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ECOLOGICAL SOCIETY OF AMERICA PROPOSED COMBINED BYLAWS & CONSTITUTION

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ARTICLE I. OFFICES AND REGISTERED AGENT¹

Section 1. Principal Office. The Ecological Society of America (“Society”) shall maintain an office in Washington, D.C.² (*Bylaw 6. Headquarters*)

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. (*Constitution 2. Purpose*)

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.³ (*Constitution 3. Membership*)

¹ *Constitution 1. Name.* The name of this Society is the Ecological Society of America, Incorporated. | *Constitution 13. Incorporation.* The Society shall be incorporated as a non-stock, non-profit organization.

² , called the Headquarters of the Ecological Society of America. The main functions of the Headquarters are to implement policy decisions and action plans of the Governing Board, and to conduct the daily business and public affairs operations of the Society. This office shall be managed by the Executive Director, who shall report to the Governing Board of the Society. Principle contact with the Governing Board is through the President. (*Bylaw 6. Headquarters*)

³ Emeritus members and Life members are exempt from payment of dues and have the right to purchase the journals of the Society at a cost equal to or less than that of Regular members, as set by the Governing Board. (*Constitution 7. Dues*)

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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.⁴ Members may, by submission of a petition signed by one percent of ~~at least fifty~~ voting members of the Society, request that an item proposed by a member of the Society during the Council **Business Meeting** be **considered** ~~voted on as an Initiative on~~ by the **Council** ~~full~~ **Society membership**.⁵ (*Constitution 8. Membership Participation*).

Section 3. Voting.

3.1 Eligibility to Vote. ~~Regular, Student, Life, and Emeritus~~ All individual members **only** who pay dues are entitled to vote ~~in mail ballots~~. 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.⁶ (*Constitution 3. Membership*)

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.⁷ The Council receives member-submitted items and votes on significant policy matters as forwarded by the Governing Board. ~~During this meeting, The Council discusses and approves the budget of the Society, including changes in dues and journal subscription rates,~~ approves the establishment and dissolution of Sections and Chapters, and approves changes in the Bylaws. (*Constitution 6. Council*)

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. (*Constitution 6. Council*)

Section 3. Meetings. The **Society Council** shall hold at least one regularly scheduled **Council Business Meeting** each calendar year. The **primary Business Meeting** of the Council shall be held in conjunction with ~~at~~ the Annual Meeting ~~is~~ **and** open to the general membership. (*Constitution 6. Council*)

Section 4. Voting. A majority of the members of Council constitutes a quorum for the transaction of business at ~~the Annual~~ 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. (*Bylaw 2. Quorum*)

⁴ The Secretary shall solicit in the Bulletin items to place on the agenda of the Council meeting, and shall distribute the agenda to Council members in advance of the meeting. (*Constitution 8. Membership Participation*)

⁵ by mail ballot. The results of such ballots shall be published in the Bulletin and reported to Council at its next meeting for appropriate action. | Petitions for inclusion of an Initiative on the annual ballot as described in Article 8 of the Constitution must be received by the Secretary no later than September 1 to be included on the September ballot of the same year. (*Bylaw 1. Elections*)

⁶ Change in status of membership may be effected at any time by the payment of appropriate dues. (*Constitution 3. Membership*)

⁷ Reports to Council must be submitted in written form, and may also be presented in oral form if so requested or approved by the President or Council. (*Constitution 6. Council*)

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Section 5. Proxies. The Chair of a Section, ~~or Chapter,~~⁸ or Standing Committee who is unable to attend the a Council meeting may appoint another member of the Section, Chapter, or Committee to act as ~~the Committee his or her voting~~ representative to Council. (*Constitution 6. Council*)

ARTICLE V. GOVERNING BOARD

Section 1. Powers.⁹ 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.¹⁰ The Governing Board is empowered to act on behalf of the Society on all matters except (a) ~~final approval of the budget and setting dues,~~ (b) ~~final approval of changes in the Constitution or 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 ~~Constitution or 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, ~~(a) consideration of proposals from any member of the Society,~~ (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.¹¹ (*Constitution 5. Governing Board*)

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.¹² The Executive Director shall serve ex officio as a non-voting member of the Governing Board. Only Regular, Student, and Life 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 ~~be nominated for or~~ hold elected office within the Society. (*Constitution 5. Governing Board*)

Section 3. Terms of Office. The ~~official~~ terms of all Governing Board members ~~the officers~~ shall commence with the close of the Annual Meeting and continue until their successors assume office. (*Constitution 4. Officers and Election*)

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, ~~or~~ resignation, or removal of a President.

3.2 Officers. The Vice Presidents and Secretary serve three-year terms and are eligible for re-election ~~for up to~~ one additional consecutive term.¹³

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.

