

BYLAWS TO THE CONSTITUTION OF THE WILDLIFE DISEASE ASSOCIATION

December 2005

Note: All reference to the “Association” in the bylaws refers to the Wildlife Disease Association.

ARTICLE 1. DUTIES OF OFFICERS AND OTHER MEMBERS OF COUNCIL

Section 1. President. The President shall serve as the executive officer of the Association, shall preside at all meetings of Council, preside at business meetings of the membership, and perform other duties as are assigned by resolution of the Council.

The President may call a meeting at any time.

The President shall develop the agenda for the council and annual Business meetings in consultation with others.

The President shall be familiar with and generally follow Robert’s Rules of Order when presiding at council and annual business meetings (Robert's Rules of Order, latest edition, Scott, Foresman & Co., Glenview, IL 60025).

The President shall provide a report to Association members at the annual business meeting.

Before the Annual Meeting, the President shall appoint at least one new member for the Nominations Committee to replace the committee member(s) rotating off the committee

The President shall appoint members to fill all vacancies accruing in other standing committees before the end of September taking into account some specific directions from Council as listed as follows: the Past President or another member with experience on Council will chair the Nominations Committee (JWD 23: 728); the Past President or another member with experience on Council shall chair the *ad hoc* committee on Long Term Vision (2004 Council decision); the Vice President will chair the Time and Place Committee (JWD 26: 149); the Time and Place Committee shall consist of at least two individuals from the planning Host Committee of the most recent meeting and at least two individuals serving on the Host Committee of the upcoming annual meeting (JWD 26: 149-150); the Secretary shall chair the Teller Committee; the Budget and Audit Committee will include as members the President, Treasurer and Journal Editor (JWD 28:343) and at least one past WDA treasurer and others as requested by the current treasurer. (JWD 36: 610-611); and the President, other Officers, Journal Editor, and others at the President’s discretion shall be an *ad hoc* committee to

negotiate and manage contracts related to Association business. All contracts must still be approved by a majority of Council.

The President or Vice-President shall consult with committee members before a decision is made regarding reappointment or termination.

The President shall forward a list of committee members and chairpersons to the Secretary, newsletter editor, and the website editor.

The President shall notify the incoming president of the need for the incoming president to meet the above schedules for appointment to standing committees for the coming year.

The President in consultation with the Vice-President shall establish and appoint members to *ad hoc* committees and shall determine terms of office (usually three years).

The President may provide direction to committees through the Vice President or in the absence of the Vice President.

The President shall serve on any *ad hoc* Long Range Planning Committees.

The President will implement and/or put into action all duly deliberated business voted by majority of Council and shall speak for the Association on policy matters as directed by a majority of Council.

The President shall notify all candidates for office of the outcome of the election within seven days or less after receipt of the information from the Teller's Committee.

The President shall assure that the annual report for incorporation as a nonprofit organization is completed and submitted with the annual dues by the deadline set by the Secretary of State in the state of incorporation.

The President will work with the Treasurer to ensure that the President is registered as being able to sign cheques and has cheques for the Association and will sign them as necessary only when the Treasurer is not available (as per Article V, Section 4 of the Constitution)

The President shall maintain a set of records and, upon completion of their term redirect those records to the Association archives and to the incoming President

Section 2. Vice-President. The Vice-President shall assist the President throughout the year in communicating with chairs of the Standing and *Ad Hoc* committees to assure that they are aware of their charges and deadlines where applicable.

The Vice-President shall send each committee chairperson a list of his/her responsibilities, the charge of the committee, committee guidelines, and the names of the other committee members." (see JWD 22: 149). The President may provide direction to a standing committee through the Vice President or in the absence of the Vice President.

The President or Vice-President shall consult with committee members before a decision is made regarding reappointment or termination.

The Vice-President shall forward a list of committee members and chair persons to the Secretary, the newsletter editor and the website editor.

The Vice-President shall chair the Time and Place Committee (JWD 26: 149).

The Vice President shall carry out other duties as assigned by the President.

The Vice-President shall assume the office and duties of Acting President in the event that the President is unable to continue in office and shall remain as Acting President only until the end of the President's term of office or until a President can be elected by annual ballot, whichever is the shorter term.

The outgoing Vice-President shall advise the incoming Vice-President and provide sufficient information and records to ensure continuity of the management of the Association.

The Vice-President shall maintain a set of records and, upon completion of their term redirect those records to the Association archives and to the incoming Vice-President.

