

1 **Bylaws of the Minnesota Chapter**
2 **of the Society for Conservation Biology**
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5 **Article I**
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7 **Membership**
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9 *Section 1. Voting Member.* Any person who has an interest in the objectives and the activities
10 of the Chapter may join the Chapter as a voting member. Only voting members may be elected to
11 Chapter officer positions and vote on official matters affecting the Chapter. If the Chapter
12 assesses dues, all voting members shall be responsible for payment.
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14 *Section 2. Expulsion - Grounds for termination of membership in the Chapter.*
15 Membership shall terminate upon the occurrence of any of the following events: (1) Upon
16 member's notice of such termination delivered to the President or Secretary of the Chapter,
17 personally or by mail, (2) Upon a determination by the Executive Board of the Chapter that the
18 member has engaged in conduct materially and seriously prejudicial to the interests or purposes
19 of the Chapter. (3) The failure to pay dues as required will result in a de facto termination of a
20 member.
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22
23 **Article II**
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25 **Officers**
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27 There will be six elected officers: President, Vice-President, Secretary, Chief Financial Officer,
28 Conservation Committee Chair, and At-large Member. The officers shall constitute the
29 Executive Board. Elections for the six officers will be held at the annual Business Meeting (see
30 Article X). Term of office will be two years. All officers must be voting members of the Chapter
31 for their entire term office.
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33 **Special Delegates**
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35 The Chapter may, at the discretion of the Board, elect or appoint to the Board Special Delegates
36 to bring the voice of under-represented constituencies to the Chapter leadership.
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39 **Article III**
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41 **Nominations and Elections**
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43 *Section 1. Nominations.* Nominations should be solicited by the Nominating Committee or the
44 Executive Board. All nominees must be voting members. Prior approval shall be obtained from
45 said candidates. The nomination slate shall be submitted by the Secretary to the membership at
46 least 10 days prior to the Business Meeting.
47

48 *Section 2. **Balloting.*** Written ballots shall be received from the members by the Secretary and
49 shall be counted by the Nominations Committee. The President shall appoint a replacement to
50 count ballots for any member of the Executive Board who has been nominated. The candidate
51 receiving the largest number of votes on the written ballots shall be declared elected at the
52 Business Meeting.

53
54 *Section 3. **Vacancies.*** If the office of President is vacated for any reason, the Vice-President
55 shall assume the duties of the President for the balance of the President's term. All other
56 vacancies occurring during an officer's term shall be filled by appointment by the Executive
57 Board.

58
59 *Section 4. **Special Elections.*** A special election may be held at any time during a period of
60 dormancy (Article XII) to reactivate the Chapter.

61
62 *Section 5. **Terms of Officers.*** The offices of President, At-Large Representative, and
63 Conservation Committee Chair will be voted upon every odd calendar year; elections for Vice
64 President, CFO, and Secretary will be held on even calendar years. Incumbent candidates will be
65 eligible for re-election for two consecutive terms with at least one year between sets of
66 consecutive terms. Special Delegates shall serve two years from the time of appointment.

67
68 Terms of the incorporating Board of Directors (elected in August 2003) will be modified as
69 follows: the even year officers shall serve three years, rather than one, and their terms shall
70 expire in 2006.

71
72 **Article IV**

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74 **Duties of Officers**

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76 *Section 1. **President.*** The President is responsible for organizing and presiding over meetings.
77 The President must be a member of the Society. Only the President may officially represent the
78 Chapter on business of the Society.

79
80 *Section 2. **Vice-President.*** The Vice-President shall receive reports from committees, arrange
81 meetings and other activities, and perform the duties of the President when the latter is absent.
82 The Vice-President must be a member of the Society.

83
84 *Section 3. **Secretary.*** The Secretary records minutes, administers correspondence between the
85 Chapter and the Society, and maintains historical records and a roster of members. The Secretary
86 must be a member of the Society.

87
88 *Section 4. **Chief Financial Officer (CFO).*** The CFO shall collect dues (if any), maintain
89 accounts, and collect and distribute funds for Chapter activities. The CFO shall coordinate fund
90 raising activities. The CFO must be a member of the Society.

