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*[Placeholder document, pending changes following approval of proposed bylaws. Add date.]*

## ESA Articles of Incorporation

### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE ECOLOGICAL SOCIETY OF AMERICA, INCORPORATED

The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, supersede and take the place of the heretofore existing Articles of Incorporation, and all amendments thereto, of The Ecological Society of America, Incorporated.

#### ARTICLE I: NAME

The name of the Corporation is **THE ECOLOGICAL SOCIETY OF AMERICA, INCORPORATED**, hereinafter referred to as the “Society”.

#### ARTICLE II: EXISTENCE

The Society is created as a nonprofit, nonstock Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. The Society’s period of existence shall be perpetual.

#### ARTICLE III: PURPOSES

The Society is organized exclusively for scientific and educational purposes to: (1) promote ecological science by improving communication among ecologists through publication of journals and holding meetings; (2) raise the public’s level of awareness of the importance of ecological science and ensure the continuing supply of new ecologists through educational and outreach activities; (3) increase the resources available for the conduct of ecological science through efforts of the membership in both the private and public sectors; and (4) ensure the appropriate use of ecological science in environmental decision-making by enhancing communication between the ecological community and policy makers at all levels of government and the private sector; provided, however, that all of the foregoing purposes are within the meaning of Section 501(c)(3) of the internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the “Code”).

#### ARTICLE IV: POWER

The Society shall have all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin, provided however that such powers may be exercised only to further the purposes stated in Article III above, and further provided that:

1. no part of the net earnings of the Society inure to the benefit of any private individual, except that the Society may pay reasonable compensation for services rendered and may make payment and distributions in furtherance of its purposes stated in Article III above;
2. no substantial part of the activities of the Society be the carrying on of propaganda, or otherwise attempting to influence legislation;

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3. the Society not participate in, or intervene in (including the publishing or distributing of statements) any potential campaign on behalf of any candidate for public office; and
4. notwithstanding any other provision of these Articles, the Society not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

### **ARTICLE V: MEMBERSHIP**

Membership in the Society will be as set forth in the Constitution of the Society.

### **ARTICLE VI: BOARD OF DIRECTORS**

The affairs of the Society shall be managed by a Board of Directors, referred to as “Council” in its Constitution and Bylaws. The number of Directors and their manner of election or appointment and their terms of office shall be as provided in the Constitution of the Society, but the number of Directors shall not be less than three.

### **ARTICLE VII: PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the Society in Wisconsin is located in Oneida County, Wisconsin, and its mailing address is:

One East Main Street  
P.O. Box 2719  
Madison, WI 53701-2719

and the name and address of its current Registered Agent is:

LaFollette Godkrey + Kahn  
One East Main Street  
P.O. Box 2719  
Madison, WI 53701-2719

### **ARTICLE VIII: DISSOLUTION**

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner or to such organization or organizations which are 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 Board of Directors shall determine.

### **ARTICLE IX: AMENDMENT**

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

### **ARTICLE X: RECORDING**

This document shall be recorded in Oneida County, Wisconsin.

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*[Placeholder document, pending Council Approval]*

## ECOLOGICAL SOCIETY OF AMERICA

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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

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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**

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**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.



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**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. 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

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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;

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- (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

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**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.

### STATEMENT OF COUNCIL RESPONSIBILITIES

The ESA Council is a representative body that includes leadership from the disciplinary and geographic units and reflects the diversity of ESA's members. The Council has three core roles: serve as the voice of the membership, convenes ESA leaders, and function as a governance check-and-balance. The Council works together with the Governing Board and management to advance ESA's mission.

**Composition:** The Council is chaired by the ESA President and brings together many perspectives. It is comprised of all Governing Board members, chairs of Chapters, Sections, Standing Committees, and Board of Professional Certification, with journal Editors-in-Chief serving in non-voting ex-officio roles.

**Meetings:** The Council meets in-person once a year at the Annual Meeting and virtually as needed. This Council business meeting is open to all members of the Society. Section, Chapter, and Committee chairs may appoint proxies to attend and vote at Council meetings.

#### **Responsibilities:**

- Receive annual reports from management, Sections and Chapters, Standing and Special Committees, Board of Professional Certification, Editors-in-Chief, and recipients of long-range planning grants.
- Stay abreast of the Society's finances, strategy, and priorities, and bring questions and suggestions on these to the Governing Board.
- Is a venue for members to raise important issues. To bring an issue before Council, members must submit a petition signed by 1% of voting members at least 30 days before the Council's annual business meeting. The Council may delegate further action to the Governing Board.
- Approve the establishment and dissolution of Sections and Chapters. The Council shall rely on the [Chapter & Section Leadership Manual](#) for guidelines and seek to balance member participation with financial and human resources.
- Remove a member of the Governing Board, which requires approval from 2/3 of all Council members.
- Amend the Bylaws. The Council has ultimate authority over the Bylaws in keeping with the following process:
  1. The Council and/or Governing Board may propose changes to the Bylaws with at least 2 months advance notice to Council and the membership.
  2. Members may propose changes or respond to proposed changes with a petition signed by at least 5% of voting members and submitted at least 1 month in advance of the vote.
  3. Any Bylaws changes require approval from 2/3 of all Council members.

## ESA Policies & Procedures Handbook

**Support:** The Council has an electronic portal to support and enable Council members to carry out their duties. The portal contains background documents, agenda materials, and relevant presentations. New members of the Council are provided a login to the system, and training is available through the ESA Membership office.

Important links for Council members include:

- Portal: <http://community.esa.org/group.htm?mode=home&igid=30741>. Click the All Groups tab in the navigation bar to access Council, Section, and Chapter resources.
- Chapter & Section Leadership Manual: <https://www.esa.org/esa/wp-content/uploads/2016/03/2018-chair-guidelines.pdf>

Staff support for Council is provided by:

- Jonathan Miller ([jon@esa.org](mailto:jon@esa.org)), Director of Membership & Communications, who serves as the portal administrator and is available to help Council members manage documents.
- George Stephan ([george@esa.org](mailto:george@esa.org)), Governance Assistant in the Executive Office, who is the primary contact for Council members for all other inquiries, including meeting logistics.

*For additional reference, see the Bylaws, Amended [date]. [Add hyperlink to website once posted.]*

## STATEMENT OF GOVERNING BOARD RESPONSIBILITIES & EXPECTATIONS

### **Collective Board Responsibilities**

1. Set direction by
  - formulating the mission and providing a strong vision for the organization; and
  - establishing the goals of the Society, and then delegating the details of accomplishing these goals to volunteers, the Executive Director, and by extension the professional staff.
2. Ensure adequate resources by
  - providing and helping to identify the external resources necessary to accomplish these goals; and
  - hiring a single employee, the Executive Director, who is tasked with advancing the mission and achieving the goals set by the Governing Board (Professional staff are hired and supervised by the Executive Director).
3. Provide oversight by
  - assessing the Society's progress in reaching goals established by the Governing Board (If the Governing Board thinks something is not functioning optimally or goals are not being achieved, it should use the oversight function of the Executive Director to ask tough questions and hold the Executive Director accountable. The Governing Board should not move into an operational or management role as a body.);
  - evaluating financial policies, approving the annual budget, and reviewing periodic financial reports;
  - exercising its legal responsibility for the Society, and ensuring compliance with federal and state regulations; and
  - supporting, evaluating, and, as necessary, terminating the Executive Director. An extensive performance review process is carried out by the President, President-elect, and two other Governing Board members each year.
4. Managing itself and ESA's governance system by
  - Orienting new Governing Board members, and assessing Governing Board performance; and
  - Maintaining up-to-date governance structures, policies, and procedures related to elections and to committees, sections, and chapters.

*For additional reference, see the Bylaws, Amended [date]. [Add hyperlink to website once posted.]*



## ESA Policies & Procedures Handbook

Additional Functions: According to ESA bylaws, the Governing Board is also responsible for:

Membership	<ul style="list-style-type: none"><li>• Determining classes of membership and terminates individual memberships</li><li>• Acting on recommendations from the Professional Ethics &amp; Appeals Committee related to ethical misconduct</li></ul>
Finances	<ul style="list-style-type: none"><li>• Approving the budget and annual dues</li></ul>
Annual Meeting	<ul style="list-style-type: none"><li>• Designating the time and place of Annual Meeting</li></ul>
Governing Board	<ul style="list-style-type: none"><li>• Filling vacancies on the Governing Board between elections</li><li>• Establishing Election Procedures</li></ul>
Committees, Sections & Chapters	<ul style="list-style-type: none"><li>• Establishing and maintaining Committee, Section &amp; Chapter Manuals</li><li>• Approving and coordinating the work of standing and special committees through the Vice Presidents and Presidents</li><li>• Approving Section and Chapter Bylaws and amendments</li><li>• Receiving and, as needed, acting on annual reports from Officers, Executive Director, and Sections, Chapters, and Committees</li></ul>
Publications	<ul style="list-style-type: none"><li>• Appointing the Editors-in-Chief, and establishing guidelines for the Publications Committee to evaluate the Editors-in-Chief</li></ul>
Certification	<ul style="list-style-type: none"><li>• Approving policies and procedures related to certification, and reviewing and deciding appeals of those denied certification</li></ul>
Awards	<ul style="list-style-type: none"><li>• Approving awards, grants, and fellowships</li></ul>

### **Expectations of *Individual Governing Board Members***

All members of the Governing Board are expected to fulfill the following requirements:

- Be informed regarding the business of the Society and exercise independent judgment for the benefit of the organization.
- Participate in all scheduled meetings of the Board, in-person and electronically. In order to prevent financial duress for Governing Board members, support for travel is provided as outlined in the Meeting Travel & Reimbursement Policy.
- Be familiar with the bylaws and other governance policies and procedures of the Society, adhere to the content of these documents, and act accordingly.
- Disclose any conflicts of interest. Conflicts are not inherently bad, but they must be openly disclosed. Governing Board members will be reminded of the policy at the beginning of each meeting, and the Conflict of Interest Policy Agreement Form must be signed each year.
- Maintain confidentiality. Confidentiality permits creation of a climate of trust, which ensures that all Governing Board members feel comfortable sharing their opinions.

## ESA Policies & Procedures Handbook

- The *deliberations* of the Board must remain confidential, unless the Governing Board specifically decides otherwise. This includes the specific statements and opinions of Governing Board members.
- The *decisions* of the Board, are not confidential. Minutes of the meetings, prepared by the Secretary, are made publicly available (published in the ESA Bulletin) and represent the only official public record of meetings of the Board.
- The content of *executive sessions* is explicitly confidential, except for the outcome of any votes as documented by the Secretary in the minutes. The expectation of confidentiality remains during non-executive sessions.
- Note: In the case of legal action taken against the Society, personal notes, emails, and communications of Governing Board members could be subpoenaed. This should be taken into account when documenting or communicating Governing Board activities and decisions.
- Be a team player yet maintain their independent thoughts and opinions. Maintain civility during governance discussions. Support the actions of the Governing Board. While each Governing Board member has a vote, once the vote is taken, all members must all support the final decision to ensure the success of the ESA.
- Support the Executive Director.
- Serve as a member of the ESA Council.
- Be responsive to and represent the members. Exhibit a passion for the mission of the Society and care and concern for the needs of the community the Society serves.

### Legal Responsibilities of Nonprofit Board Members

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties that would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

- **Duty of Care:** The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.
- **Duty of Loyalty:** The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.
- **Duty of Obedience:** The duty of obedience requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public’s trust that the organization will manage donated funds to fulfill the organization’s mission. This duty also requires board members to obey the law and the organization’s internal rules and regulations.

