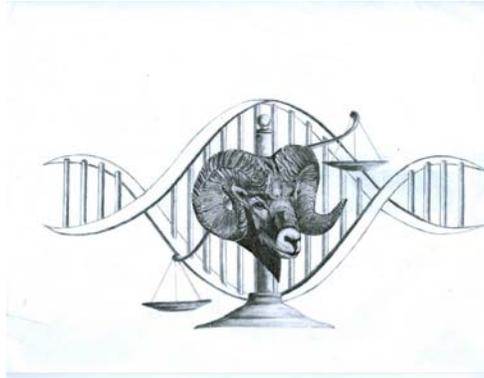


# BYLAWS OF SOCIETY FOR WILDLIFE FORENSIC SCIENCE



## SECTION 1 PURPOSES AND POWERS

- 1.1 Purposes.** The Society for Wildlife Forensic Science (the “**Corporation**”) may engage in any lawful activity unless a more limited purpose is set forth in the Articles of Incorporation.
- 1.2 Primary Purposes.** The primary purposes of the Corporation are: to promote the exchange of scientific and technical information related to wildlife forensics; to encourage research in wildlife forensics; to promote professional competence, uniform qualifications, certification and ethical behavior among wildlife forensic scientists; and to represent the interests of wildlife forensic scientists around the world.
- 1.3 General Powers.** Unless the Articles of Incorporation provide otherwise, the Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

## SECTION 2 BOARD OF DIRECTORS

### 2.1 Duties of Board.

- (a) All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation and except as provided in Section 2.1(b).
- (b) The Articles of Incorporation may authorize a person or persons, or the manner of designating a person or persons, authorized to exercise some or all of the powers which would otherwise be exercised by a board. To the extent so authorized any such person or persons will have the duties and responsibilities of the directors, and the directors will be relieved to that extent from such duties and responsibilities.

- 2.2 Qualifications of Directors.** All directors must be individuals, and except for the initial directors, all directors must have been admitted as Regular Participants for at least one (1) year prior to election as a director. The Articles of Incorporation or these Bylaws may prescribe other qualifications for directors.

### **2.3 Number of Directors.**

(a) The Board of Directors must consist of one or more individuals.

(b) The Corporation will have a variable-range size Board of Directors. The minimum number of directors will be five (5) and the maximum number of directors will be eleven.

(1) The number of directors may be fixed or changed periodically, within the minimum and maximum, by the Board of Directors.

### **2.4 Election of Directors.** All the directors, except the initial directors, will be elected by the Board of Directors.

### **2.5 Terms of Directors Generally.**

(a) The term of each director will be three (3) years. The terms of directors may not exceed five (5) years. Directors may be elected for successive terms.

(b) A decrease in the number of directors or term of office does not shorten an incumbent director's term.

(c) Except as provided in the Articles of Incorporation or these Bylaws, the term of a director filling a vacancy in the office of an elected director expires at the next election of directors; and

(d) Despite the expiration of a director's term, the director continues to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.

### **2.6 Staggered Terms for Directors.** The Articles of Incorporation or these Bylaws may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform.

### **2.7 Resignation of Directors.**

(a) A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the president or secretary.

(b) A resignation is effective when the notice is effective under Section 11 unless the notice specifies a later effective date.

(c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

### **2.8 Removal of Directors.**

(a) A director elected by the Board of Directors may be removed with or without cause, unless the Articles of Incorporation or these Bylaws provide that directors may be removed only for cause, by the vote of two-thirds of the directors then in office or such greater number as is set forth in the Articles of Incorporation or these Bylaws.

(b) If at the beginning of a director's term on the board, the Articles of Incorporation or these Bylaws provide that the director may be removed for reasons set forth in the Articles of Incorporation or these Bylaws, the board may remove the director for such reasons. The director may be removed only if a majority of the directors then in office vote for the removal.

## **2.9 Vacancy on Board.**

(a) Unless the Articles of Incorporation or these Bylaws provide otherwise, and except as provided in Section 2.9(b), if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors:

(1) the Board of Directors may fill the vacancy; or

(2) if the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

(b) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 2.7(b) or otherwise, may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

**2.10 Compensation of Directors.** Unless the Articles of Incorporation or these Bylaws provide otherwise, no director may receive compensation from the Corporation, except as specifically directed by the President and approved by Board of Directors.

**2.11 Chairperson of the Board of Directors.** The Board of Directors may appoint a chairperson of the Board of Directors at any time. The chairperson of the Board of Directors will preside at all meetings of the Board of Directors and will perform other duties prescribed by the Board of Directors.