⁸ who is unable to attend a Council meeting may designate another member of the Section or Chapter Executive Committee to serve as the Section or Chapter representative to Council, and the Chair of a (*Constitution 6. Council*)

⁹ The Governing Board shall publish annually in the Bulletin (a) the results of the past year's operation, (b) the present financial position of the Society, (c) the budget for the current fiscal year, and (d) other matters of concern to the Society. (*Constitution 5. Governing Board*)

¹⁰ The Governing Board is the governing body of the Society. (*Constitution 5. Governing Board*)

¹¹ It has the authority to hire and fire all employees of the Society. (*Constitution 5. Governing Board*)

¹² The Governing Board Members-at-Large are responsible for maintaining awareness of the diverse views, goals and objectives of the membership of the Society and representing these as appropriate at meetings of the Governing Board. They should be willing to serve as chairs of special committees or as monitors for committees preparing special reports, if so asked by the President. They also serve as members of the Nominations Committee. (*Bylaw 5. Members-at-Large*)

¹³ The three Governing Board Members-at-Large shall be elected by the voting membership for two-year terms, with generally no more than two being elected in any one year. (*Constitution 5. Governing Board*)

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4.2. Removal. Any member of the Governing Board officer may be removed from office by a petition signed by two-thirds of the members of the Council. (*Constitution 4. Officers and Elections*)

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 in the other offices on the Governing Board may be filled until the next election by vote of the Governing Board. (*Constitution 4. Officers and Elections*)

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. (*Constitution 5. Governing Board*)

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. (*Bylaw 2. Quorum*)

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.¹⁴

ARTICLE VI. ELECTIONS

Section 1. Elections. All members of the Governing Board shall be elected by the voting members of the Society by mail ballot.¹⁵ (*Constitution 4. Officers & Elections.*)

Section 2. Election Procedures. The Governing Board shall establish Election Procedures.¹⁶

¹⁴ Between meetings, the Governing Board may vote by mail ballot. On request of three members, the Secretary shall send each member of the Governing Board pertinent information about matters of concern. An absolute majority vote of the Governing Board membership is required for the passage of any act by mail ballot. (*Constitution 5. Governing Board*)

¹⁵ The officers and other positions filled by Society elections shall be selected (*Constitution 4. Officers and Elections*)

¹⁶ *Constitution Article 4. Officers and Elections.* The terms of the Vice Presidents and the Secretary Governing Board members shall be overlapping so that no more than one-third of the Governing Board two of these officers shall normally be elected in any given year. | The officers and other positions filled by Society elections shall be selected by mail ballot. | The Committee shall submit to the Secretary a list of at least two candidates for each position to be filled. | The Secretary shall prepare and mail ballots to the voting membership, tabulate and record the votes, notify the candidates for office and the Governing Board of the election results, and publish the results in the Bulletin. In the event of a tie vote for any office, the Secretary shall poll the members of the Council by mail to resolve the tie.

Bylaw 1. Elections. The Nominations Committee shall be guided by the Diversity Statement when soliciting names of potential candidates for each position from the Chairs of ESA Sections, Chapters, and Committees and the general ESA membership prior to 1 March. The Nominations Committee shall submit a list of two or more candidates for each position to the Secretary prior to 1 April, and certify to the Secretary that each candidate has declared willingness to run for office and to serve, if elected. The Secretary shall communicate the nominations to the *Bulletin* Editor-in-Chief in sufficient time for publication prior to the Annual Meeting of the Society. Additional names may be placed in nomination by submission of a petition to the Secretary as described in Article 4 of the Constitution no later than September 1. Candidates nominated by petition must agree to run for election and to serve if elected. The Secretary shall solicit from each candidate a brief biographical sketch. The ballots, together with the candidates' biographical sketches and brief descriptions of the responsibilities associated with the offices, shall be mailed to the membership during September or October. Members shall be allowed six weeks to return their ballots. Officers-elect and Members-at-Large-elect shall be encouraged to attend as non-voting members all Governing Board meetings prior to their inauguration. | Petitions for inclusion of an Initiative on the annual ballot as described in Article 8 of the Constitution must be received by the Secretary no later than September 1 to be included on the September ballot of the same year.

