



# Bylaws of the Society for Conservation Biology

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## Article I. NAME

The name of this organization shall be the Society for Conservation Biology, hereinafter referred to as the Society.

## Article II. DEFINITIONS

The following definitions shall be used to define frequently used terms in these Bylaws:

- (1) **“SCB” or “Society”** means the Society for Conservation Biology.
- (2) **“Global Services Staff”** means the Managing Director and other staff that support the activities of SCB-Global.
  - (a) **“Global Network Board” or “Board”** means the body responsible for overseeing the activities and affairs of SCB and for exercising or directing the exercise of all corporate powers. Only Full Members may serve on the Global Network Board.
  - (b) **“Director”** means any member of the Global Network Board.
  - (c) **“Program Council Director”** means any director that was elected by the Programs Council.
  - (d) **“Regional Council Director”** means any director that was elected by the Regional Council.
  - (e) **“Officer”** means any individual elected to hold the office of President, President Elect, Global DEI Officer, Secretary, or Treasurer in accordance with Article VI. Officers shall serve as directors during their term of office.
  - (f) **“Board Committee”** means any committee that is created by the Global Network Board that the Global Network Board delegates its authority to. Only directors may serve on Board Committees because these committees have fiduciary responsibilities.
  - (g) **“Committee”** means any operational or advisory committee that is created by the Global Network Board. These committees cannot exercise Global Network Board authority and members of these committees do not have fiduciary responsibilities. Any member may serve on a Committee.
- (3) **“Regional Council”** means the regional body that represents the interests of the SCB members and drives the strategy for recruitment of Associate and Full Members with a focus on ensuring diversity, inclusion and equity. It supports the activities of SCB members across geographic regions. It is composed of the six members (Full or Associate Members), who serve as the presidents of each Region.
- (4) **“Programs Council”** means the group of Full Members and Associate Members responsible for driving the programmatic direction of SCB. It is composed of SCB’s programmatic groups: i.e. Global Programs, Working Groups and Informal Committees, and thematic chapters. The composition of the Program’s Council may change from time to time as the Program’s Council deems appropriate. The Programs Council is the collective voice of these groups and will make decisions and recommendations to the Global Network Board on issues related to branding, identity, and programmatic direction of SCB.



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- (5) “**Region**” means each regional section of SCB including the following: Africa Region, Asia Region, Europe Region, LACA Region, North America Region, and Oceania Region. Previously Regions were referred to as sections, however, as part of SCB’s transition to a global network model the decision was made that “Region” was a more appropriate way to describe the presence and work of the Regions.
- (a) “**Affiliated Region**” means any Region of SCB that has separate legal and financial status, as defined by the appropriate tax authorities in the Region’s respective country.
  - (b) “**Chartered Region**” means any Region of SCB that does not have independent legal or financial status and works through the non-profit tax status that SCB holds, through the Internal Revenue Service of the United States.
  - (c) “**Chapter**” means any subgroup of a Region with its own governance structure and processes.
- (6) “**Global Program**” means a body of members who have advocated for and established the need for creating a permanent body dedicated to carrying out a long-term objective of SCB. The process for establishing a Global Program is set by Global Board policy.
- (7) Membership:
- (a) “**Associate Member**” means any person who is admitted to the membership of SCB without payment. Any person who is a member of a Region or a Chapter must be either an Associate Member or a Full Member.
  - (b) “**Full Member**” means any person who is admitted to the membership of SCB and pays a fee for membership. Any person who is a member of a Region or a Chapter must be either an Associate Member or a Full Member.
  - (c) “**Council Member**” means any person who serves on the Regional Council or the Programs Council. Council Members may be Full Members or Associate Members.

### Article III. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of business shall be determined by the Global Network Board and may be located outside the State of California.

### Article IV. MISSION

The Mission of the Society for Conservation Biology is to advance the science and practice of conserving the Earth’s biological diversity.



