

BYLAWS

Canadian Section of The Wildlife Society

Organized: May 3, 2007
Amended: August 27, 2010
Adopted Changes: February 2017

ARTICLE I. NAME, JURISDICTION, AFFILIATION, MISSION, AND OBJECTIVES

Section 1. Name. The name of the organization shall be the Canadian Section of The Wildlife Society (La Société de la Faune, Section Canadien), hereinafter referred to as the Section.

Section 2. Jurisdiction. The jurisdiction of the Section shall include the provinces and territories of Canada.

Section 3. Criteria of Affiliation with The Wildlife Society, Inc.¹ Affiliation with The Wildlife Society, Inc. (hereinafter referred to as The Wildlife Society) shall require that the Section conform to the bylaws, code of ethics, objectives, policies and positions of The Wildlife Society. Failure to comply with this standard may result in dissolution of the Section by The Wildlife Society Council.

Section 4. Mission Statement. The mission of the Canadian Section of The Wildlife Society is to foster excellence in wildlife stewardship through science and education in Canada.

Section 5. Objectives. [Statement of Purposes] The principal objectives of the Section shall be those set forth in the Bylaws of The Wildlife Society. Additionally, the Section shall: (1) provide an opportunity for improved communication among members and chapters within the Section; (2) offer programs and services to members and chapters within the Section; (3) recognize and commend outstanding work by wildlife professionals, organizations, and agencies in Canada; and (4) serve as a unified voice of Canadian wildlife professionals on wildlife affairs both within Canada and internationally through The Wildlife Society. There will be no pecuniary gain to the members from the activities of the Section.

ARTICLE II. MEMBERSHIP

Section 1. Membership Classes. The membership of the Section shall consist of the following voting and non-voting classes:

CLAUSE A. VOTING CLASSES

1. Regular Member. Regular Members shall be only those persons who reside or work within the Section, and who are members in good standing of both the Section and The Wildlife Society. A member is accepted into membership upon receipt by either the Section or the Society of a completed membership application form and payment of the appropriate dues.

2. Honorary Member. Honorary Members shall be persons who, by majority vote of the members of the Section, or through a designated committee, have been thus recognized for their achievements or distinguished service. Honorary Members qualify as Voting Members if they are members of The Wildlife Society and reside or work within the Section.

3. Charter Member. Charter Members are those members in good standing on the Section membership rolls as of December 31, 2007. Charter Members qualify as Voting Members if they are members of The Wildlife Society and reside or work within the Section.

CLAUSE B. NON-VOTING CLASSES

1. Associate Member. Associate Members shall be persons who either do not reside or work within the Section, or who are not members of The Wildlife Society.

Section 2. Membership Status

¹ The Wildlife Society was incorporated in 1948 under the laws of the District of Columbia, U.S.A.

CLAUSE A. ELIGIBILITY. Membership in an appropriate class shall be open to all persons and organizations, regardless of race, gender, age, disability, religion, ethnicity, or nationality, interested in wildlife resources that subscribe to the Section's mission and The Wildlife Society's code of ethics.

CLAUSE B. DUES. Annual dues for the various classes of membership shall be approved by a majority vote of the Executive Board as needed to meet the financial requirements of the Section and payable in advance by January 1 of each year. Changes in annual dues shall become effective January 1 of the year following their approval. Annual dues may be paid to either the Section Treasurer or to The Wildlife Society's headquarters at the same time as annual dues to The Wildlife Society are paid, and subsequently remitted to the Section by The Wildlife Society. A member is considered in good standing upon payment of Section dues.

CLAUSE C. EXEMPTIONS. Honorary Members of the Section shall be exempt from payment of annual dues.

CLAUSE D. PRIVILEGES

1. Voting Member. Members of voting classes shall be entitled to all rights, privileges, and responsibilities of Section membership including the right to vote in Section elections, hold office in the Section, serve as an ex-officio or appointed member of the Executive Board and represent the Section in an official capacity when so appointed by the President of the Section.

2. Non-Voting Member. Members of non-voting classes shall be entitled to all rights, privileges, and responsibilities of Section membership, including voting in Section elections, except they may NOT hold office in the Section, serve as an ex-officio or appointed member of the Executive Board, or represent the Section in an official capacity.

