BYLAWS OF
SOCIETY FOR WILDERNESS STEWARDSHIP
A nonprofit corporation

ARTICLE I. NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be the Society for Wilderness Stewardship, hereinafter referred to as the Society.

Section 2 – Principal office: The principal office of the corporation for the transaction of business is located in Missoula, Montana. The Society may also maintain offices or relocate its principal office at such other places as the Board of Directors may determine.

Section 3 – Purpose: The Society has been organized to operate exclusively for educational, scientific, artistic, literary, and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue code.

Section 4 – Mission: The mission of the Society is to advance a profession of wilderness stewardship, science, and education to ensure the life-sustaining benefits of wilderness.

Section 5 – Vision: Our vision is that the values and benefits of the National Wilderness Preservation System (NWPS) are understood, treasured, and preserved by all people and that stewards of wilderness have the resources to ensure continuation of its benefits.

Section 6 – Goals:
The goals of the Society's Community of Practice are to:

• Professionalize the discipline of wilderness management and stewardship through career development and networking.
• Improve the practice of wilderness stewardship by fostering development, delivery, and application of state-of-the-art science and best management practices.
• Build the capacity of agencies, organizations, and volunteers to support the National Wilderness Preservation System through collaboration and partnerships.
• Increase the resources needed to ensure an enduring resource of wilderness for present and future generations.
• Advance public awareness and support of the life-sustaining benefits of wilderness.
• Engage the next generation of wilderness stewards by supporting the expansion of educational, experiential, and professional development opportunities.

See more at: http://wildernessstewardship.org/node/1#sthash.lFPizbmr.dpuf

ARTICLE II. MEMBERSHIP

Section 1 – Eligibility: Any person or organization that supports the purpose statement in Article 1, Section 2 may apply to become a member of the corporation. The term of membership shall be determined by resolution of the Board of Directors.
Section 2 – Classification of Members: The Board of Directors may establish as many classes of membership as it considers desirable. The Board of Directors shall determine by resolution of the amount, if any, of dues requirements for each class of membership. The Board of Directors shall have the authority to establish and define non-voting categories of membership.

Section 3 – Membership termination: Membership may be terminated voluntarily, or by failure to pay dues beyond two membership payments due dates have lapsed, death, or if the member has engaged in conduct materially and seriously prejudicial to the interest or the purposes of the Society. Members of the Society may be suspended or terminated by the Executive Committee for conduct that is deemed adverse to the interests of the Society. Prior to taking action, the Executive Committee must notify the member and offer an opportunity for the member to explain his or her actions.

Section 4 – Membership Liability: Members will not be liable for any of the debts or other obligations of the Society.

ARTICLE III. MEETINGS OF MEMBERS

Section 1 – Annual meetings: An annual meeting of the members shall be held at the Board’s discretion at a location, date and time to be determined by the Board of Directors. At the annual meeting the members shall receive reports on the activities of the organization, establish a program of work for the upcoming fiscal year, and act on any other business that comes before it.

Section 2 – Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

Section 3 – Notice of meetings: Written notice of annual meeting of members stating the place, day and hour of the meeting, shall be given by the secretary to each member. Such notice shall be given not less than ten days prior to the date of the meeting.

Section 4 – Quorum: The members present at any officially announced and convened Society meeting shall constitute a quorum when the Board of Directors submits an issue to the members for a vote, or authorizes the members to vote in an election.

Section 5 – Voting: The rights of the members to vote may be limited, enlarged or denied to the extent provided in the bylaws of the Board of Directors. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Members are not eligible to vote on any issue or in any election unless the Board of Directors adopts a resolution submitting a particular issue to the members for a vote, or authorizing the members to vote on a particular election.

ARTICLE IV. BOARD OF DIRECTORS
Section 1 – Shared mission: Directors will support the purpose, mission and goals of the Society. All officers shall be members of the Society in good standing.

Section 2 – Board role: The Board is responsible for overall policy and direction of the Society, and delegates the responsibilities of day-to-day operations to the staff and committees.

Section 3 – Board size: The Board shall have up to twenty-one, but not fewer than seven members.

Section 4 – Terms: All Directors shall be elected to serve a three-year term, but are eligible for re-election for up to two additional consecutive terms.

