

# GOVERNING BOARD ORIENTATION MANUAL

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## **THE BASIC RESPONSIBILITIES OF NONPROFIT BOARDS**

1. Determine the organization's mission and purpose.
2. Select the chief executive.
3. Support the chief executive and assess his or her performance.
4. Ensure effective organizational planning.
5. Ensure adequate resources.
6. Monitor resources effectively.
7. Monitor and strengthen the organization's programs and services.
8. Enhance the organization's public standing.
9. Ensure legal and ethical integrity and maintain accountability.
10. Recruit and orient new board members and assess board performance.

## LEGAL OBLIGATIONS OF THE NONPROFIT BOARD

According to nonprofit corporation law, a board member should meet certain standards of conduct and attention to his or her responsibilities to the organization. These are referred to as the duty of care, the duty of loyalty, and the duty of obedience:

- **Duty of Care** – means using your best judgment. It doesn't mean you have to be perfect or that you cannot make a mistake, but that you have exercised reasonable caution in making decisions.

How do you do that as a board member? A few ways: ask good questions, attend meetings, participate in discussions, learn about the organization's programs, and read materials.

- **Duty of Loyalty** – means putting your personal and professional interests aside for the good of the organization. Having a conflict of interest policy in place would be one way to exercise duty of loyalty.
- **Duty of Obedience** – means being true to the organization's mission. Using funds for the purpose for which the organization was established, not for a completely different purpose. A donor has a right to expect that the funds given will be used for the stated purpose. It is also important that the board ensures that the organization is following all laws and regulations that may apply to a nonprofit organization, such as payments of any taxes and public disclosure of information.

Adapted from *The Legal Obligations of Nonprofit Boards. A Guidebook for Board Members* by Jacqueline Covey Leifer and Michael Glomb.

## **BOARD/STAFF LEADERSHIP**

The following are examples of typical board or staff leadership roles in nonprofit organizations:

The Board takes the lead, for example, when it:

- Articulates the guiding values of the organization through policies that put the organization's mission into action;
- Hires, supports, and evaluates the executive director;
- Opens the doors to fundraising in the community;
- Monitors fiscal management, approves the annual budget, and ensures that there is an annual audit; and
- Selects, recruits, and orients new trustees.

The executive director takes the lead when he or she:

- Develops and proposes policy questions for the board's consideration;
- Hires, supervises, and motivates staff; and
- Develops and implements programs.

The board, board chair, executive director, and staff share the lead when they:

- Develop a strategic plan;
- Create fundraising plans and strategies;
- Initiate and implement periodic organizational evaluations; and
- Prepare for board meetings.

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**RESPONSIBILITIES OF THE GOVERNING BOARD AND  
GOVERNING BOARD MEMBERS**

Source: Constitution and By-laws (as amended August, 2012)  
And ESA Employee Handbook (as amended September, 2008)

**Governing Board**

- Act on all matters of the Society except final approval of budget, and final approval of changes to Constitution and By laws
- May terminate an individual's membership
- Consider proposals from members
- Receive and act on reports from Officers, Executive Director, Sections, Chapters, Committees
- Designate time, place and theme of Annual Meeting
- Hire, fire, and evaluate the Executive Director
- Appoint committees as needed
- Appoint and evaluate Editors-in-Chiefs of *Ecology*, *Ecological Applications*, *Ecological Monographs*, *Ecosphere* and the *ESA Bulletin*
- Approve special Society reports
- Approve Section and Chapter By-laws and amendments, and approve dues
- Approve awards, grants, and fellowships
- Request investigation of ethical misconduct
- Act on recommendations to sanction members for ethical misconduct
- Review and decide appeals of those denied certification
- Serve as members of ESA Council

**President**

- Chair the Governing Board
- Serve as Primary Spokesperson for the Society
- Appoint three members to the Nominating Committee
- Appoint standing committee chairs (from nominations from Vice Presidents)
- Charge standing committees through Vice President or Secretary to whom the committee reports
- Appoint special committees
- Appoint selection committee for Executive Director
- Oversee with President-elect setting of criteria for Executive Director and evaluation process
- Maintain Executive Director's personnel file
- Appoint monitors for special Society reports
- Serve as voting, Ex-officio member of the Public Affairs Committee
- Serve as voting, Ex officio member of the Education and Human Resources Committee
- Receive reports from "whistleblowers" and coordinate investigation
- Receive and investigate complaints of ethical or sexual harassment concerning the Executive Director

### **Past President**

- Chair the Nominations Committee
- Assume duties of the President if the President and President-elect are unable to do so
- Chair the Governing Board if the President and President-elect are unable to do so

### **President-elect**

- Assume duties of the President if President is not able to do so
- Chair the Governing Board if President is not able to do so
- Oversee with President setting of criteria for Executive Director and evaluation process

### **Vice President for Finance**

- Develop fiscal and investment policy
- Review annual budget
- Conduct long term fiscal planning
- Oversee business, finances and management of Society
- Receive the annual audit from the Audit Committee
- Recommend Chair for committees reporting to the Vice President
- Arrange meetings at the annual meeting for committees reporting to the Vice-President
- Nominate chair and other members, charge and represent Development Committee
- Appoint, charge and represent Audit Committee
- Receive reports from “whistleblowers” and coordinate investigation

### **Vice President for Science**

- Policy oversight of science programs
- Chair the Committee on Science
- Recommend chairs for committees reporting to the Vice-President
- Arrange meetings at the annual meeting for committees reporting to this Vice-President
- Oversee and represent the Editors in Chiefs of Society Journals
- Nominate chair, appoint, charge, and represent:
  - Meetings Committee
  - Science Committee
  - Publications Committee
  - Vegetation Panel
  - Representatives to other scholarly societies as designated by the Governing Board

### **Vice President for Education and Human Resources**

- Oversee activities related to education and recruitment, professional development and recognition of members
- Chair the Committee on Diversity and Education
- Request investigations of ethical misconduct
- Recommend chairs for committees reporting to the Vice-President
- Arrange meetings at the annual meeting for committees reporting to this Vice-President
- Oversee and represent the Board of Professional Certification
- Nominate chair, appoint, charge and represent:
  - Awards Committee

Committee on Diversity and Education  
Professional Ethics and Appeals Committee  
Representatives to other scholarly societies as designated by the Governing Board

### **Vice President for Public Affairs**

- Oversee public affairs, international affairs, and public policy activities
- Chair Public Affairs Committee
- Recommend chairs for committees reporting to the Vice-President
- Arrange meeting at the annual meeting for committees reporting to this Vice-President
- Nominate chair, appoint, charge and represent:
  - Public Affairs Committee
  - International Relations Committee
  - Representatives to other scholarly societies as designated by the Governing Board

### **Secretary**

- Oversee nominations and elections process
- Prepare Council agenda
- Notify Council about Sections or Chapters which are inactive for two or more years
- Record proceedings of the Society
- Maintain contact with Sections and Chapters
- Report Governing Board actions to the Council
- Develop Governing Board agendas with President (and Executive Director)
- Keep records of meetings, policies, and procedures
- Maintain familiarity with the Constitution and By-laws
- Serve on Meetings Committee
- Recommend chairs for committees reporting to the Secretary
- Arrange meeting at the annual meeting for committees reporting to the Secretary
- Nominate chair, appoint, charge and represent:
  - Historical Records Committee
- Represents:
  - Sections
  - Chapters

### **Members at Large**

- Serve on the Nominations Committee
- Represent the diverse views, goals and objectives of the members
- Chair special committees if requested
- Serve as monitors for reports if requested
- Serve on committee to review Long Range Planning Grants



## COMMITTEES, REPRESENTATIVES, AND BOARDS

Committees, Representatives, and Boards are nominated, charged, and represented by:

**1. Vice President for Finance**

Audit Committee

**2. Vice President for Education & Human Resources**

Awards

Committee on Diversity and Education

Professional Ethics & Appeals

Board of Professional Certification

Representatives to other scholarly societies, as designated by Governing Board

**3. Vice President for Public Affairs**

Public Affairs

International Relations (Inactive)

Representatives to other scholarly societies, as designated by Governing Board

**4. Vice President for Science**

Publications

Meetings Committee

Science Committee

Editors-in-Chief of Society journals

Vegetation Panel

Representatives to other scholarly societies, as designated by Governing Board

**5. Secretary**

Historical Records

Sections and Chapters (represents only)

## BACKGROUND TO THE CONFLICT OF INTEREST POLICY

Conflict of interest policies are designed to protect the integrity of the individual and the institution. Conflict of interest is defined as any activity, transaction, relationship, service or consideration that is, or appears to be, contrary to the best interests of the Society or in which the interests of an individual or another organization has the potential to be placed above those of the Society. Any Member must disclose the existence of any actual or possible Conflicts of Interest and all material facts to the Society entity considering the proposed transaction. Action to address the conflict shall be taken by the ESA Governing Board.

Under nonprofit law, officers and directors have a duty of loyalty and a duty of care to the organization on whose governing board they serve. The duty of loyalty requires the avoidance of advancing personal interests in ways that injure or take advantage of the organization. The duty of loyalty also requires that members serving on committees, boards, panels and/or forums shall not adopt an idea for their personal or professional use that is under consideration by the Society as a project or program.

Strict standards of honesty and good faith are expected so that actions are taken in the best interests of ESA. The duty of care requires the Society's Governing Board members to apply reasonable skill and judgment in managing ESA's affairs, to exercise reasonable business judgment, and to pay attention to the activities and finances ESA.

