

BYLAWS OF THE  
CENTRAL MOUNTAINS AND PLAINS  
SECTION OF  
THE WILDLIFE SOCIETY, INC.

Organized: April 22, 1955  
Incorporated: December 28, 2021, State of Colorado  
Amended and Approved: June 13, 2024

**ARTICLE I — NAME, AREA, AFFILIATION,  
PURPOSES, PRINCIPLES, AND CODE of ETHICS**

**Section 1.01. NAME** — The name of the nonprofit organization is The CENTRAL MOUNTAINS AND PLAINS SECTION OF THE WILDLIFE SOCIETY (“CMPS of TWS”).

**Section 1.02. AREA** — CMPS of TWS has as its geographic area of organization the seven (7) states of Colorado, Kansas, Nebraska, North Dakota, South Dakota, Utah, and Wyoming (“Chapter” or “Chapters”).

**Section 1.03. CRITERIA FOR AFFILIATION** — CMPS of TWS shall conform to Bylaws, Code of Ethics, objectives, policies and positions as adopted by The Wildlife Society, Inc., (“TWS”).

**Section 1.04 PURPOSES** — CMPS of TWS is part of an educational and scientific society established for the following:

- A. To encourage proper management of all wildlife in the geographical area of CMPS of TWS, the ecosystems in which they live, and the other natural resources of the region in a manner that reflects sound biological principles and benefits to wildlife and humans.
- B. To create and maintain an organization that promotes professional association, solidarity, and exchange of ideas among persons interested in wildlife management.

**Section 1.05. PRINCIPLES** — CMPS of TWS will work to:

- A. Provide a platform for professional networking and leadership growth among CMPS members.
- B. Serve as a voice for science in regional, national, and international policy issues related to wildlife conservation.
- C. Improve CMPS Board operations.
- D. Establish a framework for effective communication between the CMPS Executive Board and membership.
- E. Value the diversity of all people by creating safe, equitable, and inclusive spaces for wildlife science and conservation.

**Section 1.06. CODE of ETHICS** — CMPS of TWS has adopted and shall always conform to

the current TWS Code of Ethics. TWS' Code of Ethics sets forth the required principles of conduct for CMPS of TWS Active Members. All Active Members of CMPS of TWS are obligated to conduct their professional and membership-related activities in a responsible and ethical manner consistent with TWS' Code of Ethics.

## **ARTICLE II — EXECUTIVE BOARD**

**Section 2.01. EXECUTIVE BOARD COMPOSITION** — CMPS of TWS Executive Board shall consist of the following elected officers: President, President-Elect, Immediate Past-President, Treasurer, and seven (7) State Chapter Representatives. The Section Representative to The Wildlife Society (also known by TWS as the Voting District Representative) is an honorary Board Member. The aforementioned collectively form the Executive Board, as specified in Section 2.02 of this Article. Elected officers serve as voting members of the Executive Board. Any amendment to the number of members serving on the Executive Board shall not affect the tenure of office of any member then in office. Members serving on the Executive Board shall be individuals and shall be residents within the CMPS of TWS geographic area, as determined by Voting Districts, Article 6, Section 6.01. Only TWS Active Members, as specified in Article IV. Section 4.02. A., may serve as voting members of the Executive Board.

**Section 2.02 EXECUTIVE BOARD FUNCTIONS** — The business and affairs of CMPS of TWS shall be managed under the direction of the Executive Board. The Executive Board shall determine matters of policy in accordance with the provisions of the Articles of Incorporation (State of Colorado ID Number: 20218227931), these Bylaws, TWS' Bylaws, and the District of Columbia Nonprofit Corporation Code through TWS. The Executive Board may delegate the management of CMPS of TWS activities to any person or persons, management company, or committee however composed, provided the activities and affairs of CMPS of TWS shall be managed by or under the direction, and subject to the oversight, of the Executive Board.

- A. The Executive Board is charged with governing CMPS of TWS in a manner consistent with the best interests of CMPS of TWS and its members.
- B. State Chapter Representatives serve as liaisons on the Executive Board for CMPS of TWS Organization Units within their Voting District, Article 6, Section 6.01.
- C. DUTIES — To the extent permitted by applicable law, the Executive Board, by a majority vote, shall have the power to:
  - i. Fill, for unexpired terms, vacancies occurring in its membership;
  - ii. Recommend Bylaws changes;
  - iii. Develop goals, objectives, policies, and programs;
  - iv. Approve the annual CMPS of TWS budget;
  - vi. Approve CMPS of TWS Model Bylaws except where prohibited by law or as otherwise provided in agreements with TWS and any Organization Unit;
  - vii. Approve CMPS of TWS Model Working Group Charter and approve or deny modifications to Working Group Charters;
  - ix. Authorize formation of new or dissolution of existing CMPS of TWS Working Groups;
  - x. Create awards and approve recipients or delegate the nomination and approval process; and
  - xi. Perform other duties as prescribed herein or deemed necessary by the Executive

Board to carry out the intent of these Bylaws that are consistent with its tax-exempt mission and purpose.