**2.12 Specific Roles of Directors.** The Board of Directors may elect directors to serve in the specific roles identified in this Section, 2.12. The failure of the Board of Directors to elect a director to fill each role at all times will not affect the validity of any action by the Corporation. The Board of Directors will determine if a Corporation member, serving multiple roles in the Corporation, will result in a conflict of interest. A member may be removed from a position if the Board of Directors of the Corporation, by a majority vote, determines the multiple roles in question will be detrimental to the goals and the mission of the Corporation. If there is no conflict of interest and no detrimental effect to the Corporation, an individual may serve in more than one role of Corporation activities. The directors of the Corporation may include, but not be limited to, the following roles:

(a) Professional Development Director. The Professional Development Director oversees all matters regarding the professional development of the Participants, including training, education, career development, certification, and professional ethics. This includes, but is not limited to, a consensus Best Practices/Guidelines document which is available on the website and for membership access and which will be reviewed yearly. The Professional Development Director will serve as the chair of Scientific Working Group for Wildlife Forensics (SWGWILD).

(b) Communications Director. The Communications Director creates communication strategies to present a consistent message and professional depiction of the Corporation, and is responsible for the Corporation's bi-annual communication with the Participants. The Communications director is also responsible for maintaining the Corporation's web site and keeping it up to date with any information that is relevant to the membership and the public.

(c) Membership and Outreach Director. The Membership and Outreach Director develops Participant retention and recruitment strategies, sustains contact with and service to the current Participants, and coordinates outreach campaigns and surveys of the Participants and related communities, with the goal of generating greater interest in the Corporation's activities. This Director will receive applications from new members, and will review these applications and determine the proper membership status of the individual. The Membership and Outreach Director will be responsible for maintaining a "Membership

Directory” which indicates membership status and renewal dates. The Membership and Outreach Director will invoice members as their membership expires.

(d) Policy and Partnership Director. The Policy and Partnership Director represents the perspective of the wildlife forensic science community in policy matters under consideration by professional organizations and government agencies. Additionally, the Policy and Partnership Director is the liaison with the Participants, with the goal of attracting support and involvement in the Corporation and its activities. The Policy and Partnership Director interacts with and secures support from sponsors, develops initiatives beneficial to the Corporation and its Participants, and is the liaison for legal and regulatory policy. This director is responsible for creating partnerships with other forensic societies and academic institutions. The Policy and Partnership Director will work with the host laboratory to plan and coordinate the triennial conference of the Corporation.

(e) Proficiency Program Director. The Proficiency Program Director oversees the wildlife proficiency testing program. The work of the Proficiency Program Director will be guided by the Wildlife Proficiency Testing Program Charter.

(f) Certification Director. The Certification Director is responsible for overseeing the implementation and continuation of a certification process which will be developed by SWGWILD. The Certification Director will be responsible for insuring the Certification Body positions are filled and will serve as the Chair of the Certification Board.

## **SECTION 3 MEETINGS AND ACTION OF BOARD**

### **3.1 Regular and Special Meetings.**

(a) If the time and place of a director’s meeting is fixed by these Bylaws or is regularly scheduled by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings.

(b) The Board of Directors may hold regular or special meetings in or out of the State of Oregon.

(c) The Board of Directors will endeavor to hold a special meeting at least once annually, in advance of the annual regular meeting.

(d) Business to be conducted at a regular meeting will include review of the Corporation’s finances, the proposed budget for the following year, and program plans of the Corporation.

(e) All meetings of the Board of Directors will be open to attendance by the Participants, unless the Board of Directors determines, in its sole discretion, that confidential matters (which may include, but not be limited to, personnel, legal, or ethics matters) will be discussed. The minutes of any closed session of the Board of Directors will include the outcome of the session, but will not include the content of the deliberations of the Board of Directors.

(f) Unless the Articles of Incorporation or these Bylaws provide otherwise, the Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:

(1) all directors participating may simultaneously hear or read each other’s communications during the meeting; or

(2) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

- (g) If a meeting is conducted through the use of any means described in Section 3.1(f):
- (1) all participating directors must be informed that a meeting is taking place at which official business may be transacted; and
  - (2) a director participating in the meeting by this means is deemed to be present in person at the meeting.

### **3.2 Action Without Meeting**

- (a) As used in this Section 3.2:

- (1) “**Electronic**” has the meaning given that term in ORS 84.004.
- (2) “**Electronic signature**” has the meaning given that term in ORS 84.004.
- (3) “**Sign**” includes an electronic signature.
- (4) “**Written**” includes a communication that is transmitted or received by electronic means.

(b) Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted by the Oregon Nonprofit Corporation Act to be taken at the Board of Directors’ meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

(c) Action taken under this Section 3.2(c) is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

(d) A consent signed under this Section 3.2(c) has the effect of a meeting vote and may be described as such in any document.

