

**BYLAWS OF THE
ECOSYSTEM SERVICE PARTNERSHIP**

Updated draft version 14 September 2015

The ESP Bylaws version 2013 have been approved by majority vote in a formal round among all ESP members with voting rights during July 2013. The bylaws have been accepted 57 to 4. This version incorporates additional suggestions following the election of the steering committee in January 2014. After revision in Executive Committee and Steering Committee, they will be submitted to a formal round of approval among all ESP members with voting rights in September 2014.

A Name, Seat and Language of the ESP

A1 The name of the Partnership shall be the ECOSYSTEM SERVICES PARTNERSHIP (ESP).

A2 The seat of the ESP is the address of the host organisation (Currently Foundation for Sustainable Development, PO Box 570, 6700 AN Wageningen, The Netherlands) as the legal entity.

A3 The working language of the ESP shall be English.

B Aims and Activities of the ECOSYSTEM SERVICES PARTNERSHIP

B1 The aims of the ESP are to:

- Enhance communication, coordination and cooperation across the ecosystem services community;
- Build a strong network of individuals and organizations working on the science, policy and practice of ecosystem services;
- Develop and support the science and application of the ecosystem services concept;
- Reduce unnecessary duplication and enhance efficiency of effort in the conceptualization and application of ecosystem services;
- Raise the profile of ecosystem services and promoting good practice; and,
- Increase opportunities for financial support and help focus the funding of individual organizations researching and implementing the concept of ecosystem services.

B2 In order to achieve these aims, the activities of the ESP shall be to:

- Organize ESP Conferences, at least once every 2 years;
- Organize international seminars and workshops and other meetings for effective exchange of knowledge and use of ecosystem services;
- Form and maintain Biome Expert Groups (BEG) to bring together people knowledgeable about ecosystem services assessment and application in specific biomes;
- Form and maintain Thematic Working Groups (TWG) to address specific issues or problems in relation to the science, policy, practice and teaching/training of ecosystem services;
- Form and maintain Sector Working Groups (SWG) to stimulate engagement of specific user groups and stakeholders
- Form and maintain Regional Chapters (RC) and National Networks (NN) to facilitate and stimulate communication among ESP members and organise regional meetings;
- Enhance and support the activities of BEG, TWG, RC, SWG and NN;

- Publish or by other means produce or distribute knowledge about ecosystem services and undertake any appropriate actions, including educational instruction and research activities, to enhance the development and application of ecosystem services;
- Maintain a website and databases (e.g. on membership and ecosystem service assessment topics) and provide other services to its members;
- Support and promote the Ecosystem Services journal (Elsevier), and other key Journals; and,
- Establish cooperation with other organizations that have similar objectives and related fields of interest (e.g. Intergovernmental Platform on Biodiversity and Ecosystem Services IPBES, National Ecosystem Assessment networks, ...).

C Membership

C1 Membership in the ESP is open to all persons or institutions interested in or active in the science, policy and application of ecosystem services.

C2 The following classes of membership are available*. Every class of membership qualifies as a Member in Good Standing.

- Organizations (called Institutional member):
 - Free Institutional member (at the discretion of the Executive Committee)
 - Full member (at normal or reduced fee)
- Individuals:
 - Free Individual member (at the discretion of the Executive Committee)
 - Full member (at normal or reduced fee, including discounted student membership)

(*) Members that provide substantial in-kind support can obtain full membership status without having to pay the membership fee (at the discretion of the Executive Committee)

In addition, 'ESP Friends' are people who create an account on the ESP website which anyone can do at no cost, and which entitles them to receive the free monthly Update. In order to become a full member ESP Friends need to pay the membership fee.

C3 Additional membership classes may be added at the discretion of the Steering Committee, for example classes of discounted reciprocal membership of other relevant professional bodies. The benefits of each membership class are explained in detail on the ESP website.

C4 At the discretion of the Steering Committee, membership in Good Standing can be lost when a member's fees are in arrears for three months after receipt of the invoice.