**Section 2.03. INSTALLATION AND TERM OF OFFICE**

- A. **INSTALLATION** — All newly elected members of the Executive Board shall begin their terms at the first Board meeting following the announcement of election results. Details pertaining to Executive Board elections are described in Article V, Section 5.01.
- B. **TERM OF EXECUTIVE COMMITTEE** — Each year at the time of installation of the new President-Elect, the Immediate Past-President goes off the Executive Board, the President succeeds to the office of Immediate Past-President, the President-Elect succeeds to the office of President. Executive Committee members shall serve for one (1) year in each position.
- C. **TERM OF STATE CHAPTER REPRESENTATIVES** — State Chapter Representatives shall serve for two (2) years, as specified in Section 2.03. A. of this Article, subsequent to their installation. State Chapter Representatives shall be ineligible to succeed themselves after two (2) consecutive full terms in the same position. Elections outcomes shall be determined by State Chapters independently.
- D. **TERM OF TREASURER** — The Treasurer shall serve for two (2) years as specified in Section 2.03. A. of this Article subsequent to this person’s installation. State Chapter Representatives shall be eligible to succeed themselves after two (2) consecutive full terms if two-thirds ( $\frac{2}{3}$ ) of the Executive Board and ten percent (10%) of membership approve.

**Section 2.04. VACANCIES**

- A. **PRESIDENT** — A vacancy in the office of the President shall be filled by the President-Elect for the unexpired term of office and continue for their scheduled term.
- B. **PRESIDENT-ELECT** — A vacancy in the office of the President-Elect shall remain unfilled until the next scheduled election. If a vacancy in the office of the President-Elect occurs for any reason, except Section 2.04. F. of this Article, a President-Elect shall be elected. From the time of the vacancy to the next scheduled election, the Executive Board shall appoint a Representative to serve in the stead of the President-Elect on the Executive Committee.
- C. **IMMEDIATE PAST-PRESIDENT** — A vacancy in the office of the Immediate Past-President shall remain unfilled for the duration of the term. From the time of the vacancy to the installation of new officers, the Executive Board shall appoint a Representative to serve in the stead of the Immediate Past-President on the Executive Committee.
- D. **TREASURER** — Vacancy(ies) in the office(s) of Treasurer shall be filled for the remainder of the term with an engaged person from the Active Membership by special election or by a majority vote of the Executive Board when the Executive Board determines a special election is not feasible.
- E. **STATE CHAPTER REPRESENTATIVES** — Vacancy(ies) in the office(s) of State Chapter Representatives shall be filled for the remainder of the term with an engaged person from the Active Membership of the appropriate Voting District, as described in Article 6, Section 6.01, by special election or by a majority vote of the Executive Board when the Executive Board determines a special election is not feasible.
- F. If the offices of President-Elect and President are vacant at the same time from any cause, a majority of the remaining members of the Executive Board, whether or not sufficient to constitute a quorum, as specified in Section 2.06. G. of this Article, shall

name a member of the Executive Board then in office as the acting President until the next scheduled election. At said election, Active Members shall elect a President-Elect and President. Terms of office shall be as specified in Section 2.03. B. of this Article.

**Section 2.05. REMOVAL OR RESIGNATION OF A MEMBER SERVING ON THE EXECUTIVE BOARD**

A. A member of the Executive Board may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary, unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

B. EXECUTIVE BOARD MEMBERS MAY BE REMOVED WITH OR WITHOUT A CAUSE — A member of the Executive Board may be removed without a cause following the procedure in this Section 2.05., C. Removal for a cause may include:

- i. Has been censured or been censured and suspended from membership in TWS in accordance with TWS Code of Ethics;
- ii. Has been found to have breached a material and/or fiduciary duty owed to CMPS of TWS as an Executive Board member;
- iii. Has engaged in improper conduct or conduct contrary to the best interests of CMPS of TWS;
- iv. Has violated these Bylaws;
- v. Has missed two (2) or more Executive Board meetings in any twelve- (12) month period without being excused by the President;
- vi. Has been declared of unsound mind by a final court order; or
- vii. Has been convicted of a felony.

C. REMOVAL OF A MEMBER OF THE EXECUTIVE BOARD BY ACTIVE MEMBERS — CMPS of TWS Active Members may only remove a member of the Executive Board with cause as specified in Section 2.05. B. of this Article. A petition signed by ten (10) percent of Active Members requesting that the question of removal of a member or members of the Executive Board be put to an Action by Ballot of all Active Members shall be submitted to the President. The Record Date shall be as specified in Article IV. Section 4.05. D. The President or designee will administer this ballot initiative, as specified in Article V. Section 5.02. B.

D. REMOVAL OF A REPRESENTATIVE BY VOTING DISTRICT ACTIVE MEMBERS — CMPS of TWS Active Members residing within the geographic boundaries of a Voting District may remove their State Chapter Representative with cause, as specified in Section 2.05. B. of this Article. A petition signed by ten (10) percent of Active Members residing within a Voting District as specified in Article IV. Section 4.02. A. i., requesting that the question of removal of a Representative be put to an Action by Ballot of Voting District Active Members, shall be submitted to the President. The Record Date shall be as specified in Article IV. Section 4.05. D. The President or designee will administer this ballot initiative, as specified in Article V. Section 5.02. B.

E. REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE OR A REPRESENTATIVE BY THE EXECUTIVE BOARD

- i. The Executive Board, with cause, may initiate the removal process upon written petition submitted to the President by one-half (1/2) or more voting members of the Executive Board. If one-half (1/2) the current number of voting members of the Executive Board is a mixed number, the requirement necessary to initiate the

removal process shall be rounded up to the closest whole number.

ii. Not less than ten (10) days (unless otherwise specified, the word “days” means calendar days) prior to voting on removal, the Executive Board, via the President or designee, shall provide the challenged member of the Executive Board with written notice of the petition and the stated cause(s) for removal and an opportunity to appear before the Executive Board to hear the allegations and present a response. Such a hearing before the Executive Board may be conducted in person or by telephone or other electronic means by which all participating parties may hear and be heard by all other participants. The challenged Executive Board member may waive such hearing in writing and in lieu thereof submit their written response for consideration by the Executive Board.

iii. The Executive Board, excluding the challenged Executive Board member due to a conflict of interest, will consider information submitted in the petition and any response provided by the challenged Executive Board member, and vote on the petition to remove. Removal of a member of the Executive Board requires a two-thirds (2/3) vote of all members of the Executive Board authorized to vote, as specified in Article II. Section 2.01.C.xi., excluding the challenged Executive Board member. The Executive Board's vote on the matter shall be final and will be communicated in writing to the challenged Executive Board member within ten (10) days of the Executive Board vote.

