

American Fisheries Society
October 2017 Management Committee Meeting
Monday, October 16, 2017

Participants:

MC Members: Steve McMullin, Jesse Trushenski, Scott Bonar, Brian Murphy, Joe Margraf, Jackie Watson, Rebecca Krogman, Steve Lochmann, Joe Larscheid, John Boreman (Constitutional Consultant, non-voting), Dennis Riecke (Constitutional Consultant Apprentice, non-voting), and Doug Austen (Executive Director non-voting).

AFS Staff: Dan Cassidy, Drue Winters

Emerging Leaders: Dan DauWalter, Hillary Meyers, Sara Turner

Minutes of the Meeting

1. **Meeting called to order** - at 2:05 p.m.(EDT) by McMullin
2. **Quorum established** (by Boreman)
3. **Agenda reviewed and no modifications were suggested**
4. **Policy update** (Winters)–
 - a. AFS, working through CASS, submitted a letter on the Waters of the United States issue to EPA. Further details are on the AFS web site.
 - b. A letter on Pebble Mine was submitted to EPA
 - c. The Officer’s retreat identified a set of priority policy issues for AFS to focus its’ efforts. These include: WOTUS, Recovering America’s Wildlife Act, and the Magnuson-Stevens Act reauthorization. This does not suggest that AFS won’t be involved in other issues but that the majority of efforts will focus on these issues and others will be address as time allows.
5. **Constitutional Consultants report** (Boreman) –
 - a. **Rutgers University student subunit** (Attachment A).

Background: The petition for establishing a new student subunit at Rutgers was unanimously approved by the officers of the AFS Mid-Atlantic Chapter and validated by AFS HQ (Jasmine Sewell). The proposed bylaws (attached) have been reviewed by the AFS Constitutional Consultant and deemed consistent with the AFS Constitution and Rules.

Proposed Motion: Approve the establishment of a new student subunit at Rutgers University.

Motion by Boreman; 2nd by Lochmann. Passed with unanimous consent.

b. **Conflict of Interest statement revisions** (Attachment B)

Background: The current conflict of interest statement in the AFS Procedures, is outdated and does not reflect current AFS operational structure. A series of modifications were recommended by Austen, the document was reviewed by Boreman and the officers, and it is being presented for review and endorsement by the Management Committee. This would then go to the Governing Board for an electronic vote to approve for inclusion in the AFS Procedures Manual.

Motion: To endorse the revised Conflict of Interest statement and send to the Governing Board for adoption into the AFS Procedures Manual

Motion by Boreman; 2nd by Bonar. Passed with unanimous consent

Subsequent Action: The Conflict of Interest Statement was submitted to the Governing Board on October 18, 2017. A majority of Governing Board members voted to approve the statement and it was adopted into the AFS Procedures.

Votes in favor or approval (22): Mark Fincel, Steve Lochmann, Esteben Soto Martinez, Steve Cooke, Craig Bonds, Andrew Todd, Mark Pyron, Wes Neal, Tom Lang, Syma Ebbin, Joe Margraf, Lynn Waterhouse, Randy Schultz, Chris Millard, Cynthia Jones, Wendylee Stott, Jackie Watson, April Croxton, Michael Garrello, Chris Myrick, Joe Larscheid, Justin Davis.

Votes not approving: none

6. Presidents/Officers report

- a. Officer's retreat – President McMullin reviewed the agenda and topics discussed during the AFS Officer's retreat (agenda as Attachment C)
- b. Scott Bonar discussed general plans and ideas for the AFS 150th anniversary year. This has included historical reviews such as Spencer Baird and U.S. Fish Commission beginnings, working with the D.C. Booth Historic Fish Hatchery to acquire displays or even a replica train car used for fish transportation and stocking.
- c. The Southern Division meeting scheduled for Puerto Rico was discussed and it was noted that a final decision on holding the meeting in San Juan will be made by the Division in early November.

7. Executive Director and AFS staff report

- a. Austen described the recent meeting of the National Association of University Fish and Wildlife Programs (NAUFWP) and a request that they consider meeting with AFS at the

Atlantic City meeting or one of our future meetings. Currently NAUFWP meets twice a year (at the TWS and AFWA meetings).