D The Operational and Governance Structure of the ESP

D1 The Partnership shall carry out its work through the following bodies:

- The Steering Committee (see E)
- The Executive Committee (see F)
- The Secretariat(s) (see G)
- The Regional Chapters and National Networks (see H)
- The Working Groups (see I)
- The Members' Forum (see J)
- The Election Committee (see K)
- Other bodies that may be required as agreed by the Steering Committee

D2 The Governance structure of ESP is defined by the responsibilities of the bodies defined above and their reporting responsibilities.

D3 The Steering Committee is elected by the full members. The Executive Committee is elected by the Steering Committee. The Executive Committee is responsible for the day to day management of the Partnership and will report to the Steering Committee and to the wider membership through the Members' Forum. Membership of the Executive Committee excludes membership of the Steering Committee. The Election Committee is an ad hoc Committee of 3-5 independent full members of the Partnership formed to ensure that the election process to the Steering Committee is open and fair. See K4.

E The Steering Committee

E1 The purpose of the Steering Committee is to advise the Executive Committee, provide oversight of the operation and governance of the ESP, and make broader decisions affecting the general membership of the ESP, including changes in membership fees and membership classes. The Steering Committee normally will meet during an ESP Conference, but may also be convened in any other way, including online meetings, initiated by the Steering Committee Chairs or the Executive Committee.

E2 Membership of the Steering Committee will be restricted to Individual Full Members in Good Standing and representatives of Institutional Full Members in Good Standing. The members of the Steering Committee are elected for four years; re-election is possible. The Steering Committee elections take place at least every four years.

E3 The paying members (Individual Full Members in Good Standing and representatives of Institutional Full Members in Good Standing) shall nominate and elect individuals to positions on the Steering Committee following the procedures described in Section K.

E4. The Steering Committee shall be composed of 30 members. In case the membership is less than 30 persons as less have been elected or elected members have withdrawn from serving on the Steering Committee, the Steering Committee can be completed with additional members up to its full size, with members in good standing serving until the next election under particular conditions which are laid down in E6 and E12.

E5 The Steering Committee shall nominate and elect the members of the Executive Committee as needed taking into consideration F2.

E6. Members of the Executive Committee cannot be a member of the Steering Committee. Any member of the Steering Committee who is elected to the Executive Committee and who accepts this appointment ceases to sit on the Steering Committee. This person may take up his/her position on the Steering Committee again when he/she terminates his/her mandate on the Executive Committee. The remaining period of their membership of the Steering Committee shall extend to the next scheduled election of the Steering Committee, after which it is subject to the election process.

E7 The meeting of the Steering Committee at the ESP Conference will receive reports from the Chair of the Executive Committee and from the Treasurer. These reports shall also be published on the website no later than one month before the Conference. The Steering Committee will discuss the activities of the Executive Committee and will be asked to adopt the decisions met as well as the financial budget. Members of the Executive Committee are allowed to attend the meeting of the

Steering Committee but have no voting rights. The Steering Committee can delegate up to two SC members to attend the Executive committee meeting without voting rights.

E8 Each meeting of the Steering Committee shall receive and consider proposals for new ESP activities and shall ratify new ESP activities, policies, and expenditures when requested by the Executive Committee to do so. The Secretary of the Executive Committee shall prepare the material to implement this process.

E9 Decisions, including the election of the members of the Executive Committee, are preferably based on consensus among the members of the Steering Committee or will be taken by majority vote of the members present.

E10 The Chair and Co-Chair of the Steering Committee shall be elected by the Steering Committee members and cannot be member of the Executive Committee. If the Chair should resign or become unable to serve, the Co-Chair shall act as a replacement until such time as the Steering Committee elects a new chair. The election must be held within three months of the position becoming vacant.

E11 The Chair and Co-Chair of the Steering Committee preside over the Steering Committee meetings and will be responsible for organising the election of the Executive Committee.

