MODEL BYLAWS
for
CHAPTERS OF THE WILDLIFE SOCIETY, INC.
(Approved by The Wildlife Society Council, November 5, 2011)

BYLAWS OF THE _____ CHAPTER OF THE WILDLIFE SOCIETY

Organized: [*date approved by The Wildlife Society*]

ARTICLE I. NAME, AREA, AND AFFILIATION

Section 1. NAME - The name of this organization shall be the _____ Chapter of The Wildlife Society.

Section 2. AREA - This Chapter shall have as its area of organization the _____ [*insert name of state(s) and/or province(s), OR county/counties of state/province, OR environs of a city or metropolitan area*].[1]

Section 3. CRITERIA FOR AFFILIATION - The _____ Chapter shall conform to Bylaws, Code of Ethics, objectives, policies and positions as adopted by The Wildlife Society, Inc.[2] (Hereinafter, The Wildlife Society, Inc., may be referred to as the Society.)

ARTICLE II. OBJECTIVES

Section 1. OBJECTIVES - Consistent with the objectives of The Wildlife Society, the _____ Chapter objectives are: [*list*]

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Section 2. IMPLEMENTATION - To aid in the achievement of these objectives, this Chapter proposes to: [*list specific activities and programs, such as*:

1. Provide opportunities for better liaison among individual members, their Section, and the Society.

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[1] Alternative suggestions, information, and instructions are in [ ], with alternatives appearing in normal type and information and instructions in *italics*.

[2] Incorporated in 1948 under the laws of the District of Columbia

2. Evaluate and respond to the principles involved in proposed or enacted societal actions that could affect wildlife or its habitats.

3. Recognize and commend outstanding professional achievements in maintenance, restoration and enhancement of habitats for wildlife.

4. Focus the aims and objectives of the Society and the _____ Section upon professional wildlife needs, problems, and events in local situations.

5. Encourage communication between members and non-members to facilitate understanding and effectiveness of research and management of wildlife resources.]

ARTICLE III. CHAPTER YEAR

The Chapter operating and fiscal year shall begin _____. [*If the date selected is not January 1, the following must be added following the date selected:* , although the Chapter's financial reporting must follow the Society's calendar year schedule.]

ARTICLE IV. MEMBERSHIP

Section 1. VOTING MEMBER - Voting membership in the _____ Chapter shall be available to any voting member of The Wildlife Society who resides or conducts professional activities within the organization area of the Chapter (Article I, Section 2). Only Chapter Voting Members may hold office in the Chapter, vote on official matters affecting the Society, and officially represent the Chapter on business of the Society by Board or officer appointment.

Section 2. OTHER MEMBER - Other membership in the _____ Chapter shall be available to any person who, although either not a member of The Wildlife Society and/or resides and works outside of the Chapter's organizational area (Article I, Section 2), has an interest in the objectives and

activities of the Chapter. [*The phrase:* and is approved by the Membership Committee *may be added to the end of the preceding sentence, if appropriate*.] Other Members shall be entitled to all rights, privileges and responsibilities of Chapter Voting Members, including voting in Chapter elections, except those reserved for Chapter Voting Members (Article IV, Section 1).

Section 3. CHARTER MEMBER - Voting and Other Members in good standing on the membership rolls as of [*Month Day Year*] shall be considered Charter Members.

Section 4. HONORARY MEMBER - Honorary Members of the _____ Chapter shall be persons who, by a simple majority vote of all Chapter members, have been thus recognized for their achievements. A Chapter Honorary Member need not pay Chapter dues. Honorary Members who are voting members of The Wildlife Society shall have the same rights and privileges as Chapter Voting Members (Article IV, Section 1). Honorary Members who are not voting members of The Wildlife Society shall have the same rights and privileges as Other Members (Article IV, Section 2).

Section 5. DUES - Annual dues of $_____ [*OR*, to be determined at each annual meeting,] shall be payable by each member to the Secretary-Treasurer [*OR* Treasurer] no later than [*Month Day*]. Members who have not paid their Wildlife Society dues shall lose their Voting Member status in the _____ Chapter. [*If the Chapter elects to have The Wildlife Society collect Chapter dues, add the following sentence*: Annual Chapter dues also may be paid to The Wildlife Society's headquarters, along with Section and Society dues, and subsequently will be remitted to the Chapter.]

Section 6. RESIGNATION - Members may resign at any time by giving notice to the Chapter's Secretary-Treasurer [*OR* Secretary], or will be considered to have resigned if annual Chapter dues are not paid.

Section 7. REINSTATEMENT - Persons who are dropped from the rolls of the Chapter for non-payment of dues or resignation may be reinstated into membership in the Chapter upon payment of appropriate dues. [*The words:* reapplication and *may be inserted between* "upon" *and* "payment," *if appropriate*.]

ARTICLE V. ELECTIONS AND OFFICERS

Section 1. NOMINATING AND ELECTIONS COMMITTEE - The 3-member Nominating and Elections Committee, selected by the Executive Board (Article VII, Section 1) of the _____ Chapter, shall prepare a slate of 2 candidates for each of the elective positions, namely: President-Elect, Secretary-Treasurer [*OR* Secretary, Treasurer], and 1 [*OR* 2 *OR INSERT NUMBER*] additional Executive Board members[s] from the Chapter voting membership. [*Sections <u>may</u> provide for official Chapter representation on their Executive Boards. If so, the Chapter Representative to the Section may be the Chapter President, an official appointee by the Chapter President, or elected by the Chapter membership. If elected, insert the phrase:* and a Chapter Representative to the Section *between* "Board member[s]" *and* "from the Chapter" *in the sentence above*.]

CLAUSE A - All nominees must be Voting Members (Article IV, Section 1).

CLAUSE B - Prior approval shall be obtained from said candidates.

CLAUSE C - Nomination slate shall be submitted to the membership at least 30 days prior to _____ [mail balloting *OR* the annual business meeting].

CLAUSE D - Additional nominees may be added to the Nominating and Elections Committee's slate upon the signed support of 6 or more members, provided prior approval has been obtained from each nominee.

CLAUSE E - A member may be elected for no more than 2 consecutive terms in the same elective position.

Section 2. BALLOTING – Written and/or electronic ballots shall be received from the members by the Secretary-Treasurer [*OR* Secretary] and shall be counted by the Nominating and Elections Committee. Written ballots, if used, will be collected [by mail *or* at the annual business meeting *or* by mail and/or at the annual business meeting]. For ballot counting purposes, the President shall appoint a replacement for any member of the Nominating and Elections Committee who has been nominated for an office.

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

CLAUSE B - A signed absentee ballot may be submitted to the Secretary-Treasurer [*OR* Secretary] by a member prior to the scheduled time for counting ballots.

CLAUSE C - The candidate receiving the largest number of votes on the written ballot shall be declared elected. No one may hold more than 1 elective position simultaneously.

Section 3. OFFICERS - Officers of the _____ Chapter shall consist of a President, President-Elect (who shall serve as Vice-President), and Secretary-Treasurer [*OR* Secretary and Treasurer]. 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, Chairmen of all regular and special committees, shall preside as Chairman at meetings of the Executive Board, and shall be an *ex officio* member of all committees, except the Nominating and Elections Committee. The President may represent the Chapter or appoint alternate representatives to other Chapter, Section, or Society boards, committees, or meetings. [*If the Chapter Representative to the Section is the Chapter President or the Chapter President's appointee, add the following*: , including the Executive Board of the Section. The 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 contract among the Section, Chapters, and members in their respective areas. The Representatives 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. [*Such duties may include chairmanship of the Membership or Program Committee and may be listed here*.] In the event the President-Elect cannot serve in the President's absence, the Executive Board shall appoint a President, *pro tempore*.

CLAUSE C - SECRETARY-TREASURER [*If both a Secretary and a Treasurer are elected, then separate Clauses, outlining duties of each are necessary and the Executive Board Clause would then become CLAUSE E.*] - The Secretary-Treasurer shall be responsible for the files, records, and funds of the Chapter, and shall submit complete financial reports to the last meeting of the person's term of office. Duties also shall include the receipt and disbursement of funds, the recording of the minutes of all meetings, the maintenance of the membership rolls, correspondence, and the issuance of meeting minutes.

CLAUSE D - EXECUTIVE BOARD - The Executive Board shall act as the governing body for the Chapter and shall be made up of the above named officers, the Past President, and the duly elected Board member[s]. [*If the Chapter Representative is elected, add the following phrase to the end of the preceding sentence:* and the Chapter Representative to the _____ Section *and then add the following as CLAUSE E (CLAUSE F if both Secretary and Treasurer are elected):* CLAUSE E - CHAPTER REPRESENTATIVE TO THE SECTION - The Chapter Representative shall represent the _____ Chapter in Section affairs. This person 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.]

Section 4. TERM OF OFFICE - The officers and Board members [*If the Chapter Representative is elected, add:* and the Chapter Representative] must be voting members of The Wildlife Society, serve for approximately 1 [*OR* 2] year[s], be installed at the Annual Meeting, take office immediately following the Annual Meeting, and unless reelected, terminate their duties at the conclusion of the next Annual Meeting, or at such time as their successors are elected and installed.

Section 5. VACANCIES - If the office of President is vacated for any reason, 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 Voting Members of the Chapter and The Wildlife Society.

ARTICLE VI. MEETINGS

Section 1. REGULAR MEETINGS - Regular membership meetings shall be held at such times and places as determined and published by the Executive Board [*OR as specific as desired or tied in with a group meeting or event*].

CLAUSE A - ANNUAL MEETING - The regular meeting in [*Month*] [OR tied in with a

specific group meeting] shall be known as the Annual Meeting, and shall be for the purposes of electing or installing officers, receiving reports of officers and committees, and for any other business that may arise.

CLAUSE B - MEETING NOTICE - Members must be notified at least 1 month prior to annual and regular meetings and at least 10 days prior to special meetings.

CLAUSE C - QUORUM - Quorum for the Annual Meeting of the Chapter shall be over 50 percent of the membership or 10 members in good standing, whichever is less; and for Executive Board Meetings, 3 [*OR* 4] members of the 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 - BYLAWS - Chapter Bylaws shall be available for inspection during every meeting. If these Bylaws are revised, the new revision must be approved by The Wildlife Society before coming effective.

Section 2. SPECIAL MEETINGS - Special meetings may be called by the Executive Board at any time, provided due notice (Article VI, Section 1b) and the purpose of the call are given.

CLAUSE A - Only items listed in the call for a special meeting shall be acted upon at the special meeting.

CLAUSE B - All Clauses under Section 1 of this Article apply as well to special meetings.

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ARTICLE VII. MANAGEMENT AND FINANCES

Section 1 - EXECUTIVE BOARD - The _____ Chapter shall be governed by an Executive Board composed of its officers, the immediate Past-President, and 1 [*OR* 2 *OR insert number*] Chapter member[s] duly elected to the Board. [*If the Chapter Representative is elected, insert the phrase:* the Chapter Representative to the _____ Section *between* "Past-President" *and "*1 [*OR* 2 *OR insert number*] Chapter*" in the preceding sentence.*]

CLAUSE A - CONDUCT - The Executive Board shall conduct its affairs in conformance with the provisions of these Bylaws, and those of the Society. The Board is authorized to act for the Chapter between meetings and shall reports its interim actions to the members at each succeeding membership meeting. Any Board action may be overridden by two-thirds of the Voting Members attending a membership meeting.

CLAUSE B - ATTENDANCE - Members may attend Board meetings, but may participate therein only when asked to do so, and they may not vote at such meetings.

Section 2. FINANCE - Funds of the _____ Chapter shall be under the supervision of the Executive Board and shall be handled by the Secretary-Treasurer [*OR* Treasurer]. The financial records of the Chapter shall be periodically examined by the Audit Committee (Article VIII, Section 2G).

CLAUSE A - The Secretary-Treasurer [*OR* Treasurer] need not be bonded.

CLAUSE B - Funds shall be derived from dues, special assessments, work projects, and contributions. [*Other fund sources also may be listed, such as "publication and special activity sales," etc.*]

CLAUSE C - Funds shall be placed in a federally-insured bank or savings and loan association.

Section 3. REPORTS - Within 20 days after an election or other official action[s] the Secretary-Treasurer [*OR* Secretary] shall report such action[s] to the Executive Director of The Wildlife Society, the _____ Section Representative, and the _____ Section President. An annual report from the Secretary-Treasurer [*OR* Secretary] shall be forwarded to these same parties. To meet IRS reporting requirements the Secretary-Treasurer [*OR* Treasurer] will send to TWS (1) A statement of calendar-year income and expenses, together with starting and ending balances to the Executive Director of The Wildlife Society in January of each year for federal tax reporting by the Society office and (2) If the Chapter obtains its Employer ID Number through The Wildlife Society, the Chapter shall also submit required IRS forms to the IRS and the IRS confirmation receipt to The Wildlife Society; the Chapter may contact The Wildlife Society to determine the appropriate form to submit for IRS reporting purposes.

Section 4. FILES - The Chapter shall maintain a file containing: Bylaws of The Wildlife Society, the Section, and 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-Treasurer [*OR* Secretary]. A Chapter "Operations Manual" provided by the Society will be maintained by the Chapter President 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. RESOLUTIONS AND PUBLIC STATEMENTS - Two or more members may submit resolutions or statements to the Resolutions and Public statements Committee (Article VIII, Section 2F) for possible consideration by the Chapter's Executive Board. These shall be accepted or rejected by the Board and, if involving new policy, prepared for submission to the Chapter membership. Such new items must be approved by two-thirds of the Chapter membership voting and must be transmitted to The Wildlife Society, the _____ Section Representative, and the _____Section President, if approved. Actions falling within previously established Chapter policies may be carried out by any Chapter officer upon unanimous approval of the Executive Board. On issues where there are no previously established Chapter policies and 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 within 15 days after public issuing of the statement. Furthermore, the _____ Chapter may issue statements pertaining to subjects in its locale:

a) when the content of the statement falls within the established policy of The Wildlife Society; and

b) in the absence of existing position statements by The Wildlife Society.

The _____ Chapter will not issue statements that may be in conflict with the policy of The Wildlife Society without prior approval of The Society's Council. All statements will follow the "Policy Guidelines" (http://wildlife.org/network/tws-local/annual-reporting/). The Chapter membership, The Wildlife Society, the _____ Section Representative, and the _____ Section President must receive copies of any Resolution or Public Statement within 15 days of such action.

ARTICLE VIII. COMMITTEES

Section 1. APPOINTMENTS - The Chapter President shall consider suggestions of the Executive Board in appointing chairmen of all regular standing committees, except the Nominating and Elections Committee (Article V, Section 1), and all special committees such as awards and hospitality. Committee chairmen shall complete their committees with the President's assistance. All committee chairmen shall submit a written summary of committee activities to the President and the Secretary-Treasurer [*OR* Secretary] before the close of each annual Chapter business meeting.

Section 2. DUTIES OF STANDING COMMITTEES:

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CLAUSE A - NOMINATING AND ELECTIONS - See Article V, Section 1.

CLAUSE B - MEMBERSHIP - This committee shall encourage the maximum number of qualified persons residing or working within the Chapter's organizational area to become members of The Wildlife Society, the _____ Section, and the _____ Chapter. [*If the statement* "and is approved by the Membership Committee" *was added to Article IV, Section 2, then add the following sentence here:* As provided in Article IV, Section 2, the committee will receive nominations and make recommendations to the Executive Board regarding approval of individuals seeking Other Member status in the Chapter.]

CLAUSE C - PROGRAM - This committee shall arrange programs of all regular and annual meetings and provide the President with a proposed agenda for the Annual Meeting at least 2 months prior to the meeting date. [*The agenda proviso may be shifted to the Secretary-Treasurer (OR Secretary).*]

CLAUSE D - CONSERVATION REVIEW - This committee shall review legislative proposals, administrative regulations, environmental assessments and impact statements, and other subjects or issues affecting wildlife or wildlife habitat within the organizational area of the Chapter and make recommendations to the Executive Board for any action that should be taken by the _____Chapter. The Chairman may ask any Chapter member to assist with reviews.

CLAUSE E - EDUCATION AND INFORMATION [*OR* PUBLICITY] - This committee shall seek and employ methods of informing the public of basic wildlife management concepts and of Chapter and Society activities and interests.

CLAUSE F - RESOLUTIONS AND PUBLIC STATEMENTS - This committee shall receive proposed resolutions and public statements from 2 or more members at any time, and shall prepare, submit and recommend action on such items to the Executive Board in accordance with Article VII, Section 5.

CLAUSE G - AUDIT - This committee shall consist of a chairman and at least 2 additional members. It shall review the financial records and support documents of the Secretary-Treasurer [*OR* Treasurer] at least annually. The committee also shall review these records and documents prior to any change in the office of the Secretary-Treasurer [*OR* Treasurer].

Section 3. ACCOUNTABILITY - All committees shall be accountable to the Executive Board, under the general supervision of the President.

Section 4. 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 - 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 _____ Chapter following a 1 year grace period during which time the Chapter can come back into compliance.

Section 2. DISSOLUTION - The Council of The Wildlife Society may dissolve the _____Chapter, following a 1 year grace period during which time the _____ Chapter can come back into compliance, if (1) it finds the Chapter is not meeting the standards established in Article IX, Section 1 and/or (2) if the Chapter fails to file required IRS reports, as set out in Article VII, Section 3, for 3 consecutive years. Upon dissolution of the _____ Chapter of The Wildlife Society, its Executive Board shall transfer all assets, accrued income, and other properties to The Council of The Wildlife Society with the understanding that said assets will be held for a maximum of 5 years from the date of dissolution of the Chapter, for redistribution to another chapter that may be established in approximately the same geographical area within said 5-year period. If another chapter is not established within said area and period of time, the Society Council may use or distribute all assets, accrued income, and other properties as best determined by the Council in accordance with Society Bylaws.

ARTICLE X. AMENDMENT TO BYLAWS

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Section 1. PROCEDURE - These Bylaws may be altered or amended by a simple majority of the Chapter members voting at any annual or special meeting if due notice of the proposed changes (Article VI, Section 1B) is followed. A member who will be absent from the meeting may file an absentee ballot (Article V, Section 2B).

Section 2. CONFORMANCE - No amendment to the Bylaws shall be enacted that results in a conflict with The Wildlife Society Bylaws. If these Bylaws are revised, the new revision must be approved by the Society before becoming effective.