

BYLAWS OF THE ONTARIO CHAPTER OF THE WILDLIFE SOCIETY

Organized: 15 June 2009

Amended: TBD

ARTICLE I. NAME, AREA, AND AFFILIATION

Section 1. NAME - The name of this organization shall be the Ontario Chapter of The Wildlife Society.

Section 2. AREA - This Chapter shall have as its area of organization the Province of Ontario, Canada.

Section 3. CRITERIA FOR AFFILIATION - The Ontario Chapter shall conform to Bylaws, Code of Ethics, objectives, policies and positions as adopted by The Wildlife Society, Inc.¹ (Hereinafter, The Wildlife Society, Inc., may be referred to as the Society.) The Chapter has a regional affiliation with the Canadian Section of The Wildlife Society (hereinafter referred to as the Section).

ARTICLE II. OBJECTIVES

Section 1. OBJECTIVES - Consistent with the objectives of The Wildlife Society, the purposes of the Ontario Chapter are:

People: Focus on students, practitioners, academics, and professionals, working or studying in the fields of wildlife management, conservation biology and wildlife science, thereby contributing to theoretical and applied knowledge.

Communication: Provide a professional venue for communication among students, practitioners and scientists, and with the public.

Education: Provide a networking tool that is especially valuable for young professionals entering a wildlife career, and encourage public interest and involvement in wildlife related issues.

Accomplishment: Generate interest in the wildlife field and encourage people to join the profession and to promote stewardship and wise use of our natural resources.

Conservation: Focus attention on our diverse ecosystems and associated wildlife issues in Ontario and promote sound wildlife management.

¹ Incorporated in 1948 under the laws of the District of Columbia, U.S.A.

Section 2. IMPLEMENTATION - To aid in the achievement of these objectives, this Chapter proposes to:

People: Provide opportunities for better liaison among individual members, the Ontario Chapter, the Canadian Section, and The Wildlife Society.

Communication: Encourage communication between members and non-members to facilitate understanding and effectiveness of research and management of wildlife resources. Establish a repository for such communication and exemplary local projects and advancements in wildlife research and a medium to showcase this knowledge.

Education: Provide emphasis on student connections with practitioners to align education with real-world careers, while recognizing and rewarding outstanding academic achievements. Establish awareness in the local communities to further advance public interest and general knowledge of wildlife management.

Accomplishment: Recognize and commend outstanding professional achievements in creation, maintenance, restoration and enhancement of wildlife habitats and populations.

Conservation: Evaluate and respond to the principles involved in proposed or enacted societal actions that could affect wildlife or its habitats. Focus the aims and objectives of the Society, the Section, and the Ontario Chapter upon wildlife needs, problems, and issues in local and provincial situations.

These activities will be carried out in furtherance of the objectives of the Ontario Chapter of The Wildlife Society (Article II, Section 1) without pecuniary gain to its members and any profits or other accretions will be used in promoting the objectives of the Chapter.

ARTICLE III. CHAPTER YEAR

The Chapter operating and fiscal year shall begin January 1 of each year.

ARTICLE IV. MEMBERSHIP

Section 1. ELIGIBILITY - Membership in the Ontario Chapter shall be open to all persons and organizations, regardless of race, gender, age, ability, religion, ethnicity, or nationality. Membership in the Ontario Chapter shall be limited to those interested in furthering the objectives of the Chapter (Article II, Section 1) and shall consist of anyone whose application for membership and payment of appropriate dues (Article IV, Section 3) has been received by the Chapter or The Wildlife Society's headquarters. Membership in the Ontario Chapter is non-transferable.

Section 2. MEMBERSHIP CLASSES - The membership of the Ontario Chapter shall consist of the following voting and non-voting classes:

CLAUSE A - CHARTER MEMBER - Any voting member of The Wildlife Society who resides or conducts professional activities within the organizational area of the Chapter (Article I, Section 2) as of June 1, 2009, shall be considered a Charter Member. Only Charter Members may participate in the nomination of candidates and are allowed to vote in the inaugural election of Officers (Article V, Section 3) that will be held prior to December 31, 2009.

CLAUSE B - VOTING MEMBER - Voting membership in the Ontario Chapter shall be any chapter member who resides or conducts professional activities within the organization area of the Chapter (Article I, Section 2). Only Chapter Voting Members may hold office in the Chapter, vote on official matters affecting the Society, and officially represent the Chapter on business of the Society by board or officer appointment.

