



Management Committee DRAFT Meeting Minutes Friday, June 9, 2023

Participants:

Management Committee Members:

April Croxton, Cecil Jennings, Miguel Garcia Bermudez, Gary Whelan, Leanne Roulson, Eric Fetherman, Julie Carter, Susan Cushman, Brian Nerbonne, Heather Stewart, Laurie Earley, Jeff Heindel, Randy Shultz (Constitutional Consultant, non-voting), Doug Austen (Executive Director, non-voting)

ELMA: Tyler Plum

AFS Staff: Dan Cassidy, Kelly Kotche, Lauren Maza, Laura Hendee, Ashley Berniche

Key Tasks:

1. Division leadership should review the proposed officer travel policy to chapter meetings with chapter leadership. This should be done such that this policy can be fully discussed and addressed at the Grand Rapids AFS meeting.

Minutes of the Meeting:

1. **Welcome/Determination of Quorum** (need 7 members) - April Croxton and Randy Schultz. Quorum was established by Randy Schultz.
2. **Approval of Agenda**- April Croxton. Approved by unanimous consent.
3. **Review of April 7, 2023, Management Committee minutes** – Motion to approve the minutes by Laurie Earley with 2nd by Gary Whelan. Approved by unanimous consent. Review status of tasks identified at recent MC meetings. These include:
 - a. Re-establishment of Development Committee – STATUS In Progress with update by Jenna Hanks.
 - b. Travel policy update – COMPLETED and on today's agenda.
 - c. All AFS committees need to be sure to complete the mid-year committee report form.
 - d. Meetings Oversight Committee should review the guidance for establishment of AFS annual meeting registration rates. STATUS – MOC not yet reconvened.
 - e. The AFS DEI committee needs representatives from each of the AFS Divisions.
 - f. AFS Rules language for establishment of proxy (alternate representatives) for the Management Committee was remanded to the Management Committee for further refinement. Once completed this will be brought back to the Governing Board for reconsideration. NOT COMPLETED
 - g. Work with TWS and CASS to develop options for possible joint meetings and return recommendations to the Governing Board – STATUS - Information shared with CASS and TWS. Discussions between TWS CEO Ed Arnett and Austen recommend establishing a small

group to work on possible date and location options. CASS is establishing a JASM working group to explore options.

- h. Develop contract with commercial realtor to explore building sale/lease options – STATUS- Cassidy continuing to pursue options.
- i. Establish the Nominating Committee with a target date of May 15, 2023. The four AFS Divisions will need to submit the names of their representatives and selection of the at-large members will need to be done prior to May 15. COMPLETED by Divisions, final “at-large” committee composition and vice chair not yet appointed.

4. **Constitutional Consultant Report - Randy Schultz**

- a. Travel guidance – Attachment A (Austen to review) – Focus of discussion during the MC meeting should be on the AFS unit travel by officers. Officers will provide further recommendations on the international travel issue and development of annual plans. The goal is to take the comments, revise the procedures language and revisit at the July MC meeting.
General Discussion: Austen reviewed the draft language from the AFS Procedures Manual that described the policy on travel by AFS officers to international, national, division and chapter meetings. The focus of the discussion focused on officer travel to division meetings where the officer travels to the meeting and the division covers registration and hotel. There is an interest in including a similar arrangement for officer travel to chapter meetings. However, this would be on a rotating 3-year basis. For staff, the support by the chapter would be less and would only include complimentary registration.
Laurie Earley – noted that chapters do appreciate the officer attendance but would like to coordinate the arrangements as early as possible. This should also include the expectations for officers to speak at the meeting. All of these details need to be worked out as far in advance as possible.
April Croxton – Agreed that all arrangements should be made as early as possible. Expectations should be limited to updates on AFS activities from the national level but not to impinge upon the event in an unplanned manner. Agreement with Laurie Earley that any expectations for travel support should be done well in advance of the meeting with full agreement by the chapter leadership and the officer.
Request to Division leaders – Discuss this policy with chapter leaders to get their response or willingness to help make this work with the officers.

Action on motions 4b-4f were combined into a single motion by the Constitutional Consultant. Instructions were provided that any Management Committee member can ask that the question be “divided” such that each motion would be treated separately. The combined motions were then moved by Schultz with a 2nd by Whelan. The combined motion was then adopted by unanimous consent.

- b. **Motion:** Approve proposed bylaw changes of the Western Division of the American Fisheries Society (Attachment B)

Background: The proposed bylaws were reviewed by the Constitutional Consultant and deemed consistent with the AFS Constitution and Rules. Notable changes:

- i. Nominating Committee updates
- ii. Establish a previous Special Committee as a Standing Committee (Western Native Fishes Committee).