Section 5 – Election of Directors: Whenever the membership of the Board is below twenty-one, the Board may nominate and elect additional Director(s) to serve on the Board. Directors will be elected by a two-thirds majority vote of the current Directors.

Section 6 – Annual and regular meetings and notice: An annual meeting of the Board of Directors will be held each year for the purpose of electing officers, and approving the annual budget and work plan. The annual meeting will be held in-person unless otherwise specified by the board. The Board of Directors will hold regular meetings on a schedule and at a location, date and time to be fixed by the Board of Directors. Notification of such meetings shall occur at least five days prior to such meetings.

Section 7 – Special meetings: Special meetings of the Board may be called at any time by agreement of at least three Board members or at least three members of the Executive Committee. Notification of all such meetings will occur at least three days prior to the day such a meeting is to be held. All reasonable attempts must be made to notify all Board members of such a meeting.

Section 8 – Routine business: Routine business of the Society may be conducted through mail, telephone, email, fax or other electronic means. Once the action (routine business) has been taken a written copy of the action will be circulated to all Board members.

Section 9 – Quorum: A simple majority of the membership of the Board of Directors shall constitute a quorum for business transactions to take place and motions to pass at any meeting of the Board; but, if less than one-half of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 10 – Voting: Except as otherwise provided by law or these Bylaws, all matters submitted to a vote at a meeting of the Directors shall be decided by a vote of a simple majority of the Directors represented in person or by proxy at the meeting and entitled to vote on the subject matter. Each Director shall be entitled to one vote on each matter submitted to a vote of the members. A Director may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. Voting shall be oral, except as otherwise provided by law,
but shall be by written ballot if such written vote is demanded by a member entitled to vote who
is present in person or by proxy.

Section 11 – Vacancies: Any vacancy occurring on the Board may be filled by a simple majority
vote of all Board Directors then in office, and the Director elected shall fulfill the unexpired term
of said Director’s predecessor in office.

Section 12 – Removal of Directors: Any Director may be removed from the Board by a two-
thirds majority vote of the Board at an official meeting of the corporation. The Director involved
shall be given an opportunity to be present and heard at the meeting at which his/her removal is
considered. Conviction of a serious crime is grounds for automatic removal.

In the event a member of the Board of Directors is perceived as failing to fulfill his or her
responsibilities to the Society as listed in Appendix A and B, the Board member may be subject
to removal from office by the Board through the following process:

A member of the Board must move for a vote of “no confidence” in the Board member for
specific failures to fulfill the duties of the office. Following a second on the motion, the Board
must vote on the motion.

If by a simple majority vote, the Board finds it has “no confidence” in the Board member the
Society President shall then notify the Board member and offer an opportunity to remedy his or
her failure to meet the responsibilities of the office. Specific actions and timelines for
compliance with board responsibilities shall be documented in writing to the affected member.

If the board member fails to materially comply with the required actions within the specified
timeline, a Board member may call for removal of the member by a two-thirds majority vote of
the Board.

Section 13 – Resignation of Director: Any Director may resign at any time by delivering a
written resignation to the Board of Directors. The acceptance of such resignation shall not be
necessary to make it effective (unless acceptance is made a condition of the resignation).

Section 14 – Automatic expiration: A Director’s term shall expire automatically if such Director
fails, for reasons other than temporary mental or physical disability, or illness or other acceptable
reason: 1) to attend a minimum of half of the regular meetings of the Board during any twelve-
month period unless such failure receives the consent of the majority of the Board at a regular
meeting and such consent is entered into the minutes of that meeting; and 2) to attend one event
during any calendar year unless such failure receives the consent of the majority of the Board at
a regular meeting and such consent is entered into the minutes of that meeting.

Section 15 – Compensation: None of the elected officers or Board members of the Society shall
receive compensation from the Society. An officer or representative of the Society may be
reimbursed for actual travel and subsistence expenses, and for other necessary expenses in
attending meetings or transacting Society business, if specifically authorized by the Board in
advance of expenditures.
Section 16 – Conduct: Board members shall take care not to state a position on any issue which could be construed as representing the position of the Society. Board members shall avoid conflicts of interest between their Society duties and their other professional or personal responsibilities.