E12 If the number of people serving on the Steering Committee is less than 30, the Steering Committee can decide to co-opt paying members (Individual Full Members in Good Standing and representatives of Institutional Full Members in Good Standing) onto the Steering Committee. The co-optation will be dependent on the Steering Committee election results. The first next candidate based on the election results will be invited to become a member of the Steering Committee until there are 30 members. If no voted candidates remain, the Steering Committee, taking into account nominations by the Executive Committee, will appoint new members. The period of their appointment shall not extend beyond the next scheduled election of the Steering Committee, after which they are again subject to normal procedures for re-election.

F The Executive Committee

F1 The Executive Committee will manage the activities and responsibilities of the ESP. This must be at all times in line with the Bylaws and the actions of the Steering Committee, so as to maintain the vitality of ESP and effectively represent the interests of ESP and its membership. The Executive Committee is responsible for maintaining membership roles and provide for effective communication with the membership.

F2. The members of the Executive Committee are elected by the Steering Committee for four years. The Executive Committee is re-elected at least every four years. Membership of the Executive Committee is open to Individual Full Members in Good Standing and representatives of Institutional Full Members in Good Standing. At the end of every four year term, members of the Executive Committee and members of the Steering Committee nominate the candidates for a position in the new Executive Committee. The chairs and co-chairs of the Executive Committee and the Steering Committee facilitate the nomination process.

F3 Membership of the Executive Committee shall be limited to nine persons; a quorum for the Executive Committee shall be at least five. The Executive Committee shall consist of:

- *The Chair.* Duties include presiding at Executive Committee, ensure good governance of the ESP, lead new initiatives for the ESP, receive all Executive Committee-related correspondence and provide guidance to the ESP Conference organization.
- *The Co-Chair.* Duties include providing support wherever needed to the Executive Committee, actively engage in fundraising and providing leadership for certain initiatives as determined by the Executive Committee.
- *The Secretary.* The Secretary supports the Chair and Co-Chair with on-going management of ESP, especially regarding preparing materials for Steering Group Meetings and annual reporting of the ESP working groups. This person will be supported by the Secretariat(s).
- *The Treasurer.* The Treasurer provides financial management for the ESP, oversees the annual financial reporting and leads the fund-raising activities.
- *Coordinators (x3-5).* The three to five Coordinators provide leadership and coordinating roles for the TWG, RC and NN, and BEG, fundraising, networking or any other relevant coordinating role or ESP service as determined by the Executive Committee. There will be no more than five Coordinator positions on the Executive Committee. The Coordinators can receive support from the ESP Secretariat for practical matters.
- *Observers (x2):* The chair and the co-chair may each appoint one Observer to the Executive Committee to represent the Secretariat(s), which are defined in section G. Observers do not count for the maximum number of 9 Executive Committee members and have no voting rights.

F4 If the Chair should resign or become unable to serve, the Co-Chair shall act as a replacement until such time as the Steering Committee elects a new chair, based on nominations by the members of the Executive and Steering Committee in accordance with the nomination procedure in F2. The election must be held within three months of the position becoming vacant.

F5 If the Co-Chair, Secretary, Treasurer or Coordinators should resign or become unable to serve, the office will be filled temporarily by one of the other members of the Executive Committee, as selected by them, until the Steering Committee elects a replacement, based on nominations by the members of the Executive and Steering Committee in accordance with the nomination procedure in F2.

F6 The Executive Committee shall recommend for approval of membership fees to the Steering Committee, with reference to the operating budget for the ESP. The Executive Committee shall, with limited liability, be responsible for income, expenditures, and all financial activities and responsibilities of the ESP.

F7 The Executive Committee, through the Secretary, shall inform the members about activities of the Executive Committee, the Steering Committee, by publication on the website or by other suitable means.

F8 The Executive Committee shall consider potential venues for the next ESP Conference by calling for proposals and then deciding the location as well as advice on other details of the ESP Conference.

F9 The Executive Committee shall act upon proposals to hold supra-regional or other ESP conferences or symposia, to ensure that these activities are consistent with and reinforce the mission of ESP.