## **Section 2.06. THE EXECUTIVE BOARD MEETINGS**

A. ANNUAL BUSINESS MEETING — The Annual Business Meeting of CMPS of TWS will be held at such time and place as determined by the Executive Board. Members shall be notified of the time and place at least thirty (30) days in advance via CMPS of TWS newsletter or electronic communication.

B. REGULAR MEETINGS — There shall be quarterly regular meetings of the Executive Board at minimum. These meetings may be held in person or remotely.

C. SPECIAL MEETINGS — Special Meetings of the Executive Board may be called by the President or upon written request of three (3) other the Executive Board members when, in their opinion, business of the Executive Board so requires. Any business may be conducted at any Special Meeting without such business having been specified in the notice for said meeting, provided, however, that if one of the purposes of a Special Meeting is the removal of a member of the Executive Board, then the notice must state said purpose. A Special Meeting of the Executive Board, whether in person or remote, may be held at such time and place as the Executive Board may select. The first meeting chaired by the newly installed President, held shortly after the end of the Regular Meeting where new members of the Executive Board are installed, is a Special Meeting of the Executive Board.

D. NOTIFICATION — The Secretary, or such person’s designee, shall give notice to each Executive Board member of each Executive Board meeting. The notice shall state the time and place of the meeting. Notice shall be effective when it is delivered personally to the Executive Board member, left at the Executive Board member’s residence or usual place of business, or sent by facsimile or email at least forty-eight (48) hours before the time of the meeting or, in the alternative, by U.S. mail to the Executive Board member’s address as it shall appear on the records of TWS at least seven (7) days before the time of the meeting. Notwithstanding the foregoing, the Executive Board member may waive notice of any meeting of the Executive Board by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Executive Board shall

also constitute a waiver of notice, except where an Executive Board member states that they are attending solely for objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Executive Board may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

F. ACTION BY THE EXECUTIVE BOARD — Unless the Articles of Incorporation, these Bylaws, or the Nonprofit Code require a greater proportion, the action of a majority of the Executive Board present at a meeting at which a quorum is present as specified in Section 2.06. G. of this Article when the vote is taken shall constitute action of the Executive Board. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called. Action by the Executive Board without a meeting or a reported collective email is prohibited.

G. ATTENDANCE — Attendance in person for all Regular Meetings is the expectation for all members of the Executive Board. A member of the Executive Board who is unable to attend a Regular or Special Meeting in person may participate remotely so long as all participating parties can communicate in real time with other participants. Participation by telephone or video conference shall constitute attendance at a meeting for purposes of determining a quorum, participation in discussion, and any vote conducted. Participation by proxy is not allowed.

H. QUORUM — Two-thirds (2/3) of the voting members of the Executive Board shall constitute a meeting quorum. If two-thirds (2/3) of the current number of voting members of the Executive Board is a mixed number, the requirement to meet quorum shall be rounded up to the closest whole number.

I. CONDUCT OF THE EXECUTIVE BOARD MEETINGS — The Executive Board shall, at all meetings in which CMPS of TWS business is conducted, follow parliamentary procedures as specified in the Executive Board's General Operating Procedures. These procedures shall govern CMPS of TWS in all cases to which they are applicable and are not inconsistent with CMPS of TWS Bylaws. A designee on the Executive Board shall serve as Parliamentarian and provide advice on all questions related to the Articles of Incorporation and Bylaws at all the Executive Board meetings.

**Section 2.07. COMPENSATION** — CMPS of TWS shall not pay any compensation to any voting member of the Executive Board for services rendered to CMPS of TWS, except they may be reimbursed for expenses incurred in the performance of their CMPS of TWS duties in accordance with CMPS of TWS' Financial and Investment Policies. An Executive Board member who serves CMPS of TWS in any other capacity may receive reasonable compensation for such other services pursuant to an Action by the Executive Board.

#### **Section 2.08. FISCAL MANAGEMENT**

A. The Executive Board is responsible for developing and implementing sound financial policies for CMPS of TWS.

B. The President shall provide the Executive Board with copies of all legally required financial documents where requested, and the President will update the Executive Board at least once a year at their Regular Meetings on the financial position of CMPS of TWS.

C. The administration of CMPS of TWS fiscal affairs shall be conducted by the President under the general supervision and direction of the Executive Board as specified in CMPS of TWS' Financial and Investment Policies.

**Section 2.09. COMMITTEES** — The Executive Board may establish committees to assist the Executive Board in the performance of their duties. All committees and working groups shall provide the Executive Board a report of activities and any requests for action by the Executive Board at least once a year during a Regular Meeting of the Executive Board. The Executive Board may dissolve any committee, except the Executive Committee or Working Group.