ARTICLE V. SPECIAL MEASURES FOR CORPORATE ACTION

Section 1 – Actions by written consent: Any corporate action required or permitted by the Articles of Incorporation, bylaws or the laws under which this corporation is formed, to be voted upon or approved at a duly called meeting of the Directors or committee of Directors may be accomplished without a meeting. This may occur if one or more unanimous written consents of the respective Directors, setting forth the actions to take, shall be signed, whether before or after the action taken, by all Directors, committee members, or members, as the case may be. Action taken by unanimous written consent is effective when the last Director member or committee member signs the consent, unless the consent specifies a later effective date. Actions taken by unanimous written consent of the members is effective when all consents are in possession of the corporation, unless the consent specifies a later effective date. This process can also be accomplished electronically.

Section 2 – Meeting by conference telephone and electronic meetings: Board members, members of a committee of Directors, or members may participate in their respective meetings by a means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear one another. Participation in a meeting by a conference telephone or similar communication equipment shall constitute presence in person at such meeting.

ARTICLE VI. OFFICERS

Section 1 – Officers: There shall be four officers of the Board, consisting of a chair, vice-chair, treasurer, and secretary. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board. All officers shall be members of the Board of Directors. In the event the number of Directors shall be less than four, the duties of the officers shall be shared by the remaining Directors in any fashion agreed to by such Directors.

Section 2 – Election and terms for officers: The officers of the corporation will be elected to serve a three-year term by a simple majority vote of the Board of Directors at its annual meeting. Officers may serve up to two additional, consecutive terms. Any officer may be removed by the Board of Directors by a two-thirds majority vote of the Board. New offices may be created and filled at any meeting of the Board of Directors.

Section 3 – Duties of officers: Duties of the officers are as follows: The chair shall preside over meetings of the Board; the vice-chair shall serve in the chair’s absence; the treasurer shall chair the finance committee and provide financial oversight of the corporation; the secretary shall keep the minutes of all meetings. Other duties for all officers may be assigned as needed by the Board.
Section 4 – Nominations and appointments: Nominations to fill the office of a Director, whether because of vacancy or expiration of a term, shall be made by any Board Member. The Board of Directors shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected.

ARTICLE VIII. DIRECTOR AND STAFF

The Board of Directors may hire an Executive Director and other staff to carry out the mission and programs of the Society. Duties and responsibilities of the Executive Director shall include day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board may designate other duties as desired.

The Executive Director is supervised by the Executive Committee. Termination of the Executive Director may occur by a 2/3 vote of the Board of Directors for reasons of misconduct, failure to carry out the mission of Society, poor performance, or conviction of a serious crime.

ARTICLE IX. COMMITTEES

Section 1 – Executive Committee: The four officers and the Executive Director if there is one, serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 2 – Standing committees: The Executive Committee is a standing committee and includes all officers and the Executive Director. Other Standing Committees may be created by the Board of Directors as necessary. Chairs of Standing Committees shall be Board Members. Committees may adopt such rules for the conduct of business as are appropriate, and are not inconsistent with these bylaws, the articles of incorporation, or state law.

Section 3 – Other committees: The Board of Directors may designate other committees as needed. Committee members may be members of the Board or other interested individuals. Committees may adopt such rules for the conduct of business as are appropriate, and are not inconsistent with these bylaws, the articles of incorporation, or state law. Committee chairs are responsible for selecting members for his/her committee. Any member in good standing may serve on a Society committee.

ARTICLE X. BOARD LIAISONS

Section 1 – Board liaisons: Board liaisons may consist of representatives from the Bureau of Land Management, Fish and Wildlife Service, National Park Service, U.S. Forest Service, Arthur Carhart National Wilderness Training Center, the Aldo Leopold Wilderness Research Institute and other agencies as the Board of Directors deems appropriate. Agency personnel are selected
by their agencies and will serve in the capacity for which they are authorized by their respective agency. Board Liaisons will adhere to the same standards as Board Members including length of term, conduct and removal. If a Board Liaison has a conflict of interest which cannot be resolved, the Executive Director may request the agency to remove the liaison and appoint a replacement.

**ARTICLE XI. ADVISORY COUNCIL**

*Section 1 – Advisory council:* There may be an Advisory Council appointed by the Board of Directors to assist the Board and staff as needed. The Board shall determine the responsibilities of the Advisory Council.

