

**BY-LAWS OF THE
INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY**

Approved—13 Oct 2014 - White Oak Conservation Holdings, Yulee

Amended— 29 September 2020, approved by 2/3 membership vote: 31 October 2020.

ARTICLE I—NAME:

This organization shall be known by the name of “INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY, INC”, or abbreviated to “ISWE”.

ARTICLE II—OBJECTIVES:

The objectives of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY shall be to:

- A. Promote the field of wildlife endocrinology throughout the broader scientific community by using endocrine techniques to generate knowledge of wildlife health, reproduction, welfare, and conservation.
- B. Facilitate and promote collaboration, information exchange, and innovation among wildlife endocrinologists and other researchers.
- C. Provide a platform for wildlife endocrinology training and career development opportunities.
- D. Establish best practices and standardization of adjunct methods for *in situ* and *ex situ* wildlife studies.
- E. Continue to develop and support an international and diverse membership to advance the field of wildlife endocrinology.
- F. Produce resources for the science of wildlife endocrinology.
- G. Bi-annually convene scientists to promote information dissemination.

ARTICLE III—RESTRICTIONS:

All policies and activities of the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY shall be consistent with applicable tax exemption requirements, including the requirements that the corporation not be organized for profit and that no part of its net earnings inure to the benefit of a private individual, corporation or any other entity, and further bound by these requirements set forth in the Certificate of Incorporation. The purposes of the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY shall be strictly, and at all times, those set forth in its Certificate of Incorporation.

ARTICLE IV—PRINCIPAL OFFICE:

The principal office of the Corporation is in Yulee, Florida. The Corporation may have such other offices as may from time to time be designated by the Board.

ARTICLE V—CORPORATE SEAL:

The Board shall have the power to adopt and alter the seal of the Corporation.

ARTICLE VI—FISCAL YEAR:

The fiscal year of the Corporation shall, unless otherwise decided by the Board, end on December 31st.

ARTICLE VII—MEMBERSHIP:

A. Membership Categories:

Active members shall be individuals that have or are paying membership fees as decided by the Board, and fall into four categories:

1. Full Members

- i. Full Members shall be individuals that have or are paying full membership fees, as decided by the Board, and actively work in wildlife endocrinology and related fields.
- ii. An Active Full Member in good standing shall enjoy all the rights and privileges of the Corporation, including participation in meetings, voting, subcommittee membership, and holding office as provided in the By-Laws. Active Full Members will be eligible for partner discounts, and to request participation in INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY managed antibody production consortiums.

2. Emerging Nations Members

- i. Emerging Nations Members shall be individuals that have or are paying reduced membership fees according to their nation of residency, as decided by the Board, and actively work in wildlife endocrinology and related fields. Criteria for determining 'Emerging Nation' status shall be based on current United Nations categorization.
- ii. An Active Emerging Nations Member in good standing shall enjoy all the rights and privileges of the Corporation, including participation in meetings, voting, subcommittee membership, and holding office as provided in the By-Laws. Active Emerging Nations Members will be eligible for partner discounts, and to request participation in INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY managed antibody production consortiums.

3. Student Members

- i. Student Members shall be individuals that have or are paying reduced membership fees, as decided by the Board, and actively study in wildlife endocrinology and related fields. An individual is eligible for Student Member status if they are enrolled in an academic degree at the time of membership initiation or renewal. Student Members may be asked to provide documentation of their student status.
- ii. An Active Student Member in good standing shall enjoy the rights and privileges of the Corporation, including participation in meetings, voting, and subcommittee membership. However, they are not eligible to hold office. Active Student Members will be eligible for partner discounts, student travel scholarships, and to request participation in

INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY managed antibody production consortiums.

4. Associate Members

- i. Associate Members shall be individuals that have or are paying reduced membership fees, as decided by the Board, who do not work in wildlife endocrinology or related fields at the time of membership initiation or renewal.
- ii. An Active Associate Member in good standing shall enjoy limited rights and privileges of the Corporation, including participation in meetings and sub-committee membership, but will be non-voting members and will have access to a limited number of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY member benefits. Associate Member benefits include access to online resources on the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY website, access to the member listserve, and receipt of the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY newsletter. Associate members are not eligible to hold office and are not eligible for any financial discounts or participation in INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY managed antibody production consortiums.

B. Tenure:

Each individual shall hold membership so long as it is in good standing, or until it is removed, suspended, expelled, fails to pay dues, or becomes otherwise disqualified.

