

BYLAWS OF THE WILDLIFE SOCIETY HAWAII CHAPTER

Organized: April 24, 1969
As Amended and Approved April 18, 2019

ARTICLE I. NAME, AREA, AND AFFILIATION

Section 1: NAME

The name of this organization shall be The Wildlife Society Hawaii Chapter (hereafter, referred to as “Chapter”.) The Chapter is incorporated under the state laws of Hawaii and is also designated as a 501(c)(3) organization by the IRS.

Section 2: AREA

This Chapter shall have as its area of organization the State of Hawaii; Commonwealth of the Northern Mariana Islands; Territories of American Samoa and Guam; and the Freely Associated States of the Federated States of Micronesia, Palau, and Republic of the Marshall Islands.

Section 3: CRITERIA FOR AFFILIATION

The Wildlife Society Hawaii Chapter shall conform to Bylaws, Code of Ethics, objectives, policies and positions as adopted by The Wildlife Society, Inc. ¹ (Hereafter, referred to as the “Society”.) The Wildlife Society Hawaii Chapter lies within the Western Section of the Society. (Hereafter, referred to as the “Section”.)

ARTICLE II. OBJECTIVES, PURPOSE, AND IMPLEMENTATION

Section 1: OBJECTIVES

For the purposes of these bylaws, “wildlife and its habitats” are marine, aquatic, and terrestrial wildlife, plants, and the other biotic and abiotic components of their environments. We include in this definition those living resources with cultural significance in Hawaii and the Pacific.

Consistent with the objectives of the Society, the Chapter objectives are to:

1. Promote the sound stewardship of wildlife and their habitats in Hawaii and the Pacific.
2. Promote the conservation of indigenous and endemic Hawaiian and other Pacific wildlife and their habitats.
3. Promote the development of knowledge, skills, and abilities necessary for success of wildlife professionals and the conservation community in the State of Hawaii and Pacific.

Section 2: PURPOSE

The purpose of The Wildlife Society Hawaii Chapter will be to advance the mission and goals of the Society in Hawaii and the Pacific.

¹ Incorporated in 1948 under the laws of the District of Columbia

Section 3: IMPLEMENTATION

To aid in the achievement of these objectives, the Chapter proposes to:

1. *Provide opportunities for liaison among individual Chapter members, the Section, and the Society.*
2. *Evaluate and respond to the principles involved in proposed or enacted societal actions that could affect wildlife and their habitats.*
3. *Recognize and commend outstanding professional achievements in maintenance, restoration, and enhancement of habitats for wildlife.*
4. *Focus the aims and objectives of the Society and the Section upon professional wildlife needs, problems, and events in local situations.*
5. *Encourage communication between members and non-members to facilitate understanding and effectiveness of conservation, research, and management of wildlife and their habitats.*
6. *Raise funds and facilitate partnerships and cost-sharing to accomplish wildlife and habitat conservation projects.*
7. *Support professional development among members and the conservation community.*

ARTICLE III. FISCAL YEAR

The Chapter operating and fiscal year shall begin January 1 of each year, and end December 31st of that same calendar year.

ARTICLE IV. MEMBERSHIPS

Section 1: TYPES OF MEMBERS

1. **Voting Member:** A Voting Membership in the Chapter shall be available to any individual who resides or conducts professional activities within the organization area of the Chapter (Article I, Section 2). Voting Members in good standing may hold office in the Chapter, vote on official matters affecting the Society, and officially represent the Chapter on business of the Society by President or Officer appointment if they have concurrent membership at the Society level.
2. **Associate Member:** An Associate Membership in the Chapter shall be available to any individual who resides or conducts professional activities outside the organization area of the Chapter (Article I, Section 2), or has an interest in the objectives and activities of the Chapter and Society. Associate Members shall be entitled to all rights, privileges and responsibilities of Voting Members, including voting in Chapter elections, except they may not hold office or represent the Chapter on business of the Society (Article IV, Section 1).
3. **Charter Member:** Voting and other Members in good standing on the Chapter membership rolls as of April 1, 1969, are considered Charter Members.
4. **Honorary Member:** Honorary Members of the Chapter shall be persons who, by a simple majority vote of all Chapter members, have been thus recognized for their achievements. An Honorary Member need not pay Chapter dues. Honorary Members who are Voting Members of the Society shall have the same rights and privileges as Voting Members (Article IV, Section 1). Honorary Members who are not voting members of the Society shall have the same rights and privileges as Associate Members (Article IV, Section 2).