**ARTICLE XII. FINANCIAL MATTERS**

*Section 1 – Records:* The Society will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors. A record including the names and addresses of the members entitled to vote will be filed at the principle office. Any Board member may inspect all books and records of the corporation for any proper purpose at any reasonable time in accordance with the limits of the law.

*Section 2 – Fiscal year:* The fiscal year of the corporation will be January 1 through December 31. All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board of Directors may from time to time designate.

**ARTICLE XIII. NON-DISCRIMINATION**

*Section 1 – Non-discrimination:* The Society is committed to a policy of non-discrimination. Employees, Board members, volunteers and program participants will not be discriminated against on the basis of gender orientation, sexual orientation, national origin, age, religion, marital status, veteran status, disability, length of commute to work, or any other factors that have no bearing on one's ability to perform his or her job.

**ARTICLE XIV. DISSOLUTION**

*Section 1 – Dissolution:* Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the Board of Directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the country in which the principal office of the corporation is located. Disposing of the assets of Society must be to another 501(c)(3) with a similar mission following a two-thirds vote of the Board.
ARTICLE XV. CORPORATE SEAL

Section 1 – Corporate seal: The Corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by the Secretary for the authentication of contract or other papers requiring the seal.

ARTICLE XVI. INDEMNIFICATION

Section 1 – Indemnification: The corporation will have power to indemnify and hold harmless any Director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a Director, officer, or employee (except in cases involving willful misconduct. The corporation will have the power to purchase or procure insurance for such purposes.

Pursuant of RCW 24.03.043, and to the full extent permitted by the Washington Business Corporation Act and the Articles of Incorporation, the corporation shall indemnify any Director, officer or person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit, or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of fact that he or she is or was a Director or officer of the corporation or is or was serving at the request of the corporation as a Director or officer of another corporation, against expenses (including attorney’s fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding provided they are not adjudged derelict in the performance of their duties; and having acted in good faith in what they considered to be the best interests of the Society and with no reasonable cause to believe the action was illegal. The Board of Directors may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Washington Business Corporation Act.

Notwithstanding the above, nothing herein shall eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, for conduct violating RCW 23B.08.310, or for any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled.

The indemnification provided by the section shall not be deemed exclusive or any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE XVII. RULES OF ORDER

Section 1 – Rules of Order: The rules contained in the most recent edition of Robert’s Rules of Order, Newly Revised, shall govern all meetings of members and Directors where those rules are not inconsistent with the Articles of Incorporation, bylaws, or special rules of order of the corporation.
E-VOTING BYLAW AMENDMENT

ARTICLE IV. BOARD OF DIRECTORS

Note – This Amendment adds the following text:

Section 17 - E-voting: An e-vote shall consist of board members submitting their votes via electronic mail, rather than at a regularly scheduled meeting. An e-vote process may be used when time constraints dictate that a matter must be brought to a vote of the Directors during a period between regular meetings. The e-vote process will be subject to the same quorum rule as votes taken during a regular meeting of the Directors and, if a quorum of Directors participates, a simple majority is necessary to decide the matter. All Directors participating in an e-vote must provide prior consent to participate in electronic voting including the process for receiving notice of an upcoming e-vote. The set period during which e-votes must be cast shall be not less than five business days.

The Secretary shall inform all Directors when an e-vote process is necessary outside of regular meetings. The e-vote process consists of two parts: the motion and discussion period and the e-voting period. The Secretary shall describe the motion to be voted on in the form of a ballot, identify the specific dates of the voting period for the motion, designate an electronic address for submitting e-votes, call for an e-vote from all Directors, maintain a record of e-votes, determine if a quorum of Directors participated in the e-vote, and notify the Directors whether the motion was approved or not approved at the conclusion of the process. All e-vote ballots must clearly identify the name of the Director and be filed in the e-vote record. The Secretary may request that any member of the Executive Committee perform these duties in the Secretary’s absence.

Any Director may object to use of the E-vote process during the motion discussion period and may request that the matter be addressed during a regular meeting of the Directors. If at least 1/3 of the Directors make such a request the matter shall not proceed to an e-vote.
ARTICLE VI. OFFICERS

Section 1 – Officers: There shall be four officers of the Board, consisting of a chair, vice-chair, treasurer, and secretary. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board. All officers shall be members of the Board of Directors. In the event the number of Directors shall be less than four, the duties of the officers shall be shared by the remaining Directors in any fashion agreed to by such Directors.