A. THE EXECUTIVE BOARD COMMITTEES — All Executive Board Committees shall be comprised of one (1) or more members of the Executive Board and may include other TWS members. An Executive Board liaison will be assigned to each Executive Board Committee where the Committee Chair is not a member of the Executive Board.

i. Standing Committees — Standing Committees are ongoing Executive Board Committees with duties that align along CMPS of TWS programmatic lines (e.g., finance, membership, diversity, bylaws). The Executive Board, by action of the Executive Board, may delegate to Standing Committees any of the governance powers of the Executive Board except the power to:

- a. Elect or remove a member of the Executive Board;
- b. Approve the dissolution, merger, or reorganization of CMPS of TWS or distribution of its assets;
- c. Amend the Articles of Incorporation or Bylaws;
- d. Approve or propose to members any action that the Colorado Nonprofit Code, the Articles of Incorporation, or these Bylaws require be approved by members;
- e. Establish or modify CMPS of TWS' Annual Budget; or
- f. Decide other such matters as the Executive Board may hereinafter determine by a majority vote of the Executive Board.

ii. Special Committees — The Executive Board may establish one (1) or more, time-limited, Special Committees for specific tasks as circumstances warrant. Special Committees shall limit their activities to accomplishing the specific task for which they are established and shall have no power to act except as is specifically conferred by action of the Executive Board. The Executive Board may not delegate any of the governance powers of the Executive Board to a Special Committee that it is prohibited from delegating to Standing Committees.

iii. Executive Committee — The Executive Committee shall consist of the President, President-Elect, and Immediate Past-President. It is empowered to take interim action on behalf of the Executive Board between meetings of the Executive Board, except that said Committee shall not take any action on governance powers that the Executive Board is prohibited from delegating to a Standing Committee. All interim actions of The Executive Committee shall be reported to the Executive Board at the

next Executive Board meeting.

iv. The Executive Board Committees Rules of Procedure

a. Annually, the President shall appoint or reappoint the members and the Chair of each Executive Board committee except for The Executive Committee. Each Executive Board committee shall adopt rules of procedure for the conduct of the business of the committee that are consistent with this Article. A majority of the members of an Executive Board committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The President shall be an ex-officio non-voting member of all Executive Board committees. The members of an Executive Board committee may conduct any meeting thereof by conference telephone or similar communications equipment, as specified in Section 2.06. E. of this Article.

b. Each member of a committee shall serve until such member's successor is appointed, unless: (1) the committee shall be sooner terminated; (2) such member be removed from such committee, with or without cause, by the President then in office; or (3) such member shall otherwise resign from such committee.

c. All Executive Board committees, where the Executive Board has delegated any governance power to them, shall keep meeting minutes, as specified in Article III. Section 3.01. C., and make said minutes part of their reports to the Executive Board.

B. OTHER COMMITTEES:

i. Advisory Committees — Annually, the President shall appoint or reappoint members and the chair, who may or may not be members of the Executive Board, to serve on Advisory Committees. The Advisory Committees shall have such functions and responsibilities specified by the President, provided, however, that the President may not delegate any of the functions or duties of the Executive Board to any Advisory Committee, except as specified in Section 2.02 C. xi. Each Advisory Committee may adopt rules of procedure for its business that are consistent with the procedures adopted by the Executive Board.

ii. Working Groups — The Executive Board may charter Working Groups focused on specific disciplines or issues to provide a forum for interaction among CMPS of TWS members with common professional interests and as a source of expert knowledge on issues relevant to the Purposes of TWS. The President does not appoint members or the governing board of any Working Group.

iii. Each Advisory Committee and Working Group shall submit a report of their activities to the President by the deadline established by the President so that said report can be provided to the Executive Board at each Regular Meeting of the Executive Board.



iv. Committee Member Compensation — CMPS of TWS shall not pay any compensation to any member of any committee for services rendered to CMPS of TWS as such, except that a member may be reimbursed for expenses incurred in the performance of their duties to CMPS of TWS, in accordance with the Financial and Investments Policy adopted by the Executive Board. A member of a committee who serves CMPS of TWS in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Executive Board.

### ARTICLE III. OFFICERS

**Section 3.01. OFFICERS** — Officers of CMPS of TWS shall be a President, Secretary, and Treasurer. All three shall be duly elected and qualified members of the Executive Board. All other officers may be, but need not be, members of the Executive Board. A person may hold more than one office in CMPS of TWS but may not serve concurrently as President and Treasurer.

A. **PRESIDENT** — The President, when present, shall preside at all meetings of CMPS of TWS and shall chair the Executive Board and Executive Committee meetings. The President shall assign specific duties to the President-Elect, and Immediate Past-President; and shall perform all other duties incident to this office. In the temporary absence of the President, or upon that person’s temporary inability to serve, the duties first shall be assumed by the Immediate Past-President (if this person is currently on the Executive Board) and then by the President-Elect. In the event neither can serve, the Executive Board shall appoint a President pro-tempore.

B. **TREASURER** — The Treasurer shall have charge of and be responsible for all funds and securities of CMPS of TWS. The Treasurer shall render to the President and the Executive Board, whenever requested, an account of the financial condition of CMPS of TWS. The Treasurer shall be a member of the Executive Board elected by CMPS of TWS membership.

C. **SECRETARY** — The Secretary shall keep the minutes of all the Executive Board meetings and of any the Executive Board committees authorized and delegated any governance power of the Executive Board, as specified in Section 2.09. A. iii. c. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of all CMPS of TWS records. The Secretary shall ensure that the Executive Board’s meeting agenda and summary minutes, including all major decisions of the Executive Board, are placed on CMPS of TWS’ website in a timely manner. The Secretary shall be a voting member of the Executive Board appointed by action of the Executive Board.

**Section 3.02. VACANCIES** — Vacancies in the office of President shall be filled, as specified in Article II. Section 2.04. A. Vacancies for any other Officer arising from any cause may be filled by the Executive Board in accordance with provisions of these Bylaws at any Regular or Special meeting of the Executive Board.

