

**American Fisheries Society
Management Committee Meeting Call
19 January 2016**

Meeting Minutes

Participants

MC Members: Ron Essig, Steve McMullin, Joe Margraf, Dave Coughlan, Ken Kurzawski, Marybeth Brey, Cleve Steward, Mark Porath, Melissa Wuellner, and Doug Austen (non-voting)

Constitutional Consultant: John Boreman

AFS Staff: Denise Spencer, Jasmine Sewell, Dan Cassidy, Jessica Mosley, Taylor Pool, Tom Bigford

Guests: none

The meeting was called to order at 1:02 p.m.

1. Meeting called to order by Essig and quorum established (by Boreman)

2. Approve Agenda

Essig noted the agenda was distributed prior to the call along with the proposed revisions to the procedures manual.

3. Approval of Management Committee minutes from December 21, 2015. Constitutional consultant Boreman reminded the MC to include any appropriate attachments to motions with final MC minutes in order to provide a complete record.

Moved by Margraf, 2nd by Porath; Approved by unanimous consent.

4. Constitutional Consultant Motions

4.1 Proposed Motion: Approve the second round of proposed revisions to the Procedures Manual.

Proposed revisions (Attachment 1) are for the following sections of the Procedures Manual: Governing Board, Management Committee, Conflict of Interest Policy and Procedures, Governance Travel Committee, Guidelines for Preparation of Reports to the Governing Board, Procedures for Electronic Voting, Divisions, Sections, and Chapters and Other Units.

Moved by Margraf; 2nd by Kurzawski ; Passed by unanimous consent

4.2. Proposed Motion: Approve the bylaws forming the new University of New Hampshire Student Subunit.

The Constitutional Consultant has cleared the bylaws (Attachment 2) and the AFS staff (Jasmine) has validated the petition.

Moved by Porath; 2nd by Coughlan; Passed by unanimous consent

5. President's Report (Essig)

- Essig noted that he will be attending the Midwest Fish and Wildlife Conference and North Central Division meeting in Grand Rapids, MI, and the Southern Division in Wheeling, WV.
- More subunit proposals may be forthcoming;
- Established the AFS Special Committee on Fish Management Chemicals which is co-chaired by Bryan Finlayson and Don Skaar. Over the next two years, items that require action by the Special Committee include working with the registrants and the EPA in successful conclusion of the 15-year registration review of rotenone and Antimycin and drafting the next edition of the AFS Rotenone SOP Manual.
- Noted the current work on establishing volunteer network, sometimes referred to as the 4th decade transition for retired members possibly using our database or modifying the job board. This will be built into the new AFS website and may include short-term paid projects.

6. Executive Director's Report (Austen)

- The New Mexico chapter offers a volunteer matching program tool on their web site
- Austen reported on the recent staff hires for Director of Communications position (Martha Wilson) and the Associate Director of Student and Professional Education position (Jessica Mosely). Recruiting for the Development position is active and ongoing.
- USFWS draft MOU has been prepared and outlines the framework of relationships among the partners and will serve as the basis for forming partnership agreements for joint projects
- The AFS web site launched on Jan 13, 2016.
- Site visits have been scheduled in February for selecting a meeting location for AFS's 2020 annual meeting. Venues at this time include Minneapolis, Columbus and Cincinnati, OH and Baltimore.
- Possible topics at future MC meetings
 - Status of the Future of the Nations Fisheries effort
 - Quarterly financial report
- February MC call will be on Tuesday the 16th since Monday is a holiday. The March meeting overlaps with the WD meeting and may need to be rescheduled. The April MC meeting can be held in conjunction with the Mid-year Governing Board meeting.
- Climate Science Centers – With AFS management the CSC review process, the first of three reviews in 2016 kicks off in January with the Northwest Climate Science Center in Corvallis, OR.

7. Financial Update (Cassidy) – For information and financial reports contact Dan Cassidy

8. New business – none

9. Adjourned at 2:04 p.m.

Next MC call at 1:00 p.m. EST, Tuesday, February 16, 2016

Attachment #1

1. Proposed Motion: Approve the second round of proposed revisions to the Procedures Manual.

Background: Proposed revisions (Attachment 1) are for the following sections of the Procedures Manual: Governing Board, Management Committee, Conflict of Interest Policy and Procedures, Governance Travel Committee, Guidelines for Preparation of Reports to the Governing Board, Procedures for Electronic Voting, Divisions, Sections, and Chapters and Other Units. The proposed revisions include:

- Redefining the roles and responsibilities of the Governing Board and Management Committee, based on the motion passed at the 2015 AFS Business Meeting in Portland;
- Disallowing proxies for members of the Management Committee (this has been an accepted past practice in recent years, but never formally stated in the Procedures Manual);
- Establishing a monthly schedule for Management Committee meetings (webinars), and a quarterly schedule for an in-depth review of AFS finances by the Management Committee;
- Removing the text associated with the Governance Travel Committee, since use of webinars mitigates the need for in-person attendance at mid-year Governing Board meetings; and
- Incorporating edits for format, consistency, clarity, and grammar.

This is the second part of what will be eventually several parts offered for the Management Committee to approve that contain changes to the PM based on motions approved by the committee since the Annual Meeting in Little Rock (2013), along with edits for format, consistency, clarity, and grammar. The ultimate intent is to have completed revisions to the PM approved by the Management Committee in time for the Annual Meeting in Kansas City (2015).

GOVERNING BOARD

Purpose

The Governing Board is the ultimate authority for the operation of the Society. It is the equivalent of a board of directors, deciding policy for the Society, authorizing its operations, hiring its Executive Director, and making financial decisions. [The Governing Board decides Society policies, leads Society strategic planning initiatives, and reviews Society business matters that need membership approval](#)

Composition and Meetings

The Governing Board consists of voting and nonvoting members. Voting members are the five elected Society officers, Presidents and Presidents-Elect of the four Divisions, and Presidents of all Sections with at least 50 members at the end of the previous calendar year. Nonvoting members are Presidents of Sections with fewer than 50 members, the President of the Student Subsection of the Education Section, Presidents of Chapters, the Constitutional Consultant, and the Society's Executive Director.

The Governing Board normally meets at three different times and two locations each year. The two fall meetings occur in conjunction with the Society's annual meeting. They normally consist of a one-day meeting before the Society's annual meeting and a one-half-day meeting at the end of the annual meeting; the latter (designated as the Incoming Governing Board

Meeting) includes newly elected officers, new Division Presidents and Presidents-Elect, new Section Presidents, and other representatives. The third meeting is intended as a midyear meeting occurring one day in the spring at a location determined by the AFS President in consultation with the Executive Director.

The Society's President chairs meetings of the Governing Board. Each meeting is operated from an agenda prepared jointly by the Executive Director and the AFS President. [The latest edition of Robert's Rules of Order](#) is the formal guideline for conduct of the meetings.

Meetings are open to the Society's members, who may observe and participate in the discussions as guests recognized by the chair. Guests may not vote or introduce agenda items. The Governing Board may go into a closed (*in camera*) session (i.e., attended only by the Officers, Division and Section representatives, and the Constitutional Consultant) at any time to discuss personnel matters, but the chair must document and announce results of the closed session immediately after its conclusion. The Constitutional Consultant attends *in camera* sessions to provide advice on parliamentary procedure.

