

# ECOLOGICAL SOCIETY OF AMERICA

## PROPOSED BYLAWS

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### ARTICLE I. OFFICES AND REGISTERED AGENT

**Section 1. Principal Office.** The Ecological Society of America (“Society”) shall maintain an office in Washington, D.C.

**Section 2. Registered Office and Agent.** The Society shall maintain a registered office and a registered agent in the State of Wisconsin, as required by the Wisconsin Nonstock Corporations Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

### ARTICLE II. PURPOSES

The purpose of this Society shall be (1) to promote ecological science by improving communication among ecologists through publication of journals and holding meetings, (2) to 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) to increase the resources available for the conduct of ecological science through efforts of the membership in both the private and public sectors, and (4) to 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.

### ARTICLE III. MEMBERSHIP

**Section 1. Classes.** The membership of this Society shall consist of persons and institutions interested in ecology and in the promotion of ecological research. Classes of members shall be determined by the Governing Board.

**Section 2. Membership Participation.** Any member of the Society may raise an issue or appeal a decision of the Governing Board by placing a matter before the Council for discussion. Members may, by submission of a petition signed by one percent of voting members of the Society, request that an item proposed by a member of the Society during the Council Business Meeting be considered by the Council.

#### Section 3. Voting.

**3.1 Eligibility to Vote.** All individual members who pay dues are entitled to vote. A majority of the votes cast shall constitute the action of the members, unless otherwise provided for in these Bylaws.

**3.2 Manner of Voting.** Any matter or issue requiring the vote of the members may be submitted by written or electronic ballot provided that the following requirements have been satisfied and unless otherwise specified in these Bylaws: (1) The ballot shall be distributed to every member entitled to vote at least 30 days prior to the final date the ballots are to be received to be counted, (2) the ballot shall describe the proposed actions and provide an opportunity to specify approval or disapproval of each matter or group of related matters, and (3) the ballot shall state the date by which the ballot must be returned in order to be counted, indicate the number of responses needed to take action, and specify the percentage of affirmative votes necessary for approval.

**Section 4. Removal.** Membership may be terminated by direct request, failure to pay dues, or action of the Governing Board.

#### **ARTICLE IV. COUNCIL**

**Section 1. Powers.** There shall be a Council of the Society. The Council receives (1) the reports of the President, Executive Director and Secretary, (2) the Vice Presidential reports on the activities within their areas of oversight including the activities of standing committees they oversee, (3) special committee reports, and (4) Section and Chapter reports. The Council receives member-submitted items and votes on significant policy matters as forwarded by the Governing Board. The Council approves the establishment and dissolution of Sections and Chapters, and approves changes in the Bylaws.

**Section 2. Composition.** The Council consists of the members of the Governing Board, plus the Chairs of the Sections and Chapters, Chairs of standing committees, and the Chair of the Board of Professional Certification. The Editors-in-Chief of the Society journals are non-voting, ex officio members of Council.

**Section 3. Meetings.** The Council shall hold at least one regularly scheduled Business Meeting each calendar year. The Business Meeting of the Council shall be held in conjunction with the Annual Meeting and open to the general membership.

**Section 4. Voting.** A majority of the members of Council constitutes a quorum for the transaction of business at a meeting of the Council. A majority of the votes cast at a Council meeting at which a quorum is present shall constitute the action of the Council, unless otherwise provided for in these Bylaws.

**Section 5. Proxies.** The Chair of a Section, Chapter, or Standing Committee who is unable to attend a Council meeting may appoint another member of the Section, Chapter, or Committee to act as his or her voting representative to Council.

#### **ARTICLE V. GOVERNING BOARD**

**Section 1. Powers.** There shall be a Governing Board, which shall supervise and control the business, property, and affairs of the Society, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws. The Governing Board is empowered to act on behalf of the Society on all matters except (a) changes in the Bylaws, (b) creation and dissolution of Sections and Chapters, and (c) any matters expressly forbidden or assigned exclusively to Council or the general membership in the Bylaws of the Society. Its additional responsibilities include, but are not limited to, (a) approval of the budget and annual dues, (b) appointment of the Editors-in-Chief, (c) receipt of and action on reports from the Officers, the Executive Director, the Sections, the Chapters, and the Committees of the Society, and (d) designation of the time and place of the Annual Meeting.