Section 2 – Election and terms for officers: The officers of the corporation will be elected to serve a two-year term by a simple majority vote of the Board of Directors at its annual meeting or at any monthly board meeting if necessary. Officers are limited to two consecutive terms but may serve again during additional, future terms if elected. Any officer may be removed by the Board of Directors by a two-thirds majority vote of the Board. New offices may be created and filled at any meeting of the Board of Directors.

Section 3 – Duties of officers: Duties of the officers are as follows: The chair shall preside over meetings of the Board; the vice-chair shall serve in the chair’s absence; the treasurer shall chair the finance committee and provide financial oversight of the corporation; the secretary shall keep the minutes of all meetings. Other duties for all officers may be assigned as needed by the Board.

Section 4 – Nominations and appointments: Nominations to fill the office of a Director, whether because of vacancy or expiration of a term, shall be made by any Board Member. The Board of Directors shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected.
Society for Wilderness Stewardship
By-Law Amendment

Executive Committee At-Large Member

This amendment was approved by a vote of the board during the October 15, 2013 meeting. The amendment deletes all existing original text for the articles and sections shown below and replaces it with the following amended text:

ARTICLE VI. OFFICERS

Section 1 – Officers: There shall be five officers of the Board, consisting of a chair, vice-chair, treasurer, secretary, and one at-large member. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board. All officers shall be members of the Board of Directors. In the event the number of Directors shall be less than four, the duties of the officers shall be shared by the remaining Directors in any fashion agreed to by such Directors.

Section 3 – Duties of officers: Duties of the officers are as follows: The chair shall preside over meetings of the Board; the vice-chair shall serve in the chair’s absence; the treasurer shall chair the finance committee and provide financial oversight of the corporation; the secretary shall keep the minutes of all meetings; the at-large member shall participate in and assist with the activities of the Executive Committee. Other duties for all officers may be assigned as needed by the Board.

ARTICLE IX. COMMITTEES

Section 1 – Executive Committee: The five officers and the Executive Director if there is one, serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.
Advocacy, Lobbying, and Political Campaign Policy

I. Overview

Accomplishment of the society mission may, at times, include a need for advocating and/or lobbying in support of the professional practice of wilderness stewardship. In addition, certain wilderness stewardship issues may be part of proposed legislation or a political campaign. Because the society is a non-profit corporation, exempt from federal taxes under section 501(c)3 of the Internal Revenue Code, IRS rules define and govern lobbying and political campaign activities for non-profit organizations. “Failure to understand the IRS regulations can result in inadvertent violations of the law and serious penalties to the organization. At the same time, misconceptions about the law, combined with an exaggerated fear of violating the law, can have an undue chilling effect on permissible and important public policy activities of the organization.” (From A Guide for Colorado Non-Profit Organizations)

The society will use this policy as a guide for society advocacy, lobbying, and political campaign activities to help insure accomplishment of the society mission and goals while complying with IRS rules. This policy does not initiate, prioritize, nor approve any activity. It simply defines the activities and establishes a framework and process for conduct of the activities if and when opportunities arise.

II. Definitions

Advocacy – In general, advocacy includes providing information and influencing the activities of executive, judicial, or administrative bodies (i.e. federal agencies, etc.). It does not include influencing legislation.

IRS Rules from: http://www.irs.gov/Charities-&-Non-Profits/Lobbying: “Organizations may ... involve themselves in issues of public policy without the activity being considered as lobbying. For example, organizations may conduct educational meetings, prepare and distribute educational materials, or otherwise consider public policy issues in an educational manner without jeopardizing their tax-exempt status.”

The bottom line – The society is not restricted by IRS rules from supporting the professional practice of wilderness stewardship by influencing the discussion of policy, resources needs, and implementation practices with society members, the public, and the federal wilderness management agencies.
**Lobbying** - In general, lobbying means attempting to influence legislation.

**IRS rules from**: [http://www.irs.gov/Charities-&-Non-Profits/Lobbying](http://www.irs.gov/Charities-&-Non-Profits/Lobbying): “Legislation includes action by Congress, any state legislature, any local council, or similar governing body, with respect to acts, bills, resolutions, or similar items (such as legislative confirmation of appointive office), or by the public in referendum, ballot initiative, constitutional amendment, or similar procedure. It does not include actions by executive, judicial, or administrative bodies.