Source: “Board Responsibilities & Structure—FAQs” (BoardSource © 2016)

## ELECTED OFFICER POSITION DESCRIPTIONS

### General Guidelines

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- All members of the Governing Board – presidents, vice presidents, secretary, and members-at-large – share a collective responsibility for ESA. (*See Statement of Governing Board Responsibilities & Expectations.*)
- The officers of the board – presidents, vice presidents, and secretary – have additional leadership duties, primarily related to supporting the Governing Board and managing a portfolio of specific standing committees. (*See Committee Leadership Manual.*)
- Officers serve as liaisons between their designated standing committees and the Governing Board, and they help align committee work with ESA’s strategic plan and annual priorities. (The Governing Board members-at-large are ex officio, voting members of the Nominations Committee and the Long Range Planning Grants Committee.)
- Vice Presidents and the Secretary nominate standing committee chairs, and the President appoints them. Standing Committee chair nominate their committee members, and the Vice President appoints them. The President and Executive Director serve as ex officio, non-voting members of all standing committees.
- Vice Presidents and the Secretary work closely with the Executive Director and program directors in an advisory capacity to help shape policy and strategy and to support implementation of major programs.
- Officers do not have the authority to make financial commitments on behalf of ESA, unless specified in the annual budget or otherwise approved by the Governing Board.

For additional reference, see the Bylaws, Amended [date]. **[Add hyperlink to website once posted.]**

### Presidents

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#### President

- Serve as primary spokesperson for the Society in collaboration with the Executive Director
- Chair the Governing Board
- Committees
  - Appoint standing committee chairs based on nominations from designated Vice President or Secretary
  - As needed, charge standing committees through Vice President or Secretary to whom the committee reports
  - Appoint special committees, including – when needed – Transition & Search Committee for Executive Director (*See also Transition Plans for ESA*)
  - Serve as non-voting, ex-officio member of standing committees

## ESA Policies & Procedures Handbook

- Serve as a voting member of the Executive Review & Compensation Committee and appoint additional Governing Board members
- Receive reports from whistleblowers and coordinate investigations, and receive and investigate complaints of ethical or sexual harassment concerning the Executive Director  
(See also *Whistleblower Protection Policy*)

### **President-elect**

- Assume duties of the President if President is not able to do so
- Chair the Governing Board if President is not able to do so
- Serve on the Nominations Committee and Executive Review & Compensation Committee

### **Past President**

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

## **Vice Presidents**

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### **Vice President for Finance**

In collaboration with the Executive Director and Chief Financial Officer,

- Develop fiscal and investment policy
- Review annual budget
- Conduct long-term fiscal planning
- Oversee business, finances, and management of Society

### **Vice President for Science**

- In collaboration with the Executive Director and Associate Director of Science, provide guidance related to policy and strategy of ESA's scientific programs
- Chair the Committee on Science
- Represent the following work groups on the Governing Board:
  - Science Committee
  - Meetings Committee
  - Publications Committee
  - Editors-in-Chief of Society journals
  - Vegetation Classification Panel
- Recommend chairs for the above committees and Panel, to be appointed by the President
- Appoint members to the above committees, based on nominations from committee chairs

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

- In collaboration with the Executive Director and Director of Public Affairs, shape policy and strategy related to public affairs, international affairs, and public policy
- Chair the Public Affairs Committee

## ESA Policies & Procedures Handbook

- Appoint members to the Public Affairs Committee
- Represent the Public Affairs Committee on the Governing Board

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

- In collaboration with the Executive Director and Director of Education & Diversity Programs, shape policy and strategy related to ESA education programs and ESA's activities around recruitment, professional development, and recognition of members
- Chair the Committee on Diversity and Education
- Represent the following work groups on the Governing Board:
  - Committee on Diversity and Education
  - Awards Committee
  - Professional Ethics and Appeals Committee
  - Board of Professional Certification
- In collaboration with the President and Professional Ethics & Appeals Committee Chair, address complaints about ethical misconduct (*See also Procedures for Ethical Complaints*)
- Recommend chairs for the above standing committees, to be appointed by the President (excluding the Board of Professional Certification)
- Appoint members to the above standing committees, based on nominations from the committee chairs (excluding the Board of Professional Certification)

### **Secretary**

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- In collaboration with the Executive Director, keep records of meetings, policies, and procedures related to the Governing Board and Council
- Report Governing Board actions to the Council
- In collaboration with the President and Executive Director, develop Governing Board and Council agendas
- Oversee election process upon completion of the work of the Nominations Committee (*See also Nominations & Elections Manual*)
- Chair the Teller's Committee
- Represent the following committees on the Governing Board:
  - Teller's Committee
  - Historical Records Committee
- Recommend chair for Historical Records Committee, to be appointed by the President
- Appoint members to the Historical Records Committee, based on nominations from the committee chair
- Maintain familiarity with the Bylaws and Policies & Procedures Handbook (*See also Bylaws and Policies & Procedures Handbook*)

### **MEETING & TRAVEL REIMBURSEMENT POLICY – GOVERNING BOARD MEMBERS**

1. Governing Board members will be reimbursed for 2 hotel room nights, with receipts, at the annual meeting.
2. Expenses in connection with authorized travel for ESA will be reimbursed upon the presentation of properly prepared vouchers signed by the claimant and approved by the ESA Executive Office. All expense reimbursement requests over \$25 must be accompanied by receipts. Requests over \$25 without receipts will not be honored.
3. ESA prefers that its travel agent be used for airline reservations. Advanced purchase, economy class airfares must be used. Exceptions must be discussed and authorized by the Executive Director in advance of purchase; without approval, airfare reimbursements will be equivalent to advance purchase, economy fares. Any costs associated with changing travel arrangements after the initial reservations have been made will not be covered unless the change is a result of program rescheduling and/or reassignment.
4. Expenses for ground transportation (cabs, buses, shuttles, etc.) associated with the travel will be reimbursed to the traveler at actual cost. The use of rental cars in lieu of public transportation is generally not allowed; exceptions must be pre-authorized by the Executive Director or Program Director.
5. Lodging expenses will be reimbursed at the single room rate. Accommodations will be at designated ESA meeting hotels when applicable. Cancellation costs associated with room cancellation will not be covered unless the cancellation is at the request of ESA.
6. Actual expenses for meals will be reimbursed when accompanied by receipts up to a maximum of \$65 for each calendar day. Dates and times of departure and return must be entered on an ESA travel voucher form in order to receive the full reimbursement.
7. Personal expenses such as laundry, valet, travel insurance, entertainment, telephone calls and internet connection charges etc. are not allowed.
8. Registration for meetings will be reimbursed at the early rate only.
9. Properly prepared vouchers signed by the claimant must be submitted within 90 days of the final day of travel. Vouchers submitted after 90 days will not be honored. Exceptions must be discussed and authorized by the Executive Director.
10. The ESA reserves the right to deny reimbursement for any charges deemed inappropriate or excessive.

# ESA Policies & Procedures Handbook

*Approved by the Governing Board November 12, 2019*

## COMMITTEE LEADERSHIP MANUAL

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### INTRODUCTION: COMMITTEE STRUCTURE & GUIDELINES

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Thank you for serving as the chair of a Standing or Special Committee. Your position comes with great opportunity and responsibility. During your term, you will work with fellow ESA members and professional staff who share a commitment to advancing the work of your committee, the Society, and the field.

**Role of Committees:** ESA committees support the Governing Board and Council in advancing ESA's mission and goals. Through committees, members help inform ESA programs and policies by working alongside the professional staff. The figure below provides an overview of ESA's Standing Committee structure.

**Chair Responsibilities:** As the chair, you will be a leader and steward on behalf of the committee, as well as a member of ESA's Council. Your responsibilities include:

- Recruiting and nominating committee members, with approval from the Vice President when appropriate
- Developing a committee work plan
- Designing and facilitating committee meetings, with support from the professional staff
- Working with staff to keep the Governing Board informed, via the designated Vice President as needed and/or in-person upon request
- Drafting your committee's report for The Annual Report to Council
- Serving as a member of ESA's Council and representing your committee

**Composition:** To provide communication and coordination between the Governing Board, committees, and management, all Standing and Special Committees include the President and the Executive Director as ex officio, non-voting members. A staff person is also assigned to support each committee. All committee chairs and members serve 3-year terms (renewable once) unless otherwise noted.

### Finances & Long-Range Planning Grants

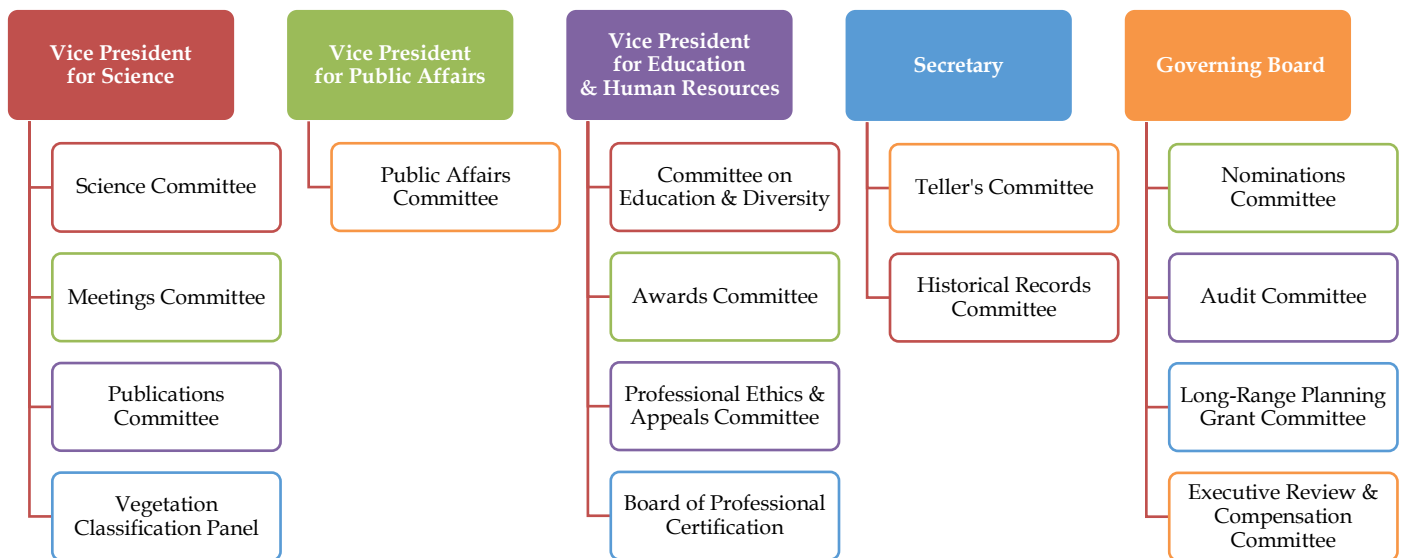
- Finances: The Governing Board approves the ESA annual budget, which includes allocations to committee activities. Funds are generally managed by a staff director supporting the work of the committee.
- Long-Range Planning Grants: The annual ESA budget also contains funds for projects that move the Society towards its long-range planning goals. Standing Committees, as well as Sections & Chapters, are eligible to apply for these grants. The call for proposals is issued in December; sent directly to Section, Chapter, and Committee Chairs; and includes the

## ESA Policies & Procedures Handbook

application form and awards criteria. Generally due in February, proposals are evaluated by the Long-Range Planning Subcommittee and announced in May. Funds are made available July 1. Chairs must submit progress grant reports for The Annual Report to Council.

