

# **Constitution and Bylaws of the Society for Conservation Biology**

Last amended by the SCB membership on 15 July 2009

## **Article 1. Name**

The name of this organization shall be the Society for Conservation Biology, hereinafter referred to as the Society.

## **Article 2. Principal Office**

The principal office of the corporation for the transaction of business is located in San Diego County, California.

## **Article 3. Mission**

The mission of the Society for Conservation Biology is to advance the science and practice of conserving the Earth's biological diversity.

## **Article 4. Membership**

### **Section 1. COMPOSITION**

The Society is open to any person throughout the world. Members pay dues, have voting rights, may be elected to office, and may serve as members of committees.

### **Section 2. TERMINATION OF MEMBERSHIP**

#### **(a) Grounds for termination.**

The membership of an individual shall terminate upon the occurrence of any of the following events:

1. his or her notice of termination delivered to the President or Secretary of the Society personally or by mail, such membership to terminate upon the date of delivery or the notice or date of deposit in the mail;
2. a determination by at least two-thirds of the voting officers of the Board of Governors that the member has engaged in conduct materially and seriously prejudicial to the interests or the purposes of the Society;
3. a failure to renew his or her membership by paying dues on or before their due date.

#### **(b) Procedure of expulsion.**

Following the determination that a member should be expelled under this section, the following procedure shall be implemented.

1. A notice shall be sent by first class or registered mail to the last address of the member as shown in the Society's records, setting forth the expulsion and the reasons of therefore. Such notice shall be sent at least fifteen days before the proposed effective date of the expulsion.

2. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five days before the effective date of the proposed expulsion. The hearing shall be held by the Board of Governors in accordance with the quorum and voting rules set forth in this document applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
3. Following the hearing the Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. At least two-thirds of the voting members of the Board must agree upon the suitable course of action. The decision of the Board shall be final.

All rights of a member in the Society shall cease on termination of membership as herein provided.

## **Article 5. Officers**

Voting officers of the Board of Governors are the President, President Elect, Secretary, Treasurer, nine Members at Large, one representative of each Regional Section, chairs of all standing committees, and the immediate past President. The Society's Executive Director serves as an ex officio member of the Board of Governors. The Executive Director is appointed by the Board of Governors. All voting officers are nominated by the Governance Committee or by members. These officers are elected by secret ballot circulated to all members. The President, President Elect, Secretary, and Treasurer are elected by simple majority. In the election of the nine Members at Large, the candidates receiving the simple majority of votes are elected. Officers who are representatives of Regional Sections are elected by the members of their Section subject to the restrictions set out in Article 6.

## **Article 6. Qualifications of Officers**

### **Section 1. MEMBERSHIP**

All officers shall be members of the Society in good standing.

### **Section 2. PRESIDENT ELECT**

Nominees for President Elect must have served on the Board of Governors.

### **Section 3. REPRESENTATIVES OF REGIONAL SECTIONS**

Regional Sections of the Society with 100 or more members may elect a representative to the Board of Governors. Society members may vote for representatives for no more than two Regional Sections. If Section membership falls below 100 for more than two years, the Section shall lose its representation on the Board of Governors.

## **Article 7. Duties of the Board of Governors**

The Board of Governors is the executive and policy-making body of the Society. It shall, among other duties, appoint the Editors in Chief of the Society's publications; adopt a budget and approve in advance proposed annual expenditures; decide locations of future general meetings; propose dues adjustments and other fees to the general membership; decide upon the suitability of publications, position papers, or statements to be issued in the name of the Society; decide upon motions of censure or expulsion; supervise the Society's finances; handle legal aspects of the Society's operation; and assist the President in carrying out the executive work of the Society.

The Board of Governors shall convene no less than annually, by telephone conference call or in person.

## **Article 8. Duties of Officers**

### **Section 1. PRESIDENT**

The President is empowered to speak for the Society after consultation with the Executive Committee (see Article 11). The President shall

- (a) preside over the general meetings of the Society and meetings of the Board of Governors and
- (b) arrange for meetings of the Board of Governors.

