

**Proposed changes to SCB Bylaws  
September 2016 [amended based on MOTION  
passed during BOG annual meeting July 3-4,  
2016]**

Bylaws are the legally binding rules that outline the procedures, rights, and powers of members and Governors. The Board periodically amends the bylaws to ensure that they remain relevant. When amending its bylaws, the board first develops and proposes amendments, which must be approved by a two-thirds majority of the members present and voting at any scheduled General Members' Meeting of the Society, or by a two-thirds majority of the votes cast in electronic balloting open to the entire membership.

The proposed changes to the bylaws will allow the Board of Governors to establish and abolish standing committees, without having to amend the bylaws each time a committee is created or abolished. This will give the Board greater flexibility to responding to changing needs. SCB members have approved all previous Board requests to add or drop standing committees, always by near-unanimous votes. This amendment will avoid the cost and inconvenience of future votes to change the list of standing committees. The proposed changes

- (1) will retain five (5) standing committees (Executive, Governance, Finance, Audit [required by law], and Equity, Inclusion, and Diversity) in the bylaws, but will omit name and terms of reference requirements for other standing committees.
- (2) will empower the Board to create and abolish standing committees other than the five committees named in the bylaws.
- (3) will require the SCB website to list each committee, its terms of reference, current members of the committee, and the committee's current workplan.

**Bylaws of the Society for Conservation Biology**

**Article I. NAME**

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

**Article II. PRINCIPAL OFFICE**

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

**Article III. MISSION**

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

**Article IV. MEMBERSHIP**

**SECTION 4.01 Composition**

The Society is open to any person throughout the world. Members pay dues, have voting rights, may be elected to office, may serve as members of committees, and join the Society's Regional Sections, Chapters, and Working Groups.

**SECTION 4.02 Termination of Membership**

*i. Grounds for Termination*

The membership of an individual shall terminate upon the occurrence of any of the following events:

- (a.) A failure to renew his or her membership by paying dues on or before their due date;
- (b.) His or her notice of resignation delivered to the President or Secretary of the Society personally or by mail or by electronic communication, such membership to terminate upon the date this notice is received by the Society unless a later date is specified in the notice; or
- (c.) A determination by at least two-thirds of the voting Governors that the member has engaged in conduct materially and seriously prejudicial to the interests or the purposes of the Society and should be expelled from the Society.

*ii. Procedure of Expulsion*

Following the determination that a member should be expelled under this section, the following procedure shall be implemented:

- (a.) A notice shall be sent by first class or registered mail to the last address of the member as shown in the

Society's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen days before the proposed effective date of the expulsion.

(b.) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five days before the effective date of the proposed expulsion. The hearing shall be held by the Board of Governors in accordance with the quorum and voting rules applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion. The member and the Board of Governors may participate via conference call or other means by which everyone participating in the hearing may hear all the others.

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

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

**Article V. BOARD OF GOVERNORS: COMPOSITION**

Officers of the Board of Governors are the President, President-Elect, the immediate Past President, three Vice-Presidents, Secretary, ~~and~~ Treasurer, and Equity, Inclusion and Diversity Officer. The Officers of the Board, one representative of each Regional Section, constitute the voting members of the Board of Governors. The Society's Executive Director serves as a nonvoting ex officio member of the Board of Governors. The Executive Director is appointed by the Board of Governors. All voting Board of Governors members are nominated by the Governance Committee or by members and are elected by secret ballot circulated to all members. The ballot shall give voters the option of ranking all candidates for each office in order of preference. Ballots shall be tallied in rounds. For each office, in each round, the candidate with the fewest votes shall be eliminated; in the next round each voter's ballot shall be tallied for whichever remaining candidate the

voter has ranked highest. The rounds shall end when 1 candidate remains; that candidate shall be elected. Board Members who are the representatives of the Regional Sections are the Presidents of their Sections, subject to the provisions set out in Article 6, Section 3.

As described in the following sections, each Officer is responsible for a portfolio of committees (as determined by the Board of Governors), serves as Chair of one committee in the Officer's portfolio, and serves as board liaison for any other committees in the Officer's portfolio.

#### **Article VI. BOARD OF GOVERNORS: QUALIFICATIONS**

##### **SECTION 6.01 Membership**

All Governors shall be voting members of the Society in good standing, as defined by the current edition of *Robert's Rules of Order Newly Revised*.

##### **SECTION 6.02 President-Elect**

Nominees for President-Elect must have served on the Board of Governors.

