

**The Wildlife Society
Manitoba Chapter, Inc.**

MANITOBA CHAPTER BY-LAWS

Amended and Approved: March 31, 2025

Preamble:

A by-law is a rule or law established by an organization or community to regulate itself, as allowed or provided for by some higher authority. By-laws may be established by a wide variety of entities from governments, businesses, to local organizations. The Wildlife Society, Manitoba Chapter Inc. (herein referred to as the Chapter) has had since its inception by-laws that govern its members. The Chapter is incorporated as a not-for-profit under Manitoba regulations. The by-laws of the Chapter meet the current terms of the Corporations Manitoba guidelines for the by-laws for a not-for-profit.

The Chapter by-laws are modeled after and include most of the sections found in The Wildlife Society Inc.¹ (the Society) and the Canadian Section- The Wildlife Society by-laws. Chapter by-laws cannot supersede those of the Society or the Canadian Section. By-laws can be modified or amended as noted in the Chapter by-laws [Article X](#). All amendments require approval of the Chapter membership at a meeting and once that is completed need approval by the Society.

Chapter by-laws will be available on the Chapter website. New Chapter Executive Board members are charged with reading the Chapter by-laws following their election at the Annual General Meeting. The Chapter Executive Board should appoint one of its members to maintain the by-laws. This would require that individual to periodically review the Society and Canadian Section by-laws for changes or additions. A review every second year is probably sufficient. Also this appointee should annually check the Corporations Canada website to insure the Chapter by-laws meet the current guidelines for not-for-profit Manitoba corporations.

By-Laws Overview

Article I – Name, Area and Affiliation

Section 1 - Name

Name: The name of this organization shall be The Wildlife Society, Manitoba Chapter, Inc.; herein after referred to as the Chapter.

Section 2 - Area

Area: The Chapter shall have as its area or organization the province of Manitoba.

¹Incorporated in 1948 under the laws of the District of Columbia

Section 3 - Affiliation

Affiliation: The Chapter shall adopt and conform to the current By-laws, Code of Ethics, objectives, policies and positions as adopted by of The Wildlife Society, Inc.¹, hereafter referred to as the Society.

Article II – Objectives

Section 1 - Objectives

Objectives: The Chapter shall promote the principles, policies, and objectives of the Society as stated in the Society by-laws:

- a. To develop and promote sound stewardship of wildlife resources and of the environments upon which wildlife and humans depend;
- b. To undertake an active role in preventing human-induced environmental degradation;
- c. To increase awareness and appreciation of wildlife values; and
- d. To seek the highest standards in all activities of the wildlife profession.

Section 2 - Implementation

Implementation: Implementation of these objectives should be decided upon by the Chapter Executive Board (Executive Board) of the day.

Article III – Chapter Year

The Chapter operative and fiscal year shall begin April 1 of each year.

Article IV – Membership

Section 1 – Membership Eligibility

Membership Eligibility: Membership in the Chapter shall be open to all persons interested in wildlife resources, regardless of race, religion, sex or nationality, and who subscribe to the Society's objectives.

Section 2 – Regular Membership

Regular Membership: Regular membership in the Chapter shall be available to any member of the Society who resides within the boundaries of the Chapter as defined in [Article I, Section 2](#). Only regular members may hold elective offices in the Chapter, vote on matters affecting Society, and officially represent the Chapter on business of the Society. As members of the Chapter they are bound by the Society's [Code of Ethics](#).

Section 3 – Affiliate Membership

Affiliate Membership: Affiliate membership in the Chapter shall be available to any person, who, although not a member of the Society, has an interest in the objectives and activities of the Chapter. An affiliate member shall be entitled to all rights, privileges and responsibilities of regular members except as otherwise noted in [Article IV, Section 2](#).

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Section 4 – Dues

Dues: Annual dues shall be payable by each member to the Treasurer no later than March 31 each year in order to remain a member of the Chapter.

Section 5 – Reinstatement

Reinstatement: Persons who are dropped from the rolls of the Chapter for non- payment of dues may be reinstated into the membership in this Chapter upon payment of appropriate dues.

Section 6 – Resignation

Resignation: Members may resign at any time by giving notice to the Chapter's Secretary, or will be considered to have resigned if annual Chapter dues are not paid.

Section 7 – Charter Member

Charter Member: Members in good standing on the membership rolls as of January 18, 1974 shall be considered Charter Members.

