Bylaws of the Society for Conservation Biology, North America, Inc.
As amended and approved by the SCBNA Board of Directors on July 29, 2025

Article I. NAME

The name of this organization shall be the Society for Conservation Biology, North America, Inc., hereinafter referred to as the Corporation. The Corporation shall be affiliated with the Society for Conservation Biology, Inc. (SCB) as an "SCB Affiliated Association".

Article II. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of business shall be determined by the Board of Directors

Article III. MISSION and Purpose

A. The Mission of the Society for Conservation Biology, North America, Inc. is:

- To provide a venue to connect diverse students and professionals to advance and apply conservation knowledge.
- To welcome, support, and empower all voices engaged in conservation to contribute to equitable solutions and catalyze wonder for the natural world.

B. The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor statute, including, but not limited to, the following:

a) To own, lease, sell, exchange or otherwise deal with all property, real and personal, tangible or intangible, to be used in furtherance of these purposes; and
b) To advance the science and practice of conserving the Earth's biological diversity; and
c) To engage in any and all lawful activities incidental, useful, or necessary to the accomplishment of the above referenced purposes.

Article IV. MEMBERSHIP

Section 1. Voting Members.
Any current dues-paying member of the Society for Conservation Biology (SCB) who has an interest in the mission, purposes, and activities of the Corporation may become a member of the Corporation as a voting member. If the Corporation assesses dues, all voting members shall be responsible for payment. If a member fails to pay dues to either the Society for Conservation Biology or to the Corporation, he or she shall be suspended as a member until becoming current on the payment of dues.

Section 2. Expulsion
Membership in the Section shall terminate upon the occurrence of any of the following events:
(1) member's notice of such termination delivered to the President or Secretary of the Section, personally or by mail,
(2) a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of either the Corporation or SCB.

Article V. GOVERNANCE

Section 1. Board of Directors
The Corporation shall be governed by a Board of Directors.

Section 2. Directors
The Board of Directors of the Corporation shall comprise no more than fifteen members, including six officers on the executive committee: President, President Elect, Past President, Treasurer, Secretary, and Diversity, Equity, Inclusion and Justice Officer. The remaining Board will be made up of up to nine members including five committee chairs (Policy Chair, Education Chair, Chapters Chair, Communications Chair, and Membership Chair) and up to four Members-at-Large. All members of the Board shall be elected by the membership of the Corporation. All Board members must be voting members of the Corporation and SCB for their entire term of office. The Corporation's Executive Director, if one exists, serves as a non-voting ex-officio member of the Board of Directors. If the Corporation has no Executive Director, the Administrative or Operations Director, a paid staff position, serves as a non-voting member of the Board of Directors.

Section 3. Terms of Service
Directors shall be elected by members for terms of three years, other than the President who shall serve for a two-year term and other than the President Elect and Past President who shall each serve for a one-year term directly preceding or succeeding, respectively, their term as President. Terms of office shall be staggered so that each year a third of the Directors are elected to begin their terms of office. Directors are limited to two full consecutive terms but may serve more than two non-consecutive terms. Terms of office as a Director that are separated by terms as Past President, President Elect and President are considered nonconsecutive terms.

Section 4. Members-at-Large
Members-at-Large shall participate in all Board meetings, join at least one committee as a member or chair, and conduct Board tasks as needed and appropriate.

Article VI. NOMINATIONS AND ELECTIONS

Section 1. Nominations
Nominations for Directors shall be solicited by the President and any board members whom the board designates to assist in this duty. All nominees must be voting members of the Corporation. The slate of nominations shall be submitted by the Secretary to the membership at least 30 days prior to the deadline for receipt of ballots by mail, email, or other electronic means.

Section 2. Balloting
Written or electronic ballots shall be received from the members by a duly announced deadline and shall be counted by two or more members of the Board or agent(s) authorized by the SCB Board, none of whom may be on the ballot. 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.

