

# AFS Governing Board Conference Call Minutes

December 18, 2015

## Participants

### Governing Board Members:

Ron Essig - AFS President  
Joe Margraf - President-elect  
Steve McMullin - AFS 1st Vice President  
Jesse Trushenski – AFS 2nd Vice President  
Donna Parrish- AFS Immediate Past President  
Kristen Ferry - Northeastern Division President  
Melissa Wuellner - Northcentral Division President  
Dave Coughlin – Southern Division President-elect  
Wes Porak - Southern Division Vice-President  
Jim Bowker – Western Division President  
Cleve Steward - Western Division President-elect  
Tom Bigford - Fish Habitat Section President  
Jeff Olsen – Genetics Section President  
Mark Shrimpton- Physiology Section President  
Ken Kurzawski – Fish Administration Section President  
Doug Munson- Fish Health Section President  
Mark Porath- Fish Management Section President  
Tom Lang- Socioeconomics Section  
Carl Kittel- Fish Culture Section President  
Julie Defilippi – FITS President  
Karin Limburg – Estuaries Section President  
Pam Fuller – Introduced Fish Section President  
Benjamin Walther – Marine Fisheries Section President  
John Boreman- Constitutional Consultant (non-voting)

### Announced Proxies

Margaret Murphy for Yushun Chen, Water Quality Section  
Mark Fincel for Katie Bertrand, Education Section  
Dana Postelthwaite for Mike Garelo, Bioengineering Section

AFS Staff: Dan Cassidy, Denise Spencer, Tom Bigford, Taylor Pool

Guests: Jeff Jolley, Gene Wilde

1. **Quorum confirmed (by Boreman) and meeting called to order at 1:05 p.m. by Essig**
2. **Society Rules and Constitution Changes** - Essig introduced the first agenda item for vote which would amend the Society's Constitution (see Attachment No. 1 below) to more accurately reflect Governing Board and Management Committee roles. Boreman explained how the matter was presented to membership at the Society's business meeting in Portland and how changes were being made to the Constitution aligning roles with the spirit of those expressed and approved at the Portland meeting. If approved, the motion would be sent to the membership for approval.
  - Motion: Margraf; 2<sup>nd</sup> by Bowker
  - Discussion: Comments included how it is a much needed change for yielding efficiencies in Society governance.
  - Approved by unanimous consent.
3. **Proposal for Imperiled Aquatic Species Section** - Essig introduced the second discussion item (see Attachment No. 2 below) concerning proposed bylaws to form a new Imperiled Aquatic Species Section. Gene Wilde provided background on the proposal for the Section and how it was integrated with the Endangered Species Committee.
  - Motion: Trushenski; 2<sup>nd</sup> by Bowker
  - Discussion:
    - Questions were asked about the scope of the Section to include or not include marine species. Wilde explained that the Section would not be limited by fresh water only, but that there are other sections and organizations already addressing marine issues as a practical matter. Wilde also stated that this Section was interested in invertebrate and crustaceans as a suite of aquatic organisms to monitor.
    - It was proposed that the term "Freshwater" be changed to "Aquatic" to cover broader issues.
    - There was discussion about what species were covered by the term "imperiled species." Wilde explained that these were not only endangered species, but also species of conservation concern.
    - There was also discussion about the appointment process for officers of the Section standing committees. Current wording has the AFS President appointing a Section committee chair. It was determined that more flexibility would be available if the proposed bylaws were edited to strike the last sentence of in Section VII, 3C of the bylaws
  - An Amended Motion to (a) replace "Freshwater" with "Aquatic" and (b) delete the last sentence of Section VII, 3C, was offered by Margraf with 2<sup>nd</sup> by Porath; approved by unanimous consent.
  - The original motion as amended was then approved by unanimous consent.
4. **Mid-year (2016) Governing Board Meeting** - Essig provided an update on the next Governing Board meeting to be held April 6 and 7, 2016, in Potomac, MD, not far from the

Society's office. He explained that the meeting will follow the Northeastern Division meeting in Annapolis, MD, and transportation and other travel information will be provided by Society staff next month. The working agenda would cover regular society business on Day 1 along with possible policy issues pertaining to the upcoming U.S. presidential election and work of the Special Committee on Educational Requirements. Day 2 will focus on communications planning to be led by Gwen White.