### **3.3 Call and Notice of Meetings.**

(a) Unless the Articles of Incorporation, these Bylaws or the Oregon Nonprofit Corporation Act provide otherwise, regular meetings of the board may be held without notice of the date, time, place or purpose of the meeting.

(b) Unless the Articles of Incorporation or these Bylaws provide for a longer or shorter period, special meetings of the board must be preceded by at least two days’ notice to each director of the date, time and place of the meeting. Unless the Oregon Nonprofit Corporation Act provides otherwise, the notice need not describe the purpose of the special meeting unless required by the Articles of Incorporation or these Bylaws.

(c) Unless the Articles of Incorporation or these Bylaws provide otherwise, the presiding officer of the board, the president or a majority of the directors then in office may call and give notice of a meeting of the board.

### **3.4 Waiver of Notice.**

(a) A director may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. Except as provided in Section 3.4(b), the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.

(b) A director’s attendance at or participation in a meeting waives any required notice to the director of

the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

### **3.5 Quorum and Voting.**

(a) Unless the Articles of Incorporation or these Bylaws require a greater number or a lesser number as authorized under Section 3.5(b), a quorum of the Board of Directors consists of:

(1) if the Corporation has a fixed board size, a majority of the fixed number of directors; or

(2) if the Corporation has a variable-range size board, a majority of the number of directors prescribed, or if no number is prescribed, a majority of the number in office immediately before the meeting begins.

(b) The Articles of Incorporation or these Bylaws may authorize a quorum of the Board of Directors to consist of no fewer than one-third of the fixed or prescribed number of directors determined under Section 3.5(a).

(c) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the Board of Directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

(d) Unless otherwise provided in the Articles of Incorporation or these Bylaws, directors are elected by a plurality of the directors entitled to vote in the election at a meeting at which a quorum is present.

(e) A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(1) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

### **3.6 Committees.**

(a) Unless the Articles of Incorporation or these Bylaws provide otherwise, the Board of Directors may create one or more committees of the Board of Directors which exercise the authority of the Board of Directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee must consist of two or more directors, who serve at the pleasure of the Board of Directors.

(b) The creation of a committee and appointment of directors to the committee or designation of a method of selecting committee members must be approved by the greater of:

(1) a majority of all the directors in office when the action is taken; or

(2) the number of directors required by the Articles of Incorporation or these Bylaws to take action under Section 3.5.

(c) The provisions of Section 3.1 to Section 3.5 governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

(d) Except as provided in Section 3.6(e), to the extent specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, each committee of the board may exercise the authority of the Board of Directors.

(e) A committee of the board may not:

(1) authorize distributions;

(2) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(3) elect, appoint or remove directors or fill vacancies on the board or on any of its committees;  
or

(4) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

(f) The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 4.1.

## SECTION 4 STANDARDS OF CONDUCT

### 4.1 General Standards for Directors.

(a) A director must discharge the duties of a director, including the director's duties as a member of a committee:

(1) in good faith;

(2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(3) in a manner the director reasonably believes to be in the best interests of the Corporation.

(b) In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(1) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or

(3) a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.

(c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 4.1(b) unwarranted.

(d) A director is not liable to the Corporation or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 4.1.

(e) A director will not be deemed to be a trustee with respect to the Corporation or with respect to any

property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

#### **4.2 Director Conflict of Interest.**

(a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Corporation at the time it was entered into or is approved as provided in Section 4.2(b).

(b) A transaction in which a director has a conflict of interest may be approved in advance by the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors.

(c) For purposes of this Section 4.2, a director of the Corporation has an indirect interest in a transaction if:

(1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or

(2) another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of the Corporation.

(d) For purposes of Section 4.2(b), a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section 4.2 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 4.2. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 4.2(b) if the transaction is otherwise approved as provided in Section 4.2(b).

#### **4.3 Loans to or Guarantees for Directors and Officers.**

(a) The Corporation may not lend money to or guarantee the obligation of a director of the Corporation unless the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing the loans and guarantees.

(b) The fact that a loan or guarantee is made in violation of this Section 4.3 does not affect the borrower's liability on the loan.

### **SECTION 5 OFFICERS**

#### **5.1 Required Officers.**

(a) The Corporation must have a president and a secretary, and will have such other officers as are elected by the board or by any other person as may be authorized in the Articles of Incorporation or these Bylaws.

(b) The same individual may simultaneously hold more than one office in the Corporation.

**5.2 Qualifications of Officers.** All officers must be individuals, and except for the initial officers, all officers must have been admitted as Regular Participants for at least one (1) year prior to election as an officer. The Articles of Incorporation or these Bylaws may prescribe other qualifications for directors.

**5.3 Duties and Authority of Officers.** Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

**5.4 Standards of Conduct for Officers.**

(a) An officer must discharge the officer's duties:

(1) in good faith;

(2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(3) in a manner the officer reasonably believes to be in the best interests of the Corporation.

