

The Wildlife Society's
CHARTER OF THE HABITAT RESTORATION WORKING GROUP OF THE
WILDLIFE SOCIETY, INC.

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ARTICLE I. NAME, SCOPE, AND AFFILIATION

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

Section 2. SCOPE - The Working Group has as its scope of interest the restoration, management and conservation of wildlife habitats and the ecosystem services they provide.

Section 3. AFFILIATION - The Working Group shall conform to Bylaws, Code of Ethics, goals, objectives, policies and positions adopted by The Wildlife Society, Inc.¹, hereinafter referred to as the Society.

ARTICLE II. MISSION STATEMENT

The HR Working Group provides a professional forum for the exchange of scientific information which advances the restoration and conservation of wildlife habitat.

Wildlife restoration historically focused largely on recovering chronically depleted populations to their former productive state. Increasingly, however, restoration is designed to increase the availability and resilience of wildlife habitat in the face of human population growth, landscape fragmentation and global environmental change. The focus is on restoring and maintaining complex, connected landscapes capable of sustaining native wildlife populations even as those landscapes undergo systemic change. The Habitat Restoration Working Group

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

exists to promote the exchange of information among wildlife scientists and land managers

interested in habitat restoration, management and conservation. The group draws upon lessons from wildlife biology, conservation science and restoration ecology to identify and promote effective management strategies, restoration methods and assessment tools. This is accomplished through webinars, symposia, workshops, technical sessions, position statements, newsletters, and occasional publications.

Article III. GOALS AND OBJECTIVES

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

1. Facilitate communication and the collegial exchange of information among members of the Society interested in the restoration, management and conservation of wildlife habitat.
2. Identify and publicize innovative approaches to research, management and teaching that advance effective wildlife habitat conservation.
3. Enhance the knowledge, understanding and technical capabilities of natural resource professionals and land managers working to restore the structure and function of disturbed landscapes for the benefit of native wildlife species.
4. Increase public awareness and appreciation of the benefits and potential for restoring and conserving habitat to promote wildlife conservation.
5. Promote interdisciplinary collaboration among the many natural resources professions involved in habitat restoration.
6. In cooperation with the Council, influence policy makers whose decisions may have far reaching implications for the sustainability of wildlife populations and their habitats.
7. Embrace, foster and promote a commitment to diversity, equity and inclusivity among members of the Working Group and the Society broadly.

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

1. Provide regular communication and professional development opportunities to members of the Society interested in ecological restoration through meetings, webinars, symposia, workshops, technical sessions, position statements, newsletters, publications, and other means.
2. Promote membership in the Society and Working Group to natural resource professionals interested in the restoration, management and conservation of wildlife habitat.
3. Provide journalists, government officials, other conservation organizations, policy makers and members of the general public with clear, concise information about the importance of restoring and conserving habitat for the benefit of native wildlife species.
4. Identify ways and means to cooperate with other Society Working Groups concerned with conservation and restoration science (e.g., Biological Diversity, Climate Change and Wildlife, Forestry and Wildlife, Rangeland Wildlife, and Conservation Affairs).
5. Collaborate in programming with other natural resources and environmental groups working in the areas of conservation and restoration science (e.g., Society for Ecological Restoration, Society for Conservation Biology, IUCN Commission on Ecosystem Management, and IUCN SSC Conservation Planning Specialist Group).
6. Make recommendations to the Society Council for specific actions to be taken by the Society in the area of wildlife habitat restoration and conservation.
7. Prepare draft technical reviews, position statements and other materials in the area of restoration for consideration by the Council.
8. Provide financial support in the form of scholarships and travel assistance to support the

participation of students in Working Group-sponsored professional development opportunities.

9. Provide professional mentoring opportunities for students interested in wildlife habitat restoration and conservation.

10. Provide a welcoming environment for members of under-represented groups interested in habitat restoration and conservation.

ARTICLE IV. MEMBERSHIP

Section 1. MEMBER - Membership in the Working Group shall be available to any member of the Society with interests in habitat restoration and conservation. Working Group membership shall be available only to members of the Society.