8. **Other items:** none

9. Meeting Adjourned at 3:28 p.m. (EDT)

Attachment A

Bylaws of the Rutgers University Subunit of the Mid-Atlantic Chapter of the American Fisheries Society

Article I. Name and Objectives

1. The name of this organization shall be the Rutgers University Subunit of the Mid-Atlantic Chapter of the American Fisheries Society, hereinafter referred to as the Subunit, Chapter, and Society, respectively.
2. The objectives of the Subunit shall be those of the Chapter, as stated in the bylaws, and Society, as set forth in Article I of the Constitution. In addition, the Subunit also has the following objective:

Encourage the exchange of regional fisheries information among Subunit members, as well as encourage student involvement in the Subunit, Chapter, Division, and Society.

3. All activities of this Subunit shall conform to the Society's Constitution, Rules, and Procedures.

Article II. Membership

1. The membership of the Subunit shall be composed of Rutgers University students having an interest in fisheries.
2. Only active members of the Society may vote, hold office, or chair a committee.

Article III. Officers

1. The officers of the Subunit shall consist of a President, Vice President, Secretary, and Treasurer.
2. All officers must be members in good standing of the Society.
3. Officers shall be nominated by Subunit members.
4. Officers shall be elected by a majority of ballots casts and election methods shall be determined by the Executive Committee.
5. Terms of newly-elected officers shall commence at the Subunit's first annual meeting following the election, and end at the Subunit's following Annual Meeting.
6. The Subunit Officers may be re-elected no more than once, so that the longest a person can serve in a position is two terms.
7. In the event of a vacated position, the Executive Committee shall appoint a qualified replacement to fill the unexpired term.
8. No elected officer or appointed committee member of the Subunit shall receive any salary of other compensation. Expenses associated with Subunit-related activities may be defrayed from funds available to the Subunit when authorized by the Executive Committee.

9. In the event of a cancelled Annual Meeting, the officers and the members of any committees shall continue to serve until the next scheduled meeting.

Article IV. Duties of Officers

1. The President shall:
 - a. Preside at all meetings.
 - b. Serve as Chair of the Executive Committee.
 - c. Appoint all committees.
 - d. Coordinate the activities of the Subunit's standing and special committees, and serve as liaison between such committees and the Executive Committee.
 - e. Represent the Subunit to the Mid-Atlantic Chapter.
 - f. Conduct official correspondence for the Subunit and present reports of Subunit activities at the Annual Meeting.
 - g. Make such appointments and perform other duties and functions as are authorized and necessary.
2. The Vice President shall:
 - a. Serve on the Executive Committee.
 - b. Shall assume the duties of the President in the event of his/her absence or inability to act.
3. The Secretary shall:
 - a. Serve on the Executive Committee.
 - b. Keep the official records of the Subunit.
 - c. Submit minutes of the Subunit's Annual Meeting to the Subunit and President of the Mid-Atlantic Chapter within 30 days after the Subunit's Annual Meeting.
 - d. Conduct the election.
4. The Treasurer shall:
 - a. Serve on the Executive Committee.
 - b. Collect and be custodian of any fees or assessments authorized by these bylaws or funds allotted to the Subunit by the Society.
 - c. Disburse funds only as authorized by the President.
 - d. Submit, at the Subunit's Annual Meeting, the year-end report for the previous fiscal year and a comparison of approved versus actual income and expenditures for the current fiscal year.

Article V. Executive Committee

1. The Executive Committee of the Subunit shall consist of elected officers and other members as appointed by the President.
2. The Executive Committee is authorized to act on behalf of the Subunit between meetings.

3. A majority of voting Executive Committee members constitutes a quorum. A quorum is required for transactions of official business at an Executive Committee meeting. Executive Committee members can appoint proxies.
4. Each member of the Executive Committee shall have one vote on Executive Committee decisions. In the event of a tie, the President may cast the deciding vote.
5. Executive Committee meetings are called by the President.