**Guidelines:** This Committee Leadership Manual includes general committee policies and procedures, committee charters, and additional guidelines for managing your committee. If you have any questions, please contact the designated staff person or Catherine O’Riordan, ESA Executive Director, at [coriordan@esa.org](mailto:coriordan@esa.org).

For additional reference, see the Bylaws, Amended [date]. [Add hyperlink to website once posted.]



### STANDING COMMITTEE REPORTING TO VICE PRESIDENT FOR SCIENCE

*Diane Pataki (2019 – 2022): [diane.pataki@utah.edu](mailto:diane.pataki@utah.edu)*

#### 1. Science Committee

**Purpose:** The ESA Science Committee seeks to advance the Society’s mission and goals through identifying and publicizing research opportunities, needs and priorities in ecology. The Science Committee’s key functions include identifying:

- Emerging concepts and concerns within ecology,
- Topics in need of synthesis through interaction of ecologists belonging to different subdisciplines,
- Opportunities for productive exchanges and integration with disciplines outside ecology, and
- Activities that would advance ecology and serve the needs of the various sectors of the profession.



## ESA Policies & Procedures Handbook

Composition Requirements: Chaired by the Vice President for Science

### 2. Meetings Committee

Purpose: The ESA Meetings Committee seeks to advance the Society's mission and goals through convening ecologists. The Committee is responsible for supporting the Governing Board and management in long-term strategy and planning for the Annual Meeting. The Meetings Committee is responsible for:

- Ensuring that the Annual Meeting remains relevant to scientists, meets the needs of Society members, and furthers the Society's goals.
- Prioritizing the revenue targets established by the Governing Board when planning future Annual Meetings.
- Recommending guidelines related to the Annual Meeting.
- Annually reviewing the results of the Annual Meeting.

Composition Requirements:

- Co-chaired by immediate past Program Chair (appointed by the President) and the Future Meetings Chair (appointed by the President to a three-year term)
- Other designated members include
  - Current and future designated Program Chairs;
  - Current, immediate past, and future designated Local Hosts;
  - Chair of the Student Section; and
  - Others as appointed.
- Ex Officio (non-voting): President and Executive Director

#### **Program Subcommittee**

Purpose: The Program Subcommittee is responsible for developing the current year's Annual Meeting program over a 14-month planning timeline. The Subcommittee works closely with the Associate Director of Conventions & Meetings.

Composition Requirements:

- Current, past and future Program Chairs
- Current Local Host

### 3. Publications Committee

*See also Policies & Procedures Handbook, Section 9: Journals & Publications.*

Purpose: The ESA Publications Committee works on behalf of the Governing Board to advance the Society's mission and goals through the dissemination of scholarly research via the journal publication program. The Publications Committee is responsible for:

- Advising the Editors-in-Chief and Governing Board on publication strategy, assessing relevant publication metrics, and recommending future projects, strategic initiatives, and direction.
- Ensuring that guidelines are created to address issues and meet the needs of the Editors-in-Chief, authors, reviewers, and publications staff.
- Reviewing the performance of Editors-in-Chief who are candidates for reappointment (at the end of each 3-year term) and providing a list of recommended candidates to the Governing Board when Editor-in-Chief positions become vacant.

## ESA Policies & Procedures Handbook

- Reviewing the operations and strategy of the Society's journals and recommending changes to publication policy in consultation with Editors-in-Chief, ESA publications staff, and the Society's publisher.

Composition Requirements: NA

### 4. **Vegetation Classification Panel** [\(ESA website link\)](#)

*The work of this panel is funded by government grants and, as such, it is not an ESA program.*

Purpose: The ESA Panel on Vegetation Classification provides impartial scientific expertise to agencies and partners, and represents the expertise of professional ecologists spanning academic, agency, and non-governmental sectors. The Panel is responsible for:

- Facilitating and supporting the development, implementation, and use of a standardized vegetation classification for the United States;
- Guiding professional ecologists in defining and adopting standards for vegetation sampling and analysis in support of the classification;
- Collaborating with partner organizations to maintain scientific credibility of the classification through oversight of a peer review system; and
- Promoting and facilitating international collaboration in development of vegetation classifications and associated standards.

Composition Requirements: See the Panel's bylaws [\(ESA website link\)](#).

## STANDING COMMITTEES REPORTING TO VICE PRESIDENT FOR PUBLIC AFFAIRS

*Frank Davis (2017 – 2020): [fwd@bren.ecsb.edu](mailto:fwd@bren.ecsb.edu)*

### 5. **Public Affairs Committee** [\(ESA website link\)](#)

Purpose: The Public Affairs Committee works to advance the Society's mission and goals by guiding and helping to implement the public affairs program of the Society. The Public Affairs Committee is responsible for:

- Advising staff on policy and communications
- Providing input to ESA's policy priority guidelines
- Facilitating selection of the Annual Meeting Opening Plenary speaker, Regional Policy Award winner, and the Rapid Response Team luncheon speaker

Composition Requirements: Chaired by the Vice President for Public Affairs

## COMMITTEES REPORTING TO VICE PRESIDENT FOR EDUCATION & HUMAN RESOURCES

*Pamela Templer (2018 – 2021): [ptempler@bu.edu](mailto:ptempler@bu.edu)*

### 6. **Committee on Diversity and Education** [\(ESA website link\)](#)

Purpose: The Committee on Diversity and Education works to advance the Society's mission and goals by promoting excellence in ecology education at all levels and by creating a scientific environment that embraces diversity and allows all professionals to flourish. The Committee is responsible for

- Helping to identify and guide ESA's education programs:
- Shaping ESA programs to enhance recruitment, training and retention of women and minorities in the ecological sciences

## ESA Policies & Procedures Handbook

- Encouraging the equitable treatment and representation of all ecologists, regardless of gender, age, race, sexual orientation or cultural background.

Composition Requirements: Chaired by the Vice President for Education and Human Resources

## ESA Policies & Procedures Handbook

### 7. **Awards Committee** [\(ESA website link\)](#)

*See also Policies & Procedures Handbook, Section 3B: ESA Awards Manual.*

Purpose: The Awards Committee and its subcommittees work to advance the Society's mission and goals by recognizing achievements in and contributions to the field of ecology. The Awards Committee is responsible for selecting candidates for honorary awards of the Society and for recommending candidates for other awards for which ecologists may be eligible.

#### Composition Requirements:

- The chairs of all award subcommittees are members of the Awards Committee:
  1. Commitment to Human Diversity in Ecology Award Subcommittee
  2. Cooper Award Subcommittee
  3. Distinguished Service Citation Subcommittee
  4. Eminent Ecologist Award
  5. Honorary Member Award Subcommittee
  6. MacArthur Award Subcommittee
  7. Mercer Award Subcommittee
  8. Odum Award for Excellence in Ecology Education Subcommittee
  9. Shreve & Whittaker Awards Subcommittee
  10. Braun & Buell Awards Subcommittee
  11. Sustainability Awards Subcommittee (Sustainability Science Award & Innovation in Sustainability Science Award)
  12. Fellows and Early Career Fellows Selection Subcommittee
- Subcommittee Chairs are appointed to overlapping three-year terms, except for the MacArthur Award Chair, who shall serve for six years. In addition to the Chair, each Subcommittee shall generally consist of six members with overlapping, two-year terms.

### 8. **Professional Ethics & Appeals Committee**

Purpose: The Professional Ethics & Appeals Committee works to advance the Society's mission and goals by maintaining and enforcing ethical standards for ecologists. The Committee is responsible for reviewing ethical issues of concern to members of ESA and keeping the members informed about these issues. The Professional Ethics & Appeals Committee is responsible for:

- Proposing to the Governing Board modifications of the Code of Ethics and Code of Conduct for Events, as needed.
- Recommending Governing Board action to enforce the Code of Ethics and the Code of Conduct for Events, including:
  - Advising the President and Governing Board when informed of ethical or other misconduct by a member of ESA, and
  - If so directed by the Governing Board, carrying out investigations of ethical misconduct, and
  - If appropriate, proposing sanctions to the Governing Board.
- Considering appeals by individuals who are denied membership or certification and forwarding recommendations to the Governing Board.

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Composition Requirements: At least one member must be a Certified Senior Ecologist

### 9. Board of Professional Certification

([ESA website link](#))

Purpose: The primary objectives of the Society's Certification Program are (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.

The Certification Program is administered by the Board of Professional Certification, which is responsible for:

- Establishing a procedure for critical peer evaluation based upon defined minimum education, experience and ethical standards,
- Reviewing and approving applications for certifications, and
- Censuring, suspending, and revoking certifications.

Composition Requirements:

- *Members:* The Board of Professional Certification shall consist of seven members elected by the membership. 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.
- *Chair:* The Board of Professional Certification shall elect from its membership a Chair, who shall serve a one-year term and may be re-elected for additional consecutive terms.

Procedures:

- *Policies & Procedures:* The general procedures used for Certification must be approved by the Governing Board. (*More information about the certification process is on the [ESA website](#).)*
- *Appeals:* 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 decisions of the Governing Board shall be delivered to appellants in writing, and shall be final. (*More information about the appeals process is also on the [ESA website](#).)*

## STANDING COMMITTEES REPORTING TO THE SECRETARY

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*Jessica Gurevitch (2019 - 2022): [jessica.gurevitch@stonybrook.edu](mailto:jessica.gurevitch@stonybrook.edu)*

### 10. Teller's Committee

Purpose: The purpose of the Teller's Committee is to validate elections results for the Governing Board and Board of Professional Certification.

Composition Requirements:

- Chaired by the Secretary
- 2 additional members of the Society appointed by the President

### 11. Historical Records Committee

([ESA website link](#))

## ESA Policies & Procedures Handbook

Purpose: The Historical Records Committee is responsible for supervising the collection and preservation of records to be deposited in the Society archives.

Composition Requirements: NA

### STANDING COMMITTEES REPORTING TO THE GOVERNING BOARD

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#### 12. Nominations Committee

*See also Policies & Procedures Handbook, Section 6: Elections Procedures Manual.*

Purpose: The Nominations Committee shall be responsible for identifying at least two candidates for each elected position.

Composition Requirements:

- *Members:* Past President, President-Elect, 3 Members-at-Large of the Governing Board, and 2 additional members of the Society appointed by the President
- *Chair:* Past President

#### 13. Audit Committee

Purpose: The Audit Committee supports the work of the Governing Board by providing independent oversight and evaluation of the annual audit and audit process, and recommending approval or modification of the annual audit to the Governing Board.

Composition Requirements:

- 3 Governing Board members who serve two-year overlapping terms
- The Chair and members of the Audit Committee are appointed by the Governing Board.

#### 14. Long-Range Planning Grants Committee

*See also long-range planning guidelines and examples ([ESA website link](#)).*

Purpose: The Long-Range Planning Grants Committee is responsible for evaluating proposals from Sections, Chapters, and Standing Committees and recommending funding levels to the Governing Board.

Composition Requirements: 3 Governing Board members-at-large, ex officio

#### 15. Executive Review & Compensation Committee

*See Policies & Procedures Handbook, Section 5B: Executive Director Performance Evaluation Process.*

Purpose: This Executive Review & Compensation Committee makes recommendations to the Governing Board with respect to the review of the Executive Director's performance, compensation, and criteria for achievement for the next year.

Composition:

- *Chair:* Past-President
- *Members:* President, Past-President, and one additional Governing Board member
- *Observer:* A second Governing Board member (appointed by the President) will serve as an observer the first year and as a member the following year.