##### **SECTION 6.03 Representatives of Regional Sections**

Regional Sections of the Society with 100 or more members may elect a representative to the Board of Governors. Representatives of Regional Sections are the Presidents of the Sections, or those appointed by the Presidents and confirmed by the Executive Committee to serve in their stead when necessary. Society members may join, and vote for representatives for, no more than two Regional Sections, regardless of the region of their domicile. If a Regional Section's membership falls below 100 for more than two years, the Section shall lose its representation on the Board of Governors.

#### **Article VII. BOARD OF GOVERNORS: DUTIES**

The Board of Governors is the executive and policy-making body of the Society and has all powers granted to a board of directors of a nonprofit membership public benefit corporation of the State of California. It shall, among other duties, ensure that the best and most relevant science is incorporated into all activities of the Society; appoint the Editors in

Chief of the Society's publications; adopt a budget and approve in advance proposed annual expenditures; decide locations of future international congresses and General Members' Meetings; propose dues adjustments and other fees to the general membership; decide upon the suitability of publications, position papers, or statements to be issued in the name of the Society; decide upon motions of censure or expulsion; supervise the Society's finances; establish and abolish standing committees; oversee legal aspects of the Society's operation; and assist the President in carrying out the executive work of the Society. Governors work on various committees and projects. In the performance of their duties as members of the Board of Governors, representatives of Regional Sections have a primary fiduciary duty to the Society as a whole.

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

#### **Article VIII. BOARD OF GOVERNORS: DUTIES OF OFFICERS**

##### **SECTION 8.01 President**

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

(a.) Preside over the General Members' Meetings of the Society and meetings of the Board of Governors and

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

##### **SECTION 8.02 President-Elect**

The President-Elect shall:

(a) assume the duties of the President in his or her absence,

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

**SECTION 8.03 Secretary**

The Secretary shall:

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

**SECTION 8.04 Treasurer**

The Treasurer shall:

- (a) Collect all dues and other monies of the Society and maintain accurate accounts of such funds,
- (b) Disburse Society funds,
- (c) Notify members of fees due the Society,
- (d) Provide a budget and statement of financial condition annually to the Board of Governors,
- (e) Present a general report on the Society's current budget and financial condition at each General Members' Meeting,
- (f) Under direction of the Board of Governors, supervise Society investments and buy, sell, assign, and transfer securities for this purpose, and

(g) Nominate a deputy treasurer, who, once confirmed by the Executive Committee will stand in for the Treasurer when necessary.

(h) The duties described in subsections (a) through (f) may be delegated to the Executive Director and staff under the direct supervision of the Executive Director, in which case the Treasurer shall oversee these activities with final responsibility for compliance of such activities with all applicable laws, regulations, and Board direction.

(i) serve as Chair of the Finance & Investment Committee and as Board liaison to at most one other committee.

Amounts expended annually for expenses of the offices of President, Secretary, and Treasurer shall not exceed the amounts included in the budget without prior approval of the Board of Governors. The Treasurer shall revise the current year's budget for action by the Board of Governors whenever desired changes will materially affect the budget.

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

The EID Officer shall:

(a) work to foster equity, inclusion, and diversity within SCB.

(b) serve as Chair of the Equity, Inclusion and Diversity committee and as Board liaison to other committee(s) as needed.

(c) nominate a deputy Equity, Inclusion and Diversity Officer, who, once confirmed by the Executive Committee, will stand in for the EID Officer when necessary.

**SECTION 8.06~~5~~ Vice Presidents**

Each of the three Vice President shall:

- (a) serve as Chair for one standing or ad-hoc committee, and
- (b) serve as liaison to other committees as assigned.

**Article IX. BOARD OF GOVERNORS: TERMS OF OFFICE**

**SECTION 9.01 Duration**

The President serves a two-year term and may not directly succeed himself or herself. The Past President serves a two-year term. The Secretary serves a four-year term and may not directly succeed himself or herself. The Treasurer serves a three-year term and may serve successive terms. The Equity, Inclusion and Diversity Officer serves a three-year term and may stand for reelection, with no more than two consecutive terms. may serve successive terms. Vice-Presidents serve staggered, four-year terms and may stand for reelection, with no more than two consecutive terms. The President-Elect assumes the presidency and newly elected Governors assume their offices on 1 July.

#### **SECTION 9.02 Interim Service**

If the office of President-Elect, Secretary, Vice-President, ~~or Treasurer, or Equity, Inclusion and Diversity Officer~~ is vacated before the term expires, the President shall appoint a replacement to serve until the next regularly scheduled election. Such appointment must be approved by the Board of Governors.

#### **SECTION 9.02 Interim Service**

If the office of President Elect, Secretary, or Treasurer is vacated unexpectedly, the President shall appoint a replacement to serve until the next regularly scheduled election. Such appointment must be approved by the Board of Governors.

