

## PROPOSED ESA BYLAWS

### Proposed to Council for adoption in July 2021

#### 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 knowledge. 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 submitting a petition, signed by one percent of voting members of the Society, requesting that the Governing Board consider the matter.

#### 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, which shall serve as a forum for member participation in governance and strategy. Its responsibilities include (a) providing input during the development of the Society’s strategic plan, (b) receiving reports from Committees, Sections and Chapters, (c) approving the establishment and dissolution of Sections and Chapters, (d) removing Governing Board members, and (e) approving changes in the Bylaws.

**Section 2. Composition.** The Council shall consist of one representative from each Section and Chapter, who may be the chair or another officer. Except as otherwise provided in Section 3.1 below,

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members of the Council shall serve two-year terms. The President, Secretary, and Executive Director shall serve as non-voting, ex officio members of the Council.

### **Section.3 Leadership.**

**3.1 Speaker of the Council.** The Council shall elect from among its members a Speaker, who shall serve consecutive one-year terms as Speaker-Elect, Speaker, and Past Speaker, during which time such person's two-year term on the Council shall be extended until completion of the person's term as Past Speaker, and is not eligible for re-election. Speakers shall continue to be the representative from their Section or Chapter. The Speaker shall preside at meetings of the Council, be a liaison between the Council and the Governing Board, and serve ex officio as a non-voting member of the Governing Board.

**3.2 Council Leadership Team.** The purpose of the Leadership Team is to coordinate the meetings and work of the Council, to nominate the Speaker-Elect, and to bring ideas to Council when needed. The Leadership Team shall consist of the Speaker-Elect, Speaker, Past Speaker, President, and Secretary.

**Section 4. Meetings.** The Council shall hold at least two regularly scheduled meetings each year, including one during the Annual Meeting. Council meetings shall be open to the general membership.

**Section 5. 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 6. Proxies.** The Chair of a Section or Chapter who is unable to attend a Council meeting may appoint another member of the Section or Chapter to act as his or her voting representative to Council.

## **ARTICLE V. GOVERNING BOARD**

**Section 1. Powers.** There shall be a Governing Board, which shall supervise and control the business, property, and affairs of the Society, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws. The Governing Board is empowered to act on behalf of the Society on all matters except creation and dissolution of Sections and Chapters and 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) commission, charge, appoint members, and dissolve Committees of the Society (c) receipt of and action on reports from the Officers and Committees of the Society, (d) designation of the time and place of the Annual Meeting, and (e) changes in the Bylaws as provided for in Article XIII.

**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 Vice President for Finance, the Secretary, and six Board Members. The Speaker of the Council and Executive Director shall serve ex officio as non-voting members 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 Other Officers.** The Vice President for Finance and Secretary serve three-year terms and are eligible for reelection to one additional consecutive term.

**3.3 Board Members.** Board Members serve three-year terms and are eligible for re-election to one additional consecutive term.

**3.4 Transition Rules.**

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**(a) Vice Presidents.** With the exception of the Vice President for Finance, Vice Presidents elected prior to December 31, 2021 shall automatically become Board Members and shall serve for the duration of their current term and no more than two consecutive terms. Vice Presidents may continue to chair Program Committees until the close of the 2022 Annual Meeting.

**(b) Members-at-Large.** Members-at-Large elected prior to December 31, 2021 shall automatically become Board Members and shall be eligible to serve a maximum of two consecutive terms.

**(c) Special Terms.** During this transition, the Governing Board may extend the term of a current Board Member or designate a special Board Member term so that the number of positions elected in future years is approximately the same. Any such action shall be announced at the beginning of the 2022 elections process.

### 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 for the duration of the unfinished term by vote of the Governing Board.

**Section 5. Meetings.** The Governing Board shall hold at least three regularly scheduled meetings each year, including one during the Annual Meeting.

### 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 allow 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, three Board Members, 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

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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 Finance, the Secretary, and the Executive Director.

**Section 2. Presidents.** The President chairs the Governing Board and presides at its 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. The President also serves as a non-voting member of Council and a member of the Council Leadership Team.

