

# Official Bylaws of the

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## Minnesota Chapter of the Society for Conservation Biology

Adopted by the Chapter on June 30, 2010

### 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 Chapter officer positions and vote on official matters affecting the Chapter. If the Chapter assesses dues, all voting members shall be responsible for payment.

*Section 2. 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, personally or in writing; (2) Upon a Chapter member's lapse of membership in SCB; or (3) Upon a determination by the Chapter's Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Chapter.

### Board of Directors

*Section 1. Voting Board Members.* The Chapter shall be governed by a Board of Directors that has a minimum of four and a maximum of six elected officers, each of whom must be a voting member of the Chapter. Four of the elected officers shall be the President, Vice-President, Secretary, and Treasurer (Article IV). The officers and the Chairperson of the Conservation Committee (Article V) shall constitute the voting Members of the Board. Elections for the officers shall be held at the Annual Business Meeting (Article VIII). The Chairperson of the Conservation Committee shall be appointed by the President and approved by the Board.

*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. Advisory Committee.* An advisory committee will consist of past board members who are interested in continuing to serve the chapter. It shall include but is not limited to the past president.

*Section 3. Terms of Office.* The terms of all board members shall two years. The vice president shall serve one year as president elect before transitioning to President the following year, for a combined 2-year appointment. All other positions shall be filled for two years., Secretary and At Large Representative will be elected in even years, Treasurer will be elected in odd years. In odd years, the President, in consultation with the board shall either appoint a new Conservation Committee Chairperson or reappoint the existing Committee Chairperson, subject to approval by the Board.

*Section 4. Actions of the Board.* All actions of the Board shall be by majority Board vote at meetings at which a Board quorum is present. A Board quorum is constituted by a majority of the voting Board Members.

*Section 5. Board Meetings.* Board meetings will be open to present board members , an advisory committee of past board members, and other voting members of the chapter. The board will convene either in person or through

conference call one time each quarter. Unless otherwise arranged meetings will take place the first week in March, June, September and December.

*Section 6.* **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, and then for their own term as president. All other vacancies occurring during an officer's term shall be filled by appointment by the Board.

*Section 7.* **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 Elected Officers**

*Section 1.* **President.** The President is responsible for organizing and presiding over meetings. The President is in charge of submitting an annual organizational plan after the annual meeting. Only the President may officially represent the Chapter on SCB business.

*Section 2.* **Vice-President.** The Vice-President shall serve as "president elect" and will be responsible for arranging the annual meeting and other activities as appropriate, The Vice-President will also perform the duties of the President when the latter is absent.

*Section 3.* **Secretary.** The Secretary records minutes, administers correspondence between the Chapter and SCB (including submission of the Annual Registration Form each January), oversees elections, and maintains historical records and a roster of members.

*Section 4.* **Treasurer.** The Treasurer shall collect Chapter dues (if any), submit a budget for Board approval, maintain accounts, collect and distribute funds for Chapter activities, and present a Treasurer's Report at Board and Annual Business meetings. The Treasurer shall coordinate fundraising activities as per the policies and guidelines outlined in the Chapter Handbook (Article X).

*Section 5.* **Conservation Committee Chairperson.** The Conservation Committee shall be a permanent Standing Committee that keeps Chapter members informed about current conservation issues on a local, regional, and/or global scale. The Conservation Committee Chairperson will report at Chapter meetings.

*Section 6.* **At-Large member.** The At Large member is available to take on special projects and will be the chair of at least one committee which could include the following: Education, Public Advocacy, Membership Development, Fundraising, Outreach, and Events.

*Section 7.* **Past-President** (Ex-Officio board member). The past president will be responsible for transitioning leadership responsibilities to the new executive committee. The past president will be involved with board level conversations and decisions for one year after the end of their term.

### **Article IV**

#### **Nominations and Elections**

*Section 1.* **Nominations.** Nominations for elected Board Members 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.** Ballots shall be received from the voting members of the Chapter 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 candidate receiving the largest number of votes on the ballots shall be declared elected to the Board at the Annual Business Meeting.

*Section 3.* **Special Elections.** A special election to elect Board officers may be held at any time during a period of inactivity (Article XI) 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 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 permanent Standing Committee that keeps Chapter members informed about current conservation issues on a local, regional, and/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 may 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 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 Chapter shall decide whether to assess dues and, if so, the amount and frequency. The treasurer, president and vice president will have access to the organization's bank account.

*Section 2.* **Decision-making Procedures.** Funds of the Chapter shall be supervised by the Board and managed by the Treasurer. The procedures for making financial decisions shall be determined by the Board.

## **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.

## **Article VIII**

### **Meetings**

*Section 1.* **Meeting Logistics.** Notices for all General Chapter and Annual Business Meetings shall be posted at least one week in advance. 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. The business portion of any meeting will be run by the President. The Chapter's bylaws will be available at each meeting.