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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 ~~three~~ **two** additional members of the Society appointed by the President. (*Constitution 4. Officers and Elections*)

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 ~~in the Bulletin~~ **on the Society's website no later than thirty (30) days before the first day of the Annual Meeting.** Additional nominations may be made ~~at least 30 days in advance of the elections~~ **no later than the last day of the Annual Meeting in accordance with the Election Procedures** ~~writing to the Secretary~~ **by a petition signed by one percent** of members eligible to hold office in the Society. (*Constitution 4. Officers and Elections*)

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. (*Constitution 4. Officers and Elections*)

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. (*Constitution 5. Governing Board*) The President is the primary spokesperson for the Society and ~~is expected to interact with other~~ **serves as a liaison to** other societies, government officials, and the public on behalf of the Society.¹⁷ (*Bylaw 3. President*)

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 ~~as described in Bylaw 11.~~ (*Bylaw 4. Vice Presidents and Secretary*)

3.1. Vice President for Finance. The Vice President for Finance is ~~the chief fiscal policy officer of the Society and in this capacity~~ is responsible for **shaping policy and providing oversight related to the development of** fiscal and investment policy, ~~review of the proposed annual budgeting and for long-term fiscal planning, including Committee, Section, and Chapter budgets, oversight of~~ **and** the business, finances and management of the Society. The Standing Committees on Audit ~~and Development~~ reports to and ~~are~~ **is** nominated, charged, and represented on the Governing Board by the Vice President for Finance.

3.2. Vice President for Science. The Vice President for Science is responsible for ~~developing~~ **shaping** policy ~~for and oversight of~~ **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, ~~and representatives to other scholarly societies as designated by the Governing Board~~ 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. (*Bylaw 4.2 Vice President for Science*)

3.3. Vice President for Public Affairs. The Vice President for Public Affairs ~~oversees those Society activities~~ **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 Committees on Public Affairs ~~and International Relations and the ESA~~ representatives to the AAAS, AIBS, and other scholarly

¹⁷ The President appoints and receives the recommendations of the selection committee for the Executive Director. The Past President shall deliver an address to the membership at the Annual Meeting. (*Bylaw 3. President*)

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~~societies as designated by the Governing Board report to and are~~ is appointed, charged, and represented on the Governing Board by the Vice President for Public Affairs. (*Bylaw 4. Vice President for Public Affairs*)¹⁸

3.4. Vice President for Education and Human Resources. The Vice President for Education and Human Resources ~~oversees the activities of the Society associated with~~ 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, ~~Grants and Fellowships,~~ and Professional Ethics ~~and 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. (*Bylaw 4.4 Vice President for Education and Human Resources*)

Section 4. Secretary. The Secretary ~~records~~ is responsible for ensuring that the proceedings of the Society ~~Governing Board and Council are properly documented,~~¹⁹ reporting annually to Council on actions taken by the Governing Board, ~~maintains close contact with all members of the Governing Board,~~ prepares in consultation with the President agendas for Governing Board, and ~~conducts~~ overseeing all authorized mail ballots, and chairing the Teller's Committee.²⁰ The Standing Committee on Historical Records reports to and is appointed, charged, and represented on the Governing Board by the Secretary. (*Bylaw 4.5 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.²¹ (*Bylaw 7. Executive Director*)

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

¹⁸ The Vice President for Public Affairs shall appoint for three-year terms representatives of the Society to the American Association for the Advancement of Science and the American Institute of Biological Sciences. The Governing Board may designate other organizations to which Society representatives should be appointed, in which case the Governing Board shall also specify whether the Vice President for Science or the Vice President for Public Affairs is responsible for appointment and oversight of each such representative. Each representative must submit an annual report to the Governing Board prior to the Annual Meeting of the Society. (*Bylaw 14. Representatives to Other Organizations*)

¹⁹ recorded, maintaining close contact with all Sections and Chapters established within the Society and representing their interests at meetings of the Governing Board,

²⁰ The Secretary ensures that adequate records of all meetings of the Governing Board are maintained and that there is continuity with Society policies of the past and conformance with accepted Society procedures. The Secretary shall maintain a current collection of policies and resolutions approved by the Governing Board and shall periodically publish these with the Constitution and Bylaws. It is the responsibility of the Secretary to be familiar with the Constitution, Bylaws and policies of the Society and to provide information on these as requested by the officers, staff and membership of the Society. (*Bylaw 4.5 Secretary*)

²¹ The Executive Director is authorized to make such purchases and to employ such assistance as will expedite the business of the Society, within the limits of the budget allocated. (*Bylaw 7. Executive Director*)

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Society. The Executive Director is expected to represent the Society across a wide variety of venues.²² (*Bylaw 7.1 Responsibilities*)

5.2. Staff. The Executive Director is responsible for hiring, evaluation, and retention of all staff.²³ (*Bylaw 7.3 Staff*)

²² As Comptroller and Publisher for the Society, the Executive Director is responsible for the Society's funds, the financial records of the Society, the handling of routine financial and membership affairs, and the receipt and disbursement of all Society funds within the constraints of the annual budget, any sale or reprinting of back numbers of the Society's journals and publications, and negotiation of contracts for the printing and distribution of the Society's journals. The Executive Director preserves records of income and disbursements of the office in keeping with normal business practices. The Executive Director is responsible for keeping on file a copy of the Articles of Incorporation and assuring compliance with their requirements for good standing, maintenance of a consolidated and current membership list, and preparation of an annual Directory of members. The Executive Director shall report annually to the Council and at that time shall present a statement, as of June 30, of income and disbursements of funds under the Executive Director's jurisdiction. The Executive Director shall advise the Governing Board annually as to how many pages can be published in the Society's publications, based on current costs of publication and on estimated revenues available. (*Bylaw 7.1 Responsibilities*)