**Section 3. 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.

**Section 4. Secretary.** The Secretary is responsible for ensuring that the proceedings of the Governing Board and Council are properly documented, reviewing agendas prepared by the President and Executive Director for the Governing Board, overseeing all authorized ballots, and chairing the Teller's Committee. The Secretary also serves as a non-voting member of Council and a member of the Council Leadership Team.

**Section 5. Executive Director.** The chief staff officer of the Society shall be the Executive Director, who is selected by, reports to, and is reviewed by the Governing Board. The Executive Director 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 OF THE SOCIETY

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

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

**2.1 Committee Structure.** The Society shall have three types of standing committees: (1) Board Committees that support the Governing Board by providing leadership and oversight for the Society, (2) Program Committees that support the Society's strategic plan and priorities, and (3) Administrative Committees that assist staff in implementing specific programs and services on behalf of the Society.

**2.2 Charges.** The charges for standing committees shall be established by the Governing Board and documented in the Committee Manual. The President may make additional charges to any committee, subject to the approval of the Governing Board.

**2.3 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 Chairs of Board Committees shall be nominated by the President and approved by the Governing Board. The Chairs of Program and Administrative Committees shall be appointed by

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the President after consultation with other leaders of the Society, unless otherwise provided for in these Bylaws. The Chair of a standing committee may be removed from office by a two-thirds vote of the Governing Board.

**2.4 Members.** Other members of standing committees are recommended by the committee Chair and are approved by the President. The terms of standing committee members are for three years, unless otherwise specified or unless appointed to complete a vacant position.

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

### **Section 3. Ad Hoc Committees and Task Forces.**

**3.1 Charges.** The President, President-elect, or the Governing Board may authorize the appointment of ad hoc committees and task forces as may be deemed necessary to conduct the work of the Society, subject to the approval of the Governing Board. Ad hoc committees and task forces shall be established for a specific duration.

**3.2 Chairs.** The President shall appoint a Chair of the ad hoc committee or task force.

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

**3.4 Meetings.** Each ad hoc committee or task force shall present a report in writing on its work to the Council at the Annual Meeting and/or upon the completion of its efforts.

## **ARTICLE IX. SECTIONS AND CHAPTERS**

**Section 1. Purpose.** The purpose of the Sections and Chapters is to provide a venue for members with common interests to connect with each other and the Society. Sections may be organized to promote various special interests of the Membership. Chapters may be organized on a geographic basis to encourage interest in the field of ecology and to enhance communication among ecologists regionally.

**Section 2. Section and Chapter Manual.** The Council Leadership Team shall establish and maintain an up-to-date Section and Chapter Manual, subject to the approval of the Governing Board, that describes the structure, procedures, and operating guidelines for Sections and Chapters of the Society.

### **Section 3. Creation and Dissolution.**

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

**3.2 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.

**3.3 Manner of Acting.** Each Section and Chapter shall be governed as specified in a set of bylaws or operating protocols approved by the Governing Board of the Society.

**Section 4. 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.

**Section 5. 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.

**Section 6. 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.

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### ARTICLE X. BOARD OF PROFESSIONAL CERTIFICATION

**Section 1. Purpose.** The Society's Certification Program is administered by the Board of Professional Certification.

**Section 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.

**Section 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 XI. 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 XII. INDEMNIFICATION

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

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

- (a) A willful failure to deal fairly with the Society or its members in connection with a matter in which the Governing Board member or officer has a material conflict of interest;
- (b) A violation of criminal law, unless the Governing Board member or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- (c) A transaction from which the Governing Board member or officer derived an improper personal profit or benefit; or
- (d) Willful misconduct.

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

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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 XIII. AMENDMENTS

**Section 1. Proposed Amendments.** Amendments to these Bylaws may be proposed by the Governing Board, Council, or membership petition.

**Section 2. Membership Petition.** Members may request changes to these Bylaws by submission in writing of a petition to the Governing Board signed by at least five percent of the voting membership. The Governing Board shall evaluate the validity and merit of the petition no later than its next regularly scheduled meeting. The Governing Board shall notify the members who submitted the petition within 30 days whether it will proceed with a review of the Bylaws.

**Section 3. Action.** These Bylaws may be adopted, amended, or repealed by a two-thirds vote of the Governing Board, followed 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 Council vote and further provided that they are not inconsistent with applicable federal and state law.

### ARTICLE XIII. MISCELLANEOUS PROVISIONS

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

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