

# Official Bylaws of the

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## W. Pennsylvania Bios Chapter of the Society for Conservation Biology

Adopted by the Chapter on [insert SCB president's ratification date]

### Article I Membership

*Section 1. Voting Member.* Any current member of the Society for Conservation Biology (SCB) who has an interest in the objectives and the activities of the Chapter may join the Chapter as a voting member. Only voting members may be elected to the Chapter's Board of Directors and vote on official matters affecting the Chapter. If the Chapter assesses dues, all voting members shall be responsible for payment.

*Section 2. Expulsion/Grounds for Termination of Membership in the Chapter.* Chapter membership shall terminate upon the occurrence of any of the following events: (1) Upon member's notice of such termination delivered to the President or Secretary of the Chapter, verbally or in writing; (2) Upon a chapter member's lapse of membership with SCB; or (3) Upon a determination by the Chapter's Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Chapter or SCB.

### Article II Board of Directors

*Section 1. Voting Board Members.* The Chapter shall be governed by a Board of Directors which shall have a minimum of 4 and a maximum of 6 directors, each of whom must be a voting member of the Chapter. Of the 6 directors, one shall be the Chairperson of the Conservation Committee, who shall be appointed by the President and approved by the Board. Four directors shall be elected officers: the President, Vice-President, Secretary, and Treasurer (Article III) and shall be elected by the Membership at the Annual Business Meeting.

*Section 2. Ex-officio (non-voting) Board Members.* With the exception of the Chairperson of the Conservation Committee, Committee Chairpersons serve as ex-officio Board Members and represent those Committees to the Board (Article V). Ex-officio Members shall be appointed by the President and approved by the Board.

*Section 3. Terms of Office.* Terms of office for elected Board Members are one year. The term of a Committee Chairperson expires when the term of the appointing President expires. The new President shall either appoint a new Committee Chairperson or reappoint the existing Committee Chairperson, subject to approval by the Board.

*Section 4. Actions of the Board.* All action of the Board shall be by majority Board vote at meetings at which a Board quorum is present. A majority of the voting Board members in office shall constitute a quorum.

*Section 5.* **Vacancies.** If the office of President is vacated for any reason, the Vice-President shall assume the duties of the President for the balance of the President's term. All other vacancies occurring during a Board member's term shall be filled by appointment by the President and approved by the Board.

*Section 6.* **Removal.** Board members may be removed by a majority vote of the Chapter membership at a meeting at which a Board quorum is present.

### **Article III**

#### **Duties of Officers**

*Section 1.* **President.** The President is responsible for organizing and presiding over meetings. Only the President may officially represent the Chapter on Chapter business, including representing the Chapter to SCB, unless the President designates a representative for a specific purpose.

*Section 2.* **Vice-President.** The Vice-President shall receive reports from committees, arrange meetings and other activities, and perform the duties of the President when the latter is absent.

*Section 3.* **Secretary.** The Secretary records minutes, administers correspondence between the Chapter and the Society, oversees elections, and maintains historical records and a roster of members.

*Section 4.* **Treasurer.** The Treasurer shall collect dues (if any), maintain accounts, and collect and distribute funds for Chapter activities. At each Chapter Meeting, the Treasurer shall report to the Board and the membership the financial activities and status of the Chapter. The Treasurer will also ensure that the Chapter complies with all SCB financial and fundraising guidelines per the Chapter Handbook (Article XI, Section 2).

### **Article IV**

#### **Nominations and Elections**

*Section 1.* **Nominations.** Nominations for Board of Directors shall be solicited by the Secretary. All nominees must be voting Chapter members, and no individual shall be made a nominee unless s/he has indicated to the Secretary her/his willingness to do so. A list of nominees shall be submitted by the Secretary to the Chapter membership, at least 10 days prior to the Annual Business Meeting.

*Section 2.* **Balloting.** At each Annual Business Meeting, ballots shall be received from voting members by the Secretary and shall be counted by the Secretary. The President shall appoint a replacement to count ballots if the Secretary has been nominated. The candidates receiving the largest number of votes on the ballots shall be declared elected to the Board.