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## Article V. MEMBERSHIP

### SECTION 5.01 Composition

Both Associate Members and Full Members may have additional privileges and benefits as may be set by Global Network Board policy. There shall be two classes of members:

- (a) **Associate Members:** Associate Members are members who do not pay a fee to become members of SCB. Associate Members may be members of Chapters or Regions. Associate Members may serve on the Programs Council and Regional Council. Associate Members are entitled to vote on changes to the bylaws and articles of SCB. Associate Members may not serve on the Global Network Board.
- (b) **Full Members:** Full Members are members who pay a fee to become members of SCB. Full Members have all the rights of Associate Members and may serve on the Global Network Board.

### SECTION 5.02 Dues

The Global Network Board will set the dues for Full Members. Regions can choose a membership cost within a range that will be set in a policy by the Global Network Board for recommendation to the Global Network Board. In addition, the Regions may choose to charge their own dues for Regional Membership, and they may offer additional benefits to their members. The parameters for addition dues will be set in the MOUs between the Regions and SCB Global.

### SECTION 5.03 Termination of Membership

This Section applies to both Associate Members and Full Members.

- (a) **Grounds for Termination:** The membership of an individual shall terminate upon the occurrence of any of the following events:
  - (i) A failure to renew the member's membership by paying dues on or before their due date;
  - (ii) The member's notice of resignation delivered to the President or Secretary of the Society personally or by mail or by electronic communication, such membership to terminate upon the date this notice is received by the Society unless a later date is specified in the notice; or
  - (iii) A determination by at least two-thirds of the voting Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or the purposes of the Society and should be expelled from the Society.
- (b) **Procedure of Expulsion:** Following the determination that a member should be expelled under this section, the following procedure shall be implemented:
  - (i) A notice shall be sent by first class or registered mail to the last address of the member as shown in the Society's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen days before the proposed effective date of the expulsion.
  - (ii) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five days before the effective date of the proposed expulsion. The hearing shall be held by the Board in accordance with the quorum and voting rules applicable to the



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meetings of the Board. The notice to the member of the member's proposed expulsion shall state the date, time, and place of the hearing on the member's proposed expulsion. The member and the Board may participate via conference call or other means by which everyone participating in the hearing may hear all the others.

- (iii) Following the hearing the Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. At least two-thirds of the voting members of the Board must agree upon the suitable course of action. The decision of the Board shall be final.

A director cannot be removed as a member until that director has been removed as a director in accordance with Article VI.

All rights of a member in the Society shall cease on termination of membership as herein provided.



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## Article VI. GLOBAL NETWORK BOARD

### SECTION 6.01 Composition

The Global Network Board will have twelve members. Three (3) directors will be appointed by the Programs Council and one of which shall be a representative from a Global Program. Three (3) directors will be appointed by the Regional Council. Five (5) officers will be elected from the Full Members: the President, President-Elect, Secretary, Treasurer, and the Global Diversity, Equity, Inclusion and Justice Officer. The Managing Director is appointed by the Global Network Board and serves as a voting *ex officio* member of the Global Network Board. With the exception of the President, Secretary, and Treasurer, all other Board positions may remain unfilled so long as there is a minimum of seven (7) Directors. The Programs Council and Regional Council will develop their own policies and procedures for the election of Directors.

### SECTION 6.02 Terms of Office

Directors who are not officers serve terms of two (2) years each unless filling a vacancy. The terms of the Directors are staggered so that approximately one-half of the Directors are elected each year. The President serves a two-year term and may serve multiple terms that are not successive. The Secretary serves a four-year term and may serve multiple terms that are not successive. The Treasurer serves a three-year term and may serve successive terms. The Diversity, Equity, Inclusion and Justice Officer serves a three-year term and may stand for reelection, with no more than two consecutive terms. Unless filling a vacancy, all newly elected Directors and Officers assume their offices on 1 July. The President-Elect succeeds to the office of President upon the completion of the incumbent President's term of office or earlier vacancy of that office.