Independently or following action of the Board of Governors, the President shall organize, charge, or discharge ad hoc committees as needed in the conduct of the affairs of the Society, and shall perform such other duties as stated in the Constitution and Bylaws.

### **Section 2. PRESIDENT ELECT**

The President Elect shall

- (a) assume the duties of the President in his or her absence,
- (b) succeed to the presidency at the completion of the President's term of office on 1 July, and
- (c) perform such other duties as stated in the Constitution and Bylaws.

### **Section 3. SECRETARY**

The Secretary shall

- (a) keep and report minutes of all meetings of the Board of Governors and General Members' Meetings,
- (b) receive election ballots and compile results,
- (c) witness delegations of financial authority to other Board members, and
- (d) transfer all records and files to his or her successor upon completion of a term of office.
- (e) Any of the duties described in subsections (a) through (c) may be delegated to an appropriate party with the approval of the Board of Governors.

### **Section 4. TREASURER**

The Treasurer shall

- (a) collect all dues and other monies of the Society and maintain accurate accounts of such funds,
- (b) disburse Society funds,
- (c) notify members of fees due the Society,
- (d) provide a budget and statement of financial condition annually to the Board of Governors,
- (e) present a general report on the Society's current budget and financial condition at each General Members' Meeting, and
- (f) under direction of the Board of Governors, supervise Society investments and buy, sell, assign, and transfer securities for this purpose.
- (g) The duties described in subsections (a) through (f) may be delegated to the Executive Director and staff under the direct supervision of the Executive Director, in which case the Treasurer shall oversee these activities with final responsibility for compliance of such activities with all applicable laws, regulations, and Board direction.

Amounts budgeted annually for expenses of the offices of President, Secretary, and Treasurer shall not exceed two thousand dollars each, excluding travel to global meetings, auditing and accounting fees, and special projects approved by the Board of Governors. The Treasurer shall revise the current year's budget for action by the Board of Governors whenever desired changes will materially affect the budget.

**Section 5. MEMBERS AT LARGE**

Members at Large work for the Society on various committees and projects.

**Section 6. REPRESENTATIVES OF REGIONAL SECTIONS**

Representatives of Regional Sections work for the Society on various committees and projects.

## **Article 9. Terms of Office**

**Section 1. DURATION**

The President serves a two-year term and may not directly succeed himself or herself. The President Elect serves a two-year term before succeeding the President. The Secretary serves a three-year term and may not directly succeed himself or herself. The Treasurer serves a three-year term and may serve successive terms. Members at Large serve staggered, three-year terms and may stand for reelection, with no more than two consecutive terms. The President Elect assumes the presidency, and newly elected officers assume their offices, on 1 July.

**Section 2. INTERIM SERVICE**

If the office of President Elect, Secretary, or Treasurer is vacated unexpectedly, the President shall appoint a replacement to serve until the next regularly scheduled election. Such appointment must be approved by the Board of Governors.

## **Article 10. Recall**

A voting officer may be removed from office at any time by a two-thirds majority of the membership using a secret mail ballot. Such a recall election shall be called by a petition signed by 20 percent of the members, and such an election must be held within four months after receipt of such a petition.

## **Article 11. Executive Committee**

### **Section 1. MEMBERSHIP**

The Executive Committee shall consist of the President, immediate past President, President Elect, Secretary, and Treasurer. The Executive Director shall be an ex officio member. The President serves as Chair of the Executive Committee.

### **Section 2. CHARGE**

The Executive Committee may decide and act on matters of SCB concern between regularly scheduled meetings provided the financial ramifications of the decision do not exceed \$30,000. The Executive Committee shall inform the Board of their decisions and actions in a timely manner.

### **Section 3. VOTES**

- (a) All votes of the Executive Committee shall be decided by a simple majority of those voting.
- (b) Three members shall constitute a quorum of the Executive Committee.

## **Article 12. Standing Committees**

### **Section 1. MISSION**

Standing committees have a broad mission that is central to the activities of the Society and are expected to be in existence for at least five years. Standing committees include Governance, Conference, Awards, Education and Student Affairs, Policy, Science and Publications, Chapters, Audit, and Finance and Investment.

### **Section 2. CHAIRS**

The Governance Committee is chaired by the most immediate past President. The Finance and Investment Committee is chaired by the Treasurer. The chair of the Audit Committee shall be selected by the President, in compliance with standards set by California law, with the approval of the Board of Governors. Chairs of all other standing committees shall be appointed by the President with the approval of the Board of Governors. Terms of service are open, but the chairs must be reappointed by the incoming President. Chairs shall be selected from the Board of Governors or from the general membership.

### **Section 3. MEMBERSHIP**

The Governance Committee consists of the two most immediate past Presidents and two other members appointed by the Chair. Members of the Audit Committee shall be

appointed by the Board of Governors, in compliance with standards set by California law. The chairs of all other standing committees shall appoint additional committee members. All other appointed members of the standing committees serve at the pleasure of the Chair.

**Section 4. CHARGES OF THE GOVERNANCE COMMITTEE**

The Governance Committee shall

- (a) lead the Board of Governors in regular reviews of its roles and responsibilities, and of expectations of individual members,
- (b) prepare slates of nominees for elected offices of the Board of Governors, and
- (c) work with new and current members of the Board of Governors to assess and maximize effectiveness.

**Section 5. CHARGES OF THE CONFERENCE COMMITTEE**

The Conference Committee shall solicit proposals to host general meetings and workshops and provide advice and guidance to local conference planning committees.

**Section 6. CHARGES OF THE AWARDS COMMITTEE**

The Awards Committee shall establish awards in order to recognize the contributions of individuals and organizations to conservation biology. The Awards Committee shall

- (a) propose nominees for awards to the Board of Governors in time for approval by the Board of Governors before General Members' Meetings of the Society,
- (b) propose new awards to the Board of Governors, and
- (c) propose potential sources of funds for such awards.

**Section 7. CHARGES OF THE EDUCATION AND STUDENT AFFAIRS COMMITTEE**

The Education and Student Affairs Committee shall

- (a) facilitate and carry out initiatives designed to promote the education—at all levels, including preparatory and continuing—of the public, of biologists, and of managers in the principles and practices of conservation biology,
- (b) promote a supportive environment for undergraduate and graduate students in SCB,
- (a) encourage student participation in meetings,
- (b) create opportunities for interaction among students and professionals, and
- (c) administer the student awards program.

**Section 8. CHARGES OF THE POLICY COMMITTEE**

The Policy Committee shall

- (a) propose topics and, with the approval or at the direction of the Board of Governors, commission papers leading to formal statements of the Society on science-related policy issues with subsequent publication in *Conservation Biology*,
- (b) review commissioned papers,
- (c) at its discretion, assign external review of commissioned papers,
- (d) evaluate issues, recommend positions, and propose Society actions on issues related to conservation biology and policy where the scientific or management expertise of the Society may be of value, and

- (e) develop informational materials that are consonant with the aims of the Society. Such positions, commissioned papers, and informational materials must receive approval of the Policy Committee before release or publication.

**Section 9. CHARGES OF THE SCIENCE AND PUBLICATIONS COMMITTEE**

The Science and Publications Committee shall

- (a) ensure that the best and most relevant science is incorporated into all activities of the Society,
- (b) evaluate the role and quality of current and potential Society publications and the Society's overall publications strategy, and
- (c) recommend Editors in Chief of the Society's publications for appointment by the Board of Governors.

**Section 10. CHARGES OF THE CHAPTERS COMMITTEE**

The Chapters Committee shall facilitate the growth of and coordination among Chapters globally and assist Chapters in contributing to the mission of the Society.

**Section 11. CHARGES OF THE AUDIT COMMITTEE**

The Audit Committee, under supervision of the Board of Governors, shall perform such duties as designated and required by California law and as assigned periodically by the Board of Governors by resolution.

**Section 12. CHARGES OF THE FINANCE AND INVESTMENT COMMITTEE**

The Finance and Investment Committee shall oversee all aspects of Society finances, including oversight of the Board Designated Reserve, review of annual budgets, and all financial practices.

**Article 13. Ad Hoc Committees**

**Section 1. CHAIRS AND MEMBERSHIP**

Ad hoc committees may be appointed at any time by the President or the Board of Governors. Chairs of ad hoc committees shall be appointed by the President with the approval of the Board of Governors. Chairs shall appoint additional committee members. Appointed members of an ad hoc committee serve at the pleasure of the Chair.

**Section 2. CHARGES**

If a committee is charged with development of a final report, it shall present that final report to the President and Board of Governors, and automatically shall be disbanded upon receipt of that report. Ad hoc committees with a continuing mission may, after two years of activity, petition the Board of Governors to be established as a standing committee. If, after two years, no such petition is received, the President and the Board of Governors must reappoint the committee as an ad hoc committee or it is automatically disbanded. Chairs of ad hoc committees may be invited to participate in meetings of the Board of Governors.

**Article 14. Board of Editors of *Conservation Biology***

**Section 1. MEMBERSHIP**

Members of the Board of Editors of *Conservation Biology* shall be nominated by the journal's Editor in Chief from among the members of the Society and approved by the Board of Governors. Members serve at the discretion of the Editor in Chief.

**Section 2. CHARGE**

The Board of Editors is responsible for the selection and editing of papers for publication in *Conservation Biology*.

**Article 15. Commissioned Papers and Policy Statements**

**Section 1. SUBJECT MATTER**

Members may submit topics and issues for commissioned papers to the Board of Governors. The Board of Governors must approve topics for commissioned papers.

**Section 2. FORMAL COMMISSIONED STATEMENTS**

Once the Policy Committee is satisfied that a commissioned paper is complete, the paper shall be recommended to the Board of Governors for approval as a formal commissioned statement of the Society. Upon approval by the Board of Governors, the commissioned paper shall be transmitted to the Editor in Chief of *Conservation Biology* for expedited review and consideration for publication.

**Section 3. TOPICS OF SPECIAL INTEREST**

The Policy Committee and Board of Governors also may solicit or commission the development of papers on relevant current issues in conservation biology or policy on which the Society does not intend to make formal policy statements. Issues or topics for these papers may also be received from the membership. These papers shall undergo normal review for publication in *Conservation Biology* with identification upon publication as a topic of special interest to the Society.

**Article 16. Finances**

**Section 1. SUPPORT AND COMPENSATION**

The Society shall be supported by annual dues of the members; by gifts, grants, bequests, trust funds, and similar instruments; by loans approved by the Board of Governors; by the proceeds of the sale of publications or other items the Society may issue with the approval of the Board of Governors; and from such property or funds as it may acquire. All elected officers serve gratis, although the Society may hire professional staff as needed.

**Section 2. FISCAL YEAR**

The fiscal year of the Society shall begin the first day of each calendar year.

**Article 17. Votes**

**Section 1. DECISIONS**

All votes of the Society on matters not specified in the Articles of Incorporation or Constitution and Bylaws shall be decided by a simple majority of those voting.

**Section 2. TIES**

Tie votes in general meetings or in meetings of the Board of Governors shall be broken by the presiding officer. Tie votes in committee meetings shall be broken by the Chair.

**Section 3. VOTES AT SPECIAL MEETINGS OF THE BOARD OF GOVERNORS**

A special meeting of the Board of Governors shall be conducted as a regular meeting of the Board of Governors, except that the proxy rules described in Article 18, Section 2 shall apply. The following protocol applies to motions that require a vote by the Board of Governors at a special meeting.

- 1) A motion with background material shall be circulated by the President to the Board of Governors via electronic mail at the same time the special meeting is announced.
- 2) There shall be a ten-day comment period during which members of the Board of Governors may submit comments and proposed amendments to the President by electronic mail. The President shall compile these comments into a single document and circulate the document to the Board of Governors at least two days prior to the scheduled special meeting.
- 3) Members of the Board of Governors may submit votes to the President by electronic mail after reviewing the compiled comments. Only votes on the original resolution shall be accepted during this period. Amendments may be discussed and voted upon during the special meeting provided
  - a) the proposer of the original resolution participates in the meeting and
  - b) a quorum (not including proxies) participates in the meeting. If a majority of the Board of Governors votes “yea” or a majority votes “nay” prior to the special meeting, the meeting shall be cancelled.
- 4) Final discussion and a vote shall take place during the scheduled special meeting. Votes submitted by electronic mail shall be included in the final tally for those unable to participate in the special meeting.
- 5) The outcome of the vote shall be distributed to the Board of Governors via electronic mail. If there is no quorum the resolution shall still carry unless a voting member of the Board of Governors formally objects within a week.

**Article 18. Quora and Proxies**

**Section 1. MEMBER AND BOARD QUORA**

Thirty members including members represented by proxy shall constitute a quorum of the Society, and nine members a quorum of the Board of Governors.

**Section 2. PROXIES AT SPECIAL MEETINGS OF THE BOARD OF GOVERNORS**

At special meetings of the Board of Governors, a quorum shall include both members participating in the meeting and members who have designated another Board member to serve as their proxy. Members may designate a proxy by sending an email to the President and Secretary that indicates whom they have designated as their proxy and the

special meeting for which the proxy has been designated. The President or Secretary may request verification for any and all proxies. Proxies shall be limited in term to a specified meeting.

## **Article 19. Meetings**

### **Section 1. GENERAL MEMBERS' MEETINGS**

General meetings of the membership shall be held at least once every year and shall be announced to all members in the Society's newsletter and Web site at least six months in advance.

### **Section 2. SPECIAL MEMBERS' MEETINGS**

A special members' meeting of the Society may be called at any time by the Board of Governors, provided that notice of the purpose, place, and date of the meeting be given to the membership at least thirty days in advance.

### **Section 3. REGULAR BOARD MEETINGS**

No notice of regular Board meetings shall be required if the date, time, and location of a regular Board meeting was set at a previous regular Board meeting and the date, time, and location of the regular meeting was included in a timely report to Board members. If the date, time, and location of a regular Board meeting was not set at a previous regular meeting, or if the date, time, or location of the meeting is changed, then 30 days written notice shall be required.

### **Section 4. SPECIAL BOARD MEETINGS**

Special meetings of the Board of Governors may be called by the President or by simple majority of the Board of Governors. Special meetings may be held in person, by telephone or videophone conference call, or by electronic means. Special meetings require 14 days written notice. Notice shall include the date, time, and mode of the meeting; an agenda; and an indication of whether a vote of the Board will be required for each agenda item. If the meeting is to be held in person, the location of the meeting shall be included in the notice. If the meeting is to be held by telephone or videophone conference, the call-in number and access code or other relevant information shall be included in the notice. If the meeting is to be held by electronic means, the notice shall include the email address to which votes must be sent by the date and time established for the meeting.

## **Article 20. Rules of Procedure**

All meetings shall be governed by Robert's Rules of Order (The Modern Edition, revised by Darwin Patnode, 1993).

## **Article 21. Order of Business**

The content of business at the General Members' Meeting shall be as follows: approval of the minutes of the last members' meeting, financial report, Executive Director's report,

Editors' reports, reports from standing committees, reports from Regional Sections, reports from ad hoc committees, consideration of amendments to the Constitution and Bylaws, new business, and adjournment.

## **Article 22. Dues**

Dues for membership may be changed by a two-thirds majority of the Board of Governors.

## **Article 23. Local Chapters**

Local chapters of the Society may be established in accordance with guidelines approved by the Board of Governors. All members of a chapter must be members of the Society.

## **Article 24. Changes in the Articles of Incorporation and Constitution and Bylaws**

The Articles of Incorporation may be modified by a majority vote of the entire membership. The Constitution and Bylaws may be modified by a majority of the members present and voting at any scheduled general meeting of the Society.

The undersigned, duly elected and acting Secretary of the Society for Conservation Biology, a California nonprofit, public benefit corporation, certifies that the above copy of a resolution adopted by the Directors at a duly held meeting at which a quorum was present is a true and accurate copy and that the resolution has not been rescinded or modified as of the date of this certification.

Last updated by Erica Fleishman, 15 July 2009

Approved by Paula Kahumbu, SCB Secretary, 15 July 2009