Member and nonmember parliamentary rights are summarized as follows:

Executive Director - nonvoting member, makes reports, cannot make motions, and does not attend *in camera* sessions due to possibility of personnel reviews being conducted.

Constitutional Consultant - nonvoting member, can raise agenda items but cannot make motions, and attends *in camera* sessions for parliamentary assistance. As an Active Member, the Constitutional Consultant can make motions in the Society Annual Business Meeting.

Officers, Division Presidents and Presidents-Elect - voting member, can raise agenda items and make motions, and attends *in camera* sessions.

Section ~~presidents~~ Presidents - voting member if the section has at least 50 active members, can raise agenda items and make motions regardless of section size, and attends *in camera* sessions.

Chapter Presidents - nonvoting member, can raise and discuss agenda items as Governing Board members, cannot make motions, and does not attend *in camera* sessions. Chapters do not vote because they are represented on the board by two voting members from their Division.

President of the Student Subsection of the Education Section - nonvoting member, can raise and discuss agenda items as Governing Board members, cannot make motions, and does not attend *in camera* sessions.

Guests - nonmembers, nonvoting, cannot raise agenda items or make motions, does not attend *in camera* sessions, and can speak only if recognized by the Chair.

Committee ~~chairs~~ Chairs - gives reports, can make a motion only if ~~they are~~ also a member of the Governing Board (in a dual role). No second is needed regardless of Governing Board membership unless it is a committee of one person.

Governing Board Meeting Agenda

Governing Board meetings normally cover a specified set of agenda items in addition to old and new business. The following agenda items normally occur:

1. Call to order by the AFS President
2. AFS President's remarks
3. Determination of a quorum
4. Introduction of guests and visitors
5. Executive Director's report
6. Division reports
7. Section reports
8. Standing Committee reports
9. Special Committee reports
10. Auditor's report (spring only)
11. Other business

Responsibilities of Governing Board Members

The Governing ~~Board agenda is characteristically long and substantive and successful completion of the meeting requires the conscientious effort of each member. Committee~~ members have a dual responsibility of representing their constituents (i.e., the Chapter, Division, or Section members that elected them) and representing the Society as a whole. This is a sensitive role that requires a long-term image of what AFS and the fisheries profession can and should be. The importance of this group and each member, voting and nonvoting, cannot be overemphasized. ~~The In 2013, a motion was approved to delegate additional authority to the Management Committee to facilitate the~~ Governing Board's ~~ability to~~ focus is on issues involving strategic policy and planning, and matters affecting the AFS Constitution and Rules, accountability, and the President's plan of work. Even with this delegated authority, the Management Committee would continue to report to the Governing Board on all decisions; however, the Governing Board, with majority approval, would retain the ability to discuss any of these decisions.

Each member of the Governing Board (other than Chapter Presidents) has the following specific responsibilities:

1. Attend the two fall meetings (second meeting being the Incoming Governing Board Meeting immediately following Annual Business Meeting) and the spring meeting of the committee, without financial compensation from AFS.
2. If attendance is impossible, appoint an alternate. The alternate must be appointed as stated in Article IV, paragraph 1.C of the Constitution.
3. Read the agenda and accompanying documents thoroughly before arriving at the meeting, noting areas of special interest for discussion.
4. If appropriate, prepare a report of the unit represented according to the guidelines described elsewhere in these Procedures and, if asked, orally summarize the report at the meeting.
5. Confer with unit officers, Governing Board, and members to determine their opinions regarding agenda items so that discussion and voting will be as representative of the membership as possible.
6. Submit additional agenda items to the AFS President and Executive Director before or as soon as the call for reports is received. All suggested agenda items must be accompanied by background materials and be prepared approximately in the form described elsewhere in the Procedures.
7. At the Governing Board meeting, assure that ~~all~~ important information concerning an agenda item is heard, but that redundancy is eliminated. It is counterproductive for each person to speak on each item or for any item to be acted on without full discussion.
8. Review the latest edition of Robert's Rules of Order, which is the basis for Governing Board operation. Expect to be ruled out-of-order for failing to follow these rules.
9. Recognize that a motion and second are needed before a topic can be discussed. Extended exploratory discussions are not permissible and, more importantly, are not practical as part of an extensive agenda.
10. Remain attentive while the Committee is in session. Expect to be reprimanded by the chair for disruptive or discourteous behavior.
11. Report the results of Governing Board actions to the unit's members and especially to those persons (e.g., committee chairs) directly affected by those actions.

Management Committee

The Management Committee functions as an Executive Committee of the Governing Board, monitoring society activities to ensure that policies and plans approved by the Governing Board are implemented appropriately and guiding the Executive Director in these endeavors. 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. The Management Committee reviews the Executive Director's proposed budget and makes recommendations for Governing

~~Board approval. Beginning in 2013, the Management Committee has the authority to decide routine issues without seeking Governing Board approval.~~ The Management Committee reports to the Governing Board on all decisions; however, the Governing Board, with majority approval, retains the ability to discuss any of these decisions.

The Management Committee comprises the following:

- AFS President (chair), President-elect, First Vice-President, Second Vice-President, and Immediate Past-president.
- The ~~presidents~~ Presidents of two Divisions and ~~presidents~~ Presidents-elect of the two alternative Divisions. The ~~presidents~~ Presidents-elect remain on the Committee through their presidential year, usually attending four Management Committee meetings before rotating off the committee. In the event an appointed Division officer moves from ~~P~~president-elect to ~~P~~president during the course of the year, the officer will retain her/his appointment to the Management Committee. This ensures continuity of membership on the committee. Typically, the ~~presidents~~ Presidents-elect of the Southern Division and Northeast Division begin their service at the ~~Mid-Year~~incoming meeting ~~of in odd~~even~~odd~~-numbered years, while the ~~P~~presidents-elect of the Western and North Central Divisions begin their service in ~~even~~odd-numbered years.
- Four Division or Section members on the Governing Board (voting or not) elected at large by the Governing Board as voting members of the Management Committee; and
- Executive Director, Constitutional Consultant, and such others as the AFS President may appoint (nonvoting on the Governing Board and Management Committee).

~~Due to the frequency of Management Committee meetings and the potential number of topics addressed and issues resolved at each meeting, continuity is an important aspect of efficient committee functioning. Therefore, no proxies are permitted for cases in which a committee member cannot participate in a meeting. In the event of unforeseen circumstances, voting members of the Management Committee may designate proxies for participation at the mid-year and annual meetings of the Management Committee. Such proxies must be designated in writing 15 days prior to the meeting and provided to the Executive Director and President.~~

Responsibilities of Management Committee Members

While the Division representatives serve as a function of their office, appointees from sections are elected to this committee with the confidence of their colleagues on the Governing Board. As such, they are selected as individuals and are not automatically replaced by their successor if section officers change during the year. Appointees from sections have full voting privileges on Management Committee affairs, whether or not their section has a vote on the Governing Board.