CLAUSE E. RESIGNATION. Members may resign at any time by giving notice to the Section's Secretary in writing or by e-mail.

CLAUSE F. REINSTATEMENT. Persons in arrears of dues shall forfeit their rights and privileges in the Section; they shall be reinstated upon payment of dues of the current year in which the application is made.

ARTICLE III. ADMINISTRATION AND FINANCES

Section 1. Executive Board

CLAUSE A. COMPOSITION. The Section shall be governed by an Executive Board composed of the President, President-Elect, Vice President, Past President, Secretary, and Treasurer, and Provincial Chapter Representatives. Board members cannot be less than 18 years of age.

CLAUSE B. DUTIES. The Executive Board shall act as the governing body of the Section and shall be responsible for the affairs and finances of the Section. The Executive Board shall be authorized to publish position statements pertaining to issues within the Section's jurisdiction: (1) when the content of the statement falls within the established policy of The Wildlife Society, or (2) in the absence of existing Society position statements. No position statement will be issued that may be in conflict with the policy of The Wildlife Society without prior approval of The Wildlife Society Council.

Section 2. Finances. Finances of the Section shall be under the supervision of the Executive Board and shall be handled by the Treasurer.

CLAUSE A. FISCAL YEAR. The fiscal year of the Section shall be the 12-month period beginning on 01 July and ending on 30 June of the next calendar year, thereby corresponding to the fiscal year of the parent organization.

CLAUSE B. FUNDS. Funds shall be derived from dues, meeting fees, sale of Section sponsored publications or merchandise, special activities, contributions, and other activities approved by the Executive Board.

CLAUSE C. DEPOSITS. Funds shall be placed in a federally insured bank, savings and loan association, or any other financial instrument or institution approved by the Executive Board.

CLAUSE D. AUDIT. At the Annual Meeting, the President shall appoint a committee to audit the Section's financial records and supporting documentation for any financial irregularities or mismanagement, to ensure that the financial statements are fairly presented in accordance with generally accepted accounting principles. This committee shall report its findings to the subsequent annual meeting.

ARTICLE IV. OFFICERS AND CHAPTER REPRESENTATIVES

Section 1. General. The officers of the Section shall be a President, President-Elect, Vice President, Past President, Secretary, and Treasurer. The officers of the Section must be voting members of The Wildlife Society. The President and Secretary shall have authority to sign documents on behalf of the organization. In respect to financial documents, the President or Treasurer shall have authority to sign documents on behalf of the organization.

Section 2. Duties

CLAUSE A. PRESIDENT. The President shall have general supervision of Section officers; shall preside at all meetings of the Section membership and Executive Board; shall appoint voting members to serve as Secretary, and Treasurer, and a voting member to chair each committee; shall be, ex-officio, a member of all committees except the Nominations and Elections Committee; and shall represent the Section, or appoint others in his/her place to represent the Section, in public forums and to external constituencies. The President serves for approximately a one-year term and succeeds to the office of Past President upon the completion of his/her term.

CLAUSE B. PRESIDENT-ELECT. The President-Elect shall assist the President in all phases of Section administration and shall perform any duties assigned by the President. Gaining familiarity with the officers, committees, and overall administration of the Section shall be the major function of this office. The President-Elect is elected by the Section membership, serves for approximately a one-year term, and succeeds to the office of President upon the completion of his/her term.

CLAUSE C. VICE PRESIDENT. The Vice President shall perform any duties assigned by the President and shall assume duties of the President in the latter's absence or inability to serve. Should the Vice President be unable to serve as the President for any reason, the Executive Board shall appoint a President pro tempore. The Vice President is elected by the Section membership and serves for approximately a one-year term. The Vice President may serve no more than two consecutive terms.

CLAUSE D. PAST PRESIDENT. The Past President shall assist the incoming President with issues involving continuity and Section history, and assist in the general administration of Section business affairs as requested by the President. The Past President shall chair the Nominations Committee. The Past President serves for approximately a one-year term.