CLAUSE C - ASSOCIATE MEMBER - Associate membership in the Ontario Chapter shall be available to any person who, although not a member of The Wildlife Society and/or resides and works outside of the Chapter's organizational area (Article I, Section 2), has an interest in the objectives and activities of the Chapter. Associate Members shall be entitled to all rights, privileges and responsibilities of Chapter Voting Members, including voting in Chapter elections, except those reserved for Chapter Voting Members (Article IV, Section 2B).

CLAUSE D - HONORARY MEMBER - Honorary Members of the Ontario Chapter shall be persons who, by a majority vote of all Chapter members, have been thus recognized for their achievements with permanent membership. A Chapter Honorary Member need not pay Chapter dues and is considered an honorary member for life. Honorary Members who are voting members of The Wildlife Society shall have the same rights and privileges as Chapter Voting Members (Article IV, Section 2A). Honorary Members who are not voting members of The Wildlife Society shall have the same rights and privileges as Associate Members (Article IV, Section 2C).

Section 3. DUES - Annual chapter dues, determined by the Executive Board and approved by vote at the Annual Meeting, shall be payable by each member to the Chapter (Article VI, Section 1A). Annual Chapter dues also may be paid to The Wildlife Society's headquarters, along with Section and Society dues, and subsequently will be remitted to the Chapter. Upon payment of annual dues a member shall be considered to be in 'good standing'. Members who have not paid their dues to The Wildlife Society shall lose their Voting Member status in the Ontario Chapter (Article IV, Section 2B). Dues will be re-evaluated annually and may be increased after such a review, during the Annual Meeting.

Section 4. RESIGNATION - Members may resign at any time by giving written notice to the Chapter by regular mail, e-mail, or facsimile, or will be considered to have resigned if annual Chapter dues are not paid. Any member may be required to resign from the Chapter by a vote of three-quarters (3/4) of the members at the Annual Meeting of the Chapter (Article VI, Section 1A).

Section 5. REINSTATEMENT - Persons who are dropped from the rolls of the Chapter for non-payment of dues or resignation may be reinstated into membership in the Chapter upon payment of appropriate dues.

ARTICLE V. ELECTIONS AND OFFICERS

Section 1. ELECTIONS – Elections shall generally occur during the Annual Meeting (Article VI, Section 1A).

Section 2. NOMINATING AND ELECTIONS COMMITTEE - The 3-member Nominating and Elections Committee, selected by the Executive Board (Article VII, Section 1) of the Ontario Chapter, shall prepare a slate of at least 2 candidates for each of the elective positions, namely: President-Elect, Secretary, Treasurer and 2 additional Executive Board members[s] from the Chapter voting membership.

CLAUSE A - All nominees must be Voting Members (Article IV, Section 2A) or agree to become voting members of the Society, if elected.

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

CLAUSE C – The nomination slate, including candidate biosketches, shall be submitted to the membership at least 30 days prior to balloting.

CLAUSE D - Additional nominees may be added to the Nominating and Elections Committee's slate upon the signed support of 1 or more member(s), provided prior approval has been obtained from each nominee. Such nominees may be added to the Nominating and Elections Committee's slate up to the time of the election.

CLAUSE E - A member may be elected for no more than 2 consecutive terms in the same elective position.

Section 3. BALLOTING - Written ballots or electronic ballots shall be received from the members and counted by the Nominating and Elections Committee. Written ballots, if used, will be collected [by mail *or* at the annual business meeting *or* by mail and/or at the annual business meeting]. For ballot counting purposes, the President shall appoint a replacement for any member of the Nominating and Elections Committee who has been nominated for an elected position.

CLAUSE A - Members in arrears shall forfeit their rights to vote during the period of their delinquency.

CLAUSE B - A signed absentee ballot may be submitted to a designated member of the Nominating and Elections Committee by a member prior to the scheduled time for counting ballots.

CLAUSE C - The candidate receiving the largest number of votes on the written ballot shall be declared elected. No one may hold more than one elective position simultaneously, with exception of the Secretary and Treasurer roles at the discretion of the President

Section 4. OFFICERS - Officers of the Ontario Chapter shall consist of a President, President-Elect (who shall serve as Vice-President), Secretary, and Treasurer. Officers must be individuals, at least 18 years of age, with power under law to contract. Their duties are:

CLAUSE A - PRESIDENT - The President shall have general supervision of the Chapter officers, shall appoint, with the advice of the Executive Board, Chairpersons of all regular and special committees, shall preside as Chair at meetings of the Executive Board, 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 Canadian Section. The Chapter Representative 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, Chapters, and members in their respective areas. The Chapter Representative will assist the Section President by verifying mailing addresses, conducting membership drives, polling individual members, and assisting in routine Section business.