Section 3. Resignation of Office
An elected Director can communicate their resignation to the Executive Committee or will be considered to have resigned from the board for failing to do any the following: (a) Attend all regularly-scheduled Board meetings with no more than 2 absences within any 2-year period, unless excused by the President; (b) Within six months of assuming office, serve on either one or more board committees or as Secretary. Exceptions to this policy due to illness or other extenuating circumstances may be considered by the Board on an individual basis.

Section 3. Vacancies
If the office of President is vacated for any reason, the President Elect shall assume the duties of the President for the balance of the President's term. All other vacancies on the board shall be filled by appointment by the Board until the next regularly scheduled election of Board members.

Section 4. Special Elections
A special election may be held at any time during a period of dormancy (see Article 11) to reactivate the Section.

Article VII. DUTIES OF OFFICERS

Section 1. President
The President shall organize and preside over meetings. The President or their designee (another Board Member or the Director of Operations) will serve on the Regional Council and may represent the Regional Council on the Global Network Board. Only the President (or designated proxy) may officially represent the Section on business of the Society. The President chairs the Conference Committee in their first year in office. Candidates need to demonstrate relevant experience in leadership positions or experience within SCBNA (including past Board experience or active engagement in the organization) to be eligible for this role. The President does not vote in meetings but breaks ties if necessary, consistent with Article XI, Section 4.

Section 2. President Elect
The President Elect shall assist the President and perform their duties when they are absent.The President Elect chairs the Conference Committee and then continues as Conference Committee chair in their first year as President.

Section 3. Past President
The Past President serves on the executive Committee and supports the President as needed with representation at SCB meetings. The Past President provides leadership continuity and guidance through board turnover.

Section 3. Secretary
The Secretary shall record minutes, administer correspondence between the Section and the Society, and maintain historical records and a roster of members.

Section 4. Treasurer.
The Treasurer shall collect dues (if any), maintain accounts, and collect and distribute funds for Section activities. The Treasurer shall supervise fund-raising activities. When there is a Director of Operations, the Director of Operations will conduct most of the financial transactions and the Treasurer will be responsible for reviewing and approving financial reports and payments.

Section 5. Justice, Equity, Inclusion and Diversity Officer
The Justice, Equity, Inclusion and Diversity Officer shall chair the Justice, Equity, Inclusion and Diversity Committee.

Article VIII. EXECUTIVE DIRECTOR

The Corporation is authorized to employ an Executive Director, who shall serve at the pleasure of the Board at compensation prescribed by the Board. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board and consistent with the Corporation's personnel policies, to appoint and terminate such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. In general, the Executive Director shall have authority to execute and sign documents on behalf of the Corporation as an agent of the Corporation as set forth in the Authority Guidelines. The Executive Director shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the Executive Director or any issue related to the Executive Director's employment. The Executive Director may participate in all discussions but shall have no vote.

Article IX. COMMITTEES.

Section 1. The Board may at any time decide to form ad hoc committees to address particular issues, in in addition to the standing committees described below. All committees shall be chaired by a voting member of the Corporation. Chairs of the following standing committees shall be elected by the membership and serve as Directors: Policy, Education, Chapters, Communications, and Membership. Other than the Executive Committee, chairs of all other committees shall be appointed by the President with the approval of the Board and shall serve at the pleasure of the Board. Committees shall be composed of interested members and shall include at least one Board member. The Chair of an ad hoc committee shall be responsible for appointing the other members of the committee, and these members will serve at the pleasure of the Chair. All committees shall, at any time, be accountable to the Board. The Board may, at any time, disband or discontinue an ad hoc committee. Terms of Reference for all committees shall be subject to approval by the Board.

Section 2. Executive Committee
The Executive Committee shall consist of the President, Past President, President-Elect, Justice, Equity, Inclusion and Diversity Officer, Secretary, and Treasurer. The President serves as Chair of the Executive

Committee. The Executive Committee may decide and act on matters of concern to the Corporation between regularly scheduled meetings of the Board of Directors provided the financial ramifications of all combined decisions do not exceed $30,000. The Executive Committee shall inform the Board of their decisions and actions in a timely manner. All votes of the Executive Committee shall be decided by a simple majority of those voting. Four members shall constitute a quorum of the Executive Committee.

