

Bylaws of The Wildlife Society

(As amended and approved July 2021)

ARTICLE I. NAME, PURPOSES, PRINCIPLES, AND CODE OF ETHICS

Section 1.01. NAME — The name of the nonprofit corporation is The Wildlife Society, Incorporated (“TWS”), which was incorporated in the District of Columbia on March 25, 1948.

Section 1.02. PURPOSES — TWS is an educational and scientific society established for the following Purposes:

- A. Establish professional solidarity and seek the highest standards in all activities of the wildlife profession;
- B. Develop and promote sound stewardship of wildlife resources and the environments upon which wildlife and humans depend based on the best available science;
- C. Gather and disseminate scientific, technical, and other information about wildlife, wildlife management, and wildlife management stakeholders to TWS members, public policy makers, and the general public, through peer-reviewed publications, meetings, and other forms of communications; and
- D. Protect the interest of its members.

Section 1.03. PRINCIPLES — TWS will work to:

- A. Increase awareness and appreciation of wildlife values;
- B. Represent and serve the professional community of scientists, managers, educators, technicians, planners, and others who study, manage, and conserve wildlife and habitat worldwide through science-based decision making;
- C. Encourage the teaching of wildlife science and management in colleges and universities and the continuing education and development of wildlife professionals; and
- D. Promote and enhance human diversity within the wildlife profession and TWS.

Section 1.04. CODE OF ETHICS — TWS’ Code of Ethics sets forth the required principles of conduct for TWS Active Members. All Active Members of TWS are obligated to conduct their professional and membership-related activities in a responsible and ethical manner consistent with TWS’ Code of Ethics, which may be amended by Council.

ARTICLE II. COUNCIL

Section 2.01. COUNCIL MEMBERSHIP AND QUALIFICATIONS — Council shall be composed of a President, President-Elect, Vice President, and Immediate Past-President, who collectively form the Executive Committee, as specified in Section 2.09. A. iii. of this Article, and one Representative from each Voting District as specified in Article VI. Section 6.01. These are the voting members of Council. Any amendment to the number of members serving on Council shall not affect the tenure of office of any member then in

office. Members serving on Council shall be individuals, but need not be a resident of the District of Columbia. Only TWS Active Members as specified in Article IV. Section 4.02. A. may serve as voting members of Council. The Chief Executive Officer (CEO) is an advisory member of Council.

Section 2.02. COUNCIL FUNCTIONS — The business and affairs of TWS shall be managed under the direction of Council. Council shall determine matters of policy in accordance with the provisions of the Articles of Incorporation, these Bylaws, and the District of Columbia Nonprofit Corporation Code (Nonprofit Code). Council may delegate the management of TWS activities to any person or persons, management company, or committee however composed, provided the activities and affairs of TWS shall be managed by or under the direction, and subject to the oversight, of Council.

- A. Council is charged with governing TWS in a manner consistent with the best interests of TWS and its members.
- B. Representatives serve as liaison on Council for TWS Organization Units within their Voting District.
- C. DUTIES — To the extent permitted by applicable law, Council, by a majority vote, shall have the power to:
 - i. Fill, for unexpired terms, vacancies occurring in its membership;
 - ii. Recommend Bylaws changes;
 - iii. Develop goals, objectives, policies, and programs;
 - iv. Approve the annual TWS budget;
 - v. Approve personnel employment policies and practices for TWS staff;
 - vi. Approve TWS Model Bylaws and approve or deny modifications to Section, Chapter, or Student Chapter Bylaws except where prohibited by law or as otherwise provided in agreements between TWS and any Organization Unit;
 - vii. Approve TWS Model Working Group Charter and approve or deny modifications to Working Group Charters;
 - viii. Authorize formation of new or dissolution of existing TWS Sections, Chapters, and Student Chapters except where prohibited by law or as otherwise provided in agreements between TWS and any Organization Unit;
 - ix. Authorize formation of new or dissolution of existing TWS Working Groups;
 - x. Create awards; and approve recipients or delegate the nomination and approval process; and
 - xi. Perform other duties as prescribed herein or deemed necessary by Council to carry out the intent of these Bylaws that are consistent with its tax-exempt mission and Purpose.

Section 2.03. INSTALLATION AND TERM OF OFFICE

- A. INSTALLATION — As the last order of business immediately prior to adjournment of the first Regular Meeting of Council held subsequent to their election, all newly elected members of Council shall be installed. For Council Representatives, the meeting where they are installed shall not count as one of the Regular Meetings of their term.

- B. TERM OF EXECUTIVE COMMITTEE MEMBERS — Each year at the time of installation of the new Vice President, the Immediate Past-President goes off Council, the President succeeds to the office of Immediate Past-President, the President-Elect succeeds to the office of President, and the current Vice President succeeds to the office of President-Elect.
- C. RENOMINATION AS VICE PRESIDENT — A current or former member of the Executive Committee who was elected to office by a vote of Active Members may not be re-nominated for the position of Vice President.
- D. TERM OF REPRESENTATIVES — Representatives shall serve for six (6) Regular Meetings of Council as specified in Section 2.06. A. of this Article, whether in attendance or not, subsequent to their installation. Representatives shall be ineligible to succeed themselves after two (2) full terms.