**Section 2. Number and Qualifications.** The Governing Board shall consist of eleven (11) voting members, including the President, the President-elect, the Past President, the four Vice Presidents, the Secretary, and three Members-at-Large. The Executive Director shall serve ex officio as a non-voting member of the Governing Board. Only dues-paying members are eligible to hold elected office in the Society. No employee or member of the immediate family of an employee of the Society may hold elected office within the Society.

**Section 3. Terms of Office.** The terms of all Governing Board members shall commence with the close of the Annual Meeting and continue until their successors assume office.

**3.1 President.** The President serves consecutive one-year terms as President-elect, President, and Past President. A member may hold the office of President for only one term, in addition to such time as may be served filling the office following the death, resignation, or removal of a President.

**3.2 Officers.** The Vice Presidents and Secretary serve three-year terms and are eligible for re-election to one additional consecutive term.

**3.3 Members-at-Large.** The Members-at-Large serve a single three-year term.

#### **Section 4. Resignation, Removal, and Vacancies.**

**4.1 Resignation.** Any member of the Governing Board may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified in the notice or, if no time is specified, immediately.

**4.2 Removal.** Any member of the Governing Board may be removed from office by a petition signed by two-thirds of the members of the Council.

**4.3 Vacancies.** If for any reason the President is unable to carry out the duties of the office, the position shall be filled by the President-elect. If the President-elect is also unable to serve, the position shall be filled by the Past President. Other vacancies on the Governing Board may be filled until the next election by vote of the Governing Board.

**Section 5. Meetings.** The Governing Board shall meet during the Annual Meeting and at such other times as necessary to conduct the affairs of the Society.

#### **Section 6. Voting.**

**6.1 Quorum and Voting.** Six Governing Board members constitute a quorum at a meeting of the Governing Board. A majority of the votes cast at a Governing Board meeting at which a quorum is present shall constitute the action of the Governing Board, unless otherwise provided for in these Bylaws.

**6.2 Electronic Participation.** Any one or more individuals may participate in a meeting of the Governing Board by means of a conference telephone or other electronic technologies which allows all persons participating in the meeting to hear each other. Participation by such electronic communications shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

**6.3 Action Without a Meeting.** Unless otherwise restricted by these Bylaws, any action required or permitted to be taken at a meeting of the Governing Board may be taken without a meeting if a consent in writing setting forth the action shall be signed by two-thirds of the members of the Governing Board. Such written consent or consents may be in electronic form.

### **ARTICLE VI. ELECTIONS**

**Section 1. Elections.** All members of the Governing Board shall be elected by the voting members of the Society.

**Section 2. Election Procedures.** The Governing Board shall establish Election Procedures.

**Section 3. Nominations Committee.** The Nominations Committee shall be responsible for identifying candidates. The Nominations Committee shall serve for one year and consist of the Past President as Chair, the President-Elect, the three Members-at-Large of the Governing Board, and two additional members of the Society appointed by the President.

**Section 4. Nominations.** The Nominations Committee shall submit to the Secretary a list of at least two candidates for each position to be filled. Names of the candidates shall be announced on the Society's website no later than thirty (30) days before the first day of the Annual Meeting. Additional nominations may be made no later than the last day of the Annual Meeting in accordance with the Election Procedures by a petition signed by one percent of members eligible to hold office in the Society.

**Section 5. Teller's Committee.** The purpose of the Teller's Committee is to validate election results for the Governing Board and Board of Professional Certification. The Teller's Committee shall be chaired by the Secretary and include two additional members of the Society appointed by the President.

### **ARTICLE VII. OFFICERS OF THE SOCIETY**

**Section 1. Officers.** The officers of the Society are the President, the Vice President for Science, the Vice President for Public Affairs, the Vice President for Finance, the Vice President for Education and Human Resources, the Secretary, and the Executive Director.