Section 8 – Honorary Member

Honorary Member: Honorary members of the Chapter shall be persons who, by a majority vote of the Chapter Executive Board, have been thus recognized for their achievements. An honorary member need not pay Chapter dues.

Article V – Elections and Officers

Section 1 – Nominations and Elections

Nominations and Elections: A Nominating and Elections Committee (see [Article VIII, Section 2B](#)) shall prepare a slate of candidates for each of the elective positions, namely: President-Elect, Secretary, Treasurer, and 5 additional Executive Board members, two of which shall be students registered in a Manitoba college or university, one as an undergraduate student and one as a graduate student and interested in wildlife resources, one member-at-large, one Northern Manitoba Representative currently residing north of the Duck Mountains Provincial Park northern boundary (north of 52° 06' 00"N), and one western Manitoba representative residing west of Provincial Trunk Highway 34 from the USA border to Gladstone, Manitoba, west of the western shore of Lake Manitoba and south of 52°06'00" N .

Clause A

All nominees must be regular members of the chapter and agree to become members of both the Canadian Section and the Society if elected to the Executive Board.

Clause B

Prior approval shall be obtained from candidates.

Clause C

Nominations and ballots shall be submitted to the membership 20 days prior to the annual general meeting.

Clause D

A member may be elected for no more than two consecutive terms of office in the same elective position.

Section 2 - Balloting

Balloting: Electronic ballots shall be received from the members and counted by the Nominations and Elections Committee. For ballot counting purposes, the President shall appoint a replacement for any member of the Nominations and Elections Committee who has been nominated for an elective position.

Clause A

Members in arrears shall forfeit their rights to vote during the period of their delinquency.

Clause B

The candidate receiving the largest number of votes on the ballot shall be declared elected. No one may hold two elective positions simultaneously.

Section 3 - Officers

Officers: Officers of the Chapter shall consist of a President, President-Elect (who shall serve as Vice-President), Past President, Secretary, Treasurer, Northern Representative, Western Representative, Undergraduate Student Representative, Graduate Student Representative, and one Member-at-Large.

Their duties are:

Clause A

President – The President shall have general supervision of the Chapter officers, shall appoint with the advice of the Executive Board, Chairpersons of all regular and special committees and shall preside as Chairperson at meetings of the Executive Board and shall be ex-officio, a member of all committees except the Nominations and Elections Committee. The President may represent the Chapter or appoint alternate representatives to other Chapter, Section, or Society boards, committees, or meetings. As Chapter representative, shall represent and serve as liaison to the Section for the Chapter, provide the editor of the Section newsletter with news and items of interest from the Chapter area, and serve as a contact among the Section, Chapters, and members in their respective areas. The representative will assist the Section President by verifying mailing addresses, conducting membership drives, polling individual members, and assisting in routine Section business.

Clause B

President-Elect – The President-Elect shall assume the duties of the President in the absence or upon the inability of the President to serve, and shall perform any duties assigned by the President. In the event the President-Elect cannot serve in the President's absence, the Executive Board shall appoint a President, pro tempore.

Clause C

Past President – The Past President shall assist the incoming President with issues involving continuity and Section history, and assist in the general administration of Section business affairs as requested by

the President. The Past President shall chair the Nominations Committee. The Past President serves for a one-year term.

Clause D

Secretary – The Secretary shall be responsible for the files, records, oversee the recording of all meetings, the maintenance of the membership rolls, correspondence, and the issuance of meeting notices. The Secretary serves for a two-year term.

Clause E

Treasurer – The Treasurer shall be responsible for the funds of the Chapter, and shall submit complete financial reports to the last meeting of their term of office. Duties also shall include the receipt and disbursement of funds and maintaining the budget of the Chapter. The Treasurer serves for a two-year term.

Clause F

Northern Representative - The Northern Representative shall act as a liaison between the Chapter and northern members of the Chapter living north of the Duck Mountains in recognition of the distance that these members must travel to attend Chapter events. The Northern Representative will facilitate better communication between members in southern and northern Manitoba, report to the Executive, and coordinate activities amongst northern members. This position is to ensure northern wildlife issues and professional development are well represented within the Chapter, and northern members remain as regular members of the Chapter. The Northern Representative serves for a two-year term.