Section 2.04. VACANCIES

- A. PRESIDENT — A vacancy in the office of the President shall be filled by the President-Elect for the unexpired term of office and continue for their scheduled term.
- B. PRESIDENT-ELECT — A vacancy in the office of the President-Elect shall be filled by the Vice President for the unexpired term of office and continue for their scheduled term.
- C. VICE PRESIDENT — A vacancy in the office of the Vice President shall remain unfilled until the next scheduled election. If a vacancy in the office of the Vice President occurs for any reason except Section 2.04. B. of this Article, both a Vice President and a President-Elect shall be elected. From the time of the vacancy to the next scheduled election, Council shall appoint a Representative to serve in the stead of the Vice President on the Executive Committee.
- D. IMMEDIATE PAST-PRESIDENT — A vacancy in the office of the Immediate Past-President shall remain unfilled for the duration of the term. From the time of the vacancy to the installation of new officers, Council shall appoint a Representative to serve in the stead of the Immediate Past-President as Corporate Treasurer and on the Executive Committee.
- E. REPRESENTATIVES — Vacancy(ies) in the office(s) of Representatives shall be filled for the remainder of the term from the active membership residing within the appropriate Voting District by special election or by a majority vote of Council when Council determines a special election is not feasible.
- F. If the offices of Vice President, President-Elect, and President are all vacant at the same time from any cause, a majority of the remaining members of Council, whether or not sufficient to constitute a quorum as specified in Section 2.06. F. of this Article, shall name a member of Council then in office as the acting President until the next scheduled election. At said election, Active Members shall elect a Vice President, President-Elect, and President. Terms of office shall be as specified in Section 2.03. B. of this Article.

Section 2.05. REMOVAL OR RESIGNATION OF A MEMBER SERVING ON COUNCIL

- A. A member of Council may resign at any time upon written notice to the Corporate Secretary. Such resignation shall take effect on the date the notice was delivered to the Corporate

Secretary, unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

- B. COUNCIL MEMBERS MAY ONLY BE REMOVED FOR CAUSE — A member of Council may only be removed for cause as listed here:
- i. Has been censured or been censured and suspended from membership in TWS in accordance with TWS Code of Ethics;
 - ii. Has been found to have breached a material and/or fiduciary duty owed to TWS as a Council member;
 - iii. Has engaged in improper conduct or conduct contrary to the best interests of TWS;
 - iv. Has violated these Bylaws;
 - v. Has missed two (2) or more Council meetings in any twelve- (12) month period without being excused by the President;
 - vi. Has been declared of unsound mind by a final court order; or
 - vii. Has been convicted of a felony.
- C. REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE BY ACTIVE MEMBERS — TWS Active Members may only remove a member of the Executive Committee with cause as specified in Section 2.05. B. of this Article. A petition signed by ten (10) percent of Active Members requesting that the question of removal of a member or members of the Executive Committee be put to an Action by Ballot of all Active Members shall be submitted to the CEO. The Record Date shall be as specified in Article IV. Section 4.05. D. The CEO or designee will administer this ballot initiative as specified in Article V. Section 5.02. B.
- D. REMOVAL OF A REPRESENTATIVE BY VOTING DISTRICT ACTIVE MEMBERS — TWS Active Members residing within the geographic boundaries of a Voting District may remove their Representative with cause as specified in Section 2.05. B. of this Article. A petition signed by ten (10) percent of Active Members residing within a Voting District as specified in Article IV. Section 4.02. A. i., requesting that the question of removal of a Representative be put to an Action by Ballot of Voting District Active Members, shall be submitted to the CEO. The Record Date shall be as specified in Article IV. Section 4.05. D. The CEO or designee will administer this ballot initiative as specified in Article V. Section 5.02. B.
- E. REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE OR A REPRESENTATIVE BY COUNCIL
- i. Council, with cause, may initiate the removal process upon written petition submitted to the CEO by one-half (1/2) or more voting members of Council. If one-half (1/2) the current number of voting members of Council is a mixed number, the requirement necessary to initiate the removal process shall be rounded up to the closest whole number.
 - ii. Not less than ten (10) days (unless otherwise specified, the word “days” means calendar days) prior to voting on removal, Council, via the CEO or designee, shall provide the challenged member of Council with written notice of the petition and the stated cause(s) for removal and an opportunity to appear before Council to hear the allegations and present a response. Such hearing before Council may be conducted in person or by telephone or other electronic means by which all

participating parties may hear and be heard by all other participants. The challenged Council member may waive such hearing in writing and in lieu thereof submit their written response for consideration by Council.

- iii. Council, excluding the challenged Council member due to a conflict of interest, will consider information submitted in the petition and any response provided by the challenged Council member, and vote on the petition to remove. Removal of a member of Council requires a two-thirds (2/3) vote of all members of Council authorized to vote as specified in Article II, Section 2.01., excluding the challenged Council member. Council's vote on the matter shall be final and will be communicated in writing to the challenged Council member within ten (10) days of the Council vote.