The Management Committee communicates monthly via conference calls (as needed) at a time determined by the AFS President (e.g., the third Tuesday of the month, 1:00 pm Eastern Time) to discuss issues and through email as necessary. The AFS President will confirm

scheduling of the calls (or cancel as appropriate), and establish call agendas. Members of the Management Committee should submit agenda items no later than 10 days before a scheduled call. Agendas should be provided by the AFS President to the Management Committee no later than one week prior to the call. ~~Agendas and subsequent discussion will focus on AFS policies and plans, particularly those with budgetary implications.~~ Management Committee members also meet to conduct business during the mid-year meeting, typically held in early March, and at the annual meeting of the Society. These meetings are generally held on the Thursday afternoon before the Governing Board retreat (Friday) and the Governing Board meeting (Saturday). In the absence of a Governing Board retreat, the Committee meets on Friday afternoon. The minutes from all Management Committee meetings will be shared with the Governing Board.

During the ~~monthly mid-year and annual~~ meetings, the Management Committee reviews the Executive Director's proposed budget, approves routine motions, and makes recommendations for Governing Board approval when appropriate. In-depth reviews of AFS finances are undertaken quarterly. The budget review includes such things as: detailed consideration of the Executive Director's proposed changes to dues, fees, and other charges for AFS services; ~~recommendations to the Governing Board on~~ any proposals with financial implications; a review of the status of the Reserve Fund; and guidance on the funding of New Initiatives.

The Management Committee, together with the Executive Director and the AFS Investment Committee, are responsible for ensuring the implementation of policy and guidelines in the Statement of Investment Policy and Objectives, which governs the management of AFS' Long-Term Investments. The Management Committee may recommend modification of the objectives and policies of this Statement and, if necessary, seek approval by the Governing Board.

When AFS units request seed money to support unit meetings, the Management Committee is authorized to approve up to \$10,000 for such requests (seed money is to be returned to AFS from the revenue of the meeting).

The Management Committee also reviews and recommends the President ~~Elect's-elect's~~ Plan of Work for approval by the Governing Board.

Conflict of Interest Policy and Procedures

The purpose of the following policy and procedures is to prevent the personal interests 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 official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of AFS.
2. **Board** means the AFS Governing Board.
3. **Officer** means an elected or appointed officer of AFS.
4. **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, takes 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 Management Committee of the Board 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 of a possible conflict of interest or of any condition listed in item 1 above, the AFS Management Committee shall determine whether a conflict of interest exists and, if so, the Board 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, even if the disinterested directors are less than a quorum, provided that at least one consenting director is disinterested. 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 of AFS, c/o the AFS headquarters office, indicating the time period of the leave. 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 – 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 action.
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 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 nullify the policy.

This policy and disclosure form must be filed annually by all specified parties.

Document based on materials provided by the National Council of Nonprofit Associations

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 (approved by the AFS Governing Board on *DATE*). Please complete the shaded blocks below, 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-form box will expand as necessary):

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

Signature

Full Name

Date

Completed form to be returned to AFS headquarters at:

AFS
Attn: Denise Spencer
5410 Grosvenor Lane, Suite 110
Bethesda, MD 20814

Or Fax to: 301-897-8096

Document based on materials provided by the National Council of Nonprofit Associations

Governance Travel Committee

Purpose:

The need for this AFS Special Committee was realized during the 2007 mid-year meeting of the AFS Governing Board in Atlanta. The purpose of the committee is to invest in the professional development of Governing Board members by providing funding to assist in travel to the mid-year meeting. The Governing Board approved a \$20,000 budget item in 2008 for this endeavor; in addition, the Governing Board stipulated that an applicant's unit or employer must provide some level of matching funds. A 50% match is not necessary; a modest amount of matching funds is acceptable. It was recognized by the GB that travel for some individuals to the mid-year meeting is a problem. Many agencies view this meeting as strictly AFS business and not necessarily of benefit to their organization. Further, many smaller Sections also lack resources to support travel for their President to attend the Mid-year meeting.

Composition:

Chair and two members appointed by the AFS President in three-year rotating terms with one member replaced each year. The three members include the past president of a division, a large section, and a small section.

Duties:

The Governance Travel Committee is charged with development of a set of criteria, soliciting applications from Governing Board members, reviewing and evaluating applications, and providing a list of travel award recipients to the President and Executive Director. The committee's work should be completed annually by 14 January.

Operational Guidelines:

Selection Criteria

Governing Board members or duly designated proxies from Divisions (8 members) and Sections (22 members), including the President of the Student Subsection may apply for a grant.

Priority will be given to Units most in need as described in their submission for a travel grant. Smaller Units with limited fiscal resources will have the highest priority with Divisions having the lowest priority.

If successful grant submissions exceed the budget, all requests will be pro-rated.

Application Submission Process

A statement of need should be included with each grant submission indicating that full reimbursement cannot be provided by employer or unit.

Itemized budget should be submitted with the travel grant request, using best estimate of travel expenses.

A commitment for some travel support (minimum 10%) by individual, unit, or employer should be explicitly stated.

Timelines

Call for applications will be sent to Governing Board members by mid-November and request for travel grants need to be received by the Chair before January 1 via email. Individuals selected to receive travel grants will be notified by January 14.

Actual costs for reimbursements will be submitted to AFS Director no later than 30 days after the meeting including all necessary receipts as listed in the travel rules.

Rules for claiming reimbursement

1. ~~Unless otherwise stated meal, hotel, and mileage reimbursement rates will generally follow those outlined for federally reimbursed (USA) travel policy.~~
2. ~~Itemized receipts (copies acceptable) shall be required for all expenses other than mileage and meals reimbursed under the federal per diem guidelines. Departure and return times must be listed on your expense voucher.~~
3. ~~Meal receipts will not be required for claims made under these rates. Rates for travel days (first and last day) are typically $\frac{3}{4}$ of the maximum rate for that location.~~
4. ~~Phone charges while on travel will be reimbursed and should be primarily for business purposes. Recognizing that overnight travel for the benefit of business requires time away from family; reasonable charges to your residence will be allowed but should be limited.~~
5. ~~Expenses must be itemized and broken down by date, with stated purpose of travel.~~
6. ~~Unless permission is received ahead of time, all air travel shall be at the lowest possible rate that can be obtained on the carrier of choice. Generally, this will mean at coach/economy class rates. Ticket change fees imposed by commercial carriers are an allowable expense if they are necessary. Intention is for travel grants to be awarded and people to be notified by mid-January so affordable airfare can be obtained.~~

- ~~7. Mileage for use of personal vehicle will be paid at the prevailing federal rate. Starting location and ending destination must be listed for each day, along with total miles traveled.~~
- ~~8. Miscellaneous expenses should be documented and accompanied by receipt and must be for business purposes to be eligible for reimbursement.~~
- ~~9. For those traveling from a different country please use a web-based currency exchange tool to calculate rates such as: <http://www.xe.com/ucc/>.~~
- ~~10. AFS reserves the right to deny reimbursement for any expenses in excess of the limits established in this policy or for claims made without proper documentation.~~

Guidelines for Preparation of Reports to the Governing Board

Units provide reports to the Governing Board twice each year, during the Mid-Year Meeting which is generally held in March and at the AFS Annual Meeting which is generally held in August or September. Most committees and units will not have completed their work before the Mid-Year Meeting and may not have action items to present. However, it is very helpful for the Board to have progress reports from all units and plans for the balance of the year. Each ~~Division, Section, and~~ Committee should submit a progress report to the Governing Board.