Clause G

Undergraduate Student Representative – The Undergraduate Student Representative shall act as a liaison between the Chapter and undergraduate student members of the Chapter and engage in the general business of the Chapter. This position will be selected by election during the Annual General Meeting and the candidates at the time of election should be enrolled in an undergraduate or diploma program at a post-secondary institution in the province. The Undergraduate Student Representative may serve for a two-year term, but has the option to conclude their term at one year..

Clause H

Graduate Student Representative - The Graduate Student Representative shall act as a liaison between the chapter and graduate student members of the Chapter and engage in the general business of the Chapter. This position will be selected by election during the Annual General Meeting and the candidates at the time of the election should be enrolled in a graduate program at a post-secondary institution in the province. The Graduate Student Representative may serve for a two-year term, but has the option to conclude their term at one year..

Clause I

Member-at-large - The member-at-large representative's specific role on the Executive Board will be established by the President at the first meeting of the Executive Board following the Annual General

Meeting at which they have been elected. It is anticipated that this person will fulfill a role that are in alignment with membership needs as a whole. The Member-at-large serves for a two-year term.

Clause J

Western Representative - The Western Representative shall act as a liaison between the Chapter and western Manitoba members of the Chapter living south of the Duck Mountains and west of a line along PTH 34 from the USA border to Gladstone, Manitoba and the west shore of Lake Manitoba. The Western Representative will facilitate communication between members in western Manitoba with members of the Chapter, report to the Executive Board, and coordinate activities amongst western Manitoba members. This position is to ensure western Manitoba wildlife issues and professional development are well represented within the Chapter and western members remain as regular members of the Chapter.

Clause K

Executive Board – The Executive Board shall act as the governing body for the Chapter and shall be made up of the above named officers.

Section 4 – Term of Office

Term of Office: The officers and elected Executive Board members must be members of the Society, serve for approximately one year (depending on position), be installed at the Annual General Meeting, take office immediately following the Annual General Meeting, and, unless re-elected, terminate their duties at the conclusion of their term, or such time as their successors are elected and installed.

Section 5 - Vacancies

Vacancies: If the office of the President is vacated for any reason (due to resignation or declared inactive), the President- Elect shall assume the duties of the President for the balance of the unexpired term of the president. All other vacancies in any unexpired term of an elective office shall be filled through appointment by the Executive Board, although an appointed President- Elect shall serve only until the next scheduled Chapter election where the membership shall elect the next President. All appointees must be Regular Members of the Chapter.

Section 6 – Removal of Officers

Removal of Officers: Officers may be removed for just cause by majority vote at either a general or an Executive Board meeting. A notice of motion regarding the intent to remove must be included in the 30 days' notice to the membership for such meetings.

Clause A

Grounds For Removal – A Chapter officer may be removed for failing to adhere to Chapter By-laws, the Society [Code of Ethics](#), failing or neglecting the performance of duties devolved upon an officer or Section Representative, engaging in improper conduct or conduct contrary to the best interests of the Chapter, or other causes, including failing to attend two consecutive regularly scheduled meetings of the Executive Board without sufficient cause.

Clause B

Removal Process – The Executive Board may consider removing an officer upon written petition of the membership signed by 15% of the Chapter's Voting Members. Prior to voting on removal, the Executive Board through the Secretary shall provide the challenged officer with written notice of the petition and the stated grounds for removal and an opportunity to appear before the Executive Board to hear the allegations and present a response. The challenged officer may waive such hearing in writing and in lieu thereof submit his or her written response for consideration by the Executive Board. Upon receipt of a signed written waiver of a hearing, the Executive Board will consider the submitted written response, if any, and vote on the petitioned removal. The Executive Board vote on the matter shall be final and will be communicated in writing to the officer or within ten days of the Executive Board vote.

Clause C

Executive Board– Members of the Executive Board may be removed by a two-thirds (2/3rds) vote of the Executive Board.

Article VI – Meetings

Section 1 – Regular Meetings

Regular Meetings: Regular membership meetings shall be held at such times and places as determined and published by the Executive Board.

Clause A

Annual General Meetings – An Annual General Meeting shall be held during March and shall be known as the Annual General Meeting, and shall be for the purpose of the introduction of elected officers, receiving reports of Chapter officers and committees, and for any other business that may arise.

Clause B

Meeting Notice – Members must be notified at least one month prior to the Annual General Meeting (and special meetings) and at least ten days prior to regular meetings.

Clause C

Quorum – The quorum for the Annual General Meeting of the Chapter shall be over fifty percent of the membership or ten members in good standing, whichever is less, and for Executive Board meetings, five members of the Executive Board.

Clause D

Meeting Rules – Order of business and parliamentary procedures at Chapter meetings shall follow The Standard Code of Parliamentary Procedure (Sturgis), latest revision.

Clause E

By-laws – The By-laws of this organization shall be available for inspection during every meeting.

Section 2 – Special Meetings

Special Meetings: Special meetings will be held upon written notice of five paid-up Chapter members submitted in accordance with [Article VI, Section 1B](#) and the purpose of the call is given.

Clause A

Only those items in the call for a special meeting shall be acted upon at the special meeting.

Clause B

All clauses under [Article VI, Section 1](#) apply as well to special meetings.

Article VII – Management and Finance

Section 1 – Executive Board

Executive Board: The Chapter shall be governed by an Executive Board composed of its officers.

Clause A

Conduct – The Executive Board shall conduct its affairs in conformance with the provisions of these By-laws and those of the Society. The Executive Board is authorized to act for the Chapter between meetings and shall report its interim actions to the members at each succeeding membership meeting. Any Executive Board action may be overridden by a two-thirds (2/3) vote of the voting members attending a meeting.

Clause B

Attendance – Members may attend Executive Board meetings, but may participate therein only when asked to do so, and they may not vote at such meetings.

Section 2 – Finance

Finance: Funds of the Chapter shall be under the supervision of the Executive Board, and shall be handled by the Treasurer. Executive Board spending and fund management decisions will be governed by the financial policies contained in the Standard Operating Procedures of the Chapter. The financial records of the Chapter shall be examined annually by an auditor appointed by the executive from within the membership ([Article VIII, Section 2A](#)).

Clause A

The Treasurer need not be bonded.

Clause B

Operating funds shall be derived from dues, special assessments, work projects, donations, and dedicated fundraising events. No monies received from donations or contributions shall be used for other than charitable or educational purposes. No monies received from donations shall at any time be distributed among the members of the Chapter.

Clause C

Funds shall be placed in a chartered bank or credit union.

Clause D

The Treasurer may reimburse officers, and any other member authorized by the Executive Board for out-of-pocket expenditures made on behalf of the Chapter.

Section 3 - Reports

Reports: Within 20 days after an election or other official action, the Secretary shall report such action to the Society and to the Section. Activity reports from the Secretary shall be forwarded to these same parties.

Section 4 - Files

Files: The Chapter shall maintain a file containing By-laws of the Society, the Section, and of the Chapter; minutes of all regular and special meetings of the membership and of the Executive Board; correspondence pertinent to Chapter affairs; all committee reports, financial statements and records; and all other material designated as pertinent by the Executive Board. A "procedure for filing" shall be kept in the Chapter file for the guidance of each succeeding Secretary and Treasurer. A Chapter Standard Operating Procedures document and "Operations Manual" provided by the Society will be maintained by the President of the Chapter and a written record of transfer of this manual to the incoming President will be maintained and the Society will be notified of each such transfer.

Section 5 – Policy, Internal Position Statements, and Public Statements

Clause A

Policy and Internal Position Statements:

- a. Policy - the existing body of principles found in the by-laws, minutes of previous Executive Board and membership meetings, previous position statements. Policy is broader than statements in that it provides general direction rather than specific action.
- b. Internal Position Statement - describes the Chapter's position on a specific issue or issues. A position statement recommends action by parties internal to the Chapter (e.g. Executive Board and/or members) and is primarily for internal documentation of the Chapter's position on a specific issue.

Regular Members may submit proposed policy or internal position statements to the Chapter's Executive Board for possible consideration and response. The Executive Board shall determine whether the proposal is forwarded for consideration by the membership. On the discretion of the Executive Board, such new items must be either approved by two-thirds (2/3) of the Chapter membership voting or be made available for Chapter member review and comment (with no vote), and then approved by the Chapter's Executive Board.

Clause B

Public Statements:

- a. Public Statement - a position statement in a format suitable for external distribution (i.e. letters, formal comments, etc.) to parties external to the Chapter (e.g. government, media, general public). Public statements are intended to stimulate action on a position or on a specific issue.