Article VI. Meetings and Voting

1. The Subunit shall hold at least one meeting annually at a time and place designated by the Executive Committee. Special meetings may be called by the President with approval of the Executive Committee.
2. A quorum is required for transactions of official business and shall be a majority of the eligible voting Subunit membership.
3. Business and voting may be conducted via electronic media.
4. 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.
5. Decisions at meetings are by simple majority of eligible voting members, 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.

Article VII. Subunit Committees

1. Committees and Chairs of committees, except as listed in Articles IV and V of these Bylaws, shall be appointed and charged by the President. Except for Standing Committees, these Subunit 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 Subunit's affairs, and the chairs should report their committees' activities, findings, and recommendations at Subunit meetings and interim meetings of the Executive Committee.

Article VIII. Dues and Fees

1. No dues will be collected for Subunit membership.
2. The Executive Committee may assess registration fees for meetings and special events.

Article IX. Bylaws

1. The Bylaws are the defining document for the Subunit and take precedence over all other rules and procedures of the Subunit. 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 eligible voting members, provided that the proposed amendment(s) are circulated in writing to the membership at least 30 days prior to voting.

- b. In accordance with the Society Constitution, a proposed amendment shall be reviewed by the Society's Constitutional Consultant for conformity with the Constitution, Rules, and Procedures of the Society prior to Subunit vote. The Constitutional Consultant presents the adopted amendment to the Society's Management Committee for approval.
- c. Amendments take effect when the Subunit receives written notice of their approval by the Society's Management Committee from the Society's Executive Director.

Attachment B

AFS Conflict of Interest Policy and Procedures

The purpose of the following policy and procedures is to prevent the personal interest of the American Fisheries Society (AFS) officers, board members, or staff from interfering with the performance of their duties in AFS, or resulting in Personal financial, professional, or political gain on the part of such persons at the expense of AFS or its members, supporters, and other stakeholders.

Definitions

1. **Conflict of Interest** (also Conflict) means a conflict, or the perception or appearance of a conflict, between the personal private interests and the official responsibilities of a person in a position of trust. Persons in a position of trust include staff member, officers, and board members of AFS.
2. **Board** means the AFS Governing Board.
3. **Management Committee** – means the 13 members identified in the AFS Constitution (five officers, 4 division representatives and 4 members of the Governing Board elected to serve on the Management Committee)
4. **Officer** means elected or appointed officer of AFS.
5. **Staff Member or Employee (including adjunct staff)** means a person who receives all or part of her/his income from payments made by AFS.

Policy

It is the policy of AFS that the Board, officers, and employees are expected to avoid any actual or apparent conflict between their own personal interests and the interests of the Society. A conflict of interest can arise when a director, officer, or employee participates in decisions, take actions, or has personal interests that may interfere with his or her objective and effective performance of work for the organization. For example, directors, officers, and employees are expected to avoid actual or apparent conflict in dealings with members, suppliers, customers, competitors, government agencies, and other third parties.

Procedures

1. Full disclosure, by notice in writing, shall be made by the interested parties to the President and the Executive Director in all cases where conflicts of interest may exist, including but not limited to the following:
 - a. An officer or board member is related to another officer, board member or staff member by blood, marriage or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.

- c. A board member, an organization in which the board member has an interest, or a staff member of such organization, stands to benefit from an AFS-related transaction or receives payment from AFS for any subcontract for goods or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
2. Following full disclosure notification to the AFS President and Executive Director of a possible conflict of interest or any condition listed in item 1 above, the President, in consultation with the Executive Director, shall make an initial determination as to the nature of the conflict of interest. If substantive, it will be referred to the Ethics and Professional Conduct Committee for further review. The Ethics and Professional Conduct Committee shall determine whether a conflict of interest exists and, if so, shall notify the President and make a recommendation to the Management Committee which shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the best interests of AFS. Both votes shall be by a majority vote without counting the vote of any interested director. Any actions taken shall be reflected in the official minutes of the Management Committee and Board.
3. A Board member who is formally considering employment with AFS must take a temporary leave of absence from the Board until the position is filled. [This procedure also applies in the case of a relative of a Board member by blood, marriage or domestic partnership seeking employment with AFS]. Such a leave will be taken within the Board member's elected term, which will not be extended because of the leave. A Board member who is formally considering employment with AFS [or is related to an individual seeking employment] must submit a written request for a temporary leave of absence to the Executive Director will inform the AFS President of such a request. The President will bring the request to the Management Committee for action. The request and any actions taken shall be reflected in the official minutes of the Management Committee and Board.
4. An interested Board member, Officer, or staff member shall not participate in any discussion or debate of the Management Committee or Governing Board, or of any committee or subcommittee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.
5. Anyone in a position to make decisions about spending AFS resources (i.e., transactions such as purchases or contracts) – who also stands to benefit from that decision other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions on the actions.