CLAUSE B - PRESIDENT-ELECT - The President-Elect succeeds to the office of President upon the completion of their term. The President-Elect 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 President-Elect cannot serve in the President's absence, the Executive Board shall appoint a President, *pro tempore*.

CLAUSE C - SECRETARY - The Secretary shall be responsible for the files and records of the Chapter. Duties shall include the recording of the minutes of all meetings, the maintenance of the membership rolls, correspondence, and the issuance of meeting minutes. In the absence of the Secretary from a meeting, the President may assign the role of taking minutes to another attendee.

CLAUSE C - TREASURER – The Treasurer shall be responsible for the funds of the Chapter and shall submit complete financial reports at each Annual Meeting during the person's term of office including an annual calendar-year financial report that is submitted to The Wildlife Society. Duties also shall include the receipt and disbursement of funds.

CLAUSE D - EXECUTIVE BOARD - The Executive Board shall act as the governing body for the Chapter and shall be made up of the above named officers, the Past President, up to two (2) duly elected Board members, and a representative of the student chapter(s) if and as selected by the student chapters.

Section 5. TERM OF OFFICE - The President-Elect, President, and Past-President must be Chapter Voting Members (Article IV, Section 2B), serve for approximately 1 year in each position (thus a person assuming the role of President-Elect can expect to serve a total of 3 years), be installed at the Annual Meeting, take office immediately following the Annual Meeting, and unless reelected, terminate their duties (and move-on to the next position as appropriate) at the conclusion of the next Annual Meeting following, or at such other time as their successors are elected and installed. The Secretary, Treasurer, and Board member must be Chapter Voting Members (Article IV, Section 2B) , serve for approximately 2 years, be installed at the Annual Meeting, take office immediately following the Annual Meeting, and unless reelected, terminate their duties at the conclusion of the second Annual Meeting following, or at such other time as their successors are elected and installed.

Section 6. VACANCIES - Offices held by members of the Executive Board shall be automatically vacated:

- a) if at an annual or special meeting of members, a resolution is passed in favor of the removal of the officer or Board member by a vote of three-quarters (3/4) of the voting members in attendance;
- b) if the officer or Board member has resigned by delivering a written resignation to the Chapter's Secretary and/or Treasurer;
- c) if the officer or Board member is found by a court to be of unsound mind;

- d) if the officer or Board member becomes bankrupt or suspends payment or compounds with his creditors;
- e) on death;

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 unexpired term of the President. All other vacancies in any unexpired term of an elective office shall be filled through appointment by the Executive Board, although an appointed President-Elect shall serve only until the next scheduled Chapter election where the membership shall elect the next President. All appointees must be Chapter Voting Members (Article IV, Section 2B).

ARTICLE VI. MEETINGS

Section 1. REGULAR MEETINGS - Regular membership meetings shall be held at such times and places as determined and published by the Executive Board. Meetings may be held by teleconference with the consent of a quorum of members (Article VI, Section 1C).

CLAUSE A - ANNUAL MEETING - One regular meeting shall be known as the Annual Meeting, and shall be for the purposes of electing or installing officers, receiving reports of officers and committees, and for any other business that may arise.

CLAUSE B - MEETING NOTICE - Members must be notified at least 1 month prior to annual and regular meetings and at least 14 days prior to special meetings. Written notice of meetings shall be given to individual members by regular mail, e-mail, or facsimile. No error or omission in giving notice of any meeting or any adjourned meeting of the members of the Chapter shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member or officer for any meeting or otherwise, the address of the member or officer shall be the last address recorded on the books of the Chapter.

CLAUSE C - QUORUM - Quorum for the Annual Meeting of the Chapter shall be 5 percent of the membership or 10 members in good standing, whichever is more; and for Executive Board Meetings, 4 members of the Board.

CLAUSE D - MEETING RULES - Order of business and parliamentary procedures at Chapter meetings shall follow Robert's Rules of Order, latest revision.

CLAUSE E - BYLAWS - 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 coming effective.

Section 2. SPECIAL MEETINGS - Special meetings may be called by the Executive Board at any time, provided due notice (Article VI, Section 1B) and the purpose of the call are given. A special meeting shall be called by the Executive Board on written requisition of members carrying not less than 15% of the voting rights (Article IV, Section 2).

CLAUSE A - Only items listed in the call for a special meeting shall be acted upon at the special meeting.

CLAUSE B - Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

CLAUSE C - All Clauses under Section 1 of this Article apply as well to special meetings.