F10 When ESP ceases to function effectively, the Executive Committee shall end all its affairs and ensure that any remaining resources are used effectively for advancing the ecosystem services community.

G The Secretariat(s)

G1 The Secretariat(s) are affiliated with the office(s) of the Executive Committee Chair and Co-Chair to provide support to the bodies of the ESP listed in D1.

G2 Tasks of the Secretariat(s) include (but are not limited to) maintenance of the ESP website, membership database, communications and supporting the ESP Conference organisation.

H The Regional Chapters and National Networks

H1 Regional Chapters (RC) are defined by their geographic boundaries and usually cover large areas (at the scale of continents or sub-continents) including several nations. Within a RC, members may organise themselves in informal National Networks (NN). Although NN conform to political boundaries, RC need not conform to political boundaries.

H2 Proposals for new RC or NN should be sent to the RC/NN Coordinator. The RC/NN Coordinator will forward the proposal to the Steering Committee for endorsement. New RC and NN endorsed by the Steering Committee will be announced on the website.

H3 Based on regional needs and possibilities, the RC initiate regional activities in the form of scientific and business meetings, meetings on the application of ecosystem services in policy, planning and management, and in other ways facilitate communication and distribute knowledge on science, education, and application of ecosystem services.

H4 To be confirmed as an ESP RC or NN, there must be a Chair and Co-Chair and a reasonable expectation that the RC or NN will be active in collaborating and organising events in its region. The Chair and Co-Chair must be full ESP member in Good Standing. By establishment of a regional or national organization, measures shall be taken to involve different relevant disciplines and groups, including individual members of ESP.

H5 Each ESP NN shall develop a yearly report on NN member activities, and/or other ecosystem service activities, occurring in their nation. This report will be forwarded to the RC for their region.

H6 Each RC shall collect and collate NN reports in their region. This collection of reports will be synthesised and developed into a report for forwarding to the RC Coordinator within the Executive Committee. The RC Coordinator compiles a report of all RCs that includes an Executive Summary. The RC Coordinator presents this Summary at the ESP Conference. These reports will be published on the website or distributed by other means as appropriate.

I Working Groups

I1 Working Groups around Themes (Thematic Working Groups - TWG), Biomes (Biome Expert Groups - BEG) and Sectors (Sectoral Working Groups - SWG) may be established or linked to ESP, to study and report findings on particular aspects of ecosystem services science, policy or practice, if appropriate in cooperation with other established organisations.

I2 Working Groups may be established either by the Executive Committee to meet a special ESP need or by the Executive Committee pursuant to a recommendation from the Steering Committee. It is at the discretion of the Executive Committee to terminate any Working Group. The Executive Committee can also invite established Working Groups to participate in ESP activities, provided they fulfil the requirements of I3.

I3 Each Working Group shall

- Elect a Chair and Co-Chair as soon as possible after establishment of the Working Group or after its affiliation to ESP. The Chair and Co-Chair must be full ESP member in Good Standing; and,
- Develop a yearly report and send to the WG Coordinator within the EC. The Coordinator compiles a report of all WGs that includes an Executive Summary across WGs and the Coordinator can present this at the ESP conf. These reports will be published on the website or distributed by other means as appropriate.

I4 Individuals may not be members of a Working Group without also being members in Good Standing of the Partnership.

J Members' Forum

J1 The Members' Forum may take the form of a general assembly held at an appropriate time (e.g. at ESP Conferences) or a web-based discussion facility.

J2 The forum shall be the place where annual reports of the Executive Committee and a statement of the accounts are published.

K Election Committee

K1 The Election Committee is an *ad hoc* Committee of three - five individuals, appointed by the Executive Committee to ensure the open and fair running of the elections to the Steering Committee.

K2 Membership of the Election Committee shall be members not seeking election to the Steering Committee.

K3 The duties of the Election Committee are defined by the procedures set down by the Election process described in K4.