Section 2. CHARTER MEMBER - Members in good standing on the membership rolls as of December 31, 1997 shall be considered charter members.

Section 3. DUES - Annual dues shall be payable by each Working Group member to the Society headquarters. Annual dues shall not be less than \$5.00 per year and may be increased by majority 96 vote (51%) of the Working Group members who cast a ballot on the question. Members who have 97 not paid their Society dues shall lose their membership rights in the Working Group. The Society 98 shall retain a minimum of \$1.00 of the dues of each Working Group member to partially defray 99 expenses associated with collecting dues, maintaining membership lists, providing mailing labels, 100 and other administrative assistance. The remaining portion of each Working Group member's dues 101 shall be distributed to the Working Group for the furtherance of its goals and objectives.

ARTICLE V. ELECTIONS, OFFICERS AND EXECUTIVE BOARD

Section 1. NOMINATIONS - The Immediate Past Chair shall convene a three-member Nominating and Elections Committee to nominate a slate of candidates for each of the elective positions, namely: Chair-elect, Secretary-Treasurer, and three additional Board Members at-large from the Working Group membership. When no duly elected Chair-elect exists to assume the position of Chair (Article V, Section 7), two candidates for Chair also shall be nominated. No member of the Nominating and Elections Committee may themselves be a candidate for elective office.

CLAUSE A. Qualifications – Nominees (1) must be members in good standing, (2) must consent to becoming a candidate, (3) cannot be a nominee for more than one Working Group elective position at a time, and (4) may serve in only one position at a time.

CLAUSE B. Membership Notice and Candidate Submission – The slate of nominees shall be submitted to the membership at least 30 days prior to the start of the voting period. During this period, additional nominees may be added to the slate upon the signed support of six (6) or more Working Group members, subject to Clause A.

CLAUSE C. Uncontested Election – Upon approval of the Executive Board, a slate of one (1) candidate may be submitted to the membership for a replacement Chair (Article V, Section 7), Chair-Elect or Secretary-Treasurer, or a slate of three (3) candidates for Board Member at-large,

if (1) the Nominating and Elections Committee has contacted at least five (5) Working Group members for additional nominations for elected positions, and all have declined, and (2) no additional nominees are submitted per Clause B.

CLAUSE D. Term Limits – For elective positions other than the successional positions of Chair elect, Chair, Immediate Past-Chair, a Board member may be elected for up to two consecutive terms in the same elective position.

Section 2. BALLOTING –Balloting for elections and special votes shall occur by electronic ballot. Electronic ballots shall be accepted for 14 days from the start of balloting, and shall be received from the members and counted by the Nominating and Elections Committee.

CLAUSE A. Special Elections – A special election may be called for filling vacant elective positions or to put a vote for other business before Working Group members provided due notice is given as described in Article V, Section 1, Clause B for filling vacant positions or for at least 14 days for votes on other business.

CLAUSE B. Delinquent Membership – Members in arrears shall forfeit their right to vote during the period of their delinquency.

Clause C. A signed absentee ballot may be submitted to the Nominating and Elections Committee Chairperson by a member prior to the scheduled time for counting ballots.

CLAUSE D. Majority Vote – The candidate receiving the largest number of votes for an office shall be declared elected. Other business and Special votes shall be determined by the majority of votes received unless a different voting requirement is specified at the time voting is initiated. In the event of a tie vote for a candidate or on other business, the Executive Board will cast a ballot vote with a majority determining the outcome.

Section 3. EXECUTIVE BOARD – The elective positions of the Working Group shall constitute the Executive Board, including four (4) officers (Chair, Chair-Elect, Secretary-Treasurer, immediate Past Chair), and three (3) Board Members At-Large. The Executive Board of seven (7) members shall act as the governing body for the Working Group.