### EXECUTIVE DIRECTOR POSITION DESCRIPTION

**Introduction:** The role of the Executive Director is to serve as the leader for the Executive Office, regularly interface with the Governing Board, and ensure that the ESA financial and programmatic goals are being fulfilled. While the Board is focused on big issues (such as where the Society is going, whether it is meeting typical member needs, and what its goals and priorities are), the Executive Director is focused on the day-to-day activities necessary to achieve the goals and is responsible for the management, operations, and finances of the organization.

The Executive Director is the Board's single employee and is accountable solely to the Board, through the President. The Executive Director motivates and guides the professional staff. The Executive Director serves the Society under a contract and has an annual performance review process (*See also Executive Director Performance & Evaluation Process*).

**Executive Director Position Description:** Reporting to the ESA Governing Board and working in close partnership with its President, the Executive Director is the chief executive officer of ESA with oversight of all its activities and responsibility for its financial wellbeing.

The core objectives for the Executive Director are as follows:

- Lead the implementation of the strategic plan and ensure that ESA's organizational structure and resource allocation are well-aligned with its direction and goals.
- Provide disciplined organizational vision and management, ensuring long-term financial sustainability. Effectively lead ESA staff, promoting high standards of excellence and accountability. Foster a culture of openness, accessibility, inclusivity, and teamwork.
- Ensure a strong ongoing partnership with John Wiley & Sons, upholding the rigor and quality of ESA publications while keeping close watch on trends, opportunities, and potential threats to the publishing enterprise.
- Retain, grow, and broaden the Society's membership. Help make ESA ever more relevant and accessible to today's multi-faceted community of ecologists, including those in academia, government, and the private sector, so that members value and deepen their connection to the organization. Support members' professional development and help them forge connections to colleagues across sectors and disciplines. Pursue innovations to advance collaboration, skill-building, and action at the chapter and section levels.
- Raise the profile of ecology as a dynamic, highly impactful and interdisciplinary field of endeavor and of the ESA as an influential voice for the field. Support and coalesce members as they play more prominent, public-facing roles. Nurture and develop diverse new and younger leaders for ESA and the profession while still drawing upon and energizing key leaders of the past. Maintain the Society's standards of academic rigor and respect even as it works to influence public policy.
- Significantly enhance ESA's digital presence across multiple platforms including via social media and through a redesigned website. Strengthen internal technology capabilities to better serve ESA membership and reach decision-makers and the public.

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- Raise the visibility of ESA broadly and heighten its presence in Washington, DC. Forge productive relationships with public officials, governmental and non-governmental agencies, and the media. Make the case for the relevance of ecological sciences to issues of economic prosperity, equity, human health and wellbeing, climate change, and other major societal concerns.
- Pursue new and enhanced revenue sources for the Society, including where possible, philanthropic support.
- Continue to build, strengthen, and promote ESA's certification program. With increasing demand for certification in the profession, ESA's program has the potential to play an even more important role in furthering diverse career opportunities for ecologists and in defining professional standards for members and nonmembers alike.
- Set a standard for diversity and inclusion within and among ESA's membership, board, staff, and partners, and in the field of ecology as a whole.

Qualifications & Experience: For this pivotal role, ESA will search broadly for a leader who embraces ESA's mission. The Executive Director must relish the challenge of attending to a complex and diverse membership who share organizational authority and have high expectations for both service and leadership. Although ESA's next Executive Director could be an ecologist with organizational management experience, candidates are welcome from outside the field if they have a strong belief in the importance of science and specifically the importance of ecology. Abilities to innovate, inspire and mobilize others, understand and leverage technology, and circulate widely are all important.

In addition, the qualities of an ideal candidate include:

- Passion for science and the vital work of scientists in society. Appreciation for the role of research and the challenges facing researchers today.
- Organizational leadership experience within a multi-million dollar organization. Proven business acumen. Discipline and focus in setting clear priorities, meeting or exceeding goals, delegating effectively, and running a fiscally sound operation. Experience in a scientifically based organization or association would be an asset, and experience working closely with or reporting to an engaged board is preferred.
- Knowledge, interest, and experience with new communications technologies and platforms. Inventiveness in how the use of these technologies might enhance the ESA's purposes and its members' work and careers.
- Proven understanding of the science/policy interface. Sound political judgment and media savvy. Experience with government relations and a wide network of contacts in DC. Experience building productive partnerships and strategic alliances.
- Understanding of the dynamics of a membership organization. The ability to listen well, communicate widely and frequently, and promote a sense of common purpose.
- A management style which is goal-oriented but flexible, which respects the capabilities, resourcefulness, and independence of staff members, delegates to them as appropriate, and provides them with a clear sense of direction.
- Cultural competence. Demonstrated commitment to advancing diversity and inclusion.
- Strong writing and public speaking skills.



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- Integrity, good humor, diplomacy, patience, warmth, resilience, and considerable energy.

*For additional reference, see the Bylaws, Amended [date]. [Add hyperlink to website once posted.]*

*Approved by the Governing Board November 12, 2019*

### EXECUTIVE DIRECTOR PERFORMANCE EVALUATION PROCESS

**Background:** Executive evaluation is critical to well-functioning non-profit organizations. Boards that don't conduct regular performance and compensation reviews are opening up the organization to serious risk. Best practice for nonprofits boards includes the following:

- A formal, written review of performance every year.
- An annual goal-setting process. Ideally these goals are rooted in the organizational performance against strategic goals.
- Regular review of compensation (currently every 3 years per the current contract). Use of external salary benchmarks.
- Board approval of the compensation package. If this is delegated to a committee, the full board should be informed of the recommendation

The intent of the evaluation process is to jointly agree on goals for the coming year and to evaluate the Executive Director's achievement of those goals.

#### **Executive Review & Compensation Committee**

**Purpose:** This committee shall make a recommendation to the Governing Board in executive session with respect to the review of the Executive Director's performance, compensation, and agreed-upon criteria for achievement for the next year.

**Composition:** President, Past-President, and one additional Governing Board member. A second Governing Board member will serve as an observer the first year and as a member the following year. The President will appoint the two Governing Board members. The Past-President shall chair this committee.

**Timeline:** In order to time the executive director's performance evaluation with Governing Board meetings, the review period will be October to September.

#### **Process**

1. Self-Evaluation (Past Year) *September 15*  
The Executive Director shall submit a written self-evaluation summarizing accomplishments, progress, and performance against the criteria for achievement that were approved by the Governing Board the previous year. The self-evaluation may also include challenges encountered and recommendations for improvements.
2. Committee Feedback & Evaluation *September – October*  
The committee shall consider the Executive Director's self-evaluation and any additional information. It may solicit additional input from other Governing Board Members and/or the senior staff. The committee shall summarize its conclusions in a written report.
3. Criteria for Achievement (Next Year) *2 weeks before the Fall Board Meeting*  
The Executive Director shall propose, in writing, criteria for achievement for the coming year, which reflect priority goals that the Governing Board expects to see as well as any additional priorities that the Executive Director expects to address.

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4. Confidential Reports *1 week before the Fall Board Meeting*  
The Past-President shall share the following written reports with the Governing Board in advance of the Fall meeting:
  - Committee's draft report, including anonymous summary of staff feedback (if solicited)
  - Executive Director's proposed criteria for achievement for the next year
5. Governing Board Executive Session *Fall Governing Board Meeting*  
The Committee shall make recommendations to the Governing Board in executive session with respect to the Executive Director's past performance, criteria for achievement, and compensation.  
  
The Governing Board shall approve any compensation adjustments and the next year's criteria. If the executive compensation is adjusted for the next year, the adjustment shall be effective retroactive to November 1<sup>st</sup>.
6. Meeting with Executive Director *Fall Governing Board Meeting*  
In conjunction with the Governing Board meeting, the President and Past-President shall meet with the Executive Director to convey feedback on the previous year and additional items that the Governing Board would like the Executive Director to emphasize in the coming year. This shall also be restated in a letter to the Executive Director after the meeting.
7. Documentation *November 15*  
The Past-President shall transmit copies of all reports and Governing Board decisions to the Chief Financial Officer or other designated administrator, who shall maintain a confidential personnel file for the Executive Director on behalf of the Society.

## Transition Plans for Ecological Society of America

The Governing Board of ESA recognizes the need for a plan for contingencies due to the disability, death or unanticipated departure of the Executive Director, or due to the resignation or retirement of the Executive Director.

This transition plan reflects recognition by the Board of the essential role of the Executive Director in organizational leadership, program development, program administration, operations, Governing Board relationships, financial operations, resource development and community presence.

### Plan in Event of an Unplanned Absence

#### *Temporary period of one to three months*

In the event of a temporary absence of one to three months in which it is expected that the Executive Director will return to his/her position once the events precipitating the absence are resolved (not referring to a vacation or a sabbatical), the Board of Directors is authorized to implement the terms of this plan.

An Acting Executive Director will be named. At the time that this plan was approved, the position of Acting Executive Director would be a member of the ESA Management Team (the Director of Science, Public Affairs, Finance and Administration, or Education and Diversity). The Governing Board may also consider the option of splitting executive duties among two or more of these Directors to manage the Society during this temporary period.

#### Authority and Compensation of the Acting Executive Director

The person appointed as Acting Executive Director shall have the same full authority for decision-making and independent action as the regular Executive Director.

The Acting Executive Director may be offered: (check one)

☒ A temporary salary increase to the entry level salary of the position

☐ A bonus of \$\_\_\_\_\_ during the Acting Executive Director period

☐ No additional compensation

#### Board Oversight

The President of ESA will be responsible for monitoring the work of the Acting Executive Director. The President will be sensitive to the special support needs of the Acting Executive Director in this temporary leadership role.

### Communication Plan

Immediately upon transferring the responsibilities to the Acting Executive Director, the President will notify staff members and members of the Governing Board of the delegation of authority. In addition, the President and the Acting ED shall communicate the temporary leadership structure to selected external supporters of ESA as deemed necessary by the time and circumstances.

### Completion of Temporary Period

The decision about when the absent Executive Director returns to lead ESA should be determined by the Executive Director and the President. They will decide upon a mutually agreed upon schedule and start date. A reduced schedule for a set period of time can be allowed, by the approval of the President, with the intention of eventually working back to a full-time commitment.

### ***Long-term period of more than three months***

In the event of a long term absence of the Executive Director that is expected to last more than three months the procedures and conditions to be followed should be the same as for a temporary period of one to three months with one addition:

The Governing Board will give immediate consideration, in consultation with the Acting Executive Director, to temporarily fill the management position left vacant by the Acting Executive Director because it may not be reasonable to expect the Acting Executive Director to carry the duties of both positions for more than three months. The position description of a temporary manager would focus on covering the priority areas in which the Acting ED needs assistance.

### Completion of long-term period

The decision about when the absent Executive Director returns to lead ESA should be determined by the Executive Director and the President. They will decide upon a mutually agreed upon schedule and start date. A reduced schedule for a set period of time can be allowed by the approval of the President with the intention of eventually working back to a full-time commitment.

## **Plan in the event of an unplanned permanent change in the Executive Director**

In the event of an unplanned permanent change in the Executive Director (when it is firmly determined that the Executive Director will not be returning to the position) the procedures and conditions should be the same as for a long-term temporary absence with one addition:

The Governing Board will appoint a Transition and Search Committee (T&S Committee) within (15 days) to plan and carry out a transition to a new permanent executive director. The Board will also consider the need for outside consulting assistance depending on the circumstances of the transition and the Board's capacity to plan and manage the transition and search. The T&S Committee will also determine if there is need for an Interim Executive Director, and plan for the recruitment and selection of an Interim Executive Director and/or permanent Executive Director.