Section 3. EXECUTIVE BOARD MEETINGS – Meetings of the Executive Board may be held at such times and places as determined by the Chapter President provided that at least 96 hours notice of the meeting and the purpose of the meeting are given, other than by regular mail, to each member of the Executive Board. No error or omission in giving notice of any meeting or any adjourned meeting of the Executive Board of the Chapter shall invalidate such meeting or make void any proceedings taken there at and any member of the Executive Board may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. There shall be at least one (1) meeting per year of the Executive Board. A quorum for these meetings shall be four (4) members of the Executive Board. Meetings may be held by teleconference with the consent of a quorum of Executive Board members. Each member of the Executive Board is authorized to exercise one (1) vote at these meetings. Chapter members may attend Executive Board meetings at the invitation of the Chapter President, but may only speak if so invited by the Chapter President, and they may not vote at these meetings.

ARTICLE VII. MANAGEMENT AND FINANCES

Section 1 - EXECUTIVE BOARD - The Ontario Chapter shall be governed by an Executive Board composed of its officers, the immediate Past-President, 2 Chapter members duly elected to the Board, and a student chapter representative (if appointed by the student chapters).

CLAUSE A - CONDUCT - The Executive Board shall conduct its affairs in conformance with the provisions of these Bylaws, and those of the Society. The Board is authorized to act for the Chapter between meetings and shall report its interim actions to the members at each succeeding membership meeting. Any Board action may be overridden by two-thirds (2/3) of the Voting Members attending a membership meeting. Members of the Executive Board shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty as approved by the President and Treasurer.

Section 2. FINANCE - Funds of the Ontario Chapter shall be under the supervision of the Executive Board and shall be handled by the Treasurer (The Treasurer need not be bonded)

CLAUSE A – FISCAL YEAR – The fiscal year of the Ontario Chapter shall be the 12-month period beginning January 1st and ending on December 31st of each calendar year.

CLAUSE B – AUDIT - The financial records of the Ontario Chapter shall be periodically examined by the Audit Committee (Article VIII, Section 2G).

CLAUSE C – FUNDS - Funds shall be derived from dues, special assessments, work projects, meeting fees, sale of Chapter merchandise, contributions, and other activities approved by the Executive Board.

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

Section 3. REPORTS - Within 20 days after an election or other official action[s] the Secretary shall report such action[s] to the Executive Director of The Wildlife Society, the Canadian Section Representative, and the Canadian Section President. An annual report from the Secretary shall be forwarded to these same parties. A statement of calendar-year income and expenses, together with starting and ending balances, must be submitted by the Treasurer to the Executive Director of The Wildlife Society in January of each year.

Section 4. FILES - The Chapter shall maintain a file containing: Bylaws of The Wildlife Society, the Canadian Section, and the Ontario Chapter; minutes of all regular and special meetings of the membership and of the Executive Board; correspondence pertinent to Chapter affairs; all committee reports; financial statements and records; and all other material designated as pertinent by the Executive Board. A "procedure for filing" shall be kept in the Chapter file for the guidance of each succeeding Secretary and Treasurer. A Chapter "Operations Manual" provided by the Society will be maintained by the Chapter President and a written record of transfer of this manual to the incoming President will be maintained and the Society will be notified of each such transfer.

Section 5. RESOLUTIONS AND PUBLIC STATEMENTS - Two or more members may submit resolutions or statements to the Conservation Affairs Committee (Article VIII, Section 2D) for possible consideration by the Chapter's Executive Board. These shall be accepted or rejected by the Board and, if involving new policy, prepared for submission to the Chapter membership. Such new items must be approved by two-thirds (2/3) of the Chapter membership voting and must be transmitted to The Wildlife Society, the Canadian Section Representative, and the Canadian Section President, if approved. Actions falling within previously established Chapter policies may be carried out by any Chapter officer upon unanimous approval of the Executive Board. On issues where there are no previously established Chapter policies and that demand action on a reasonably short notice, the President, or designated representative, may present a Public Statement on behalf of the Chapter provided that: 1) the concept of the statement be brought to the Executive Board's attention and is accepted by them prior to public issuing of the statement; and 2) copies of the statement are sent to the membership within 15 days after public issuing of the statement. Furthermore, the Ontario Chapter may issue statements pertaining to subjects in its locale:

- a) when the content of the statement falls within the established policy of The Wildlife Society; and
- b) in the absence of existing position statements by The Wildlife Society.

The Ontario Chapter will not issue statements that may be in conflict with the policy of The Wildlife Society without prior approval of The Society's Council. All statements will follow the "Guidelines for Wildlife Policy" (Appendix 4.421 of the Operations Manual). The Chapter membership, The Wildlife Society, the Canadian Section Representative, and the Canadian Section President must receive copies of any Resolution or Public Statement within 15 days of such action.