Section 3. Policy Committee
This committee shall consist of the Policy Chair, or an alternate designated by the Board, as well as any members of the Board or other members with appropriate expertise which the Chair shall select. If the Corporation employs an individual whose duties include policy matters, that individual will serve as a non-voting ex-officio member of the Policy Committee. The Policy Committee shall have responsibility for reviewing and approving policy resolutions on behalf of the Corporation.

Section 4. Education Committee
This committee shall consist of the Education Chair, or an alternate designated by the Board, and any members of the Board or other members with appropriate expertise which the Chair shall select. The Education Committee shall facilitate and carry out initiatives designed to promote the education - at all levels, including preparatory and continuing - of the public and early-to-mid conservation practitioners, and shall administer the student awards program.

Section 5. Chapters Committee
This committee shall consist of the Chapters Chair, or an alternate designated by the Board, and any members of the Board or other members with appropriate expertise which the Chair shall select. The Chapters Committee shall facilitate and carry out initiatives designed to promote chapter engagement throughout the region.

Section 6. Communications Committee
This committee shall consist of the Communications Chair, or an alternate designated by the Board and any members of the Board or other members with appropriate expertise which the Chair shall select. The Communications Committee shall facilitate and carry out initiatives designed to promote communications of statements, events, opportunities, and conferences as they pertain to the mission and activities of the organization with the goal of promoting awareness and engagement in organizational activities.

Section 7. Conference Committee
This committee shall consist of the President Elect, or an alternate designated by the Board, as Chair and any members of the Board or other members with appropriate expertise which the chair shall select. The Conference Committee shall solicit proposals to host the Corporation's congresses and provide advice and guidance to local conference planning committees.

Section 8. Justice, Equity, Inclusion and Diversity Committee
This committee shall consist of the Justice, Equity, Inclusion and Diversity Officer, or an alternative designated by the Board, as Chair and any members of the Board or other members with appropriate expertise which the Chair shall select. The Justice, Equity, Inclusion and Diversity Committee shall facilitate and carry out initiatives designed to promote justice, equity, inclusion and diversity within both the Corporation and work to increase justice, equity, inclusion and diversity in the field of Conservation across all levels – including the public, students, professionals, and leaders in the field and the Corporation. A member of the committee will be part of any hiring committee by the Corporation.

Section 9. Student Affairs Committee
The Student Affairs Committee is dedicated to organizing activities, events, and resources that benefit undergraduates, graduate students, and early-career professionals in the field of conservation.

Article X. FINANCES AND OPERATIONS

The Corporation shall be supported by dues, grants, contributions, and fund‑raising activities. Assessment and amount of dues (if any) is left to the discretion of the Board of Directors. Funds of the Corporation shall be under the supervision of the officers, and shall be managed by the Treasurer. The Board shall ensure a biennial financial review, independent of the Treasurer, of the Corporation's financial records. Audited financial records shall be reported to the membership. The fiscal year of the Corporation shall begin the first day of each calendar year. All elected officers serve gratis, although the Corporation may hire professional staff as needed, including an Executive Director, appointed by the Board of Directors.

The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Article XI. POLICY

The Section may make Resolutions and engage in Public Advocacy subject to the conditions described below.

Section 1. The Corporation shall not engage in partisan political activity.

Section 2: Definitions.
A "Resolution" is any public statement that reflects the position or view of the Section. "Public Advocacy" is any public activity by the Corporation in support of a Resolution.

Section 2. Policy Committee
Any resolutions of the Section shall require approval by the Policy Committee under the formal Policy Approval Process established by the Board of Directors.

Section 3. Disclaimer of Responsibility by Society for Section Activities
The Corporation shall claim responsibility for all Resolutions and Public Education enacted by its membership. All public documents or actions shall include the statement: Resolutions (or Policy Statement) of the Society for Conservation Biology, North America. Additionally, any Resolutions shall be developed according to the Formal Policy Approval Process of the Society for Conservation Biology, which mandates coordination with the chair of the Global Policy Committee of the Society for Conservation Biology.

Section 4. Reporting.
All Resolutions and supporting materials and descriptions of acts of Public Education by the Section shall be forwarded to the President of the Society with the Annual Report.