### SECTION 6.03 Election

- (a) The officers are nominated by the Full Members and Associate Members. Nominations are reviewed by the Governance Committee (or Global Network Board if there is no Governance Committee). Nominees must be or must become Full Members. Any candidate for President-Elect must have served on the Board in another capacity before being eligible as a President-Elect nominee.
- (b) If there are no qualified nominees submitted for the position of Global Diversity, Equity, Inclusion and Justice Officer, then the Diversity, Equity, Inclusion and Justice Committee will submit nominees for the Global Diversity, Equity, Inclusion and Justice Officer.
- (c) The Governance Committee (or the Global Network Board if there is no Governance Committee) will review all nominations in accordance with a nomination review policy established by the Global Network Board. Once nominations have been reviewed and approved, the Global Network Board will elect a President-Elect, Secretary, Treasurer, and Global Diversity, Equity, Inclusion and Justice Officer.

### SECTION 6.04 Qualifications

All Directors shall be Full Members of the Society in good standing, as defined by the current edition of *Robert's Rules of Order Newly Revised*. The Board, by a majority vote of the Directors who meet all of the required qualifications to be a Director, may declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.



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### **SECTION 6.05 Vacancies**

If a Director appointed by the Programs Council withdraws or is removed by the Programs Council, then the Programs Council will be responsible for appointing a new Director. If a Director appointed by the Regional Council withdraws or is removed by the Regional Council, then the Regional Council will be responsible for appointing a new Director.

If an officer withdraws or is removed by the Board, the remaining members of the Board will fill the vacancy.



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### **Article VII. GLOBAL NETWORK BOARD: DUTIES**

The Global Network Board is the executive and policy-making body of the Society and has all powers granted to a board of directors of a nonprofit membership public benefit corporation of the State of California. It shall, among other duties, ensure that the best and most relevant science is incorporated into all activities of the Society; appoint the Editors in Chief of the Society's publications; adopt a budget and approve in advance proposed annual expenditures; decide locations of future international congresses and General Members' Meetings; propose dues adjustments and other fees to the general membership; decide upon the suitability of publications, position papers, or statements to be issued in the name of the Society; decide upon motions of censure or expulsion; supervise the Society's finances; establish and abolish standing committees; oversee legal aspects of the Society's operation; and assist the President in carrying out the executive work of the Society. Governors work on various committees and projects. In the performance of their duties as members of the Global Network Board, all members of the Global Network Board have a primary fiduciary duty to the Society as a whole.

The Global Network Board shall convene no less than three times annually, by conference call or in person; at least one meeting held each calendar year shall be in person unless the Global Network Board determines by vote not to meet in person in a specific calendar year.



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## Article VIII. GLOBAL NETWORK BOARD: DUTIES OF OFFICERS

### SECTION 8.01 President

The President is empowered to speak for the Society after consultation with the Executive Committee (see Article 11). The President shall:

- (a) Preside over the General Members' Meetings of the Society and meetings of the Board and
- (b) Arrange for meetings of the Board.

The President, in consultation with the Executive Committee and the Board, shall organize, charge, or discharge ad hoc committees as needed in the conduct of the affairs of the Society, and shall perform such other duties as stated in the Bylaws.

### SECTION 8.02 President-Elect

The President-Elect shall:

- (a) assume the duties of the President in the President's absence,
- (b) succeed to the presidency at the completion of the President's term of office on 1 July, and
- (c) perform such other duties as stated in the Bylaws.
- (d) serve as Chair of one standing or ad-hoc committee and as Board liaison to other committee(s) as needed.

### SECTION 8.03 Secretary

The Secretary shall:

- (a) keep and report minutes of all meetings of the Board and General Members' Meetings,
- (b) receive election ballots and compile results for Society-wide elections,
- (c) witness delegations of financial authority to other Board members,
- (d) transfer all records and files to the successor upon completion of the term of office,
- (e) nominate a deputy secretary, who, once confirmed by the Executive Committee, will stand in for the Secretary when necessary, and
- (f) any of the duties described in subsections (a) through (c) may be delegated to an appropriate party with the approval of the Board, or may be delegated to the Managing Director and staff under the direct supervision of the Managing Director, in which case the Secretary shall oversee these activities.
- (g) serve as Chair of one standing or ad-hoc committee and as Board liaison to other committee(s) as needed.