C. Membership Dues:

Dues will be determined by the Board and reported to the members at a regular meeting of the Corporation. Dues shall be paid biennially or as determined by the Board, upon receipt of notice thereof.

ARTICLE VIII—ELECTION OF OFFICERS:

A. Nomination:

The Corporation shall have the following officers:

- Chair of the Board
- Vice Chair of Ethics and Special Initiatives
- Vice Chair of Memberships and Fundraising
- Conference Organization Committee Chair
- Communications Committee Chair
- Secretary
- Treasurer

Beginning with the election for Chair of the Board for the 2019-2021 term, the member elected to Chair will serve as Chair-Elect during the year that precedes her/his election as Chair. As such, the nominations and election for the next Chair of the Board will occur 2 years before the term is scheduled to begin, with the first election occurring in 2017.

ARTICLE IX—DUTIES AND TERMS OF OFFICE:

Section 1—Chair of the Board

The Chair of the Board shall:

- a. Preside at all Corporation meetings. The Chair of the Board may authorize a Vice Chair to temporarily assume these duties.
- b. Serve as Chairperson of the Board.
- c. Officially represent this corporation and perform all other duties that properly fall upon the Chair of the Board.
- d. Prepare and present an annual report to the Board and the membership.
- e. Perform and direct the administrative functions for the Corporation and oversee the financial affairs of the Corporation.

Section 2—Chair-Elect of the Board

The Chair-Elect shall:

- a. Become familiar with the governance of the Corporation and the responsibilities of the Chair during the year prior to her/his term as the incoming Chair of the Board.
- b. If already a member of the Board, the incoming Chair may serve concurrently in this capacity and as Chair-Elect.
- c. Be a non-voting member of the Board if s/he is not presently on the Board but will retain voting privileges if s/he is concurrently serving in another position on the Board.

Section 3—Vice Chairs

The Two Vice Chairs shall:

- a. Serve as a member of the Board.
- b. Serve in the absence of the Chair of the Board, or when directed by the Chair of the Board.

In addition, the Vice Chair of Ethics and Special Initiatives shall:

- c. Oversee animal welfare concerns.
- d. Oversee INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY Code of Ethics and Professionalism.
- e. Oversee proper and effective collaboration with commercial companies and other for-profit partners.
- f. Recruit committee(s) to assist with any special initiatives pertaining to objectives of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY.
- g. Perform such other duties as the Chair of the Board or Board may direct.

In addition, the Vice Chair of Memberships and Fundraising shall:

- c. Liaise with conference vendors and sponsors to maintain positive relationships.

- d. Develop fundraising opportunities to support the mission of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY.
- e. Recruit committee(s) to assist with membership recruitment and engagement pertaining to objectives of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY.
- f. Perform such other duties as the Chair of the Board or Board may direct.

Section 4—Secretary

The Secretary shall:

- a. Serve as a member of the Board.
- b. Keep a written record of the proceedings of all meetings of the Corporation and the Board.
- c. Maintain a membership database and update the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY listserve.
- d. Distribute communications among the Board.
- e. Retain copies of all correspondence and records on behalf of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY.
- f. Coordinate elections for the Board.
- g. Monitor and route correspondence from INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY membership.

Section 5—Treasurer

The Treasurer shall:

- a. Serve as a member of the Board.
- b. Review all proposed budgets and quarterly financial reports.
- c. Assist the Chair in preparation of the annual budget and submit it to the Board.
- d. Collect all income and pay all authorized expenses of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY.
- e. Submit an annual financial report to the Corporation.
- f. Prepare Corporation taxes.
- g. Submit any necessary reports to maintain the Corporation's not for profit status.
- h. Be an authorized signatory for all checks written by INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY.

Section 6—Conference Organization Committee Chair

The Conference Organization Committee Chair shall:

- a. Serve as a member of the Board.
- b. Recruit a committee for INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY conference organization.
- c. Work with the Host Institution to prepare the bi-annual conference.

- d. Provide the Treasurer with copies of all receipts and invoices for accounting purposes.
- e. Provide the Communications Chair with all materials surrounding each conference to be posted to the website.

Section 7—Communications Chair

The Communications Chair shall:

- a. Serve as a member on the Board.
- b. Recruit a committee for INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY communications.
- c. Distribute communications to members.
- d. Coordinate upkeep of the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY website.
- e. Promote INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY to our external audience to help recruit new members and advance the field of wildlife endocrinology.