Section 3. Secretary. The Secretary or their designate shall give at least 10 days notice to members of Council of the time and place of all teleconference Council meetings and at least 30 days notice for the annual Council meeting.

The Secretary shall coordinate collection of reports and briefing notes for meetings and forward them to the President for consideration prior to distributing them to members of Council.

The Secretary shall present to each voting member of Council, briefing notes and other preparatory material as far in advance as is possible before Council meetings.

The Secretary shall transcribe minutes from each Council meeting and distribute the minutes within 60 days to all members of the Council.

The Secretary shall update the Constitution and Bylaws after each council meeting as necessary (JWD 36: 611). This will be done by consulting with others on Council as to which motions passed by Council are issues of governance hence belonging in the bylaws.

The Secretary shall present to each voting member of Council, *bona fide* or *ex officio*, a limited edition of pertinent information (e.g. Constitution, Bylaws, minutes, contact information for all members of Council and committees, duties of officers).

The Secretary shall chair the Teller's Committee unless his/her name appears on the ballot as a candidate for office in the coming

year.

The Secretary shall supervise preparation, distribution and tallying of ballots by a Teller's Committee for elections and for amendments to the Constitution.

The Secretary shall notify the President of the outcome of the election as soon as possible after the tallying of ballots.

The Secretary shall oversee voting for the Distinguished Service Award and Emeritus Award and shall notify the President as soon as possible after the tallying of ballots.

The Secretary shall maintain a list of important Association deadlines (e.g., the annual report for incorporation as a nonprofit organization) and confirm that those deadlines have been met.

The Secretary shall supervise maintenance of copies of all official correspondence, minutes, balloting and membership survey results, updated Constitution and Bylaws, and any other pertinent records of the Association acquired during their tenure.

Section 4. Treasurer. The Treasurer has primary responsibility for the financial integrity of the Association.

The Treasurer shall serve *ex officio* as Chair of the Budget and Audit Committee and be responsible for the budget process, shall sign checks and drafts on accounts owned by the Association to pay authorized expenditures.

The Treasurer shall inform the President and other members of Council of any substantial change in the financial conditions of the Association.

The Treasurer or their representative shall present to Council at each annual meeting a financial report on the previous complete fiscal year, an interim report on the current fiscal year and a preliminary budget for the following fiscal year.

The Treasurer or their representative shall request of the editors, executive manager, committee chairs and members of Council, estimates for expenditures for the forthcoming fiscal year and use these data to develop the forthcoming budget for the initial consideration of Council and for further development of a detailed budget to be distributed no later than December 15 to Council for consideration and approval.

The Treasurer shall receive the results of audits and shall present the same to Council.

The Treasurer shall receive through the Business Office all monies payable to the Association and shall, either directly or through the Business Office, receive and acknowledge (issue receipts upon request) on behalf of the Association, all monies given or bequeathed to the Association.

The Treasurer shall ensure that the President has signing

authority on all accounts of the Association [as per Article V, Section 4 of the revised Constitution].

The Treasurer shall provide to the President and the Executive Manager accurate descriptions (account number, registration numbers, name and location of financial institution, etc.) of all funds held in the name of the Association as soon as possible after any changes in those data.

The Treasurer shall receive the support of the Budget and Audit Committee and of the majority of Council for the sale or transfer of securities such as stock certificates, notes, bonds, cash accounts or other securities held or owned by the Association.

The Treasurer shall maintain ongoing communications with financial staff of the Business Office and will receive and review monthly summaries of financial transactions from the Business Office.

The Treasurer shall maintain directors' liability insurance as directed by Council.

The outgoing Treasurer shall advise the incoming Treasurer and provide sufficient financial information and records to ensure continuity of the financial management of the Association

The Treasurer shall maintain a complete set of records and, upon completion of their term redirect those records to the Association archives and to the incoming Treasurer.

The Treasurer shall serve as a member of the Budget and Audit Committee for at least two years following their term as Treasurer.

The Treasurer shall ensure that annual premiums for liability insurance are paid in sufficient time to maintain insurance coverage.

Format for Budget

The calendar year shall be the budget year (JWD 35:401)

The Treasurer shall create budgets in a format that, as best possible, is consistent with the format of previous budgets so that comparisons can be made readily between years (JWD 35:401)

The Treasurer shall ensure that the format of portion of budgets relating to expenses at Allen Press, Allen Marketing and Management and HighWire Press shall match the line items used by these firms in their account reports to the WDA (JWD 34:205).