5. The call was adjourned at 1:55PM.

## Attachment No. 1

**Replace “Governing Board” with “Management Committee” as needed to throughout the Constitution to reflect delegation of responsibilities as approved by the AFS membership during the 2015 Business Meeting in Portland.**

Background: The AFS members attending the annual Business Meeting in Portland approved the following motion:

Amend the Society’s Rules to more accurately reflect the current duties and roles of the Governing Board and Management Committee as follows:

- 4.E. The Governing Board decides Society policies, ~~approves the annual budget as presented by the Management Committee, and transacts other necessary Society business.~~ leads Society strategic planning initiatives, and reviews Society business matters that need membership approval.
- 5.D. The Management Committee meets monthly and handles general oversight of Society operations including budget approval; Executive Director activities and, through him/her, staff activities; society-wide meetings; communications with membership, external partners, and government entities; and matters related to and affecting Society Procedures.
- Replace “Governing Board” with “Management Committee” as needed to throughout the Rules to reflect delegation of responsibilities.

In keeping with the spirit of this motion, there are also five changes that need to be made to the AFS Constitution to reflect the current duties and roles of the Governing Board and Management Committee:

### **ARTICLE VI: Meetings and Voting**

2. In an emergency, the ~~Governing Board~~ Management Committee may cancel or change the place of an annual Society meeting.
3. The Society shall meet once a year. The ~~Governing Board~~ Management Committee sets the time and place of the annual meeting, and may do so two or more years in advance. Only the President may call special meetings with the approval of the ~~Governing Board~~ Management Committee. Unless otherwise specified in the Constitution, meetings are conducted according to the latest edition of Robert’s Rules of Order.

### **ARTICLE VIII: Dues, Fees, and Charges**

1. The ~~Governing Board~~ Management Committee may determine, by a 2/3-majority vote, all Society dues, fees, and charges.
2. The ~~Governing Board~~ Management Committee may elect to transfer a portion of the Society’s annual membership dues to the Divisions and Chapters.

If the Governing Board approves the motion it will be sent out to AFS membership for approval, hopefully in time for the April 2016 mid-year Governing Board meeting.

## Attachment No. 2

**Proposed Motion: Approve the bylaws to form a new Imperiled Aquatic Species Section and send out to AFS membership for a vote.**

Background: A petition to form a new Imperiled Aquatic Species Section has been validated by AFS HQ, and the Constitutional Consultant has cleared the proposed bylaws (Attachment 1). The bylaws include a provision to house the Endangered Species Committee within the Section, although the AFS president still will appoint the chair of that committee. This provision was developed with and approved by the current committee chair, Howard Jelks. Once the Governing Board approves the proposed bylaws they will be sent out to AFS membership for a vote.

# Bylaws

*(with changes incorporated as approved by the Governing Board on December 18, 2015)*

## SECTION I. NAME AND OBJECTIVES.

1. The name of this organization shall be the IMPERILED AQUATIC SPECIES SECTION of the American Fisheries Society, hereinafter referred to as the Section and Society, respectively.
2. The objectives of the Section shall be those of the Society as set forth in Article I of the Constitution. In addition, the purpose of the Section is to promote effective fisheries management by:
  - A. Developing and maintaining an association of persons interested in and involved in conservation and management of imperiled freshwater-aquatic organisms;
  - B. Promoting the conservation of imperiled freshwater-aquatic organisms;
  - C. Encouraging continuing professional growth among Section members and others interested in conservation of imperiled freshwater-aquatic organisms and growth of the conservation field itself by conducting symposia, workshops, short courses, or other activities that contribute to the conservation and management imperiled freshwater-aquatic organisms;
  - D. Collecting, exchanging, and disseminating information relevant to the conservation and management of imperiled freshwater-aquatic organisms; and
  - E. Providing a forum for identifying, bringing attention to, and solving issues and problems relating to the conservation of imperiled freshwater-aquatic organisms.
3. All activities of this Section shall conform to the Society's Constitution, Rules, and Procedures.

## SECTION II. MEMBERSHIP.

Membership in the IMPERILED AQUATIC SPECIES SECTION shall be open to all members in good standing of the Society. Each Section member is entitled to one vote on all matters requiring the approval of the Section membership.