Section 4. OFFICERS - Officers of the Working Group shall include a Chair, Chair- Elect, Secretary-Treasurer, and immediate Past Chair. Their duties are as follows:

Clause A. CHAIR - The Chair shall have general supervisory responsibility for the Executive Board; shall preside at all meetings of the Executive Board and membership; shall appoint, with the advice of the Executive Board, chairs of all standing and special committees; and shall be an ex officio member of all committees, except the Nominating and Elections Committee. The Chair may represent the Working Group or appoint alternate representatives to other Working Group, Chapter, Section, or Society Boards, committees, or meetings, including The Wildlife Society Council. The Chair shall be responsible for submitting an annual report of the Working Group's activity to the Society. Upon completion of a full one-year term as Chair, the Chair succeeds to the position of immediate Past Chair.

Clause B. CHAIR-ELECT - The Chair-Elect shall assume the duties of the Chair in the absence

of the Chair or upon the inability of the Chair to serve, and shall perform any duties assigned by the Chair. In the event the Chair-Elect cannot serve in the Chair's absence, the Executive Board shall appoint a Chair, pro-tempore. The Chair-Elect shall also lead the Program and Technical Session Committee for planning and organizing the Society's Annual Conference. Upon completion of a full one-year term as Chair-Elect, the Chair-Elect succeeds to the position of Chair.

Clause C. PAST CHAIR - The immediate Past Chair shall lead both the Resolutions, Position Statements and Technical Reviews Committee (Article VIII, Section 2, Clause F) and the Nominating and Elections Committee. The Past Chair also performs any duties assigned by the Chair.

Clause D. SECRETARY-TREASURER - The Secretary-Treasurer shall be responsible for the files, records, and funds of the Working Group. Duties include recording and issuing the minutes of all meetings; maintaining the Working Group's files and records (Article VII, Section 3); receipt and disbursement of funds; preparing and submitting an annual fiscal-year financial report (Article VII, Section 2, Clause D) to the Executive Board, members, and Society; and preparing an annual budget for approval by the Executive Board. The outgoing Secretary-Treasurer is responsible for submitting a Tax Report Form to the incoming Secretary-Treasurer prior to leaving office to account for all incomes and expenses for the year of service of the outgoing Secretary-Treasurer. This form is to be mailed to the Society in the following spring or summer at the request of the Society.

Clause E. BOARD MEMBERS - Three (3) Board Members At-Large shall be elected to broadly represent the views of the membership. Each Board Member shall serve as the chair of a Working Group standing committee and shall perform any other duties assigned by the Chair. For the purposes of Executive Board decision making, at least two of the three Board Member positions are required to be filled.

Section 5. TERM OF OFFICE - The officer position of Secretary-Treasurer and any Board Member At-Large serves for two years. They are inducted at the Annual Business Meeting, assume office immediately following the Annual Business Meeting and, unless re-elected, terminate their duties at such time as their successors are elected and installed. The officer position for Chair Elect shall serve one year in each successional office: Chair-Elect, Chair, and Past Chair. This officer is inducted at the Annual Business Meeting, assumes office of Chair-Elect immediately following the Annual Business Meeting, and terminates his/her duties following the term as Past Chair at such time as his/her successor is elected and installed.

Section 6. REMOVAL FROM OFFICE

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 this charter, 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 IV, Section 6, may consider removing an officer, board member, or representative upon a written petition of the membership signed by 15% of the working group voting members or a three-fourths (¾) 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 ten (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 is provided, and vote on the petitioned removal via electronic or in-person communication. A three-fourths (¾) majority vote by the Board shall be required to remove an officer, board member, or representative. 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 (10) days of the Executive Board vote.

Section 7. VACANCIES - If the office of the Chair is vacated for any reason, the Chair-Elect shall assume the duties of Chair for the balance of the unexpired term of the Chair. All other vacancies in any unexpired term of an elective office shall be filled through appointment by the Executive Board. The Chair-elect, serving as Acting-Chair, shall serve only until the next regularly scheduled Working Group election when the membership shall elect the next Chair and chair-elect as necessary. In the event of an unfilled at-large Board Member position, the Chair shall appoint a representative to fill out the membership of the Executive Board. All appointees shall conform to the criteria for nominees found in Article V, Section 1, Clause A and D.