#### **SECTION 9.03 Transition to new board structure**

The six (6) Members at Large who were elected for terms that were scheduled to end 1 July 2016 or 1 July 2017 may continue to serve as voting members of the Board under the terms of the bylaws at the time they were elected. This Section 9.03 shall be automatically deleted from the bylaws on 1 July 2017.

#### **Article X. RECALL**

A voting Governor may be removed from office at any time by a two-thirds majority of the membership using a secret ballot. Such a recall election shall be called by a petition signed by 20 percent of the

members, and such an election must be held within four months after receipt of such a petition.

#### **Article XI. EXECUTIVE COMMITTEE**

##### **SECTION 11.01 Membership**

The Executive Committee shall consist of the President, Immediate Past President, President-Elect, Secretary, ~~and Treasurer, and Equity, Inclusion and Diversity Officer.~~ The Executive Director shall be a nonvoting ex officio member. The President serves as Chair of the Executive Committee.

##### **SECTION 11.02 Charge**

The Executive Committee may decide and act on matters of Society concern between regularly scheduled meetings of the Board of Governors provided the financial ramifications of the decision do not exceed \$30,000. The Executive Committee shall inform the Board of their decisions and actions in a timely manner.

##### **SECTION 11.03 Votes**

All votes of the Executive Committee shall be decided by a simple majority of those voting. ~~Three~~ Four members shall constitute a quorum of the Executive Committee.

#### **Article XII. STANDING COMMITTEES**

##### **SECTION 12.01 Mission**

Standing committees have a broad mission that is central to the activities of the Society and are expected to be in existence for at least five years.

Standing committees include Executive Committee, Governance, ~~Conference, Awards, Education and Student Affairs, Policy, Publications, Chapters,~~ Audit, Finance and Investment, ~~Inclusion, Equity and Diversity~~ Equity, Inclusion and Diversity, ~~Strategic Planning, and Ecological Footprint~~ and other committees established by the Board of Governors to meet the needs of SCB. The SCB website shall publish the charges, terms of reference, current membership, and current work plan of each standing committee.

##### **SECTION 12.02 Chairs**

The Governance Committee is chaired by the Immediate Past President. The Finance and

Comment [JM1]: Duplicate of above section

Comment [EMJ2]: Added

Investment Committee is chaired by the Treasurer. The Chair of the Audit Committee shall be selected by the President, in compliance with standards set by California law, with the approval of the Board of Governors. The Equity, Inclusion and Diversity Committee is chaired by the Equity, Inclusion, and Diversity Officer. Chairs of all other standing and ad-hoc committees shall be appointed by the Officer whose portfolio includes that committee, subject to the approval of the Board of Governors, and can be removed as Chair by that Officer at any time. Chairs shall be selected from the SCB membership.

#### **SECTION 12.03 Membership**

The Governance Committee consists of the two most immediate Past Presidents and two other members appointed by the Chair. Members of the Audit Committee shall be appointed by the Board of Governors, in compliance with standards set by California law. The Chairs of all other standing committees shall appoint additional committee members. All members of standing committees who are appointed by their committee's Chair serve at the pleasure of the Chair.

#### **SECTION 12.04 Charges of the Governance Committee**

The Governance Committee shall:

- (a) Lead the Board of Governors in regular reviews of its roles and responsibilities,
- (b) Prepare slates of nominees for elected offices of the Board of Governors,
- (c) Periodically review the governance structure of the Society and make recommendations to the Board of Governors that it deems appropriate, and
- (d) Periodically evaluate the functioning of the Board of Governors and its committees and advise the Board of Governors and its committees on needed changes.

#### **SECTION 12.05 Charges of the Conference Committee**

~~The Conference Committee shall solicit proposals to host the international congresses and Society workshops and provide advice and guidance to local conference planning committees.~~

#### **SECTION 12.06 Charges of the Awards Committee**

~~The Awards Committee shall establish awards in order to recognize the contributions of individuals and organizations to conservation biology. The Awards Committee shall:~~

- ~~(a) Propose nominees for awards to the Board of Governors in time for approval by the Board of Governors in advance of General Members' Meetings of the Society,~~
- ~~(b) Propose new awards to the Board of Governors, and~~
- ~~(c) Propose potential sources of funds for such awards.~~