(See additional information in "Plan in the event of a planned permanent change in the Executive Director" below)

### **Plan in the event of a planned permanent change in the Executive Director**

In the event that the Executive Director does not renew his or her contract, gives notice to assume new employment, or retires, the following procedures and conditions should apply.

The Executive Director will continue to have the full authority for decision-making and independent action until his or her departure from ESA.

The Board will develop an executive search process plan and the charge for a Transition and Search committee. The plan should include decisions about doing the search in house or using an executive search firm and be completed within one month after receiving notification that the Executive Director plans to leave ESA.

The Board will establish a budget for the transition and search within one month. Items to be considered:

- Severance for the Executive Director
- Travel for the T&S Committee members
- Costs related to conducting the search in-house or with a search firm
- Transition period between the outgoing Executive Director and Incoming Executive Director if appropriate
- Compensation for an Acting Executive Director or an "outside" Interim Executive Director in case the search extends past the Executive Director's planned departure.

The Board may wish to establish a Transition Fund as a board-restricted account for eventual executive departure, or use existing Board Designated Funds or Reserve funds for this purpose.

The Governing Board will appoint a T&S Committee within 14 days upon completion of the executive search process plan.

The Transition and Search Committee could include, but is not limited to, members of the ESA Governing Board, ESA Executive Staff, and, if possible, the Executive Director of at least one other scientific society. The ideal size for the Committee will be 6-8 members.

The T&S Committee will review the current contract of the ED, the job description if available, and desirable qualifications for the new ED. A job description will be developed within 14 days following the establishment of the T&S Committee.

The T & S Committee will advertize the position in the following venues (more may be added):

1. CEO Updates-- <http://www.associationjobs.com/>
2. CESSE Listserv-- Ask the current Executive Director or Acting or Interim Executive Director to post since this listserv can only be accessed by a CEO.
3. ASAE Career Center --<http://www.careerhq.org>
4. Frontiers in Ecology and the Environment
5. ESA Bulletin
6. ESA Connection (all member email)
7. EcologL
8. Other

The T&S Committee will conduct the search for the new Executive Director, develop the contract with the new ED, and consider a plan to announce and orient the new executive.

## **Approval of Transition Plans**

The Transition Plans for ESA will be approved by the Governing Board and be signed by the President, the Executive Director, and any Acting Executive Directors or appointees designated in this plan.

The plans should be reviewed annually. In addition the Board should review and renew the plan anytime a new Executive Director is employed—perhaps as a part of the search process evaluation.

Copies of the Transition Plans for ESA along with the corresponding documentation shall be maintained by the President, the Executive Director, the Acting Executive Director Appointee, and the Director of Finance and Administration.

Attachments:

Current Contract of the Executive Director

Information and Contact Inventory (insurance agent, corporate lawyer, bank accounts, other)

## Transition Plans for Ecological Society of America



Steward A. Pickett

President

Date 18 VI 2012



Katherine S. McCarter

Executive Director

June 5, 2012

Date



Elizabeth Biggs

Chief Financial Officer

6/5/12

Date



Cliff Duke

Director of Science

5/13/12

Date



Michelle Horton

Director of Administration and Meetings

6/7/12

Date

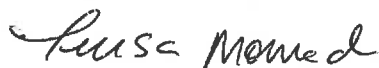


Nadine Lymn

Director of Public Policy

6/11/12

Date



Teresa Mourad

Director of Education and Diversity

6/7/2012

Date



### NOMINATIONS & ELECTIONS PROCEDURES

**Introduction:** This document describes the election policies and procedures of the Ecological Society of America. These policies and procedures are designed to ensure a process of candidate nomination and election that encourages and considers all members interested in running for office and those the Nominations Committee and other members consider to have potential for national leadership. The goal is also to encourage members to become informed about the candidates and to vote for those who will provide leadership to the Society.

*For additional reference, see the Bylaws, Amended [date]. [Add hyperlink to website once posted.]*

#### **Leadership & Management Responsibilities**

##### **A. Nominations Committee**

**Responsibilities:** In accordance with Bylaws Article VI, Section 3, the Nominations Committee shall develop a slate of candidates for openings on the Governing Board and Board of Professional Certification. The Nominations Committee shall be guided by the Diversity Statement when soliciting and considering candidates for each position (2018 Bylaws). The Nominations Committee is responsible for:

- a) Recruiting potential candidates for elected Board positions;
- b) Inviting recommendations for candidates from committees, sections, and chapters;
- c) Considering a pool of candidates and selecting two nominees for each position;
- d) Certifying to the Secretary the completed slate of candidates;
- e) Accepting and reviewing nominations by petition; and
- f) Approving the final ballot for the elections.

**Composition:** The Nominations Committee is chaired by the Past President and includes the President-Elect, the three Members-at-Large of the Governing Board, and two additional members. One of the two additional members should be from the Board of Professional Certification. These two additional individuals shall be recommended by the Committee Chair, appointed by the President to serve one-year terms. The Nominations Committee shall convene from January through September.

##### **B. Teller's Committee**

**Responsibilities:** In accordance with Bylaws Article VI, Section 5, the Teller's Committee is responsible for:

- a) monitoring the balloting process, and protecting the security and anonymity of the ballots; and
- b) validating and reporting election results.

**Composition:** The Teller's Committee is chaired by the Secretary and includes two additional members of the Society recommended by the Committee Chair and appointed by the President. Members of the Nominations Committee are not eligible to serve on the

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Teller's Committee during the same election cycle. The Teller's Committee shall be convened from September through November each year.

### C. Staff

**Responsibilities:** The Executive Director and a designated staff member provide administrative support for the management, communication, and implementation of annual elections. Staff responsibilities include:

- a) Assisting the chairs of the Nominations & Teller's Committees in meeting planning, communications, and implementation, and attending committee meetings;
- b) Managing communications for the elections process, including the call for nominations, online information dissemination and information gathering, electronic balloting, and technical assistance to candidates and members;
- c) Managing the online vendor that handles the electronic voting process – Survey and Ballot Systems, as of 2019; and
- d) Maintaining appropriate records to ensure the integrity of the nominations and elections process.

**Candidates:** All candidates may be nominated by themselves or by others.

#### 1. Eligibility

- Members of the *Governing Board* must be dues-paying Society members in good standing. Presidents serve three-year terms (one each as president-elect, president and past president). Officers serve three-year terms and are eligible for two consecutive terms. Members-at-Large serve a single three-year term.
- Members of the *Board of Professional Certification* must be certified ecologists. They serve three-year terms and are eligible for two consecutive terms.

#### 2. Information Required

- [Nomination Form](#) to nominate individuals for open positions, including minimum information needed by Nominations Committee to evaluate candidates.
- [Candidate Information Form](#) for candidates approved for the ballot by the Nominations Committee, including biographical sketch, personal statement, headshot, and commitment to run and serve if elected.

**Timeline & Coordination:** The nominating and elections process follows these steps:

#### 1. Coordination

- [October – November](#)
  - The Executive Director reminds the Nominations Committee Chair of the process and the need to identify two additional members for the Nominations Committee.
  - The Executive Director provides a list of slots that are to be filled, job descriptions of each open position, and a matrix of characteristics of existing Governing Board

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members and the open positions. The terms of the Vice Presidents and Secretary shall be staggered so that no more than two of these officers shall normally be elected in any given year.

- December: The two additional members of the Nominations Committee are appointed.

### 2. Nominations

- January
  - Week 1: An [open call](#) for nominations goes out to all members. Staff provide support for crafting and distributing the call as part of the Ecotone blog and/or a separate email. The call includes responsibilities of the various positions, a [nomination form](#) to collect information about potential candidates, and a deadline for nominations.
  - Week 2 – Conference Call #1: The Nominations Committee meets to review the matrices and further define the types of candidates sought for each position, taking into account the [ESA Diversity Statement](#).
  - Week 3: The Committee Chair approaches individual members, specific Section, Chapter, and Committee leaders, and other volunteers for suggested names of candidates with applicable skills or experience. Members of the Board of Professional Certification are also asked to suggest names for their slots since these nominees must be certified ecologists.
- February
  - Week 1: The closing date for nominations should be February 1 to allow for ample review of submissions.
  - Week 2: The Nominations Committee reviews the collected names, as well as lists of other ESA members (e.g., previous Governing Board members; Section, Chapter, and Committee Chairs; those who have run in the past or been asked to run).
  - Week 3 – Conference Call #2: Nominations Committee meets to review the various lists and to develop a short list of at least 2 candidates for each open position, plus 2 back-up names.
- Late February – Early March: Committee Chair schedules calls with nominee finalists to assess their interest and willingness to run for election.
- By April 1 – Conference Call #3: The Committee meets to finalize the slate with at least 2 candidates for each slot. If there are 2 Member-at-Large slots, the Committee shall identify 4 candidates.

### 3. Slate

- May: The Governing Board reviews and endorses the slate prior to or during the Spring meeting.
- June: At least 30 days before the first day of the Annual Meeting, a list of the candidates is announced in the [ESA Bulletin](#) and on [ESA's website](#).
- June – July: With administrative support from staff, the Secretary sends the [candidate information form](#) to the final candidates to obtain brief bios, statements, and headshots.

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- August
  - Annual Meeting: The election is promoted and slate posted at the Annual Meeting. No later than the last day of the Annual Meeting, additional candidates may be nominated by a petition signed by 1% of members; any such candidates must complete the [candidate information form](#) and agree to run for election and to serve if elected.
  - Conference Call #4: As needed, the Nominations Committee meets to review petitions for additional candidates.
  - The Secretary directs staff to prepare the final slate of candidates for the electronic ballot. The ballot shall include the candidates' biographical sketches and brief descriptions of the responsibilities associated with the positions. (2018 Bylaw 1. Elections)

### 4. Ballot

- September – November: Electronic voting opens in September and closes 30 business days later. Each dues-paying member may vote by submitting a completed electronic ballot.
- November
  - Once the ballot is closed, the votes are tallied. The candidates with the largest number of votes shall be elected. If there are two Member-at-Large slots and four candidates, the two candidates with the largest number of votes shall be elected. In the event of a tie, the election shall be decided by a majority vote of the Council.
  - The Executive Director and Teller's Committee meet with the election consultants to verify the process and suggest improvements for the following year.
  - Once the election is validated, the Secretary notifies all candidates and the Governing Board, and announces the election results in the *ESA Bulletin* and on the ESA website.

### 5. Rotation

- January
  - The Executive Director reaches out to incoming Governing Board members to provide information about their positions.
  - The newly elected members of the Board of Professional Certification take office in January of the year following their election.
- August: New Governing Board members are invited to observe the August Governing Board meeting and take office at the conclusion of the Annual Meeting.

## CONFLICT OF INTEREST POLICY

### Background to the Conflict of Interest Policy

Conflict of interest policies are designed to protect the integrity of the individual and the institution.

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

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

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

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

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

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

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

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

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

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

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

*For additional reference, see the Bylaws, Amended [date]. **[Add hyperlink to website once posted.]***

*Adopted August 4, 2006*

### **Conflict of Interest Policy Agreement & Disclosure Form**

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

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

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

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

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

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

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

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

**Signed**

\_\_\_\_\_  
**Governing Board/Committee Member**

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

Please identify any potential Conflicts of Interest below:

### WHISTLEBLOWER PROTECTION POLICY

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

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

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

#### **Making a Report**

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

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

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

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



### ESA DOCUMENT RETENTION AND DESTRUCTION POLICY

**Purpose:** In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention, and destruction of documents received or created by ESA in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept, and how records should be destroyed (unless under a legal hold). The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate ESA's operations by promoting efficiency and freeing up valuable storage space.