These reports comprise the briefing book, which will be sent electronically and will be available on our web site a few weeks before the meeting to allow participants to review the reports and come to the meeting prepared for discussion. To meet this posting schedule, the Society office will need to have all reports several weeks before the meeting. The specific deadlines for each meeting will be provided at least 2 months in advance.

Use the format below, which will aid in distinguishing motions with policy and/or financial implications from general activity reports and suggestions for consideration by AFS Staff, Executive Director, Officers, or other Governing Board members. This format will also assist us in referencing the activities of all committees and units within the structure of the AFS Strategic Plan. The Governing Board should be taking action on issues with policy and/or financial implications. Issues of procedure or day-to-day operations of the Society are handled through other mechanisms.

Please limit each motion report to a maximum of 2 pages. Each “motion” report should state clearly what the motion is (the policy or financial action to be taken by AFS), and provide the justification and background for the motion. The specific statement of the motion must be succinct, and indicate clearly what policy or budget action AFS is being asked to undertake. If it is a complicated issue, or one resulting from a lengthier report, please provide the background report as a separate appendix file.

Motion reports should address an important policy or budget decision that your unit wants the Society to approve. Include as motions only items that require a vote by the Governing Board (e.g., items with financial implications, issues of policy for the Society). Do not include as motions “recommendations” for consideration by the Management Committee, requests for additional information, or general encouragement to other units or individuals to participate in a particular activity. These belong in the separate “activity” report noted in item #4 below.

For activity reports, or reports with suggestions or recommendations for further consideration (but no formal motions), please limit your report to no more than 5 pages. If you feel additional information is needed, please provide a separate appendix file.

For a motion to be considered, it must be received by the due date (see section entitled Reports to the Governing Board) and a representative of the unit must be present to make the motion and answer questions about it. This requirement is necessary to insure informed decision making by the Board. If no one from your committee or unit will be present, please arrange an alternate in advance, and ensure your alternate is well-informed about the issue.

The final item of the semi-annual report to the Governing Board is a reminder to all unit officers to provide an annual summary financial report. This will not be copied and distributed to the

Governing Board, but will be reviewed and filed by the Society's Director of Administration and Finance. This item is very important for our overall Society auditing and tax status. Please be sure to send in your financial report.

Format for Governing Board Reports

(please include all sections – note “nothing to report” if a section is intentionally blank)

TO: AFS President

FROM: Unit President or Committee Chair Name, Name of Unit

DATE: date submitted

I. Motion Report – (2 pages max)

(A) Recommended Motion: (State clearly and succinctly the specific action/decision you wish AFS to make.)

(B) Minority View: (Describe briefly any dissenting views against the motion from within your unit.)

(C) Background for Motion: (Explain why the motion is needed-what problem is to be solved, or opportunity to be pursued. Why is this important for AFS?)

II Activity Report (5 pages max)

(A) Charge or Annual Program of Work:

(B) Summary of Outcomes and Accomplishments Organized by Focus Area in Strategic Plan with the appropriate Goal, Strategy, and Target (as possible) referenced from the AFS Strategic Plan, 2005-2009 (www.fisheries.org). Please try to be as specific as possible but we understand it may be difficult to characterize your unit activities beyond the Focus Areas and Goals listed in the AFS Strategic Plan, but doing so will greatly facilitate Society efforts to monitor progress toward the Plan's targets. Avoid stating the same activity under multiple focus areas. Focus Areas include:

Information Transfer and Outreach

Membership Services

Aquatic Stewardship

(C) Recommendations or Suggestions for Future Consideration: Include briefly any suggestions you have for other individuals or units within AFS to respond to your unit's activities, to provide additional information that your unit needs, to consider future activities that AFS might engage in, or challenge other units to take on certain initiatives.

III. Financial Status (provided only to Society Financial Officer and will not be copied and distributed in the briefing book)

This information is needed by the Director of Administration and Finance to confirm the Society's non-profit status. Please provide a copy of your Unit annual financial report for the past fiscal year. This section will not be distributed, but will be reviewed and filed by the AFS Director of Administration and Finance.

Example Midyear Report to the Governing Board

To: Ira Adelman, AFS President

From: Steve Rideout, President, Fisheries Management Section

Date: February 15, 2003

I. Motion Report:

(A) Recommended Motion: Move that the American Fisheries Society support the intent of the Sustainable Forestry Initiative, and suggest that the Initiative could be strengthened by a) electing an American Fisheries Society member to the SFI External Review Panel; b) seeking active AFS participation in on-the-ground certification reviews; and c) improving SFI riparian and road standards.

(B) Minority View: Not Applicable

(C) Background for Motion: See the attachment to this report, a memo from Section member Tom McMahon to Steve Rideout, Section President. We encourage the Governing Board to approve a motion to endorse the intent of the Sustainable Forestry Initiative and specifically seek to have an AFS member elected to the External Review Panel and develop a process, through the Fisheries Management Section and Divisions/Chapters, to participate in “on-the-ground” certification reviews, and propose improvements in SFI’s riparian and road standards. We suggest that AFS support may be shown appropriately by writing a letter to the AFS President (or appropriate officer or director) of the American Forest and Paper Association and/or other organizations overseeing the Sustainable Forestry Initiative.

II. Activity Report

(A) Charge or Annual Program of Work: No specific charge or program of work defined.

(B) Summary of Outcomes and Accomplishments Organized by Focus Area in Strategic Plan with the appropriate goals, strategies, targets referenced.

Information Transfer and Outreach

Goal 3.1. We have contributed to the 4th World Fisheries Congress (see additional info below).

Goal 3.1. We are introducing a Request for Funding process through our Section’s Web Site thanks to the efforts of Fred Janssen, with great input from President-~~Elect~~elect Dave Willis, Past President Tim Hess and Secretary-Treasurer Dirk Miller. This will provide a common format and vehicle for receiving requests and prevent the sometimes last-minute crush that comes during our Annual Business Meeting.

Membership Services

Goal 2.2. Past President Tim Hess is taking the lead on developing a symposium entitled “Utilizing the New State Wildlife Grants and Landowner Incentive Program(s) to Improve Habitat for Fish and Other Aquatic Species in Decline.”

Goal 1.3. Section members voted to support the travel costs for an international member of the Section to attend the 4th World Fisheries Congress. Section Past-President Tim Hess oversaw the successful application of FMS Section Member Robert Arlinghaus from Germany to be sponsored at the 4th World Fisheries Congress this May by support of his travel. This was in addition to the Section’s contribution of \$2,500 to the WFC.

Aquatic Stewardship

Goal 1.1. The Section was asked to review the Sustainable Forestry Initiative of the American Forest and Paper Association (ASPA). Section Member Tom McMahon (Montana Chapter) led the review and provided an analysis for AFS consideration (see attachment). Aspects of his recommendations have been incorporated into a proposed Motion as provided in the beginning of this report.