**Section 2. Presidents.** The President chairs the Governing Board and the Council and presides at their meetings. In the President's absence, the President-elect presides; if the President-elect is also not present, the Past President presides, and if the Past President is also not present, the Governing Board shall elect a Chair from among those members of the Governing Board who are present. The President is the primary spokesperson for the Society and serves as a liaison to other societies, government officials, and the public on behalf of the Society.

**Section 3. Vice Presidents.** The Vice Presidents and Secretary are responsible for overseeing the activities of, and making appointments to, the standing committees of the Society.

- 3.1 Vice President for Finance.** The Vice President for Finance is responsible for shaping policy and providing oversight related to the fiscal and investment policy, annual budgeting and long-term fiscal planning, and the business, finances and management of the Society.
- 3.2 Vice President for Science.** The Vice President for Science is responsible for shaping policy and strategy related to the scientific programs of the Society. The Vice President for Science serves as Chair of the Standing Committee on Science. The Standing Committees on Science, Meetings and Publications are appointed, charged, and represented on the Governing Board by the Vice President for Science. The Editors-in-Chief of the Society journals report to and are represented on the Governing Board by the Vice President for Science.
- 3.3 Vice President for Public Affairs.** The Vice President for Public Affairs is responsible for shaping policy and strategy related to public affairs, international affairs, and public policy. The Vice President for Public Affairs chairs the Public Affairs Committee. The Standing Committee on Public Affairs is appointed, charged and represented on the Governing Board by the Vice President for Public Affairs.
- 3.4 Vice President for Education and Human Resources.** The Vice President for Education and Human Resources is responsible for shaping policy and strategy related to education and the recruitment, professional development, and recognition of members. The Standing Committees on Awards, Diversity and Education, and Professional Ethics are appointed and charged by the Vice President for Education and Human Resources. Those committees and the Board of Professional Certification report to and are represented on the Governing Board by the Vice President for Education and Human Resources, who also chairs one of these standing committees.

**Section 4. Secretary.** The Secretary is responsible for ensuring that the proceedings of the Governing Board and Council are properly documented, reporting to Council on actions taken by the Governing Board, preparing in consultation with the President agendas for Governing Board, overseeing all authorized ballots, and chairing the Teller's Committee. The Standing Committee on Historical Records reports to and is appointed, charged and represented on the Governing Board by the Secretary.

**Section 5. Executive Director.** The chief staff officer of the Society shall be the Executive Director, who is selected by the Governing Board and serves as an employee-at-will.

**5.1 Responsibilities.** The main task of the Executive Director is to implement policy and action plans established by the Governing Board and to assure the efficient and effective conduct of the business of the Society. The Executive Director is expected to represent the Society across a wide variety of venues.

**5.2 Staff.** The Executive Director is responsible for hiring, evaluation, and retention of all staff.

## **ARTICLE VIII. COMMITTEES, SECTIONS, AND CHAPTERS**

**Section 1. Committee, Section, and Chapter Manual.** The Governing Board shall establish and maintain an up-to-date Committee, Section, and Chapter Manual that describes the structure, procedures, and operating guidelines for Committees, Sections, and Chapters of the Society.

### **Section 2. Standing Committees.**

**2.1 Charges.** Each standing committee is charged by and reports to a specific Vice President or the Secretary as specified in Article VII, unless otherwise specified.

**2.2 Chairs.** The term of a standing committee Chair is three years (unless otherwise specified). Unless otherwise specified, standing committee Chairs and members shall be eligible for reappointment. The Chair of a standing committee may be removed from office by a two-thirds vote of the Governing Board.

The President receives from the Vice Presidents and Secretary nominations for the Chairs of the Committees that report to those individuals. The President appoints standing committee Chairs from the nominations submitted or requests additional nominations.

**2.3 Members.** Other members of standing committees are recommended by the Committee Chairs and are approved by the appropriate Vice President or Secretary in consultation with the President. The terms of standing committee members are for three years, unless otherwise specified or unless appointed to complete a vacant position.

**2.4 Meetings.** Each standing committee shall meet at least once a year at the time of the Annual Meeting. Each standing committee Chair shall submit a report in writing on the committee's work to the Council at the Annual Meeting.