Section 2.06. COUNCIL MEETINGS

- A. **REGULAR MEETINGS** — There shall be two (2) regular meetings of Council held annually. These meetings may be held in person or remotely. The first shall be in association with the North American Wildlife and Natural Resources Conference or at such time and place as Council may select. The second shall be in association with TWS' Annual Conference or at such time and place as Council may select.
- B. **SPECIAL MEETINGS** — Special Meetings of Council may be called by the President or upon written request of three (3) other Council members when, in their opinion, business of Council so requires. Any business may be conducted at any special meeting without such business having been specified in the notice for said meeting, provided, however, that if one of the purposes of a special meeting is the removal of a member of Council, then the notice must state said purpose. A Special Meeting of Council, whether in person or remote, may be held at such time and place as Council may select. The first meeting chaired by the newly installed President, held shortly after the end of the Regular Meeting where new members of Council are installed, is a Special Meeting of Council.
- C. **NOTIFICATION** — The Corporate Secretary, or such person's designee, shall give notice to each Council member of each Council meeting. The notice shall state the time and place of the meeting. Notice shall be effective when it is delivered personally to the Council member, left at the Council member's residence or usual place of business, or sent by facsimile or email at least forty-eight (48) hours before the time of the meeting or, in the alternative, by U.S. mail to the Council member's address as it shall appear on the records of TWS at least seven (7) days before the time of the meeting. Notwithstanding the foregoing, a Council member may waive notice of any meeting of the Council by written statement filed with the Corporate Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Council shall also constitute a waiver of notice, except where a Council member states that they are attending solely for objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Council may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

- D. ACTION BY COUNCIL — Unless the Articles of Incorporation, these Bylaws, or the Nonprofit Code require a greater proportion, the action of a majority of Council present at a meeting at which a quorum is present as specified in Section 2.06. F. of this Article when the vote is taken shall constitute action of the Council. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called. Action by Council without a meeting is prohibited.
- E. ATTENDANCE — Attendance in person for all Regular Meetings is the expectation for all members of Council. A member of Council who is unable to attend a Regular or Special Meeting in person may participate remotely so long as all participating parties can communicate in real time with other participants. Participation by telephone or video conference shall constitute attendance at a meeting for purposes of determining a quorum, participation in discussion, and any vote conducted. Participation by proxy is not allowed.
- F. QUORUM — Three-quarters (3/4) of the voting members of Council shall constitute a meeting quorum. If three-quarters (3/4) of the current number of voting members of Council is a mixed number, the requirement to meet quorum shall be rounded up to the closest whole number.
- G. CONDUCT OF COUNCIL MEETINGS — Council shall, at all meetings in which TWS business is conducted, follow parliamentary procedures as specified in Council’s General Operating Procedures. These procedures shall govern TWS in all cases to which they are applicable and are not inconsistent with TWS Bylaws. The Vice President shall serve as Parliamentarian, and provide advice on all questions related to the Articles of Incorporation and Bylaws at all Council meetings.

Section 2.07. COMPENSATION — TWS shall not pay any compensation to any voting member of Council for services rendered to TWS, except they may be reimbursed for expenses incurred in the performance of their TWS duties in accordance with TWS’ Financial and Investment Policies. A Council member who serves TWS in any other capacity may receive reasonable compensation for such other services pursuant to an Action by Council.

Section 2.08. FISCAL MANAGEMENT

- A. Council is responsible for developing and implementing sound financial policies for TWS.
- B. The CEO shall provide Council with copies of all legally required financial documents where requested, and the CEO will update Council at least twice a year at their Regular Meetings on the financial position of TWS.
- C. The administration of TWS fiscal affairs shall be conducted by the CEO under the general supervision and direction of Council as specified in TWS’ Financial and Investment Policies.

Section 2.09. COMMITTEES — Council may establish committees to assist Council in the performance of their duties. All committees and Working Groups shall provide Council a report of activities and any requests for action by Council at least at each Regular Meeting of Council. Council may dissolve any committee, except the Executive Committee, or Working Group.

- A. Council Committees — All Council Committees shall be comprised of one (1) or more members of Council and may include other TWS members. A Council liaison will be assigned to each Council Committee where the Committee Chair is not a member of Council.
- i. Standing Committees — Standing Committees are ongoing Council Committees with duties that align along TWS programmatic lines (e.g., publications, finance, membership, diversity, bylaws). Council, by action of Council, may delegate to Standing Committees any of the governance powers of Council except the power to:
 - a. Elect or remove a member of Council;
 - b. Approve the dissolution, merger, or reorganization of TWS or distribution of its assets;
 - c. Amend the Articles of Incorporation or Bylaws;
 - d. Approve or propose to members any action that the D.C. Nonprofit Code, the Articles of Incorporation, or these Bylaws require be approved by members;
 - e. Establish or modify TWS' Annual Budget; or
 - f. Decide other such matters as Council may hereinafter determine by a majority vote of Council.
 - ii. Special Committees — Council may establish one (1) or more, time-limited, Special Committees for specific tasks as circumstances warrant. Special Committees shall limit their activities to accomplishing the specific task for which they are established, and shall have no power to act except as is specifically conferred by action of Council. Council may not delegate any of the governance powers of Council to a Special Committee that it is prohibited from delegating to Standing Committees.
 - iii. Executive Committee — The Executive Committee shall consist of TWS President, President-Elect, Vice President, and Immediate Past-President. It is empowered to take interim action on behalf of Council between meetings of Council, except that said Committee shall not take any action on governance powers that Council is prohibited from delegating to a Standing Committee. All interim actions of the Executive Committee shall be reported to Council at the next Council meeting.
 - iv. Council Committees Rules of Procedure
 - a. Annually, the President shall appoint or reappoint the members and the Chair of each Council committee except for the Executive Committee. Each Council committee shall adopt rules of procedure for the conduct of the business of the committee that are consistent with this Article. A majority of the members of a Council committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The President shall be an ex-officio non-voting member of all Council committees. The members of a Council committee may conduct any meeting thereof by conference telephone or similar communications equipment as specified in Section 2.06. E. of this Article.
 - b. Each member of a committee shall serve until such member's successor is appointed, unless: (1) the committee shall be sooner terminated; (2) such

member be removed from such committee, with or without cause, by the President then in office; or (3) such member shall otherwise resign from such committee.

- c. All Council Committees, where Council has delegated any governance power to them, shall keep meeting minutes as specified in Article III. Section 3.01. C. and make said minutes part of their reports to Council.

B. Other Committees

- i. **Advisory Committees** — Annually, the President shall appoint or reappoint members and the chair, who may or may not be members of Council, to serve on Advisory Committees. The Advisory Committees shall have such functions and responsibilities specified by the President, provided, however, that the President may not delegate any of the functions or duties of Council to any Advisory Committee except as specified in Section 2.02 of this Article. Each Advisory Committee may adopt rules of procedure for its business that are consistent with the procedures adopted by Council.
- ii. **Working Groups** — Council may charter Working Groups focused on specific disciplines or issues to provide a forum for interaction among TWS members with common professional interests and as a source of expert knowledge on issues relevant to the Purposes of TWS. The President does not appoint members or the governing board of any Working Group.
- iii. Each Advisory Committee and Working Group shall submit a report of their activities to the CEO by the deadline established by the CEO so that said report can be provided to Council at each Regular Meeting of Council.
- iv. **Committee Member Compensation** — TWS shall not pay any compensation to any member of any committee for services rendered to TWS as such, except that a member may be reimbursed for expenses incurred in the performance of their duties to TWS, in accordance with the Financial and Investments Policy adopted by Council. A member of a committee who serves TWS in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of Council.

ARTICLE III. CORPORATE OFFICERS

Section 3.01. CORPORATE OFFICERS — Corporate Officers of TWS shall be a President, Secretary, and Treasurer. The President and Corporate Treasurer shall be duly elected and qualified members of Council. All other officers may be, but need not be, members of Council. A person may hold more than one office in TWS but may not serve concurrently as President and Corporate Treasurer.

- A. **PRESIDENT** — The President, when present, shall preside at all meetings of TWS and shall chair Council and Executive Committee meetings. The President shall assign specific duties to the President-Elect, Vice President, and Immediate Past-President; and shall perform all other duties incident to this office. In the absence of the CEO, the President may temporarily assume those duties. In the temporary absence of the President, or upon that person's

temporary inability to serve, the duties first shall be assumed by the President-Elect and then by the Vice President. In the event neither can serve, the Council shall appoint a President pro-tempore.

- B. CORPORATE TREASURER — The Corporate Treasurer shall have charge of and be responsible for all funds and securities of TWS. The Corporate Treasurer shall render to the President and Council, whenever requested, an account of the financial condition of TWS. The Corporate Treasurer shall be TWS' Immediate Past-President or, in the absence thereof, shall be a member of Council appointed by action of Council.
- C. CORPORATE SECRETARY — The Corporate Secretary shall keep the minutes of all Council meetings and of any Council committees authorized and delegated any governance power of Council as specified in Section 2.09. A. of this Article. The Corporate Secretary shall see that all notices are duly given in accordance with provisions of the Bylaws or as required by law and shall be custodian of all TWS records. The Corporate Secretary shall ensure that Council's meeting agenda and summary minutes, including all major decisions of Council, are placed on TWS' website in a timely manner. The Corporate Secretary shall be TWS' CEO or, in the absence thereof, the Corporate Secretary shall be a voting member of Council appointed by action of Council.

Section 3.02. VACANCIES — Vacancies in the office of President shall be filled as specified in Article II. Section 2.04. A. Vacancies for any other Corporate Officer arising from any cause may be filled by Council in accordance with provisions of these Bylaws at any Regular or Special meeting of Council.

Section 3.03. CHIEF EXECUTIVE OFFICER (CEO)

- A. A CEO shall be selected by a majority vote of Council and shall serve at the pleasure of Council.
- B. The Executive Committee will negotiate terms of the management contract between the CEO and TWS, including salary and compensation.
- C. The CEO may be removed by a two-thirds (2/3) vote of Council subject to the applicable provisions of the then-current CEO management contract with TWS.
- D. The CEO is responsible to Council and acts with its advice and consent. The CEO shall be responsible for general supervision of the business and affairs of TWS, maintain and report on implementation of TWS policies, and advance TWS' Purposes and Principles.
- E. If the CEO should become unable to perform assigned duties, a senior TWS staff person may be appointed Acting CEO by Council.
- F. The CEO shall ensure that all activities carried out by or on behalf of said individual are in compliance with all applicable laws and regulations, and the terms of any agreements TWS may have entered into.
- G. The CEO's duties and responsibilities are as assigned in these Bylaws, TWS' General Operating Procedures and Council, and as otherwise set forth in the then-current CEO management contract with TWS.