The Treasurer shall ensure that budget proposals include separate line items for conference revenue, Editor's fees, the Carlton M. Herman Founders Fund, auction proceeds (JWD 29:369; 32:717; 33:925), expenses of the Editor's office, expenses and contract for the Executive Manager and other items as directed by Council.

Annual Published Financial Report

Amongst other items, the report of the Treasurer on the previous fiscal year in the published Council minutes shall include:

- 1) total assets of the Association at some specific date [e.g. ‘total current assets of \$ as of dd/mm/yy reflect an increase (or decrease) over last year’s reported \$]
- 2) distribution of current assets [e.g. as of dd/mm/yy, \$ of general assets and \$ of the assets of the Carlton M. Herman Founder’s Fund were held within the Buttonwood investment account; \$ was in a money market account; \$ was in a 6-month CD at 3%; and the bank account as of dd/mm/yy held \$. These last 3 assets are all located within the Douglas County Bank in Lawrence, Kansas]
- 3) the results of any audits performed
- 4) comparison of total revenue and expenses [e.g. ‘total revenue (\$) exceeded expenses (\$) by (\$)]
- 5) current activity regarding proceeds of auctions [e.g. total revenue (\$) exceeded expenses (\$) by (\$) resulting in current balance of \$]
- 6) financial result of previous annual meeting independent of the auction
- 7) comparison of how actual total revenue and expenses compare to projected (budgeted) total revenue and expenses (this could be optional)

any changing perspectives from the Budget and Audit Committee on investment strategy; and areas where major changes (increases or decreases) have occurred [e.g. compared to last year, editorial office expenses have increased x%, AM&M management fees increased y% and costs of publishing 4 issues of the Journal and Supplement decreased z%).

Section 5. Members-at-Large, Student Councilor and Chairs of Sections. The Members-at-Large, Student Councilor and Chairs of Sections shall be responsible for maintaining the diverse views, goal, and objectives of the membership and representing these views as appropriate at meetings of Council. They should be willing to serve on, and as Chairs of, committees or as otherwise requested by the President.

Section 6. Editors. The Editors shall be responsible to Council for the format, content and financial conduct of the publications.

The Editors shall seek approval of the Treasurer and Council in all budgetary matters that may lead to expenditures beyond those approved by Council.

The Editors shall submit manuscripts for publication in Association journals to peer review, yet make the final decision of acceptance or rejection.

The Editors shall submit to members of Council a written annual report one month prior to the Annual Meeting reviewing the aims and activity of the publication during the past year, predicting future requirements, and suggesting changes in Editorial Board appointments when necessary or desirable.

The Editors shall maintain and keep current, at expense to the Association, all Association publications, and transfer the complete set to the successor(s) upon termination of office; and appoint assistant editors when deemed necessary.

The Editor(s) shall be assisted by an Editorial Board, which may be a combined board to serve more than one journal. The number of members constituting an Editorial Board shall be subject to the discretion of the Editor(s) in consultation with Council.

Members of the Editorial Board are appointed by and are responsible to the Editor(s). Members of the Editorial Board shall assist the Editor(s) in the review and editing of manuscripts as deemed desirable by the Editor(s).

The Editor(s) and members of the Editorial Board shall be responsible for changes in format, publication times, etc., subject to Council approval.

Section 7. Past President. The Past President or another member with experience on Council shall serve as Chair of the Nominations Committee. The Past President or another member with experience on Council shall chair the *ad hoc* committee on Long Term Vision of the Association.

ARTICLE II. DUTIES OF COUNCIL

The Council shall serve as the governing body of the Association. Council members shall try to attend the annual business meeting of the Council convened in conjunction with the annual meeting of the Association. The Council will deliberate and vote on all matters pertaining to the business and policies of the Association, which duly are brought to their attention.

The Council shall accept or amend the submitted budget after deliberation and discussion at their annual meeting. This shall include identification annually of the amounts to be allocated for student awards and for international travel. It shall be the duty of the Council to see that the proposed expenditures are within the financial capabilities of the Association.

The Council shall evaluate membership dues annually and changes in dues will be based on operational needs (JWD 36: 608).

The Council shall review, evaluate and vote for or against acceptance of audit.

The Council shall evaluate recommendations of annual and international meeting committees and make final decisions on time and place of such meetings two years in advance if possible (JWD 14:143).