Goals 1.4, 3.3, and ITO Goal 2.3. In March, our Section will once again be a sponsor of the International Salmonid Habitat Enhancement Workshop (15th this year). Section Past-President Don Duff will be actively involved in the Workshop to be held in March in Salt Lake City following the Annual Meeting of the Western Division – AFS.

(C) Recommendations or Suggestions for Future Consideration: The Section challenges other AFS Units to contribute financial support to the World Fisheries Congress.

III. Financial Status (provided only to Society Financial Officer and will not be copied and distributed in the briefing book): To be provided to the AFS Director of Administration and Finance by the Unit Treasurer.

Procedures for Electronic Voting

A. Purpose

Provides for electronic voting on issues by the AFS membership and the Governing Board to allow broader participation by the membership and more-timely decision-making by the Governing Board.

B. Background

Although meetings rotate around the continent and meeting registration fees are kept as low as possible, the cost to attend the Society business meeting at the annual conference is high for a large segment of the membership. This is a deterrent to regular participation at annual meetings by many AFS members. Typical attendance at a Society business meeting ranges from 300-500 members, which is less than 5 percent of the total membership.

Limited attendance can likewise affect the discussion and passage of items voted on at annual meetings, where the proportion of the membership in attendance is small and may be geographically biased. Further, encouraging international growth and involvement in the Society requires adapting functions to accommodate such members' participation at more levels.

For these reasons, decision-making on important issues such as constitutional or rule amendments, acceptance of resolutions or resource policy statements, election of officers, and other substantial issues may be conducted electronically to allow the largest possible participation by the AFS membership.

While electronic voting by the entire AFS membership allows for greater participation in Society decisions, electronic voting by the Governing Board facilitates the Board's ability to make important decisions more frequently than at semi-annual meetings and allows decisions on routine matters to be handled outside of the semi-annual meetings thus reducing time needed for those meetings.

Any issue that requires a vote of the AFS membership or the Governing Board may be conducted electronically. However, careful consideration should be given to electronic votes on issues that are anticipated to be controversial because in-person discussion may be needed to resolve controversies.

Except for referenda brought forward by petition of AFS members (AFS Constitution, Article VI.6.A), all proposals requiring a vote of the AFS membership must first be approved by the Governing Board. Therefore the electronic voting processes described below are separated into procedures for electronic voting by the AFS membership and procedures for electronic voting by the Governing Board.

C. Electronic voting processes

1. Electronic voting by the entire AFS Membership

- a. Approval to submit an issue for electronic voting

When the Governing Board approves a motion that needs subsequent approval by the AFS membership, the AFS President (~~presiding officer~~) will seek a second motion to submit the previously passed motion to an electronic vote by the AFS membership. If the second motion carries, then the first motion will be presented to the AFS membership for an electronic vote by the procedure described in Section C.1.b. (below). If the motion for an electronic vote fails, then the first motion must be presented to the membership at the subsequent Annual Business Meeting with notification as specified in the AFS Constitution.

b. Presentation for review and comment

The Vote Auditor oversees the electronic voting process, whether it is facilitated by AFS information technology staff or by external service providers.

Notice is provided to members via the AFS list serve with a copy of the Governing Board approved motion, proposal, or amendment posted to the AFS Forum, at a minimum, along with a time limit for initial comment following the process outlined for that type of issue (e.g., at least 30 days advance notice for constitutional amendments). The proposal and notice may also be provided in *Fisheries*, if warranted.

c. Amended proposals

At the close of the comment period, if dialogue is substantial, the Governing Board, at the direction of the AFS President, reconsiders the proposal, adopts appropriate amendments, and presents the amended motion as described in Section C.1.b. As long as, in the judgment of the Governing Board, new information is emerging from the discussions, the proposal will be restated with a new time limit for response.

d. Call the question for voting

When in the judgment of the AFS President further discussion on the issue is not meaningful, the proposal is put forward for electronic voting with a 30-day deadline set for casting a vote. The wording of the final motion and deadline for voting must be announced electronically to the membership and on the AFS website, at a minimum.

The vote will be conducted as one member, one vote with no proxy voting allowed. AFS headquarters will confirm active member status of each voter. Appropriate mechanisms must be used to assure voter confidentiality. Provision will be made for paper ballots to be mailed at the request of any member.

e. Requirements

For an electronic vote to be conclusive, the number of votes cast must meet the quorum and the percentage approval required for that type of issue (e.g., 50 active members required to conduct Society business and 2/3 majority for constitutional amendments).

f. Voting options

The electronic voting options are: Yes/No/Abstention/Reopen Discussion. The Reopen Discussion option is to be selected if the voter determines that the issue has not been vetted to their satisfaction and therefore wishes to reopen discussion.

g. Results of a Reopen Discussion

If the majority of votes are cast for a Reopen Discussion, the electronic vote is cancelled and the process reverts to the discussion stage or is referred to an in-person meeting at the discretion of the AFS President.

h. Conditions for a vote of approval

A motion is approved if the majority of the voters give a positive vote (“Yes”). For decisions where a larger majority is required by Society bylaws, that rule will prevail.

i. Declaration of the outcome

The Vote Auditor determines the outcome of an electronic vote and communicates the result to the AFS President.

The AFS President confirms the result and conveys the final motion and result to the Executive Director for recording in the relevant minutes of a subsequent meeting, such as the next mid-year Governing Board or Society Business Meeting. (The electronic vote would be conducted instead of voting at the meeting, not in addition to voting in person.)

The final motion or action shall be stated and results of all votes shall be published in the next available issue of *Fisheries* and on the AFS website.

2. Electronic Voting by the Governing Board

a. Approval to submit an issue for electronic voting

Proposals requiring a vote of the Governing Board generally arise from the semi-annual reports of units and committees that are presented in the briefing book prior to the mid-year and annual meetings of the Governing Board. Those proposals are typically resolved in those two meetings. However, the Management Committee has periodic conference calls throughout the year and proposals needing Governing Board approval occasionally arise during those calls. With ~~management~~ Management ~~Committee~~ approval, the ~~presiding officer~~ (AFS president/President) will inform the Governing Board electronically of an upcoming vote.

b. Presentation for review and comment

The AFS President oversees the electronic voting process. Notice is provided to Governing Board members via email with a copy of the proposal posted to the AFS Forum along with a 2-week time limit for initial comment.

c. Amended proposals

At the close of the comment period, if dialogue is substantial, the Governing Board, at the direction of the AFS President, reconsiders the proposal, proposes appropriate amendments, and re-posts the item for continuing discussion for another 2 weeks. At the end of this second 2-week discussion period, if dialogue is still substantial and resolution does not seem close, the AFS President should seek a privileged motion to postpone the issue to the next mid-year or annual meeting. If the motion to postpone fails, then the question on the main motion should be called and the vote tallied.

d. Call the question for voting

When it is the judgment of the AFS President that further discussion on the issue is not meaningful, the question is called for electronic voting with a 2-week deadline set for casting a vote. The wording of the final motion and deadline for voting must be announced electronically to the Governing Board.

e. Requirements

For an electronic vote to be conclusive, the number of votes received must meet the quorum and percentage approval required for that type of issue (e.g., 50% of Governing Board members plus one casting a vote and 3/4 majority for constitutional amendments),

f. Voting options

The electronic voting options are: Yes/No/Abstention/Reopen Discussion. The Reopen Discussion option is to be selected if the voter determines that the issue has not been vetted to their satisfaction and therefore wishes to reopen discussion.

g. Results of a Reopen Discussion

If the majority of votes are cast for a Reopen Discussion, the electronic vote is cancelled and the process reverts to the discussion stage or is referred to an in-person meeting at the discretion of the AFS President.

h. Conditions for a vote of approval

A motion is approved if the majority of the voters give a positive vote (“Yes”). For decisions where a larger majority is required by the AFS Constitution, that rule will prevail.

i. Declaration of the outcome

The AFS President determines the outcome of an electronic vote (closure, reopening discussion or referral to an in-person meeting) and communicates the result to the Governing Board members. The Executive Director directs the recording of the outcome of the vote in the relevant minutes of a subsequent meeting, such as the next mid-year Governing Board meeting. If a subsequent AFS membership vote is required for the proposal to become effective, that vote

may be obtained at the next AFS Annual Meeting or by electronic vote of the membership as per the procedures described above.