#### **SECTION 12.07 Charges of the Education and Student Affairs Committee**

~~The Education and Student Affairs Committee shall:~~

- ~~(a) Facilitate and carry out initiatives designed to promote the education—at all levels, including preparatory and continuing—of the public, of biologists, and of managers in the principles and practices of conservation biology,~~
- ~~(b) Promote a supportive environment for undergraduate and graduate students in the Society,~~
- ~~(c) Encourage student participation in meetings,~~
- ~~(d) Create opportunities for interaction among students and professionals, and~~
- ~~(e) Administer the student awards program.~~

#### **SECTION 12.08 Charges of the Policy Committee**

~~The Policy Committee shall:~~

- ~~(a) Propose topics and, with the approval of or at the direction of the Board of Governors, commission papers leading to formal statements of the Society on science-related policy issues~~
- ~~(b) Review commissioned papers,~~
- ~~(c) At its discretion, assign external review of commissioned papers,~~
- ~~(d) Evaluate issues, recommend positions, and propose Society actions on issues related to policy where the scientific or management expertise of the Society may be of value, and~~
- ~~(e) Develop or oversee the development of informational materials that are consonant with the~~

aims of the Society. Such positions, commissioned papers, and informational materials must receive approval of the Policy Committee before release or publication unless they repeat positions already approved by the Policy Committee.

#### **SECTION 12.09 Charges of the Publications Committee**

The Publications Committee shall:

- (a) Evaluate the role and quality of current and potential Society publications and the Society's overall publications strategy, and
- (b) Recommend Editors in Chief of the Society's publications for appointment by the Board of Governors.

#### **SECTION 12.10 Charges of the Chapters Committee**

The Chapters Committee shall facilitate the growth of and coordination among Chapters globally with close cooperation with the corresponding Regional Section and assist Chapters in contributing to the Mission of the Society.

#### **SECTION 12.0511 Charges of the Audit Committee**

The Audit Committee, under supervision of the Board of Governors, shall perform such duties as designated and required by California law and as assigned periodically by the Board of Governors by resolution.

#### **SECTION 12.0612 Charges of the Finance and Investment Committee**

The Finance and Investment Committee shall oversee all aspects of Society finances, including oversight of the Board Designated Reserve, review of annual budgets, and all financial practices.

#### **SECTION 12.13 Charges of the Ecological Footprint Committee**

The Ecological Footprint Committee shall:

- (a) work with Society staff to estimate the Society's ecological footprint and produce an Annual Report with recommendations to reduce or improve such impacts;
- (b) identify suitable projects that generate improvements in the Society's footprint, including but

not limited to greenhouse gas reductions, and make recommendations, for example, for purchasing carbon offset rights through formal agreements to offset the greenhouse gas emissions and other negative environmental effects of the Society that cannot practicably be reduced.

- (c) disseminate information on these efforts through a variety of outlets.

#### **SECTION 12.14 Charges of the Strategic Planning Committee**

The Strategic Planning Committee shall:

- a) Work with the Executive Office to review, revise, and present for BoG approval the Society's Strategic Plan, pursuant to the five-year Plan cycle.
- b) Work with the Executive Office and with associated Society units to develop, implement, and monitor strategic plans of the Society, its Committees, Sections, and Working Groups.

#### **SECTION 12.07. Charges of the Equity, Inclusion, and Diversity Committee**

The Equity, Inclusion, and Diversity Committee shall:

- (a) Work with SCB Executive Office and Board to identify areas of strategic focus for equity and inclusion across SCB;
- (b) Work with the Executive Office (EO) and Board to develop and maintain SCB policies and practices on equity and inclusion;
- (c) Develop activities that broaden diversity, enhance equity, and facilitate inclusion in SCB, including representation on boards and committees, at the EO, at SCB meetings, and within the Membership; and
- (d) Work with SCB Membership efforts to identify under-represented groups and ways to reach these groups and form equitable partnerships with relevant programs and organizations to improve recruitment, retention, and active participation within the SCB.

### **Article XIII. AD HOC COMMITTEES**

#### **SECTION 13.01 Chairs and Membership**

Ad hoc committees may be appointed at any time by the President or the Board of Governors. Chairs of ad hoc committees shall be appointed by the President or a Board-designated Officer, subject to the approval of the Board of Governors. Chairs shall appoint additional committee members. Appointed members of an ad hoc committee serve at the pleasure of the Chair. The SCB website shall publish the charges, terms of reference, membership, and work plan of each ad hoc committee.

#### **SECTION 13.02 Charges**

If a committee is charged with development of a final report, it shall present that final report to the President and Board of Governors, and automatically shall be disbanded upon receipt of that report. Ad hoc committees with a continuing mission may, after two years of activity, petition the Board of Governors to be established as a standing committee. If, after two years, no such petition is received, the President and the Board of Governors must reappoint the committee as an ad hoc committee or it is automatically disbanded. Chairs of ad hoc committees may be invited to attend but not vote in meetings of the Board of Governors.