ARTICLE IV. MEMBERSHIP AND DUES

Section 4.01. MEMBERSHIP ELIGIBILITY AND STATUS — TWS is a membership organization whose members shall have such privileges set forth in the Nonprofit Code, the Articles of Incorporation, and these Bylaws. TWS membership shall be open to all organizations and persons, regardless of age, race, religion, gender, ethnicity, disability, sexual orientation, or nationality, who are interested in wildlife resources, who subscribe to TWS' Purposes and Principles, and who apply for membership in accordance with all procedures as established under authority of this Article. All individuals applying to become Active Members must pledge upon application, and all Active Members of TWS must pledge upon renewal or recertification, to uphold and conduct their professional and membership-related activities in accordance with TWS' Code of Ethics.

Section 4.02. MEMBERSHIP CLASSES — TWS membership shall consist of an Active and an Affiliate class. Council may establish categories within each membership class.

- A. **ACTIVE MEMBER** — Individuals who pay TWS dues annually or through a special category of TWS Active Membership are exempt from paying dues. Active Members have the following privileges:
- i. Are eligible to cast a single vote for (1) TWS Vice President, (2) TWS President-Elect as specified in Article II. Section 2.04. C. and Section 2.04. F., (3) TWS President as specified in Article II. Section 2.04. F., and (4) Representative in the Voting District of their primary residence as indicated by their address on file with TWS;
 - ii. Are eligible to cast a single vote for (1) Bylaws changes, and (2) changes to annual dues over and above that specified in Section 4.03. B. i. of this Article;
 - iii. Are eligible to cast a single vote to remove a member of the Executive Committee as specified in Article II. Section 2.05. C.;
 - iv. Are eligible to cast a single vote to remove a Representative in the Voting District of their primary residence as indicated by their address on file with TWS as specified in Article II. Section 2.05. D.;
 - v. May serve on TWS Council and may hold a Section Office, a Chapter Office, or a Student Chapter Office unless otherwise prohibited;
 - vi. May apply for and, if successful, maintain status as a Certified Wildlife Biologist or Associate Wildlife Biologist;
 - vii. May be a member of a TWS Working Group; and
 - viii. May represent TWS' name or position officially when so appointed by Council, its Corporate Officers, or the Executive Boards of TWS Sections and Chapters.
- B. **AFFILIATE MEMBER** — Available to organizations, institutions, companies, or government agencies that pay any dues required and support TWS' Purposes, and to individuals that are not Active Members of TWS but who do pay annual dues to a TWS Section, Chapter, or Student Chapter. Affiliate Members have none of the privileges granted to Active Members.

Section 4.03. DUES

A. ESTABLISHMENT AND PAYMENT

- i. Annual dues for Active Members required to pay dues shall include at least a basic fee for TWS operations and services and TWS' official publication of record;
- ii. Affiliate Member dues are set by Council;
- iii. Council may establish reduced dues membership categories and promotional memberships;
- iv. Periodicals may be selected by members for an additional fee set by Council; and
- v. Dues and periodical subscriptions shall be payable annually by the member anniversary date, dues shall be remitted to the CEO in U.S. dollars, and members must pay their annual dues at the applicable level to remain in good standing.

B. DUES LEVELS AND MODIFICATION

- i. Active Member — Council may adjust annual dues each year as part of the annual budget setting process within limits indicated by the change in the most recent U.S. Consumer Price Index for All Urban Consumers available, rounded to the next highest dollar. Adjustments in annual dues in excess of that limit shall be submitted to Active Members for approval.

Section 4.04. SUSPENSION, RESIGNATION, OR TERMINATION OF MEMBERSHIP — Active Members of TWS are bound to adhere to TWS' Articles of Incorporation, Bylaws, Code of Ethics, and such other Council issued policies as they relate to Active Membership.

A. FAILURE TO PAY DUES

- i. An Active Member's membership and privileges are terminated if annual dues are not paid on time as specified in Section 4.03. A. v. of this Article. Membership and privileges shall be reinstated upon payment of annual dues for the year in which a renewal application is made.
- ii. Certified and Associate Wildlife Biologists must pay their annual dues on time as specified in Section 4.03. A. v. of this Article, to maintain their Certification.

B. OTHER VIOLATIONS — Violation of TWS' Articles of Incorporation, Bylaws, Code of Ethics, or other TWS policies by an Active Member or conduct on the part of any member that is deemed by Council to be contrary to the tax-exempt Purposes and mission of TWS shall constitute grounds for the suspension or termination of membership.

C. SUSPENSION OR TERMINATION — Except in the case of termination for failure to pay required TWS dues, Council will provide the member who is the subject of the proposed suspension or termination of membership with written notice via certified mail of the proposed suspension or termination of membership, the grounds therefore, and an opportunity to respond in writing within ten (10) days of the date said notice was received. Council will then consider the matter and any written submission of the member and vote on the matter of suspension or termination of membership. A majority vote of Council shall be required for suspension or termination of membership. Council will advise the member of their decision.