An organization will be regarded as attempting to influence legislation if it contacts, or urges the public to contact, members or employees of a legislative body for the purpose of proposing, supporting, or opposing legislation, or if the organization advocates the adoption or rejection of legislation.

In general, no organization may qualify for section 501(c)(3) status if a substantial part of its activities is attempting to influence legislation (commonly known as lobbying). A 501(c)(3) organization may engage in some lobbying, but too much lobbying activity risks loss of tax-exempt status.

Whether an organization’s attempts to influence legislation, i.e., lobbying, constitute a substantial part of its overall activities is determined on the basis of all the pertinent facts and circumstances in each case. The IRS considers a variety of factors, including the time devoted (by both compensated and volunteer workers) and the expenditures devoted by the organization to the activity, when determining whether the lobbying activity is substantial.”

The bottom line – The society may lobby members of Congress and their staff and encourage others to lobby for or against specific legislation as long as the lobbying efforts do not constitute a substantial part of the organizations activities. The society can elect to use the 501 (h) expenditure test to define ‘substantial part’ which could be as much as 20% of overall activities. If the 501 (h) expenditure test is not elected, lobbying activities would normally be limited to 5% of overall activities. The lobbying activities are measured using a combination of time and funds spent.

**Political Campaign Intervention** – Activities in support of political campaigns or candidates.

**IRS rules from**: [http://www.irs.gov/Charities-&-Non-Profits/Lobbying](http://www.irs.gov/Charities-&-Non-Profits/Lobbying): “Under the Internal Revenue Code, all section 501(c)(3) organizations are absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. Contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the organization in favor of or in opposition to any candidate for public office clearly violate the prohibition against political campaign activity.

Certain activities or expenditures may not be prohibited depending on the facts and circumstances. For example, certain voter education activities (including presenting public forums and publishing voter education guides) conducted in a non-partisan manner do not constitute prohibited political campaign activity.”

The bottom line – The only activity available to the society related to political campaigns is providing non-partisan information and education about wilderness stewardship issues.
III. Policy

The society vision, mission, and goals support the work of the society members and committees to participate responsibly in the development and implementation of professional wilderness stewardship policy and practices. This work includes providing information to members, management agencies, and others based on science, law, best practices, and professional opinion using a variety of forums and methods. The following policy applies to any society member or Director who represents the society in an official capacity.

Advocacy -

The advocacy role of the society MAY INCLUDE the following activities involving society members, the federal wilderness management agencies, our partners, and others:

- Identifying examples of effective regulations, policy, plans, and effective stewardship.
- Identifying examples of inadequate regulations, policy, plans, or implementation.
- Identifying examples of inadequate resources (i.e. funding, staff, etc.) needed for management of visitor use and resource protection.
- Providing information, including policy recommendations, white papers, discussion forums, training, etc. for wilderness stewards, agency leaders, partners, scientists, educators, and others as a means to support and influence the professional practice of wilderness stewardship.
- Providing or posting news and other information articles related to the professional practice of wilderness stewardship, the values and benefits or wilderness, public controversy over wilderness and proposed wilderness, and other similar topics.
- Providing or posting information about proposed wilderness legislation without expressing a view and without calling for action by members or others.
- Responding to requests for information or to testify from a legislative body.
- Routine communication with agency employees about wilderness stewardship issues.

The advocacy role of the society SHALL NOT INCLUDE:

- Litigating or being a party to litigation of the land management agencies over stewardship issues.
- Filing or being a party to amicus briefs to be used in judicial proceedings.
- Lobbying or encouraging others to lobby for or against specific wilderness related legislation.
- Supporting political candidates or campaigns.
- Partisan analysis of stewardship issues related to legislation.

Advocacy Process – Advocacy for the practice of wilderness stewardship may occur at any time through implementation of projects approved by the board or described in the committee strategic plans or action plans. Advocacy efforts related to projects or emerging issues not included in a committee strategic plan or action plan should be coordinated with the Executive Committee prior to implementation. All advocacy contacts with federal agencies should be coordinated through the society agency liaisons. Release of information to the public should be coordinated through the Outreach Committee.
**Lobbying**

Prior to conducting any lobbying activities, the society shall seek legal advice and determine whether to activate the “501(h) election” which allows nonprofits to elect to be measured by the “expenditure test.” If so, the society will file IRS Form 5768 (*Election/Revocation of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation*).