### **SECTION III. MEETINGS AND VOTING.**

1. The Section shall hold at least one meeting annually at a time and place designated by the Executive Committee, typically at the Society's annual meeting. Special meetings may be called by the President with approval of the Executive Committee.
2. The Section may conduct management conferences, workshops, and technical sessions as approved by the Executive Committee.
3. The Section may meet jointly with other organizations, but shall request official organization recognition when cosponsoring meetings.
4. A quorum at an annual meeting for the transaction of official business shall be at least 10 members of the Section.
5. Unless otherwise specified in these Bylaws or the Constitution of the Society, meetings are conducted according to the latest edition of Robert's Rules of Order.
6. Decisions at meetings are by simple majority of Active Members voting at the meetings, except 2/3 majorities are required in special cases such as amending the Bylaws and suspending a Rule. Other less frequently used voting requirements are described in Robert's Rules of Order.
7. Business and voting may be conducted via mail, electronic mail, or other electronic methods in addition to regular or special Section meetings. The Executive Committee must approve in advance the voting method for the issue being considered. All aspects of the vote must conform to these Bylaws.

### **SECTION IV. OFFICERS.**

1. The officers of the Section shall consist of a President, President-Elect, Immediate Past-President, and Secretary-Treasurer.
2. All officers must be members in good standing of the Society and members of the Imperiled Aquatic Species Section.
3. Officers shall be nominated by a Nominating Committee appointed by the President and chaired by the Immediate Past-President. Officers shall be elected by a majority of ballots cast; the election method shall be determined by the Executive Committee.
4. Officers shall serve for a term of two years, or until a successor is elected. The President-Elect and Secretary-Treasurer shall be elected every two years. Terms of newly-elected officers shall change at the Society's annual meeting. The President-Elect shall succeed to the office of President on completion of his

or her term of office. The President shall succeed to the office of Past-President on completion of his or her term of office.

5. At the discretion of the Executive Committee, four Regional Representatives may be appointed for two-year terms.
6. In the event of a vacated position, the Executive Committee shall appoint a qualified replacement to fill the unexpired term.
7. The ballot will consist of at least two nominees who are members in good standing of the Society for each elective office. Votes for write-in candidates can be cast on the official ballot. The ballot will establish a deadline date for the receipt of ballots to be counted prior to the annual meeting. Members shall have at least 30 days to vote. Newly elected officers shall be installed in office at the annual meeting of the Society.
8. No elected officer, Regional Representative, or appointed committee member shall receive any salary or other compensation for services rendered to the Section. Expenses may be defrayed from funds available to the Section when authorized by the Executive Committee.

#### **SECTION V. DUTIES OF OFFICERS.**

1. The President shall:

- A. Preside at all meetings;
- B. Serve as Chair of the Executive Committee;
- C. Appoint all committees and chairpersons thereof, except as may be designated in these Bylaws;
- D. Coordinate the activities of the Section's standing and technical committees and serve as liaison between such committees and the Executive Committee;
- E. Represent the Section to the Society as a member of the Society Governing Board and submit a report of Section activities at the Society Governing Board meetings;
- F. Conduct official correspondence for the Section and present reports of Section activities at the annual meeting;
- G. Make such appointments and perform other duties and functions as are authorized and necessary; and
- H. Proceed to the office of Past-President at the end of the term.

2. The President-Elect shall:

- A. Assume the duties of the President if the President is absent or unable to act;

- B. Serve as Chair of the Awards Committee;
  - C. Chair the Nominating Committee and conduct the election;
  - D. Serve on the Executive Committee; and
  - E. Advance to the office of President at the end of the term.
3. The Secretary-Treasurer shall:
- A. Keep the official records of the Section, keep an itemized account of all receipts and disbursements, collect and be custodian of any fees or assessments authorized by these Bylaws or funds allotted to the Section by the Society;
  - B. Disburse funds only as authorized by either the membership or Executive Committee;
  - C. Present a semi-annual report to the Executive Committee and an annual report to the membership;
  - D. Submit a record of the annual business meeting and a financial report for the Section to the Executive Director of the Society within 30 days after the annual meeting of the Section and at other times as requested by the Governing Board of the Society; and
  - E. Serve on the Executive Committee.
4. The Immediate Past-President shall:
- A. Serve on the Executive Committee;
  - B. Serve on the Nominating Committee;
  - C. Assist the other officers as needed; and
  - D. Update the Section Bylaws, as needed, and distribute the current version to the Executive Committee by September 1<sup>st</sup> of each year.