6. A copy of this policy shall be given to all Board members and staff members upon its adoption and/or upon commencement of such person’s relationship with AFS or at the official adoption of the stated policy. Each Board member, officer, and staff member shall sign and date the Conflict of Interest – Disclosure Form upon its promulgation and/or at the beginning of her/his term of service or employment, and once each year thereafter. Failure to sign does not mollify the policy.

This policy and disclosure form must be filed annually by all specified parties. If during the course of the Board member’s, officer’s, or employee’s term of office or employment there is a change in circumstances that may be a potential conflict of interest, the person is required to notify the President and Executive Director of those circumstances within 10 days in order to allow the procedures for evaluating the conflict of interest to be exercised.

Conflict of Interest – Disclosure Form

This form must be filed annually by all specified parties as identified in the above AFS Conflict of Interest Policy Statement. Please complete, print and sign the form, and return it to AFS headquarters as indicated below.

I have no conflict of interest to report

I have the following conflict of interest to report (please specify)

By affixing my signature, I certify my understanding of the implications of this policy.

Signature

Full Name

Date

Completed form to be returned as a pdf or signed paper document to:

American Fisheries Society

Attn: Denise Spencer

425 Barlow Place Ste. 110

Bethesda, MD 20814

or


dspencer@fisheries.org

Attachment C

PROPOSED SCHEDULE
AFS Officers Visit on October 8-11, 2017
Version 2.2, October 4, 2017

DRAFT AGENDA

<u>Date and Time</u>	<u>Topic/Activity</u>	<u>Lead/Assist</u>	<u>Desired Output</u>	<u>Needs/logistics</u>
Sunday, October 8				
Travel day				
Arrival (see below for flight numbers and arrival times) Transportation and check-in at hotel: Cambria Hotel 1 Helen Heneghan Way, Rockville, Maryland http://www.cambriasuitesrockville.com/		For travel information contact: Shawn Johnston: (240) 370-4799 Or Doug: (717) 609-2998	Metro directions – Take Red Line to Shady Grove and get off at the Rockville Station. Walk West across Hungerford Drive (4-lane main road), about 1.5 blocks. Hotel is immediately across from an open outdoor parking lot.	
Dinner at 6:30	Meet in hotel lobby at 6:30 p.m. Walk over to Finnegan’s Wake Irish Pub (2 blocks walk to Rockville Town Center) 100 Gibbs St. unit #F, Rockville, MD 20850 http://www.finneganswakerockville.com/#home-section			
Monday, October 9 (note that this is Columbus Day holiday)				
Meet for breakfast at 7:00 a.m. Depart for AFS at 7:50 a.m.	Depart hotel for AFS office			Austen to provide transportation
8:00-8:30	Coffee and welcome	Austen/Cassidy		Coffee, tea,
8:30 – 9:00	Review plan the 2 days; update on new developments, logistics questions	Austen/McMullin/Cassidy		

9:00-10:15	Morning Theme – Money Review of new AFS financial management system, budgeting, investments and related topics 	Cassidy lead (and any others that Dan would like to have involved)		
10:15 – 10:30	Break			Take lunch orders for Grosvenor Market
10:30-11:15	Financial management (continued)	Cassidy/Austen		
11:15 – 12:00	Development: Moving the AFS Development Program to the next level (and role of the Gov. Board and leadership)	Katrina, Dan and Doug	Re-establishment of a Special Committee on Development(?) or establishment of a standing committee	
Noon – 1:00 p.m.	Lunch (lunch order from Grosvenor Market)			
1:00 – 1:30	Officer and ED travel for 2017-2018 (international, Division and Chapter meetings)	McMullin/Austen		
1:30 – 2:00	Officer assignments to various special tasks – Diversity special committee, CASS, other topics	McMullin/Austen		
2:00 – 2:30	International engagement: 1. WCFS update 2. Engaging African fisheries professionals	Austen Murphy		
2:30 - 2:45	Break			
2:45 – 3:15	AFS 150 th Anniversary <ul style="list-style-type: none"> How do we celebrate 150 years of fisheries science and conservation? 	Bonar, Officers, Austen	Development of special committee for 150 th	