ESA members also expect the same duties of care and loyalty from those representing the organization in many other capacities, not just officers and Governing Board members. They expect those representing ESA, regardless of position, to put individual interests aside when they are representing or acting in the name of ESA. ESA expects and requires that those provided the opportunity to manage and represent the organization in any capacity will adhere to these basic obligations of loyalty and care and not advance their own personal advantage ahead of the Society and its members.

An area that has the potential for Conflict of Interest and the appearance of Conflict of Interest is Grants and Contracts. The italicized information regarding grants and contracts was developed by the ESA Governing Board in November 1999.

*“ESA staff members develop proposals to fund programmatic activities related to Society functions. As opposed to scientific research these activities might include symposia, workshops and conferences, development of technical report, publications and brochures for the public —written and/or web-based, or other projects that further ESA goals. Most often ideas for proposals come from ESA standing and ad hoc committees and staff. Staff may ask committee members or other ESA members to review proposals before submission. In most cases, an ESA staff member as the Principal Investigator or co-PI is collaborating with an ESA member or members. Proposals are submitted to the Federal government, private foundations, individuals or family foundations and corporations.*

*ESA members collaborate with ESA staff in the following ways:*

- *Co-Principal Investigator – An ESA member serves as Co-PI on an ESA proposal. The individuals are not compensated although expenses may be covered.*
- *Planning/Advisory Committees – A planning committee is routinely formed in order to ensure that the proposed activity is based on sound ecological science. Names for the committee are sought from ESA standing and ad hoc committees and may include committee members. These individuals will not be compensated however travel costs will be covered, and under some grants, modest honoraria may be included.*
- *Consultants – Grant funded activities may call for development of material that requires more time than that provided by a planning committee and more expertise than may be available among staff. If this is the case, a consultant who may be a member of ESA will be hired. Consultants are identified by the appropriate committee. Consultants may be paid.*

*ESA committees, section and chapters might wish to write proposals to support ESA activities. Such proposals may or may not have an ESA staff component. If ESA is involved, i.e, the grantee is ESA, an ESA chapter or section, the Executive Director must be involved in the development of the proposal. If the money is to be managed by ESA or ESA is the fiscal agent, staff may add ESA costs or overhead to the budget, complete any forms required and formally submit the proposal.”*

As ESA continues to develop its contributions and grants revenue streams, other patterns of involvement may arise. This wider involvement of members and professionals in the field gives rise to a number of concerns. Of particular concern is the regulation by the United States Internal Revenue Service that service on a nonprofit board or committee may not be of private benefit or gain (inurement). Any nonprofit organization where members use their connection and activities within the society for private gain will place the tax-exempt status of the organization in jeopardy.

All board, staff, committee, panel, task force and members are expected to acknowledge and adhere to the Conflict of Interest Policy.

## **CONFLICT OF INTEREST POLICY**

The purpose of the conflict of interest policy is to ensure that the affairs of the Society are managed in an ethical and responsible manner. It protects the interests of ESA and the interests of the members. A conflict of interest policy is particularly important when such interests might appear to benefit the private interests of an officer, director or member of ESA. Conflict of interest is defined as any activity, transaction, relationship, service or consideration that is or appears to be contrary to the best interests of ESA.

All ESA officers, directors, members and employees acting on behalf of ESA are expected to meet the highest standards of ethical conduct. They are expected to avoid any activity or situation where their personal interests could conflict or appear to conflict with the best interests of ESA.

Officers and directors of ESA have fiduciary obligations to the Society and its members under not-for-profit and general corporate law. These may be defined as a duty of care and a duty of loyalty. The duty of loyalty requires the avoidance of advancing personal interests in ways that injure or take advantage of ESA. The duty of care requires that ESA's Governing Board members apply reasonable business judgment, pay close attention to the activities and finances of the Society, and advance its interests whenever possible or appropriate. Annually Governing Board members, committee members, panels, and task forces have the responsibility to disclose any existing or potential conflicts of interest.

Conflicts of interest will be handled on a case-by-case basis by the Governing Board who will have the responsibility to determine appropriate action with regard to the real or perceived conflict of interest.

Adopted 08.04.06

**Name** \_\_\_\_\_

**Employer** \_\_\_\_\_

**ESA Position** \_\_\_\_\_

**Conflict of Interest Policy Agreement Form**

I have read and agree to abide by the ESA Conflict of Interest Policy. To the best of my knowledge, except as disclosed on this form, neither I nor any person with whom I have or have had a personal or business relationship is engaged in any transaction or activity or has any relationship that may represent a potential Conflict of Interest or be contrary to the best interests of the Ecological Society of America. I agree immediately to disclose to the Society any potential Conflicts of Interest that might arise hereafter.

\_\_\_\_\_  
**Name of Officer/Director/Committee Member**

\_\_\_\_\_  
**Date**

Please identify any potential Conflicts of Interest below.

## WHISTLEBLOWER PROTECTION POLICY

ESA is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. It is important that ESA be apprised about unlawful or improper behavior including, but not limited to, any of the following conduct:

- theft;
- financial reporting that is intentionally misleading;
- improper or undocumented financial transactions;
- improper destruction of records;
- improper use of assets;
- violation of ESA's conflict-of-interest policy; and
- any other improper occurrence regarding cash, financial procedures, or reporting.

We request the assistance of every employee who has a responsible belief or suspicion about any such improper transaction. ESA values this input and each employee should feel free to raise issues of concern in good faith, without fear of retaliation. Employees will not be disciplined, demoted, lose their jobs, or be retaliated against for asking questions or voicing concerns about conduct of this sort. At the same time, ESA expects all employees to take this policy seriously, to use it in good faith, and to use it when necessary and in a judicious manner. Reports that are not made in good faith, or otherwise are intended to harass or annoy an employee, may result in disciplinary action, including termination.

### **Making a Report**

We encourage any employee who has a concern regarding an action concerning ESA's governance, finances, or compliance with all applicable laws and regulations to raise the concern with a supervisor or the Executive Director.

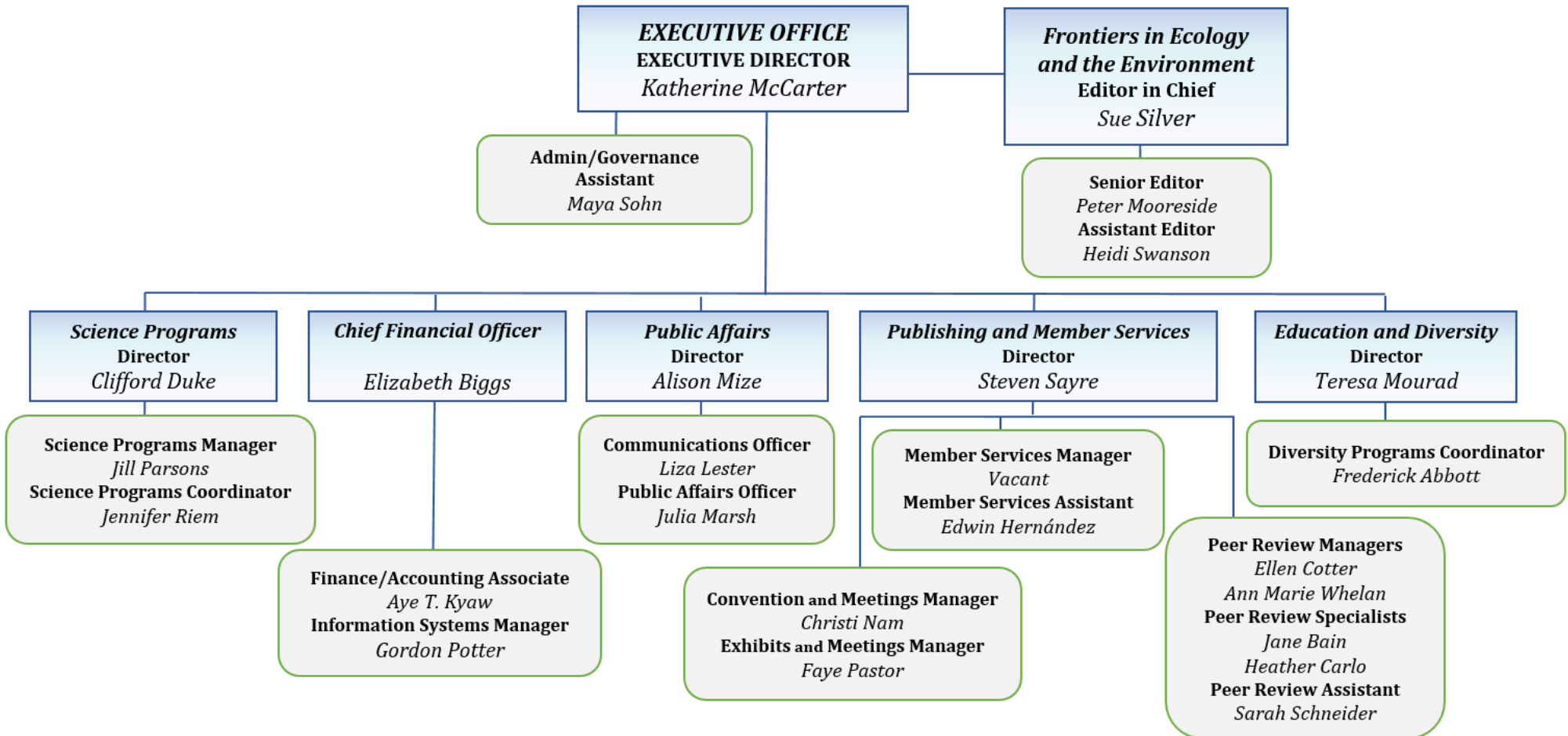
If for any reason the employee does not believe that these channels of communication are adequate, the concern should be reported immediately to either the Chair of the Governing Board or the Chair of the Audit Committee. Anonymous reports will be accepted, and all reports will be handled on a confidential basis. The contact information for the Chair of the Governing Board and the Chair of the Audit Committee are available on the Society's website.