### SECTION 8.04 Treasurer

The Treasurer shall:





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- (a) Collect all dues and other monies of the Society and maintain accurate accounts of such funds,
- (b) Disburse Society funds,
- (c) Notify members of fees due the Society,
- (d) Provide a budget and statement of financial condition annually to the Board,
- (e) Present a general report on the Society's current budget and financial condition at each General Members' Meeting,
- (f) Under direction of the Board, supervise Society investments and buy, sell, assign, and transfer securities for this purpose, and
- (g) Nominate a deputy treasurer, who, once confirmed by the Executive Committee will stand in for the Treasurer when necessary.
- (h) The duties described in subsections (a) through (f) may be delegated to the Managing Director and staff under the direct supervision of the Managing Director, in which case the Treasurer shall oversee these activities with final responsibility for compliance of such activities with all applicable laws, regulations, and Board direction.
- (i) Serve as Chair of the Finance & Investment Committee and as Board liaison to at most one other committee.

Amounts expended annually for expenses of the offices of President, Secretary, and Treasurer shall not exceed the amounts included in the budget without prior approval of the Board.

The Treasurer shall revise the current year's budget for action by the Board whenever desired changes will materially affect the budget.

### **SECTION 8.05 Diversity, Equity, Inclusion and Justice Officer**

The DEIJ Officer shall:

- (a) work to foster diversity, equity, inclusion and justice within SCB.
- (b) serve as Chair of the Diversity, Equity, Inclusion and Justice committee and as Board liaison to other committee(s) as needed.
- (c) nominate a deputy Diversity, Equity, Inclusion and Justice Officer, who, once confirmed by the Executive Committee, will stand in for the DEIJ Officer when necessary.



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### Article IX. REMOVAL

A voting Director may be removed from office at any time by a majority vote of a quorum of the membership.

### Article X. COMMITTEES

#### SECTION 10.01 Categories

There shall be three categories of committees:

- (a) Board Committees that the Global Network Board delegates its authority to and which are comprised solely of members of the Global Network Board;
- (b) Audit Committee established by the Global Network Board in compliance with the California law;
- (c) All other committees created by the Global Network Board which includes working groups, global programs, and task forces that do not have any delegated Board authority.

#### SECTION 10.02 Formation

The Board is granted the authority to form and dissolve such committees as it deems to be necessary to support the work of SCB. The Board shall determine the charter of all such committees and establish policies and procedures to govern the operations of committees including the appointment of committee members.

#### SECTION 10.03 Executive Committee

- (a) The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and Diversity, Equity, Inclusion and Justice Officer. The Managing Director shall be a nonvoting *ex officio* member. The President serves as Chair of the Executive Committee.
- (b) The Executive Committee may decide and act on matters of Society concern between regularly scheduled meetings of the Board provided the financial ramifications of the decision do not exceed \$30,000. The Executive Committee shall inform the Board of their decisions and actions in a timely manner.
- (c) All votes of the Executive Committee shall be decided by a simple majority of those voting. Four members shall constitute a quorum of the Executive Committee.



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## Article XI. FINANCES

### SECTION 11.01 Support and Compensation

The Society shall be supported by annual dues of the members; by gifts, grants, bequests, trust funds, and similar instruments; by loans approved by the Global Network Board; by the proceeds of the sale of publications or other items the Society may issue with the approval of the Global Network Board; and from such property or funds as it may acquire. All elected officials serve gratis, although the Society may hire professional staff as needed.

### SECTION 11.02 Fiscal Year

The fiscal year of the Society shall begin the first day of each calendar year.

## Article XII. MEETINGS

### SECTION 12.01 General Members' Meetings

General meetings of the membership shall be held at least once every year and shall be announced to all members, in an electronic format. Whenever there are motions to be voted on by the membership, notice of the meeting is to be given to all members not less than ten (10) nor more than ninety (90) days prior to the meeting. The members may only vote on those matters that are contained in the notice of the meeting.

### SECTION 12.02 Special Members' Meetings

A Special Members' Meeting of the Society may be called at any time by the Global Network Board, provided that written notice of the purpose, place, and date of the meeting be given to the membership at least thirty (30) days in advance.