Bylaw 7.2 Evaluation. Each spring the Executive Director shall meet with the President-elect and President to establish performance objectives and standards for the twelve-month period of that President-Elect's term as President. After that discussion, the President-elect shall put the performance objectives and standards in writing and transmit them to the Executive Director with a copy in the Director's personnel file. At the completion of the President's term in office, the President shall evaluate the Executive Director according to the agreed upon standards. After discussing the evaluation with the Director, the President shall transmit a final copy to the Director and place a copy in the Director's personnel file. The Executive Director's personnel file is maintained by the President, whereas all other personnel files are maintained in the Headquarters under the supervision of the Executive Director. The Executive Directorship is a full-time position. As part of the annual review process, the President shall insure that the Executive Director's personal and professional activities do not detract from or confuse the Society's mission through real or perceived conflicts of interest or in any other manner, and shall ensure that additional activities of the Executive Director do not detract significantly from the time available for the responsibilities given in Bylaw 7.1.

²³ In general, the Executive Director is expected to follow an analogous procedure for performance evaluation of any staff who report directly to him/her as is done by the President for the Executive Director's own performance.

Bylaw 7.4. Public Affairs Program. The Public Affairs Program of the Society shall be directed by an Associate Director for Public Affairs, who reports to the Executive Director of the Society. The objective of this Program is to promote an ecological viewpoint at the national and international level, provide ecological expertise on matters of national and international importance, and inform the membership on government and private sector decisions, policies and other activities of interest to the Society.

Bylaw 7.5. Office of Science Programs. The activities of the Science Office shall be overseen by the Science Committee and administered by the Science Director who reports to the ESA Executive Director. Through its activities, the Science Office promotes the continued development of ecological science and its integration into decision-making and education.

Constitution Article 9. Publications. The publications of the Society shall include journals, the Bulletin, and such other publications as the Governing Board may authorize. Reports on the Business of the Society shall be published in the Bulletin. The Managing Editor for the Society journals, and an Editor-in-Chief for each Society journal, shall be selected and periodically evaluated by the Governing Board.

Bylaw 8. Managing Editor. The Managing Editor reports to the Executive Director and is responsible for managing the Publications Office and producing the Society's publications under policies established by the Publications Committee and approved by the Governing Board and following procedures approved by the Executive Director. The Managing Editor is authorized to make such purchases and employ such assistance as will expedite the publication activities of the Society within the limits of the budget allocated. The Managing Editor maintains records of income and disbursements in keeping with normal practices as directed by the Executive Director.

Bylaw 19. Endowment Fund. The Endowment Fund consists of the permanent investments of the Society. Gifts not otherwise restricted shall be added to the Fund. The Council may also in any annual budget provide for an addition to the Fund from the cash on hand. The income from the Fund may be used at the discretion of the Governing Board to further the objectives of the Society, or may be added to the principal of the Fund. In each annual budget the income from the Fund for the past year shall be listed and its disposition shall be specified.

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: ~~Structure and Operations.~~

2.1 Charges. Each standing committee is charged by and reports to a specific Vice President or the Secretary as specified in Article VII below, who recommends to the President for appointment Chairs of those standing committees. (*Bylaw 11. Standing Committees*)²⁴

2.2 Chairs. The term of a standing committee Chair is three years (unless otherwise specified) and normally corresponds with the term of the Vice President or Secretary who makes the recommendation. 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. (*Bylaw 11. Standing Committees*)

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. (*Bylaw 3. President*)

Section 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 overlapping and are for three years, unless otherwise specified or unless appointed for a shorter period to complete a vacant position. (*Bylaw 11. Standing Committees*)

Section 2.4 Meetings. Each standing committee shall meet at least once a year at the time of the Annual Meeting, at a place and time there to be arranged by the appropriate Vice President or Secretary and the Program Committee Chair. Each standing committee Chair shall submit a report in writing on the committee's work to the Council at its the Annual Meeting. (*Bylaw 11. Standing Committees*)

Section 2.5 Support. Each Standing Committee shall be provided with financial support to be designated in the budget, as the funds of the Society may warrant. No unspent funds allocated to the operation of a Standing Committee may be carried forward from one fiscal year to the next. (*Bylaw 11. Standing Committees*)

Section 3. Special Committees: ~~Creation and Operations.~~

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. (*Constitution 5. Governing Board*)²⁵ Special committees will normally 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. (*Bylaw 12 Special Committees*)