## ARTICLE IV. MEMBERSHIP AND DUES

**Section 4.01. MEMBERSHIP ELIGIBILITY AND STATUS** — CMPS of TWS is a membership organization whose members shall have such privileges set forth in the Nonprofit Code, the Articles of Incorporation, and these Bylaws. CMPS of TWS membership shall be open to all organizations and persons, regardless of age, race, religion, gender, ethnicity, disability, sexual orientation, or nationality, who are interested in wildlife resources, who subscribe to CMPS of TWS' Purposes and Principles, and who apply for membership in accordance with all procedures as established under authority of this Article. All individuals applying to become Active Members must pledge upon application, and all Active Members of CMPS of TWS must pledge upon renewal or recertification, to uphold and conduct their professional and membership-related activities in accordance with TWS' Code of Ethics.

**Section 4.02. MEMBERSHIP CLASSES** — CMPS of TWS membership shall consist of an Active, Associate, and an Affiliate class. The Executive Board may establish categories within each membership class.

A. ASSOCIATE MEMBERSHIP – Associate Membership in the Section shall be available to any person who is a member of TWS but resides or works outside the Section's geographic boundary, as defined in Article I, Section 1.02, or who is not a member of TWS, but has an interest in the objectives and activities of the Section and TWS. An Associate Member shall be entitled to all rights, privileges, and responsibilities of Active Members except as otherwise reserved for Active Members.

B. ACTIVE MEMBER — Active Membership in the Section shall be available to any member of TWS who resides or works within CMPS of TWS' geographic boundary, as defined in Article I. Section 1.02. Individuals who pay CMPS of TWS dues annually or through a special category of CMPS of TWS Active Membership are exempt from paying dues. Active Members have the following privileges:

- i. Are eligible to cast a single vote for (1) CMPS of TWS President-Elect, as specified in Article II. Section 2.04. B. and Section 2.04. F., (2) CMPS of TWS President as specified in Article II. Section 2.04. F., and (3) Representative in the Voting District of their primary residence as indicated by their address on file with CMPS of TWS or their State Chapter of TWS included within the CMPS of TWS geographic area;
- ii. Are eligible to cast a single vote for (1) Bylaws changes, and (2) changes to annual dues over and above that specified in Section 4.03. B. i. of this Article;
- iii. Are eligible to cast a single vote to remove a member of the Executive Committee, as specified in Article II. Section 2.05. C.;
- iv. Are eligible to cast a single vote to remove a Representative in the Voting District of their primary residence as indicated by their address on file with CMPS of TWS or their State Chapter of TWS included within the CMPS of TWS geographic area Article II. Section 2.05. D.;
- v. May serve on CMPS of TWS' Executive Board and may hold a Chapter Office,

- or a Student Chapter Office unless otherwise prohibited;
- vi. May be a member of a CMPS of TWS Working Group; and
- vii. May represent CMPS of TWS' name or position officially when so appointed by the Executive Board, its Officers, or the Executive Boards of TWS Chapters within CMPS.

C. **AFFILIATE MEMBER** — Affiliate Membership in the Section shall be available to any person who is a member of CMPS of TWS but resides or works outside the Section's geographic boundary, as defined in Article I, Section 1.02. Affiliate Members receive communications from CMPS of TWS but have none of the privileges granted to Active Members.

### **Section 4.03. DUES**

#### **A. ESTABLISHMENT AND PAYMENT**

- i. Annual dues for Active Members required to pay dues shall include at least a basic fee for CMPS of TWS operations and services;
- ii. Affiliate Member dues are set by the Executive Board;
- iii. The Executive Board may establish reduced dues membership categories and promotional memberships; and
- iv. Dues shall be payable annually by the member anniversary date, dues shall be remitted to the Treasurer in U.S. dollars, and members must pay their annual dues at the applicable level to remain in good standing.

#### **B. DUES LEVELS AND MODIFICATION**

- i. Active Member — The Executive Board may adjust annual dues each year as part of the annual budget setting process within limits indicated by the change in the most recent U.S. Consumer Price Index for All Urban Consumers available, rounded to the next highest dollar. Adjustments in annual dues in excess of that limit shall be submitted to Active Members for approval.

### **Section 4.04. SUSPENSION, RESIGNATION, OR TERMINATION OF MEMBERSHIP**

— Active Members of CMPS of TWS are bound to adhere to CMPS of TWS' Articles of Incorporation, Bylaws, TWS' Code of Ethics, and such other Executive Board issued policies as they relate to Active Membership.

#### **A. FAILURE TO PAY DUES**

- i. An Active Member's membership and privileges are terminated if annual dues are not paid on time, as specified in Section 4.03. A. iv. of this Article. Membership and privileges shall be reinstated upon payment of annual dues for the year in which a renewal application is made.
- ii. Certified and Associate Wildlife Biologists must pay their annual dues on time, as specified in Section 4.03. A. iv. of this Article, to maintain their Certification.

B. **OTHER VIOLATIONS** — Violation of CMPS of TWS' Articles of Incorporation, Bylaws, TWS' Code of Ethics, or other CMPS of TWS policies by an Active Member or conduct on the part of any member that is deemed by the Executive Board to be contrary to

the tax-exempt Purposes and mission of CMPS of TWS shall constitute grounds for the suspension or termination of membership.

C. SUSPENSION OR TERMINATION — Except in the case of termination for failure to pay required CMPS of TWS dues, the Executive Board will provide the member who is the subject of the proposed suspension or termination of membership with written notice via certified mail of the proposed suspension or termination of membership, the grounds therefore, and an opportunity to respond in writing within ten (10) days of the date said notice was received. The Executive Board will then consider the matter and any written submission of the member and vote on the matter of suspension or termination of membership. A majority vote of the Executive Board shall be required for suspension or termination of membership. The Executive Board will advise the member of their decision.