ARTICLE VI. MEETINGS

Section 1. MEMBERSHIP MEETINGS - Membership meetings shall be held at such times and places as determined and published by the Executive Board. Meetings may be held in-person or in a virtual format, subject to the recommendations of the Society. The rules governing the meeting shall be the same in either case. For in-person meetings, a serious effort shall be made to establish a link enabling Working Group members not in attendance to participate virtually (e.g., conference call or Zoom session).

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

CLAUSE B. DUE NOTICE - Members must be notified at least 30 days prior to the Annual Business Meeting.

CLAUSE C. QUORUM – A quorum for meetings shall be 10% of the membership or 15 members in good standing, whichever is less. A quorum may be met by members joining either in-person or remotely (e.g., conference call or Zoom session). Members providing written (mail, text, email 217 or virtual) approval of the minutes of the past meeting and agenda of the current meeting shall be considered “present” for purposes of conducting business.

CLAUSE D. MEETING RULES - Order of business and parliamentary procedures at meetings shall follow Robert's Rules of Order, latest revision.

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

CLAUSE G. BALLOTING. Votes taken at the Working Group Annual Business Meeting shall be decided by majority (51%) vote of the Working Group members in good standing in attendance either in-person or virtually and shall be binding on the Working Group. With due prior notice of the question, a member who will be absent from the meeting may file an absentee ballot with the Chair (Article V, Section 2, Clause B).

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

CLAUSE A. FREQUENCY - The Executive Board shall meet at least once a year, generally in conjunction with the Annual Business Meeting of the Working Group, and as many additional times as necessary to conduct the business of the Working Group. It is expected that such meetings will be scheduled quarterly. Due notice will be sent by email to all current members of the Working Group.

CLAUSE B. DUE NOTICE - Members of the Executive Board and the membership must be notified at least 15 days prior to meetings.

CLAUSE C. QUORUM - Quorum for meetings of the Executive Board shall be 3 members of the Executive Board.

CLAUSE D. MEETING RULES - Order of business and parliamentary procedures at meetings shall follow Robert's Rules of Order, latest revision.

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

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

ARTICLE VII. MANAGEMENT AND FINANCES

Section 1. EXECUTIVE BOARD - The Executive Board (Article V, Section 3) shall govern the Working Group. The Executive Board shall conduct its affairs in conformance with the provisions of this charter, and the Bylaws of the Society. The Board is authorized to act for the Working Group between membership meetings and shall report its interim actions to the members at each succeeding membership meeting or through other communications. Any action of the Executive Board may be overridden by a two-thirds (67%) vote of the members.

Section 2. FINANCES - Funds of the Working Group shall be under the supervision of the Executive Board and shall be handled by the Secretary-Treasurer. The financial records of the Working Group shall be periodically examined by the Audit Committee (Article VIII, Section 2,

Clause E).

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

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

CLAUSE C. HANDLING OF FUNDS - Funds shall be placed in a federally-insured bank or savings and loan association, or other money management institution/instrument approved by the Executive Board.

CLAUSE D. FISCAL YEAR - The Working Group operating, and fiscal year shall begin January 1 and end December 31.

Section 3. REPORTS - Within 21 days of an election or other official action of the Working Group, the Secretary-Treasurer shall report such action to the Society's headquarters. The following annual reports also shall be submitted to the Society: Activity (Article V, Section 4, Clause A), and Calendar-Year Financial (Article V, Section 4, Clause D). If the Working Group obtains its Employer ID Number through The Wildlife Society, the Working Group shall also submit required IRS forms to the IRS and the IRS confirmation receipt to The Wildlife Society; the Working Group may contact The Wildlife Society to determine the appropriate form to submit for IRS reporting purposes.

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

ARTICLE VIII. COMMITTEES

Section 1. APPOINTMENTS - The Working Group Chair shall appoint chairs for all standing and special committees. It is expected that each officer and at-large Board Member will serve as chair of a standing committee. The chairs shall fill out their committees with the assistance of the Working Group Chair.