Section 8—Terms of Office

Commencing in 2020, all newly elected terms shall be 4 years, save for the Chair-Elect who will serve 1 year, and the positions of Secretary for the 2021-2023 term and Communications Chair for the 2022-2024 term, which remain as 3-year terms. All terms will begin on January 1st of the first year and end on December 31st of the last year. The Chair of the Board must rotate off the Board for a minimum of 1 year before re-election; after 1 year, the outgoing Chair may apply to be elected for any position on the Board including the previously held position. Other members of the Board may apply to be elected for the same (except for the Conference Organization Committee Chair) or different roles without having to rotate off the Board. Should a board position fail to be filled during a scheduled election, the serving Board member may voluntarily extend their term by 1 additional year, or until the position can be filled by election.

Section 9—Board of Directors

The INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY Board will be composed of the above seven elected officers (or eight in years with a non-voting Chair-Elect) and may include non-voting Emeritus members. The position of Treasurer must be US based to oversee financial aspects of the Corporation; all other positions on the board are open to all Active Full and Emerging Nation Members regardless of location, and at least one serving Board Member should be non-US based.

a. Duties

- 1. The Board shall have supervision, control, and direction of the affairs of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY, shall determine its policies or changes therein within the limits of the By-Laws, shall actively pursue its purposes and shall have discretion in the disbursement of its funds.
- 2. It shall make reports to the membership of all Board actions at the bi-annual meeting and/or

through the Corporation publications.

3. Provisions shall be made by the Board for an annual review of the financial accounts of the Corporation by an independent public or certified public accountant selected by the Board for the purpose of such review. The results of this financial review shall be presented to the Board and the membership at the next annual meeting and at the next meeting of the Board.
4. The Board shall meet during the period of the bi-annual meeting of the Corporation, and at such other times and places as the Chair of the Board and/or the majority of the Board may determine. A majority of the Board will constitute a quorum.
5. The members of the Board shall not receive any compensation for their services.

Section 10—Delegation of Power

In the event of death, disability, or other failure to serve by any officer of the Corporation, the Board may delegate such officer's power or duties to any other member of the Board, or declare the office vacant and elect a successor to serve the balance of the officer's term.

Section 11—Resignation and Removal

- a. A member of the Board may resign from the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY board by delivering his/her written resignation to the Secretary of the Corporation, at any meeting of the Board or to the Corporation at its principal office. Such resignation shall be immediate (unless specified to be effective at some later time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- b. Any member of the Board may be removed for cause by vote of the majority of the Board, which shall occur at least 21 days after notice to such officer and an opportunity to respond.

Section 12—Special Committees

- a. Special Committees of the Corporation may be appointed by the Chair of the Board as needed.
- b. Special Committees shall make reports to the Board.

ARTICLE X—MEETINGS:

The Board is required by law to meet annually. The Board shall meet quarterly at regular intervals. At least one meeting annually must be a physical, face-to-face meeting, unless global travel restrictions prevent this. INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY funds may be used to offset travel for Board members who are otherwise unable to attend the in-person Board meeting, but this is only under exceptional circumstances and at the discretion of the Board.

ARTICLE XI—DISSOLUTION:

Upon dissolution of the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY, remaining assets shall be distributed to an appropriate not-for profit society. Assets shall be used exclusively for exempt purposes.

ARTICLE XII—ORDER OF BUSINESS:

Roberts Rules of Order, Revised Edition, shall govern meetings of the Corporation to the extent that they are not inconsistent with these By-Laws.

ARTICLE XIII—REVISION OF BY-LAWS:

Amendments, repeals or alterations to the By-Laws may be suggested to the Board by any voting member. Once approved by a majority of the Board, they must be approved by a two-thirds ($\frac{2}{3}$) majority vote of eligible voting members. The balloting will occur no later than 60 days prior to the annual meeting. Ballots will have space for write-in votes.

ARTICLE XIV—INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES:

Section 1: Third Party Actions:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director and/or officer of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2: Derivative Actions:

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer and/or employee of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suite if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the Court of

Chancery or the Court in which such action of suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Court of Chancery or such other court shall deem proper.

Section 3: Determination of Indemnification:

Unless ordered by the court, any indemnification under Section 1 of this Article (relating to third party actions) or Section 2 of this Article (relating to derivative actions) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer and/or employee is proper in the circumstances because he/she has met the applicable standard of conduct set forth in such section. Such determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of board members who were not parties to such action, suit or proceeding;
- (b) If such a quorum is not obtainable, or, even if obtainable a majority vote of a quorum of disinterested board members so directs, by independent legal counsel in a written opinion; or
- (c) By the members.