**Document Retention:** The following outlines how long certain documents must be retained and when those documents should be destroyed. If any employee has any question about how long documents must be retained, please ask your supervisor or the Executive Director.

#### Permanent Records

- Audit reports
- Cancelled checks for important purchases
- Correspondence on legal and important matters
- Deeds, mortgages, contracts, and leases still in effect
- Fixed assets and depreciation schedules
- Year-end financial statements
- Insurance records, accident reports, claims, policies, etc.
- Governing Board minutes
- Tax returns and worksheets
- Trademark registrations and copyrights
- Chart of accounts, general ledgers, and year-end trial balances

#### Seven Years

- Accounts payable ledgers and schedules
- Bank statements
- Contracts, mortgages, notes, and leases (expired)
- Expense analyses and expense distribution schedules
- Inventory of products, materials, and supplies
- Vendor invoices
- Payroll records and summaries
- Personnel files after termination
- Timesheets
- Vouchers for payments to vendors, employees, etc.
- Cash receipts

#### Three Years

- Employment applications (interviewed candidates)
- Insurance policies after expiration

## ESA Policies & Procedures Handbook

### Two Years

General correspondence

Membership forms

Duplicate cash receipts records

### Less Than One Year

Deleted emails are automatically deleted from the computer system 30 days after deletion

**Electronic Documents and Records:** Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of online transactions, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

**Emergency Planning:** ESA’s records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping ESA operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

**Document Destruction:** ESA’s Chief Financial Officer is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

**Compliance:** Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against ESA and its employees and possible disciplinary action against responsible individuals. The Chief Financial Officer and Vice President of Finance will periodically review these procedures with legal counsel or the ESA’s certified public accountant to ensure that they are in compliance with new or revised regulations.

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

Adopted by the Governing Board on May 3, 2017

**INTRODUCTION**

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

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

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

The specific purposes and sources of the funds are:

<b>FUNDS</b>	<b>PURPOSES</b>	<b>SOURCES</b>
<u>Temporarily Restricted Net Funds</u>	To support the annual costs of: 1) carrying the life members of the Society, 2) awards given by the Society to its members and the recipient's travel expenses to receive them, and 3) such other expenses as determined by the Governing Board.	Gifts, bequests, life membership fees, public and private sector grants and unrestricted funds designated restricted by the Governing Board.
<u>Unrestricted Funds</u>	Provide a reserve for unanticipated expenses, and after reaching a threshold of \$5M (approximately one-year of operating expenses), provide support for new or existing initiatives as deemed appropriate by the GB	Sources include revenues in excess of expenses, with a target of \$50K per annum investment.

### **PURPOSES OF THIS IPS**

- Establish a clear understanding for all involved parties of the investment goals and objectives of the portfolios.
- Provide guidance and limitations to the investment stewards and advisors.
- Establish a basis for evaluating investment results and costs.
- Establish the relevant investment objective, time horizon and risk profile for the portfolios.
- Specify permissible investments, restrictions on investments and diversification requirements.
- Provide ongoing oversight of investments by responsible fiduciaries.

This IPS is not a contract. This IPS has not been reviewed by legal counsel and the Society, its staff, Governing Board and committee members and every investment advisor retained to manage and invest the funds or a portion thereof, use it at their own discretion. This IPS is intended to be a summary of an investment philosophy and procedures that provide guidance for those who manage and invest the funds and/or oversee that process. The investment policies described in this IPS should be dynamic. These policies should reflect the Society's current status and philosophy regarding the investment of the portfolios. To ensure that this IPS remains consistent with the mission of the Society and accurately reflects its current financial condition and investment objectives, the Governing Board shall review and make necessary revisions to this IPS annually. More frequent changes to this IPS are not expected. In particular, short-term changes in the financial markets should not require adjustments to the IPS.

***It is understood that the attainment of the goals and investment objectives outlined herein cannot be guaranteed.***

### **REGISTERED INVESTMENT ADVISORS**

#### ***Selection of Registered Investment Advisors***

Subject to any specific limitation set forth in a gift instrument or in law, the Governing Board may delegate to one or more registered investment advisors responsibility for management and investment of the funds. The Governing Board members shall act in good faith, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, in:

- Selecting an investment advisor;
- Establishing the scope and terms of the delegation consistent with the purposes of the Society and the funds; and
- Periodically reviewing each investment advisor's actions in order to monitor its performance and compliance with the scope and terms of the delegation and this IPS.

To be selected, an investment advisor must meet all of the following requirements:

- Be registered with the Securities and Exchange Commission;
- Have a substantial record of successful performance in the investment of assets of similar funds;
- Possess appropriate licensure and certification, and have staff, resources, research support, and motivation to provide effective supervision of the portfolios;
- Acknowledge its fiduciary status in writing.

The Vice President for Finance shall consider various candidates and whether fees and costs are appropriate and reasonable in relation to the assets, the purposes of the Society, and the skills

available to the Society, and shall make a reasonable effort to verify such fees and costs. In addition, the Vice President for Finance shall make a reasonable effort to verify information provided by each candidate. After reviewing the candidates, the Vice President for Finance shall report its findings and recommendations to the Governing Board, and the Governing Board shall select one or more registered investment advisors.

### ***Duties and Responsibilities of Registered Investment Advisors***

Each registered investment advisor retained by the Society acknowledges that it owes a duty to the Society to exercise reasonable care to comply with the scope and terms of the duties delegated to it. Each registered investment advisor's responsibilities include:

- Assisting in the development and periodic review of investment policies, including recommending any changes to this IPS.
- Observing and operating within the policies and guidelines outlined in this IPS.
- Recommending one or more unaffiliated, independent, third party custodians to hold the funds.
- Designing, recommending and implementing an appropriate asset allocation plan consistent with the investment objectives, time horizon, risk profile, asset class target ranges, guidelines and policies stated in this IPS.
- Full discretion to buy, sell or hold investments and to rebalance the portfolio(s) within the asset allocation target ranges stated in this IPS.
- Monitoring portfolio performance.
- Reporting at least quarterly, investment performance results compared to a total portfolio custom benchmark and to relevant market indexes, as applicable, and meeting with the Governing Board (in person or via conference call) upon request to discuss those reports.
- Informing the Governing Board of any material change in the registered investment advisor's operations, including changes in firm ownership, organizational structure, professional personnel, account structure (e.g. number, asset size and account minimums), or fundamental investment philosophy.

With respect to managing and investing the funds, the members of the Governing Board and each registered investment advisor engaged by the Society, are fiduciaries.

### ***Monitoring and Evaluation of Registered Investment Advisors***

At least annually, the Governing Board shall assess the performance of each registered investment advisor and approve or reject retention of each advisor contract. In addition to performance, the Governing Board shall consider other relevant factors, including but not limited to, fees, quality of reporting, communication and responsiveness and depth and breadth of services provided. However, the Governing Board has the right to terminate an investment advisor at any time for any reason including, but not limited to, the following:

- Investment performance that is significantly less than anticipated given the discipline employed and the risk parameters established, or unacceptable justification of poor results;
- Failure to adhere to any aspect of this IPS, including communication and reporting requirements;
- Significant substantive changes in the registered investment advisor's organization or regulatory status.

For purposes of the annual assessment, each registered investment advisor's performance will be evaluated by total portfolio returns over rolling five-year periods.

## **STANDARDS OF CONDUCT IN MANAGING AND INVESTING THE FUNDS**

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

## **GUIDELINES FOR MANAGEMENT AND INVESTMENT OF FUNDS**

### ***Investment Objective***

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

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

### ***Cash Flow and Time Horizon***

**Temporarily Restricted Net Funds:** To support the annual costs of: 1) carrying the life members of the Society, 2) awards given by the Society to its members and the recipient's travel expenses to

receive them, and 3) such other expenses as determined by the Governing Board. For these reasons the investment portfolio horizon will be consistent with the distribution of these funds.

**Unrestricted Funds:** The Society does not expect to take distributions from the Unrestricted Funds in the foreseeable future. The purpose of the Unrestricted Funds portfolio is to serve as a long-term reserve fund to support the future needs of the Society in perpetuity. For these reasons, the portfolio has an investment time horizon exceeding 10 years

Risk is the likelihood that the funds may lose principal and/or not attain their investment objectives. For illustrative and reporting purposes, risk in relation to returns is represented by standard deviation.

Understanding that risk is always present to some degree regardless of type of security or investment style, the Society recognizes that some risk is necessary to produce long-term investment results that are sufficient to meet the Society's objectives. The funds' long time horizon, the Society's current financial condition and several other factors suggest collectively some interim fluctuations in market value and rates of return may be tolerated in order to achieve longer-term objectives.

The Society understands that investment objectives are not guarantees. The funds will be exposed to investment risks and any process to monitor and manage such risks, does not imply low risk. The value of the portfolio can be affected by a variety of risk factors, including but not limited to, economic and political developments, and changes in interest rates and market conditions. Income from the portfolios may fluctuate and the portfolios can suffer loss of principal. No warranty is given or sought by the Society as to the performance of the portfolios or any part thereof and there is no guarantee that these investment objectives can be met.

### ***Investment Guidelines***

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

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

### ***Equities***

The objective of the equity portion is capital appreciation through investment in mutual funds and ETFs holding common and preferred stock and other securities with similar characteristics. The equity portion of the portfolio will be structured to provide market exposure to value and growth stocks in both U.S. and non-U.S. markets, and to include both indexed and actively managed equity funds. It should be broadly diversified, if possible, according to geographic region, economic sector, industry sector, number of holdings and other investment characteristics.

The segments within the equity asset class should be maintained at risk levels roughly equivalent to the sectors of the market represented, with the objective of meeting or exceeding the returns of a custom benchmark made up of industry-recognized indexes measuring the performance of the designated market segments over rolling five-year periods. Mutual funds conforming to the policy

guidelines may be used to implement the investment program. In cases where comparable investment opportunities are not available from mutual funds or individual stocks, the portfolio may invest in exchange traded funds and/or closed-end funds.

Upon approval of the Governing Board, the equity portion may include investments in mutual funds and exchange traded funds that hold precious metals. Direct investments in precious metals are prohibited. The purpose of investing in precious metals funds is to provide a hedge against fast rising price inflation and the effect of a declining dollar. Performance of the portion of the portfolio invested in precious metals funds may be tracked separately from the equity portion and measured against an appropriate benchmark separate from that used to measure performance of the equity portion, as determined by the Governing Board.

### ***Fixed Income***

The objective of the fixed income portion is current income generated by investment in dollar-denominated, debt-related securities. Investments in fixed income securities will be managed to pursue opportunities presented by changes in interest rates, credit ratings, and maturity premiums, while providing diversification across issuers.

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

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

### ***Commodities***

Investments in commodities are expected to provide a hedge against fast-rising price inflation and the effect of a declining US dollar. Commodities exposure may be provided by investments in mutual funds and/or exchange traded funds that directly invest in precious metals. The objective of the commodities portion is to meet or exceed the returns of a benchmark of one or more industry-recognized indexes measuring the performance of the designated market sectors over rolling five-year periods.

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

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

<b>Asset Class</b>	<b>Minimum Target</b>	<b>Maximum Target</b>
Equities	50%	80%
Fixed Income	20%	50%



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

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

### ***Diversification***

The portfolios shall be diversified. Research and history confirm that investment risk may be minimized and performance may be enhanced when a portfolio holds different asset classes with dissimilar price movements over long periods of time. Diversification provides reasonable assurance that no single security or class of securities will have disproportionate impact on the total portfolio.