### **Article XIV. BOARD OF EDITORS OF CONSERVATION BIOLOGY**

#### **SECTION 14.01 Membership**

Associate Editors and members of the Board of Editors of *Conservation Biology* shall be nominated by the journal's Editor in Chief from among the members of the Society after soliciting nominations from Section Presidents, Handling Editors, the Publications Committee (if a Publications Committee exists), and the Board of Governors. Members serve at the discretion of the Editor in Chief. The Editor in Chief serves at the discretion of the Board of Governors.

#### **SECTION 14.02 Charge**

The Board of Editors is responsible for the selection and editing of papers for publication in *Conservation Biology*.

### **Article XV. COMMISSIONED PAPERS AND POLICY STATEMENTS**

#### **SECTION 15.01 Commissioned Papers on Topics of Special Interest**

Members may submit topics for commissioned papers on policy-related issues to the Policy Committee (if a Policy Committee exists) or directly to the Board of Governors. The Board of Governors must approve the selection of topics for commissioned papers. The Policy Committee ~~and~~ or Board of Governors also may solicit or commission the development of papers on relevant issues in conservation biology or policy on which the Society does not intend to make formal policy statements. If they are submitted for publication in *Conservation Biology* these papers shall undergo normal review, with identification upon publication as a topic of special interest to the Society.

#### **SECTION 15.02 Formal Policy Position Statements of the Society**

The Policy Committee ~~and~~ or Board of Governors if no Policy Committee exists, may develop or commission the development of documents incorporating formal policy position statements on relevant policy issues in conservation. Once the Policy Committee or Board of Governors if not Policy Committee exists, has approved a document incorporating a formal policy position statement, the document shall be disseminated through various means according to the Society's outreach strategy.

### **Article XVI. FINANCES**

#### **SECTION 16.01 Support and Compensation**

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

#### **SECTION 16.02 Fiscal Year**

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

**Article XVII. MEETINGS**

**SECTION 17.01 General Members' Meetings**

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

The usual order of business at the General Members' Meeting shall normally be as follows: approval of the minutes of the last members' meeting, financial report, Executive Director's report, Editors' reports, reports from standing committees, reports from Regional Sections, reports from ad hoc committees, consideration of amendments to the Constitution and Bylaws, new business, and adjournment.

**SECTION 17.02 Special Members' Meetings**

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

**SECTION 17.03 Regular Meetings of the Board of Governors**

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

**SECTION 17.04 Special Meetings of the Board of Governors**

Special meetings of the Board of Governors may be called by the President or by simple majority of the Board of Governors. Special meetings may be held in person, by conference call, or by other electronic means by which everyone participating may hear the

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

**SECTION 17.05 Rules of Procedure**

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

**Article XVIII. VOTES AND QUORUM**

**SECTION 18.01 Decisions**

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

**SECTION 18.02 Ties**

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

**SECTION 18.03 Votes at Special Meetings of the Board of Governors**

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

- 1) A motion with background material shall be circulated by the President to the Board of Governors in electronic format at the same time the special meeting is announced.
- 2) There shall be a ten-day comment period during which members of the Board of Governors may submit comments and proposed amendments to the President by electronic communication. The President shall compile these comments into a single document and circulate the document to the Board of Governors at least two days prior to the scheduled special meeting.
- 3) Amendments may be discussed and voted upon during the special meeting, provided:

- (a.) The proposer of the original motion participates in the meeting,
- (b.) There is a quorum,
- (c.) Final discussion and a vote shall take place during the scheduled special meeting, and
- (d.) The outcome of the vote shall be distributed to the Board of Governors in electronic format.

**SECTION 18.04 Participation in Meetings and Quorum**

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

**Article XIX. ACTION WITHOUT MEETING**

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

the total number of votes cast was the same as the number of votes cast by ballot.

- (c) Members of the Board of Governors may be elected by written ballot under this section.

**Article XX. DUES**

Dues for membership may be changed by a two-thirds majority of the Board of Governors.

**Article XXI. LOCAL CHAPTERS AND WORKING GROUPS**

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

**Article XXII. CHANGES IN THE ARTICLES OF INCORPORATION AND BYLAWS**

The Articles of Incorporation may be modified by a majority vote of the entire membership. The Bylaws may be modified by a two-thirds majority of the members present and voting at any scheduled General Members’ Meeting of the Society, or by a two-thirds majority of the votes cast in electronic balloting open to the entire membership. In electronic voting, each proposed amendment should be voted on individually, subject to grouping closely-related amendments to be voted on as a single unit.