DIVISIONS

Divisions are the major geographically defined units of the Society (Figure 2, page 8). Each North American member of AFS is automatically a member of one Division, as described in the AFS Bylaws. Division boundaries follow existing political boundaries of states, provinces, or territories and are specifically defined in the AFS Rules.

Divisions represent an important level of participation for many AFS members because the Divisions carry out many of the activities of the Society, but are oriented more closely to the area within each Division's boundary. Divisions often serve as training grounds for members interested in Society activities. Several of the Society Committees, for example, have Division representation.

Purposes

The general purposes and responsibilities of Divisions are as follows:

1. Facilitate communication among members (by newsletters and other means) regarding the conduct of the fisheries profession within the Division's geographic region.
2. Sponsor and perform a wide range of technical activities that advance the status and performance of the fisheries profession in the geographic region, including holding technical meetings and symposia, publishing technical reports and proceedings, conducting technical reviews, and performing Division-wide research and managerial studies.
3. Determine the views of Division members in a variety of ways, including conducting surveys, considering resolutions, commissioning formal and informal studies, and producing position papers.
4. Present the views of Division members to the AFS membership, the profession, the general public, and government decision-makers.
5. Hold annual meetings at which all Bylaw responsibilities are carried out.
6. Participate in the governing of the Society via voting membership on the Governing Board and serving on other Society Committees.
7. Promote the fisheries profession within the Division's boundaries through active and positive relations with journalists, government officials, special interest groups, other professional organizations, and the general public.
8. Promote proper use of aquatic resources by initiating and participating in special projects that increase public awareness, expand participation, improve habitat, and protect fragile resources.

Officers and Duties

Division officers are important to AFS because of their role in both Society and Division functions. These positions are especially demanding of time and creativity. Division officers must have intense interest in, and knowledge of, regional issues; at the same time, regional

interests must be balanced against national and international interests when Division officers act on behalf of the Society.

Each Division is required to have a minimum of a President, a President-~~Elect~~elect, and a Secretary/Treasurer or a Secretary and a Treasurer. Each officer has specific duties assigned by the Division's Bylaws. In addition, Division officers have the following duties for the Society:

President:

1. Serves as a voting member of the Society Governing Board, attending the three meetings per year, and performing all duties as described in the Governing Board Chapter of these procedures.
2. Serves as a voting member of the Management Committee in year appointed by the Society President.
3. Serves as a voting member of the Certification Board of Appeals (if qualified as a Certified Fisheries Professional).
4. Prepares mid-year and annual reports of the Division's activities for presentation at the mid-year and annual Governing Board meetings, including Chapter activities within the Division.

President-~~Elect~~elect:

1. Serves as a voting member of the Society Governing Board, attending the three meetings per year, and performing all duties as described in the Governing Board Chapter of these procedures.
2. Serves as a voting member of the Management Committee in year appointed by the Society President.

Secretary:

1. Sends minutes of annual meeting to the AFS Executive Director within 30 days after the annual Division meeting.
2. Forwards historical records of the activities, minutes, individuals, and other aspects of the Division to AFS headquarters, as requested.
3. Informs the Executive Director, the Chapter Presidents within the Division, and appropriate Society staff of changes in officers, dates and locations of meetings, and other necessary information.
4. Distributes copies of resolutions to the Executive Director, Society officers, other units, and appropriate individuals or agencies, as instructed in the resolution.
5. Forwards any proposed Bylaw changes to the Executive Director for review by the AFS Constitutional Consultant prior to presentation of changes to the Society's Governing Board for approval.
6. Orders a Past-President's plaque (from AFS staff) to be presented at the annual Division meeting.

7. Prepares occasional write-ups for *Fisheries* concerning Division activities and programs.

Treasurer:

1. Receives, holds, invests, and disburses funds as needed for Division function as approved by Society and Division Constitution, Bylaws, Rules, and Procedures.
2. Maintains financial records in standard accounting format for review by Society officers and staff as needed or required.

Elected Representative to Society Nominating Committee

1. Serves as a voting member of the Committee, and in this capacity represents the opinions of the Division.

Standing Committees

Most Divisions define several standing committees in their Bylaws, representing the functions [thatwhich](#) are essential to organizational life. As a minimum, the following committees are recommended:

1. **Executive**, which oversees all Division functions and authorizes all Division activities.
2. **Nominating**, which recommends candidates for officers and which may collect and tally ballots.
3. **Membership**, which recruits new members for the Division and the Society and ensures continued membership of current members. Chair of this Committee automatically serves as a voting member of the Society Membership Committee.
4. **Resolutions**, which develops and recommends resolutions for consideration by the Division membership. Chair of this Committee automatically serves as a voting member of the Society Resolutions Committee.

SECTIONS

Sections are units of the Society defined by professional interests and are intended to advance the Society's objectives within the various disciplines of fisheries science and practice. Sections share the general purposes of the Society, but restrict their activities to their specified interest area. A Section may also create smaller organizational units within it to serve its purposes, but these units shall not act without Section approval. Sections have no geographic boundaries.

Sections are formed when a group of AFS members decides that sufficient interest exists in a particular fishery science discipline to enable a unit devoted to that topic to have long-term viability. Sections can also be formed when personnel of a long-standing special committee take the appropriate steps. Steps involved in Section formation and dissolution are described in the AFS Constitution printed in the [AFS Membership Directory and Handbook](#).

Purposes

The general purposes and responsibilities of Sections are ~~as the following~~ follow:

1. Facilitate communication among members (by newsletters and other means) regarding new developments in the professional interest-area of the Section.
2. Hold meetings, publish works, and perform other activities on a technical and semi-technical level that advance the status and performance of professionals with the specified interests.
3. Determine the views of Section members relative to issues within the interest-area of the Section, for example, by conducting surveys, considering resolutions, and convening panels of experts.
4. Present the views of Section members to the AFS membership, the profession, the public, and governmental decision-makers.
5. Hold annual Section meetings at which all Bylaw responsibilities are carried out.
6. Serve as technical advisors to AFS officers and staff and to government agencies on topics relating to the professional focus of the Section.
7. Promote the fisheries profession and membership in AFS among interest-area professionals and through active and positive relations with journalists, government officials, special interest groups, other professional organizations, and the general public.
8. Promote wise use of aquatic resources by initiating and participating in special projects that increase public awareness, expand participation, improve habitat, and protect fragile resources.
9. Maintain Section membership at a level that permits comprehensive representation of the Section's interest area (and ideally at a membership level over 50 to permit a vote on the Society's Governing Board).