*Section 2.* **Annual Business Meeting.** An Annual Business Meeting shall be held on approximately the same date each year. The elections for the officers of the Board shall be held at this meeting. The frequency, time, and proposed content of General Chapter Meetings for the year shall be decided by the Chapter membership at this time. A quorum of 20% of the Chapter membership or 10 Chapter members, whichever is lower, is required to hold the Annual Business Meeting.

*Section 3.* **General Chapter Meetings.** The Chapter shall hold General Chapter Meetings throughout the year, the frequency, time, and proposed content of which shall be decided at the Annual Business Meeting. Additional content and meetings may be scheduled as the need arises. Chapter and SCB business will be discussed at all General Chapter Meetings in addition to any scheduled program.

## **Article IX**

### **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 as public Positions taken by the Chapter in relation to environmental policy issues encompassed in political or legal activities such as legislation, regulations, and the confirmation of judicial and political appointees. 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.

*Section 2.* **Membership Input.** Before adopting a Proposed Position, the Chapter Board shall solicit comments from the Chapter membership and provide the membership a reasonable amount of time and means to respond. Notification of Proposed Positions must include 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 bodies) of the Position; and (5) the strategy and initial list of actions to be taken in relation to the Position. Taking into consideration any feedback received from the membership, the Chapter Board shall decide whether to adopt the Proposed Position.

*Section 3.* **SCB Approval.** Before the Chapter takes any public action with respect to a Proposed Position, the Chapter shall first obtain SCB approval of the Position by following the procedures outlined in the SCB Chapter Handbook (Article X). SCB approval may be contingent upon the Chapter's agreement to engage or not engage in particular activities and/or to coordinate its activities with a SCB Regional Section, the SCB Policy Committee, or the SCB Executive Office.

*Section 4.* **Disclaimer of Responsibility by SCB for Chapter Activities.** If the response of SCB to a Proposed Position is not forthcoming within a timely manner as defined in the Chapter Handbook (Article X), the Chapter may take public action on its Proposed Position, subject to the limitations prescribed in Article IX, Section 1 and Article XI, Section 4. A disclaimer shall be attached to all such public action and documents stating that the Position of the Chapter does not necessarily reflect the views of the Society for Conservation Biology.

*Section 5.*     **Recordkeeping.** All Positions, actions, and monetary expenditures related to any Position shall be recorded by the Chapter and reported annually in the Chapter's Annual Registration (Article X). Additional reporting may be required by the SCB Executive Office or a SCB Regional Section.

## **Article X**

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

The Chapter recognizes that, upon ratification of these bylaws by SCB, the Chapter becomes an official Group of SCB. As such, the Chapter and SCB are subject to certain rights and obligations.

#### *Section 1.*     **The Relationship of Chapters to SCB.**

A)     Nonprofit Status. SCB is an international professional membership organization incorporated under California state law. As part of a 501(c)(3) nonprofit organization as defined by the United States Internal Revenue Service, all SCB subsidiary Groups based within the United States, including Chapters, are subject to the privileges and restrictions of nonprofit status. Subsidiary Groups based outside the United States may be subject to other laws and regulations governing charitable organizations. It is the responsibility of those Groups outside the United States to be aware of and comply with all such governing laws and regulations.

B)     Organizational Mission. SCB's mission is to advance the science and practice of conserving the Earth's biological diversity. Toward this end, SCB encourages the formation of Chapters to engage and encourage SCB member involvement in conservation activities at the local level.

C)     Governance. SCB is governed by a Board of Governors elected by the SCB membership. SCB Chapters are represented on the Board of Governors by a Chapter Representative who serves as a voting member of the Board of Governors and is elected by the SCB membership.

D)     Regional Sections. SCB is divided into Regional Sections that represent the following areas: Africa, Austral and Neotropical America, Australasia, Asia, Europe, Marine, and North America. Each Chapter falls under a Regional Section based on geographic location and coordinates with that Section on activities, partnerships, and opportunities. A Chapter may also choose to be affiliated with the Marine Section.

E)     Executive Office. The daily operations of SCB are run by SCB's Executive Office. Within the Executive Office is a designated Chapter liaison responsible for coordinating activities of the Executive Office with the Chapters.

F)     Chapters Advisory Committee. SCB maintains a volunteer Chapters Advisory Committee that guides, supports, and advocates for Chapter interests. The Chapters Advisory Committee coordinates with the Chapters, the Executive Office, and the SCB Board of Governors on activities and policies of mutual interest and influence. The Chapter Representative to the Board of Governors is a member of the Chapters Advisory Committee.

G)     Chapters. SCB Chapters are local groups that work toward the goals of SCB and the Chapter. Chapters provide opportunities for networking, collaboration, and education among conservation students, professionals, community members, and/or decision-makers.

#### *Section 2.*     **SCB's Obligations to the Chapter.**

A)     Use of Name. Upon ratification of these bylaws by SCB, SCB grants the Chapter the nonexclusive and nontransferable right to use the name "Society for Conservation Biology" (the "Name"), including the acronym "SCB", within the Chapter's name and activities. SCB acknowledges the existence and rights of the Chapter through the granting of the Name. The Chapter acknowledges SCB'S ownership of the Name and agrees that it will do nothing inconsistent with such ownership. The Chapter is also granted the right to use the SCB logo as per the guidelines specified in the Chapter Handbook.

B) SCB Services and Funding. The Executive Office of SCB shall offer services and funding to support active and official SCB Chapters to the extent reasonably possible. A description of services and funding can be found on the SCB Chapters website and may change based on availability and at SCB's discretion. Services are also provided by the Chapters Advisory Committee.

C) Chapter Representative to the Board of Governors. SCB shall include on its Board of Governors one individual who is elected by the SCB membership as the Chapter Representative. This individual acts as the liaison between the Chapters and the Board of Governors and speaks for the Chapters to the Board of Governors.

### *Section 3. Chapter's Obligations to SCB.*

A) Charter and Bylaws. The Chapter shall submit a Proposed Chapter Charter and Bylaws to SCB for approval by the SCB President. The Proposed Chapter Charter and Bylaws will be based on the sample Chapter charter and bylaws provided by SCB and will not conflict with other SCB charters or bylaws. After SCB has approved the Proposed Chapter Charter and Bylaws, the Chapter shall adhere to all Articles within its Charter and Bylaws.

B) 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 the Chapter will be considered Inactive by SCB (Article XI). Annual Registration allows SCB to report publicly on Chapter activities, identify Chapter needs, and build a Chapter network within the SCB framework.

C) Chapter Handbook. The SCB Executive Office maintains a Handbook to support Chapters in their work and to inform them of current operational policies of SCB. This Handbook is available in writing and on the SCB Chapters main website. The Chapter agrees to adhere to all procedures and policies set forth within the Handbook in order to comply with SCB policies.

*Section 4. Confidentiality.* To the extent that the Chapter acquires any non-public information or data about or proprietary to SCB (including but not limited to membership information, financial information, donor information, program plans, research, or statistical analysis), the Chapter shall not divulge such information or data to any third party or use such information for its own purposes without the prior written approval of SCB.

## **Article XI Inactivity/Dissolution**

*Section 1. Inactivity.* If the voting Chapter membership fails to elect a Board of Directors, or the Chapter fails to complete Annual Registration for two consecutive years, then the Chapter shall be considered Inactive by SCB. At that time, the outgoing or existing Board shall forward the Chapter's remaining funds to the Executive Office to be held in case of Reactivation or Dissolution.

*Section 2. Reactivation.* A Chapter that has been Inactive for less than two years may reactivate by first holding a Special Election (Article IV) and then registering the Chapter with SCB (Article X). The Chapter's Charter and Bylaws shall be reviewed and approved in writing by the new Chapter Board. The SCB Executive Office and Chapters Advisory Committee shall be notified of the Chapter's Reactivation and forwarded copies of the re-approved Chapter Charter and Bylaws. Chapter funds held by SCB will be transferred back to the Chapter.

*Section 3. Dissolution Due to Inactivity.* After two years of Inactivity, the Chapter shall be considered Dissolved by SCB. The Chapter's funds shall be permanently transferred to SCB and the Chapter name shall be revoked. If the Chapter is reconstituted any time thereafter, then a new Chapter Charter and Bylaws must be formally adopted by the Chapter and ratified by SCB (Article X).

*Section 4.* **Dissolution by Direction of the SCB Board of Governors.** The SCB Board of Governors may dissolve the Chapter upon discovery and/or determination by SCB that the Chapter has engaged in inappropriate activities. Inappropriate activities include, but are not limited to, the following: activity that would jeopardize the legal, financial, or reputational position of SCB; misconduct toward Chapter members or the public; illegal activities; electioneering or campaigning; violation of SCB’s policies and procedures. The Chapter will first receive a written warning to discontinue inappropriate behavior. If the Chapter persists, then the Board of Governors will review the Chapter’s activities and may, at its sole discretion, order Dissolution.

*Section 5.* **Relinquishment of Rights and Obligations.** If a Chapter is dissolved, the Chapter and SCB relinquish their rights and obligations to one another (Article X). The Chapter relinquishes the right to use the Name “Society of Conservation Biology” and “SCB” as well as the SCB logo within its name and activities.

**Article XII**  
**Amendment to Bylaws**

*Section 1.* **Amendable Bylaws.** Articles II (Sections 3, 4, 5, and 6), III, V (Sections 3 and 4), and VI 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), VII, VIII, IX, X, XI, XII.

*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

\_\_\_\_\_  
Date

Ratified for the SCB Board of Governors by:

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

\_\_\_\_\_  
Date