Section 6. EXECUTION OF DOCUMENTS - Contracts, documents or any instruments in writing requiring the signature of the Chapter, shall be signed by any two (2) officers one of whom must be the Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Chapter without any further authorization or formality. The officers shall have power from time to time by resolution to appoint an officer or officers on behalf of the Chapter to sign specific contracts, documents and instruments in writing.

ARTICLE VIII. COMMITTEES

Section 1. APPOINTMENTS - The Chapter President shall consider suggestions of the Executive Board in appointing Chairpersons of all regular standing committees, except the Nominating and Elections Committee (Article V, Section 1), and all special committees such as awards and hospitality. Committee Chairpersons shall complete their duties 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 Chapter business meeting.

Section 2. DUTIES OF STANDING COMMITTEES:

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

CLAUSE B – MEMBERSHIP AND RECRUITMENT - This committee shall encourage the maximum number of qualified persons residing or working within the Chapter's organizational area to become members of The Wildlife Society, the Canadian Section, and the Ontario Chapter.

CLAUSE C – ANNUAL MEETING - This committee shall arrange programs of all regular and annual meetings and provide the President with a proposed agenda for the Annual Meeting at least 2 months prior to the meeting date.

CLAUSE D - CONSERVATION AFFAIRS - This committee shall review legislative proposals, administrative regulations, environmental assessments and impact statements, and other subjects or issues affecting wildlife or wildlife habitat within the organizational area of the Chapter and make recommendations to the Executive Board for any action that should be taken by the Ontario Chapter. The Chair may ask any Chapter member to assist with reviews. The Conservation Affairs committee shall be responsible for Resolutions and Public Statements as per Article VII, Section 5.

CLAUSE E - EDUCATION AND INFORMATION - This committee shall seek and employ methods of informing the public of basic wildlife management concepts and of Chapter and Society activities and interests. The committee shall also serve as liaison in informing the Chapter of activities and interests of Student Chapters within the area of organization identified in Article I, Section 2 and in reporting pertinent information of the Chapter to such associated chapters.

CLAUSE F - AUDIT - On an annual basis, the President shall appoint a committee to review the financial records and support documents of the Secretary and Treasurer for report to the members at the next annual meeting. This committee shall consist of a Chair and at least 2 additional members. The committee also shall review these records and documents prior to any change in the office of the Secretary and Treasurer.

CLAUSE G – AWARDS - This committee shall coordinate, prepare submissions for, solicit for and receive unsolicited nominations for deserving members of the Ontario Chapter of The Wildlife Society. The scope of this committee's work includes nominations for annual awards as they are made available by the Ontario Chapter as well as the Section and the Society.

Section 3. ACCOUNTABILITY - All committees shall be accountable to the Executive Board, under the general supervision of the Chapter President. Committee members shall

receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty as approved by the President and Treasurer.

Section 4. TENURE - All committees shall serve until new committees are appointed in their stead or until the duties assigned to the committee have been discharged. Any committee member may be removed at any time by a majority vote of the Executive Board.

ARTICLE IX. DISSOLUTION

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

Section 2. DISSOLUTION - The Council of The Wildlife Society may dissolve the Ontario Chapter, following a 1 year grace period during which time the Ontario Chapter can come back into compliance, if (1) it finds the Chapter is not meeting the standards established in Article IX, Section 1. Upon dissolution of the Ontario Chapter of The Wildlife Society, its Executive Board shall transfer all assets, accrued income, and other properties to The Council of The Wildlife Society with the understanding that said assets will be held for a maximum of 5 years from the date of dissolution of the Chapter, for redistribution to another chapter that may be established in approximately the same geographical area within said 5-year period. If another chapter is not established within said area and period of time, the Society Council may use or distribute all assets, accrued income and other properties as best determined by the Council in accordance with Society Bylaws.

ARTICLE X. AMENDMENT TO BYLAWS

Section 1. PROCEDURE - Bylaws not embodied in the Letters Patent may be altered or amended by a majority of the Chapter members voting at any annual, special meeting, or by electronic ballot, if due notice of the proposed changes (Article VI, Section 1B) is followed. Bylaws relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the Executive Board at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favor of the bylaw at any annual or special meeting of members duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

Section 2. CONFORMANCE - No amendment to the Bylaws shall be enacted that results in a conflict with The Wildlife Society Bylaws. If these Bylaws are revised, the new revision must be approved by the Society before becoming effective.