Section 2: DUES

Annual dues shall be payable by each member to the Treasurer. Annual dues in the amount to be set by the Board of Directors shall be payable by each member to the Chapter. Members, except for Honorary Members, who have not paid their dues shall lose their voting status in the Chapter. Annual Chapter dues also may be paid to the Society's headquarters or to the Section, along with Society and/or Section dues, which subsequently will be remitted to the Chapter. Membership is valid for 12- months from receipt of dues, not necessarily coinciding with the Chapter's fiscal year.

Section 3: APPLICATION FOR MEMBERSHIP

Application for membership will be through the Society or Website, or as prescribed by the Board of Directors. An applicant will become a member (Voting or Associate, according to the particulars of the applicant) upon payment of the membership fee.

Section 4: RESIGNATION

Chapter Members may resign at any time by giving notice to the Chapter's Secretary or Membership Coordinator, or any member of the Board of Directors, or they will be considered to have resigned if annual Chapter dues are not paid. Honorary Members are not required to pay Chapter dues, and therefore may only resign by notice to the Chapter's Secretary or Membership Coordinator, or any member of the Board of Directors.

Section 5: REINSTATEMENT

Persons who are dropped from the rolls of the Chapter for non-payment of dues or voluntary resignation may be reinstated into membership in the Chapter upon payment of appropriate dues and on approval of application by the Board of Directors (Article IV, Section 3).

ARTICLE V. ELECTIONS AND OFFICERS

Section 1: NOMINATING AND ELECTIONS COMMITTEE

A Nominating and Elections Committee, selected by the Board of Directors (Article VII, Section 1) of the Chapter from among volunteers from the Chapter Members, shall prepare a slate of preferably a minimum of two candidates from among the Voting Members for each of the elective positions when applicable, namely: President, Vice President, Secretary, Treasurer, the Chapter Representative to the Western Section (if separate from the President), and up to a maximum of seven At-Large Officers.

CLAUSE A: All nominees must be Voting Members (Article IV, Section 1, Item 1).

CLAUSE B: Prior approval shall be obtained from said candidates.

CLAUSE C: Nomination slate shall be submitted to the Voting Members at least 30 days prior to voting.

CLAUSE D: Additional nominees may be added to the Nominating and Elections Committee's slate upon the signed support of six or more members, provided prior approval has been obtained from each nominee.

CLAUSE E. Slate of One – If the Nominating and Elections Committee has contacted at least 20 bona-fide candidates for a second nomination of President-Elect and all have declined, a slate of one (1) candidate may be submitted to the membership for the position of President-Elect.

Section 2: BALLOTING

Written and/or electronic ballots shall be received from the Voting Members by the Secretary and shall be counted by the Nominating and Elections Committee. For ballot counting purposes, the President shall appoint an un-nominated replacement for any member of the Nominating and Elections Committee who has been nominated for an office.

CLAUSE A: Voting Members may not vote while in arrears with the Chapter.

CLAUSE B: A Voting Member may submit a signed absentee ballot to the Secretary prior to the scheduled ballot count.

CLAUSE C: The candidate for each office receiving the largest number of votes shall be elected. No one may hold more than one elected position simultaneously, except the President may concurrently serve as the Chapter Representative to the Western Section.

Section 3: OFFICERS

Officers of the Chapter shall consist of a President, Vice-President, Secretary, Treasurer, Chapter Representative to the Western Section, and a maximum of seven At-Large Officers. Their duties are:

CLAUSE A: The **President** shall have general supervision of the Chapter officers; chair the Board of Directors; shall appoint, with the advice of the Board of Directors, chairs of all regular and special committees; and shall be an *ex officio* member of all committees except the Nominating and Elections Committee. The President may represent the Chapter or appoint alternate representatives to other Chapter, Section, or Society boards, committees, or meetings including the Executive Board of the Western Section.

CLAUSE B: The **Vice-President** shall assume the duties of the President in the absence or upon the inability of the President to serve, and shall perform any duties assigned by the President. In the event the Vice-President cannot serve in the President's absence, the Board of Directors shall appoint a President *pro tempore* (Article V, Section 3, Clause H).

CLAUSE C: The **Secretary** shall be responsible for the files and records, except those financial documents and reports that are the responsibility of the Treasurer (Article V, Section 3, Clause D). Duties shall include recording minutes of all meetings, maintenance of Chapter membership rolls (unless maintained by the Membership Chair), and correspondence.