	<ul style="list-style-type: none"> • Future of the Fisheries History Section or assignment of a Special Committee 			
3:15 – 4:45	<u>Various issues:</u> 1. Redefining Meetings Oversight Committee 2. Resource Policy, Resolutions and External Affairs committee discussions 3. NAUFWP – Possible involvement with AFS. Diversity issues and possible Hutton involvement.	McMullin/Austen McMullin/Austen McMullin/Austen		Need committee charges available
4:45-5:15	Wrap up issues and plan for tomorrow			
Depart hotel at 6:40 (reservation at 7:00 p.m.)	La Limena Restaurant http://lalimenarestaurant.com/ 765 Rockville Pike, Rockville, MD 20852 Close to Rockville Town Center and walking distance from Rockville Metro Station. Tel: (301) 424-2733		5 Officers, Austen, Cassidy(?)	
Tuesday, October 10				
Meet for breakfast at 7:00 a.m. Depart for AFS at 7:50 a.m.	Depart hotel for AFS office			Austen to provide transportation
8:00-8:15	Coffee and pastries with AFS staff			Denise to coordinate. pastries (all catering managed by Denise)
8:15-8:30	Check-in, review yesterday's discussions and plan for today	McMullin/Austen		
8:30 – 10:00	<u>Policy and Advocacy:</u> Review of policy program, guidance for engagement, identification of priorities.	Drue/Tom/Doug	Agreement on policy and advocacy development process including approval requirements. Identification	Background documents to be provided to Officers for review.

	CASS and transition to new liaison from AFS	McMullin/Trushenski/ Drue Winters	of needed revisions to AFS Rules and Procedures, if any.	
10:00 – 10:15	Break			
10:15 – 11:15	Marketing and Membership	Martha, Beth, Eva, Katrina, Doug, Dan, Lauren, Juanita	Review plans for renewal and membership campaign. New programs for 2018.	
11:15 – Noon	<u>Annual meetings:</u> 1. Tampa debriefing 2. Plans for AC (2018) 3. Reno (2019) 4. Columbus (2020) 5. Baltimore (2021) 6. Somewhere fun (2022) 7. Puerto Rico 8. Unit Meeting Planning Assistance	Austen, Cassidy, Johnston,	<ul style="list-style-type: none"> • Brief update and next steps for PR • Review of current experience with units and thoughts on how to move forward 	
Noon – 1:00 p.m.	Lunch with AFS staff			Lunch ordered for everyone. Buffet style menu.
1:00 – 1:45	Visit from TWS (Ed Thompson) or SAF (Matt Menashes) -			
1:45 – 2:45	Publications: 1. Update on Wiley contract and transition steps. 2. Grey literature tool 3. Other Reno outputs	Lerner, Austen		
2:45 – 3:00	Break			
3:00 – 4:30	Project reports and updates 1. Governing Board Reporting Tool 2. Awards program 3. Hutton 4. Certification 5. Other issues	Cassidy, Maza, Austen (possibly Jasmine and Mohammed)		

4:30 – 5:00	Wrap-up, review assignments, final issues			
6:30-9:00	Dinner – Mon Ami Gabi http://www.monamigabi.com/home/?loc=bethesda 7239 Woodmont Ave. 301-654-1234	Invite guests to join us for dinner.	Dinner participants: 5 officers Austen, Cassidy(?) Drue, Tom (?) John Rothlisber (USFS) Reggie Harrell (UMD)	
Wednesday, October 11				
Travel day to return home	If any officer would like to continue with additional visits or other work in the D.C. area, we can help facilitate visits, provide transportation or provide other support.			