If the society does not conduct lobbying activities under IRS rule 501(h), the sum total of all expenditures for lobbying activities (time and financial expenditures) will be a non-substantial part of overall society activities and shall not exceed 5 percent of the total activities of the society in any year.

The lobbying activities of the society **MAY INCLUDE**:

- Attempting to influence wilderness legislation, or urging others to influence wilderness legislation by providing information and education about wilderness and stewardship issues.

The lobbying activities of the society **SHALL NOT** include:

- Political campaign activities other than providing information and education about wilderness or a stewardship issue in a non-partisan manner.

**Lobbying Process** – Prior to implementation, any proposal for lobbying (as defined by the IRS) shall be identified by the committee chair, coordinated with the society agency liaisons, and reviewed and approved by the Executive Committee. The proposal shall include a complete description of the project, need for lobbying, and planned activities, along with an accurate estimate of all time and funds to be spent on the lobbying activity. The actual amount of time and funds spent on the lobbying effort must be reported to the Executive Committee promptly to insure compliance with IRS rules. The Executive Committee and Executive Director shall track and report all lobbying time and expenditures annually for compliance with IRS rules.

**Political Campaign Intervention** – The society **SHALL NOT** participate in political campaigns in any manner prohibited by the Internal Revenue Code. The only activity available to the society related to political campaigns is providing non-partisan information and education about wilderness stewardship issues.
Society for Wilderness Stewardship
Whistleblower Policy
Reporting Suspected Violations of Law and Policy

The Society for Wilderness Stewardship (SWS) is committed to maintaining a working situation where Board members or employees are free to raise good faith concerns regarding the SWS business practices, specifically: (1) reporting suspected violations of law on the part of the SWS, including but not limited to federal laws and regulations; (2) providing truthful information in connection with an inquiry or investigation by a court, agency, law enforcement, or other governmental body; and (3) identifying potential violations of SWS policies and Bylaws.

Any Board member or employee who wishes to report a suspected violation of law or SWS policy may do so confidentially by contacting the Chair of the SWS Board.

SWS expressly prohibits any form of retaliation, including harassment, intimidation, adverse employment actions, or any other form of retaliation, against Board members or employees who raise suspected violations of law, cooperate in inquiries or investigations, or identify potential violations of SWS policies. Any Board member or employee who engages in retaliation will be subject to discipline, up to and including termination.

Any Board member or employee who believes that he or she has been subjected to any form of retaliation as a result of reporting a suspected violation of law or policy should immediately report the retaliation to the Chair of the SWS Board.

Anyone who receives complaints of retaliation must immediately inform the Chair of the SWS Board of Directors. Reports of suspected violations of law or policy and reports of retaliation will be investigated promptly and in a manner intended to protect confidentiality, consistent with a full and fair investigation. The Chair of the Board of Directors will conduct or designate another party as needed to conduct the investigations. The investigating parties will notify the concerned individuals of their findings directly. All such reports will be presented to the Board of Directors.

In the event that a report of a suspected violation of law or policy or retaliation involves the Chair of the Board, the Vice-Chair or Secretary-Treasurer will conduct the investigation.

Purpose
To provide a mechanism for Board members or employees to raise good faith concerns regarding suspected violations of law or policy on the part of SWS to cooperate in an inquiry or investigation by a court, agency, law enforcement, or other governmental body, or to identify potential violations of SWS policy; and to protect Board members or employees who take such actions from retaliation.

Approved by the Board of Directors January 17, 2012
SWS E-Vote Policy and Process

The following is an addition to the SWS Handbook:

Policy:

The Directors will normally conduct business, including voting on motions, during regular meetings. When time constraints dictate the need for a matter to be submitted to a vote in between regular meetings the e-vote process may be used, according to Section 17 of the By-Laws, as amended.

All Directors will be asked to consent to using the e-vote process and to verify the e-mail address the Director wishes to use for the e-vote. This consent and verification is necessary only once and would normally be accomplished at the beginning of a new Director’s term but may be completed after a term has begun for Directors already elected to the board.