(b) In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or

(2) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

(c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 5.4(b) unwarranted.

(d) An officer is not liable to the Corporation or other person for any action taken or not taken as an officer if the officer acted in compliance with this Section 5.4.

**5.5 Election of Officers.** All the officers will be elected by the Board of Directors. To ensure business continuity and the preservation of institutional knowledge, upon the expiration of the then-current president's term of office, the vice president will automatically be deemed elected by the Board of Directors as the new president, unless the Board of Directors takes action to elect a different individual to the office of the president.

**5.6 Terms of Officers Generally.**

(a) The term of each officer will be three (3) years. Officers may be elected for successive terms.

(b) A decrease in the number of officers or term of office does not shorten an incumbent officer's term.

(c) Except as provided in the Articles of Incorporation or these Bylaws, the term of an officer filling a vacancy in the office of an elected officer expires at the next election of officers; and

(d) Despite the expiration of an officer's term, the officer continues to serve until the officer's successor is elected and qualifies, or until there is a decrease in the number of officers.

## **5.7 Resignation and Removal of Officers.**

(a) An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective under Section 11 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the Board of Directors or any other person as authorized under the Articles of Incorporation or these Bylaws may fill the pending vacancy before the effective date if the board or any other person provides that the successor does not take office until the effective date.

(b) The Board of Directors or any other person authorized under the Articles of Incorporation or these Bylaws to elect an officer may remove any officer the board or any other person is entitled to elect, at any time with or without cause.

(c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

## **5.8 Contract Rights of Officers.**

(a) The election of an officer does not itself create contract rights.

(b) Removal or resignation of an officer does not affect the contract rights, if any, of the Corporation or the officer.

**5.9 President.** The president will supervise, direct, and control the affairs of the Corporation. The president also will perform all duties commonly incident to the office of president and other duties prescribed by the Board of Directors.

**5.10 Vice President.** The Board of Directors may elect a vice president. If elected, the vice president will perform the duties of the president if the president dies or becomes incapacitated. The vice president also will perform all duties commonly incident to the office of vice president and other duties prescribed by the Board of Directors or an authorized officer. The vice president will be responsible for strategic planning of the Corporation. The vice president will automatically assume the position of president at the end of the president's three year term unless the current President is re-elected for an additional term.

**5.11 Treasurer.** The Board of Directors may elect a treasurer. If elected, the treasurer will:

(a) have general charge of and be responsible for all funds and securities of the Corporation;

(b) receive and give receipts for monies due and payable to the Corporation from any source and deposit the monies in the name of the Corporation in banks, trust companies, or other depositories selected by the Board of Directors or an authorized officer;

(c) prepare an annual budget;

(d) prepare a report of the Corporation's finances for each triennial meeting and special meeting;

(e) make available all books, records, and accounts of the Corporation for inspection by the Corporation's directors, officers, and the Participants during normal business hours; and

(f) perform all duties commonly incident to the office of treasurer and other duties prescribed by the Board of Directors or an authorized officer.

**5.12 Secretary.** The secretary will:

- (a) oversee the Corporation's awards program;
- (b) prepare minutes of the directors' meetings and authenticate records of the Corporation;
- (c) ensure that all notices by the Corporation under the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws are given;
- (d) keep and maintain the records of the Corporation specified in Section 10(a) and Section 10(d); and
- (e) perform all duties commonly incident to the office of secretary and other duties prescribed by the Board of Directors or an authorized officer.

## **SECTION 6 PARTICIPANT PROVISIONS**

- 6.1 Definition.** "Participant" or "Participants" means a general reference to all Participants, or any of them, who have so qualified for such classifications pursuant to the provision of these Bylaws. "Participant" does not mean a "member" as that term is defined under ORS 65.001(28), and nothing within these Bylaws may be construed such that the Corporation would have "members," as such term is defined under the Oregon Nonprofit Corporation Act.
- 6.2 Determination and Rights of Participants.** The Corporation will have such classes of Participants ("**Participant Classifications**") as defined by these Bylaws or the Board of Directors. Participants may only participate in the activities of the Corporation under one (1) Participant Agreement. For purposes of this Section 6 a Participant and its affiliates will be deemed one (1) Participant. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws, or provisions of law, all Participants will have the rights, privileges, restrictions and conditions established by resolution of the Board of Directors. Among the benefits generally to be afforded to the Participants, Participants may (a) attend meetings of the Participants of the Corporation, (b) attend meetings of the Board of Directors, and (c) be eligible to participate in Work Groups.
- 6.3 Qualifications for Participation.** Any natural person, for-profit corporation, nonprofit corporation, or other enterprise supportive of this Corporation's purposes and not otherwise prohibited by treaty, law or regulation from abiding by the terms of these Bylaws, who signs a Participant Agreement and who pays the then-current annual dues applicable to its Participant Classification, is eligible to be a Participant.
- 6.4 Participant Classifications.** The Corporation will have Participants who may be invited to join the corporation only after sponsorship by a voting or regular participant. If a voting or regular member is not available, the applicant may be sponsored by the head of a forensic laboratory or a professor from an accredited post-secondary institution and only on approval by the Board of Directors, the Membership and Outreach Director, or a committee thereof.

Such invitation must be determined by the Board of Directors based on fair and objective criteria and may generally include a requirement that a prospective Participant have a substantial interest or impact on the Corporation's success in fulfilling its stated purpose. All Participants must execute a Participant Agreement and pay the fees called for therein based on the Participant Classification. Once accepted, all Participants will be entitled to all rights and bound to the obligations generally afforded and imposed upon all Participants.

- (a) Regular Participant. The Corporation may admit Regular Participants who must be individuals actively or formerly employed:

- (1) in wildlife law enforcement in an analytical, intelligence or investigative capacity related to wildlife forensic science; or
  - (2) in the government, academic or private sector, instruction, education, research or advocacy for studying and/or protection of wildlife.
- (b) Associate Participant. The Corporation may admit Associate Participants who must be individuals not eligible for Regular Participant status but who are qualified by other professional attainments related to forensic analysis or intelligence, including related academic achievements, and who demonstrate support for wildlife forensic science.
- (c) Special Participant. The Corporation may admit Special Participants under the following classifications:
- (1) Honorary Participant. Honorary Participants must be individuals who have an outstanding record of public or private service in the field of forensic wildlife science analysis. The Board of Directors will review Honorary Participants for their continued participation in the Corporation every two years.
  - (2) Student Participant. Student Participants must be individuals who are enrolled as full time students at an accredited college or university, as defined by such college or university, that do not work more than ten (10) hours per week while school is in session in a capacity delineated in these Bylaws under other Participant Classifications for individuals.
- (d) Organization Participant. The Corporation may admit Organization Participants under the following classifications:
- (1) Corporate Participant. Corporate Participants must be corporations or other business entities which demonstrate and continue to demonstrate support of the Corporation's purpose and functions.
  - (2) Supporting Agency Participant. Supporting Agency Participants must be government agencies or entities which have demonstrated and continues to demonstrate support of the Corporation's purpose and functions.
  - (3) Academic Institution Participant. Academic Institution Participants must be accredited (or will hold an equivalent status if located outside the United States), academic institutions with a scientific analytical curricula that supports the Corporation's purpose and functions, as well as, wildlife forensic science.

**6.5 Admission as Participants.** Applicants qualified under Section 6.2, above, will be admitted as Participants upon the affirmation of the Articles of Incorporation and these Bylaws; execution of a Participant Agreement; and payment of the applicable annual dues as determined by the Board of Directors based on the Participant Classification.

**6.6 Fees and Dues.** The dues payable to the Corporation by each class of Participants will be established, and may be changed from time to time, by resolution of the Board of Directors. Initial dues are due and payable upon written commitment to join the Corporation. Thereafter, dues will be due and payable every three (3) years, with payment to precede the occurrence of the triennial meeting of the Corporation, or as otherwise specified by the Board of Directors. If any Participant is delinquent in the payment of dues, such Participant's rights will be deemed suspended upon written notice from the Corporation until all delinquent dues are paid. If suspended for nonpayment, a Participant will not be entitled to receive any of the benefits or publications of the Corporation until the full amount of outstanding dues has been repaid.

- 6.7 Number of Participants.** There is no limit on the number of Participants the Corporation may admit.
- 6.8 Participant Roll.** The Corporation will keep a Participant roll containing the name and address, including electronic mail addresses, of each Participant, the date upon which the applicant became a Participant, and in the event the Participant is not a natural person, the name of one (1) individual from each Organization Participant who shall serve as a primary contact for the Corporation, receive all correspondence and information, distribute this information within his or her organization, and vote on all issues submitted to a vote of the Participants. Termination of any Participant will be recorded in the roll, together with the date of termination of such Participant. Such roll will be maintained at the Corporation's principal office. Participation in the Corporation is a matter of public record; however, the Participant lists will not be sold or otherwise be made available to third parties.
- 6.9 Non-liability of Participants.** No Participant of this Corporation, as such, will be individually liable for the debts, liabilities, or obligations of the Corporation.
- 6.10 Non-transferability of Participant Rights.** All rights of Participants cease upon the Participant's dissolution. No Participant may assign its rights without the prior written consent of the Corporation, and any purported assignment without such written approval is null and void. In the event that two (2) or more Organization Participants are merged or an Organization Participant is acquired by another Organization Participant, the resulting entity shall have only one (1) vote in all Participant votes thereafter. The former voting Participant may, however, upon written notice to the Board of Directors, be permitted to continue attendance at Meetings on a nonvoting basis and be provided with notices thereof.
- 6.11 Termination of Participants.** All rights of a Participant in the Corporation will cease on termination of a Participant. A Participant terminated from the Corporation will not receive any refund of dues already paid for the then-current dues period. Any Participant terminated from the Corporation may not be granted Participant status for one (1) year following termination. The rights and duties of a Participant will terminate upon the occurrence of any of the following events:
- (a) Upon a failure to initiate or renew its Participant Agreement by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is delivered personally or mailed to such Participant by the Secretary of the Corporation or his or her delegate. A Participant may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Participant's receipt of the written notification of delinquency.
  - (b) Upon fifteen (15) days' written notice from the Participant.
  - (c) Upon the vote of at least seventy-five percent (75%) of the directors, when such directors determine, after affording the Participant in question the right to be heard on the issue, that the Participant has (i) violated these Bylaws, (ii) violated the policies, procedures and duties of the Corporation, (iii) violated the laws of the several United States of America, (iv) engaged in misfeasance or abuse of his or her office or position as a Participant, (v) engaged in unprofessional conduct, either as a Participant or in his or her own profession, or (vi) engaged in other conduct that reflects poorly upon the Corporation, its Participants, or wildlife forensic science as a discipline; or
  - (d) Upon a Participant's dissolution.
- 6.12 Meetings of the Participants.**
- (a) If the time and place of a meeting of the Participants is fixed by these Bylaws or is regularly scheduled by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings.

- (b) The Participants may hold regular or special meetings in or out of the State of Oregon.
- (c) The Participants may hold a triennial meeting of the Participants at such time, date and location as the Board of Directors may determine.
- (d) Unless the Articles of Incorporation or these Bylaws provide otherwise, the Board of Directors may permit any or all Participants to participate in a regular or special meeting of the Participants by, or conduct the meeting through, use of any means of communication by which either of the following occurs:
- (1) all Participants participating may simultaneously hear or read each other's communications during the meeting; or
  - (2) all communications during the meeting are immediately transmitted to each Participant, and each Participant is able to immediately send messages to all other Participant.
- (e) If a meeting is conducted through the use of any means described in Section 6.12(d):
- (1) all Participants must be informed that a meeting is taking place at which official business may be transacted; and
  - (2) a Participant participating in the meeting by this means is deemed to be present in person at the meeting.

### **6.13 Call and Notice of Meetings of the Participants.**

- (a) Unless the Articles of Incorporation, these Bylaws or the Oregon Nonprofit Corporation Act provide otherwise, regular meetings of the Participants may be held without notice of the date, time, place or purpose of the meeting.
- (b) Unless the Articles of Incorporation or these Bylaws provide for a longer or shorter period, special meetings of the Participants must be preceded by at least fifteen (15) days' notice to each Participant of the date, time and place of the meeting. The notice must describe the purpose of the special meeting. Notice of a special meeting of the Participants may be electronic, and will be deemed effective upon transmission to the electronic mail address on file with the Corporation.
- (c) Special meetings of the Participants may be called by the president, by the secretary upon the written request of ten (10) Regular Participants in good standing, or by a resolution signed by a majority of the Participants of the Corporation.

### **6.14 Quorum and Voting.**

- (a) A quorum of the Participants consists of forty percent (40%) of the Regular Participants.
- (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of the Regular Participants present when the act is taken is the act of the Participants. A Regular Participant is considered present regardless of whether the Regular Participant votes or abstains from voting.
- (c) A Regular Participant who is present at a meeting of the Participants or a committee of the Participants when action is taken is deemed to have assented to the action taken unless:
- (1) the Regular Participant objects at the beginning of the meeting, or promptly upon the Regular Participant's arrival, to holding the meeting or transacting the business at the meeting;
  - (2) the Regular Participant's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) the Regular Participant delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Regular Participant who votes in favor of the action taken.

## SECTION 7 WORK GROUPS

**7.1 Work Groups.** The Corporation may have such committees as may from time to time be designated upon a vote of the Board of Directors (“**Work Groups**”). Meetings and actions of Work Groups will be governed by, noticed and held in accordance with written Work Group Procedures to be adopted by the Board of Directors, and the board from time to time may amend such Work Group procedures. Upon establishment of a Work Group, that Work Group may, through its chairperson, propose specific procedures to govern that Work Group; any such specific procedures will be subject to ratification by the Board of Directors. Work Group specific procedures not otherwise incorporated into the general Work Group procedures adopted by the Board of Directors will apply only to the Work Group proposing such procedures.