Mark envelope: "TO BE OPENED BY ADDRESSEE ONLY PERSONAL AND CONFIDENTIAL"

The Chair of the Governing Board or the Chair of the Audit Committee will coordinate the investigation and ESA will take appropriate action as it deems justifiable by the circumstances.



## The Ecological Society of America Office Organization Chart



**ESA  
STAFF  
BIOGRAPHIES**



## **Katherine S. McCarter**

### **Executive Director**

Katherine S. McCarter was named Executive Director of the Ecological Society of America (ESA) in August, 1997. As the Executive Director, she oversees a budget of \$6.8 million and a staff of 40 divided between offices in Washington, DC, and Ithaca, NY. She oversees the programs and finances of ESA and is the publisher of ESA's five journals. During her tenure she has increased ESA's budget and staff capacity, built the society's reserve funds, strengthened the scientific and public affairs programs, and established an office of education and diversity. Under her leadership, ESA expanded its existing scientific publications and initiated two new journals, the highly cited multidisciplinary *Frontiers in Ecology and the Environment*, and the open access, online only publication *Ecosphere*, launched in 2010.

Katherine McCarter has a master's degree in environmental health from the Johns Hopkins School of Hygiene and Public Health, and a BA in Biology from Cedar Crest College. She is the Past President of the Council of Engineering and Scientific Society Executives, an organization of over 200 engineering and scientific societies, and currently serves on the Board of Directors of NEON Inc. McCarter has over 30 years of experience in the management of non-profit organizations, and has held a variety of positions in non-profit associations and government agencies.

## **Steven Sayre**

### **Director of Publishing**

Steven Sayre joined the ESA in January 2016 as Publishing Director. He most recently worked for a medical association in San Francisco, directing their membership, operations and publishing programs. Previously, Steve worked for several global publishers (including Thomson Reuters and Wiley) in their content development, marketing and sales divisions. He has an MBA in Marketing and International Business from New York University, and a BA in Classics from St. John's College.

## **Dr. Clifford S. Duke**

### **Director of Science Programs**

Clifford S. Duke joined the Ecological Society of America (ESA) as Director of Science Programs in January 2003. The Science Office originated with ESA's Sustainable Biosphere Initiative in 1992, and focuses on the application of ecological science to environmental problem solving. To that end, the Office works with ESA members, other professional societies, and public agencies to develop workshops and publications on a variety of topics related to ecosystem sustainability, global change and biodiversity.

Before coming to ESA, Duke worked for 13 years in environmental consulting, managing preparation of environmental impact statements and ecological risk assessments for Department of Defense and Department of Energy facilities nationwide. He also contributed to a variety of transportation projects, from the environmental impact statement for the breakup of the Conrail railroad, to the planning of a bicycle trail in Washington, DC. Most recently, Duke ran the Arlington office of The Environmental Company, Inc., a firm headquartered in Charlottesville, VA.

Trained as a marine ecologist, Duke received his Ph.D. in Botany from Duke University, studying with Dr. Joseph Ramus at Duke University Marine Laboratory. Duke also obtained an M.A. in Public

Policy Science from Duke University's Institute of Public Policy. Following his graduate studies, he held postdoctoral positions at Northeastern University, Wellesley College, and the Harvard School of Public Health, before moving into the consulting field. Duke currently represents ESA on the AAAS Science and Human Rights Coalition, serves on the steering committee for the Sustainable Rangelands Roundtable, and is an ESA certified Senior Ecologist.

## **Alison Mize**

### **Director of Public Affairs**

Alison Mize is skilled in public affairs, policy, and communications for advancement in the environment, biodiversity, science, technology, renewable energy, and energy efficiency arenas. She brings over twenty years of experience of working at the state, federal, and international level. Mize's activities for ESA include organizing congressional briefings, providing scientific input on legislation and proposed rule changes, and advising the Society's leadership on key policy issues. Advocating for federal support of science and science education is also in her preview. Additionally, Mize provides communications training and shares ecological information through press releases and new media on behalf of ESA members.

## **Elizabeth V. Biggs**

### **Chief Financial Officer**

Elizabeth has been in the financial office of ESA since April of 1997. Elizabeth has over 30 years of practical financial management experience. She was the Vice President of Finance for Danko Inc., a furniture manufacturing company, and responsible for all aspects of financial and administrative tasks. She was the founder and President of The Children's Furniture Company, with manufacturing facilities in Baltimore, Maryland, where she handled all aspects of running a start-up venture including business development, marketing and sales, product development, as well as financial and administrative functions. Since 1995 she has consulted with a variety of organizations as President of C. Nelson Hoy & Co. Inc., a bookkeeping and financial services company. Elizabeth has a B.A. from the George Washington University.

## **Teresa Mourad**

### **Director of Education and Diversity Programs**

Teresa Mourad joined ESA as Director of Education and Diversity Programs in June 2007. Teresa has more than 20 years of nonprofit management experience including program development, fundraising, membership development, event planning and grants management. She directs ESA's award-winning SEEDS program and leads several projects to advance ecology education including the EcoEd Digital Library, the Future of Environmental Decisions (FED) program to promote the use of Big Data in education and the Life Discovery – Doing Science Education Conference. Her interests include strategies to broaden participation in the sciences, socioenvironmental integration and improving teaching approaches in ecology education.

Prior to joining ESA, Teresa held positions at the North American Association for Environmental Education for four years as the Chief Operations Officer, at the Environmental Education Council of Ohio for more than six years as Executive Director, and at the International Young Catholic Students based in Hong Kong as Asian Coordinator for three years. In these positions, she has developed

several projects including the Environmental Education Materials Review program, the Ohio DiversitEE initiative, and student leadership development programs. She holds a BA in Sociology and English Literature and a MS in Environmental Education.

### **Susan C. Silver**

#### **Editor-in-Chief, *Frontiers in Ecology and the Environment***

Sue Silver was appointed as Editor-in-Chief of *Frontiers in Ecology and the Environment* in March 2002. Her initial task was to translate the Ecological Society of America's vision for the new journal into reality, by overseeing the design, creation, and launch of the new publication. As Editor-in-Chief she is responsible for all aspects of publication (academic and other content, production, marketing, future development, etc) and manages the two editorial staff members of the *Frontiers* team.

Sue obtained both her BS and PhD from the University of London. Her PhD, on invertebrate sensory physiology and behavior, was followed by two postdoctoral fellowships. In 1984 she switched to scientific publishing, beginning with a short stint as an Assistant Editor at *Nature*. She worked on a wide variety of journals for different organizations, including *Anaesthesia*, *The Journal of Arid Environments*, and *The British Dental Journal*, before being appointed Editor of *Biologist*, the journal of the UK's Institute of Biology. She left the IOB to design, launch, and edit *The Lancet Oncology*, the first of a series of specialty review journals for the well-known medical publication, *The Lancet*, before moving to the US to work on *Frontiers*.

Every year since 2007, Sue and a colleague are invited to visit multiple venues in China, to teach workshops on "How to get published" for young Chinese authors.

## **Office Holidays 2017**

Martin Luther King, Jr. Day	Monday, January 16, 2017
President's Day	Monday, February 20, 2017
Memorial Day	Monday, May 29, 2017
Independence Day	Tuesday, July 4, 2017
Labor Day	Monday, September 4, 2017
Columbus Day	Monday, October 9, 2017
Thanksgiving	Thursday, November 23, 2017 Friday, November 24, 2017
Christmas	Friday, December 22, 2017 Monday, December 25, 2017
New Year's	Friday, December 29, 2017 Monday, January 1, 2018

## **Office Holidays 2018**

Martin Luther King, Jr. Day	Monday, January 15, 2018
President's Day	Monday, February 19, 2018
Memorial Day	Monday, May 28, 2018
Independence Day	Wednesday, July 4, 2018
Labor Day	Monday, September 3, 2018
Columbus Day	Monday, October 8, 2018
Thanksgiving	Thursday, November 22, 2018 Friday, November 23, 2018
Christmas	Monday, December 24, 2018 Tuesday, December 25, 2018
New Year's	Monday, December 31, 2018 Tuesday, January 1, 2019



## **FUTURE GOVERNING BOARD MEETINGS**

### **Fall Meeting**

Monday, October 2, 2017  
Tuesday, October 3, 2017  
Wednesday, October 4, 2017  
Washington, D.C.

New Member Orientation  
All day meeting with group dinner  
8:00 – NOON

### **Spring Meeting**

Tuesday, May 8, 2018  
Wednesday, May 9, 2018  
Washington, D.C.

All Day Meeting  
8:00 AM – NOON

### **Summer Meeting**

Saturday, August 4, 2018  
Sunday, August 5, 2018  
New Orleans, LA

Full Day – 2012-2013 Governing Board  
Governing Board Morning/Council in Afternoon

### **FALL AND SPRING MEETINGS**

ESA will reimburse and reserve a hotel room at a hotel in your name for each meeting except for the Annual Meeting. Please call or e-mail staff with specific dates of arrival and departure to ensure hotel reservations are accurate. When you check in, **you must give a major credit card** to cover incidentals such as phone calls, room service, and laundry. In addition, extensions of your stay—either before or after the meeting—are your own responsibility.

In the event that you are unable to attend the meeting, please notify the hotel and staff of your cancellation. **All cancellations should be made 24 hours in advance.** ESA may request reimbursement from you if cancellations are not made.

### **ANNUAL MEETING**

ESA will reimburse two room nights during the Annual Meeting. Travel and other room nights are the responsibilities of Governing Board members.

### **FLIGHT RESERVATIONS**

To schedule your flight reservations for any Board Meeting or authorized ESA travel, contact:

Joseph Vengersammy  
First in Service Travel  
130 West 42<sup>nd</sup> St, Suite 401  
New York, NY 10036  
Toll Free Number: 1-800-398-6555  
Email Address: [joseph@firstinservice.com](mailto:joseph@firstinservice.com)

As a board member, you should request that your flight reservations be charged to the ESA master account if you need ESA to cover your trip.

### **TRAVEL POLICIES**

Please refer to Meeting and Travel Reimbursement Policy information here: [http://www.esa.org/aboutesa/docs/orientation\\_manual2011.pdf](http://www.esa.org/aboutesa/docs/orientation_manual2011.pdf)

## ESA GOVERNING BOARD Annual Agenda Calendar

### Frequency of Meetings

The ESA Governing board meets three times a year.

### Annual Agenda Calendar

#### Meeting

##### Fall Meeting

October or November

##### Spring Meeting

May

##### Summer Meeting

August, preceding the  
Annual Meeting

#### Recurring Agenda Items

New Board Member Orientation  
Program reviews or mid-term reviews  
Meetings with Federal Agency Officials

Preliminary Review of Yearly Budget  
Report from Nominations Committee  
Program reviews or mid-term reviews  
Initial input for Executive Director evaluation

Approve Yearly Budget for recommendation to  
the Government Council  
Determine use of Committee Funds  
Determine use of Board initiative funds  
Future meeting site selection as needed  
Update on annual meeting from Meetings  
Committee Chair  
Meetings with Editor in Chiefs  
Executive Director evaluation and criteria for  
coming year  
Meeting with Governing Council

## SCHEDULE OF PROGRAM REVIEWS AND MID-TERM REVIEWS

<b>MONTH/YEAR</b>	<b>PROGRAM REVIEW</b>	<b>MID-TERM REVIEW</b>
<b>Fall 2017</b>	Science	Education
<b>Spring 2018</b>	Publications	—
<b>Fall 2018</b>	Public Affairs	—
<b>Spring 2019</b>	Finance	Science
<b>Fall 2019</b>	Education	Publications
<b>Spring 2020</b>	—	Public Affairs
<b>Fall 2020</b>	Science	Finance
<b>Spring 2021</b>	Publications	Education
<b>Fall 2021</b>	Public Affairs	—
<b>Spring 2022</b>	Finance	Science
<b>Fall 2022</b>	Education	Publication
<b>Spring 2023</b>	—	Public Affairs
<b>Fall 2023</b>	Science	Finance
<b>Spring 2024</b>	Publications	Education



## **AGENDA DEVELOPMENT**

### **ESA Governing Board**

In order to facilitate an efficient and effective meeting, the Governing Board considers agenda items that have been identified prior to the meeting and for which background material has been prepared and mailed in advance. The Board is discouraged from bringing new items to the Board at the time of the meeting since discussions held without sufficient background information or opportunity for review prior to the meeting are not conducive to food decision-making.

Below is the schedule for agenda development:

#### Six weeks prior to meeting

An email notice is sent to Governing Board member and chairs of Sections, Chapter and Standing Committees six weeks before each Governing Board meeting. The notice asks if anyone has any agenda items that need to go to the Board and states the deadline for sending agenda material.

#### Three weeks prior to meeting

Deadline for agenda material to be sent to ESA HQ

#### Three weeks prior to meeting

ESA President, Secretary, and Executive Director hold a conference call to review the agenda for the meeting.

#### Two Weeks prior to the meeting

Agenda books are mailed to Governing Board members. The agenda book includes the agenda with estimated times, a uniform template for each agenda item to facilitate the Board's review, and supporting information and documents.

## ANNUAL MEETING ROLES

### Definition of Decision-Making Roles

- A. **Decision Maker** — The person or group within the organization who has the authority and responsibility to make the decision. This person or group may seek advice or receive recommendations from others and should advise others once the decision is made.
- B. **Makes Recommendation to Decision Maker** — The person or group within the organization responsible for making a recommendation to the Decision Maker. This person or group may use other sources within the organization to study and develop the recommendation and may seek advice from other segments of the organization.
- C. **Must be Advised** — Any person or organization segment that must be advised about a decision that has been made. If the decision is to be disseminated publicly or to the organization, or both, such person or segment of the organization is to be advised in advance.
- D. **May be Consulted** — Such person or group may be called in to confer, provide information, render advice or make a recommendation.
- E. **Must be Consulted** — Such person or group must be consulted prior to any decision being made or approval granted, to confer, render advice or provide information as appropriate. The person or group being consulted does not make the decision to grant approval, but does have veto power.

ADVANCE PLANNING	BOARD	PROGRA M CHAIR	LOCAL HOST	FUTURE MTG CHAIR	ED/ STAFF	ON SITE	BOARD	PROGRA M CHAIR	LOCAL HOST	FUTURE MTG CHAIR	ED/ STAFF
Location review, site inspection	C			A	E	Decisions with financial implications	D	D	D		A
Meeting site selection	A			B	E	Major changes to:					
Contract negotiations (hotel, airline, convention center, child care)				D	A	Scientific program		A			E
Develop income and expense budget	C				A	Ticketed social events		C	D		A
Establish spending guidelines (A/V, poster board, etc)		D			A	Meal functions					A
Appoint program chair	A	D		D-E	C	Exhibits		C			A
Appoint local host chair	A			B	C	Field trips			C		A
Appoint local host committee		D	A	D	D	Run meeting-registration, room set up hand					
Establish timeline and method of coordination		E	D		A	A/V, taping, social functions		C	C		A
Decide on fees	C				A						
Identify theme and meeting title	A	B			D						
Establish format for meeting	E	A		D	E	<b>POST MEETING</b>					
Develop logo		E	D		A	Income and expense report	C				A
Suggest Scientific Plenary Keynote Speaker	E	A			C	Refunds					A
Outline special events (dinners, socials, committee mtgs)	C	C	D		A	Evaluation-program		A		D	
<b>PRE-PLANNING</b>						Evaluation-logistics, vendors, exhibitors, etc					A
Development of program sessions, speakers, moderators		A	D		C	Thank you-program		A			
Develop scientific field trips ( <b>non-financial</b> )		C	A		E	Thank you-logistics, vendors, exhibitors, etc					A
Release calls for symposia, organized orals, workshops,		A	D		C	Reslution of payment and all accounts					A
Review symposia and organized oral proposals		A	D	D	C						
Determine speaker needs		A			E						
Develop advance and on-site registration process and controls					A						
Public relations plan		D	D		A						
Invite exhibitors, sponsors or other underwriters	D	D	D	D	A						
Maker master food plan			D		A						
Order T-shirts, tote bags, or other meeting items					A						
Volunteers (No. assignments, supervision, compensation)		D	E		A						
Assign staff to meeting					A						
Confirm all speakers ( <b>symps, orals, ontributed orals,</b>		A			E						
Decide travel, lodging comp rooms, etc		C			A						
Abstracts		A			C						
Scientific session room assignment		E			A						
Social event room assignments		D	D		A						
Exhibitor, display, and handout space assignments					A						

## **FUTURE ANNUAL MEETINGS**

### **103<sup>rd</sup> ANNUAL MEETING 2018**

Sunday, August 5 – Friday, August 10, 2018  
Earnest N. Morial Convention Center  
New Orleans, LA

### **104<sup>th</sup> ANNUAL MEETING 2019**

Sunday, August 11 – Friday, August 16, 2019  
Kentucky International Convention Center  
Louisville, KY

### **105<sup>th</sup> ANNUAL MEETING 2020**

Sunday, August 2 – Friday, August 7, 2020  
Salt Palace Convention Center  
Salt Lake, UT

**THE ECOLOGICAL SOCIETY OF AMERICA**  
**Meeting & Travel Reimbursement Policy**

1. Expenses in connection with authorized travel for ESA will be reimbursed upon the presentation of properly prepared vouchers signed by the claimant and approved by the ESA Executive Office. All expense reimbursement requests must be accompanied by receipts. Requests without receipts will not be honored.
2. ESA prefers that it travel agent be used for airline reservations. Advanced purchase, economy class airfares must be used. Exceptions must be discussed and authorized by the Executive Director in advance of purchase; without approval, airfare reimbursements will be equivalent to advance purchase, economy fares. Any costs associated with changing travel arrangements after the initial reservations have been made will not be covered unless the change is a result of program rescheduling and/or reassignment.
3. Expenses for ground transportation (cabs, buses, shuttles etc) associated with the travel will be reimbursed to the traveler at actual cost. The use of rental cars in lieu of public transportation is generally not allowed; exceptions must be pre-authorized by the Executive Director of Program Director.
4. Lodging expenses will be reimbursed at the single room rate. Accommodations will be at designated ESA meeting hotels when applicable. Cancellation costs associated with room cancellation will not be covered unless the cancellation is at the request of ESA.
5. Actual expenses for meals will be reimbursed when accompanied by receipts up to a maximum of \$50 for each calendar day. Dates and times of departure and return must be entered on an ESA travel voucher form in order to receive the full reimbursement.
6. Personal expenses such as laundry, valet, travel insurance, entertainment, telephone calls and internet connection charges etc. are not allowed.
7. Registration for meetings will be reimbursed at the early rate only.
8. Properly prepared vouchers signed by the claimant must be submitted within 90 days of the final day of travel. Vouchers submitted after 90 days will not be honored. Exceptions must be discussed and authorized by the Executive Director.
9. The ESA reserves the right to deny reimbursement for any charges deemed inappropriate or excessive.

*Revised July 21, 2008*

# ECOLOGICAL SOCIETY OF AMERICA TRAVEL REIMBURSEMENT REQUEST FORM

PLEASE PRINT. THANK YOU!

Name:	Place visited:
Address:	Purpose:

REF	DESCRIPTION	SUN.	MON.	TUE.	WED.	THU.	FRI.	SAT.	TOTAL
		/ /	/ /	/ /	/ /	/ /	/ /	/ /	
1	Travel Air Rail Bus								
*2	Car Rental								
3	Taxi								
4	Car Mileage @ 53.5 cents/ mile								
5	Tolls/Parking								
<b>Transportation SubT</b>									
6	Lodging								
7	Meals Brkfst Lunch Dinner								
<b>F&amp;B Subtotal</b>									
8	Telephone								
*9	Misc. Exp.								
<b>Total pmts by traveler</b>									

DAY	REF	EXPLANATION	TOTAL TRAVELER EXPENSE
			LESS CASH ADVANCE
			BALANCE DUE TRAVELER
<b>Enter Below the Department(s) To Be Charged</b>			
		Amount	Dept Code
Traveler's Signature			Date

\* Please provide an explanation.  
 • Attach receipts whenever possible. Receipts **MUST** be attached for all lodging, expense, meals, and individual items over \$25.00.

Approved	Date
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# Ecological Society of America Strategic Goals

Compiled by Monica G. Turner (President), David M. Lodge (President-elect), and Katherine S. McCarter (Executive Director) on behalf of the ESA Governing Board and Staff

**Version: July 2016**

## Introduction

The Ecological Society of America (ESA) has represented ecology and ecologists for a century. Founded in 1915, ESA now includes nearly 10,000 ecologists. As ESA enters its second hundred years, it is appropriate to consider how to enhance the visibility and impact of ESA. The landscape of science is changing. The professional demands on ecologists at all career stages have increased and intensified, even when compared to the recent past. As always, ecologists must be well trained scientifically; able to ask and answer good questions; proficient in analysis and scientific communication; and deeply knowledgeable of their study systems. However, today's ecologists must also communicate effectively to varied audiences, using multiple forms of media; collaborate on multi-disciplinary teams; curate and share their data; and rapidly assimilate novel data sources as they become available. Keeping abreast of the scholarly literature remains a challenge, securing research funding is tough, and embracing new technologies (including means of communication) requires more time than is available. Furthermore, we must meet these demands while navigating a reasonable work-life balance in a 24/7 culture. Early-career scientists feel these demands acutely, but established scientists are no less affected.

ESA's mission includes four goals, which are codified in the Bylaws.

- Promote ecological science by improving communication among ecologists;
- Raise the public's level of awareness of the importance of ecological science;
- Increase the resources available for the conduct of ecological science; and
- Ensure the appropriate use of ecological science in environmental decision making by enhancing communication between the ecological community and policy-makers.

How can ESA best serve its members during the years ahead? Strategic planning within ESA has been intermittent. Further, maintaining continuity on the Governing Board (GB) and accountability to assess progress toward meeting goals has been difficult to sustain, especially given the annual turnover on the GB. The transition to the publishing partnership with Wiley will produce a stable budget for the first time in many years. Thus, it is timely for the GB and Staff to establish priorities for areas of emphasis and initiatives. A strategic vision should guide activities over the coming few years and be re-evaluated and updated regularly.

Building on prior efforts (see Appendix 1), the ESA GB and Staff met in Washington DC on 11 May 2016 to think strategically, formalize its vision and goals, and establish priorities for the coming 3-5 years. Specific objectives of the meeting were to:

- Establish clear priorities among potential ESA initiatives, while considering budget and resource implications, timeline, and outcomes
- Formalize procedures for the ESA Governing Board to assess progress and re-evaluate goals.

The strategic planning meeting included analysis of ESA strengths, weaknesses, opportunities, and threats (see Appendix 2), mechanisms to elicit individual input, and discussions of priorities in small groups and as a committee of the whole (see agenda in Appendix 1). Priorities were ranked by having each individual vote for their first, second, and third priorities from a comprehensive listing of goals generated by the group. There was remarkably strong consensus for the highest goals (see below) that should guide ESA's new initiatives and GB decisions for the next 3-5 years.

## **Strategic goals**

To better accomplish ESA's mission, as articulated in its bylaws, the ESA GB has set the following two major strategic goals: (1) enhance ESA communications and member services; and (2) increase continuity of governance.

**Enhance ESA communications and member services.** ESA wishes to retain and grow its membership. Membership retention and growth should be outcomes of better serving the needs of our members. There is an urgent need to promote professional development for non-academic ecologists and to grow the portfolio of benefits and training opportunities for ecologists at all career stages. There is also an urgent need for a comprehensive ESA communications strategy and much improved digital presence that serves ESA members and the Society's mission. ESA would benefit from a much improved, integrated and sophisticated approach to addressing these closely related goals. The following sub-goals are of highest priority.

- *Develop a comprehensive ESA communications strategy that encompasses the range of diverse communication channels and spans the activities of the Society.*
  - Improve communications to strengthen collaboration across departments within the ESA staff structure, increase service delivery to members, and enhance visibility of ESA to decision-makers in the private and public spheres.
  - Re-design ESA's digital presence, especially the web site, to meet goals of the communications strategy; web site should be built with member use in mind, be mobile friendly, designed to encourage use, help harmonize messaging and branding, and use analytics to assess and improve user experience.
- *Strengthen the programs, benefits, and networking opportunities for non-academic ecologists who are engaged in policy, communication, management, consulting, etc.*
  - Identify and highlight non-academic careers, focusing on skills that non-academic employers seek and preparation of ESA members for such jobs.
- *Increase benefits for academic scientists at multiple career stages both at the annual meeting but also throughout the year.*
  - Enhance training opportunities, i.e., in science communications; provide web-based delivery of selected workshops, either live or later; and help members stay abreast of new technologies and approaches.



**Increase continuity of governance.** Loss of information and institutional knowledge on the Governing Board as members transition remains challenging, and it impedes the Board's ability to act with vision. Lack of continuity also affects the oversight role of the board, its ability to accurately assess ESA's progress toward meeting its stated goals, and its ability to make decisions based on the society's current strategic goals. The ability of the governing board to provide vision to ESA, maintain continuity, and ensure accountability should be enhanced. The following sub-goals are of highest priority.

- *Review the ESA strategic plan annually at the fall GB meeting to assess progress against goals, and update strategic plan as needed.*
  - Revise the strategic plan at least every five years
- *Enhance continuity of information and institutional knowledge on the governing board in support of the Governing Board's oversight role.*
  - Assure that updates to the Governing Board and ESA program reviews are documented and available 3 years later for the next review (each ESA program is now reviewed every three years on a rotating basis).

## **Implementation**

**Enhance ESA communications and member services.** In consultation with the GB, the Executive Director will allocate resources (e.g., personnel, consulting) to begin a concerted effort by ESA to achieve its high-priority goals regarding communications and membership. These goals are highly intertwined, and the GB considers enhanced communications fundamental to the improving member services. Therefore, the GB recommends creating a new full-time staff position for member services that also prioritizes communications, including the ESA's digital presence, especially the web site, along with internal (among staff and to members) and external communications. Job responsibilities of existing staff might be re-balanced to support the roles of this new position. The new staff person might choose to hire a consultant to assist with the development of a strategic plan for communications. The job description for this new position should be developed based on the strategic goals listed above and an assessment of whether existing staff portfolios could be changed to accomplish some of the strategic goals.

Milestones that would indicate substantial progress toward these strategic goals include:

- Develop a job description and recruit a new staff position.
- Within 1 year, develop and implement a comprehensive communications strategy that incorporates best practices, includes website redevelopment, covers multiple platforms, allows for adaptation over time, and incorporates methods for assessing effectiveness.
- Within 1 year, develop and implement a plan to improve member services, engage members more throughout the year, and retain members over time. Re-assess the services and benefits members want by conducting market research every 3 years.
- Develop and implement concrete strategies for engaging non-academic members of ESA.

**Increase continuity of governance.** In consultation with the Executive Director, the President and President-elect will ensure that progress and plans are assessed annually at the fall GB meeting and that the agenda includes adequate time for discussion and assessment. The ED will retain information

on department-level program reviews and feedback provided by the GB, then make that available to the GB at the next program review. The President and Secretary will ensure that feedback is provided for each program review.

**Long Range Planning Priorities  
Governing Board Meeting  
August 2009**

**A. Science**

**A.1. Identify issues in which ESA can play a leadership role and develop projects to demonstrate that leadership. Issues and projects to consider:**

- Social problems such as the ecological impacts of alternative energy sources
- Projects that allow ESA to play a synthesizer role (such as NCEAS)
- Projects that position ESA and partners (e.g. NEON) as a credible scientific source for information on the status and trends of Earth's ecosystems ("annual Earth check-up"); causes and consequences of ecological crises (emergency room diagnoses and lessons learned); deeper investigations of key ecological problems ("Mayo Clinic"); and new frontiers for predicting ecological change (fundamental (e.g. Ph.D.) research).
- The social problems and/or projects should make full use of members' expertise, be of interest to members, and be relevant for the future. Funding should be considered in identifying projects.

**A.2. Position ecologists as a credible source of information about the complexity of ecological systems (such as cross scale, linkages, uncertainty, surprises, ecological services in the face of climate change and human pressure) by**

- Training and encouraging members to position themselves as an authority when major questions are asked by non-scientists
- Supporting and informing the efforts of federal and state agencies, individual government scientists, and NGOs

**A.5. Develop future leaders within ESA and enhance ESA members' leadership skills through mentorship, education, and training**

**B. Public Policy**

**B.1. Position ESA in a leadership role for public policy questions**

- Provide information to assist policy and other decision-makers
- Provide clarity to the membership about how and when ESA responds to policy questions
- Provide forums so the membership can have input on policy questions

**B.2. Train members to play a leadership role in public policy questions**

**B.3. Develop materials for members, as well as policy and other decision makers, explaining**

- The relevance of ecology to public policy
- The usefulness of ecology to the general public
- The link between ecology and human health and well-being

- How ecology contributes solutions to create a sustainable world

## **C. Education**

### **C.1. Promote the development and inclusion of ecology in curriculum**

### **C.2. Provide tools and resources for effective ecology education**

### **C.4. Ensure multiple opportunities for mentoring students and younger scientists by**

- Increasing the focus on mentoring by creating additional mentoring opportunities, and communicating all mentoring opportunities
- Using “Mentornet” for virtual mentoring
- Extending SEEDS mentoring for students from small universities
- Involving students in chairing sessions at meetings
- Encouraging participation in field trips via technology

## **D. Annual and Regional Meetings**

### **D.1. Ensure opportunities for those who cannot attend the annual and regional meetings to participate and network by**

- Presenting part of the meeting on the web and using social networking tools
- Using virtual tools to allow those who cannot attend to interact with inspiring or eminent scientists
- Create additional activities in the exhibit hall, such as training or additional promotion of ESA programs

## **E. Publications**

### **E.1. Continue to pursue data registering and archiving services**

### **E.4. Bring recommendations about the backlog problem to the Board for review and decision**

### **E.5. Bring recommendations about the question of more pages vs. more on-line content to the Board for review and decision**

### **E.6. Bring recommendations about ways to fast-track some publications into print in 2 to 3 months**

### **E.8. Stay involved in professional discussions about how scientific publications will evolve in print or on-line so as to take action in a timely manner – putting ESA near, but not at the forefront, of action**

## **F. Budget and Financial Stability**

### **F.1. Encourage individual members to contribute financially to ESA**

**F.4. For the long-term, consider how to maintain a sustainable business model**

- Will publications and the annual meeting continue to provide significant unrestricted revenue for the ESA's operation?
- What additional sources of income can ESA develop?
- What criteria will ESA use to determine if new programs will require ESA operating dollars, be revenue neutral, or be income generators?

**G. Governance**

**G.3. Review the Strategic Planning process to ensure that long-range thinking considers**

- A membership driven approach that includes the "next" generation
- A holistic consideration of ESA, outside of its usual silos
- Expanding the membership to include those who are not yet involved in ESA

**ECOLOGICAL SOCIETY OF AMERICA  
INVESTMENT POLICY STATEMENT  
FOR TEMPORARILY RESTRICTED NET FUNDS**

Adopted by the Governing Board  
August 4, 2012

**Introduction**

This Investment Policy Statement (IPS) has been adopted by the Governing Board of Ecological Society of America (Society) to provide guidelines for the investment of temporarily restricted net funds held by the Society (referred to herein alternately as the funds or the portfolio). This IPS does not include guidelines for the management or investment of funds held entirely in cash or for current operations.

The Society was founded in 1915 and incorporated in Wisconsin in 1927. Its purposes are to: (1) promote ecological science by improving communication among ecologists through publication of journals and holding meetings, (2) raise the public's level of awareness of the importance of ecological science and ensure the continuing supply of new ecologists through educational and outreach activities, (3) increase the resources available for the conduct of ecological science through efforts of the membership in both the private and public sectors, and (4) ensure the appropriate use of ecological science in environmental decision-making by enhancing communication between the ecological community and policy-makers at all levels of government and the private sector.

The Governing Board has determined that the funds are “institutional funds” and that a portion of the funds are also “endowment funds” as those terms are defined in the Uniform Prudent Management of Institutional Funds Act adopted by the state of Wisconsin in 2009.

The specific purposes and sources of the funds are:

**PURPOSES**

To support the annual costs of: 1) carrying the life members of the Society, 2) awards given by the Society to its members and the recipient’s travel expenses to receive them, and 3) such other expenses as determined by the Governing Board.

**SOURCES**

Gifts, bequests, life membership fees, public and private sector grants and unrestricted funds designated restricted by the Governing Board.

**Review and Selection of Investment Advisors**

The Governing Board will approve one or more investment advisors to execute prudent decisions in accordance with this IPS. Each investment advisor must have a substantial record of successful performance in the investment of assets of similar funds, be registered with the Securities and Exchange Commission, possess appropriate licensure and certification, and have staff, resources, research support, and motivation to provide effective supervision of the Society’s investments. Investment advisor performance will be judged by returns over a 3- to 5-year period.

### **Standard of Conduct in Managing and Investing the Funds**

1. Subject to the intent of a donor expressed in a gift instrument, in managing and investing the funds, the Governing Board, and each registered investment advisor engaged to manage a portion of the funds, shall consider the charitable purposes of the Society and the purposes of the funds, and shall manage and invest the funds in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
2. In managing and investing the funds, the Governing Board shall incur only costs that are appropriate and reasonable in relation to the assets, the purposes of the Society, and the skills available to the Society, and shall make a reasonable effort to verify facts relevant to the management and investment of the funds.
3. Management and investment decisions about an individual asset shall not be made in isolation, but rather in the context of the portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to the funds and the Society.
4. Except as otherwise provided by a gift instrument, in managing and investing the funds, the Governing Board, and each registered investment advisor engaged to manage a portion of the funds, shall consider the following factors, if relevant:
  - A. The needs of the Society to both make distributions and preserve capital,
  - B. Other resources available to the Society,
  - C. The role that each investment or course of action plays within the overall investment portfolio,
  - D. The expected total return from income and the appreciation of investments,
  - E. The expected tax consequences, if any, of investment decisions or strategies,
  - F. The possible effect of inflation or deflation,
  - G. General economic conditions, and
  - H. An asset's special relationship or special value, if any, to the charitable purposes of the Society.

### **Guidelines for Management and Investment of Funds**

#### **INVESTMENT OBJECTIVE**

Through investment of the funds, the Society seeks to generate sufficient income to meet annual cash flow needs, to preserve the value of current assets, and to generate long-term total returns that meet or exceed both the rate of inflation (as measured by the CPI) and the returns of the total portfolio custom benchmark, without undue exposure to risk, as defined below.

Since it is understood that fluctuating rates of return are characteristic of securities markets, and that short-term market fluctuations may cause significant variations in portfolio performance, the investment objective and portfolio performance will be evaluated over rolling five-year periods or "market cycles."

#### ***Risk***

Risk is the likelihood that the funds may lose principal and/or not attain their investment objectives.

## **INVESTMENT GUIDELINES**

The funds shall be invested in equity and fixed income securities, including no-load mutual funds and exchange traded funds, other than those identified as Prohibited Investments.

The Society prefers to invest a portion of its portfolio in socially responsible companies or funds. In making investment decisions, the Society will consider environmental sensitivity as a criterion along with such factors as yield, appreciation potential and risk. The Society will seek to avoid investing in companies whose activities demonstrate a callous disregard for the environment, such that investing in them would be embarrassing for the Society. Goals for socially responsible investing will be determined by the Governing Board in consultation with the Society's investment managers.

### ***Equities***

The equity asset classes should be maintained at risk levels roughly equivalent to the sectors of the market represented, with the objective of meeting or exceeding the returns of a custom benchmark made up of industry-recognized indexes measuring the performance of the designated market segment over rolling five-year periods, net of fees and commissions. Mutual funds conforming to the policy guidelines may be used to implement the investment program. In cases where comparable investment opportunities are not available from mutual funds or individual stocks, the portfolio may invest in exchange traded funds and/or closed-end funds.

The portfolio will be structured to provide market exposure to value and growth styles in both U.S. and non-U.S. markets. International equity exposure shall constitute between 10% and 30% of the total equity position at market value.

### ***Fixed Income***

Investments in fixed income securities will be managed to pursue opportunities presented by changes in interest rates, credit ratings, and maturity premiums. The fixed income asset classes should be maintained at risk levels roughly equivalent to the market segments represented, with the objective of meeting or exceeding the returns of a custom benchmark made up of industry-recognized indexes measuring the performance of the designated market segment over rolling five-year periods, net of fees and commissions. Mutual funds conforming to the policy guidelines may be used to implement the investment program. In cases where comparable investment opportunities are not available from mutual funds or individual bonds, the portfolio may invest in exchange traded funds and/or closed-end funds.

If fixed income investments are made through mutual funds, the portfolio of mutual funds will be managed to capture a range of maturities and credit qualities, while providing diversification across issuers.

If balanced mutual funds or exchange traded funds are used, the equity percent shall be allocated to the equity segment of the portfolio and the fixed income percent shall be allocated to the fixed income segment of the portfolio.

### ***Asset Class Target Ranges***



The percentage of total portfolio assets to be allocated between equities/commodities and fixed income/cash shall fall within the following ranges, with the specific target percentages to be determined by the Governing Board:

<b>Asset Class</b>	<b>Minimum Target</b>	<b>Maximum Target</b>
Equities	50%	70%
Fixed Income	30%	50%

For purposes of determining compliance with the asset class target ranges only, the portion of the portfolio invested in commodities shall be counted as equities and the portion of the portfolio held in cash or cash equivalents shall be counted as fixed income.

Over time, the portfolio's actual allocation of assets may vary from its target allocation due to market conditions. The investment advisor shall rebalance the portfolio back to target at least every twelve to eighteen months unless the Governing Board, after consultation with the investment advisor, determines otherwise.

### ***Diversification***

The portfolio shall be diversified. Diversification provides reasonable assurance that no single security or class of securities will have disproportionate impact on the total portfolio.

Individual stocks are subject to maximum 5% commitment at cost or 7% commitment of the account's market value for an individual security and 20% at cost for a particular industry.

Individual bonds not guaranteed by the U.S. Government, its agencies or instrumentalities are subject to a maximum 5% commitment at cost.

Individual mutual funds, exchange traded funds and closed-end funds are subject to a maximum 40% commitment at market value, per fund. To maintain proper diversification among industries, no more than 5% of the total portfolio value, at cost, may be invested in a particular sector fund.

### ***Prohibited Investments***

There shall be no direct investments in any of the following:

- Private Placements,
- Lettered Stock or Restricted Stock,
- Individual options contracts. However, to the extent that the Society uses mutual funds the mutual funds may buy or sell option contracts for the purposes of managing portfolio risk,
- Individual securities whose issuers have filed a petition for bankruptcy,
- Commodities or commodity contracts,
- Short sales, and
- Margin transactions.

For purposes of this investment policy, "direct" investing excludes the buying and selling of shares of mutual funds, exchange traded funds, and closed-end funds.

## **MONITORING OF INVESTMENT OBJECTIVES AND PERFORMANCE REPORTING**

The portfolio will be monitored on a regular basis for consistency in investment philosophy, return relative to objectives, investment risk as measured by asset concentrations, exposure to extreme economic conditions, and market volatility. It is understood that, over the long run, the allocation between equity and fixed income may be the single most important determinant of total portfolio return.

The portfolio is evaluated quarterly on a total return basis. Returns are compared to:

1. The Consumer Price Index (“CPI”),
2. The three month Treasury Bill Index (the risk-free proxy),
3. Relevant nationally-recognized indexes which most accurately reflect the agreed-upon actual portfolio allocation, and
4. Custom benchmarks made up of nationally-recognized indexes representing domestic and international fixed income markets, and domestic and international equity markets.

### ***Total Portfolio Performance***

The Society expects the portfolio, in the aggregate, to achieve total returns, net of fees, over rolling five-year periods, that:

- Meet or exceed the change in the Consumer Price Index, and
- Meet or exceed the returns of the total portfolio custom benchmark agreed-upon by the Society and its investment advisor.

The total portfolio custom benchmark is made up of relevant market indexes that most accurately reflect the agreed-upon actual portfolio allocation and sector weightings. It is understood that the total portfolio custom benchmark assumes full investment for the indicated time period and does not reflect fund expenses, transaction costs, or differences due to shifting of portfolio holdings during the investment period.

In addition to evaluating the performance of the portfolio as a whole, the Society shall separately evaluate the performance of the equity and fixed income segments of the portfolio.

### ***Equity Segment Performance***

The U.S. equity segment is expected to achieve total returns, net of fees, over rolling five-year periods that meet or exceed the custom domestic equity benchmark.

The non-U.S. equity segment is expected to achieve total returns, net of fees, over rolling five-year periods that meet or exceed the custom international equity benchmark.

The domestic equity and international equity custom benchmarks are made up of relevant market indexes that most accurately reflect the agreed-upon actual portfolio allocation and sector weightings. It is understood that both custom equity benchmarks assume full investment for the indicated time period and do not reflect fund expenses, transaction costs or differences due to shifting of fund portfolio holdings during the investment period.

### ***Fixed Income Segment Performance***

The fixed income segment is expected to provide stability of principal and a relatively stable rate of return. The fixed income segment is expected to achieve total returns, net of fees, over rolling five-year periods that meet or exceed the custom fixed income benchmark.

The custom fixed income benchmark is made up of relevant market indexes that most accurately reflect the agreed-upon actual portfolio allocation and sector weightings. It is understood that the custom fixed income benchmark assumes full investment for the indicated time period and does not reflect fund expenses, transaction costs or differences due to shifting of fund portfolio holdings during the investment period.

### ***Reporting***

Each investment advisor shall report the following to the Executive Director and the Vice President for Finance at least quarterly:

- Total return net of all commissions and fees, for the month-to-date, last quarter, year-to-date, latest 1-year, 3-year, and 5-year periods, and since inception, for the portfolio as a whole, and separately for the equity and fixed income segments, and for relevant industry-recognized indexes,
- Contributions to and withdrawals from the portfolio during the quarter,
- Purchases and sales during the quarter, and
- Current portfolio holdings at cost and at market value.

Additionally, each investment advisor must inform the Executive Director and the Vice President for Finance of any change in firm ownership, organizational structure, professional personnel, account structure (e.g. number, asset size and account minimums), or fundamental investment philosophy.

Each investment advisor will meet with the Vice President for Finance at least annually to review investment results and outlook, as well as the economy and other factors, including environmental sensitivity, that are relevant to fulfilling the Society's future investment objectives.

### **TREATMENT OF CONTRIBUTED ASSETS**

The Executive Director and the Vice President for Finance shall confer and determine the appropriate disposition of any assets contributed to the funds in a form other than cash. These decisions shall be reported to the Governing Board at its next meeting.

### **Review and Revision of IPS**

To ensure that this IPS remains consistent with the mission of the Society and accurately reflects its current financial condition, this IPS shall be reviewed annually by the Executive Director and the Vice President for Finance. Any proposed revisions to the IPS will be submitted to the Governing Board for approval.

## ESA Policy Papers

1. The goal of an ESA policy paper is to influence the development of rules by federal government agencies or to influence the development of legislation by congress. Thus the intended audiences for policy papers are agencies and/or congress. Because the media can be powerful forces of influence on agencies and congress, the media should also be a primary audience. Finally, policy papers should also be targeted at ESA members (and other members of the public) who will be in a position to use the information to influence their representatives in government. Thus the first step in formulating the plan for any specific policy paper should be to articulate who the primary audience is (agencies or congress) and how best then to tailor the paper's recommendations to reach that audience directly and indirectly (via the media, public, ESA members). Policy papers should focus on a small number (2-6) of specific science-based recommendations.
2. A 1-2 page proposal for a policy paper can be submitted by any ESA member for Board consideration and should include:
  - a. Purpose of the paper
  - b. Target audience(s)
  - c. Justification of why it is timely
  - d. The overall message (i.e. what might be the main recommendation(s)?)
  - e. A list of potential committee members
3. In commissioning any policy paper, the Board should name the Vice President of Public Affairs as the monitor of the paper. In addition, the Board should appoint a chair for the ad hoc committee who will, in consultation with the VP PA, select the rest of the committee to write the paper. The chair of the committee will not necessarily be the writer of the one-page proposal. Any potential government employees must obtain approval from their agencies before they participate on the committee. Committee maximum size should be six. A letter from the Society to the chair of the ad hoc committee will set out the expectations, include the policy paper guidelines, and establish a timeline for the paper.
4. The committee chair (first author) then drafts a list of potential recommendations and an outline. Typically, position papers should have about 2-6 major recommendations. The chair circulates this document to the committee, with assignments for refining the recommendations or alternatives.
5. ESA public affairs staff assists the committee chair in organizing a two-day meeting to develop more fully a draft document, working from already existing draft text that each committee member brings to the meeting. At this two day meeting, the committee drafts a version of the position paper (condensed if the full version is longer than 15 pp double spaced) for publication in *Frontiers*, with any longer version and/or supplementary information published on the web. Committee funds will be requested to support this meeting and participants' associated travel and lodging costs.
6. Within one month of the meeting, the chair would submit to PAC a draft *Frontiers* article for approval. PAC would provide comments within one month of receipt, and request that a revised version be submitted back to PAC within one month of the request for revision. PAC forwards the

paper to the Governing Board for review and approval of the paper's recommendations within one month.