Process:

1. Any Director may request initiation of the e-vote process by providing the Executive Committee (EC) with a description of the matter and the time constraint that necessitates a vote outside of a regular meeting.
2. The EC will review the motion and, if there is consensus, a member of the EC will second the motion.
3. The Secretary (or a delegate) will initiate the e-vote process by informing the Directors that an e-vote is necessary and providing the following information:
   a. A description of the motion to be voted on.
   b. The specific period open for discussion of the motion.
4. At the conclusion of the motion discussion period the Director responsible for the motion shall review and respond to all discussion comments and, if needed, amend the original motion, and provide it to the Secretary for an e-vote.
5. The Secretary (or a delegate) will call for an e-vote from all Directors by providing:
   a. The motion in the form of a ballot that will clearly identify the name of the Director voting.
   b. A voting period for the motion (not less than five business days).
   c. An electronic address for submitting e-votes.
6. The Secretary (or a delegate) will also:
   a. Maintain a record of e-votes.
   b. Confirm and verify that the e-votes were submitted by the Directors.
SECTION I: SWS POLICIES

Non-Discrimination Policy Statement

The Society is committed to a policy of non-discrimination. Employees, Board members, Liaisons, volunteers and program participants will not be discriminated against on the basis of gender orientation, sexual orientation, national origin, age, religion, marital status, veteran status, disability, length of commute to work, or any other factors that have no bearing on one's ability to perform his or her job. This policy applies to admission to, participation in, or receipt of the services and benefits of any of its programs and activities or in employment therein, whether carried out by the Society directly or through a contractor or any other entity with whom the Society arranges to carry out its programs and activities.

Adopted: July 19, 2011

Conflict of Interest Policy

ARTICLE I: PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Society) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II: DEFINITIONS

Section 1. Interested Person. Any director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
b. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

ARTICLE III: PROCEDURES

Section 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

Section 2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Society’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy.

a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
ARTICLE IV: RECORDS OF PROCEEDINGS

The minutes of the Board and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board’s or committee’s decision as to whether a conflict of interest in fact existed.
b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V: COMPENSATION

a. A voting member of the Board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member’s compensation.
b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member’s compensation.
c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
d. Physicians who receive compensation from the Society, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

ARTICLE VI: ANNUAL STATEMENTS

Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
ARTICLE VII: PERIODIC REVIEWS

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII: USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

Adopted: July 19, 2011
Confidentiality Policy for Staff and Board Members

Because the Society for Wilderness Stewardship (Society) considers certain information to be confidential and/or proprietary, it requires staff and Board members to handle such information in strict confidence and to not discuss such information with outsiders. Each employee and Board member must sign this confidentiality agreement. The information may not be used for any purpose after the separation of employment, regardless of the reason for separation and regardless of whether the separation is voluntary or involuntary.

Confidential information can include the following information about the Society and organizations it serves: information related to all technical assistance services; certain business information such as financial and marketing data or strategies, budget information, bid proposals, contract negotiations; information on internal organizational issues or problems, research and development ideas, current or proposed policies, meeting minutes, passwords, access codes, fundraising information, and donors’ or prospective donors’ names or affiliations; personnel actions such as promotions, demotions, terminations, personnel controversies, compensation, payroll data, and performance appraisals; information that is of a personal or confidential nature; certain legal advice, opinions, and documents; and any other information designated as confidential. If employees are not sure if the information they are handling is confidential, they should consult their supervisor.

When discussing or transmitting confidential information, staff and Board of Directors should follow these guidelines:

• Do not reveal any confidential information unless your supervisor approves it;
• Ensure that the recipient has a legitimate need to know the confidential information;
• Avoid displaying confidential information where it can be easily observed;
• Immediately inform your supervisor of the loss of any confidential information;
• Limit reproduction and distribution of such information;
• Make sure that you properly dispose of all confidential information.

Employees may not remove any confidential information from the Society’s offices without specific authorization to do so. Employees who are leaving the Society must return all confidential and sensitive information to their supervisor before departing.

I agree to uphold this policy as a staff or Board member of the Society for Wilderness Stewardship.

Signature: __________________________

Date: __________________________

Adopted: July 19, 2011
June 18, 2013

c. Determine if a quorum of Directors participated in the e-vote.
d. Notify the Directors whether the motion was approved or not approved at the conclusion of the process.