CLAUSE D: The **Treasurer** shall be responsible for the funds of the Chapter and shall submit complete financial reports at each Board of Directors meeting, or if unable to attend, shall submit reports to the President prior to the scheduled meeting. Duties shall include the receipt and disbursement of funds. The Treasurer shall oversee the financial and accounting matters of the Chapter, including custody of all money, valuable papers, and documents of the Chapter, which shall be kept for safekeeping in such depositories as may be designated by the Board of Directors, and shall see that the funds of the Chapter are expended as directed by the Board of Directors. The Treasurer will cause to be kept a book or books setting forth a true record of the receipts and expenditures, assets and liabilities, losses and gains of the Chapter and will, when and as required by the Board of Directors, render a statement of financial condition of the Chapter. The Treasurer will also perform such additional financial and related reporting duties as may be prescribed by the Board of Directors.

CLAUSE E: The **Board of Directors** shall act as the governing body for the Chapter and shall be made up of the above named officers, the Chapter Representative to the Western Section (if separate from the President), and At-Large Officers.

CLAUSE F: The **At-Large Officers** (up to 7) are voting members of the Board of Directors. They help fulfill the roles of standing committees found in larger chapters, and conduct *ad hoc* and special projects (e.g., bylaw revisions, student activities, sales, awards, conservation affairs, grant administration, membership coordination, newsletter editor, and social media), etc.

CLAUSE G: The **Chapter Representative to the Western Section** shall represent the Chapter in

Western Section affairs (this position may be held concurrently by the President). This person shall represent and serve as liaison to the Section for the Chapter, provide the editor of the Section newsletter with news and items of interest from the Chapter area, and serve as a contact among the Section, Chapter, and Members. The Representative will assist the Section President by verifying mailing addresses, polling individual members, and assisting in routine Section business.

Section 4: TERM OF OFFICE

The Chapter Officers must be voting members of the Society (the Chapter Representative to the Section must also be a voting member of the Section), serve for approximately 1-year terms, be installed at the Annual Meeting, take office immediately following the vote at the Annual Meeting. Chapter Officers filling the roles of President, Vice President, Secretary, Treasurer, and Western Section Representative may be elected to a maximum of two consecutive terms for the same position. However, a majority Chapter Officer vote can override this clause and allow for additional consecutive terms. The Treasurer shall serve a term of 2 years in order to provide greater continuity and fiduciary oversight, and may serve an unlimited number of consecutive terms.

Section 5: VACANCIES

If the office of President is vacated for any reason, the Vice-President shall assume the duties of the President for the balance of the unexpired term of the President, followed, as needed, by the Secretary, Treasurer, and from among the At-Large Officers in order of length of Chapter membership. All other vacancies in any unexpired term of an elective office shall be filled through appointment by the Board of Directors, although an appointed Vice-President shall serve only until the next scheduled Chapter election where the membership shall elect the next President. All appointees must be Voting Members.

Section 6: INSURANCE

The Chapter may purchase and maintain insurance on behalf of any person who is or was an Officer of the Chapter, or is or was serving at the request of the Chapter. The Chapter may purchase and maintain liability insurance on behalf of its members for participation in Chapter-related events. Any such insurance may be procured from any insurance company designated by the Board of Directors.

Section 7: LOANS PROHIBITED

No loans will be made by the Chapter to its Officers.

Section 8: CHARITABLE PURPOSES

Notwithstanding any other provision of these Articles, the Chapter is organized and will be operated exclusively for charitable, educational, and professional development purposes. The chapter will not carry on any activities not permitted to be carried on by a Chapter exempt from Federal income tax under 501(c)3 of the Internal Revenue code of 1986, as amended.

Section 9: RECUSAL FROM REAL OR APPARENT CONFLICT OF INTEREST

It is the policy of the Society and the Chapter that directors, officers, representatives and employees are expected to avoid any actual or apparent conflict between their own personal interests and the interests of the Society. A conflict of interest can arise when a director, officer, or employee participates in decisions,

takes actions, or has personal interests that may interfere with his or her objective and quality of work for the organization. For example, directors, officers, and employees are expected to avoid actual or apparent conflict in dealings with members, suppliers, customers, competitors, government agencies, and other third parties. This policy is implemented through the Society's Conflict of Interest Policy and Procedures document.

ARTICLE VI. MEETINGS

Section 1: MEETINGS

Regular membership meetings shall be held at such times and places as determined and published by the Board of Directors.

CLAUSE A: The **Annual Meeting** is that held once during the Chapter's fiscal year (January 1st – December 31st) as designated by the President for the purposes of electing or installing Officers, receiving reports of Officers and committees, and for any other business that may arise.

CLAUSE B: Regular Meetings are any other meeting of the general membership for the purpose of Chapter business.

CLAUSE C: A **Special Meeting** of the Board of Directors may be called by the President or any Officer provided that due notice (Article VI, Clause C) and purpose of the call is given. Such special meetings will be held at such place and at such time as will be fixed by the person(s) so authorizing and calling such special meeting. To reduce carbon emissions and accommodate a geographic area comprised of many unconnected islands, in addition to face-to-face meetings, Chapter business may also be conducted by email, poll, telephone, or other electronic means as adopted by and approved by the Board of Directors.