91
92 *Section 5. **At-Large Member.*** The at-Large member shall participate in all decisions of the
93 Executive Committee. The at-Large member must be active in at least one standing committee
94 and be a member of the Society.

95

96 *Section 6* **Special Delegates.** Special Delegates shall bring the voice of the constituency they
97 represent to the Chapter leadership. Examples of potential Special Delegates include federal
98 employees, state employees, non-profit employees, undergraduate students, or any other
99 constituency whose voice is lacking on the Board. Constituencies may appeal to the Board for a
100 Delegate, but final say rests with the Board. Special Delegates shall serve as non-voting
101 members of the Executive Committee, but may vote in a “Committee of the Whole.”
102

103 **Article V**

104 **Committees**

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107 The Executive Board and the membership may at any time decide to form a committee to address a
108 particular issue. Committees shall be chaired by a voting member. The chairperson shall be
109 responsible for appointing the other members of the committee. Committees shall be made up of
110 interested individuals of the Executive Board and the membership. Committees should address
111 findings and queries to the Vice-President of the Executive Board. Committees for annual events
112 should be formed at the Business Meeting. All committees shall, at any time, be accountable to the
113 Executive Board.
114

115 **Article VI**

116 **Standing Conservation Committee**

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119 This Committee shall keep Chapter members informed about current conservation issues on a local,
120 regional, or global scale. The Committee will report at Chapter meetings. Standing Committees
121 may be activated by the Board on an as-needed basis, and the Chapter is under no obligation to
122 maintain any committee with the exception of the Conservation, Audit, and Nominations
123 committees.
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132 **Article VII**

133 **Suggested Standing Committees**

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136 *Section 1. Program.* This committee shall assist the Vice-President in arranging the program
137 schedule for the Chapter. The schedule should include the Business and Organizational meetings
138 and dates for invited speakers and field trips.
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140 *Section 2. Education.* The Education committee shall act as an extension of the Chapter within
141 the academic and local community. The committee shall act as necessary to inform the public of
142 local and global conservation issues and shall promote the study of conservation biology. The
143 committee may also act as a forum in which solutions to local issues may be discussed and
144 debated.

145
146 *Section 3. **Membership.*** This committee shall be responsible for encouraging membership in
147 both the Chapter and the Society. The committee shall assist the Secretary in maintaining the list
148 of the Chapter’s membership and shall be responsible for any mailings to the membership.

149
150 *Section 4. **Nomination.*** This committee shall organize all nominations and present to the
151 Chapter membership a complete slate of nominees to include at least one candidate for each of
152 the following positions: President, Vice President, Secretary, CFO, and At-Large Representative.

153
154 *Section 5. **Career Development.*** The committee shall provide a resource base of career
155 opportunities for the membership. The committee shall provide a list of current and future jobs,
156 internships and conferences for the Chapter. The Committee may also engage in planning
157 continuing education for members.

158
159 *Section 6. **Resolutions and Public Advocacy.*** Should the membership decide to deliver
160 Resolutions and Public Advocacy explaining the chapter’s view on a particular issue or
161 controversy, such statements shall be prepared by this committee for review and action.

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163 *Section 7. **Audit.*** The committee shall audit, independent of the Chief Financial Officer, the
164 Chapter’s financial records semi-annually. The committee shall report to the President.

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166 **Article VIII**

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168 **Finances**

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170 The Chapter will be supported by annual dues, grants, contributions and fund-raising activities.
171 Assessment and amount of Chapter dues (if any) is left to the discretion of the Chapter. Funds of
172 the Chapter shall be under the supervision of the officers, and shall be handled by the Chief
173 Financial Officer. The financial records shall be audited semi-annually by either the Audit
174 Committee or the Executive Board and reported to the membership.

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177 **Article IX**

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179 **Resolutions and Public Advocacy**

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181 The Chapter may make Resolutions and engage in Public Advocacy subject to the conditions
182 described below.

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184 *Section 1. **Definitions.***

185 A “Resolution” is any public statement that reflects the position or view of the Chapter.

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187 “Public Advocacy” is any public activity by the Chapter in support of a Chapter Resolution.