3.2 Chairs and Liaisons.²⁶The President shall make two initial appointments: a Chair of the special committee, who shall ordinarily be a member of ESA, and a Liaison Project Monitor, who shall be a member of the Governing Board. (*Bylaw 12. Special Committees*)

²⁴ The President may charge a standing committee through the Vice President or Secretary to whom that committee normally reports. (*Bylaw 3. President*)

²⁵ *Bylaw 3. President.* The President may, subject to the approval of the Governing Board, appoint special committees and take such actions as deemed appropriate to accomplish goals as President of the Society and to further the interests of the Society. *Bylaw 12 Special Committees.* Special committees may be established by the President, the President-elect or by the Governing Board.

²⁶ The Chairs and members of special committees shall be appointed by the President or President-elect who established the Committee.

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3.3 Members. The President and Chair shall confer on committee members, who shall be appointed by the President. (*Bylaw 12 Special Committees*)

3.4 Meetings. Each special committee shall present a report to the Council at the Annual Business Meeting. (*Constitution 5. Governing Board*)²⁷

3.5 Support. Financial support for a special committee shall be determined by the Governing Board in response to a request from the President. (*Bylaw 12. Special Committees*).

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 parent Society and its members. (*Constitution 10. Sections and Chapters*)

4.2 Creation and Dissolution.

(a) Creation. ~~Any group of fifty~~ One percent or more of members of the Society may petition for the establishment of a Section or Chapter as defined in Article 10 of the Constitution. The petition must specify the proposed general scope of the Section or Chapter and its proposed bylaws plan of organization. Each Section and Chapter must be approved by a vote of the Council. (*Bylaw 13. Sections and Chapters, Constitution 10. Sections and Chapters*)

(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. (*Constitution 10. Sections and Chapters*)

(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. (*Constitution 10. Sections and Chapters*)²⁸

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. (*Constitution 10. Sections and Chapters*)²⁹

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. (*Bylaw 13. Sections and Chapters*)³⁰

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. (*Bylaws 13. Sections and Chapters*)

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

²⁷ Each special committee Chair shall submit a report on the committee's work to the Council at its annual meeting.[#] (*Bylaw 12 Special Committees*)

²⁸ The Bylaws of the Section or Chapter and future amendments are subject to the approval of the Governing Board of the Society. Notices of Section and Chapter meetings must be published in the *Bulletin*. (*Bylaws 13. Sections and Chapters*)

²⁹ Each Section and Chapter elects a Chair and other officers, whose duties, terms of office, and manner of election are determined by that Section or Chapter. (*Bylaws 13. Sections and Chapters*)

³⁰ *Constitution 10. Sections and Chapters*. Membership in Sections and Chapters is limited to members of the Society.

Bylaw 13. Sections and Chapters. Each Section and Chapter may charge dues at a level approved by the Governing Board. A Section or Chapter may also accept voluntary contributions from its members or from others, but it may not levy special dues, except by permission of the Governing Board.

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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. (*Bylaw 11.2B Publications Committee*)

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 ~~the three-year terms of appointment~~, 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 ~~of the ESA~~. The **Publications Committee** shall use in its evaluation criteria established in advance by the Governing Board. (*Bylaw 9*)

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. (*Bylaw 9*)

Section 6. Board of Professional Certification.³¹

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, which shall~~ consists of seven members elected by the membership of the Society. Each nominee for the Board of Professional Certification must be a certified ~~Senior~~ Ecologist. Nominations and elections shall be carried out as part of the annual Society elections ~~as described in Bylaw 1~~. Each Board member ~~is elected to~~ shall serve a three-year term and is ~~not eligible to serve more than two~~ ~~for re-election to one additional~~ consecutive ~~full~~ terms. (*Bylaws 16. Certification Program*)

6.3 Chair. The Board of Professional Certification shall elect from within its membership a Chair, who shall serve a one-year term and ~~but who~~ may be re-elected for additional consecutive terms. (*Bylaws 16. Certification Program*)

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,

³¹ *Bylaw 16. Certification Program.* The Society shall sponsor a Certification Program with the primary objectives of (1) serving the needs of ecologists who wish to establish and validate their credentials in the context of their ecological activities, (2) guiding biologists, government agencies, courts and the public in defining minimum standards of education and experience for professional ecologists, and of encouraging all practicing ecologists to meet such standards, (3) creating and maintaining public confidence in the advice and opinions of Certified Ecologists as educated and experienced professionals, and (4) assisting the public in identifying ecologists by establishing a procedure for critical peer evaluation based upon defined minimum education, experience and ethical standards. The general procedures used for Certification must be approved by the Governing Board.