*Section 3.* **Special Elections.** A special election to elect Board members may be held at any time during a period of inactivity (Article XII) to reactivate the Chapter.

### **Article V**

#### **Committees**

*Section 1.* **Formation of Committees.** The Board and the Chapter membership may at any time decide to form a Committee to address a particular issue. Committees shall be chaired by a voting Chapter member appointed by the President and approved by the Board. The term of a committee chairperson shall expire when the term of the President appointing such person expires, and the new President shall either appoint a new committee chairperson or reappoint the existing committee chairperson, subject to approval by the Board. The Committee Chairperson shall be responsible for appointing the other members of the Committee. Committees shall be made up of interested individuals of the Board and the Chapter membership. Committees should address findings and queries to the Vice-

President of the Board. All Committees shall, at all times, be accountable to the Board. Committee progress and activities shall be reviewed at the Annual Business Meeting.

*Section 2.* **Conservation Committee.** The Conservation Committee shall be a standing committee that shall keep Chapter members informed about current conservation issues on a local, regional, or global scale. The Chairperson of the Conservation Committee will report at Chapter meetings.

*Section 3.* **Additional Standing Committees.** The Board and the Chapter membership may create additional Standing Committees for the purpose of achieving long-term goals of the Chapter. Standing Committees might include the following: Education, Public Advocacy, Membership Development, Fundraising, Outreach, and Events.

*Section 4.* **Ad-hoc Committees.** The Board and the Chapter membership may create Ad-hoc Committees as they deem necessary and prudent. Ad-hoc Committees are developed to fulfill short-term needs and projects of the Chapter. Ad-hoc Committees are normally focused and active for the duration of the project. Examples of Ad-hoc Committees include the following: Special Programs, Meetings/Symposia, Career Development, Board Nominations, and Financial Audit.

## **Article VI Finances**

*Section 1.* **Funding.** The Chapter shall be supported by annual dues, grants, contributions, and/or fundraising activities. The membership shall decide whether to assess dues and, if so, the amount and frequency.

*Section 2.* **Decision-making Procedures.** Funds of the Chapter shall be under the supervision of the Board and shall be handled by the Treasurer. The procedures for making financial decisions (annual dues, grants, contributions, and/or fundraising) shall be determined by the Board, in compliance with all guidance contained in the Chapter Handbook (Article XI, Section 2).

## **Article VII Annual Organizational Plan**

The Chapter shall develop an Annual Organizational Plan at the Annual Business Meeting. The Organizational Plan is a working document for Chapter activities throughout the year and shall include, but not be limited to, the following: Current standing committees and their purpose; Ad-hoc committees and their purpose; and Proposed events and plans for the coming year. This Plan or its contents shall be posted on the Chapter's website and/or distributed through the Chapter's main communication venue.

## **Article VIII Quora and Proxies**

A quorum of 20% of the voting Chapter membership or 10 voting Chapter members, whichever is lower, is required for any vote of the Chapter membership. If specified by the Board, voting Chapter members who are absent may file an absentee ballot or vote by proxy.

## **Article IX Meetings**

*Section 1.* **Notice and Meeting Logistics.** Notices for all meetings shall be posted on the Chapter website or other agreed upon communication forum at least one week in advance. Chapter and SCB business will be discussed

at all meetings in addition to any scheduled program. If specified by the Board, meetings may be held in person, by telephone or videophone conference call, or by electronic means.

*Section 2. Annual Business Meeting.* An Annual Business Meeting shall be held annually on approximately the same date each year. Elections of the Officers will take place at this meeting. The frequency, time, and proposed content of Regular Meetings for the year shall be decided by the membership at this time.

*Section 3. Regular Meetings.* The Chapter shall hold Regular Meetings throughout the year. The business portion of any meeting will be run by the President. The Chapter's bylaws, Chapter Agreement, and Chapter Handbook will be available at each meeting. The Chairperson of the Conservation Committee must be appointed by the close of the first Regular Meeting of the year.

