

# **Bylaws of the Society for Conservation Biology African Section**

## **Preamble**

These bylaws were developed to guide operations of the Africa Section of the Society for Conservation Biology (SCB – AS). They were however updated in 2016 in conformity with provisions that endorsed Sections autonomy, authorized during the SCB Board of Governor’s retreat of March 28<sup>th</sup> 2015 at the Smithsonian Conservation Biology Institute in the USA. This revised functional approach challenges SCB – AS to work closer to its niche, embracing development of knowledge products and serving as a bridge between centers of conservation excellence and centers of policy implementation.

The current edition of bylaws consequently makes provisions for corporate membership, proposes the establishment of a non-profit organization status and allows for a physical address and bank account for the Section. Furthermore, other articles of the bylaws were reviewed, including an expansion of SCB – AS’ goals, specification of duties of Members-at-large, and setting of criteria for performance assessment. We believe that this revised edition will make the SCB – AS compliant with the dynamism of global working standards in which it operates, facilitate excellent performance in order to achieve the set goals and implement its strategies. To facilitate exploitation, the bylaws are presented in five chapters. Each chapter contains a number of Articles and each Article, a number of Sections.

## **Chapter One**

### **Article 1: Name**

Society for Conservation Biology – Africa Section (SCB – AS)

### **Article 2: Scope and Duration**

*Section 1. Scope.* The Society for Conservation Biology – Africa Section (SCB – AS), targets the six sub-regions of the African continent, namely: West Africa, Central Africa, North Africa, North East Africa, East Africa, and Southern Africa including Madagascar.

*Section 2. Duration.* The SCB – AS is set up for an unlimited duration of time.

### **Article 3: Mission and Goals**

*Section 1. Mission.* The mission of the Society for Conservation Biology – Africa Section, is to advance the discipline of conservation science in Africa to help African conservation scientists, professionals and institutions find lasting solutions to Africa’s conservation problems.

*Section 2. Goals.* The principal goals of the SCB – AS are:

i). To influence conservation of biodiversity in Africa through environmental policies by creating linkages between conservation scientists and policy making organs.

ii). To promote conservation science through all levels of education, mentoring, training and facilitating access to data.

iii) To improve and engage collaboration with biodiversity conservation and biodiversity research organizations and stakeholders.

iv) To raise awareness of key conservation problems and successes on the continent and consequently inform on the commonalities and peculiarities of conservation issues in Africa.

v) To be a source of experts who can provide objective and balanced insights and information into conservation issues in Africa.

vi) To ensure that membership in the Society and its benefits are accessible to Africans.

*Section 3. Strategy.* The SCB – AS will evolve into a non-profit semi-autonomous organization. Premises and a bank account will be set-up to receive donations that will support attainment of the Section’s goals.

## **Chapter Two**

### **Article 4: SCB - AS Membership**

*Section 1. Types of Membership.* The SCB – AS enrolls two category of members, namely: individual and organizational members.

*Section 2. Application.* Any interested person or organization may apply to be a member of the SCB – AS through an online process at the website of the Society for Conservation Biology.

*Section 3. Annual Fees.* Except modified by a majority vote of the SCB – AS Board, individual members will be required to pay an annual membership fee of USD 20. This amount is based on the current value determined by the global SCB. While organizational members will pay an annual fee of USD 100. The member may choose to pay membership fees covering more than one year.

*Section 4. Membership Rights.* Only members who are up to date with their annual fees can be elected to the Section Board and vote on official matters affecting the Section.

*Section 5. Termination.* Membership at the SCB – AS shall terminate upon the occurrence of any of the following events:

- i) Member's notice requesting termination delivered to the President or Secretary of the SCB – AS, personally or by mail.
- ii) A determination by the Board of the SCB – AS that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Section.
- iii) Members who do not pay their annual fees will automatically disqualify themselves and lose their status of membership to the SCB – AS.

## **Article 5: SCB – AS Meetings**

*Section 1. Members' Meeting.* A Members' Meeting shall be held, or an alternative mechanism for conducting SCB – AS business and facilitating communication among members shall be arranged, each year.

*Section 2. Procedure and Order of Business.* Meetings and voting deadlines shall be announced at least one month in advance of the scheduled dates. At the beginning of each meeting, any SCB – AS business will be discussed prior to the scheduled program. The business portion of any meeting shall be conducted by the President. The SCB – AS Bylaws shall be available at each meeting. All meetings will be governed by Robert's Rules of Order (The Modern Edition, revised by Darwin Patnode, 1993).

*Section 3. Votes.* All votes by the SCB – AS on matters not specified in the Bylaws shall be decided by a simple majority of those voting. Tie votes in Members' Meetings or in meetings of the SCB – AS Board shall be broken by the presiding officer. Tie votes in committee meetings shall be broken by the Chair.

*Section 4. Quorum.* 10% of the SCB – AS members (if the membership exceeds 150 individuals) or 15 members of the SCB – AS, including members represented by proxy, shall constitute a quorum, and 50% of SCB – AS Board members a quorum of the Board.

## **Chapter Three**

### **Article 6: Governance**

*Section 1. Section Board.* The Board of the SCB – AS shall comprise no more than ten elected members, including officers (see Article 6, Section 2). At least one and no more than 3 members of the Board shall represent Madagascar, Southern Africa, Eastern Africa, West/Central/North Africa, countries outside of Africa, and students. The term of office shall be three years. At least three members shall be elected each year. All Board members must be voting members of the Section for their entire term of office.

*Section 2. Officers.* There shall be six officers: President, President Elect, Information Officer, Financial Monitoring and Evaluation Officer, Membership and Nominations Officer, and Education and Science Officer. The President Elect shall be elected by the SCB – AS members every three years at a scheduled Members' Meeting, or by mail, email or via the Society's website (see Article 5 and Article 7). The term of office for the President Elect is

three years, followed by three years as President. All other officers shall be selected by the Board for terms of three years.

## **Article 7: Nominations and Elections**

*Section 1. **Nominations.*** Nominations for Board members shall be solicited by the Nominations Committee or the SCB – AS Board. All nominees must be voting members of the Section. The slate of nominees shall be submitted by the Membership and Nominations Officer to the membership Board at least one month prior to the deadline for receipt of ballots by mail or email or via the Society’s website.

*Section 2. **Balloting.*** Written or electronic ballots shall be received from the members by a duly announced deadline and shall be counted by one or more members of the Board or agent(s) authorized by the Society’s Board. The President shall appoint a replacement to count ballots for any member of the SCB – AS Board who has been nominated. The candidate for each position receiving the largest number of votes on the ballots shall be declared elected.

*Section 3. **Vacancies.*** If the office of President is vacated for any reason, the President Elect shall assume the duties of the President and commence his or her three year term as President and the section simultaneously nominates and votes for a new President Elect.. All other vacancies occurring during a Board member’s term shall be filled by appointment by the Section 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 12) to reactivate the Section.

## **Article 8: Duties of Officers**

*Section 1. **President.*** The President shall organize and preside over meetings and mailings (including electronic mailings) intended to substitute for meetings. The President or his/her designee shall serve as the SCB – AS’s representative on the Society’s Board of Governors in accordance with Section 7 of Article 8.

*Section 2. **President Elect.*** The President Elect shall receive reports from committees, arrange meetings and other activities, and perform the duties of the President when the latter is absent.

*Section 3. **Information Officer.*** The Information Officer shall record minutes and administer correspondences between the SCB – AS and the Society. The Information Officer shall also facilitate members’ access to information, information exchange among members, and elimination of language barriers.

*Section 4. **Financial Monitoring and Evaluation Officer.*** The Financial Monitoring and Evaluation Officer shall collect dues (if any), maintain accounts, coordinate fund raising activities, and collect and distribute funds for Section activities. The Financial Monitoring and Evaluation Officer shall prepare and update the annual SCB – AS budget and, where necessary, help arrange independent audits. The Financial Monitoring and Evaluation

Officer shall also establish and implement a performance monitoring plan to track progress towards the Section's financial goals and objectives.

**Section 5. Membership and Nominations Officer.** The Membership and Nominations Officer shall maintain historical records and a roster of SCB – AS members. The Membership and Nominations Officer shall also work to promote regional representation among the membership.

**Section 6. Education and Science Officer.** The Education and Science Officer shall conduct periodic reviews of higher institutions of learning in Africa to maintain a database on the status / competitive level of the teaching of conservation science in each region of Africa. He/ She shall also maintain a database on data sources of conservation biology relevant to Africa as well as work with the Information Officer, Financial Monitoring and Evaluation Officer, and Membership and Nominations Officer to refine and target information efficiently to the SCB – AS membership.

**Section 7. Representative on the Society's Board of Governors.** The SCB – AS representative (the President or his/her designee, see Section 1 of Article 8) serves as a Member at Large of the Society's Board of Governors in accordance with the Society's Bylaws. Only the representative may officially represent the Section on business of the Society.

## **Article 9: Standards of Professional Behavior for Officers**

**Section 1. Conservation & Environmental Responsibility.** SCB – AS Board members shall exhibit allegiance to the SCB and lead by example. They shall uphold conservation excellence in all their business transactions by demonstrating conservation and environmental best practices.

**Section 2. Choice of Conservation partners.** SCB – AS Board members shall identify and collaborate with partners based on the latter's' sound conservation and environmental outcomes to be promoted, or on a real opportunity to influence and improve their conservation and environmental outcomes.

**Section 3. Ethical Responsibility.** SCB – AS Board members shall demonstrate sound judgment when making commitments. Consequently, they will endeavor to respect and honor such individual and committee-level commitments and promises.

**Section 4. Responsiveness.** SCB – AS Board members shall endeavor to inform other members and SCB partners in a timely and responsible manner in the event that previously agreed commitments would no longer be achievable.

**Section 5. Trustworthiness and Integrity.** SCB – AS Board members shall avoid major conflicts of interest between their professional engagements and the SCB such as: accepting payments or particular favors in order to influence an outcome; using their position in the SCB –AS to receive unrelated rewards and favors; promoting SCB and SCB – AS organizational decisions for the purpose of personal gain; and engaging in public activities that may tarnish the image and integrity of the member and consequently that of the SCB and the Section.

*Section 6. Diversity and Inclusiveness.* SCB – AS Board members shall not treat any individual less sympathetically based on their gender, age, socio-cultural, socio-economic or family status, religious or political orientation, ethnicity or disability whatsoever.

*Section 7. Open-mindedness.* SCB – AS Board members shall ensure and promote tolerant, positive and responsible exchange of views, ideas and criticisms such as upheld in peer review processes.

## **Article 10: Ad hoc Committees**

*Section 1. Set-up of Ad hoc Committees.* The SCB – AS Board may at any time decide to form an ad hoc committee with specific terms of reference. Committees shall be chaired by a voting member of the SCB – AS. Chairs shall be appointed by the President with the approval of the Board and shall serve at the discretion of the Board. Committees shall be composed of interested members of the Section.

*Section 2. Function of Ad hoc Committees.* The Chair shall be responsible for appointing the other members of the committee, and these members shall serve at the discretion of the Chair. All committees shall, at any time, be accountable to the SCB – AS Board. Ad hoc committees with a continuing mission, may, after two years of activity, petition the Board to be established as standing committee.

## **Article 11. Adjunct SCB – AS Board**

*Section 1. Definition.* The adjunct or enlarged SCB – AS Board, hereafter referred as the “Adjunct Board” is a non-statutory framework set up by the President of the SCB – AS Board to facilitate networking within the Africa Section of the Society for Conservation Biology.

*Section 2. Membership.* The Adjunct Board is made of members of the SCB – AS Board and Chapter Coordinators or their representatives at the national country level.

*Section 3. Dual membership.* A Chapter Coordinator may also be a Member of the SCB – AS Board. In this case, he/she will represent the Chapter at the Adjunct Board.

*Section 4: Operation.* The Adjunct Board is convened by the President of the SCB – AS, based on a clearly expressed request and agenda conveyed by a Member of the Board and seconded by at least one other Member of the Board.

*Section 5. Representation.* Each Chapter can only be represented by one Chapter Coordinator at the Adjunct Board. The Chapter Representative at the Adjunct Board is proposed by members of the Chapter.

*Section 6. Duration.* The mandate of a Chapter Coordinator within the Adjunct Board will remain effective as long he/she is still the Coordinator of his/her Chapter.

*Section 7. Special condition.* A Chapter Coordinator at the Adjunct Board, must be an active SCB member, up to date in his/her annual financial dues.

## **Article 12: Standing Committees**

*Section 1. Chairs and Membership.* Standing committees shall be chaired by a voting member of the SCB – AS. Chairs shall be appointed by the President with the approval of the Board and shall serve at the discretion of the Board. Committees shall be composed of interested members of the SCB – AS. The Chair shall be responsible for appointing the other members of the committee, and such members shall serve at the discretion of the Chair. All standing committees shall, at any time, be accountable to the SCB – AS Board.

*Section 2. Charges of the Conservation, Policy, Education and Science Committee.* This Committee shall keep SCB – AS members and the public informed about current conservation issues on the regional or global scale and help facilitate awareness of regional conservation questions by Society members outside the SCB – AS. It shall act as an extension of the SCB – AS within the academic and regional community and promote the study of conservation biology. The Committee may also act as a forum in which solutions to regional issues may be discussed and debated.

*Section 3. Charges of the Membership, Nominations and Awards Committee.* This Committee shall recruit members in each country by utilizing other existing networks to raise awareness, distribute information, and engage members. The committee shall identify relevant activities or opportunities to facilitate the recruitment of members. It shall manage nominations and awards and solicit award nominations as well as assist the Society's Executive Office with administration and awarding of sponsored memberships to the SCB – AS.

*Section 4. Charges of the Information and Communications Committee.* This Committee shall identify mechanisms for information exchange in the light of language barriers. The committee shall identify affordable translation services and other professional resources for conservation scientists and practitioners in Africa. It shall provide advice on development of printed and electronic publications of the SCB – AS such as newsletters and websites. It shall also work with other committees of both the SCB – AS and the Society to achieve outreach and marketing goals.

## **Article 13: Performance Assessment**

*Section 1. Periodicity of Assessment.* The SCB – AS Board will evaluate its performance annually to assess the extent to which objectives have been achieved, to identify weaknesses and strengths in the processes and outcomes of annual activities, and to set out a clear pathway for improvements if and when necessary

*Section 2. Performance Guidelines.* An ad-hoc performance standards development committee of no more than 3 SCB – AS Board members shall be set up to develop simple performance standards.

*Section 3. Assessment Function.* During evaluation, the ad-hoc performance standards development committee will function as a performance assessment committee. It will assess the performance of the SCB – AS Board guided by the prior established standards and propose recommendations for improvement.

## Chapter Four

### Article 14: Proposed Semi-Autonomous Operation of the SCB – AS

*Section 1: Context.* The operations of the SCB – AS are principally funded by the SCB Secretariat in Washington DC. In order to reduce this burden, generate most of its funds and leverage influence on the African continent, the SCB – AS will pursue an aggressive fundraising strategy through a semi-autonomous mode of operation. Four areas will be pursued by this approach, namely:

- i) Administration of the SCB – AS semi-autonomous mode of operation.
- ii) Control of financial operations of the SCB – AS.
- iii) Targeted membership governance practices within the SCB – AS.
- iv) Active engagement in conservation policy development processes in Africa.

### Article 15: Administration of the SCB – AS Semi-Autonomous mode of operation

*Section 1. Incorporation.* The President of the SCB – AS shall set up a Committee to develop the Articles of incorporation of the SCB – AS, as a non-profit organization. This will take place after identification of the primary location for the premises of the organization. See Section 2 of Article 16.

*Section 2. Delegation of Authority.* The President of the Board of Directors of the SCB – AS is delegated by the SCB Board of Governors and the SCB Secretariat in Washington DC, to represent the SCB on the Africa continent.

*Section 3. Outreach of Authority.* The delegated authority of the President of the SCB – AS will include:

- i) His / Her prospect to engage in all forms of official communication with government officials (Minister level), representatives of international organizations, and other biodiversity conservation stakeholders of a similar rank or lower.
- ii) In the absence of the relevant SCB authority, the President of SCB – AS may speak on behalf of the SCB in international conferences and seminars in and out of Africa.
- iii) He / She will receive special permission from the SCB Board of Governors or the Head of the SCB Secretariat in Washington DC, to engage official communication, when and where necessary with Presidents of countries, Parliamentary Group Representatives or Heads of Political parties, if necessary. The President of the SCB – AS will provide feedback where due, after such communication.

*Section 4. Resource administration and Management.* The President of SCB – AS will be responsible for the administration and management of all human, financial and material resources related to the implementation of the Section's semi-autonomous mode of operation.

*Section 5. Secondary level Delegation of Authority.* While the President of the SCB – AS may not delegate authority for which he / she received higher level delegation, such as official



communication with country Presidents, he / she can delegate within his / her authority to any member of the SCB – AS Board of Directors on account of their capacity and geographical location to facilitate attainment of the organization’s goals.

## **Article 16: Control of financial operations of the SCB – AS**

*Section 1. Finances.* The SCB – AS shall be supported by dues (if any), grants, contributions, and fund-raising activities. Assessment and amount of the Section dues (if any) is left to the discretion of the SCB – AS Board. Funds of the Section shall be under the supervision of the officers, and shall be handled by the Financial Officer. Audited financial records shall be reported to the membership.

*Section 2. Physical Location of the SCB – AS.* The President of the SCB – AS Board of Directors shall, in collaboration with the Board create a procedure to select a location on the African continent where a ‘presence’ is established, which meets the requirements of a banking institution for opening a bank account.

*Section 3. Responsibility for Financial Operations.* The President of SCB – AS Board of Directors shall establish a procedure for the SCB – AS membership to elect a bank account manager (formerly the Finance Officer of the Board of Directors), whereby this officer (and at least two other members of the Board) have signatory powers over a bank account. The Board will create a further procedure for changes in these officers, through election by the membership, on a routine cycle.

*Section 4. Banking.* The SCB – AS Finance Officer shall open and manage a bank account under supervision of the President and Board of Directors.

*Section 5. Basic Financial Procedure.* The SCB – AS Finances will be recorded, monitored and managed independently of the SCB Executive Office, but shall comply with Financial Regulations to which each regional Section of the SCB is committed.

## **Article 17: Enhanced Governance**

*Section 1. Compliance with SCB Governance.* The Section will continue to govern according to its By-Laws and those of SCB with changes anticipated as related to financial independence and use of the funds garnered from Global SCB and regional fundraising.

*Section 2. Extensive Collaboration.* Due to the added responsibilities that come with semi-autonomy, the Board of the SCB – AS will embrace extensive collaboration with partners including the engagement of consultants in evaluation and reporting, in order to comply with the new charges.

## **Article 18: Enhanced Engagement in Conservation Policy Development**

*Section 1. Policy Engagement.* The SCB – AS will actively engage in the development and support promulgation of science-based conservation policy concepts and documents, including efforts to positively influence regional government decision-making.

*Section 2. Strategy of Engagement.* The SCB – AS will investigate the most cost effective approaches to engage with partners involved in conservation policy development and the promulgation of such policies. SCB members in such organizations may act as focal points for the SCB – AS.

## **Chapter Five**

### **Article 19: Guiding Policy and Contingency Operations.**

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

*Section 1. Definitions.* A “Resolution” is any public statement that reflects the position or view of the Section. “Public Advocacy” is any public activity by the Section in support of a Section Resolution.

*Section 2. Conditions for Declaration of Resolutions and Public Advocacy.* Proposed Resolutions must be presented to the membership of the SCB – AS and approved by a majority of the voting members present and voting. Presentations and voting may take place at a scheduled meeting, by mail, or by email. A voting member who is absent may file an absentee ballot. Proposed Resolutions must include the following:

- i) A statement of relationship of the Resolution to the objectives of the SCB – AS and the Society at large.
- ii) A statement of the need for the Resolution.
- iii) Scientific documentation concerning the circumstances of the Resolution, and
- iv) A list of the proposed recipients of the Resolution.

Any Public Advocacy must be based on an approved Resolution. Proposed acts of advocacy must be presented to the membership of the SCB – AS at a scheduled meeting, by mail, or by email and approved by a majority of the voting members. A voting member who is absent may file an absentee ballot.

*Section 3. Disclaimer of Responsibility by Society for Section Activities.* The African Section of the Society for Conservation Biology (SCB – AS) shall claim responsibility for all Resolutions and Public Advocacy enacted by its membership. All public documents or actions shall include the statement: Resolutions (or Advocacy) of the Society for

Conservation Biology – Africa Section, do not necessarily reflect the views of the Society for Conservation Biology as a whole.

*Section 4. Reporting.* The Financial Monitoring and Evaluation Officer shall file an annual report on the Section’s activities with the President of the Society.

#### **Article 20: Annual Report.**

The Information Officer shall file an annual report on the Section’s activities with the President of the Society.

#### **Article 21: Continuation/Dissolution**

*Section 1. Section Board Requirement.* If the membership fails to elect a SCB – AS Board, the Section shall be considered dormant. At that time, the outgoing Board shall forward the Section’s charter, bylaws, and remaining funds to the President of the Society. The SCB – AS 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 Section Board.

*Section 2. Membership Requirement.* If the membership falls below 100 for longer than two years, the Section shall be considered dormant. At that time, the outgoing SCB – AS Board shall forward the Section’s charter, bylaws, and remaining funds to the President of the Society. The Section may be reactivated when membership rises above 100.

#### **Article 22: Amendment to Bylaws**

*Section 1. Procedure.* Proposals to modify the SCB – AS Bylaws must be approved by a majority of the voting members present and voting at any scheduled meeting (or alternative voting mechanism) of the Section. A voting member who is absent may file an absentee ballot.

*Section 2. Conformance.* No amendment to these Bylaws shall be enacted that results in a conflict with the Bylaws of the Society. Proposed amendments to the Section Bylaws must be approved by the Executive Committee of the Society’s Board of Governors before becoming effective.

Ratified for the Board of Governors by

\_\_\_\_\_  
President, Society for Conservation Biology

\_\_\_\_\_ Date