Officers and Duties

Each Section is required to have a minimum of a President, a President-~~Elect~~elect, and a Secretary/Treasurer or a Secretary and a Treasurer. Each officer has specific duties assigned by the Section's Bylaws. In addition Section officers have the following duties for the Society:

President:

1. Serves as a member of the Society's Governing Board, attends the three meetings per year, and performs all duties as described in Chapter 3.
2. Serves as a voting member of the Management Committee if elected as a member at large by the Governing Board.
3. Prepares mid-year and annual reports of the Section's activities for presentation at the mid-year and annual Executive Committee meetings.

President-~~Elect~~elect:

1. Represents, as a proxy, the President if the current President is unable to attend a Governing Board Meeting.

Secretary:

1. Sends minutes of annual meeting to the AFS Executive Director within 30 days after the annual Section meeting.
2. Forwards historical records of activities, minutes, individuals, and other aspects of the Section to AFS headquarters, as requested.
3. Informs the Executive Director and appropriate Society staff of changes in officers, dates and locations of meetings, and other necessary information.
4. Distributes copies of resolutions to the Executive Director, Society officers, other units, and appropriate individuals or agencies, as instructed in the resolution.
5. Forwards any proposed Bylaw changes to the Executive Director for review by the AFS Constitutional Consultant prior to presentation of changes to the Society's Governing Board for approval.
6. Orders a Past-President's plaque (from AFS staff) to be presented at the annual Section meeting.
7. Prepares occasional write-ups for *Fisheries* concerning Section activities and programs.

Treasurer:

1. Receives, holds, invests, and disburses funds as needed for Section function as approved by Society and Section Constitution, Bylaws, Rules, and Procedures.
2. Maintains financial records in standard accounting format for review by Society officers and staff as needed or required.

Standing Committees

Most Sections define several standing committees in their Bylaws, representing the functions which are essential to organizational life. As a minimum, the following committees are recommended:

1. **Executive**, which oversees all Section functions and authorizes all Section activities.
2. **Nominating**, which recommends candidates for officers and which may collect and tally ballots.
3. **Membership**, which recruits new members for the Section and the Society and ensures continued membership of current members. Must be aggressive because of the need to recruit and then retain the 50 members required for a voting membership on AFS Governing Board.
4. **Resolutions**, which develops and recommends resolutions for consideration by the Section membership.

CHAPTERS AND OTHER UNITS

Chapters are the smallest geographically defined units recognized as being operationally independent in the Constitution. They share the purposes of the Society but are intended to advance the Society's objectives over more localized areas than Divisions, this area being specified in their Bylaws.

Chapters generally provide for interaction among professionals within limited areas, such as individual states or provinces (e.g., [Ohio-Ontario](#) Chapter), contiguous states or provinces (e.g., the [California-Nevada-Washington-British Columbia](#) Chapter), or areas united by common interest (e.g., the Potomac or Tidewater Chapters). Chapters are technically units of Divisions; however, Chapters may form in areas not covered by existing Divisions. Chapter boundaries may not cross Division lines, but otherwise they need not follow political boundaries.

Chapters may create smaller organizational units with various titles, organization, and purposes. These subsidiary units may not act without the unit's approval. Under the Constitution, this is the mechanism for creating groups covering even smaller geographic areas (e.g., [the Palouse Unit of the Idaho Chapter](#) and Student Subunits within state Chapters).

Chapters and any other smaller organizational units are formed when a group of members decides that sufficient interest exists to support a viable long-term organization. Steps involved in Chapter formation and dissolution are described in the AFS Constitution, printed in the [AFS Membership Directory and Handbook](#), available on the AFS web site (www.fisheries.org) or from the Constitutional Consultant.

Members interested in forming new Chapters or units should recognize that such groups often appear viable because of the interest of a few motivated individuals. When these individuals relocate or become involved in other activities, a Chapter may become inactive. The difficulty of maintaining a viable Chapter or smaller organizational unit increases as the geographic area or topic breadth decreases. Student Subunits, for example, may be particularly prone to instability because of the transitory nature of the membership. Student Subunits may only be formed under the umbrella of an active Chapter.

Chapters and other subsidiary units may recognize affiliate members (individuals who are not members of the Society), but affiliates should be strongly encouraged to join the Society. All officers of any unit, committee chairs, and individuals voting on unit affairs, however, must be Society members, except as indicated in the case of jointly affiliated Student Subunits.

Joint Student Subunits

The AFS Constitution accommodates society subunits that have joint affiliation with the AFS and at least one other professional society, such as The Wildlife Society (TWS). These subunits are typically desired at institutions where:

- 1) The small number of students in a program is inadequate to support two separate units; or
- 2) Students in undergraduate or interdisciplinary programs are not segregated into separate disciplines of wildlife and fisheries.

To avoid unnecessary duplication of officer functions, a single set of officers could provide leadership to a mixed group of student subunit members belonging to multiple professional societies, including AFS, provided that:

- 1) The bylaws and function of the joint organization comply with all AFS requirements (e.g., the secretary sends meeting notes to the AFS Executive Director; the treasurer makes financial records available upon request);
- 2) Either the President or Vice President is an AFS member (alternating, if a President-Elect automatically becomes President);
- 3) The faculty advisor is a member of both societies or there are co-advisors with at least one being an AFS member;
- 4) There are at least six AFS members who can serve as officers or chairs of any committees that specifically address AFS functions; and
- 5) The AFS Governing Board recognizes that upon dissolution of the subunit, assets will be distributed at the discretion of the joint unit.

Purposes

The general purposes and responsibilities of Chapters are as follows:

1. Facilitate communication among members (by newsletters and other means) regarding fisheries science issues and the conduct of the fisheries profession within the Chapter's region.
2. Hold meetings, publish works, and perform other activities on a technical and semi-technical level that advance the status and performance of the fisheries profession within the Chapter's region.
3. Determine the views of members relative to professional topics affecting their performance, for example, by conducting surveys and considering resolutions.
4. Present the views of Chapter members to the Division membership, the AFS membership, and to the general public and government agencies within the Chapter's boundaries.
5. Hold annual meetings at which all Bylaw responsibilities are carried out.
6. Serve as technical and professional advisors to government agencies within the Chapter's region.
7. Promote the fisheries profession within the Chapter's boundaries through active and positive relations with journalists, government officials, special interest groups, other professional organizations, and the general public.
8. Promote proper use of aquatic resources by initiating and participating in special projects that increase public awareness, expand participation, improve habitat, and protect fragile resources.

Officers and Duties

Each Chapter is required to have at least a President, a President-~~Elect~~elect, and a Secretary/Treasurer or a Secretary and a Treasurer. Each officer has specific duties assigned by the Chapter's Bylaws. In addition, Chapter officers have the following duties for the Society:

President:

1. Extends an invitation to the Division President to attend the annual Chapter meeting (and any other general activities of the Chapter).
2. Serves as a voting member of the Division's Executive Committee and attends all meetings of that Committee.
3. Prepares mid-year and annual reports of the Chapter's activities for presentation at the annual Division meeting and attends if possible.
4. Serves as a nonvoting member of the Society Governing Board and attends meetings, if possible.