### 7.2 Meetings and Action of Work Groups.

- (a) Formation. Any Regular Participant may propose to the Board of Directors the establishment of one
- (1) or more Work Groups to carry out the work of the Corporation. Such proposal will include the proposed charter of such Work Group, and the Participants who initially desire to participate in such Work Group. The Board of Directors will:
    - (1) approve or disapprove the formation of each Work Group,
    - (2) approve or disapprove the charter of such Work Group, and
    - (3) elect the initial and any replacement chairperson of such Work Group from among the Regular Participants, which chairperson shall serve for a term of one (1) year after which time the Board of Directors must either replace or re-elect the chairperson.
- (b) Notification. The Board of Directors will provide timely notice of the formation and chairperson of each Work Group to all Participants, as well as notice of any procedures that will govern the actions of such Work Group. Without limiting the powers of the Board of Directors as stated in the Bylaws, all output of Work Groups will be subject to review and approval of the Board of Directors in accordance with the Bylaws prior to publication or disclosure.
- (c) Composition. Subject to the approval of the Work Group chairperson and the Board of Directors, a Regular Participant may propose candidates for membership in the Work Group. Any Participant in good standing may join any Work Group; provided, however, that the Board of Directors may, from time to time, develop and publish objective minimum standards for membership in Work Groups as part of its Work Group Procedures or Work Group Specific Procedures. Each Participant must agree not to load the membership of any Work Group of the Corporation for the purpose of obstructing the purpose of the Corporation or the progress or purpose of that Work Group.
- (d) Record of Activities. Each Work Group must elect a secretary or other person to document and record accurately and completely the Work Group’s activities.
- (e) Meetings. Work Groups will hold regular meetings on a schedule as determined by such Work Group and approved by the Board of Directors. The noticing of meetings of the Work Group and the governance thereof shall be subject to these Bylaws and any specific Work Group procedures, as ratified by the Board of Directors. Where practical, *Robert’s Rules of Order* shall be used as a guide in the conduct of meetings.

(f) Resignation and Removal from Work Groups. A Participant may resign from a Work Group at any time, upon notice to the chairperson of the Work Group. A Participant may be removed from a Work Group upon the vote of at least seventy-five percent (75%) of the Participants in a given Work Group, so long as such removal would not result in the Work Group not having a Regular Participant on its roll. The decision of the Work Group to remove a Participant may be reviewed by the Board of Directors.

## SECTION 8 INDEMNIFICATION

### 8.1 Definitions. As used in this Section 8:

(a) "**Corporation**" includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "**Director**" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(c) "**Expenses**" include attorney fees.

(d) "**Liability**" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses actually incurred with respect to a proceeding.

(e) "**Officer**" means an individual who is or was an officer of the Corporation or an individual who, while an officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. An officer is considered to be serving an employee benefit plan at the Corporation's request if the officer's duties to the Corporation also impose duties on or include services by the officer to the employee benefit plan or to participants in or beneficiaries of the plan. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an officer.

(f) "**Party**" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(g) "**Proceeding**" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

### 8.2 Indemnification of Directors.

(a) Except as provided in Section 8.2(d), the Corporation will indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

(1) the conduct of the individual was in good faith;

(2) the individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least not opposed to its best interests; and

(3) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(b) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of Section 8.2(a)(2).

(c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section 8.2.

(d) The Corporation may not indemnify a director under this Section 8.2:

(1) in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(2) in connection with any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

(e) Indemnification permitted under this Section 8.2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

**8.3 Mandatory Indemnification.** Unless limited by the Articles of Incorporation, the Corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation, against reasonable expenses incurred by the director in connection with the proceeding.

#### **8.4 Advance for Expenses.**

(a) The Corporation will pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(1) the director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 8.2; and

(2) the director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

(b) The undertaking required by Section 8.4(a)(2) must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Any authorization of payments under this Section 8.4 may be made by provision in the Articles of Incorporation or these Bylaws, by a resolution of the Board of Directors or by contract.

#### **8.5 Determination and Authorization of Indemnification.**

(a) The Corporation may not indemnify a director under Section 8.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 8.2.

(b) A determination that indemnification of a director is permissible must be made:

(1) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(2) if a quorum cannot be obtained under Section 8.5(b)(1), by a majority vote of a committee

duly designated by the Board of Directors, consisting solely of two or more directors not at the time parties to the proceeding; or

(3) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in Section 8.5(b)(1) or Section 8.5(b)(2) or, if a quorum of the board cannot be obtained under Section 8.5(b)(1) and a committee cannot be designated under Section 8.5(b)(2), the special legal counsel will be selected by majority vote of the full Board of Directors including directors who are parties to the proceeding.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses will be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses will be made by those entitled under Section 8.5(b)(3) to select counsel.