**SECTION VI. EXECUTIVE COMMITTEE.**

1. The Executive Committee of the Section shall consist of the officers and the Chairman of the Endangered Species Committee.
2. The Executive Committee shall have authority to determine policies and conduct business consistent with the objectives of the Section and the Society's Constitution, Rules, and Procedures. The Executive Committee is authorized to act on behalf of the Section between annual meetings.
3. A quorum is required for transaction of official business at an Executive Committee meeting. A quorum for an Executive Committee meeting shall consist of four of the five members. Executive Committee members can appoint a proxy.



4. Each member of the Executive Committee shall have one vote on Executive Committee decisions. In the event of a tie, the President's vote shall be the deciding vote.
5. Executive Committee meetings are called by the President and are held as needed. Meetings shall be conducted by any means agreeable to a majority of the members (in person, telephone, electronic media, etc.).
6. The Executive Committee can approve individual funding requests up to \$1,000 without a vote of the membership, up to a cumulative maximum of \$3,000 each fiscal year. All requests larger than \$1,000 must be electronically submitted via the Section web page by 1 July each year. The Executive Committee will conduct a preliminary review of all requests. Applications clearing the preliminary review will be distributed electronically to the membership for comment and then presented to the membership for final approval at the annual Section business meeting.

#### **SECTION VII. SECTION COMMITTEES.**

1. Committees and Chairs of committees, except as listed in Sections V and VI of these Bylaws, shall be appointed and charged by the President. Except for Standing Committees, these Section committees shall cease to function upon the discharge of the duties for which they were appointed or with the end of the term of the appointing officer.
2. Standing Committees help the President and the Executive Committee conduct the Section's affairs, and the chairs should report their committees' activities, findings, and recommendations at annual Section meetings and interim meetings of the Executive Committee.
3. The Section has the following Standing Committees:
  - A. Nominating Committee. The nominating committee shall solicit nominations for each elected office and shall then select and forward to the Section membership a slate of at least two candidates for each office for a vote. Committee members shall count the ballots for all elections and announce the results to the President, who will disseminate the results to the membership.
  - B. Awards Committee. The Awards committee shall develop criteria for awards to be bestowed by the Section, solicit nominations for those awards, select awardees for each award, and provide a report to the membership at the annual meeting of the Section.
  - C. Endangered Species Committee. The Endangered Species Committee shall advise the Society on matters concerning endangered and imperiled species. ~~The Committee chair shall be appointed by the Society President.~~
  - D. Newsletter and Web Site Committee. The Newsletter and Website Committee shall be responsible for producing the Section's newsletter and maintaining the Section's Website. The Committee shall consist of the Newsletter and Website Editor, and other Section members as necessary and appointed by the President.

### **SECTION VIII. DUES AND FEES.**

1. The Executive Committee shall establish annual dues subject to approval of the members.
2. The Executive Committee may assess registration fees for meetings or symposia.

### **SECTION IX. BYLAWS AND PROCEDURES.**

1. The Bylaws are the defining document for the Section and take precedence over all other rules and procedures of the Section. The Bylaws cannot be suspended and cannot be changed without prior notice to members.

A. The Bylaws may be amended by a 2/3 majority of members choosing to vote, provided that the proposed amendment(s) are circulated to the members, who will have at least 30 days to vote.

B. In accordance with the Society Constitution, an adopted amendment shall be reviewed by the Society's Constitutional Consultant for conformity with the Constitution, Rules, and Procedures of the Society. The Constitutional Consultant presents the adopted amendment to the Society's Management Committee for approval.

C. Amendments take effect when the Section receives written notice of their approval by the Society's Management Committee from the Society's Executive Director.

2. Procedures are the lowest level of documentation of Section operations. They are established to provide continuity in the conduct of Section business. The Procedures may be suspended or amended by a simple majority of the Executive Committee.