Regular Members may submit proposed statements to the Chapter's Executive Board or to the Conservation Affairs Committee ([Article VIII, Section 2C](#)) for possible consideration and response. On issues that demand action on a reasonably short notice, the President, or designated representative, may present a public statement on behalf of the Chapter provided that: 1) the concept of the statement be brought to the Executive Board's attention and is accepted by them prior to public issuing of the statement and 2) copies of the statement are sent to the membership, the Society, and the Canadian Section within 15 days after public issuing of the statement. Furthermore, the Chapter may issue statements pertaining to subjects in its Area (see [Article I, Section 2](#)):

- a. when the contents of the statement falls within the established policies and is in alignment with the position statements of the Society; and
- b. in the absence of existing position statements by the Society.

The Chapter will not issue statements that may be in conflict with the policy of the Society without prior approval of the Society's Council. When developing statements, the "Policy Toolkit" (<http://wildlife.org/policy-2/policy-toolkit/>) should always be consulted for guidance.

Article VIII – Committees

Section 1 - Appointments

Appointments: The Executive Board shall appoint at a minimum two members to the Nominations and Elections Committee (see [Article VIII, Section 2B](#)) who shall prepare a slate of candidates for each elected position on the Executive at least 20 days prior to the Annual General Meeting. The President in consultation with the Executive Board will appoint chairpersons of committees at the first meeting of the new Executive Board to aid in the operation of the Chapter. Committee chairpersons shall complete their committees with assistance of the President and under the guidelines set forth in the Chapter Standard Operating Procedures.

Section 2 – Duties of Committees

Duties of Committees: The President shall appoint a member to chair each of the following committees: Audit, Nominations and Elections, and Conservation Affairs Committee.

Descriptions and guidelines for roles and responsibilities of these committees are contained in the Chapter Standard Operating Procedures.

The President may appoint a member to chair other committees as deemed necessary.

Clause A

Audit – This committee or individual shall audit the financial records following the Annual General Meeting and report such audit findings at the first meeting of the membership following the audit

process. They shall also audit the annual financial statement and the financial records at such times as directed by the Executive Board and report such audits to the Executive Board.

Clause B

Nominations and Elections Committee- A Nominating and Elections Committee selected by the Executive Board (see [Article VII, Section 1](#)) of the Manitoba Chapter shall prepare a slate of candidates for each of the elective positions.

Clause C

Conservation Affairs Committee – The duties of the Conservation Affairs Committee are to prepare responses to current issues affecting wildlife or wildlife professionals. The Conservation Affairs Committee will work with their counterparts in other Chapters, at the Section level, and in the Society as part of a Conservation Affairs Network. The Conservation Affairs Committee will be comprised of Regular Members and will provide responses to the Executive Board for approval and distribution. Guidelines for the Committee will be outlined in a specific Terms of Reference.

Clause D

Special Committees – The duties of special committees shall be outlined by the Executive Board.

Section 3 - Accountability

Accountability: All committees shall be accountable to the Executive Board, under general supervision of the President.

Section 4 - Tenure

Tenure: All committees shall serve until new committees are appointed in their stead or until the duties assigned to the committee have been discharged.

Article IX – Dissolution

Section 1 – Standards to Continue

Standards to Continue: The Chapter must continue to demonstrate its viability to the Council of The Wildlife Society by meeting the following standards: a) complying with the criteria for affiliation (Article 1, Section 3), b) submitting the required reports to The Wildlife Society (Article VII, Section 3), and c) fulfilling the purposes and intent of these bylaws. The Council of The Wildlife Society may dissolve the Manitoba Chapter following a 1 year grace period during which time the Chapter can come back into compliance

Section 2 – Dissolution

Dissolution: The Council of The Wildlife Society may dissolve the Manitoba Chapter, following a 1 year grace period, during which time the Manitoba Chapter can come back into compliance, if it finds the Chapter is not meeting the standards established in Article IX, Section 1. Upon dissolution of the Chapter, its Executive Board shall transfer all assets, accrued income, and other properties to the Council of the Society with a request that said assets be held for a period of not more than five years from the date of

dissolution of the Chapter, for distribution to another Chapter that may be established in approximately the same geographic area within said five-year period. If another Chapter is not established within said area and period of time, the Society Council may distribute all assets, accrued income and other properties to a Canadian charitable organization in accordance with Society by-laws.

Article X – Amendment to By-laws

Section 1 - Procedure

Procedure: These By-laws may be altered or amended by a majority (two thirds) of members voting by electronic ballot.

Section 2 - Conformance

Conformance: No amendment to these By-laws shall be enacted which results in conflict with the Society By-laws. If these By-laws are revised, the new revision must be approved by the Society before becoming effective.