K4 Elections shall be held to fill positions on the Steering Committee as needed, following these procedures:

- Elections shall be scheduled by the Executive Committee so as to ensure an orderly and uninterrupted transition between officers, and will do so by appointing an *ad hoc* Election Committee to ensure an open and fair process.
- Elections to the Steering Committee will be held at least every four years. Membership ceases with the new election.
- Elections to the Executive Committee will be held no later than three months following the election result of the Steering Committee.
- Nominations for the Steering Committee will be received by the Election Committee. The Election Committee shall request Steering Committee nominations from all paying members by publication on the website, by email or by other means, at least two months before the scheduled election. Nominations shall be in the hands of the Chair of the Election Committee at least one month before the scheduled election. Any member in Good Standing can be nominated for the Steering Committee, with their written consent, by at least one other member of the ESP. Nominees are expected to be willing to support the interdisciplinary aims of the ESP through the RC, TWG, BEG, and SWG and/or could

contribute to the working of the Executive Committee, Steering Committee or other body that makes up the ESP.

- The Election Committee shall publish a list of all valid candidates. In the event of there being more nominations than there are positions on the Steering Committee, that is, more than 30 nominations, candidates for each position will be elected based on the number of votes they received. The election results will be used to appoint new members of the Steering Committee whenever a position becomes available.
- The results of the election will be announced to all members by the Election Committee on the website or by other means.

L Finances

L1 Income to the ESP Treasury shall be from:

- Membership fees.
 - Donations, grants, contracts, and any other legal income sources that do not compromise ESP objectives and is approved by the Executive Committee.

L2 Expenditures from the ESP Treasury shall be:

- Planned and completed with reference to an annual budget proposed by the Treasurer and approved by the Executive Committee.
- Approved by the Executive Committee if more than € 5,000.
- Approved by the Treasurer and the Chair (or, in emergencies, the Secretary in place of the Chair) if between € 500-5,000.
- At the discretion of the Secretariat(s) if less than € 500
- Documented by official signed receipts submitted to the Treasurer in all cases except petty cash.

L3 All financial transactions and the state of the Treasury shall be promptly and regularly recorded by the Treasurer using normal accounting practices. Annual balance sheets shall be submitted to the Executive Committee and published in the Newsletter, together with a proposed budget for the following year.

L4 In the event of insolvency, major deficit or some other financial crisis, the Treasurer shall immediately inform the Executive Committee.

L5 The Executive Committee shall appoint two suitably experienced Steering Committee members to conduct an internal annual audit of the Treasurer's accounts. In the case of major projects, the Executive Committee should employ an external auditor. The accounts should be presented to the Steering Committee for approval annually, and published to the wider membership via the Members Forum.

L6 The Executive Committee shall have limited liability in the event of insolvency.

M Other Regulations

M1 The business of ESP, including the Executive Committee and Steering Committee work and meetings, may be conducted by mail, telephone, fax, electronic communications, or other means as appropriate.

M2 To ensure proper attention to important issues, like funding, international relations, membership engagement and the international conference, the Executive Committee may appoint

issue committees charged with specific tasks for a limited term and may give them powers to co-opt other members or non-members for particular purposes. These issue committees as well as their members are announced on the ESP website. The chair and members of the issue committees are ESP members. Members of issue committees are invited to participate to meetings of the executive committee or the steering committee whenever the respective co-chairs consider this appropriate but they have no formal voting right. The chairs of the issue committee inform the Steering Committee on their activities and the steering committee will provide advice or opinions to the issue committees.

M3 The Chair, Co-Chair and the Secretary of the Executive Committee in consultation may appoint members to represent ESP at any meetings or conferences at which ESP interests should be represented but that cannot be attended by any members of the Executive Committee.

N Changes of the Bylaws

N1 Proposals for changes to the Bylaws can be made in writing to the Executive Committee (through the Secretary) by any paying member in Good Standing. If approved by the Executive Committee and the Steering Committee, proposed changes must be published on the website to members at least two months before a scheduled vote among paying members in Good Standing on the changes. If approved by a majority of the valid ballots cast, the changes will become effective immediately.