(d) If the Corporation is a public benefit corporation, a director may not be indemnified until 20 days after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

**8.6 Indemnification of Officers, Employees and Agents.** Unless the Articles of Incorporation provide otherwise:

(a) an officer of the Corporation is entitled to mandatory indemnification under Section 8.3 to the same extent as a director;

(b) the Corporation will indemnify and advance expenses under this Section 68 to an officer of the Corporation to the same extent as to a director; and

(c) the Corporation may indemnify and advance expenses under this Section 68 to an employee or agent of the Corporation to the same extent as to a director.

**8.7 Non-Exclusivity of Rights.** The indemnification and provisions for advancement of expenses provided in this Section 68 will not be deemed exclusive of any other rights to which directors, officers, employees or agents may be entitled under the Articles of Incorporation or these Bylaws, any agreement, general or specific action of the Board of Directors or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

**8.8 Savings Provisions.** The repeal of a provision of this Section 68 does not affect:

(a) the operation of the provision or any action taken under it before its repeal; or

(b) any ratification, right, remedy, privilege, obligation or liability acquired, accrued or incurred under the provision before its repeal.

**8.9 Severability.** If any provision of this Section 68 or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of this Section 68 that can be given effect without the invalid provision or application, and to this end the provisions of this Section 68 are severable.

**8.10 Report to Persons of Indemnification.** If the Corporation indemnifies or advances expenses to a director under this Section 68 in connection with a proceeding by or in the right of the Corporation, the Corporation will report the indemnification or advance in writing to any person having the right to

designate or appoint the director no later than 90 days after the first indemnification or advance.

## SECTION 9 AMENDMENT OF BYLAWS

- 9.1 Amendment by Directors.** Unless otherwise provided in the Articles of Incorporation or these Bylaws, the Board of Directors may adopt one or more amendments to these Bylaws subject to any approval required pursuant to Section 9.2. The Corporation must provide notice of any meeting of directors at which an amendment is to be approved. The notice must be in accordance with Section 3.3(b). The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.
- 9.2 Approval by Third Persons.** The Articles of Incorporation may require an amendment to these Bylaws to be approved in writing by a specified person or persons other than the board.

## SECTION 10 RECORDS

### 10.1 Records

- (a) The Corporation must keep as permanent records minutes of all meetings of its Board of Directors, a record of all corporate action taken by the directors without a meeting, and a record of all actions taken by committees of the Board of Directors in place of the Board of Directors on behalf of the Corporation.
- (b) The Corporation must maintain appropriate accounting records.
- (c) The Corporation must maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (d) The Corporation must keep a copy of the following records:
- (1) articles or restated articles of incorporation and all amendments to them currently in effect;
  - (2) bylaws or restated bylaws and all amendments to them currently in effect;
  - (3) a list of the names and business or home addresses of the current directors and officers;
  - (4) the last three annual financial statements, if any, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates, as appropriate, including a balance sheet and statement of operations, if any, for that year, and which must be prepared on the basis of generally accepted accounting principles if financial statements are prepared for the Corporation on that basis;
  - (5) the last three accountant's reports if annual financial statements are reported upon by a public accountant; and
  - (6) the most recent annual report delivered to the Secretary of State.

## SECTION 11 NOTICE

- 11.1 Oral or Written Notice.** Notice may be oral or written unless otherwise specified for a particular kind of notice.
- 11.2 Methods of Notice.** Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier, including publication in a

newsletter or similar document mailed to a director's address. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where the meeting is to be held, or by radio, television or other form of public broadcast communication.

**11.3 When Oral Notice is Effective.** Oral notice is effective when communicated if communicated in a comprehensible manner.

**11.4 When Written Notice is Effective.** Personal written notice, if in a comprehensible form, is effective at the earliest of the following:

(a) when received;

(b) five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;

(c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;

(d) thirty days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed; or

(e) the date specified by the Articles of Incorporation or these Bylaws with respect to notice to directors.

**11.5 When Written Notice is Correctly Addressed.** Written notice is correctly addressed to the Corporation if addressed to its registered agent or, if none is of record, to its principal office shown in its most recent annual report or, if none, in the Articles of Incorporation.

## SECTION 12 DEFINITIONS

All terms used in these Bylaws, other than those terms defined in these Bylaws, that are defined in the Oregon Nonprofit Corporation Act will have the meanings ascribed to them in the Oregon Nonprofit Corporation Act.

These Bylaws were adopted by the Board of Directors of Society for Wildlife Forensic Science on the 20th day of October, 2009.

These Bylaws were amended and adopted by the Board of Directors of the Society for Wildlife Forensic Science on the 16<sup>th</sup> day of April, 2012

 Carolyn Ferrell, Secretary