The Council shall review activities of all committees established by Council and WDA sections and deliberate, discuss, and vote on any matters pertaining thereto that require policy changes and/or action by the Association.

The Council shall evaluate publication policies and changes in the operation of the Association's publications as recommended by the publication's Editorial Board.

The Council must approve appointment of all new senior editors.

The Council shall participate in reaching decisions either by correspondence, teleconference, or at special meetings which may be called by the President if he/she deems such action imperative, when matters needing immediate attention between annual meetings are brought to their attention.

The Council may contract out for professional services for assistance with the business office, editing and publication of journal, planning of meetings, website creation and maintenance, or other duties.

The Council will consider requests for endorsement of public or private positions or issues after having referred the issues to, and received a written report back from, the Public Awareness Committee.

ARTICLE III. EXECUTIVE MANAGER

Section 1. Executive Manager. The Executive Manager shall implement policy and action plans as established by Council and ensure the efficient and effective conduct of the business of the Association. This shall be accomplished by working closely with the Officers, members of Council, Editors, Sections, chairs of committees, staff of organizations with whom the Association has signed contracts, and others as deemed useful by Council in advancing the mission and business of the Association.

Section 2. The exact duties, length of service and other responsibilities of the Executive Manager will be specified in a separate contract approved by Council.

ARTICLE IV. MEMBERSHIP

Section 1. Applications for membership in the Association shall be made to our business manager, who shall grant membership in accordance with the policies set down by Council. To remain in good standing, members must pay annual dues by the end of the calendar year.

Section 2. WDA holds the following membership categories:

Regular Member – Regular members shall have the right to vote, to stand for elected office, to receive the *Journal of Wildlife Diseases*, the Supplement to the *Journal*, access to all material available to members on the Association website and all discounts for registration at annual meetings, for publication page charges, and other privileges as determined by the WDA Council.

Student Member – Student members must be 1) enrolled in an undergraduate or graduate student program at least half time, or 2) be participating full time in an internship or residency program which is approved for credit towards board certification. Student members must obtain their academic (or equivalent) supervisor's signature designating their student status and submit that annually when paying dues. Student members shall have all the rights and privileges of regular members. Student members will have a reduced membership fee as determined by Council.

Associate Member – Associate members are those who wish to remain members of the Association for a reduced fee as determined by Council. Associate members do not receive the *Journal of Wildlife Diseases* but do receive the *Supplement* to the *Journal*. Associate members shall have the right to vote and the right to stand for elected office. Associate members will also have access to the membership directory and receive access to material on the Association's website as is determined by Council. Associate members will not receive discounts accorded to other types of membership.

Sustaining Member – Members having particular interest in the objectives of the Association and who wish to make a significant contribution as determined by Council to support those objectives. Sustaining members receive all rights and privileges accorded regular members and will receive special recognition by the Association.

Institutional Member – Institutions shall receive the *Journal of Wildlife Diseases* and the Supplement for a fee as determined by Council. They shall not receive other rights and privileges accorded regular members.

Emeritus Member – Emeritus membership is an honorary category. Emeritus members are retired members who in the opinion of Council

have contributed significantly to the study of wildlife diseases and who are recipients of the WDA Emeritus Award. Emeritus members receive all the rights and privileges of regular members without further payment of dues.

- Section 3.** The Membership Committee shall be responsible for making recommendations to Council regarding matters pertaining to membership.
- Section 4.** Reminders for membership renewal will be sent over the signature of the President or as designated by the President.

ARTICLE V. FINANCES

- Section 1.** It is the responsibility of Council to maintain a financial reserve sufficient to insure the solvency of the Association.
- Section 2.** No financial obligation against the Association of over \$400 may be contracted by any Officer, the Executive Manager, or member except as approved by Council.
- Section 3.** A certain amount of the annual membership fee from every member as determined by Council shall be set aside in the budget as expenses to be used by the Sections.