Article XII. MEETINGS

Section 1. Annual Meeting
An Annual Meeting shall be held, or an alternative mechanism for conducting Corporation business and facilitating communication among members arranged, each year. The elections for the members of the Board of Directors shall be held at this meeting or via its alternative, including remote/proxy voting.

Section 2. Meetings of the Board of Directors
The Board of Directors shall meet no less than four times annually. Meetings may be held in person or conducted via telephonic or electronic means provided that all participants have simultaneous ability to see and review any relevant documents and to hear or read the comments of all participants. Electronic or telephonic meetings require the same notice as meetings held in person.

Section 3. Procedure and Order of Business
Meetings and voting deadlines shall be announced at least 30 days in advance. The business portion of any meeting shall be run by the President. The most current adopted version of these Bylaws shall be available at each meeting.

Section 4. Votes
All votes on the agenda of an annual meeting or a board of directors meeting on matters not specified in the Bylaws shall be decided by a simple majority of those voting. Tie votes in Annual Meetings or in meetings of the Board shall be broken by the presiding officer. Tie votes in committee meetings shall be broken by the Chair. Voting can be done by proxy. All proxies shall be in writing and filed with the Secretary before the appointed time of each meeting.

Section 5. Conflict of Interest Policy.
The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

Article XIII. PARTICIPATION IN MEETINGS AND QUORUM

A majority of the members of the Board of Directors shall constitute a quorum at a Board of Directors meeting. Board members may not vote by proxy. Directors may participate via conference call or other means by which everyone participating may hear the others simultaneously. Thirty members constitute a quorum for Members' Meetings.

Any action which may be taken at any regular or special meeting of the members of the Corporation may be taken without a meeting if the Corporation distributes a written ballot to every member entitled to vote on the matter. If approved by the Board of Directors, the ballot and any related material may be sent by electronic transmission and responses may be returned to the Corporation 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 Corporation.

Approval by written ballot for elections or any membership vote 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. Members of the Board of the Corporation may be elected by written ballot under this section.

In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action pursuant to Articles IX and X of the Bylaws, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time. [confirm that you want Directors to be able to do business by email or other written consents by 2/3 vote, as opposed to the statutory unanimous vote]

Article XIV. ANNUAL REPORT

The Director of Operations (or Secretary if the Director of Operations position is not filled) shall file an annual report on the Corporations' activities with the President of the Corporation.

Article XV. INDEMNIFICATION

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

Article XVI. CONTINUATION/DISSOLUTION

Section 1. Dissolution. Upon the dissolution of this Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, to a state or local government, for a public purpose, or to another tax exempt organizations having a purpose similar to the Corporation. Dissolution shall occur by majority vote of the Board.

Section 2. Board Requirement. If the membership fails to elect a Board of Directors, the Corporation shall be considered dormant. At that time, the outgoing Board of Directors shall forward the Corporation's charter, Bylaws, and remaining funds to the President of the Society for Conservation Biology, Inc. The Corporation may be reactivated at any time within a period of two years by holding a Special Election. The purpose of the Special Election is to vote for a Board of Directors for the Corporation.

Article XVII. AMENDMENT TO BYLAWS

Section 1. Procedure.
Proposed amendments to the Corporation Bylaws must be approved by the Executive Committee of the Board of Governors of SCB before being presented for vote. Amendments to these Bylaws must be approved by a two-thirds majority of the Board of Directors followed by a two-thirds majority of the members present and voting at any scheduled meeting (or alternative voting mechanism) of the Corporation, and such meeting or alternative voting mechanism must constitute a quorum of the Corporation. A voting member who is absent may file an absentee ballot. Absentee ballots shall count toward a quorum. 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. The Articles of Incorporation may be modified by a majority vote of the entire membership.

Section 2. Conformance.
No amendment to these Bylaws shall be enacted that results in a conflict with the Bylaws of SCB.

Ratified for the Board of Directors by Anderson Tate
President, Society for Conservation Biology, North America, Inc.

Date: July 29th, 2025

Signed: