

Procedures and Guidelines Handbook: **Chapters**



Society for Conservation Biology

This version of this document is: 2 October 2008

This version supersedes all previous versions.

Table of Contents

[Introduction.....5](#)

[Overview of Chapters.....6](#)

[Abbreviations/Definitions Used in this Document.....6](#)

[Section 1. Chapter Members.....8](#)

[Membership Composition.....8](#)

[Disclosure of Member Information.....8](#)

[Opt-in Policy.....8](#)

[Member Lists and Reports.....8](#)

[Section 2. Communication with SCB Members.....8](#)

[Emailing SCB Members.....8](#)

[Email Address Lists.....9](#)

[Sending Region Specific Emails – Mass Emails.....9](#)

[Mass Email frequency9](#)

[Email limitations.....9](#)

[All-member emails.....9](#)

[Printed Communications.....9](#)

[Newsletters.....9](#)

[Listservs.....10](#)

[Other Forms of Member Communications.....10](#)

[Section 3. Governance10](#)

[Annual Registration.....10](#)

[Board Positions.....10](#)

[Ex-officio Board Members.....10](#)

[Nominations, Elections, and Voting.....11](#)

[Nomination Schedule.....11](#)

[How to Hold an Election.....11](#)

[Board of Directors Resources.....11](#)

[SCB Insider.....11](#)

[Section 4. Fundraising.....11](#)

[Coordination & Communication.....11](#)

[Large Grants & Major Partnerships.....11](#)

[Formal Budget Requests & Plans.....12](#)

[Ad-hoc Funding Requests.....12](#)

[Reporting.....12](#)

[Informal/Small Amount Fundraising.....12](#)

[Individual Donor Fundraising.....13](#)

[Individual donations of 250 USD or more.....13](#)

[Individual donations < 250 USD.....13](#)

<u>Non-monetary or In-kind Donations.....</u>	<u>14</u>
<u>Tax Exemption for Groups.....</u>	<u>14</u>
<u>Section 5. Business Management.....</u>	<u>14</u>
<u>Management of Finances.....</u>	<u>14</u>
<u>Reimbursements from the EO.....</u>	<u>15</u>
<u>Policy on reimbursement documentation and timing.....</u>	<u>15</u>
<u>Per diem reimbursements.....</u>	<u>15</u>
<u>Personal vehicle mileage reimbursements.....</u>	<u>15</u>
<u>Air travel reimbursements.....</u>	<u>15</u>
<u>Legal Compliance.</u>	<u>15</u>
<u>Section 6. Public Policy.....</u>	<u>15</u>
<u>Creation of Policy Statements or Documents.....</u>	<u>15</u>
<u>Definitions and Examples.....</u>	<u>16</u>
<u>Policy Approval Process.....</u>	<u>18</u>
<u>Disclaimers.....</u>	<u>19</u>
<u>Record keeping.....</u>	<u>19</u>
<u>Policy Plan.....</u>	<u>19</u>
<u>Why the strict new process?.....</u>	<u>19</u>
<u>Section 7. SCB Annual Meetings.....</u>	<u>20</u>
<u>Booths and Exhibits.....</u>	<u>20</u>
<u>Marketing.....</u>	<u>20</u>
<u>Symposia, Workshops and Short Courses.....</u>	<u>20</u>
<u>Business Meetings.....</u>	<u>20</u>
<u>Social Events.....</u>	<u>21</u>
<u>Fundraising effort.....</u>	<u>21</u>
<u>Section 8. Local SCB Meetings.....</u>	<u>21</u>
<u>Planning to Host a Meeting.....</u>	<u>21</u>
<u>Scheduling Local Meetings</u>	<u>21</u>
<u>Conference Guide.....</u>	<u>21</u>
<u>Discounts for SCB Members.....</u>	<u>22</u>
<u>Services Offered by SCB for Meeting Coordination.....</u>	<u>22</u>
<u>Development of Meeting Logos.....</u>	<u>22</u>
<u>Development of Meeting Web sites.....</u>	<u>22</u>
<u>Fundraising for Group Meetings or Events.....</u>	<u>22</u>
<u>Section 9. Non-SCB Meeting Participation.....</u>	<u>22</u>
<u>Joint or Co-hosted Meetings.....</u>	<u>22</u>
<u>Sponsoring Meetings.....</u>	<u>22</u>
<u>Group Sponsored Symposia or Workshops at Other Meetings.....</u>	<u>22</u>
<u>Fundraising for Group Meetings or Events.....</u>	<u>23</u>

<u>Section 10. Marketing Policies.....</u>	<u>23</u>
<u>Use of SCB Logo.....</u>	<u>23</u>
<u>Inclusion of SCB logo.....</u>	<u>23</u>
<u>Misuse of SCB logo.....</u>	<u>23</u>
<u>Letterhead.....</u>	<u>24</u>
<u>Marketing Materials.....</u>	<u>24</u>
<u>Use of SCB images.....</u>	<u>24</u>
<u>Web sites.....</u>	<u>24</u>
<u>Webmasters.....</u>	<u>24</u>
<u>Regular Website Updates.....</u>	<u>24</u>
<u>Web Forums.....</u>	<u>24</u>
<u>Meeting Notice</u>	<u>25</u>
<u>Editorial Discretion.....</u>	<u>25</u>
<u>Appendix 1: CHAPTER AGREEMENT.....</u>	<u>26</u>

Introduction

This document was assembled to orient Society for Conservation Biology Chapters (Chapters) to the procedures and policies that they are expected to abide by as constituents and representatives of the Society for Conservation Biology (SCB). A similar Handbook exists for each SCB Group (Sections, Chapters and Working Groups) and is customized to the specific Group; all documents are available from the SCB Executive Office (EO).

Procedures and guidelines presented in this document were created by the EO, and SCB Board of Governors (BOG). Note that this is not an all-encompassing handbook—other documents describe operational procedures and guidelines for the Society that may be relevant to Chapters. For example, please see the Chapter's Agreement, the SCB bylaws, the bylaws of your Chapter, the Society's Strategic Plan, your Chapter's Strategic Plan, any relevant Committee Terms of Reference, the budgeting guidelines that are distributed in advance of the budget cycle, etcetera.

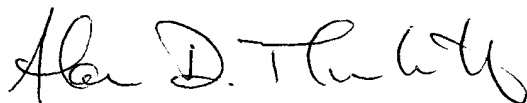
Roles and responsibilities presented herein are intended to

1. enhance and coordinate the participation of SCB Groups in SCB operations, governance, outreach, policy, and fundraising activities,
2. strategically integrate SCB Groups' materials with the Society's core identity as directed by the Strategic Plan (2006-2010), and
3. maintain the Society in compliance with the laws of California state (where SCB is incorporated), Washington, D.C., US (federal; where SCB has its non-profit status), and international as appropriate.

We developed this set of guidelines in response to the Society's global growth. Efforts to internationalize the Society in recent years, as well as interest in strengthening under-represented conservation science disciplines, greatly expanded SCB's reach. With this expansion, groups under the SCB umbrella continue to multiply and increase in number, become more active, and engage in new arenas such as conservation policy. We need consistent operations to maintain organizational stability and a strong reputation as the Society expands. Our ability to inform conservation policy and to be recognized as the world's leading authority in conservation science depends upon a consistent and united vision and voice. This document outlines the operational procedures and guidelines we need to achieve our common goals for the Society globally as well as regionally and topically.

This is a living document and will change and be adapted as the Society grows and changes. We welcome your comments and suggestions for future versions.

Please note that the most current version of this document is always available from the EO and the most current version always supersedes all previous versions.



Alan D Thornhill, Ph.D.
SCB Executive Director
athornhill@conbio.org
+1-202-234-4133
27 August 2008

Overview of Chapters

- A. **Scope.** Chapters are self-defined. Some Chapters focus on a single city or campus; others cover broader geographic regions. Some Chapters draw membership primarily from students and faculty at academic institutions; others include practitioners and conservation scientists from a wider spectrum.
- B. **Size/Membership.** Self-identified members of SCB interested in focusing their efforts on conservation issues in specific geographic regions. SCB members may join as many Chapters as they wish. Members of a chapter are expected to be members of SCB.
- C. **Leadership.** Nominated and elected by Chapter members according to established Chapter Bylaws and Executive Office procedures.
- D. **Activities.** Self identified in relation to the mission and goals of the Society.
- E. **Representation.** The Chapter Representative on the Board of Governors represents the interests of the Chapters collectively. Chapters do not independently represent policies and positions on behalf of SCB without 1) approval from the Regional Section within which they are located as well as 2) approval from the Policy Director and/or Policy Committee, nor can they use the SCB logo except for situations as described in the SCB Chapters Handbook.
- F. **Relationship between Chapters and Global Society.** The BOG desires that the Chapters operate in the context of the Regional Section in which they are located, in a way that makes sense in their part of the world, and that they pursue projects that are meaningful for their part of the world. Simultaneously, it is stated in the 2006-2010 SCB Strategic Plan that the society should strive to “Strategically integrate section[s] and chapter[s]... with the SCB’s core identity, central messaging, and outreach efforts.”
- G. **Support by the SCB Executive Office.** The Executive Office offers a suite of support services including but not limited to free web hosting, listservs (fee applies), conference calling services, surveys, and SCB marketing materials. Limited financial support (as approved by the BOG during the annual budget process) for Chapter activities are derived from general, unrestricted SCB funds. Additional funding can come through grant funds restricted to the Chapter, dues, fundraising events etc.. Information about these and other issues are detailed in this document.

Abbreviations/Definitions Used in this Document

- **BOD or BoD** – Board of Directors of a Chapter or other Group of the SCB. People on these boards are elected by the membership of the Groups.
- **BOG or BoG** – Board of Governors of the Society. People on this board are elected by the full membership of SCB.
- **ED** – Executive Director of the Society.
- **EO** – This is the Executive Office of the Society—presently in Washington, DC, US.
- **SCB Groups** – Collectively, the phrase we use to describe SCB Sections, Working Groups, and Chapters.
- **Chapters Representative** – A voting member of the SCB Board of Governors
- **Development Coordinator** – A staff member in the SCB EO who coordinates all fund-raising activities for the Society.
- **Development Committee** - The committee provides assistance to the SCB BoG and members of the Society in fund-raising for specific projects as they are identified.

- **Chapters Liaison** – A staff member in the SCB EO who is the point of contact for Chapters.

Section 1. Chapter Members

Membership Composition

SCB members may join any number of chapters they wish but it is recommended that members reside in close geographic proximity to their Chapter's focal region. All members of a Chapter are expected to be SCB members. Chapter membership is not managed by the EO.

Disclosure of Member Information

The privacy of SCB members is of utmost importance. SCB members may voluntarily choose to join a Chapter, however, member information is protected by the Executive Office (EO) and sharing of information is regulated for security and privacy reasons. SCB employees are paid representatives of the organization and are responsible for the protection of membership data; thus, membership lists are administered by the EO to avoid potential misuse and negative consequences for the entire Society. Member correspondence must therefore be facilitated by the EO, including email and mail correspondence. Additional information on how to facilitate these communications is included throughout this document.

Opt-in Policy

SCB employs an 'opt-in' policy for all membership features. This means a member must choose to be included in a list of members for a Chapter or a listserv. Members will never be automatically added or joined to any list.

Member Lists and Reports

The SCB Executive Office (EO) closely controls access to full membership information. We work very hard to protect the privacy of our members and the integrity of our membership data. You can see some information about group membership can be found in different locations.

- **Expertise Database** - The SCB Expertise Database has an incomplete list of current SCB Members and modest contact information and can be accessed at any time by SCB members.
- **Reports** - Additional demographics and/or reports about members in your region may be obtained from the Executive Office by special request. These reports will not contain direct contact information unless special permission is granted such as for Board nominations.

Section 2. Communication with SCB Members

Emailing SCB Members

Chapters maintain their own membership lists. This section refers to communicating with members of SCB who may reside in the region of your Chapter but may or may not be members of your Chapter. Electronic communication is the most inexpensive and frequently used means of communicating with the SCB membership. The EO facilitates this process.

Overuse of electronic communication can have three likely outcomes:

1. It may frustrate members to be contacted frequently – many members belong to multiple SCB Groups;
2. SCB gets flagged as a “spammer” by spam filtering software and no one gets our emails!
3. Frequent contact dilutes the messages sent by the organization.

The following policies are established to protect member information and to moderate the multitude of messages sent to members by the Society while also providing routes to communication with SCB members.

Email Address Lists

Email addresses of individual members are not provided to SCB Groups or any outside entities, except under special circumstances (for example, search for prospective SCB Group Board members).

Sending Region Specific Emails – Mass Emails

If an SCB Group wishes to send email communications to SCB members who live in the region of the Chapter but who are not members of the Chapter (or other subset of membership), they should coordinate with the EO. The EO will make recommendations on messaging and will deliver the final message for the Group. Working through the EO prevents excessive email delivery to members—note that there are 7 Sections, 3 Working Groups, dozens of Chapters, and other sub-groups of the Society, all communicating via email with SCB members!

Mass Email frequency

We limit the frequency of emails to members out of respect for their email inbox and the availability of staff-power in the EO to satisfy these requests. As a general rule, a chapter may send up to 1 per year (negotiable, as resources are available in the EO to support this).

Email limitations

Nearly all requests for queries (specific subsets of SCB’s membership) may be arranged; however, on occasion the EO will not be able to arrange complicated queries quickly. For example, pulling all members in a particular geographical area who are members of a particular section and employed by a college or university is possible, but requires that a custom query be built.

All-member emails

All-member emails (to the entire Society) are sent out periodically to highlight upcoming events and present important Society notices. An average of one email is sent per month – the frequency of messages sent increases in advance of the SCB Annual Meeting. Contact the EO if you wish something to be included on an all-member email. There are typically 2-4 items in an all-member email, and the email will be sent when enough content is available. Content of mass-emails is Society wide and only included if relevant to all SCB members.

Printed Communications

Member mailing information is not provided under any circumstances. Groups may not conduct mail solicitation independently. If the Chapter wishes to send mail solicitation, they must coordinate with the EO for approval of messaging.

Newsletters

SCB Groups may create a newsletter to communicate about activities. The newsletter may be circulated in print (at the expense of the Group) or electronically (recommended) via listservs and the website. Please

coordinate with the EO on design advice as we have templates. Chapters are encouraged to submit quarterly updates to the SCB Newsletter and update their website content regularly.

Listservs

Ideally, to maintain consistency with Society web and email addresses, Chapter listservs should be set up through the EO and Chapters should not use a listserv provider other than that offered by the EO.

However, there is a small monthly fee associated with the hosting company the EO uses and this will be charged to support this feature and to provide technical support. Chapters may find listservs through free vendors a better option. SCB currently maintains a chapters listserv available to chapter leadership only.

Other Forms of Member Communications

The EO often evaluates new ideas and applications to broaden your reach. For example, the use of Blogs or Wikis is currently not offered but these are under evaluation. If you have suggestions for future development, please contact the EO to discuss the possibilities. Forms of communication not included in this section should be approved by the EO.

Section 3. Governance

Annual Registration

All Chapters are required to register between January 1st and January 31st with SCB. The registration form is online on the Chapters main website. Registration updates SCB with changes in Chapter leadership and membership, the year's activities, and financial reporting for the IRS. Registration allows Chapters to remain in good standing with SCB and provides access to services from the Executive Office. Chapters that are not registered for two consecutive years are considered inactive and must forward any remaining monies to the Executive Office, to be held until such time when the Chapter is reactivated within the next two years. A Chapter unregistered for four years is considered dormant and terminated (see Chapter Agreement and Bylaws for details).

Board Positions

All Board of Directors (BOD) positions are described in Chapter bylaws (located on the SCB website). It is very important to consider what terms of office and election periods will give your chapter the most viability and longevity. For example, depending on your chapter's needs and scope, terms of office may range from one year to several years. Elections may happen simultaneously or with overlapping terms. You may choose to have a president and president-elect rather than a president and vice-president (although a president-elect will still be officially known as the Vice President in your bylaws). Decision points should include institutional memory, leadership pool, and membership needs. Note that Article II section 3 of the generic Chapter bylaws specifies one-year terms; this bylaw can be amended as necessary.

Ex-officio Board Members

An ex-officio member of a Chapter's Board is a position appointed by the current President of that Group and approved by the board. Their position is relevant to the activities of the Group at that time and runs for the duration of that President's term. The position may be renewed by the incoming President or a new representative may be chosen. Ex-officio members have limited access to resources and are not voting members of the Chapter's Board.

Nominations, Elections, and Voting

Nomination Schedule

Chapters may choose a nomination and election schedule based on their preferences.

How to Hold an Election

Chapters are expected to run elections via email or other electronic means, independent of the EO, as described in their bylaws.

Board of Directors Resources

SCB Insider

SCB Insider (previously the *Sentinel*) is a bimonthly SCB internal newsletter emailed to all BOG members, BOD members, ex-officio members, Working Group presidents, Chapter leadership, and staff. The goal of *SCB Insider* is to offer timely updates on Board decisions, EO news and new information helpful to Society governance. Anyone on the EO email list to receive *SCB Insider* may submit an article. The EO maintains editorial discretion over final copy in *SCB Insider*. All past issues can be found on the Intranet.

Section 4. Fundraising

Coordination & Communication

As a global society, SCB is funded (and will potentially be funded) by global foundations, corporations, and NGOs. A coherent and cohesive Society using consistent language and communication that reflects this unity is the way to lasting support from funders. If a funder gets the impression that one group from SCB is operating without coordinating with other units of SCB, they will be less likely to fund anything.

In some circumstances the parent organization can function as a umbrella for Chapters to operate within our tax exempt status. Regardless of where the money comes from (global organization or local institution) or where it is deposited (in SCB's bank account at the EO or in a Chapter's fiscal sponsor's bank account), all fundraising efforts (and transactions) *that are made in the name of the SCB* must be coordinated with and communicated to the chapter representative, the development committee, and the development coordinator. Ensuring this coordination among Chapters and the global Society is key to our collective fundraising successes.

Large Grants & Major Partnerships

Large Grants and Major Partnerships usually involve amounts of 5,000 USD or more. Funders and Partners in this category usually include major US foundations, NGOs, and US government agencies and usually require a formal application and reports.

In order to coordinate the overall funding priorities of the Society and to deter competing bids for funding with the same funding sources, all grants must be coordinated with the Chapter Representative and the Development Coordinator in the EO. *All budgets and requests for funding must match to one or multiple goals of SCB's Strategic Plan.* Coordination with the Chapter Representative and Development Coordinator must take place at the onset of a funding search. No outside funding may be sought without approval from the Chapter Representative, SCB Development Coordinator, and Development Committee. Unless arranged otherwise, all proposals should come from the SCB Executive Office, signed by the SCB Executive Director to maintain

consistency and accounting. (Please note that all grant proposals will have direct costs applied against them or have a 15% overhead included in the budget that will be kept by the EO.)

Formal Budget Requests & Plans

The EO coordinates the annual Budget of the Society and plans the overall budget two years in advance. Budget planning begins in August of each year. Chapters will be required to submit fund-raising plans during annual registration.

Ad-hoc Funding Requests

Ad-hoc funding requests relate to opportunities that arise throughout the year that require funding but could not be planned in the budget process. Unless a funder is already identified, ad-hoc requests are less likely to receive funding approval and support, but all attempts will be made to accommodate these requests. To submit an ad-hoc funding request:

1. Contact the Chapter Representative who will then contact SCB's Development Coordinator in the EO to inform him/her of the situation. Please do this before making contact with the funder or if that is not possible, as soon as possible after contact is made.
2. Once the Chapter Representative is notified, download the corresponding form on the SCB Intranet, complete the form, and email it to the SCB Development Coordinator *at least three weeks before the deadline*.
3. The Development Coordinator in coordination with the Chapter Representative will guide your request through the formal process and inform you of whether or not your request will be approved or if the request is not in alignment with the strategic plan or if there is a conflict in fundraising priorities and may therefore not be pursued at the present time.

Reporting

Chapters are responsible for drafting all reports to funders and partners if they have been active in soliciting the grant or if they have significantly benefited from the grant. Draft narrative reports are due to the Chapter Representative and the Development Coordinator *at least two weeks* before the deadline.

In the case that money does not come through the EO (for example, if a Chapter has a financial sponsor or if the money is for a Chapter meeting), copies of all proposals and reports must still be submitted to the EO for SCB records and for auditing purposes.

Informal/Small Amount Fundraising

Procedures for dealing with smaller institutions *not* requiring formal application or reports and usually involving smaller amounts (<5000 USD).

This category is different from Individual Donors--please see Individual Donors for clarification. All informal/small amount requests to foundations, companies, and institutional sources for small donations (as defined above) should come from the SCB Executive Office on SCB letterhead, signed by the SCB Executive Director to maintain consistency and accounting. (Please note small funder proposals will not have 15% overhead added unless deemed appropriate to the work required of the Executive Office.) To file a small funder request, please contact the Chapter Representative and the Development Coordinator for the appropriate paperwork. These requests do not have to follow the formal budgeting procedures.

Individual Donor Fundraising

Individual Donors are essential to raising funds for all organizations and events. No application process is required for individual donors except that the following guidelines must be followed to protect SCB's 501(c)(3) status.

Individual donations of 250 USD or more

Donors giving 250 USD or more must donate funds to the SCB Executive Office. If funds are dedicated to a particular Chapter, that money will be allocated to the Chapter. SCB will also send a receipt and thank you letter (if appropriate) to the donor as required by US federal law.

Procedure for mailed monetary donations:

- For mailed donations (check payments or other), direct donors should send their donations to the EO address.
- The donation should include a note with the name of the Chapter that is to receive the donation and the contact name and address of the Chapter representative (if applicable).
- The funds received by the EO will be allocated to the appropriate Chapter and a "Thank You" will be sent to the donor to serve as their tax exempt receipt.

Procedures for online credit card donations:

- Chapters should use the online SCB donation form and **ask patrons to specify their group in the 'comments' field to properly allocate the donation.** If the comments field is not used their donation will be applied to the parent organization and will not be allocated to the Chapter.
- The funds received by the EO will be allocated to the appropriate Chapter and a "Thank You" will be sent to the donor to serve as their tax exempt receipt.
- Please note, if credit card donations are received, the Chapter will receive the amount of the donation less transaction processing fees imposed by the bank.

Individual donations < 250 USD

Individual donations may be received in the EO on behalf the SCB Group. If the donor wishes to receive a receipt please follow the procedures outlined below.

Procedure for mailed monetary donations:

- For mailed donations (check payments or other), direct donors should send their donations to the EO address.
- The donation should include a note with the name of the Chapter that is to receive the donation and the contact name and address of the Chapter representative (if applicable).
- The funds received by the EO will be allocated to the appropriate Chapter and a "Thank You" will be sent to the donor to serve as their tax exempt receipt.

Procedures for online credit card donations:

- Chapters should use the online SCB donation form and **ask patrons to specify their group in the 'comments' field to properly allocate the donation.** If the comments field is not used their donation will be applied to the parent organization and will not be allocated to the Chapter.
- The funds received by the EO will be allocated to the appropriate Chapter and a "Thank You" will be sent to the donor to serve as their tax exempt receipt.
- Please note, if credit card donations are received, the Chapter will receive the amount of the donation less transaction processing fees imposed by the bank.

Non-monetary or In-kind Donations

Donations of goods, labor, or services may be claimed as tax exempt as well. To receive tax exempt receipts, a similar process must be followed.

- Direct your donors to send clear **documentation** of their non-monetary donations to the EO address, including the dollar value of the donation.
- The documentation should include the name of the Chapter that is to receive the donation and the contact name and address of the Chapter representative.
- Chapters may use a donation form to assist with this process; an example is offered at the end of this document and may be customized per Chapter or event.
- The EO will mail a receipt to the donor and cc the Chapter representative.

Tax Exemption for Groups

The Society for Conservation Biology (SCB, parent organization) has United States Federal 501(c)(3) tax exempt status. SCB Groups usually do not have independent 501(c)(3) tax exempt status and may be considered subgroups of the parent organization as noted elsewhere in this document and the Chapter Agreement. U.S. federal law requires that all accounting related to 501(c)(3) tax exempt groups operate out of one central office. For SCB, the central office is the EO in Washington, DC, US.

SCB Groups may use the Society's tax exempt status for donations or operations when appropriate. The procedures in Section 4 of this document are mandatory and protect the 501(c)(3) status of the Society if audited. At this point, all donations received outside of the U.S. are also subject to these procedures. Tax exempt claims made in reference to SCB must have supporting documentation from the EO. For tax exempt receipts follow the appropriate procedures throughout Section 4 based on the type of donation.

Section 5. Business Management

The Society is a registered non-profit 501(c)(3) organization in the United States and is supported by individual memberships, institutional and individual subscriptions to scholarly and other publications; by conference fees collected from attendees; by gifts, grants, bequests, trust funds, and similar instruments; by loans approved by the BOG; by the proceeds of the sale of publications or other items the Society may issue with the approval of the BOG; and from such property or funds as it may acquire. All members of the BOG serve without compensation, although they may be reimbursed for their expenses if they meet BOG adopted criteria. The Society has paid professional staff. The finances of the Society are reviewed and audited annually by an accredited accounting firm.

Management of Finances

All finances for Chapters should be managed by the Chapter in an account held for the Chapter. Chapters bank accounts may be opened independently or with the assistance of a fiscal sponsor (for example an associated University). Under no circumstances may SCB's EIN number be used to open a bank account. Monies raised in the name of SCB need to be reported properly to the EO for consistency of accounting and reporting. The Chapter's financial representative will coordinate with the EO on financial matters, reimbursements, expenses and reporting. All fundraising will be coordinated with the Development Coordinator.

Reimbursements from the EO

Reimbursements for travel, food, lodging or other must be approved by the Chapter Representative on the BOG and the Executive Office prior to the transaction being made. After the transaction has taken place the policies for reimbursement are as follows.

Policy on reimbursement documentation and timing

Reimbursements require documentation of actual expenses (receipts). If this is not possible, a signed letter on the institutional letterhead of the requestor is required stating why particular receipts are missing (acceptance is determined by the EO). All reimbursements should be requested within 90 days of the incurred expense. Reimbursements will not be considered after 1 February of the year following the reimbursable activity. (For example, if you fly on 15 December 2006 you must submit your reimbursement request by 1 February 2007 for the expense to be considered reimbursable.) Note that SCB will not reimburse travel, car rental, lodging, etc., when purchased with airline flyer miles or credit card bonus points.

Per diem reimbursements

Per diem reimbursements (when receipt-based reimbursements are not possible) will be considered (if approved in advance) at the US Federal government rates: <http://www.irs.gov/pub/irs-pdf/p1542.pdf>

Personal vehicle mileage reimbursements

When using one's personal vehicle to travel for official SCB business, reimbursement is made in correspondence with the Federal Government's rate determined annually by the U.S. IRS, see www.irs.gov.

Air travel reimbursements

Due to increasing costs of airline tickets and prohibitively expensive last minute purchase prices, reimbursable tickets for air travel must be purchased 45 days (or more) in advance of travel. If a reimbursable ticket is purchased less than 45 days from travel dates, only the difference between the two prices may be reimbursed.

Legal Compliance.

A chapter wishing to incorporate may have to amend its bylaws to bring them into compliance with the laws of the state in which the Chapter will incorporate. Similarly, if a Chapter wishes to take advantage of various state laws that may provide certain protection for unincorporated associations, it may have to make changes to its bylaws to make them compliant with state law regarding unincorporated associations. If a chapter is located outside the United States, the chapter must bring its bylaws into compliance with pertinent local or regional laws.

Section 6. Public Policy

Creation of Policy Statements or Documents

SCB Groups have considerable influence in the policy arena. They represent regional groups and various interests of the overall SCB Membership. As such, SCB's policy guidance ensures that all SCB Groups (including the Executive Office) comply with the regulations that allow us to continue operating as a 501(c)(3) organization (that is, a not-for-profit corporation operating under Section

501(c)(3) of the U.S. Internal Revenue Code, and to which donations can generally be deducted from the donor's taxable income).

As stated in its strategic goal on policy, SCB endeavors to ensure that conservation science is included in the process by which "policy decisions of major international conventions, governments, organizations, and foundations" are made. We also strive to see that conservation science is reflected accurately in those decisions through our "counsel, analysis and recommendations."

In order to combine credibility and efficiency in the policy process, local, regional and international efforts can be undertaken in parallel fashion, but policy initiatives by SCB Groups need to be coordinated with the Policy Director in the EO and the Policy Committee of the Board or its Chairman. New policy statements (testimony, formal comments, or positions) or significant changes to prior-approved statements need to be coordinated in advance, and in a manner that allows for consultation that is appropriate for the scale and scope of the issue to be addressed. Such new position statements cannot be initiated or significantly altered independent of the parent organization (SCB Board).

This approval process applies to Public Policy Position(s) taken by SCB or an SCB Group in relation to policy issues encompassed in treaties, as well as in the legislation, regulations, and litigation implementing these and concerning the confirmation of judicial and political appointees.

IRS regulations ban any 501(c)(3), including SCB and SCB Groups, from participating in any attempt to influence the election of any public official. Not-for-profits organized under Section 501(c)(4), such as the Sierra Club and many other conservation groups, can conduct a limited amount of partisan activities and a greater level of lobbying than (c)(3)'s. Some states also require not-for-profits to register and report on any ballot initiatives or referenda that they support or oppose.

Definitions and Examples

Public policy advocacy is generally understood to be the process of recommending changes in the public law or its implementation.

What is scientific advice and what is advocating a policy position?

Example 1 (Scientific advice)

Loudoun County's transportation board is considering widening route 7 west of Leesburg to Round Hill. The local SCB chapter wants to acknowledge that this project will have detrimental impacts on Eastern Bluebird habitat.

The chapter provides input to the Board stating that the County's proposed expansion of the highway will impact X habitat, resulting in Y impacts on the Eastern Bluebird. These impacts are significant because (ABC).

This is scientific and technical advice, not *necessarily* advocacy and probably not lobbying, if limited to the cause and effect statements (for additional guidance, see the Packard Foundation's summary of IRS rules on lobbying posted on our the SCB policy website -- <http://www.conbio.org/activities/policy/Tax%20Law%20Lobbying%20Rules1.pdf>)

Example 2 (Adopting a position on public Policy)

Loudoun County's transportation board is considering widening route 7 west of Leesburg to Round Hill. The local SCB chapter wants to acknowledge that this project will have detrimental impacts on Eastern Bluebird habitat.

The chapter provides input to the transportation board stating that the County's proposed expansion of the highway will impact X habitat, resulting in Y impacts on the Eastern Bluebird. These impacts are significant because (ABC). **Furthermore, the SCB chapter recommends that the County not adopt the proposed plan.**

This is a policy statement and it may be lobbying for IRS reporting purposes, depending on whether the adoption of the plan is a legislative act. If in doubt, check with the policy office or a local attorney or accountant who is familiar with the IRS regulations, and record any expense as possible lobbying and report it to the E.O. (at least semi-annually).

If the board or other legislative body asks in writing for testimony or technical advice on a particular subject, that advice, even if it normally might go beyond scientific observations, is generally deemed not to count as lobbying by the IRS, though it will be seen as a policy statement in terms of SCB's approval process.

Direct Lobbying:

Direct Lobbying is a subset of policy advocacy. Policy Advocacy has no legally binding definition. Rather, it refers to a broad set of actions that go beyond scientific observations but are not necessarily lobbying for a particular bill or amendment.

Direct lobbying is a communication with a legislator (federal, state, local, or foreign) or legislative staff member which:

- (1) refers to specific legislation; and
- (2) takes a position on that legislation.

Referenda. Communications with the general public that both refer to and take a position on referenda or ballot initiatives also count as direct lobbying.

Executive branch officials. Most communications with executive branch officials are not lobbying for purposes of the tax rules. A communication with an executive branch official is direct lobbying only if:

- (1) the communication refers to and takes a position on legislation (not executive branch enforcement or interpretation action); and
- (2) its primary purpose is influencing legislation.

Legislation. For the definition of direct lobbying and grassroots lobbying "legislation" includes:

- (1) specific legislative proposals even before they have been introduced;
- (2) treaties requiring Senate ratification from the time the President begins negotiating the U.S. position with the other treaty parties;
- (3) Senate confirmation of administration appointees, for example federal judges and cabinet officials; and
- (4) resolutions, even if they have no binding legal effect. (Packard Foundation's summary of IRS rules on lobbying.)

Grassroots Lobbying:

SCB and its groups, like all 501(c)(3) organizations may only spend a small portion of their budgets on lobbying and only a fraction of that on grassroots lobbying. They must report each to the IRS annually.

Grassroots lobbying is defined as a communication **with the public** (as opposed to our own Members) which:

- (1) refers to specific legislation; and
- (2) takes a position on that legislation; and
- (3) Includes a "call to action."

A call to action includes the following:

- (1) urging a recipient to contact a legislator or staffer (e.g. "Tell Congress what you think," "Call your Representative.");
- (2) providing the address or telephone number of a legislator;
- (3) providing a petition, tear-off postcard, etc. addressed to a legislator; or
- (4) identifying a legislator as opposing the legislation, as being undecided, as being a member of the committee considering the legislation, or as being the recipient's representative. Identifying the sponsor of the legislation does not count as a call to action.

Policy Approval Process

The best and easiest course of action for a Group to be active in policy is to propose policy positions on topics that are fairly common within your respective region. These positions and regularly associated actions can be approved far in advance of implementation. As such, each SCB Group will have a suite of policy statements to choose from to address a given subject/issue. That said, however, SCB must give priority to requests for approval of statements that pertain directly to a decision that is actually being made in the near future, otherwise we may be distracted from real and immediate needs by requests that are too broad or hypothetical to be useful.

The approval process as discussed by the Board of Governors and Approved in March 2008:

When any SCB Group or office proposes a new position statement or a significant revision to an existing statement, the proponent will submit the proposal to SCB's Policy Director, SCB's Policy Committee Chair, and the Policy Chair and President of the relevant Regional Section, if any. These four individuals comprise a rapid policy review group (RPRG) .

The RPRG shall give priority, without a requirement for further external review, to policy proposals that (1) are based on science published in *Conservation Biology*, other peer-reviewed journals, or white papers approved by SCB or its Regional Sections, and (2) are consistent with the strategic priorities of SCB or its Regional Sections. If these criteria are met, then the RPRG shall forward the proposal and their recommendation for acceptance, acceptance with revision, or rejection to the Policy Committee within two business days of submission.

If the criteria for expedited review are not met, then the Policy Committee Chair shall identify two or more experts (who may include members of the Policy Committee of SCB or the Section) to review the proposal. These reviews shall be completed within four business days. A decision shall be made by the RPRG to recommend acceptance, acceptance with revision, or rejection of the proposal within two business days following receipt of reviews. The Policy Committee Chair may waive the requirement for external review when necessary to meet external deadlines on matters important to SCB.

The RPRG shall forward the original proposal, any external reviews, and their recommendation to the Policy Committee. The RPRG and proponent shall incorporate revisions suggested by members of the Policy Committee provided that the revisions do not materially alter the content of the proposal.

The revised proposal shall be considered approved by SCB within three business days of its submission to the Policy Committee unless it is rejected by a majority of the Committee sooner. The period from initial submission of the proposal to final decision shall be no more than a total of 11 business days unless that limit is waived by consensus of the RPRG.

Members of the RPRG shall designate a proxy if they expect to be unavailable for more than two business days and shall send this information to other members of the group.

Disclaimers

There are NO disclaimers. Before taking any public action with respect to a Proposed Position, an SCB Group must first obtain SCB approval by following the procedures outlined herein.

Record keeping

Reporting policy advocacy activities is critical to SCB's ability to maintain its 501(c)(3) status. We are required by law (several laws, actually), to report any lobbying activities each year. The IRS requires us to report our lobbying and grassroots lobbying expenditures (not activities, as such) each year. This includes all funds from SCB's accounts, not personal funds spent by people who happen to be SCB members. . If we exceed a certain percentage, we may lose our non-profit status. Therefore, we must know where we stand at mid-year and be impeccable in tracking our expenditures. This includes the amount of any Group's funds spent in direct lobbying and grassroots lobbying.

Groups must report their advocacy expenditures and designate which, if any, were lobbying or grassroots lobbying. Guidance for that determination is available on the SCB policy website, from the E.O. and Policy Director, and, if need be, from our outside counsel.

All major policy advocacy actions and all monetary expenditures of each SCB group in relation to public policy advocacy that may be categorized as lobbying or grassroots lobbying, shall be recorded and reported to SCB by June 30th of each year to cover lobbying expenditures made that year to date, and again by January 31st of the following year for the remainder of the previous year.

Policy Plan

The SCB Board will adopt a policy plan and review it no less often than annually. SCB guides policy efforts based on the recommendations of the BOG and the Policy Committee. Current areas of focus for SCB's overall policy program can be found on the SCB Policy website. SCB Groups are not limited in their policy activity to these areas.

Why the strict new process?

Simply put, SCB's policy procedures provide for the protection and continuation of the Society. We know that none of our members would ever maliciously use or abuse the name of the Society. Only once in the 20+ years of the Society, has the adoption of a policy statement ruffled feathers and caused concern. We would like to see our peaceful record continue.

In addition, to protect our 501 (c)(3) status, we have to be very careful and very particular about how we “do” policy. The Internal Revenue Service (IRS) in the United States is very strict about what non-profit organizations can and cannot do with respect to lobbying and politics. Now that we have chosen the option to report our lobbying expenditures to the IRS in detail, which allows us to create more budgetary room for lobbying when our offices and groups need to do it, we must record and report on those expenditures carefully. Mis-steps could cost us our non-profit status, at which point, we are in serious trouble as we would be much less likely to receive many of the donations and grants that we received today.

For these reasons, we set forth consistent guidance in Handbooks for SCB Sections, Working Groups, and Chapters. Updates will be circulated promptly as needs arise.

Section 7. SCB Annual Meetings

Booths and Exhibits

Groups are integrated into SCB’s primary exhibit space at SCB Annual Meetings (individual Groups will not have exclusive exhibit space). This approach serves our Strategic Plan by providing central messaging from SCB and maximizing outreach efforts to the meeting’s attendees. This policy also serves to cope with the increasingly important issues of 1) equal representation across all groups, 2) booth staffing needs, and 3) the problem of lost revenues from limited exhibit space “sold” to SCB Groups at no or little cost at our own meeting.

At the Annual Meeting, “Event Days” highlight each Group type at the SCB booth; Sections Day, Chapters Day, Working Groups Day. Each day coincides with other special events and allows Groups to highlight themselves at the meeting. This plan was initiated in 2007 and remains in effect. Please contact the Membership Coordinator and the Meeting Coordinator for questions or plans for upcoming meetings.

Marketing

Marketing will be provided for all Groups by the EO in the meeting program and throughout the duration of the meeting. Any additional marketing at the SCB Annual Meeting must be approved by the EO and the Local Organizing Committee. Please contact the Membership Coordinator and the Meeting Coordinator.

Symposia, Workshops and Short Courses

SCB Groups are encouraged to submit proposals/abstracts for Symposia, Workshops and Short Courses that address the issues or regions of focus of the Group. All abstracts and proposals must be submitted through the same process as an ordinary proposal and will be reviewed/approved in the same manner as ordinary proposals. Official events/activities/symposia of the Society, which are approved by the Executive Director or the Board of Governors, may bypass the approval process. This will be done in full cooperation with the meeting secretariat and the LOC.

Business Meetings

All Groups are encouraged to hold a business meeting or social at Annual Meetings. This helps to increase exposure for the Group, to satisfy the need for a business meeting annually, and to attract new members and interest. The LOC can assist you in planning the space for your meeting or venue. Please contact the Meeting Coordinator who will coordinate with you and the LOC to find the most appropriate time and venue.

Social Events

Groups may host social events if time allows in the program and space is available for the proposed event (meaning that if there is free meeting space available or vacant space that is already paid for—no additional expenses should result from these activities unless they are externally funded). As an alternative, Groups may choose to sponsor an event or a part of an event that is already in the program agenda. This allows for visibility for the Group with little planning or staff time.

Fundraising effort

Fundraising for Groups events should be conducted in compliance with the fundraising policies and guidelines stated in Section 4 of this document. The fundraising effort for the Annual Meeting is a very big task. The SCB Groups are encouraged to help to fundraise for the Annual Meeting by providing the SCB Development Coordinator with leads to potential sponsors. Another way to be effective as fundraising for the Global Meetings may be for the SCB groups to concentrate their effort on obtaining funding for travel support for their members to attend the meeting. Please coordinate with the Development Coordinator.

Section 8. Local SCB Meetings

SCB Meetings are an important networking opportunity for both members and non-members. They are also important for visibility and recognition of the organization. As Groups begin to host more meetings independent of SCB's Annual Meeting it has become important to establish policies for those meetings and to develop meeting materials.

Planning to Host a Meeting

Hosting a meeting means that the Group plans and executes the meeting independently. Groups interested in planning a meeting of more than 100+ individuals should contact the SCB Meeting Coordinator as soon as discussion begins and if possible, no later than 12 months before the expected date of the event. This is to keep the Executive Office informed of new upcoming events and to avoid overlaps that may cause logistical problems or losses in attendance. It also allows the EO to inform membership or make announcements of upcoming meetings when possible. The Meeting Coordinator should not be expected to assist with planning but may be able to provide helpful advice to those planning a meeting.

Scheduling Local Meetings

SCB's Annual Meeting is the highlight of the organization's networking opportunities. In an effort to ease Annual Meeting planning logistics and to maximize attendance at both SCB Annual Meetings and SCB Group Meetings, **Group Meetings may not be scheduled 2 months (black-out) before or after SCB Annual Meetings.**

Conference Guide

The planning of any meeting which will represent SCB in an official capacity should be coordinated using the SCB Conference Guide. This Guide can be found on the intranet here: <https://www.conbio.org/intranet/AnnualMeeting/> or can be attained by contacting the Meeting Coordinator.

Discounts for SCB Members

As an SCB Meeting, Local Meetings should offer a discounted registration rate for SCB members. This rate is determined by the organizing committee but is recommended to be greater than the basic fee for joining the Society.

Services Offered by SCB for Meeting Coordination

Beyond the information in this document and the Conference Guide, the Executive Office has a number of tools to assist in the planning of Local Meetings. Organizing committees for Local Meetings are encouraged to use these tools as they are proven instruments for meeting planning and use. Contact the SCB Meetings Coordinator for information.

Development of Meeting Logos

Groups may develop a meeting logo appropriate to the meeting and its theme. The SCB logo must be displayed anywhere the meeting logo appears. Any meeting logos developed for SCB Group meetings must be approved by the EO prior to use. Please contact the SCB Meeting Coordinator and the SCB Senior Designer to begin this process.

Development of Meeting Web sites

SCB Groups hosting a meeting and developing a meeting website must incorporate the following items:

- The SCB logo must appear on the homepage and be linked to the SCB homepage, www.conbio.org
- A special page must be created describing SCB and linking to the SCB website
- The homepage must clearly state that they are XX Chapter of SCB
- Final website design must be approved by the EO before release

Fundraising for Group Meetings or Events

Fundraising for Groups events should be conducted in compliance with the fundraising policies and guidelines stated in Section 4 of this document.

Section 9. Non-SCB Meeting Participation

Joint or Co-hosted Meetings

SCB groups may co-sponsor or hold a joint meeting with another organization. To be considered a joint or co-sponsored meeting, the Group must play a formal role in organizing the meeting. The 2 month black-out still applies for this scenario.

Sponsoring Meetings

When a Group sponsors a meeting they contribute time, services or finances to the final event, are one of several sponsors, but are not considered a major organizer. There is no black-out requirement for sponsored meetings.

Group Sponsored Symposia or Workshops at Other Meetings

SCB Groups are strongly encouraged to sponsor symposia, workshops or other activities at non-SCB meetings. These activities can be advertised to your Group membership and draw attendance to the meeting

where the event is held. These are also good opportunities to host a business meeting if a percentage of members will be present to attend this type of event. Please confer with the Meeting Coordinator if your Group plans to undertake an event of this sort for marketing purposes and to be sure that there is no conflict of interest involved.

Fundraising for Group Meetings or Events

Fundraising for Groups events should be conducted in compliance with the fundraising policies and guidelines stated in Section 4 of this document.

Section 10. Marketing Policies

SCB is guided in our activities by the goals set forth in the 2006-2010 SCB Strategic Plan. Goal V. Impact and Reputation, directly calls for a consistent organizational message and for this message to be aligned among all SCB Groups.

How we communicate ourselves to the world is a translation of our vision and mission into a tangible and visual message to resonate with our stakeholders (for example, current and future members, current and potential donors, decision-makers we'd like to inform). In an age when professional society memberships are in decline, the Society continues to grow both in sheer number and in global breadth. Our future ability to serve our mission is dependent upon building public awareness, preserving our reputation, and upholding our value. Aligning our products and services into a consistent look and feel is an important part of this process.

Detailed branding standards will be presented to the SCB Board of Governors in July 2008. An abbreviated and basic form of these standards are included herein. All graphics, fonts, marketing materials are available from SCB's Senior Designer.

When designing Chapter marketing materials, please communicate with SCB's Senior Designer. The designer will be available for help and advice for integrating your work with the look and feel of SCB while retaining a look unique to the Section. The Senior Designer will be the final approval on design aspects of all marketing and outreach materials.

Use of SCB Logo

Inclusion of SCB logo

The SCB logo is the image with which the Society wishes members and non-members alike to associate with SCB. It should be included on all organizational documents and marketing materials. This includes any SCB or SCB Group marketing piece such as letters, brochures, conference bags, etc. Except under special circumstances, the name—Society for Conservation Biology—should appear with the logo.

Misuse of SCB logo

The SCB logo may not be used in a disparaging form. Use of the logo by outside parties or in an inappropriate manner may result in criminal prosecution. Please contact the EO if you think the SCB logo is being used inappropriately.

The SCB logo may not be altered for any reason. Although we seek to coordinate cross marketing for SCB events and otherwise, altering the logo dilutes branding effectiveness. Minor design elements may be pulled from the logo to create a cohesive design for marketing materials as indicated in the design standards available on the Intranet. All marketing products must be approved by the EO.

Letterhead

SCB Groups will be provided with an electronic letterhead template for official use, and may not use their own letterhead in its place. SCB letterhead may not be used for personal use. SCB letterhead is available from the Senior Designer.

Marketing Materials

All marketing materials should be sent to the EO for approval before public circulation. This includes, but is not limited to t-shirts, conference bags, fliers, presentations, programs, etc. While Groups are afforded many creative liberties, the EO retains final approval of all marketing materials and may be able to assist with overall design.

Use of SCB images

Other images related to the Society such as covers of publications or images from meetings should be approved for use by the EO. Some of these images may not be available due to copyright or privacy restrictions.

Web sites

Chapters are encouraged to host their Web sites on the SCB site, as they have a high level of interest among members and are an important focus of the Society. All WebPages hosted on the SCB site must be designed in accordance with the “Template and Requirements for Group WebPages.” A copy of this may be obtained from the Executive Office. The SCB Webmaster is responsible for maintaining Chapter Web sites and Chapters must communicate with the Webmaster before planning to make any changes.

Chapters do have the option of using an external hosting service – traditionally, Chapters have used Universities or local sponsors to host their Web sites and may continue to do so. If Group websites are established outside of the SCB website, the Group must inform the EO of the web address and should display the SCB logo on the site. The site will be linked from the SCB Chapter’s Website.

Webmasters

Groups may designate a ‘Website Administrator’ to oversee the Group’s website content. Web Administrators are encouraged to be representatives of the Group’s Communications Committee and to be term appointments to establish institutional knowledge.

Regular Website Updates

Web sites must be updated no less than bi-annually by the Group’s Web Administrator or Communications Committee. If site content is not maintained, the EO will contact the Group for new content or add new content as it becomes available.

Web Forums

Several Chapters have capitalized on Facebook and other internet forums to establish a web-based community. If you choose to establish an internet page, please include this in your annual reporting. You are encouraged to network with other Chapter members via internet forums.

Meeting Notice

Notices for all meetings shall be posted on the Chapter website or other central venue at least one week in advance. Chapter is responsible for submitting this information to the EO at least 3 weeks prior to the meeting if the Webmaster is expected to make the update.

Editorial Discretion

The EO maintains final editorial authority over all website and other Society content. SCB has a global membership and as such must be sensitive to issues that can be interpreted in unintended ways. Content must be directly related to the business and mission of the Society. Any books, reference material, products, or services added to the website should contain a generic disclaimer that SCB does not endorse the product. The only SCB endorsed partners, products, or services are those that have been vetted through the SCB Endorsements, Sponsorships, and Partnerships protocol of the BoG:

<http://www.conbio.org/endorsements/>

The EO also maintains design authority and may change Web site design if necessary per the constraints found in the “Template and Requirements for Group WebPages”.

Appendix 1: CHAPTER AGREEMENT

CHAPTER AGREEMENT

THIS CHAPTER AGREEMENT (this “Agreement”) is effective ----- (“Effective Date”), and is made and entered into by and between THE SOCIETY FOR CONSERVATION BIOLOGY (“SCB”), a nonprofit charitable and educational organization incorporated under the laws of California, and [insert name of Chapter] (“CHAPTER”), an unincorporated association of individuals located at [insert mailing address] (collectively, the “Parties”).

WHEREAS, SCB is an international professional organization dedicated to promoting the scientific study of the phenomena that affect the maintenance, loss, and restoration of biological diversity; and

WHEREAS, SCB is willing to devote certain resources to assist the operations of local chapters; and

WHEREAS, CHAPTER would like to become a chapter of SCB;

Now, therefore, the parties, intending to be bound, agree as follows:

I. SCB Structure and SCB Chapter Roles Within the SCB Structure.

- A. SCB is an international professional membership organization incorporated under California state law and exempt from taxation under section 501(c)(3) of the Internal Revenue Code. Entering into this Agreement does not make the Chapter a part of SCB’s corporate structure and does not mean that the Chapter is entitled to the privileges conferred on SCB by the Internal Revenue Code. The Chapter entering into this Agreement, whether such Chapter is in the United States or another country, is responsible for ensuring that it is operating within all applicable laws and regulations.
- B. SCB is a nonprofit membership organization governed by a Board of Governors (“BOG”) which is elected by the SCB Membership. SCB Chapters are represented on the Board of Governors by one Chapter Representative or other designated member who serves as a voting member of the Board of Governors.
- C. SCB is divided into Regional Sections that represent the following areas: Africa, Austral and Neotropical America, Australasia, Asia, Europe, Marine, and North America. Each Chapter falls under a Regional Section based on geographic location and coordinates with that Section on activities, partnerships and new opportunities. A chapter may choose to be affiliated with the Marine Section if

this is an appropriate association or they may work with the Marine Section in addition to their geographic Section.

- D. SCB Chapters are local groups that work toward the goals of SCB and the Chapter. Chapters provide opportunities for networking, collaboration, and education among conservation students, professionals, community members, and/or decision-makers.
- E. The day-to-day operations of SCB are run by SCB's Executive Office. Within the Executive Office is a Chapter Liaison whose responsibility it is to coordinate activities with Chapters.
- F. SCB may maintain a Chapters Advisory Committee on which a designated member of the Board of Governors sits. The Chapters Advisory Committee acts as an additional body for guidance, support, and advocacy of the Chapter's interests. The Advisory Committee coordinates with the Chapters, the Executive Office, the Sections, and the BOG on activities and policies of mutual interest and influence.

II. Use of Name and Logo.

- A. For the duration of this Agreement, SCB grants to CHAPTER a nonexclusive, nontransferable license (the "License") to use the name "Society for Conservation Biology" (the "Name") within CHAPTER'S name and the SCB logo in association with that name.
- B. CHAPTER accepts the License subject to the terms and conditions set forth in this Agreement. CHAPTER acknowledges SCB'S ownership of the Name and all goodwill associated therewith and agrees that it will do nothing inconsistent with such ownership. CHAPTER agrees that nothing in the License shall give CHAPTER any right, title, or interest in or to the Name other than the right to use the Name in accordance with the License.

III. SCB's Obligations

- A. **SCB Services to CHAPTER.** The Executive Office of SCB shall offer services to support active and official SCB Chapters to the extent reasonably possible. A description of services that may be available can be found on the SCB Chapters website and in the Chapter Handbook and may change from time to time at SCB's discretion. Services and support may also be provided by the Chapters Advisory Committee.
- B. **Chapter Representative to Board of Governors.** SCB Chapters shall be represented on the Board of Governors by one Chapter Representative or other designated member who serves as a voting member of the Board of Governors.

- C. **Financial and Material Support.** SCB may provide grants, other financial support, or material support to CHAPTER at the discretion of SCB.

IV. Chapter's Obligations

- A. **Charter and Bylaws.** Chapter will submit to SCB for approval a proposed chapter charter and bylaws that are based on the sample charter and bylaws provided by SCB and that do not conflict with SCB's charter or bylaws. After SCB has approved the proposed charter and bylaws, CHAPTER shall adopt them. CHAPTER'S bylaws shall include a provision prohibiting CHAPTER from amending them to conflict with SCB's bylaws. Unless otherwise prohibited by law, any amendment to CHAPTER'S bylaws shall not be effective until approved by SCB.
- B. **Membership.** CHAPTER shall accept into its membership all members of SCB who request CHAPTER membership and otherwise meet the membership criteria established by CHAPTER.
- C. **Annual Registration.** CHAPTER shall register with SCB annually during the Annual Registration period to confirm that the Chapter is currently active and in good standing. If CHAPTER fails to register for two consecutive years, the CHAPTER will be deemed inactive and this AGREEMENT shall be deemed terminated as of the last day of the second consecutive Annual Registration Period during which CHAPTER failed to register.
- D. **Prohibited Activities.** No part of the net earnings of the Chapter shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Chapter. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this Chapter shall be limited to reasonable amounts.

This Chapter shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of this Agreement or of the Chapter's Charter or bylaws, Chapter shall not take any action 1) not permitted to be carried out by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, 2) prohibited by any law applicable to this Chapter, or 3) if the Chapter is organized outside the United States, prohibited by any law applicable to charitable organizations in the country in which the Chapter is organized.

- E. **Chapter Handbook.** The Executive Office of SCB maintains a Handbook to support Chapters in their work and also to inform them of current operational

policies of SCB. This Handbook can be found on the Chapters website and is available in hard copy from the Executive Office. CHAPTER agrees to adhere to all policies set forth within the Handbook to maintain compliance with SCB policies as such policies may be changed from time to time by SCB. The Chapter Handbook, including changes that may hereafter be made to it by SCB, is hereby incorporated into this Agreement.

V. Duration, Suspension, and Termination of Agreement

- A. Duration.** This Agreement shall remain in effect until terminated pursuant to this Section V.
- B. Termination.** This Agreement may be terminated as follows:
 - 1. For CHAPTER Inactivity; Suspension and Termination.** In the event that CHAPTER fails to file the Annual Registration required under section IV.C., above, for two consecutive years, or if the CHAPTER'S membership fails to elect a Board to govern CHAPTER, or the CHAPTER fails to update its website for two consecutive years, SCB may deem the CHAPTER inactive and CHAPTER'S rights and obligations under this Agreement shall be suspended for a period of years.
 - a. Upon such suspension, CHAPTER shall promptly forward the Chapter's Charter, Bylaws, and remaining funds to the SCB Executive Office.
 - b. For a period of two years from the suspension, SCB agrees to, as much as reasonably possible, refrain from using funds transferred from CHAPTER to SCB.
 - c. During the two years immediately following suspension, CHAPTER may reactivate itself by holding a Special Election to elect its Board, having the board review and vote to ratify the Chapter's Charter and Bylaws, filing an Annual Registration Statement in accordance with section IV.C, above, and executing a new Chapter Agreement. Upon such reactivation, SCB shall transfer to the CHAPTER the balance of any funds remaining of the funds previously transferred from CHAPTER to SCB.
 - d. Two years after the date of suspension, if CHAPTER has failed to reactivate itself, this Agreement shall terminate immediately and any funds being held by SCB in accordance with section V.B.1.b. may be used by SCB. The CHAPTER shall be considered dormant and all rights and obligations shall be transferable to a new CHAPTER that convenes in that area.

2. **By SCB for Certain Acts.** SCB may terminate this Agreement immediately upon discovery and / or determination by SCB that CHAPTER engaged in inappropriate activities. Inappropriate activities include but are not limited to: any activity that would jeopardize the legal, financial or reputational position of SCB; misconduct toward Chapter members or the Public; illegal activities; electioneering or campaigning for political candidates or political parties; failure to comply with or violation of any SCB Policy Applicable to CHAPTER; violation of any provision of this Agreement. Rather than choosing to terminate this Agreement immediately, SCB may, at its sole discretion, instead inform CHAPTER of its intent to terminate the Agreement as of a particular date unless CHAPTER discontinues activities in violation of this paragraph.
3. **At Will.** Either party may terminate this Agreement upon 30 days written notice to the other party.
4. **Acts Upon Termination.** On termination of the Agreement, CHAPTER shall promptly: cease using and authorizing the use of any name or trademark or any information relating to or discussed in this Agreement; and turn over to SCB all funds remaining in CHAPTER'S accounts as well as all CHAPTER files and materials, including records of meetings, program materials, financial records and governance documents.

VI. Confidentiality

To the extent that CHAPTER acquires any non-public information or data about or proprietary to SCB, including but not limited to membership information, financial information, donor information, program plans, research, statistical analysis or any other information, data or materials that is not public and that a reasonable person would consider proprietary to SCB, CHAPTER shall not divulge such information or data to any third party or use such information for its own purposes without the prior written approval of SCB.

VII. Miscellaneous

- A. **Assignment.** CHAPTER may not assign any rights or delegate any duties under this Agreement without the express prior written consent of SCB.
- B. **Modification.** This Agreement cannot be changed or modified except by instrument in writing executed by each of the parties.
- C. **Notices.** All notices pertaining to this Agreement (such as modification of this document) shall be in writing and shall be transmitted either by personal hand delivery, by overnight delivery, by email, by fax, or through the United States Postal Service by registered or certified mail, return receipt requested, by either

party to the other. The addresses set forth below for the respective parties shall be the places where notices shall be sent unless written notice of a change of address is given:

(i) For SCB: _____

Society for Conservation Biology
1017 O Street NW
Washington, D.C. 20001 USA

(ii) For CHAPTER: _____

[ADDRESS]

- D. Controlling Law; Severability.** The validity, interpretation, and performance of this Agreement shall be controlled by and construed under the laws of the District of Columbia. In the event that any portion of this Agreement is held to be unenforceable, such portions shall not limit or otherwise modify or affect any other portion of this Agreement.
- E. References to the Internal Revenue Code.** All references in this Agreement to the Internal Revenue Code refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.
- F. Integration.** This Agreement and the Chapter Handbook (including all updates) referred to in Article IV.E. of this Agreement set forth the entire Agreement of the parties and replace and supersede all other contracts, agreements, and understandings, written or oral, relating to the subject matter hereof.
- G. No Waiver.** The failure of either party to this Agreement to insist upon the performance of any of the terms and conditions of this Agreement shall not be construed as a waiver of any breach of that provision or of any other provision.
- H. Survival.** The duties, obligations, and rights imposed or granted in Sections VI and VII, and paragraphs II.B. and V.B.4 of this Agreement survive termination of this Agreement.
- I. Execution.** This Agreement may be executed in several counterparts, each of which shall be deemed an original.

IN WITNESS WHEREOF, the parties, intending to be legally bound, have executed the foregoing Agreement.

By: _____ Date: _____
[INDIVIDUAL SIGNING'S NAME, TITLE, Society of Conservation Biology]

By: _____ Date: _____
[INDIVIDUAL SIGNING'S NAME, TITLE, NAME OF CHAPTER]