ARTICLE VI. PUBLICATIONS

- Section 1.** The purpose of publications shall be to disseminate knowledge and provide communication among members commensurate with the aims of the Association.
- Section 2.** Advertisements may be placed in the *Journal* and/or *Supplement* as long as there is no net increase in the costs of publishing and mailing the *Journal/Supplement*; any advertisement accepted is appropriate to the content of the *Journal/Supplement*; and that a disclaimer is placed in the *Journal/Supplement* indicating that the presence of advertisements does not suggest endorsement of products by the WDA. (JWD 26:151, 30:304)
- Section 3.** Complimentary copies of the *Journal of Wildlife Diseases* shall only be sent to Emeritus and Sustaining Members of the WDA except as specified by Council. (see JWD 27: 361)

ISI shall receive a complimentary subscription to the *Journal of Wildlife Diseases* providing they continue to maintain their Subscription Membership. (JWD 31:446)

Section 4. The *Journal of Wildlife Diseases* shall stop publication of manuscripts by authors that have failed to pay page charges. (JWD 34: 207)

ARTICLE VII. MEETINGS

Section 1. **Council.** Members of Council may participate in meetings of the Association by conference telephone or similar communications equipment such that all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 2. A majority of the members of Council constitutes a quorum and must be present for decisions to be taken. In the absence of a quorum, members of Council may meet for discussions.

Section 3. Any action which may be taken at a meeting of the Council may be taken without a meeting if all members of Council have received motions and accompanying explanatory documents by paper or electronic delivery at least 7 days prior and if quorum of Council has voted in support to the Secretary by paper or electronic messaging.

Section 4. Committee and Section reports to be presented at the Annual Meeting shall be submitted to the Secretary at least one month prior to the Annual Meeting.

Section 5. Business. The order of business at the Annual Council Meeting shall include:

- a) Call to order. The President shall assure that a quorum (majority of all the members of Council) is present and call the meeting to order.
- b) Approval of minutes
- c) Treasurer's report and budget
- d) Officers' reports
- e) Editors' reports
- f) Executive Manager's report
- g) Standing and *ad hoc* committee reports, as deemed necessary and in the order called by the President
- h) Annual reports from Sections
- i) Unfinished business
- j) New business

Section 3. Unspent funds allocated to the operation of a committee may not be carried forward from one fiscal year to the next.

ARTICLE IX. SECTIONS

Section 1. The purpose of a Section is to organise WDA members who have common scientific interests or common geographical boundaries.

Section 2. The number of members required for establishment of a Section shall be 10.

Those requesting Section status must present a written request to the Sections Committee, which reviews the application, and if it meets the requirements, presents it to Council for action. Council approval is required before a Section may be established. Council can revoke Section status should the number of WDA members fall below the minimum requirement for a Section or if the Section does not meet other criteria specified in the bylaws or section guidelines.

Section 3. The Constitution and Bylaws of the Association shall be valid in applicable parts for the different sections.

Section 4. Members of a Section must be members of the Association. Members shall inform the Business Office when they pay the annual due if they would like to be members of a single specific section.

Section 5. The sections shall, based on the number of members, receive financial support annually from the Association as determined by Council. The use of this financial support is to be decided by each section. Sections can also apply for additional funds from the Association.

Section 6. The Sections shall hold a meeting at least every second year. Sections must in good time inform Council and the web site editor of the time and place of the meeting. It is preferred that at least one WDA Council member or the Executive Manager attends the annual meeting of each Section.

Section 8. The Section Chairperson who is a member of the Association Council, shall be the Liaison between the Section, Council and the Executive Manager. The Chairperson shall be responsible for ensuring that meetings are held at least every second year.

The Section Secretary shall be responsible for the section membership directory and for minutes from section meetings.

The Section Treasurer shall be responsible for Section finances. The Chairperson or Treasurer are permitted to sign cheques and other documents in the name of the section.

The Section JWD Editor shall be a member of the JWD Editorial Board and assist section members with publications in the JWD.

The Section Supplement Editor shall be responsible for the collection of information within the section and that this information is passed on to the Association Supplement Editor.

The Section Student Representative shall be member of the Student Awards and the Student Activities Committees of the Association. One member of the Section Council shall be a member of the Association Sections Committee.

Section 9. Sections may publish separate Newsletters, but similar information must be submitted to the Supplement of the Association for consideration for publication.

Section 10. Sections shall have a Nominations Committee appointed by the Chairperson. The Nominations Committee shall nominate people for election at the Annual Meeting at least every second year.

Section 11. Sections shall establish their own home pages that should be a part of the WDA home page or linked to this home page.

ARTICLE X. AMENDMENTS TO BYLAWS

These Bylaws may be amended by majority vote of Council in attendance at the regular annual meeting of the Council, at teleconference meetings or as established by electronic communication and voting as in keeping with the procedures described within these bylaws.