7. The BOARD/PAC-approved draft would be presented at an ESA workshop organized by PAC (if timing works) and/or the draft would be posted on the ESA web site (with member-only access) for a two week review by members.
8. Organized by the chair, the committee would revise the paper, explaining in broad strokes why any major comments were heeded or not. A point-by-point response to all reviews will not be required. The reviews, the responses by the committee, and the revised paper are then submitted to PAC again for final approval by PAC within one month.
9. Upon approval by the PAC, the first author forwards the paper to *Frontiers*. Authors must be prepared to respond fully to instructions from the editor at *Frontiers* to enhance the readability of the paper for the intended audiences. Usually *Frontiers* would like about six color graphics and if necessary, one or two tables.
10. Review by *Frontiers* editorial board would follow. *Frontiers* would retain the right to reject or recommend extensive revisions. (If *Frontiers* rejects the ESA policy paper, but the Board approves it (see next step), then ESA would prepare and release the paper another way.)
11. After acceptance (or rejection) by *Frontiers*, the PAC chair submits the paper (and all previous reviews and responses) to the Board for approval of the paper as an ESA Policy Paper. The lead author would present the policy paper to the Board and would then be excused during Board discussion/deliberation. The Board's role would be limited to approval or disapproval (given that it will have already reviewed and approved the initial draft).
12. Following Board approval, the policy paper would be officially released via *Frontiers* and via a press or Hill briefing (depending on the intended audience). The *Frontiers* format (glossy, color) will provide a compelling aesthetic and identity that will enhance the influence of ESA policy papers. *Frontiers* would be encouraged to create a special look and label for ESA policy papers to establish a "brand" that our intended audiences can come to expect and recognize. These papers should also be made freely available to the public in *Frontiers* published format immediately upon publication.
13. The goal for every policy paper should be for publication to occur within one year of the establishment of the committee.

## **ESA Policy Statements**

**ESA policy statements** are two-four page statements of the Society's position on critical national or international issues and provide ecology-based policy recommendations to decision-makers.

Process: Policy statements are developed by ESA's public affairs staff in conjunction with several ESA member experts. Once drafted, statements are reviewed by the Public Affairs Committee (PAC) and revised until approved by PAC. They are then reviewed by the Society's Governing Board which may request further changes. Once approved by the Governing Board, the final statement is publicized to ESA media contacts, ESA members, and used in meetings with policy makers.

## ESA POSITION PAPERS

### Revised November, 2002

#### ESA Position Papers

Position Papers are formal statements from the Society that capture current ecological knowledge about a particular topic in order to inform policy choices. Topics and final reports are approved by the Governing Board. The Chair of the committee formed to write the position paper is appointed by the President. The President also selects a Board member to serve as the Monitor to shepherd the position paper through external and Board review. To date, position papers have been published in *Ecological Applications*. The Board requires that topics be approved contingent on the availability of appropriate funding.

#### Process

1. Topics for a position paper are approved by the Governing Board, generally they are presented through the Vice President for Public Affairs.
2. President appoints a Chair of the committee to write the paper with the expectation it be developed into outline form within two months.
3. A proposed outline of the position paper and suggestions for members to write it is presented to the Board for approval. Plans for funding the development of the paper are reviewed. This step should occur within two months after the chair is selected.
4. Chair asks each committee member to indicate any conflict of interest.
5. President appoints a Governing Board Monitor (generally a Member at Large) to guide the paper through the process and to keep the Board informed of progress.
6. The committee is expected to write a draft of the position paper within eight months once the outline is approved.
7. The Monitor reviews the committee's draft and determines when it is ready for external review. The Monitor may seek the advice of the Public Affairs Committee and others as necessary.
- 8a. The Monitor selects independent expert reviewers to evaluate the draft.
- 8b. The Monitor provides the draft to ESA HQ for posting on the ESA website in the Members Only page for the purpose of obtaining comments. There will be a call for interested ESA members to review the document.
9. The Editor in Chief of *Ecological Applications* appoints a member of the Editorial Board to provide editorial review. **Note:** Steps 7, 8a, 8b, and 9 should all occur at the same time.
10. The Monitor provides the committee chair with the comments received from the external reviewers, the general membership, and the editorial review.
11. The committee chair decides how to respond and makes revisions as appropriate.
12. The revised paper is returned to the Monitor for evaluation. This process is repeated as often as the Monitor deems necessary before final review.
13. Final review begins with a review by the Public Affairs Committee. The Public Affairs Committee may request additional modification of the position paper.
14. The Vice President for Public Affairs brings the paper to the Governing Board with a recommendation for action.

15. The Governing Board makes a final decision about approval.

Monitors who rotate off the Board during the development of a position paper will continue as monitor until action on the position paper is completed.



## **Issues in Ecology**

*Issues in Ecology* is an occasional series published by ESA. The series uses commonly-understood language to report the consensus of a panel of scientific experts on issues related to the environment. The audience for *Issues in Ecology* includes decision-makers at all levels for whom an objective presentation of the underlying science will increase the occurrence of ecologically-informed decisions. *Issues in Ecology* aims to build public understanding of the importance of the products and services provided by the environment to society. Ideas for topics are submitted to an Editor-in-Chief who works with an advisory board to approve topics and reports. The text for *Issues in Ecology* is reviewed for technical content by external expert reviewers. *Issues* average 12 to 18 pages in length and are also posted on the ESA website ([www.esa.org/science\\_resources/issues.php](http://www.esa.org/science_resources/issues.php)). While each *Issue* will stand alone, ESA will also consider publishing up to four *Issues* under one theme that address different aspects of broad ecological issues, such as the carbon cycle, ecology and agriculture, or causes or effects of climate change. Funding for *Issues* has come from a variety of sources, including the Energy Foundation, the U.S. Environmental Protection Agency, the Pew Charitable Trusts, and the U.S. Forest Service.

## ESA Green Policy

ESA is working on becoming “green” in every way. This means working collaboratively with our meeting facilities and vendors in doing our part to conserve energy, reduce solid waste, and recycle. We hope this will reduce our environmental impact with regard to energy, water and natural resource conservation, and air and water quality. We plan to implement our green philosophy in our offices, at our meetings, in our publications, and with our travel.

The ESA greening policy will work towards:

- Conserving resources, saving energy, reducing greenhouse gas emissions, and reducing pollution
- Eliminating waste by reducing materials use
- Reducing waste by diverting material from landfill through reuse or recycling initiatives

In the office and at our meetings we will recycle the following:

- Cardboard
- Paper
- Plastic
- Glass
- Food waste
- Metal

Where possible, ESA staff will use the following steps to reduce paper use/waste:

- Purchase FSC certified and/or high post-consumer recycled content paper,
- Provide marketing and other materials online
- Send electronic documents rather than hard copies
- Print on both sides of the paper

In planning meetings we will aim to:

- Include our greening requirements in all our RFPs
- Give preference to LEED Certified facilities
- Seek venues where shuttles will not be needed
- Choose travel options that will reduce our carbon footprint
- Contribute to environmental offset programs
- Give preference to hotels will need to provide recycling in all guest rooms
- Give preference to hotels/convention centers that will not use plastic silverware, and will use cloth napkins and china instead of paper products
- Serve condiments in bulk rather than in individual packets
- Avoid the use of bottled water
- Choose seafood from the “Best Choices” list on the Seafood Watch list
- Provide box lunches that include minimal packaging and, where the packaging used includes a high proportion of recycled material

**THE ECOLOGICAL SOCIETY OF AMERICA**  
**Corporate and Commercial Support or Donations Policy**

The Ecological Society of America will focus on purposes consistent with its long range plan and comply with the Corporate and Commercial Support or Donations Policy.

1. ESA will solicit and accept support only for projects and activities that are consistent with the basic purposes and long range plans of the Society.
2. ESA is responsible for the control of the content of scientific, informational, and educational activities.
3. ESA will maintain complete control of all funds provided from corporate and commercial supporters and donors.
4. Acknowledgements for corporate and commercial support will be limited to company name, or logos.
5. The Society's name and logo will be protected at all times. Any use of ESA's name or logo must be approved by the Society.
6. ESA will avoid any real or apparent conflict of interest in accepting support or donations.
7. When seeking funds ESA will consider evidence of commitment to environmental sustainability, biodiversity and development of new applications of ecological science. The development committee will screen prospects and periodically consult with the Governing Board on potential donors.

Any situation that may be an exception to this Policy will be reviewed by the Governing Board. The Governing Board will determine the final course of action.

Adopted November, 2003

Revised August 2006



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**THE ECOLOGICAL SOCIETY OF AMERICA**

**PUBLICATIONS SCHEDULE**

<b>ECOLOGY</b>	Publish monthly
<b>ECOLOGICAL MONOGRAPHS</b>	Publish 4 months per year February, May, August and November
<b>ECOLOGICAL APPLICATIONS</b>	Publish 8 months per year January, March, April, June, July, September, October and December
<b>ESA BULLETIN</b>	Publish 4 months per year January, April, July and October – free access
<b>FRONTIERS IN ECOLOGY AND THE ENVIRONMENT</b>	Publish 10 months per year (Monthly except January and July)
<b>ECOSPHERE</b>	Publish continuously – Open access
<b>ECOSYSTEM HEALTH AND SUSTAINABILITY</b>	Publish continuously – Open access