## **Article X Public Policy Advocacy**

The Chapter may engage in Public Policy Advocacy subject to the conditions described below.

*Section 1. Definition and Limitations.* Public Policy Advocacy is defined in the Chapter Handbook (Article XI, Section 2). Public Policy Advocacy by the Chapter shall not include participation or intervention (including the publication or distribution of statements) in any political campaign in support of or in opposition to any candidate for public office, or that provides a selective benefit to any political party or candidate, and the Chapter shall not engage in such participation or intervention.

*Section 2. Membership Input.* Procedures for membership involvement in position statements are contained in the Chapter Handbook (Article XI, Section 2). New Proposed Positions must be made available for comment to the chapter members with the following: (1) a statement of the relationship of the Position to the objectives of SCB; (2) a statement of the need for the Position; (3) scientific documentation concerning the related circumstances; (4) examples of possible recipients or targets (including any legislative or regulatory bodies) of the Position; and (5) the strategy and initial list of actions to be taken in relation to the Position.

*Section 3. Policy Development and Approval.* Chapters will adhere to the development and approvals processes required by the Society before publishing, publicizing, or adopting any new policy statement. These processes are outlined in the Chapter Handbook (Article XI, Section 2).

*Section 4. Recordkeeping and Reporting.* All expenditures of chapter funds for lobbying and grassroots lobbying shall be recorded by the Chapter Treasurer and reported to the EO. Refer to the Chapter Handbook for the most up-to-date reporting requirements (Article XI, Section 2).

## **Article XI Agreement between the Chapter and SCB**

*Section 1. Chapter's Relationship with SCB.* The Chapter's relationship with SCB is governed by a Chapter Agreement entered into by the Chapter and SCB.

*Section 2. Chapter Handbook.* The Executive Office of SCB maintains a Handbook to support Chapters in their work and also to inform them of current operational policies of the parent organization. This Handbook can be found on the Chapters website and at the EO, and is part of the Chapter Agreement. The Chapter shall adhere to all policies set forth within the Handbook to maintain compliance with SCB policies as such policies may be updated from time to time by SCB. It is the responsibility of the Chapter to obtain the most current version from the SCB website or EO.

*Section 3. Annual Registration.* The Chapter shall register annually during the Annual Registration period to confirm that the Chapter is currently active and in good standing. If the Chapter is unregistered for two consecutive years, then SCB may terminate the Chapter Agreement in accordance with the terms of that Agreement.

**Article XII  
Suspension and Termination of SCB Chapter Status**

Chapter's status as an SCB Chapter may be suspended due to inactivity or terminated in accordance with the Chapter Agreement.

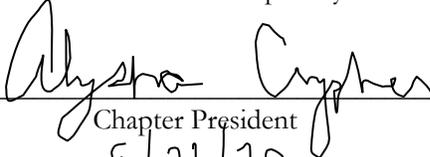
**Article XIII  
Amendment to Bylaws**

*Section 1. Amendable Bylaws.* Articles II (Sections 3, 4, 5, and 6), III, and V (Sections 3 and 4) may be amended by the Chapter as it deems appropriate for its needs. The Chapter shall not amend the following Articles of the bylaws: I, II (Sections 1 and 2), IV, V (Sections 1 and 2), VI, VII, VIII, IX, X, XI, XII, and XIII.

*Section 2. Procedure.* Proposals to modify the Chapter bylaws must be approved by a majority of the voting Chapter members present and voting at any scheduled meeting of the Chapter. A voting member who is absent may file an absentee ballot.

*Section 3. Conformance.* No amendment to these bylaws shall be enacted that results in a conflict with the bylaws of SCB. Proposed amendments to the Chapter bylaws must be approved by SCB's Board of Governors before becoming effective.

Ratified for the Chapter by:

  
\_\_\_\_\_  
Chapter President  
8/11/10  
\_\_\_\_\_  
Date

Ratified for the SCB Board of Governors by:

\_\_\_\_\_  
President, Society for Conservation Biology  
\_\_\_\_\_  
Date