- D. RESIGNATION — An Active or Affiliate Member of TWS may resign from the organization at any time. Such resignation shall be in writing or via electronic conveyance, addressed to the CEO, and shall be effective upon receipt by the CEO. Such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges accruing and unpaid prior to the submission of the resignation. No refund of dues will be made.

Section 4.05. ACTIVE MEMBER MEETINGS

- A. Annual Meeting — An Annual Meeting of Active Members shall take place no more than six (6) months after the end of TWS' fiscal year.
- B. Special Meetings — The President or Council may call a Special Meeting of Active Members at any time. Twenty-five (25) percent of the Active Members may also call a Special Meeting by signing a petition requesting such a meeting and submitting said petition to the CEO. The petition shall set forth the purpose of the meeting. Active Members may only petition to remove a member of the Executive Committee as specified in Article II. Section 2.05. C. Active Members may only petition to remove a Representative as specified in Article II. Section 2.05. D.
- C. Meeting Date, Time, and Location — The President will designate the specific date, time, and location of any meeting of Active Members, which need not be held in the District of Columbia. If a Special Meeting of Active Members is called by Active Members as described in paragraph B of this Section, the President shall designate the date for said meeting within sixty (60) days of receipt of a valid petition by the CEO. Active Member meetings may be held in person, by means of internet, or other electronic communications technology in a fashion pursuant to which the Active Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Active Members, pose questions, and make comments or some combination of in-person and electronic communications technology. Only business within the purposes described in the meeting notice may be conducted at any meeting of Active Members.
- D. Record Date — The record date shall be the date TWS determines who is an Active Member and eligible to vote at any meeting of Active Members. The record date for the Annual Meeting shall be the day before the first notice is given to Active Members. The record date for a Special Meeting called by the President or Council shall be the day before first notice is given to Active Members. The record date for a Special Meeting called by Active Members shall be the date the first Active Member signs the petition. The determination of who is an Active Member eligible to vote shall be made by TWS as of the close of business on the record date.
- E. Notice of Meetings — The Corporate Secretary or designee shall give notice of the date, time, and location of each Annual or Special Meeting to Active Members entitled to vote. Notice of an Annual or Special Meeting shall include a description of the purpose(s) for which the meeting is called.
 - i. Due notice of this meeting shall be given to those Active Members that have consented to receive notice electronically at least twenty-five (25) days in advance of the meeting date through TWS' official publication of record or other electronic

means. It is the member's responsibility to ensure that the email address they have on file with TWS is valid.

- ii. Active Members that do not consent to receive notices electronically will be mailed a hard copy notice postmarked at least thirty (30) days in advance of the meeting date. It is the member's responsibility to ensure that the postal address they have on file with TWS is valid.
- iii. Notwithstanding Section 4.05 E. i. and ii. of this Article, an Active Member may waive notice of any meeting of Active Members by written statement filed with TWS' Corporate Secretary or by oral statement at any such meeting. Attendance at a meeting of Active Members shall also constitute a waiver of notice, except where a member states that they are attending solely for objecting to the conduct of business because the meeting was not lawfully called or convened.

F. Meeting Conduct

- i. The President shall preside at any Active Member meeting as Chair. The President shall determine the order of business and has the authority to establish rules for the conduct of the meeting so long as such rules are fair to Active Members. At the meeting, the President shall announce when the polls close for each matter voted upon by Active Members. After the polls close, no ballots or votes, nor any otherwise permissible revocations or changes to an Active Member's vote, may be accepted. Voting by proxy is prohibited. There shall be no cumulative voting.
- ii. The Vice President shall serve as Parliamentarian as specified in Article II. Section 2.06. G., and provide advice on all questions related to the Articles of Incorporation and Bylaws at all Active Member meetings.
- iii. After fixing the record date, TWS shall prepare an alphabetized list of Active Members that are entitled to notice of the meeting, including the Section where they reside, available for inspection in accordance with the Nonprofit Code. An Active Member is entitled to copy the list during regular business hours and at their expense during the period beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting.
- iv. Except as otherwise provided in the Nonprofit Code, the Articles of Incorporation, or these Bylaws, if a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action.

G. Quorum — A quorum at any Active Member meeting shall be ten (10) percent of TWS Active Members.

H. Additional procedures for conducting the Active Member Meeting are as specified in Council's General Operating Procedures.

ARTICLE V. COUNCIL ELECTIONS AND OTHER BALLOTING

Section 5.01. NOMINATION OF CANDIDATES AS OFFICERS AND REPRESENTATIVES

- A. The President shall annually appoint a Nominating Committee, consisting of one (1) Active Member per Section.