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189 *Section 2. **Conditions for Declaration of Resolutions and Public Advocacy.***

190 Proposed Resolutions must be presented to the Executive Board of the Chapter and approved by a
191 majority of the voting board members present and voting at a meeting. A voting member who is
192 absent may file an absentee ballot. The President may, at his/her discretion, call for a meeting of
193 the Executive Committee solely to consider a proposed resolution or public advocacy of critical

194 timing. This vote may be conducted by phone or electronic mail so long as a record of votes is
195 made available to the Board. Proposed Resolutions must include the following: (i) a statement of
196 relationship of the Resolution to the objectives of the Society, (ii) a statement of the need for the
197 Resolution, (iii) scientific documentation concerning the circumstances of the Resolution, and (iv)
198 a list of the proposed recipients of the Resolution.
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200 Proposed resolutions approved by the Conservation Committee shall be made available to all
201 members for review before being voted upon by the Board. Members shall have a two week
202 period of review. Member comments shall be made available to the Board who shall take these
203 comments into account during its vote. The Board may, for especially contentious resolutions,
204 open its meeting to a “Committee of the Whole”, at the next scheduled all-membership business
205 meeting. The Board shall ratify the outcome of this vote.
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207 Any Public Advocacy must be based on an approved Resolution. Proposed acts of advocacy
208 must be presented to the membership of the Chapter and approved by a majority of voting
209 members present and voting at a meeting. A voting member who is absent may file an absentee
210 ballot.
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212 Adopted resolutions may be acted upon by the Executive Committee between Organizational
213 meetings.
214

215 Any voting member may propose a resolution or public advocacy. Proposed resolutions shall be
216 submitted to the Conservation Committee, which may at its discretion pass them on the Board
217 for final action.
218

219 **Section 3. Disclaimer of Responsibility by Society for Chapter Activities.**

220 The Minnesota Chapter of the Society for Conservation Biology shall claim responsibility for all
221 Resolutions and Public Advocacy enacted by its membership. All public documents or actions
222 shall include the statement: Resolutions (or Advocacy) of the Minnesota Chapter of the Society
223 for Conservation Biology do not necessarily reflect the views of the Society for Conservation
224 Biology.
225

226 **Section 4. Reporting.**

227 All Resolutions and supporting materials and descriptions of acts of Public Advocacy by the
228 Chapter shall be forwarded to the President of the Society with the Annual Report.
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231 **Article X**

232 **Meetings**

233 **Section 1.** A Business Meeting shall be held each year. The elections for officers of the
234 Executive Board shall be held at this meeting. A quorum of 50% of membership or 10 members
235 is required for the Business Meeting.
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238 **Section 2.** Notice of meetings shall be posted at least one week in advance. At the beginning of
239 each meeting any Chapter or Society business will be discussed prior to the scheduled program.
240 A quorum of 50% of the membership or ten members is required for any meeting at which a vote
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243 is called. The business portion of any meeting will be run by the President. The Chapter's bylaws
244 will be available at each meeting.

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247 **Article XI**

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249 **Annual Report**

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251 *Section 1.* The Secretary shall file an annual report on the Chapter's activities with the
252 President of the Society. The report will be filed on the Annual Report Form.

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255 **Article XII**

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257 **Continuation/Dissolution**

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259 *Section 1.* If the membership fails to elect an Executive Board, the Chapter shall be considered
260 dormant. At that time the outgoing Executive Board shall forward the Chapter's charter, bylaws
261 and remaining funds to the President of the Society. The Chapter may be reactivated at any time
262 within a period of two years by holding a Special Election. The purpose of the Special Election is
263 to vote for an Executive Board.

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265 *Section 2.* If, at the end of two years, there is no interest in reconvening the Chapter, the
266 Chapter's funds shall be permanently transferred to the Society.

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269 **Article XIII**

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271 **Amendment to Bylaws**

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273 *Section 1. Procedure.* Proposals to modify the Chapter bylaws must be approved by a majority
274 of the voting members present and voting at any scheduled meeting of the Chapter. A voting
275 member who is absent may file an absentee ballot.

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277 *Section 2. Conformance.* No amendment to these bylaws shall be enacted that results in a
278 conflict with the bylaws of the Society. Proposed amendments to the Chapter bylaws must be
279 approved by the Society's Board of Governors before becoming effective.

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Ratified for the Board of Governors by:

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President, Society for Conservation Biology

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Date