D. RESIGNATION — An Active or Affiliate Member of CMPS of TWS may resign from the organization at any time. Such resignation shall be in writing or via electronic conveyance, addressed to the President, and shall be effective upon receipt by the President. Such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges accruing and unpaid prior to the submission of the resignation. No refund of dues will be made.

#### **Section 4.05. ACTIVE MEMBER MEETINGS**

A. ANNUAL MEETING — An Annual Meeting of Active Members shall take place no more than six (6) months after the end of CMPS of TWS' fiscal year.

B. SPECIAL MEETINGS — The President or the Executive Board may call a Special Meeting of Active Members at any time. Twenty-five (25) percent of the Active Members may also call a Special Meeting by signing a petition requesting such a meeting and submitting said petition to the President. The petition shall set forth the purpose of the meeting. Active Members may only petition to remove a member of the Executive Committee, as specified in Article II. Section 2.05. C. Active Members may only petition to remove a Representative, as specified in Article II. Section 2.05. D.

C. MEETING DATE, TIME, AND LOCATION — The President will designate the specific date, time, and location of any meeting of Active Members, which need not be held in the District of Columbia. If a Special Meeting of Active Members is called by Active Members as described in paragraph B of this Section, the President shall designate the date for said meeting within sixty (60) days of receipt of a valid petition by the President. Active Member meetings may be held in person, by means of internet, or other electronic communications technology in a fashion pursuant to which the Active Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Active Members, pose questions, and make comments or some combination of in-person and electronic communications technology. Only business within the purposes described in the meeting notice may be conducted at any meeting of Active Members.

D. RECORD DATE — The record date shall be the date CMPS of TWS determines who is an Active Member and eligible to vote at any meeting of Active Members. The record date

for the Annual Meeting shall be the day before the first notice is given to Active Members. The record date for a Special Meeting called by the President or the Executive Board shall be the day before first notice is given to Active Members. The record date for a Special Meeting called by Active Members shall be the date the first Active Member signs the petition. The determination of who is an Active Member eligible to vote shall be made by CMPS of TWS as of the close of business on the record date.

E. NOTICE OF MEETINGS — The Secretary or designee shall give notice of the date, time, and location of each Annual or Special Meeting to Active Members entitled to vote. Notice of an Annual or Special Meeting shall include a description of the purpose(s) for which the meeting is called.

i. Due notice of this meeting shall be given to those Active Members that have consented to receive notice electronically at least twenty-five (25) days in advance of the meeting date through CMPS of TWS' official publication of record or other electronic means. It is the member's responsibility to ensure that the email address they have on file with CMPS of TWS is valid.

ii. Active Members that do not consent to receive notices electronically will be mailed a hard copy notice postmarked at least thirty (30) days in advance of the meeting date. It is the member's responsibility to ensure that the postal address they have on file with CMPS of TWS is valid.

iii. Notwithstanding Section 4.05 E. i. and ii. of this Article, an Active Member may waive notice of any meeting of Active Members by written statement filed with CMPS of TWS' Secretary or by oral statement at any such meeting.

Attendance at a meeting of Active Members shall also constitute a waiver of notice, except where a member states that they are attending solely for objecting to the conduct of business because the meeting was not lawfully called or convened.

#### F. MEETING CONDUCT

i. The President shall preside at any Active Member meeting as Chair. The President shall determine the order of business and has the authority to establish rules for the conduct of the meeting so long as such rules are fair to Active Members. At the meeting, the President shall announce when the polls close for each matter voted upon by Active Members. After the polls close, no ballots or votes, nor any otherwise permissible revocations or changes to an Active Member's vote, may be accepted. Voting by proxy is prohibited. There shall be no cumulative voting.

ii. A member of the Executive Board shall serve as Parliamentarian, as specified in Article II. Section 2.06. H., and provide advice on all questions related to the Articles of Incorporation and Bylaws at all Active Member meetings.

iii. After fixing the record date, CMPS of TWS shall prepare an alphabetized list of Active Members that are entitled to notice of the meeting, including the State where they reside, available for inspection in accordance with the Nonprofit Code. An Active Member is entitled to copy the list during regular business hours and at their expense during the period beginning two (2) business days after notice of the

meeting is given for which the list was prepared and continuing through the meeting.

iv. Except as otherwise provided in the Nonprofit Code, the Articles of Incorporation, or these Bylaws, if a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action.

G. QUORUM — A quorum at any Active Member meeting shall be five (5) voting members of the Executive Board and fifteen (15) other Regular Members. If a quorum is not present, agenda items requiring a vote of the membership may be discussed but no formal action can occur. If there is not a quorum of the membership but there is a quorum of the Executive Board, the Executive Board may act on those issues not requiring a vote of the membership.

H. Additional procedures for conducting the Active Member Meeting are as specified in The Executive Board's General Operating Procedures.

## **ARTICLE V. THE EXECUTIVE BOARD ELECTIONS AND OTHER BALLOTING**

### **Section 5.01. NOMINATION OF CANDIDATES AS OFFICERS AND STATE CHAPTER REPRESENTATIVES**

A. The President shall annually appoint a Nominating Committee, consisting of one (1) Active Member. The Nominating Committee shall submit to the President the names of Active Member(s) in good standing as nominees for President-Elect.

i. If necessary, as specified in Article II. Section 2.04. F., the Nominating Committee shall also submit to the President other Active Members in good standing as nominees for President.

ii. The Nominating Committee shall submit to the President the names of Active Member(s) in good standing that are members of the appropriate Voting District as nominees for Representative from those Voting Districts where the State Chapter Representatives' terms shall expire that year. Elections for State Chapter Representatives shall be staggered so that approximately one-half (1/2) of the State Chapter Representatives shall be nominated and elected each year. No nominee for President-Elect shall be nominated for State Chapter Representative in the same election. Nominations shall be provided to the Nominating Committee by the respective State Chapter Executive Board/Committee, or, in the absence thereof, the Nominating Committee may submit its own nominees.