CLAUSE E. SECRETARY. The Secretary shall be responsible for Section files, and records,; shall record the minutes of all meetings, maintain the membership rolls (noting whether individuals are voting or non-voting members), and issue notices of meetings. The Secretary shall report all official position statements taken by the Section to the Executive Director of The Wildlife Society within 20 days of such action, and to the Section membership in the subsequent newsletter. The Secretary is appointed by the Section President and serves for approximately a one-year term. The Secretary may serve no more than two consecutive terms.

CLAUSE F. TREASURER. The Treasurer shall be responsible for financial transactions of the Section. Specifically, the Treasurer shall be responsible for receipt and disbursement of Section funds and preparation of annual financial reports, including an annual calendar-year financial

report that is submitted to The Wildlife Society. The Treasurer is appointed by the Section President and serves for approximately a one-year term. The Treasurer may serve no more than two consecutive terms.

CLAUSE G. CHAPTER REPRESENTATIVES. Chapters within the jurisdiction of the Section, including Student Chapters, shall name a Chapter Representative to serve on the Section Executive Board. Unless otherwise specified in chapter bylaws, the Chapter Representative shall be the Chapter President. Chapter Representatives shall assist in the general administration of Section business and provide the Editor of the Section newsletter with news and items of interest from their chapter and chapter membership. Chapter Representatives serve for approximately a one-year term or as otherwise determined by chapter bylaws.

ARTICLE V. ELECTIONS AND BALLOTING

Section 1. Nominations

CLAUSE A. NOMINATIONS AND ELECTIONS COMMITTEE. A three-member Nominations and Elections Committee chaired by the Past President shall prepare a slate of two candidates for each elective position: Vice President and President Elect. At the initiation of the Section, the ad hoc Section organizing committee shall prepare a slate of two candidates for all officer positions excluding the Secretary and Treasurer.

CLAUSE B. ELIGIBLE CANDIDATES. Only Voting Members that reside or work within the jurisdiction of the Section as defined in Article I, Section 2 may be nominated and hold office. No individual may be nominated for more than one officer position.

CLAUSE C. GEOGRAPHIC REPRESENTATION. The Nominations and Elections Committee is encouraged, to the extent practical, to find candidates for officer positions so that the full breadth of the Section's geographic jurisdiction may be represented on the Executive Board.

CLAUSE D. NOMINATION STATEMENTS. Candidates shall submit nomination statements to the Chair of the Nominations and Elections Committee.

CLAUSE E. ADDITIONAL NOMINATIONS. Additional nominees may be added to the election slate upon signed petition of 5 percent of the Section membership delivered to the Secretary within the first 15 days of the voting period. Upon verification of the petition by the Secretary, the Nominations and Elections Committee shall place the additional candidates on the ballot.

CLAUSE F. APPROVAL BY CANDIDATES. Approval shall be obtained from all candidates prior to placing their name on the ballot.

Section 2. Dissemination and Voting.

CLAUSE A – The Nominations Committee Chair will compile the nomination statements and ensure dissemination of nominee information and ballots.

CLAUSE B - Elections for Officers of the Section may be conducted by a mail-in or electronic election process. For voting purposes, it is the sole responsibility of members to ensure they have provided the Section with a valid and current email address and/or postal address prior to the voting period.

1. Mail-in and electronic voting systems will ensure that only one vote may be registered per Voting Member.

2. Voting for elections will commence at least 25 days prior to the Annual Meeting of the Section.

3. All Voting Members with valid email addresses will be notified electronically at the beginning of the voting period, and be provided with the names and nomination statements of the

candidates that are on the ballot; this information also will be posted on the Section website at the beginning of the voting period.

4. Electronic voting will be open to all Voting Members for 25 days. Reminders will be sent electronically to all members with valid email addresses on the work day closest to 15 days after voting begins.

5. Members without email addresses will be mailed a summary of the issues or candidates that are on the ballot and paper ballots at least 25 days before electronic balloting closes, and a reminder at least 15 days before closing of the voting period.

Section 3. Balloting. Ballots, whether for election of officers or approval of bylaws amendments or other official Section business, shall be counted by the Nominations and Elections Committee. Only those ballots received by the Committee prior to the close of the Old Business session at the Annual Business Meeting shall be counted. For ballot counting purposes, the President shall appoint a replacement for any member of the Nominations and Elections Committee who has been nominated for office. The new Section officers shall be announced and assume office at the close of the New Business session of the Annual Business Meeting.