**2.5 Support.** Financial support for Standing Committees shall be determined by the Governing Board and designated in the budget.

### **Section 3. Special Committees.**

**3.1 Charges.** The President, President-elect, or the Governing Board may authorize the appointment of such special committees as may be deemed necessary to conduct the work of the Society, subject to the approval of the Governing Board. Special committees shall be dissolved no later than the end of the Annual Meeting at which the appointing Past President retires from the Governing Board, unless otherwise determined by the Governing Board.

**3.2 Chairs and Liaisons.** The President shall make two initial appointments: a Chair of the special committee, who shall be a member of ESA, and a Liaison, who shall be a member of the Governing Board.

**3.3 Members.** The President and Chair shall confer on committee members, who shall be appointed by the President.

**3.4 Meetings.** Each special committee shall present a report to the Council at the Business Meeting.

**3.5 Support.** Financial support for a special committee shall be determined by the Governing Board in response to a request from the President.

### **Section 4. Sections and Chapters.**

**4.1 Purpose.** Sections may be organized to promote the various special interests of the Membership. Chapters may be organized on a regional basis to encourage interest in the field of ecology and to enhance communication among ecologists regionally and between the Society and its members.

#### **4.2 Creation and Dissolution.**

(a) **Creation.** One percent or more of members of the Society may petition for the establishment of a Section or Chapter. The petition must specify the proposed general scope of the Section or Chapter and its proposed bylaws. Each Section and Chapter must be approved by a vote of the Council.

(b) **Dissolution.** In the event that a Section or Chapter is inactive for two or more years, the Secretary of the Society shall notify the Governing Board and Council. A Section or Chapter may be discontinued by action of the Council.

(c) **Manner of Acting.** Each Section and Chapter shall be governed as specified in a set of bylaws approved by the Governing Board of the Society.

**4.3 Chairs.** Each Section and Chapter shall be represented on the Council by its Chair or another elected officer as designated by the Chair, elect its own officers, and present an annual report on its activities to the Council.

**4.4 Members.** Any person of any class of membership in the Society may become a member of any Section or Chapter by signifying a desire to join on the annual dues notice and by payment of Section or Chapter dues.

**4.5 Meetings and Activities.** Each Section and Chapter may arrange meetings, either in connection with meetings of the whole Society or separately, may arrange field trips, and may otherwise conduct its own affairs, so long as it does not encroach upon the activities of the Society or other Sections and Chapters, and its activities conform to Society norms and policies.

### **Section 5. Publications Committee, Editors-in-Chief, and Boards of Editors.**

**5.1 Publications Committee.** The Publications Committee shall be a standing committee of the Governing Board. It is responsible for reviewing the operation of the Society's journals and recommending to the Governing Board changes in publications policy. The Committee shall review the performances of Editors-in-Chief who are candidates for reappointment, and, when vacancies occur, shall recommend a list of candidates for consideration by the Governing Board.

**5.2 Editors-in-Chief.** An Editor-in-Chief is responsible for the content and scientific quality of a specific journal or journals, and in consultation with the Board of Editors and the Director of Publishing, advising the Publications Committee and Governing Board on policy for the journal or journals. For each Society journal, an Editor-in-Chief shall be appointed by the Governing Board for a renewable three-year term, not to exceed three terms. After the completion of the second year of first two three-year terms, the performance of an Editor-in-Chief shall be reviewed by the Publications Committee, which shall make a recommendation to the Governing Board on possible reappointment no later than three months prior to the completion of the period of appointment. Exceptions can be made by petition to the Governing Board. The Publications Committee shall use in its evaluation criteria established in advance by the Governing Board.

**5.3 Boards of Editors.** Each Society journal shall be served by a Board of Editors. Editors-in-Chief shall be responsible for appointment of Editors for the journals they oversee, and for maintaining an appropriate balance in the membership of each Board of Editors. Members of the Boards of Editors are appointed for overlapping three-year terms and meet annually at the Annual Meeting of the Society. The Editors-in-Chief serve as Chairs of their Boards of Editors.