A decision of the Board of Professional Certification to deny certification may be appealed in writing to the Standing Committee on Professional Ethics and Appeals, which shall consider the case and make a recommendation to the Governing Board. The appellant may, in person or by mail, present evidence in his/her own behalf to the ~~Committee or the Governing Board~~. The decisions of the Governing Board shall be delivered to appellants in writing, and shall be final.

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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

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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.³² Such ~~These~~ Bylaws may be adopted, amended, or repealed by a two-thirds ~~vote majority of those voting at an annual meeting of the Council at the Annual Meeting, or by a two-thirds vote of the Council in a mail ballot,~~ provided that in either case notice of the proposed action shall have been ~~sent to each voting member of~~ given to the Council ~~and to the membership,~~ or presented at an annual meeting of the Council, at least two months ~~and not more than fifteen months~~ before the vote. (*Constitution 12. Bylaws*)

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.³³

³² The Council may enact bylaws that interpret and implement this Constitution. (*Constitution 12. Bylaws*)

³³ *Constitution 11. Amendments.* This Constitution may be amended by a two-thirds majority of those members of the Society voting in a mail ballot. A ballot on a constitutional amendment must be held as part of the next annual election when requested by a two-thirds vote of the Council or by petition of at least five percent of the membership eligible to vote in an election.

ARTICLE XII. MISCELLANEOUS PROVISIONS³⁴

Section 1. Fiscal Year. The fiscal year of the Society shall be runs from July 1 to June 30.³⁵ (*Bylaw 10. Budget*)

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.

³⁴ *Constitution 14. Limitation.* The Society shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activity, which would prevent it from qualifying as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be mended ("Code"), or cause it to lose such status, or carry on any activity not permitted to be carried on by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Constitution 15. General Prohibitions. Notwithstanding any provision of the Constitution or Bylaws that might be susceptible to a contrary interpretation:

- a. the Ecological Society of America shall be organized and operated exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Code;
- b. no part of the net earnings of the Ecological Society of America shall, or may, under any circumstances inure to the benefit of, or be distributed to, any individual or other private persons, except to the extent that the Society may present merit-based awards, grants, or fellowships that are consistent with the objectives of the Society as described in Article 2;
- c. no substantial part of the activities of the Ecological Society of America shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as otherwise permitted by Section 501(c)(3) of the Code;
- d. the Ecological Society of America shall not participate in, or intervene in (including the publishing or distributing of statements concerning) political campaigns on behalf of (or in opposition to) any candidates for public office;
- e. the Ecological Society of America shall not be organized for profit;
- f. the Ecological Society of America shall not:
 - 1) lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest;
 - 2) pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
 - 3) make any part of its services available on preferential bases;
 - 4) make any purchase of securities or any other property for more than adequate consideration in money or money's worth;
 - 5) sell any securities or other property for less than adequate consideration in money or money's worth;
 - 6) engage in any other transaction that results in substantial diversion of its income or corpus to any officer, employee, member of the Council, or substantial contributor to the Society.

Constitution 16. Distribution upon Dissolution. In the event of dissolution or final liquidation of Ecological Society of America, all of the remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of Ecological Society of America and for necessary expenses thereof be distributed to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Council shall determine. In no event shall any of such assets or property be distributed to any individual member, director, or officer or any private individual.

³⁵ *Bylaw 10. Budget.* Prior to the end of the fiscal year, an annual budget shall be prepared by the Executive Director in consultation with the Vice President of Finance, and shall be submitted to the Governing Board for interim approval at its spring meeting. The interim budget shall be presented to Council for approval at its annual meeting. The Council may modify the budget prior to giving approval. No Financial obligation against the Society may be contracted by any officer or member except as specified in the annual budget or interim budget, or as provided by special action of the Governing Board.

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STANDING COMMITTEES: This text will be relocated from the Bylaws to a *Committee, Section & Chapter Manual* that includes committee charters and procedures. The underlined sections indicate where the governing board has authority. ~~Strikethroughs~~ indicate committees that are no longer operational and/or deemed necessary.

Bylaw 11.1 Standing committees that report to the Vice President for Finance.

- A) **Audit Committee.** The Audit Committee provides independent oversight and evaluation of the annual audit and audit process, and recommends approval or modification of the annual audit to the Governing Board. It is composed of three Governing Board members who serve two-year overlapping terms.
- ~~B) **Development Committee.** The Development Committee is responsible for oversight of and strategies for Society fund-raising activities. The Executive Director and the senior development staff position are non-voting, ex officio members of this Committee.~~

Bylaw 11.2. Standing committees that report to the Vice President for Science.