### **Section 5.02. ACTION BY BALLOT**

A. The record date for determining Active Members entitled to notice and to vote by ballot is the day before first notice is given to Active Members.

B. Actions by ballot may be undertaken if CMPS of TWS delivers a ballot to every Active Member that is an Active Member on the record date and entitled to vote on the matter. The ballot must be in writing or in an electronic form that may be reduced to a tangible

medium. The ballot must set forth each proposed action and provide Active Members with the opportunity to vote for, withhold a vote for, or vote against each proposed action and candidate. Solicitation for votes by ballot must indicate the number of responses needed to meet the quorum requirements other than election of members of the Executive Board, which do not have a quorum requirement; state the percentage of approvals necessary to approve each matter; and specify the time by which a ballot must be received by CMPS of TWS in order to be counted. Once cast, a vote by ballot may not be changed or revoked.

C. Each year via action by ballot, Active Members shall elect a President-Elect. On occasion Active Members shall also elect a President, as specified in Article II. Section 2.04. F. In Voting Districts where the current Representative's term shall expire in the current year, Active Members of the Voting District via action by ballot shall elect a Representative. In the event of a tie for any office specified in this paragraph, the selection of one (1) of the two (2) candidates on the ballot shall be made by a majority vote of the Executive Board.

D. Other issues requiring a vote of Active Members may be put to Active Members via action by ballot or at CMPS of TWS' Active Member Meeting.

E. Actions by ballot requiring a vote of Active Members intended to elect or remove any member of the Executive Board shall be determined by a majority vote of Active Members that vote.

F. For all other actions by ballot requiring a vote of Active Members, results shall be deemed valid only if the number of votes cast by ballot equals or exceeds ten (10) percent of the Active Membership. Once the number of votes cast by ballot equals or exceeds the quorum requirement, results shall be determined by a majority vote of Active Members that vote.

## **ARTICLE VI. CMPS of TWS VOTING DISTRICTS AND ORGANIZATION UNITS**

**Section 6.01. VOTING DISTRICTS** — Executive Board members are voted in by respective Voting Districts. The Voting District that pertains to the Executive Committee and Treasurer encompasses the Active Membership within the geography served by CMPS of TWS. The Voting District for the State Chapter Representatives encompasses the geography served by each State Chapter, as facilitated and determined by each State Chapter Board. TWS Chapter or group of members within CMPS of TWS may petition the Executive Board to consider changes.

### **Section 6.02. CMPS of TWS ORGANIZATION UNITS**

A. CMPS of TWS Organization Units include Chapters. Chapters may be authorized by the Executive Board in accordance with procedures established by the Executive Board. A Chapter is a TWS Organization Unit with its own bylaws, board of directors, financial interests, and whether incorporated or not, that is within the geographic area of CMPS of TWS, is affiliated with CMPS of TWS and is composed of wildlife professionals and

conservationists of one (1) or more nations whose Purposes and Code of Ethics conform to those of CMPS of TWS and TWS. Chapters may be formed at the state, provincial, local, or student level to provide member-oriented activities at local levels.

## **ARTICLE VII. RESOLUTIONS AND PUBLIC STATEMENTS**

**Section 7.01. EXECUTIVE BOARD** — The Executive Board may formulate and issue public statements expressing the position of CMPS of TWS on matters of concern to the public and CMPS of TWS members.

**Section 7.02. WORKING GROUPS** — Working Groups are authorized to issue statements pertaining to subjects in their locale or subject area (1) when the content of the statement falls within the established policy of CMPS of TWS and TWS, and (2) in the absence of existing CMPS of TWS or TWS position statements. They shall not issue statements in conflict with CMPS of TWS or TWS policy without first obtaining the Executive Board's written approval. Statements in conflict with CMPS of TWS policy submitted to the Executive Board for adoption must be approved or rejected by the Executive Board within ninety (90) days of receipt at CMPS of TWS' principal office. The Executive Board will promptly advise the organization unit of its decision, including the reasons for rejection, if any.

## **ARTICLE VIII. PUBLICATIONS, COMMUNICATIONS, AND INFORMATION RESOURCES**

**Section 8.01. OFFICIAL PUBLICATION OF RECORD** — CMPS of TWS Executive Board may, at its discretion, designate an official CMPS of TWS Publication of Record.

**Section 8.02. COMMUNICATIONS AND INFORMATION RESOURCES** — CMPS of TWS may use any other communications and information resources to advance its Purposes. CMPS of TWS shall maintain all communication and information outlets so that they are effective, current, and comprehensive to meet CMPS of TWS member needs in research, management, education, policy, and outreach.

**Section 8.03. OVERSIGHT** — The Executive Board has oversight over all CMPS of TWS publications, communications, and information resources.

## **ARTICLE IX. REGISTERED AGENT**

**Section 9.01. REGISTERED AGENT** — CMPS of TWS shall designate a qualified person or entity to serve as its registered agent for any jurisdiction in which CMPS of TWS has a physical business presence. The Executive Board may change the registered agent when deemed in the best interests of CMPS of TWS membership.

## **ARTICLE X. BYLAWS AND GENERAL OPERATING PROCEDURES**



**Section 10.01. ORIGIN** — The Articles of Incorporation and these Bylaws shall constitute legally operative documents for CMPS of TWS. All other CMPS of TWS policies and procedures must be in compliance with them and consistent with the tax-exempt purposes of CMPS of TWS.