Section 2. STANDING COMMITTEES – The standing committees of the Working Group shall consist of 2–3 members. The following standing committees may be appointed by the Chair and shall have the following duties:

CLAUSE A. NOMINATING AND ELECTIONS - This committee shall be chaired by the Past Chair. See Article V, Section 1.

CLAUSE B. PROGRAM AND TECHNICAL SESSIONS - This committee shall be chaired by the Chair-Elect, and shall be appointed to develop and submit one or more proposals to the Society's Annual Conference Program Committee for a technical session, symposium, workshop,

field trip or other activity in the area of habitat restoration and conservation for the Society's Annual Conference.

CLAUSE C. COMMUNICATIONS - This committee shall be chaired by a Board Member At Large, and shall facilitate internal communication among Working Group members and with other Working Groups through the Working Group webpage, Facebook page, newsletter, meeting announcements, electronic mail, and other means. On occasion, this committee also may facilitate external communication and provide information to journalists, government officials, other organizations, and the general public in the area of habitat restoration and conservation, in general, and the Working Group's activities, in particular.

CLAUSE D. SCHOLARSHIPS AND AWARDS - This committee shall be chaired by a Board Member At-Large and shall oversee the awarding of scholarships, travel awards and any special awards designated by the Executive Board. This committee is responsible for announcing the call for proposals, reviewing all applications, and recommending a list of awardees to the Executive Board. It is expected that all scholarships and travel awards will be made in connection with student participation in the Society's Annual Conference. The Working Group may occasionally choose to bestow a special award for meritorious contributions to habitat restoration and conservation.

CLAUSE E. AUDIT - This committee shall be chaired by a Board Member At-Large and shall review the financial records and support documents maintained by the Treasurer each August to ensure that the Working Group's funds are being managed in a fiscally responsible manner and to make recommendations for procedural changes to the Executive Board, where appropriate. The annual audit report is to be submitted to the Executive Board at least 10 days prior to the annual business meeting.

CLAUSE F. RESOLUTIONS, POSITION STATEMENTS, AND TECHNICAL REVIEWS - This committee shall be chaired by the Past Chair and shall prepare resolutions, position statements, and technical reviews according to Article IX.

17 CLAUSE G. ADVISORY — This committee shall be appointed by the Chair to assist in policy decisions for the Habitat Restoration Working Group, and will assist the Chair in identifying members for special committees. Technical reviews, resolutions and policy statements must be approved by the Advisory Committee before being forwarded to The Wildlife Society.

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

Section 4. REPORTS - All committee chairs shall submit a written summary of committee activities to the Working Group Chair and Secretary-Treasurer before the announced date of each Annual Business Meeting of the Working Group.

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

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

ARTICLE IX. TECHNICAL REVIEWS, POSITION STATEMENTS, AND RESOLUTIONS

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

Section 2. PROCEDURES - Proposed technical reviews, position statements, and resolutions may be drafted by a special committee or individual member for consideration by the Executive Board. If approved by the Board, the statement is then submitted to the membership for a vote. Approval by a majority of the membership voting is required before the statement can be forwarded to the Council for approval or issued as a Working Group resolution.

ARTICLE X. DISSOLUTION

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

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

ARTICLE XI. AMENDMENT TO CHARTER

Section 1. PROCEDURE - This charter may be altered or amended by a majority vote (51%) of the Working Group members in good standing who cast a vote by electronic or absentee ballot, or by a supermajority vote (75%) of the members in good standing voting at any membership meeting for which a quorum is present, provided due notice of the proposed changes (Article VI, Section 1, Clause B) has been provided. A member who will be absent from the meeting may

file an absentee ballot (Article V, Section 2, Clause C).

Section 2. CONFORMANCE - No amendment to this charter shall be enacted that results in a 74 conflict with the Society Bylaws. Amendments to this charter that are approved by the Working Group's membership, as described in Section 1 of this Article, do not become effective until approved by the Society Council.11