No more than 40% of the market value of the portfolio may be invested in a single mutual fund, exchange traded fund or closed-end fund. To maintain proper diversification among industries, no more than 5% of the total portfolio value at cost, may be invested in a particular sector fund.

### ***Prohibited Investments***

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

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

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

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

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

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

1. The Consumer Price Index ("CPI"),
2. The three month Treasury Bill Index (the risk-free proxy),
3. Relevant nationally-recognized indexes which most accurately reflect the agreed-upon actual portfolio allocation, and
4. The total portfolio benchmark made up of nationally-recognized indexes representing domestic

and international equity markets, and domestic and international fixed income markets, as most accurately reflects the agreed-upon actual portfolio allocation and sector weightings.

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

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

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

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

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

### ***Asset Class Performance***

The total equity and fixed income benchmarks are made up of relevant market indexes that most accurately reflect the agreed-upon actual portfolio allocation and sector weightings within each asset class. It is understood that the relevant market index returns assume full investment for the indicated time period and do not reflect fund expenses, transaction costs or differences due to shifting of fund portfolio holdings during the investment period.

### ***Reporting***

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

- Total return net of all commissions and fees, for the month-to-date, last quarter, year-to-date, latest 1-year, 3-year, and 5-year periods, and since inception, for the portfolio as a whole.
- Total return net of mutual fund expenses, for the year-to-date, latest 12-month, 3-year, 5-year, and inception-to-date periods for the equity and fixed income segments compared to relevant industry-recognized indexes,
- Contributions to and withdrawals from the portfolio during the quarter,
- Purchases and sales during the quarter, and
- Current portfolio holdings at cost and at market value.

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

### **REVIEW AND REVISION OF IPS**

To ensure that this IPS remains consistent with the mission of the Society and accurately reflects its current financial condition, this IPS shall be reviewed annually by the Executive Director and the Vice

President for Finance. Any proposed revisions to the IPS will be submitted to the Governing Board for approval.

*Adopted November 2003  
Revised August 2006*

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

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

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

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

## **UNRESTRICTED NET ASSETS POLICY**

ESA's unrestricted net asset balance will be grown to equal one year of operating expenses. The funds are kept in a brokerage account and managed according to the ESA Investment Policy. Interest and dividends from the accounts will be used in the annual budget. When the unrestricted net asset balance exceeds one year of operating, additional income (unrealized gains) may be used and a spending formula will be developed and approved by the Governing Board.

## **AWARD ESTABLISHMENT AND FUNDRAISING GUIDELINES**

### **ESA Awards**

If a member or others wish to establish a new ESA Award, we have suggested procedures that ensure the award will be endowed before it is established. Frequently a beloved member dies and colleagues think that everyone will quickly contribute to a memorial award. This is almost never the case. The procedure is:

1. Those initiating the fundraising should articulate a clear purpose for the award and any guidelines that will be used to determine recipients if applicable. They are asked to raise a minimum of \$10,000 before the award is established. This ensures that the interest on the corpus can be used for the award. Contributions are made to ESA in the name of the proposed award and we track the money.
2. They should plan to take three years to raise the money.
3. If they are unable to raise the funds in three years, a small committee of the interested group (including someone from ESA) should determine how to spend the money that has been raised in a way that is consistent with the intent of the award.
4. If the award involves a presentation at the annual meeting, be aware that the Governing Board has discouraged adding any new awards to the official awards ceremony during the annual meeting. Therefore, some other venue for awarding the new awards should be identified at the outset.

### **Section and Chapter Awards**

We suggest that the sections and chapters follow the same procedure when they try to establish awards other than the annual travel awards they generally offer.

*For additional reference, see also 5B. Awards Manual.*

TEMPLATE

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ESA EDITOR-IN-CHIEF AD HOC SEARCH COMMITTEE

Charge & Guidelines (September 21, 2018)

**Mission Statement:** The ESA Editor-in-Chief Search Committee is an ad hoc committee formed to recommend final candidates for the Editor-in-Chief position with the ESA's journal *Ecology*. The Committee will conduct the search in a manner consistent with the ESA's mission and values, specifically in accordance with the ESA's Code of Ethics and with an eye to creating an applicant pool that is diverse and international. The Search Committee will vet all applicants before submitting a list of finalists to the Publications Committee for consideration. The Ad Hoc Search Committee's work may be supported by an independent consultant, as needed, to serve as a resource for the Committee, candidates and ESA staff.

**Duties and Responsibilities:** The primary duty of the Committee is to seek candidates for the Editor-in-Chief position for the ESA journal *Ecology*. Specific tasks include the following:

- Determine guidelines for the Search Committee
- Create a list of defining characteristics and responsibilities for the EIC position
- Create a job description for the EIC
- Approve the job posting for the position
- Approve the communication plan for the job posting
- Vet candidates via written questions and interviews; vet the applicants' vision statements for the journal
- Create a short-list and ranking of candidates for consideration by the Publications Committee and the ESA Governing Board; provide a summary narrative for the Search Committee's recommendations

In consultation with the Search and Publications Committees, the ESA Governing Board will assess these candidates and select the individual it wishes to serve as Editor-in-Chief of *Ecology*.

**Committee Members:** Members of the Search Committee are drawn from the ESA Governing Board, Publications Committee, volunteers, and publications staff, as follows:

- Frank Davis, VP for Public Affairs, ESA Governing Board
- Rob Jackson, Chair, ESA Publications Committee
- Deborah Goldberg, Member at Large
- Jennifer Bhatnagar, ESA Publications Committee
- Cathy O'Riordan, ESA Executive Director (ex officio)
- Steven Sayre, ESA Publications Director (ex officio)

## ESA POLICIES & PROCEDURES HANDBOOK

**Guidelines:** The following ground rules will govern the action of the *Ecology* Editor-in-Chief (EiC) Search Committee:

- The proceedings of the Committee will be kept strictly confidential. The ESA Governing Board and Search Committee members will be asked not to disclose the names of candidates.
- No member of the ESA Governing Board or Search Committee will be considered as a candidate for EiC.
- The Committee will uphold the Society's core values, including diversity, and will make every effort to solicit applications from a broad and international pool of candidates.
- The current EiC will not be on the Search Committee or privy to its proceedings.
- Committee members will abstain from evaluating any candidates who they employ or have other financial conflicts of interest.
- Each Committee member will agree to review carefully the job description, responsibilities, qualifications, skills, and desired attributes of the EiC position before candidates are considered.
- Committee members pledge to have an open mind and will make all efforts to remove any bias in their evaluation of candidates.
- Individual communication with or lobbying of Committee members by candidates is not permitted and will be reported to the Committee Chair.
- The ESA Governing Board and Committee Members may encourage potential candidates to apply for the position, but these candidates will not receive preferential treatment. Nominations for the EiC position will not be accepted.

*For additional reference, see the Bylaws, Amended [date]. [Add hyperlink to website once posted.]*



### ESA *ECOLOGY* EDITOR-IN-CHIEF JOB DESCRIPTION

(October 3, 2018)

#### **Position Summary**

The Editor-in-Chief (EiC) of *Ecology* sets the editorial direction and is responsible for implementing the editorial policies of the journal *Ecology*, which is owned by the Ecological Society of America (ESA). The EiC is expected to have a broad knowledge of ecology and a clearly articulated vision for the journal. This individual will be expected to uphold the Society's Code of Ethics. A core value of the ESA is to foster diversity in all of its programs, and the EiC will embody this core value of the Society and reinforce the ESA's commitment to fairness and inclusion in the peer review process. All Editors-in-Chief of ESA journals serve at the pleasure of the Ecological Society of America's Governing Board and must be members of the Society.

#### **Responsibilities**

The EiC of *Ecology* will maintain oversight of the submission and review of manuscripts and will set the journal's standards for manuscript acceptance, while ensuring a rapid and fair peer-review process.

The EiC will be responsible for cultivating and overseeing the performance of a diverse and global Editorial Board, including Associate Editors-in-Chief and Subject Matter Editors. With the input of the Editorial Board, the Editor-in-Chief will develop a pool of reviewers representing the broad scope of the specialty. Additionally, the EiC will serve as an arbiter in cases of controversy between authors, reviewers, or editors. In collaboration with the ESA Governing Board, the EiC will regularly revisit and update the journal's aims and scope as needed to uphold and further enhance *Ecology's* editorial quality, relevance, online usage, and impact factor. The EiC will be committed to equity and inclusion in all aspects of the publications process and is responsible for:

- Attracting submissions from authors representing the diversity of ESA membership and the ecology community
- Establishing appropriate and well-defined peer-review procedures and ensuring an unbiased and faithfully executed review process
- Setting standards for desk rejections and/or referrals to a more appropriate ESA journal
- Delivering adequate inventory of high quality manuscripts to complete issues per the agreed-upon schedule
- Maintaining the integrity and confidentiality of each author's work while that work is under peer review
- Corresponding with authors, editors, reviewers and readers regarding peer review and/or manuscript decisions
- Handling incidences of error and allegations of misconduct, while keeping the Society and Publisher informed, as appropriate

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- Be conversant with issues and approaches around avoiding bias in evaluation and editorial processes.

All Editors-in-Chief participate in an annual Publications Strategy Meeting, and they chair an annual Editorial Board Meeting for their journal at the ESA Annual Meeting. Additionally, the EiC will report annually to the Governing Board and Publications Committee regarding the editorial performance of *Ecology*, including key publishing statistics such as time to first decision, time to publication, and impact factor, as well as notable editorial activities, significant publishing events, or articles that made a significant impact on the field.

The EiC will serve as an ex-officio member of the ESA Publications Committee and is expected to work in a collegial manner with the Governing Board, Publications Committee, Editorial Board, Executive Director, Society staff, and the Publisher. The Editor-in-Chief is supported by the ESA publications team in Ithaca, NY. *Ecology's* Peer Review Manager and support staff will manage the administrative aspects of the peer-review process and will assist authors and reviewers as required. The ESA's Publishing Director will serve as a key resource for the EiC and will provide requested reports, discuss new ideas, respond to requests for policy and procedural changes and enhancements, and serve as liaison with the publisher Wiley.

### **Qualifications and Required Skills**

ESA is seeking a dynamic individual interested in innovations in publishing to lead *Ecology* into the future. The Editor-in-Chief must possess the energy and vision to sustain and further develop the journal as the leading voice in ecology. The new EiC of *Ecology* will:

- Be a member of ESA
- Be an active researcher and recognized expert in the ecological sciences with a broad knowledge of the field
- Have a background that reflects high standards in research and publication
- Be in a position to attract respected experts to serve on *Ecology's* Editorial Board
- Possess significant editorial experience with a scholarly journal and an understanding of the online editorial process
- Be fair and trustworthy while possessing the ability to make difficult decisions
- Be interested in the evolving business models and relevant technological advances in publishing
- Have a willingness to explore the use of social media and technology tools as a means of enhancing journal usage and author interest
- Demonstrate strong leadership, organizational and communication skills, with a focus on service and positive author experiences.
- Be conversant with issues and approaches around avoiding bias in evaluation and editorial processes.

The ESA expects that the EiC will perform the editorial obligations in a manner consistent with the highest standards of professionalism, competence, integrity, and ethics, and not engage in any conduct that may bring harm or disrepute upon the journal or the Society. This position

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will involve travel to the annual Publications Strategy Meeting, as well as the ESA Annual Meeting.

### Term and Compensation

The Editor-in-Chief will serve an initial 3-year term, assuming full responsibility as EiC of *Ecology* on January 1, 2020. At the discretion of the ESA Governing Board, the EiC's contract may be renewed. During a 6-month transition period that will begin in July 2019, the incoming EiC will work with ESA staff and the current editor to learn about the journal, its processes and workflows. This position is compensated at the equivalent of approximately 25% of a full-time professor's salary.