### SECTION 12.03 Regular Meetings of the Global Network Board

No notice of regular Board meetings shall be required if the date, time, and location of a regular Board meeting was set at a previous regular Board meeting and the date, time, and location of the regular meeting was included in a timely report to Board members. If the date, time, and location of a regular Board meeting was not set at a previous regular meeting, or if the date, time, or location of the meeting is changed, then 30 days written notice shall be required.

### SECTION 12.04 Special Meetings of the Global Network Board

Special meetings of the Global Network Board may be called by the President or by simple majority of the Global Network Board. Special meetings may be held in person, by conference call, or by other electronic means by which everyone participating may hear the others. Special meetings require 14 days written notice. Notice shall include the date, time, and mode of the meeting; an agenda; and an indication of whether a vote of the Board will be required for each agenda item. If the meeting is to be held in person, the location of the meeting shall be included in the notice. If the meeting is to be held by conference call or other electronic means, the call-in number and access code or other relevant contact information shall be included in the notice.



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### **SECTION 12.05 Rules of Procedure**

All meetings shall be governed by rules of parliamentary procedure as specified in the current edition of *Robert's Rules of Order Newly Revised*.



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## Article XIII. VOTES AND QUORUM

### SECTION 13.01 Decisions

All votes of the Society on matters not specified in the Articles of Incorporation or Bylaws shall be decided by a simple majority of those voting.

### SECTION 13.02 Ties

Procedures enumerated in the current edition of *Robert's Rules of Order Newly Revised* will be used to break tie votes.

### SECTION 13.03 Votes at Special Meetings of the Global Network Board

The following protocol applies to motions that require a vote by the Global Network Board at a special meeting:

- (a) A motion with background material shall be circulated by the President to the Global Network Board in electronic format at the same time the special meeting is announced.
- (b) There shall be a ten-day comment period during which members of the Global Network Board may submit comments and proposed amendments to the President by electronic communication. The President shall compile these comments into a single document and circulate the document to the Global Network Board at least two days prior to the scheduled special meeting.
- (c) Amendments may be discussed and voted upon during the special meeting, provided:
  - (i) The proposer of the original motion participates in the meeting,
  - (ii) There is a quorum,
  - (iii) Final discussion and a vote shall take place during the scheduled special meeting, and
  - (iv) The outcome of the vote shall be distributed to the Global Network Board in electronic format.

### SECTION 13.04 Participation in Meetings and Quorum

- (a) Participation in a meeting by any means whereby all those participating may communicate with one another simultaneously shall constitute presence in person for all General Members' Meetings and Global Network Board Meetings' quorum requirements.
- (b) A majority of the members of the Global Network Board shall constitute a quorum at a Global Network Board meeting. Board members may not vote by proxy. The members of the Global Network Board may participate via conference call or other means by which everyone participating may hear the others.
- (c) Thirty members constitute a quorum for General Members' Meetings.



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### Article XIV. ACTION WITHOUT MEETING

- (a) Any action which may be taken at any regular or special meeting of the members of the Society may be taken without a meeting if the Society distributes a written ballot to every member entitled to vote on the matter. If approved by the Global Network Board, the ballot and any related material may be sent by electronic transmission and responses may be returned to the Society by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Society.
- (b) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (c) Members of the Global Network Board may be elected by written ballot under this section.

### Article XVI. LOCAL CHAPTERS AND WORKING GROUPS

Local Chapters and Working Groups of the Society may be established in accordance with guidelines approved by the Global Network Board. All members of a Chapter or of a Working Group must be members of the Society.

### Article XVII. INDEMNIFICATION

SCB shall indemnify its directors and officers to the full extent permitted by the California Corporation Code now or hereafter in force, and may advance related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; and, upon authorization by the Board of Directors, may indemnify other employees or agents to the same extent.

### Article XVIII. CHANGES IN THE ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation may be modified by a majority vote of the entire membership. The Bylaws may be modified by a two-thirds majority of the members present and voting at any scheduled General Members' Meeting of the Society, or by a two-thirds majority of the votes cast in electronic balloting open to the entire membership.