Section 4: Expenses:

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board or other body in a specific case upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amounts unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 5: Indemnification Rights:

The indemnification provided in these By-Laws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, and/or employee and shall inure to the benefit of the heirs and personal representative of such a person.

Section 6: Anti-Trust Compliance:

It is the undeviating policy of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and anti-trust laws. Any activities of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY or INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY-related actions of its staff, officers, and directors which violate these regulations and laws are detrimental to the interests of INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY and are unequivocally contrary to INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY policy.

INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY CODE OF ETHICS AND PROFESSIONALISM

Preamble

This Code is a set of guiding principles for maintaining the highest degree of ethical conduct and professionalism. All members of the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY pledge to uphold these principles and behave in a responsible and ethical manner. This Code is intended to further the scientific discipline of wildlife endocrinology by helping to ensure highest standards of excellence and integrity in science. Individuals aware of breaches of this Code are encouraged to refer to the Society's procedures for addressing violations of the Code and to communicate with the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY Vice Chair of Ethics and Initiatives, who will take the presumed violation for consideration to the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY Chair and other Board members.

Standards of Professional Conduct

- Members will behave ethically and uphold the highest standards of scientific integrity and professional conduct.
- Members will promote competence in the field of wildlife endocrinology by supporting high standards of education and performance.
- Members will not plagiarize in verbal or written communication and will give proper credit for substantial intellectual contributions to studies by giving authorship on publications when it is due.
- Members will uphold the dignity and integrity of the entire wildlife endocrinology community of professionals by avoiding dishonesty, fraud, deceit, misrepresentation, or unprofessional demeanor.
- Members will conduct well-designed research, in which the benefits will outweigh the risks, and is in compliance with legal requirements for the protection of researchers, human subjects, and research organisms and systems.
- Members will review the professional work of fellow members and other scientists fairly and in confidence, whether those individuals are subordinates or employees, authors of proposals for grants or contracts, authors of technical papers, patents or other publications.
- Members will work to create and sustain an inclusive society that welcomes diversity and will not discriminate against others in the course of their work on the basis of gender or gender identity, sexual orientation, marital status, creed, religion, race, color, national origin, age, economic status, disability, physical appearance, or organizational affiliation.
- Members will not bully or harass fellow members, which is inclusive of: offensive, intimidating, malicious or insulting behavior; an abuse or misuse of power through means that undermine, humiliate, denigrate or injure the recipient; unwanted conduct related to a relevant protected characteristic, which has the purpose or effect of violating an individual's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for that individual.

Procedure for Addressing Code of Ethics Violations

- Members who violate this Code will be addressed by the procedures below.
 - An allegation of misconduct against a member of the Society may be filed by transmitting a written statement to the Vice Chair of Ethics and Initiatives.
 - The Vice Chair of Ethics and Initiatives shall transmit copies of the allegation and all supportive materials to the Chair of the Board.
 - Upon receipt, the Chair of the Board shall transmit copies of the allegation and all supporting materials to all INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY Board members, and an Ethics Review Board will be formed.
 - The Ethics Review Board will consist of the Vice Chair of Ethics and Initiatives, Chair of Communications, Vice Chair of Membership and Fundraising, and two other non-Board INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY members.
 - The INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY Ethics Review Board will determine if the allegation may constitute a violation of the Code of Ethics and report to the entire INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY Board.
 - If the Board finds merit in the allegation, the member will be notified within thirty days and sent all pertinent material.
 - The member will have thirty days to file a response to the allegation to the Board.
 - The Board will review the member's response and determine if the Code of Ethics has been violated.
 - The member will be notified of the decision of the Board, and if the Code of Ethics was deemed violated, the Board will impose such disciplinary action that includes either censure, or censure and suspension from membership in the Society and forfeit any membership fees.
 - The member that was found in violation of this Code may appeal the decision of the Board within thirty days to the Ethics Review Board. Upon receipt of an appeal, the Ethics Review Board will review all pertinent materials regarding the allegation and render a decision via a majority vote at either of its regular meetings.
 - The Ethics Review Board will report back to the INTERNATIONAL SOCIETY OF WILDLIFE ENDOCRINOLOGY Board to finalize the decision.
 - The member will be notified of the decision of the Ethics Review Board.