- A) **Meetings Committee.** The Meetings Committee is responsible for developing the annual meetings over a five-year planning timeline. The committee is co-chaired by the immediate past Program Chair (appointed by the Governing Board) and the Future Meetings Chair (appointed by the Vice President for Science to a three-year term). The President and Secretary of ESA are ex officio members. Other members of the committee include the current and future designated Program Chairs, the current, immediate past and future designated Local Hosts, the Chair of the Student Section, and others as appointed.
- B) **Science Committee.** The Science Committee is responsible for identifying and publicizing research opportunities, needs and priorities in ecology. The Committee should attempt to identify emerging concepts and concerns within ecology, topics in need of synthesis through interaction of ecologists belonging to different subdisciplines, and opportunities for productive exchanges and integration with disciplines outside ecology. The Committee could promote activities to develop these areas by promoting focused meetings of the Society or its sections, formation of new sections, holding workshops, sponsoring special publications and encouraging outreach to other professional societies. The Committee should make recommendations to the Governing Board concerning current and future activities that would foster the advance of the field and serve the needs of the various sectors of the profession. The Committee makes recommendations to the Governing Board on proposals for ESA sponsorship of external research programs.

The Science committee is also responsible for guiding and overseeing the ESA's Office of Science Programs, the goal of which is to promote the continued development of ecological science and its integration into decision-making and education. The Committee provides active oversight of the Office of Science Programs by identifying potential projects, evaluating proposed projects, and assisting in the implementation and assessment of the projects that are undertaken. The Committee facilitates communication and collaboration between the Office of Science Programs and the rest of the Society, working closely with the Public Affairs and Education Committees, corresponding ESA staff and the ESA membership. The Science Committee is chaired by the Vice President for Science, and the ESA Executive Director and the Science Director shall be non-voting, ex-officio committee members.

- C) **Vegetation Classification Panel.** The Vegetation Classification Panel is responsible for (1) facilitating and supporting the development, implementation, and use of a standardized vegetation classification for the United States; (2) guiding professional ecologists in defining and adopting standards for vegetation sampling and analysis in support of the classification; (3) collaborating with partner organizations to maintain scientific credibility of the classification through oversight of a peer review system; and (4) promoting and facilitating international collaboration in development of vegetation classifications and associated standards.

Bylaws 11.3 Standing committees that report to the Vice President for Public Affairs.

- ~~A) **International Relations Committee.** The International Relations Committee is responsible for supporting and promoting the activities and objectives of the Society in other countries; fostering relationships with regional, national and international ecological organizations; advising the Society on ways to enhance conditions for ecologists and ecological research in developing countries; and advising the Society on global issues of importance to the Society.~~
- B) **Public Affairs Committee.** The Public Affairs Committee is responsible for developing and overseeing the public affairs program of the Society. The Vice President for Public Affairs serves as Chair of this committee. The President of the Society shall be a voting, *ex officio* member, and the Executive Director and the Associate Director for Public Affairs shall be non-voting, *ex officio* members.

Bylaw 11.4. Standing committees that report to the Vice President for Education and Human Resources.

- A) **Awards Committee.** The Awards Committee is responsible for selecting candidates for all honorary awards of the Society and for recommending candidates for other awards for which ecologists may be eligible. Subcommittees are established for specific sets of awards as described below. The Committee shall be composed of a Chair and Subcommittee Chairs appointed to overlapping three-year terms (except for the MacArthur Award Chair, who shall serve for four years). The subcommittees are: (1) The Buell Award and Braun Award Subcommittee; (2) The Cooper Award Subcommittee; (3) The

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Corporate Award Subcommittee; (4) The Eminent Ecologist Award and Distinguished Service Citation Subcommittee; (5) The Honorary Member Subcommittee; (6) The MacArthur Award Subcommittee; (7) The Mercer Award Subcommittee; (8) The National and International Awards Subcommittee; and (9) The Fellows Selection Subcommittee. The names of candidates selected for awards shall be reported to the Chair of the Awards Committee, who shall forward them to the Secretary no later than two months before the date of the Annual Meeting of the Society, for approval by the Governing Board.³⁶ In addition to the Chair, each Subcommittee shall generally consist of six members with overlapping, two-year terms.

- B) Committee on Diversity and Education.** The Committee on Diversity and Education guides and helps implement the Society's efforts 1) to raise the public's awareness and understanding of ecology, 2) to ensure the continuing supply of new ecologists, and 3) to create a scientific environment that embraces diversity and allows all professionals to flourish. The Vice President for Education and Human Resources serves as Chair of the Committee. The President of the Society shall be a voting, ex officio member, and the Executive Director and an education staff designee of the Executive Director shall be non-voting, ex officio members. The Committee is responsible for promoting excellence in ecology education at all levels, and for developing and overseeing the education programs of the Society. The Committee is also responsible for development of programs to enhance recruitment, training and retention of women and minorities in the ecological sciences, and to encourage equitable treatment and representation of all ecologists, regardless of gender, age, race, sexual orientation or cultural background.
- C) Grants and Fellowships Committee.** ~~The Grants and Fellowships Committee is responsible for selecting candidates for grants and fellowships disbursed by the Society. It reviews policy and recommends guidelines for the acceptance and use of gifts to the Society that are to be used for grants and fellowships. The names of candidates selected for grants and fellowships shall be forwarded to the President and Secretary for approval by the Governing Board.~~³⁷
- D) Professional Ethics and Appeals Committee.** The Professional Ethics and Appeals Committee is responsible for reviewing ethical issues of concern to members of ESA and keeping the members informed about these issues. It proposes to the