- i. The Nominating Committee shall submit to the CEO the names of two (2) Active Members in good standing as nominees for Vice President.
- ii. If necessary, as specified in Article II. Section 2.04. C., the Nominating Committee shall also submit to the CEO two (2) other Active Members in good standing as nominees for President-Elect.
- iii. If necessary, as specified in Article II. Section 2.04. F., the Nominating Committee shall also submit to the CEO two (2) other Active Members in good standing as nominees for President-Elect and two (2) other Active Members in good standing as nominees for President.
- iv. The Nominating Committee shall submit to the CEO the names of two (2) Active Members in good standing that reside in the appropriate Voting District as nominees for Representative from those Voting Districts where the Representatives' terms shall expire that year. Elections for Representatives shall be staggered so that approximately one third (1/3) of the Representatives shall be nominated and elected each year. No nominee for Vice President or President-Elect shall be nominated for Representative in the same election. Nominations shall be provided to the Nominating Committee by the respective Section Executive Board/Committee, or, in the absence thereof, the Nominating Committee may submit its own nominees.

Section 5.02. ACTION BY BALLOT

- A. The record date for determining Active Members entitled to notice and to vote by ballot is the day before first notice is given to Active Members.
- B. Actions by ballot may be undertaken if TWS delivers a ballot to every Active Member that is an Active Member on the record date and entitled to vote on the matter. The ballot must be in writing or in an electronic form that may be reduced to a tangible medium. The ballot must set forth each proposed action and provide Active Members with the opportunity to vote for, withhold a vote for, or vote against each proposed action and candidate. Solicitation for votes by ballot must indicate the number of responses needed to meet the quorum requirements other than election of members of Council, which do not have a quorum requirement; state the percentage of approvals necessary to approve each matter; and specify the time by which a ballot must be received by TWS in order to be counted. Once cast, a vote by ballot may not be changed or revoked.
- C. Each year via action by ballot, Active Members shall elect a Vice President. On occasion Active Members shall also elect a President-Elect as specified in Article II. Section 2.04. C., or a President-Elect and a President as specified in Article II. Section 2.04. F. In Voting Districts where the current Representative's term shall expire in the current year, Active Members residing in the Voting District via action by ballot shall elect a Representative. In the event of a tie for any office specified in this paragraph, the selection of one (1) of the two (2) candidates on the ballot shall be made by a majority vote of Council.
- D. Other issues requiring a vote of Active Members may be put to Active Members via action by ballot or at TWS' Active Member Meeting.

- E. Actions by ballot requiring a vote of Active Members intended to elect or remove any member of Council shall be determined by a majority vote of Active Members that vote.
- F. For all other actions by ballot requiring a vote of Active Members, results shall be deemed valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at an Active Member Meeting authorizing the action. Once the number of votes cast by ballot equals or exceeds the quorum requirement, results shall be determined by a majority vote of Active Members that vote.

ARTICLE VI. TWS VOTING DISTRICTS AND ORGANIZATION UNITS

Section 6.01. VOTING DISTRICTS — Active Membership is organized into Voting Districts, whose sole purpose is to provide a geographic basis for the election of Representatives to Council. In accordance with its General Operating Procedures, Council may change geographic boundaries or the numbers of Voting Districts to maintain equitable representation and efficient management of TWS affairs. A TWS Section, Chapter, or group of members may petition Council to consider changes.

Section 6.02. TWS ORGANIZATION UNITS

- A. TWS Organization Units include Sections and Chapters.
 - i. Sections may be authorized by Council in accordance with procedures established by Council. A Section is a TWS organization unit with its own bylaws, board of directors, and financial interests, whether incorporated or not, that is affiliated with TWS and is composed of wildlife professionals and conservationists of one (1) or more nations whose Purposes and Code of Ethics conform to those of TWS.
 - ii. Chapters may be authorized by Council in accordance with procedures established by Council. A Chapter is a TWS organization unit with its own bylaws, board of directors, and financial interests, whether incorporated or not, that is affiliated with TWS and is composed of wildlife professionals and conservationists of one (1) or more nations whose Purposes and Code of Ethics conform to those of TWS. Chapters may be formed at the state, provincial, local, or student level to provide member-oriented activities at local levels.

ARTICLE VII. RESOLUTIONS AND PUBLIC STATEMENTS

Section 7.01. COUNCIL — Council may formulate and issue public statements expressing the position of TWS on matters of concern to the public and TWS members.

Section 7.02. SECTIONS, CHAPTERS, AND WORKING GROUPS — Sections, Chapters, and Working Groups are authorized to issue statements pertaining to subjects in their locale or subject area (1) when the content of the statement falls within the established policy of TWS, and (2) in the absence of existing TWS position statements. They shall not issue statements in conflict with TWS policy without first obtaining Council's written approval. Statements in conflict with TWS policy submitted to Council for adoption must be approved or rejected by Council within ninety (90) days of receipt at TWS' principal office. Council will promptly advise the organization unit of its decision, including the reasons for rejection, if any.

ARTICLE VIII. PUBLICATIONS, COMMUNICATIONS, AND INFORMATION RESOURCES

Section 8.01. OFFICIAL PUBLICATION OF RECORD — TWS Council may, at its discretion, designate an official TWS Publication of Record.

Section 8.02. SERIAL PUBLICATIONS — TWS shall issue serial or periodical publications to further its Purposes.

Section 8.03. OTHER PUBLICATIONS — TWS may publish non-periodical literature such as books, technical reports, manuals, and pamphlets.