CLAUSE D: A **meeting notice** of at least 30 days prior to Annual and Regular Meetings and at least 10 days prior to Special Meetings must be made to Chapter Members.

CLAUSE E: Any action to be undertaken requiring member approval by vote may be passed via (a) an in-person vote (e.g., at a member meeting) or (b) by Voting Member consent submitted in writing (e.g., via email).

CLAUSE F: Due to the geographically widespread membership of the Chapter, the **quorum** for the Annual Meeting of the Chapter shall be over 50 percent of the membership or 5 Chapter Members, whichever is less; and for Board of Directors Meetings, 4 members of the Board of Directors. If the quorum is not reached at a meeting, the meeting shall be strictly informational with no votes, decisions, or actions being taken by those present until the quorum is reached.

CLAUSE G: Order of business and **parliamentary procedures** at Chapter meetings shall follow the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, latest edition.

CLAUSE H: At any meeting of the Chapter, a Voting Member may vote in person or by **proxy** in writing by said Member or by his duly authorized attorney-in-fact. Such proxy must be filed with the Secretary of the Chapter before or at the time of the meeting but before the voting has concluded. No proxy will be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

CLAUSE I: Chapter **bylaws** shall be available for inspection during every meeting. If these bylaws are revised, the new revision must be approved by the Society before becoming effective.

ARTICLE VII. MANAGEMENT AND FINANCES

Section 1: BOARD OF DIRECTORS

The Chapter shall be governed by a Board of Directors composed of its Officers and Chapter Representative to the Western Section (if other than the President).

CLAUSE A: The **Board of Directors shall conduct its affairs** in conformance with the provisions of these bylaws and those of the Society. The Board of Directors is authorized to act for the Chapter between meetings and shall report its interim actions to the members at each subsequent membership meeting. While consensus is desirable, interim actions may be taken by majority vote of the Board. Any Board of Directors action may then be overridden by two-thirds of the Chapter Members attending that or a subsequent meeting.

CLAUSE B: Chapter **Members may attend Board of Directors meetings**, but may participate therein only when asked to do so, and they may not vote at such meetings.

Section 2: FINANCE

Funds of the Chapter shall be under the supervision of the Board of Directors and shall be handled by the Treasurer. The financial records of the Chapter shall be periodically examined by an independent auditor.

CLAUSE A: The Treasurer need not be bonded.

CLAUSE B: Funds shall be derived from dues, special assessments, work projects, sales of Chapter and Society merchandise, grant management, and contributions.

CLAUSE C: Funds shall be placed in a federally insured bank or savings and loan association.

Section 3: REPORTS

1. **Secretary:** Within 20 days after an election or other official action(s) the Secretary shall ensure such action(s) are reported to the Executive Director of the Society, the Western Section Representative, and the Western Section President. The Secretary shall ensure an annual report is forwarded to these same parties.
2. **Treasurer:** To meet Internal Revenue Service (IRS) reporting requirements the Treasurer will send to the Society both (a) a statement of calendar-year income and expenses, together with starting and ending balances to the Executive Director of the Society in January of each year for Federal tax reporting by the Society office, and (b) if the Chapter obtains its Employer Identification Number (EIN) through the Society, the Chapter shall also submit required IRS forms to the IRS and the IRS confirmation receipt to the Society; the Chapter may contact the Society to determine the appropriate form to submit for IRS reporting purposes.

Section 4: FILES

The Chapter shall maintain a file containing: bylaws of the Society, the Section, and the Chapter; minutes of all meetings and of the Board of Directors; correspondence pertinent to Chapter affairs; all committee reports; financial statements and records; and all other material designated as pertinent by the Board. A "procedure for filing" shall be kept in the Chapter file for the guidance of each succeeding Secretary. A Society "Operations Manual" will be provided by the Society through their Website.