**Section 10.02. AMENDMENTS OR REVISIONS TO BYLAWS** — Proposed amendments or revisions to these Bylaws may be submitted to a vote of Active Members by written petition of five (5) percent of Active Members submitted to the Executive Board, or by a majority vote of the Executive Board. Amendments or revisions proposed by the Executive Board shall be submitted first to TWS for approval then to Active Members for action by ballot.

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

A. Procedures may be amended by a majority vote of the Executive Board.

B. Procedures may be suspended by a two-thirds (2/3) majority vote of the Executive Board. 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.

**Section 10.04. FORMATION DOCUMENTS** — The current Bylaws of CMPS of TWS shall be available for inspection online. If these Bylaws are revised, the new revision must be approved by TWS Council and CMPS of TWS membership before becoming effective. The CMPS of TWS' current General Operations Procedures Manual shall be available for inspection online. The Articles of Incorporation along with other permissible and relevant formation documents shall be made available to members upon request.

## **ARTICLE XI. INDEMNIFICATION, INSURANCE, AND LIABILITY STATEMENT**

**Section 11.01. INDEMNIFICATION AND INSURANCE** — To the extent permitted by law and not in excess of the applicable and available insurance, CMPS of TWS shall indemnify any current or former Executive Board Member or committee member for costs and expenses, including judgments, incurred in connection with the defense of any action, suit, or proceeding in which they were made a party by reason of having been an Executive Board Member or committee member of CMPS of TWS, except in relation to matters which they shall be adjudged in such action, suit, or proceeding to be liable for criminal activities, willful misconduct, or gross negligence in the performance of their duties, subject to any limitations of the laws of the District of Columbia. Expenses incurred in defending any action, suit, or proceeding may be paid by CMPS of TWS in advance of the final disposition of such action, suit, or proceeding upon receipt of agreement by the

Executive Board Member or committee member to repay such amount if it shall be ultimately determined that they are not entitled to be indemnified under this Article. In addition, CMPS of TWS is authorized to purchase all reasonable and necessary insurance, including Executive Board Members liability insurance coverage.

**Section 11.02. LIABILITY STATEMENT** — No action or public statement/position undertaken by any Executive Board-approved Standing, Special or Advisory Committee, or CMPS of TWS chartered Working Group shall be binding upon or impose liability upon CMPS of TWS unless such action has been previously considered and approved by the Executive Board in a manner consistent with these Bylaws, CMPS of TWS Articles of Incorporation, or as otherwise required by law.

## ARTICLE XII. MISCELLANEOUS

**Section 12.01. MAINTENANCE OF TAX EXEMPT STATUS** — CMPS of TWS shall not carry on any activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**Section 12.02. MAINTENANCE OF INCORPORATION STATUS** — CMPS of TWS shall maintain:

- A. A copy of The Articles of Incorporation;
- B. The Bylaws;
- C. Resolutions adopted by the Executive Board relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- D. The minutes of all members' meetings, and records of all action taken by members without a meeting, for the past three (3) years;
- E. All written communications within the past three (3) years to members generally as Members;
- F. List of the names and business or home addresses of its current directors and officers;
- G. A copy of its most recent periodic report; and
- H. All financial statements prepared for periods ending during the last three (3) years to meet corporation requirements in the State of Colorado (CRS § 7-136-101 et. seq.).

**Section 12.03. LOGO** — The Executive Board shall maintain a copy of the official logo, bearing CMPS of TWS' name, which shall be in the charge of the Secretary. The official logo of CMPS of TWS may be used at the discretion of the Executive Board.

**Section 12.04. VOTING UPON SHARES IN OTHER CORPORATIONS** — The President, Treasurer, or a proxy appointed by any of them may vote stock of other corporations or associations, registered in the name of CMPS of TWS. The Executive Board, however,

may appoint by resolution some other person to vote for such shares, in which case such person shall be entitled to vote for such shares upon the production of a certified copy of such resolution.

**Section 12.05. EXECUTION OF DOCUMENTS** — A person who holds more than one (1) office in CMPS of TWS may not act in more than one (1) capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one (1) officer.

**Section 12.06. FINANCIAL INSTRUMENTS** — All checks, drafts, and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of CMPS of TWS, shall, unless otherwise provided by resolution of the Executive Board, including any banking resolution, be signed or authorized by either the Treasurer, or the President, or by the designees of either the Treasurer, or the President, provided, however, that each designee shall be approved in advance by the Executive Board, which may impose additional limitations on such re-delegated authority.

### **ARTICLE XIII. – DISSOLUTION**

**Section 13.01. Dissolution** — Upon dissolution of CMPS of TWS, the Executive Board shall transfer all assets, accrued income, and other properties to TWS Council with a request that said assets be held for a minimum of five (5) years from the date of dissolution of the Section for distribution to another Section that may be established in approximately the same area, as defined in Article I, Section 1.02, within said five (5) year period. If another Section is not established within said area and period of time, TWS Council may use or distribute all assets, accrued income, and other properties as determined best by Council in accordance with TWS Bylaws.

#### **PREVIOUS BYLAWS AMENDMENT DATES<sup>2</sup>**

Amended: May 15, 1980

Amended: April 28, 1986

Amended: October 8, 1987

Amended: August 11, 1990

Amended: August 29, 2006

Amended: January 24, 2008

Amended: August 25, 2009

Amended: July 27, 2015

Amended: May 2, 2017

<sup>2</sup>All previous amendment dates are superseded by the amendment date shown on page 1.