Section 8.04. COMMUNICATIONS AND INFORMATION RESOURCES — TWS may use any other communications and information resources to advance its Purposes. TWS shall maintain all communication and information outlets so that they are effective, current, and comprehensive to meet TWS member needs in research, management, education, policy, and outreach.

Section 8.05. OVERSIGHT — Council has oversight over all TWS publications, communications, and information resources. Editors in Chief shall serve at the pleasure of Council.

ARTICLE IX. OFFICES AND REGISTERED AGENT

Section 9.01. OFFICES — The principal office of TWS shall be located inside or outside the District of Columbia at such place as Council shall from time to time designate. TWS may maintain additional offices at such other places as appropriate.

Section 9.02. REGISTERED AGENT — TWS shall designate a qualified person or entity to serve as its registered agent for the District of Columbia and any other jurisdiction in which TWS has a physical business presence. Council may change the registered agent from time to time.

ARTICLE X. BYLAWS AND GENERAL OPERATING PROCEDURES

Section 10.01. ORIGIN — The Articles of Incorporation and these Bylaws shall constitute legally operative documents for TWS. All other TWS policies and procedures must be in compliance with them and consistent with the tax-exempt Purposes of TWS.

Section 10.02. AMENDMENTS OR REVISIONS TO BYLAWS — Proposed amendments or revisions to these Bylaws may be submitted to a vote of Active Members by written petition of five (5) percent of Active Members submitted to Council, or by a majority vote of Council. Amendments or revisions proposed by Council shall be submitted to Active Members for action by ballot.

Section 10.03. GENERAL OPERATING PROCEDURES — General Operating Procedures (Procedures) shall be established by Council to facilitate the conduct of TWS meetings and business. They may be suspended or amended as follows:

- A. Procedures may be amended by a majority vote of Council.
- B. Procedures may be suspended by a two-thirds (2/3) majority vote of Council. Suspension of procedures occurs on a case-by-case basis and the suspension ends once action on the

specific topic ends at the current meeting. Suspension of procedures, including the reason why, shall be recorded in the meeting minutes.

ARTICLE XI. INDEMNIFICATION, INSURANCE, AND LIABILITY STATEMENT

Section 11.01. INDEMNIFICATION AND INSURANCE — To the extent permitted by law and not in excess of the applicable and available insurance, TWS shall indemnify any current or former Council Member, CEO, or committee member for costs and expenses, including judgments, incurred in connection with the defense of any action, suit, or proceeding in which they were made a party by reason of having been a Council Member, CEO, or committee member of TWS, except in relation to matters which they shall be adjudged in such action, suit, or proceeding to be liable for criminal activities, willful misconduct, or gross negligence in the performance of their duties, subject to any limitations of the laws of the District of Columbia. Expenses incurred in defending any action, suit, or proceeding may be paid by TWS in advance of the final disposition of such action, suit, or proceeding upon receipt of agreement by the Council Member, CEO, or committee member to repay such amount if it shall be ultimately determined that they are not entitled to be indemnified under this Article. In addition, TWS is authorized to purchase all reasonable and necessary insurance, including Council Members and CEOs liability insurance coverage.

Section 11.02. LIABILITY STATEMENT — No action or public statement/position undertaken by any Council-approved Section, Chapter, Standing, Special or Advisory Committee, or TWS chartered Working Group shall be binding upon or impose liability upon TWS unless such action has been previously considered and approved by Council in a manner consistent with these Bylaws, TWS Articles of Incorporation, or as otherwise required by law.

ARTICLE XII. MISCELLANEOUS

Section 12.01. MAINTENANCE OF TAX EXEMPT STATUS — TWS shall not carry on any activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 12.02. CORPORATE SEAL — Council shall provide a suitable seal, bearing TWS' name, which shall be in the charge of the Corporate Secretary. The Council may authorize one or more duplicate seals and provide for the custody thereof. If TWS is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of TWS.

Section 12.03. VOTING UPON SHARES IN OTHER CORPORATIONS — The President, Corporate Treasurer, CEO, or a proxy appointed by any of them may vote stock of other corporations or associations, registered in the name of TWS. The Council, however, may appoint by resolution some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

Section 12.04. EXECUTION OF DOCUMENTS — A person who holds more than one (1) office in TWS may not act in more than one (1) capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one (1) officer.

Section 12.05. FINANCIAL INSTRUMENTS — All checks, drafts, and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of TWS, shall, unless otherwise provided by resolution of the Council, including any banking resolution, be signed or authorized by either the CEO, the Corporate Treasurer, or the President, or by the designees of either the CEO, the Corporate Treasurer, or the President, provided, however, that each designee shall be approved in advance by the Council, which may impose additional limitations on such re-delegated authority.

ARTICLE XIII. DISSOLUTION

Section 13.01. DISSOLUTION — In the case of dissolution of TWS, Council shall authorize the payment of all TWS indebtedness, and arrange for the transfer of any remaining net assets of the corporation to such organization or organizations as the Council may select, which are organized and operated exclusively for purposes that would qualify for an exemption under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding sections of any future federal tax code, provided however, that in no way shall such distribution inure to the financial benefit of any member, director, officer, contributor, or any private individual.