CLAUSE A. VOTER ELIGIBILITY. Only members in good standing, as defined in Article II, Section 2, Clause B, are eligible to vote in Section elections and on other Section ballot issues.

CLAUSE B. ELECTION. Candidates will be elected and other ballot issues decided on a majority basis. No member may hold more than one elective position simultaneously.

CLAUSE C. TIES. In the case of a tie vote for election of a Section officer, the outgoing officer shall select the winner by a coin toss.

Section 3. Tenure of Office. Newly elected or appointed officers shall be installed immediately prior to adjournment of the Annual Business Meeting and serve for approximately a one-year term.

Section 4. Vacancies. Vacancies in officer positions are filled by appointment by the Executive Board unless otherwise specified herein. [See for example, Article IV, Section 2, Clause C.] Vacancies in Chapter Representatives are filled by appointment by the Chapter Executive Board.

Section 5. Removal of Officers. Officers may be removed for just cause by majority vote at either a general or an executive board meeting. A notice of motion regarding the intent to remove must be included in the thirty days notice for such meetings.

ARTICLE VI. MEETINGS

Section 1. Annual Business Meeting. The Annual Business Meeting of the Section membership or any other general meeting of the members shall be held at such time and place in Canada as determined by the Executive Board. The members may resolve that a particular meeting of members may be held outside of Canada. The purpose of the meeting shall be to receive reports of officers and committees and to conduct any business that may arise.

CLAUSE A. NOTICE. Members shall be notified of the time and place at least 30 days in advance via the newsletter or by e-mail sent to all members individually.

CLAUSE B. AGENDA. Any Voting Member of the Section may request that business items be placed on the agenda.

CLAUSE C. MEETING RULES. Parliamentary procedures at meetings of the Section membership shall follow Robert's Rules of Order, latest revision.

CLAUSE D. BYLAWS. Section Bylaws shall be available for inspection during every membership meeting.

CLAUSE E. QUORUM. A quorum for the Annual Business Meeting of the Section membership shall be five members of the Executive Board and 5% of the Section membership. If

a quorum is not present, agenda items requiring a vote of the members may be discussed but no formal action can occur. In the event of the lack of a quorum of members (less than 5% of the Section membership) but where there is a quorum of the Executive Board (at least five members of the Executive Board), the Executive Board may act on those issues not requiring a vote of the membership.

CLAUSE F. VOTING RIGHTS. Section members in good standing, as defined in Article II Section 2, Clause B, may participate in and vote on any item on the agenda that requires a vote of the membership.

Section 2. Special Meetings. Special Meetings of the Section membership may be called by the Executive Board at any time, provided members are notified of the time, place and purpose of the meeting at least 30 days in advance. In the case of a meeting held by teleconferencing or other electronic means, such details shall be provided in the notice as to permit members to participate.

CLAUSE A. AGENDA. Only business items listed in the call for a Special Meeting shall be acted upon at the Special Meeting.

CLAUSE B. PROTOCOL. All Clauses under Section 1 of this Article apply as well to Special Meetings.

Section 3. Executive Board Meetings. Executive Board Meetings may be called at the pleasure of the Section President. Such meetings may be held by teleconferencing or other electronic means that permit directors to communicate adequately with each other. At least 30 days notice of the meeting must be provided to members of the Executive Board and to the Section membership. A quorum at these meetings shall be five members of the Executive Board. Section members may attend Executive Board Meetings, but may only speak if so invited by the Section President, and they may not vote. Board decisions are normally arrived at by consensus, but if that is not possible, meeting rules, as per Section 1, Clause C, above, shall apply. Proxy voting is not allowed.

Section 4. Items Requiring a Vote of the Membership. The following items require a vote of the membership prior to adoption by the Section:

- Changes to Section Bylaws,
- Accepting the results of officer elections or other ballot issues, and destroying the ballots,
- Accepting the minutes of Membership Meetings,
- Accepting the annual financial report of the Treasurer, and
- Other items as decided by the Executive Board.