## **Section 6. Board of Professional Certification.**

**6.1 Purpose.** The Society's Certification Program is administered by the Board of Professional Certification.

**6.2 Terms of Service.** The Board of Professional Certification shall consist of seven members elected by the membership of the Society. Each nominee for the Board of Professional Certification must be a certified Ecologist. Nominations and elections shall be carried out as part of the annual Society elections. Each Board member shall serve a three-year term and is eligible for re-election to one additional consecutive term.

**6.3 Chair.** The Board of Professional Certification shall elect from within its membership a Chair, who shall serve a one-year term and may be re-elected for additional consecutive terms.

## **ARTICLE IX. CONFLICTS OF INTEREST**

The Society shall maintain and abide by a Conflict-of-Interest Policy to protect the Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of an officer, member of the Governing Board or Council, or disqualified person as defined by Section 4958 of the Internal Revenue Code. The Conflict-of-Interest Policy shall also address non-financial conflicts which may be adverse to the interests of the Society. The Conflicts-of-Interest Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

## **ARTICLE X. INDEMNIFICATION**

**Section 1. Indemnification.** The Society shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each member of the Governing Board and officer of the Society against reasonable expenses and against liability incurred by a Governing Board member or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Society. These indemnification rights shall not be deemed to exclude any other rights to which the Governing Board member or officer may otherwise be entitled. The Society shall indemnify any employee who is not a Governing Board member or officer of the Society, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Society. The Society may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Governing Board member, officers, or employees.

**Section 2. Limited Liability of Governing Board Members and Officers.** Except as provided in Subsections (2) and (3) of Wisconsin Statutes Section 181.0855, a Governing Board member or officer is not liable to the Society, its members or creditors, or any person asserting rights on behalf of the Society, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Governing Board member or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the Society or its members in connection with a matter in which the Governing Board member or officer has a material conflict of interest;

- (b) A violation of criminal law, unless the Governing Board member or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- (c) A transaction from which the Governing Board member or officer derived an improper personal profit or benefit; or
- (d) Willful misconduct.

**Section 3. Limited Liability of Volunteers.** Except as provided in Section 181.0670(3), Wis. Stats., a volunteer (as defined in Section 181.0670, Wis. Stats.) is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

- (a) A violation of criminal law, unless the volunteer had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
- (b) Willful misconduct;
- (c) If the volunteer is a Governing Board member or officer of the Society, an act or omission within the scope of the volunteer's duties as a Governing Board member or officer;
- (d) An act or omission for which the volunteer received compensation or anything of substantial value instead of compensation; or
- (e) Negligence in the practice of a profession, trade or occupation that requires a credential, as defined Wisconsin Statutes Section 440.01 or other license, registration, certification, permit or approval, if the volunteer did not have the required credential, license, registration, certificate, permit or approval at the time of the negligent act or omission.

**Section 4. Purchase of Insurance.** The Society shall purchase and maintain insurance on behalf of any person who is or was a Governing Board member or officer of the Society, to the extent that such Governing Board member or officer is insurable and such insurance coverage can be secured by the Society at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Governing Board of the Society, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Society would have the power to indemnify him or her against such liability under the provisions of this Article.

## **ARTICLE XI. AMENDMENTS**

**Section 1. Action by Council.** These Bylaws may be adopted, amended, or repealed by a two-thirds vote of the Council, provided that notice of the proposed action shall have been given to the Council and to the membership at least two months before the vote.

**Section 2. Membership Petition.** Members may request changes to these Bylaws and/or to changes to the proposed actions under Section 1 of this Article by submission in writing of a petition to the Council signed by at least five percent of the voting membership at least one month before a Council vote.

## **ARTICLE XII. MISCELLANEOUS PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the Society shall be from July 1 to June 30.

**Section 2. Notice.** Whenever under the provisions of these Bylaws notice is required to be given, such notice shall be given in writing by electronic delivery, first-class mail, overnight delivery service with postage prepaid, or hand delivery to such person at his or her address as it appears on the records of the Society. Such notice shall be deemed to have been given when deposited in the mail or the delivery service or when received by electronic mail or hand delivery.