Section 5: RESOLUTIONS AND PUBLIC STATEMENTS

One or more Chapter Members may submit resolutions or statements to the Board of Directors. These shall be accepted or rejected by the Board of Directors and, if involving new policy, prepared for submission to the Chapter Membership. Such new items must be approved by two-thirds of the Voting Membership participating in the vote, and must be transmitted to the Society, Western Section Representative, and Western Section President, if approved. Actions falling within previously established Chapter policies may be carried out by any Chapter Officer upon unanimous approval of the Board of Directors. On issues where there are no previously established Society or Chapter policies and that demand action on a reasonably short notice, the President, or designated representative in accordance with

requirements in Article IV, Section 1.1, may present a Public Statement on behalf of the Chapter provided that (a) the concept of the statement be approved by a majority vote of the Board of Directors prior to public issuing of the statement and (b) copies of the statement are sent to the Chapter Membership within 10 days after public issuing of the statement. Furthermore, the Chapter may issue statements pertaining to subjects in its locale (c) when the content of the statement falls within the established policy of the Society or Section; and (d) in the absence of existing position statements by the Society or Section. The Chapter will not issue statements that may be in conflict with the policy of the Society without prior approval of the Society's Council. All statements will follow the Subunit Policy Guidelines, which are located on the Society Website. The Chapter Membership, Society, Western Section Representative, and Western Section President must receive copies of any Resolution or Public Statement within 10 days of such action.

ARTICLE VIII. COMMITTEES

Section 1: APPOINTMENTS

The Chapter President shall consider suggestions of the Board of Directors in appointing chairpersons of all regular standing committees, except the Nominating and Elections Committee (Article V, Section 1), and all special committees. Committee chairpersons shall conduct their committees with the President's assistance. All committee chairpersons shall submit a written summary of committee activities to the President and the Secretary before the close of each Annual Meeting.

Section 2: DUTIES OF STANDING COMMITTEES

The responsibilities of most of the typical standing committees are the responsibility of the Board of Directors, which is expanded to include several At-Large Officers to assist in executing these functions.

CLAUSE A: Duties of the Nominating and Elections Committee are in Article V, Section 1.

CLAUSE B: Duties of the Audit Committee shall include reviewing the financial records and support documents of the Treasurer at least annually along with an independent auditor. The committee shall review these records and documents prior to any change in the office of the Treasurer. This committee shall consist of a chairperson and at least one additional Chapter Member in addition to the Treasurer and independent auditor. The auditor selected shall be free of conflict of interest or the appearance thereof, to the Treasurer and Audit Committee members.

Section 3: ACCOUNTABILITY

All committees shall be accountable to the Board of Directors, under the supervision of the President.

Section 4: TENURE

All committees shall serve until they reach an automatic sunset criterion implemented during committee establishment, new committees are appointed in their stead, or until the duties assigned to the committee have been discharged.

ARTICLE IX. DISSOLUTION

Section 1. STANDARDS TO CONTINUE - The Chapter must continue to demonstrate its viability to the Council of the Society by meeting the following standards: (a) complying with the criteria for affiliation (Article 1, Section 3), (b) submitting the required reports to the Society (Article VII, Section 3), and (c) fulfilling the purposes and intent of these bylaws. The Council of the Society may dissolve the Chapter following a 1-year grace period during which time the Chapter can come back into compliance.

Section 2. DISSOLUTION – The Chapter may be dissolved if (a) The Wildlife Society, Inc. (“Society”), a District of Columbia corporation, finds that the corporation is not in compliance of its criteria for affiliation; (b) the corporation fails to meet certain reporting requirements; and/or (c) the corporation fails to fulfill the purpose and intent of its Bylaws. The corporation’s reporting requirements include (1) reporting within 20 days on any election or official action and the submission of annual reports to the Executive Director of the national organization and the Western Section Representative and President; (2) submitting a statement of calendar year income and expenses, together with starting and ending balances to the Executive Director of the national organization in January of each year for federal tax reporting by the national organization’s office; and (3) filing required forms with the IRS and submitting evidence of such filings to the national organization. Corporation is entitled to a one-year grace period from the time of notice by the national organization of noncompliance to become compliant. Failure to comply with the above requirements within this one-year period of time may result in dissolution of the corporation by the national organization. Upon dissolution, the corporation’s Board of Directors will transfer all assets, accrued income, and other properties to the national organization if at that time it is an organization exempt under §501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code. If the national organization is not an organization exempt under §501(c)3, the Board of Directors will transfer all assets, accrued income, and other properties to another affiliated organization or organizations exempt under §501(c)3; or if there are none, to another organization or organizations exempt under §501(c)3 which furthers the purpose of the organization, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X. AMENDMENT TO BYLAWS

Section 1: PROCEDURE

These bylaws may be altered or amended by a majority of the Voting Members at any Annual or Regular meeting if due notice of the proposed changes (Article VI, Section 1B) is followed. A member who will be absent from the meeting may file an absentee ballot (Article V, Section 2B), or vote by proxy (Article VI, Section 1H).

Section 2: CONFORMANCE

No amendment to the bylaws shall be enacted that results in a conflict with the Society bylaws. If these bylaws are revised, the new revision must be approved by the Society before becoming effective.