### How to Apply

Interested candidates should submit the following materials to the ESA's Search Committee:

- A current curriculum vitae
- A letter of interest that summarizes the candidate's qualifications, including relevant journal experience
- A vision statement describing the applicant's goals for *Ecology*

Application materials should be sent to [editorsearch@esa.org](mailto:editorsearch@esa.org) no later than **Monday, December 3, 2018**. All application materials will be kept confidential. The ESA will acknowledge and receipt of applications.

Please send questions about the position to [editorsearch@esa.org](mailto:editorsearch@esa.org). An ESA representative will respond to your inquiries. No phone calls and no recruiters, please.

### About *Ecology*

*Ecology* is the oldest journal of the Ecological Society of America, celebrating its 100<sup>th</sup> year of publication in 2019. Published monthly in partnership with Wiley, the journal's 2017 impact factor is 4.617, ranking 20<sup>th</sup> of 158 ecology journals. In 2017, *Ecology* was the most frequently cited journal in the Journal Citation Reports ecology category. The journal is published online and is accessible by all members of ESA and by institutional subscribers worldwide.

*Ecology* publishes articles that report on the basic elements of ecological research. Emphasis is placed on concise, clear articles documenting important ecological phenomena. The journal publishes a broad array of research that includes a rapidly expanding envelope of subject matter, techniques, approaches and concepts: paleoecology through present-day phenomena, evolutionary, population, physiological, community, and ecosystem ecology, as well as biogeochemistry; inclusive of descriptive, comparative, experimental, mathematical, statistical, and interdisciplinary approaches. For more information about the journal, see [www.wiley.com/go/ecologyjournal](http://www.wiley.com/go/ecologyjournal).

*For additional reference, see the Bylaws, Amended [date]. [Add hyperlink to website once posted.]*

### EDITOR-IN-CHIEF EVALUATION PROCESS

Determine if Editor-in-Chief wishes to continue in the role.

- If not, then a Search Committee needs to engage in finding a replacement.
  - If so, the ESA Publishing Director and Publications Committee engage in the following processes:
1. The ESA Publishing Director provides the Editor and Publications Committee with metrics for the editor's journal:
    - Number of articles submitted during previous 3 years
    - Articles accepted/rejected
    - Number of articles published
    - Articles rejected without review
    - Time to first review, time to publication
    - Impact factor analysis/ranking
  2. The EIC provides the Publications Committee with a self-evaluation based on the following criteria (from the EIC agreement letter):
    - Establishing editorial policy; defining the aims and scope of the journal; deciding on standards for manuscript acceptance
    - Selecting an Editorial Board
    - Recruiting reviewers and associate editors
    - Soliciting submissions of high quality, inviting review articles, selecting supplements, overseeing other special features of the journal
    - Rejecting papers without review, as required
    - Making final decisions on papers in a timely manner
  3. The Publications Committee performs an assessment of each Editor based on:
    - Journal metrics
    - The Editor's self-assessment
    - The vision for the journal and to what degree that is being realized
    - The editorial process and effectiveness of the Editorial Board
    - The Editor's interactions with the ESA's publishing staff
  4. The Committee makes a recommendation to the Governing Board about reappointment, ideally in time for the Governing Board meeting at the ESA Annual Meeting but no later than December 31 of the editor's term expiration year. The Governing Board then issues a decision via formal letter to each Editor regarding his/her performance.

*For additional reference, see the Bylaws, Amended [date]. [Add hyperlink to website once posted.]*

## Procedures for Ethics Complaints

Approved by the ESA Governing Board, November 2018

### Preamble

The Professional Ethics and Appeals Committee (PEAC) has primary responsibility for interpreting and applying the ESA's Code of Ethics. In particular, PEAC is responsible for considering possible violations of the Code by members of the Society, by persons holding ESA Certification, and by persons publishing materials in Society publications and for recommending actions by the Society in response to such violations. As stated in the ESA Code of Conduct for Events, incidents of alleged unacceptable behavior at meetings and events may be referred to the PEAC if not resolved at the meeting.

### General Principles

Members are encouraged to resolve ethical issues privately among individuals directly involved in the matter, using the Code as a set of guidelines. Otherwise, the procedure outlined below will be followed.

Generally, complaints will be lodged within one year of the incident. If discovered later, complaints will be lodged 60 days after discovery. In special cases, complaints about older incidents will be considered.

If a complaint rises to a level that may have legal or privacy concerns or if necessary for technical reasons, other procedures may be used as recommended by ESA legal counsel or leadership. Such procedures might include mediation or evaluation by an outside group or consultant or by a special *ad hoc* committee.

In this document, the person or group making the complaint is referred to as the "complainant" and the accused person or group is referred to as the "respondent".

The role of PEAC is to evaluate complaints and responses. The complainant is responsible for presenting the complaint and any associated evidence. Likewise, the respondent is responsible for providing their own defense.

Home institutions (e.g., universities, government agencies) often have their own ethical standards and should have priority in resolving ethics complaints that concern their employees or students. ESA will not interfere with or duplicate processes of the home institution. Nor will ESA consider complaints already resolved by the home institution.

All communications with the complainant, respondent, and any other individuals involved in the matter will be made only by the PEAC Chair. Other members of PEAC will not contact these or any other individuals, nor will individuals involved in the matter contact PEAC members other than the Chair. In general, all communications will be made by electronic mail to provide documentation of all conversations and exchanges of materials to the full committee. The Chair and ESA Headquarters will keep copies of all communications for a period of 7 years after which they will be destroyed. If necessary for legal matters, records will be kept by ESA indefinitely.

ESA and PEAC will maintain confidentiality, except as necessary to complete the process. The name of the complainant, respondent, and details about the complaint may be shared with complainants, respondents and other individuals involved in the matter; ESA Governing Board; and individuals (journal editors, Board of Professional Certification, etc.) who carry out any actions or sanctions imposed by the Governing Board. These individuals are also expected to maintain confidentiality.

Resolution of complaints that are referred to PEAC for formal consideration as outlined below will take several months and will depend on Governing Board schedules.

### Procedure for Evaluating Possible Violations of the Code

1. Any person or organization may make an inquiry concerning the Code or lodge a complaint about a potential violation of the code with any of the following ESA leaders:
  - Executive Director;
  - President;
  - Vice-President for Education and Human Resources; or
  - Chair of the Professional Ethics and Appeals Committee.

If the inquiry or complaint is resolved through conversation with these officers, no further action need follow.

2. The complaint must include the name and affiliation of the complainant and respondent; a description of the alleged ethical violation that includes the date and circumstances of the incident; names and affiliation of others who may have first-hand knowledge of the incident; any documents or other relevant items (data, scientific papers, memos, etc.) with annotation explaining specifically how each item relates to the complaint; an explanation of which provisions of the Code may have been violated; and a statement explaining any relationship between the complainant and respondent, particularly if a conflict of interest may be present.
3. The officers listed above and the PEAC Chair may make a decision about the complaint or will decide to refer the complaint to the PEAC for formal consideration of the case. Some complaints will not be referred to the PEAC for evaluation, for example:
  - The Code does not apply to the respondent; that is, the respondent is not an ESA member, Certified Ecologist at any level, author or reviewer of a publication, or event attendee.
  - The complaint is vague, trivial, or otherwise without merit.
  - The complaint was not made in a timely fashion.
  - The complaint can be resolved informally by asking the respondent to take appropriate action (e.g., withdraw a presentation at an annual meeting, apologize).
  - The complaint should be (or was) evaluated by the home institution or some other outside group, as described above.
4. If accepted for formal consideration, the President or Vice President for Education and Human Resources will refer the complaint to the Chair of PEAC for consideration by the full committee or to another investigative body as described above.
5. Upon receipt of this formal referral, the Chair will notify the Committee members and forward the complaint to all members. If the complaint is not sufficiently clear as to what happened and who was involved, the Committee will request a more detailed written complaint. The complaint must identify which provisions of the Code may have been violated. Committee members may ask questions or request specific information of the complainant through the Chair. The Chair will also request that the complainant provide any documentation of their claim. A reasonable deadline for receipt of this information will be provided.
6. After the complaint and supporting documents are received, the Committee will identify information needed from the respondent and other individuals involved in the matter, particularly those with direct knowledge about the alleged ethical misconduct. The

questions are narrowly focused on specific incidents that are within the purview of ESA, particularly as stated in the Code of Ethics or Code of Conduct for Events. As a courtesy, the Chair may tell the complainant who will be contacted for our investigation; however, the complainant will not be able to decide who will be contacted. To conduct a thorough investigation, the Committee must reveal who made the complaint and some details about the complaint with all who are asked to respond.

7. The Chair will send letters to the respondent and other individuals outlining the complaint and asking for their written response to the complaint and any questions identified by the Committee. Respondents and others so contacted may also provide supporting documentation. A reasonable deadline for receipt of this information will be provided.
8. If the respondent admits to the alleged ethical violation, the investigation process is complete and the Committee will submit its recommendations, including actions or sanctions, to the Governing Board (step 11 below). Otherwise, the process continues to step 9.
9. After responses are received by the Chair, they will be forwarded to the Committee members. Committee members will start their evaluation and identify any additional information needed from the complainant, respondent, or other individuals. Discussions among Committee members will be conducted electronically, using “reply all” to insure that all members see all discussion. If necessary, a conference call may be held.
10. The Committee, via the Chair, may ask the complainant and respondents for additional information. Either party may be given an opportunity for rebuttal.
11. After discussing the information received and reaching consensus, the Committee will prepare a letter to the Governing Board outlining the ethical complaint and the investigation. The Committee also will make its recommendation, including proposed actions or sanctions, to resolve the complaint. The Committee does not make the final decision and communicates its recommendation only to the Governing Board.
12. At the next meeting of the Governing Board, the complaint and recommendation will be discussed. At the Board's invitation, the Chair will discuss the case via phone or in person at the meeting.
13. The Governing Board will make a decision about the complaint and impose any actions or sanctions they determine to be appropriate. The President will communicate the decision with the parties by letter, copied to the PEAC Chair.
14. The decision may be appealed by either party in writing within 30 days of notification of the Governing Board decision. Any appeal is made to the President or Executive Director, who will determine whether to send the case back to PEAC or the Governing Board or to seek outside mediation or evaluation.
15. A complaint may be re-lodged as described in step 1 above if new, substantive information becomes available. This complaint could be treated as a new case or dismissed as not sufficiently different to pursue.

## **Actions or Sanctions**

Actions or sanctions will be specific to each case and will be for a specified time or permanent. Although the following list is not intended to be complete, some possible actions may include:

- No action because the Committee found that no ethics violation occurred.
- Private reprimand or warning in a letter. This letter will become part of the case file kept by the PEAC Chair and ESA Headquarters for 7 years. This action may be considered in future cases involving the individual.
- For infractions involving publications, the Editor-in-Chief of the journal will participate in determining a suitable action within the editorial policies of the journal. An *erratum* may be published. In certain cases, the author may be asked to retract the paper; ESA journals retract papers only at the request of the authors. Authors may be suspended from publishing in ESA journals.
- Certified Ecologists may lose their certification.
- Disqualification from awards, volunteer positions, or election to office.
- Respondent may be banned from events.
- Suspension of membership or expulsion from ESA is possible.

### Adoption and Amendment

These procedures will be effective upon adoption by the ESA Governing Board and may be amended by the Governing Board. These procedures should be reviewed by PEAC periodically and amendments recommended to the Governing Board as appropriate.