President-~~Elect~~elect:

1. Represents, as a proxy, the President if the current President is unable to attend a Division Executive Committee Meeting.

Secretary:

1. Sends minutes of annual meeting to the AFS Executive Director within 30 days after the annual Chapter meeting. Minutes and newsletters should also be sent to the Division President.
2. Forwards historical records of the activities, minutes, individuals, and other aspects of the Chapter to AFS headquarters, as requested.
3. Informs the Executive Director, the Division President, and appropriate Society staff of changes in officers, dates and locations of meetings, and other necessary information.
4. Distributes copies of resolutions to the Executive Director, Society officers, the Division President, and appropriate individuals or agencies, as instructed in the resolution.
5. Forwards any proposed Bylaw changes to the Executive Director for review by the AFS Constitutional Consultant prior to presentation of changes to the Society's Governing Board for approval.
6. Orders a Past-President's certificate (from AFS staff) to be presented at the annual Chapter meeting.
7. Prepares occasional write-ups for *Fisheries* concerning Chapter activities and programs

Treasurer:

1. Receives, holds, invests, and disburses funds as needed for Chapter function as approved by Society and Chapter Constitution, Bylaws, Rules, and Procedures.
2. Maintains financial records in standard accounting format for review by Society officers and staff as needed or required.

Standing Committees

Most Chapters include a variety of standing committees in their Bylaws, representing the functions which are essential to organizational life. As a minimum, the following committees are recommended:

1. **Executive**, which oversees all Chapter functions and authorizes all Chapter activities.
2. **Nominating**, which recommends candidates for officers and which may collect and tally ballots.
3. **Membership**, which recruits new members for the Chapter and the Society and ensures continued membership of current members.
4. **Resolutions**, which develops and recommends resolutions for consideration by the Chapter membership.

Attachment #2

Bylaws of the University of New Hampshire Student Subunit of the Atlantic International Chapter of the American Fisheries Society

ARTICLE I. Name and Objectives

1. The name of this organization shall be the University of New Hampshire Student Subunit of the Atlantic International 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 Society as set forth in ARTICLE I of the Constitution. In addition, the Subunit also has the following objectives:
 - a. Advance knowledge of fisheries, aquaculture, and aquatic science at UNH;
 - b. Promote the professional development of UNH students; and
 - c. Facilitate collaboration among students and fisheries and aquaculture professionals at UNH.
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 those UNH students, faculty, and alumni who are interested in fisheries and aquatic science and who are Active Members of the Chapter.
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, a Vice President, and a Secretary-Treasurer.
2. All officers must be members in good standing of the Society.
3. Officers shall be nominated by a Nominating Committee. Officers shall be elected by a majority of ballots cast and election methods shall be determined by the Executive Committee.
4. Terms of newly elected officers shall change at the beginning of the academic year.

5. The Subunit Officers shall serve for a period of one year in each office, and shall be ineligible for re-election for a period of one year after the expiration of their term.
6. In the event of a vacated position, the Executive Committee shall appoint a qualified replacement to fill the unexpired term.
7. No elected officer or appointed committee member of the Subunit shall receive any salary or other compensation. Expenses may be defrayed from funds available to the Subunit when authorized by the Executive Committee.
8. The Advisor of the Subunit shall be a UNH faculty member.

ARTICLE IV. Duties of Officers

1. The President shall:
 - a. Preside at all meetings;
 - b. Serve as Chair of the Executive Committee;
 - c. Represent the Subunit to the Chapter;
 - d. Appoint all committees except the Nominating Committee;
 - e. Coordinate the activities of the Subunit's standing and technical committees, and serve as liaison between such committees and the Executive Committee;
 - f. Conduct official correspondence for the Subunit and present a report of Subunit activities at the annual meeting; and
 - g. Make such appointments and perform other duties and functions as are authorized and necessary.
2. The Vice President shall:
 - a. Assume the duties of the President, if the President is absent or unable to act;
 - b. Chair the Nominating committee, and address student membership concerns of the Subunit;
 - c. Serve on the Executive Committee; and
 - d. Advance to the office of President at the end of the term.
3. The Secretary-Treasurer shall:
 - a. Keep the official records of the Subunit, and collect and be custodian of any fees or assessments authorized by these bylaws or funds allotted to the Subunit by the Society;
 - b. Disburse funds only as authorized by either the membership or Executive Committee;
 - c. Submit, at the annual Subunit 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;

- d. Submit a record of receipts and disbursements at the Annual Chapter meeting, establish necessary banking arrangements, prepare and file necessary tax returns and other official documents necessary to keep the Subunit in good legal and financial standing, and maintain financial records for review by Society officers and staff as needed or required;
- e. Submit minutes of the annual Subunit business meeting to the Executive Director and to the secretary-treasurer of the Chapter within 30 days after the annual Subunit meeting;
- f. Serve on the Executive Committee.

ARTICLE V. Executive Committee

1. The Executive Committee of the Subunit shall consist of elected officers, and other members as appointed by the President. Those with voting privileges shall be the President, Vice President, and Secretary-Treasurer.
2. The Executive Committee is authorized to act on behalf of the Subunit 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 all three members. Executive Committee members can appoint a proxy.
4. Each member of the Executive Committee shall have one vote on Executive Committee decisions.
5. Executive Committee meetings are called by the President and are typically held two times per year.

ARTICLE VI. Meetings and Voting

1. The Subunit shall meet at least once per semester at a place designated by its Executive Committee. Special meetings may be called by the President with approval of the Executive Committee.
2. A quorum is required for transaction of official business and shall be thirty percent of the Subunit membership.
3. Business and voting may be conducted via mail or electronic media, if approved by the Executive Committee.
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 Active Members voting, except 2/3 majorities are required in special cases such as amending the Bylaws and suspending a Rule.

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 annual Subunit meetings and interim meetings of the Executive Committee.

3. The Subunit has established the following Standing Committees:

a. Nominating Committee. — Prepare a slate of candidates for the Subunit offices of Vice President and Secretary-Treasurer. At least two candidates must be named for these offices. The Chair of the committee shall direct the nomination and voting procedure and tally the votes.

ARTICLE VIII. Dues and Fees

1. The Executive Committee shall establish annual dues subject to approval of the members voting at the annual meeting.

2. The Executive Committee may assess registration fees for annual meetings.

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 Active Members choosing to vote, provided that the proposed amendment(s) are circulated in writing to the membership at least 30 days prior to voting. If voting is by mail ballot, members must be given at least 30 days to return their ballots.

b. Following approval by the Subunit membership, bylaws amendments must be submitted to the Chapter President and the Society Constitutional Consultant within 45 days of Subunit approval of the amendment.

c. Changes to the Subunit Bylaws must be submitted and approved by the Executive Committee of the Chapter before taking effect.

- d. 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.
- e. Amendments take effect when the Unit receives written notice of their approval by the Management Committee from the Society Executive Director.