

June 27, 2006
Annual Members Meeting of the Society for Conservation Biology
San Jose California USA

DRAFT MINUTES – subject to approval at the 2007 Members Meeting in Port Elizabeth, South Africa.

Called to order by John Robinson at 4:05 PM.

1. Deborah Jensen moved, Devra Kleiman seconded that we approve the minutes from 2005 Members Meeting in Brasilia. Motion carried, 0 opposed.
2. John Robinson summarized developments in SCB, highlighting the free on-line access to our journals for SCB members in developing countries.
3. Committee chairs and editors and working group representatives were introduced, and members were invited to raise important issues. There were brief reports from Education Committee (Eleanor Sterling), editors of each publication, Policy (John Robinson), Freshwater Working Group (Ken Vance-Borland), Social Science Working Group (Mike Mascia), Ecological Economics and Sustainable Development (Brian Czech, charter established last week), Carbon Offsets, and Treasurer/Audit (David Johns).
4. John Robinson led a detailed discussion of SCB initiatives related to policy, including the Terms of Reference for our new Policy Committee, and the expected hiring of a Policy Officer in the near future.
5. Georgina Mace led a discussion of potential new initiatives related to SCB publications.
6. Paul Beier and Graham Kerley described SCB's decisions to offset the carbon impacts of our annual meeting.
7. Executive Director Report (Alan Thornhill) announced that SCB will meet in South Africa in 2007, in Chattanooga, Tennessee in 2008, in China in 2009, in North America (probably Canada) in 2010, and in Australasia in 2011.
8. Graham Kerley invited us to Port Elizabeth 1-5 July 2007.
9. Bylaws changes: These changes were circulated in the Board Briefing Book, and the BoG edited these changes at our meeting in San Jose, resulting in the text appended to these minutes. Paul moved, Eleanor seconded approval of the by-laws changes. Motion carried, 0 opposed.
10. The membership welcomed new Board Members Stuart Strahl, Mark Schwartz, and Reed Noss, and thanked departing Board Members Devra Kleima, Steve Trombulak, and Bill Sutherland.
11. Adjourned 6:00 PM.

APPENDIX (in reference to Item #9)

Changes to the Constitution and Bylaws

Article 8. Duties of Officers

Section 4. TREASURER

The Treasurer shall

- (a) collect all dues and other monies of the Society and maintain accurate accounts of such funds,
- (b) disburse Society funds,

- (c) notify members of fees due the Society,
- (d) provide a budget and statement of financial condition annually to the Board of Governors,
- (e) present a general report on the Society's current budget and financial condition at each General Members' Meeting, and
- (f) under direction of the Board of Governors, supervise Society investments and buy, sell, assign, and transfer securities for this purpose.
- (g) The duties described in subsections (a) through (f) may be delegated to the Executive Director and staff under the direct supervision of the Executive Director, in which case the Treasurer shall oversee these activities with final responsibility for compliance of such activities with all applicable laws, regulations, and Board direction.
- ~~(h) The Treasurer shall also arrange for the annual audit of Society finances by an accredited accounting firm and present the auditor's report to the Board of Governors.~~

Article 12. Standing Committees

Section 1. MISSION

Standing committees have a broad mission that is central to the activities of the Society and are expected to be in existence for at least five years. Standing committees include ~~Nominations~~, Governance, Development, Conference, Awards, Student Affairs, Policy, Education, Membership, ~~and~~ Publications, and Audit.

Section 2. CHAIRS

The ~~Nominations~~ Governance Committee is chaired by the most immediate Past President. The Chair of the Audit Committee shall be selected by the Board of Governors, in compliance with standards set by California law. Chairs of all other standing committees shall be appointed by the President with the approval of the Board of Governors; serve two-year, staggered terms; and may be reappointed to any number of terms. Chairs shall be selected from the Board of Governors or from the general membership.

Section 3. MEMBERSHIP

The ~~Nominations~~ Governance Committee consists of the three most immediate past Presidents and any other members appointed by the Chair. Members of the Audit Committee shall be appointed by the Board of Governors, in compliance with standards set by California law. The chairs of all other standing committees shall appoint additional committee members. Appointed members of the standing committees serve at the pleasure of the Chair.

Section 4. CHARGES OF THE NOMINATIONS GOVERNANCE COMMITTEE

The Governance Committee shall

- (a) lead the Board of Governors in regular reviews of its roles and responsibilities, and of expectations of individual members,
- (b) prepare slates of nominees for elected offices of the Board of Governors, and
- (c) work with new and current members of the Board of Governors to assess and maximize effectiveness.

Section 13. CHARGES OF THE AUDIT COMMITTEE

The Audit Committee, under supervision of the Board of Governors, shall perform such duties as designated and required by California law and as assigned periodically by the Board of Governors by resolution.

Article 16. Finances

Section 1. SUPPORT and COMPENSATION

The Society shall be supported by annual dues of the members; by gifts, grants, bequests, trust funds, and similar instruments; by loans approved by the Board of Governors; by the proceeds of the sale of publications or other items the Society may issue with the approval of the Board of Governors; and from such property or funds as it may acquire. All elected officers serve gratis, although the Society may hire professional staff as needed. ~~The finances of the Society shall be audited annually by an accredited accounting firm.~~