³⁶ *Bylaw 17. Awards.* The Society authorizes and sponsors awards, to be given at specified times, to recognize achievements in and contributions to the field of ecology. Candidates for awards must be approved by the Governing Board from a list of nominees submitted by the Awards Committee. With the exception of The Honorary Membership Award, individuals are eligible for awards of the Society regardless of nationality or place of residence. No individual may receive the same award more than once.

The awards of the Society are: 17.1. The E. Lucy Braun Award, given annually for the outstanding poster presented at the Annual Meeting of the Society by an undergraduate or graduate student or a person with a doctorate who has completed defense of thesis within the previous nine months. | 17.2. The Murray F. Buell Award, given annually for the outstanding paper presented orally at the Annual Meeting of the Society by an undergraduate or graduate student or a person with a doctorate who has completed defense of thesis within the previous nine months. | 17.3. The William Skinner Cooper Award, given annually to the author or authors of a recent publication in ecology with special emphasis on geobotany, physiographic ecology, plant succession, or the distribution of plants along environmental gradients. | 17.4. The Corporate Award, given to a corporation or business (or a division, program or individual of such) for demonstrated accomplishments in incorporating sound ecological concepts, knowledge, and/or practices into its planning and operating procedures. To be eligible, an organization must have a primary mission other than the accomplishment for which the award is to be given. Under special circumstances an "Award of Special Recognition" may be given to a corporation or business or for a program that does not fit the established criteria, but is still deemed to be deserving of recognition. | 17.5. The Distinguished Service Citation, given to an ecologist for long and distinguished service to the Society, to the larger scientific community, or to the larger purpose of application of ecology in the public welfare. | 17.6. The Eminent Ecologist Award, given to a senior ecologist for sustained and distinguished contributions to ecology. | 17.7. The Honorary Member Award, given to a distinguished ecologist, not a citizen or long-term resident of the United States or Canada, for exceptional contributions to ecology. | 17.8. The Robert MacArthur Award, given biannually to an established ecologist in mid-career for meritorious contributions to ecology, in the expectation of continued outstanding ecological research. | 17.9. The George Mercer Award, given annually to a younger ecologist (under 40 years of age) for an outstanding paper published within the past two years. | 17.10. The ESA Eugene P. Odum Award for Excellence in Ecology Education, given annually to recognize an ecologist for outstanding work in ecology education.

³⁷ *Bylaw 18. Grants and Fellowships.* The Society may award grants and fellowships on the basis of scientific merit, demonstrated need, and other criteria as designated for specific grants. Applications for these awards must be solicited in the *Bulletin* and shall be evaluated by the Grants and Fellowships Committee. Nominees must be approved by the Governing Board.

The grants and fellowships of the Society are: | 18.1. The Robert H. Whittaker Travel Fellowship, given to outstanding foreign ecologists to help defray costs of travel to the United States for visiting colleagues and/or for attending an Annual Meeting of the Society. | 18.2. The Forrest Shreve Student Research Fund, given for either basic or applied ecological research on deserts of the southwestern United States and/or northwestern Mexico.

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Governing Board modifications of the Code of Ethics as needed, and serves as a liaison to the Professional Society Ethics Group of AAAS. It advises the President and Governing Board any time someone informs them of ethical misconduct by a member of ESA, and, if so directed by the Governing Board or the Vice President for Human Resources, carries out investigations of ethical misconduct and, if appropriate, proposes sanctions to the Governing Board. The Committee considers appeals by individuals who are denied membership or certification and forwards recommendations to the Governing Board. At least one of the Committee members must be a Certified Senior Ecologist.

Bylaw 11.5 Standing committees that report to the Secretary.

- A) **Historical Records Committee.** The Historical Records Committee is responsible for supervising the collection and preservation of records to be deposited in the Society archives.³⁸

³⁸ *Bylaw 15. Archives.* The Society shall maintain archives in which shall be deposited the historical records of the Society. These records shall include complete sets of the journals, important documents, papers of the officers, and other appropriate memorabilia. It is the duty of each officer, upon completion of term of office, to forward copies of official papers to the society archives. The Society archives shall be located at the University of Georgia.