- c) Formation of a Chapter outside the U.S. is not finalized until Council approves an Affiliation and License Agreement with that Chapter or authorizes that Chapter’s inclusion on an Affiliation and License Agreement held by the Section in which the Chapter is formed.

- d) Student Chapters are affinity groups of students with an interest in wildlife and TWS organized under the rules and policies of their academic institution(s). Student Chapters are intended to advance TWS Purposes through involvement of student members at colleges and universities. Student Chapters are also intended to have a special relationship with the Chapter within whose geographic boundary it resides. If there is no Chapter, then the relationship exists with the appropriate Section or with Council if no appropriate Section exists. Formation requires submission of a petition to Council by ten (10) or more TWS Active Members who are students at the academic institution where the Student Chapter will be formed, a faculty advisor who is an Active Member of TWS, and approval by the appropriate Chapter Executive Board or, in the absence of a Chapter, by the Section Executive Board, or in the absence of a Section, by the Council.
 - i. New Student Chapters will be required to successfully complete a three-year (3-year) probationary period before becoming an official Student Chapter. During this time, the Student Chapter will be required to submit on time all annual requirements specified in their Bylaws on time.
 - e) All Chapters must comply with the governing tax authority and all applicable laws in connection with any of its operations.
3. Organization Unit Bylaws
- a) Sections, Chapters, and Student Chapters shall adopt and maintain Bylaws in substantial conformity with current Model Bylaws approved by Council. Such Bylaws shall require submission of an annual report, calendar year financial statement, relevant tax statement, records of elections or selection of Section Executive Board from among Chapter officers, and other official actions within twenty (20) days thereof to the Chief Executive Officer and, in the case of Chapters, also to the appropriate Section Executive Board and Representative to TWS Council. Except where prohibited by law or as otherwise provided in agreements between TWS and any Organization Unit, initial wording of Bylaws must be approved by Council and any subsequent modification of Bylaws may be approved by TWS staff and included in Interim Actions at the next Regular Meeting of Council.
4. Organization Unit Executive Boards
- a) Each Section, Chapter, and Student Chapter shall have an Executive Board/Committee to advise the appropriate Representative to TWS Council and to govern their affairs.
5. Organization Unit Meetings and Activities
- a) Such activities shall be held in accordance with the Bylaws adopted by the respective Organization Unit. TWS encourages its members, through their Sections, Chapters, and Student Chapters, to hold, sponsor, or join other natural resources groups in sponsoring seminars, symposia, student conclaves, conferences, and other meetings for the purposes of exchanging scientific and professional experience and knowledge, and otherwise promoting the Purposes and Code of Ethics of TWS. Such meetings may involve any geographic area regardless of Section and Chapter boundaries and may be financed through a variety of sources consistent with

applicable laws. The Organization Unit should consider potential liabilities and seek insurance where appropriate.

6. Organization Unit Membership

- a) Membership is by payment of dues and meeting any other requirements included in the Bylaws of the respective Section or Chapter.
 - i. ACTIVE MEMBERS — All TWS Active Members are eligible for Active Membership in any Section, Chapter, and/or Student Chapter, provided they conform to the Bylaws of those units (Bylaws Section 4.02 A).
 - ii. OTHER MEMBERS — Membership for persons interested in wildlife resources, but not Active Members of TWS, may be provided for in Section, Chapter, and Student Chapter Bylaws (Bylaws Section 4.02 B). Other members may not hold voting Executive Board positions in the Section, Chapter, or Student Chapter; vote on official matters relating to TWS; or officially represent TWS by Board or officer appointment; however, they may vote in Section, Chapter, and Student Chapter elections and participate in activities and programs (Bylaws Section 4.02 B).

7. Organization Unit Dissolution (Bylaws Section 2.02 C viii)

a) United States

- i. A Chapter may be dissolved upon Section recommendation and approval by Council, except where prohibited by law or as otherwise provided in agreements between TWS and any Organization Unit.
- ii. A Student Chapter may be dissolved upon Chapter or Section recommendation, whichever is appropriate under the language in Part 6. B. 2. d., and with approval by Council.
- iii. Council may also dissolve Chapters or Student Chapters for other reasons considered justifiable by Council, such as violation of TWS or Chapter Bylaws. This includes if Council finds the Chapter or Student Chapter is not meeting reporting standards as established in their Bylaws and/or they fail to file required IRS reports, as determined by TWS staff, for three (3) consecutive years.
- iv. If after two (2) years of non-compliance, Council determines dissolution may be warranted, the Chapter or Student Chapter will be given a one (1)-year dissolution notice. If, at the end of this notice period, the problem(s) has (have) not been resolved, Council will vote on whether or not to dissolve the Chapter or Student Chapter.
- v. If dissolved, the Chapter or Student Chapter Charter will be recalled, and all remaining Chapter or Student Chapter assets will revert to TWS after all outstanding debts are satisfied.

b) Outside the United States

- i. Sections, Chapters, or Student Chapters outside the United States may be dissolved as provided in agreements between TWS and the Organization Unit.

Part 7. Resolutions and Public Statements

A. TWS Policy Engagement Documents

1. [The Wildlife Society Policy Engagement Document](#) is a *separate Council-approved document* that describe the different types of policy documents and procedures for their management.

Part 8. Publications, Communications, and Information Resources

A. Publication of Record

1. The Wildlife Society Official Publication of Record is the eWildlifer (Bylaws Section 8.01).

Part 9. Offices and Registered Agent

A. Principal Office

1. The principal office of TWS is located at 425 Barlow Place, Suite 200, Bethesda, MD (Bylaws Section 9.01).

B. Registered Agent

1. The Corporate Secretary maintains information regarding the registered agent(s) of TWS (Bylaws Section 9.02).

Part 10. Bylaws and General Operating Procedures (Reserved)

Part 11. Indemnification, Insurance, and Liability Statement (Reserved)

Part 12. Miscellaneous (Reserved)

Part 13. Dissolution (Reserved)

Procedures Manual History

- 10/25/2021: Original version approved by Council following revision of Bylaws which established the General Operating Procedures. Initial version included procedural material removed from Bylaws with limited edits and additions (for example added Organization Unit Member category to Affiliate Member Class .
- 11/5/2022: Amendment approved by Council to 1) re-organize to follow organization of Bylaws; 2) clarify the Employee Handbook and CEO responsibility for staff hiring; 3) address Committee member appointment requirements and term limits; 4) Clarify Working Group reports and change to Working Group dissolution through eventual Charter updates; 5) increased the number of members needed to petition to change Voting Districts, Sections, and Chapter boundaries; 6) added preference for affiliation agreements versus establishing new Sections outside of North America; 7) simplified Student Chapter probationary period requirements; 8) recognized challenges to modify boundaries or dissolve incorporated organization units; 9) and various other minor edits.