ARTICLE VII. COMMITTEES

Section 1. Establishment. The Executive Board shall establish committees as warranted and invite members to serve as appropriate, considering the committee's mandate and member expertise. The chair of each committee is appointed by the President. Other committee members are appointed by the committee chair. Any member in good standing, as defined in Article II, Section 2, Clause B, may be appointed as chair or member of a committee. Appointments to Standing Committees (Section 2) will be for a period of one year and may be renewed by the incoming President following the Annual General Meeting. Committee chairs, or members, may be removed for just cause, by majority vote of the Executive Board, upon request for consideration, in writing, by a committee chair or member.

Section 2. Standing Committees.

CLAUSE A. NOMINATING AND ELECTIONS. See Article V, Section 1, Clause A.

CLAUSE B. MEMBERSHIP AND RECRUITMENT. This committee shall encourage the maximum number of qualified persons residing or working within the Section's organizational area to become members of the Canadian Section of The Wildlife Society. The Secretary will be a member of this committee.

CLAUSE C. CONSERVATION AFFAIRS COMMITTEE. This committee shall review legislative proposals, administrative regulations, environmental assessments and impact statements, prepare white papers on critical wildlife issues, and other subjects or issues affecting wildlife or wildlife habitat within the geographical area of the Section and make recommendations to the Executive Board for any action that should be taken by the Canadian Section.

CLAUSE D. AWARDS COMMITTEE. This committee shall coordinate, prepare submissions for, solicit for and receive unsolicited nominations for deserving members of the Canadian Section of The Wildlife Society. The scope of this committee's work includes nominations for annual awards of both the Section and parent Society.

CLAUSE E. AUDIT COMMITTEE. At the Annual Meeting, the President shall appoint a committee to review the financial records and support documents of the Treasurer for report to the members at the next annual meeting. This committee shall consist of a Chair and two additional members. The committee also shall review these records and documents prior to any change in the office of Treasurer.

CLAUSE F. EDUCATION COMMITTEE. This committee shall seek education resources and opportunities for members of the Canadian Section of The Wildlife Society, such as access to online training courses, web-based seminars and workshops.

ARTICLE VIII. BYLAWS

Section 1. Adoption. The Section shall adopt Bylaws that will become effective upon approval by The Wildlife Society. Furthermore, all Bylaws approved by The Wildlife Society shall be binding on the Section without further action on the part of the Section.

Section 2. Amendments

CLAUSE A. VOTING. The Bylaws may be altered or amended by a majority vote of the Section members voting at the Annual Business Meeting of the Section membership (Article VI, Section 1), a Special Meeting, or by mail-in or electronic ballot any time of the year provided the details of such alterations or amendments have been submitted to all members via the newsletter, website, or email at least 25-days prior to such meeting or vote. Electronic voting for changes to Bylaws shall follow the same procedures as the Elections for Officers described in Article V, Section 2.

CLAUSE B. VOTING BY PROXY. Any member in good standing not able to attend a meeting when Bylaws amendments are to be acted upon may authorize in writing another member as proxy, such proxy being valid only during the vote on such amendments. A reminder of right to use a proxy will be attached to the notice of meeting going to all voting members.

CLAUSE C. ORIGIN. Proposals to amend the Bylaws may originate with a majority vote of the Executive Board, a majority vote of the membership at the Annual Business Meeting or a Special Meeting, or by signed petition of 5% of the Section membership.

CLAUSE D. CONFORMANCE. No amendment to these Bylaws shall be enacted that results in a conflict with The Wildlife Society Bylaws.

Section 3. Availability. Copies of the Bylaws of the Section shall be available to any member at no cost upon request to the Secretary, and copies shall be available for inspection at each Annual Business Meeting of the Section membership.

ARTICLE IX. DISSOLUTION

Upon dissolution of the Section by The Wildlife Society Council, the Executive Board shall transfer all assets, accrued income, and other properties to The Wildlife Society. Said assets will be held for a maximum of five years from the date of dissolution for distribution to another Section that may be established in approximately the same geographic area. If another Section is not established within said area and period of time, The Wildlife Society may use or distribute all

assets, accrued income, and other properties as best determined by the Council in accordance with The Wildlife Society Bylaws.