- c. **Motion:** Approve proposed bylaw changes of the North Central Division of the American Fisheries Society ([Attachment C](#)).

Background: The proposed bylaws were reviewed by the Constitutional Consultant and deemed consistent with the AFS Constitution and Rules. Notable changes:

- i. Funding request timing and amount.
- ii. Combining Early Career Professionals and Student Affairs Committee.
- iii. Established Urban and Community Fisheries Technical Committee.

- d. **Motion:** Approve proposed bylaw changes of the Idaho Chapter of the American Fisheries Society ([Attachment D](#)).

Background: The proposed bylaws were reviewed by the Constitutional Consultant and deemed consistent with the AFS Constitution and Rules. Notable changes:

- i. Past President established as a full voting member of EXCOM (that position is currently an ex officio member).
- ii. Streamlined and clarified the definition of a Chapter member to be consistent with AFS membership, as we discussed at the unit leaders workshop at the Spokane meeting.
- iii. Modified voting procedures to accommodate electronic voting, and eliminated mail (paper) voting as an option.
- iv. Established quorum for transactions of official business (20% of active members).

- e. **Motion:** Approve establishment of the University of Maryland Student Subunit of the Tidewater Chapter and American Fisheries Society ([Attachment E](#)).

Background: The proposed bylaws were reviewed by the Constitutional Consultant and deemed consistent with the AFS Constitution and Rules.

- f. **Motion:** Approve establishment of the University of North Texas Student Subunit of the American Fisheries Society ([Attachment F](#)).

Background: The proposed bylaws were reviewed by the Constitutional Consultant and deemed consistent with the AFS Constitution and Rules.

5. Officers Reports

- a. [April Croxton](#) – Recently attended the ACCESS+ workshop on DEI work related to the NSF LEAPS grant that was received by CASS. This workshop focused on the diversity scan of AFS and how to interpret the information. April also attended the meeting of the Japanese Society of Fisheries Science and the Latin American and Caribbean Fisheries Congress.
- b. [Cecil Jennings](#) – Attended the Latin American and Caribbean Fisheries Congress as well as being part of the organizing team. Working on the planning team for the AFS 2024 meeting in Honolulu. As part of this will be attending the Hawaii Conservation Alliance annual

conference (HCC) in Honolulu in late June. This will include a booth at the HCC and a meeting with key partners. Working with Peter Turcik about guidelines for the Presidents column in Fisheries (e.g., deadlines, length, etc.).

- c. Miguel Garcia Bermudez – Extensively involved as one of the four co-organizers of the Latin American and Caribbean Fisheries Congress. It was particularly engaging with presentations in all three major languages (Spanish, Portuguese, English) which worked out exceptionally well. A working group was developed among those interested in further exploration of a Latin American unit of AFS and future conferences. Miguel was also involved in much of the document and communications translations, coordination of the event, and overall planning. The event was highly successful from all perspectives.
- d. Gary Whelan – Assisting with planning of the Grand Rapids AFS meeting as part of the organizing committee. Gary continues as an active member of the Strategic Positioning Committee and the Membership Committee. Involved in the initial planning group developing a national State of the Fishes report. Gary also recently retired from the Michigan Department of Natural Resources.
- e. Leanne Roulson – Western Division meeting in May (Boise, Idaho). Completing work on the Awards Committee and the new awards portal which has worked out well. Finalized the Fellows Committee work to finalize updates to the criteria. Participated in a public meeting of the Montana Fish and Wildlife Department to support and recognize the incorporation of science into their regular management practices. Also interviewed by Montana Free Press on the implications of the Sackett Supreme Court Case on WOTUS.

6. Financial Update and Program Review (Attachment G)

a. Financial Summary

- i. Financial position (total assets) continues to grow albeit with fluctuations based on market status. Operating change in 2021 and 2022 was positive and reflects the improved position of AFS as a result of a variety of factors (e.g., staff reductions, other cost reductions, new revenue, etc.). The negative total “net change” in 2022 was a result of market fluctuations that are outside of AFS control. The annual audit for AFS will be completed soon and it is expected to show a small net profit in 2022.
- ii. It is important when reviewing the AFS finances to recognize both the cyclical nature of our finances and the unique impacts of one-time events such as JASM. Frequently the results will show large cash infusions (e.g., registration from JASM) but with expected invoices and payments not yet processed or otherwise shown in the accounting review. For example, the slide shows a March 2022 Net JASM meeting income of \$941,587. However, this is prior to revenue sharing with the JASM partners (CASS). The actual AFS revenue (not including the \$250,000 management fee paid to AFS) is less than \$100,000. This is typical of AFS and simply needs to be recognized when interpreting the data.
- iii. Total 2023 expenses are tracking below 2022. Staff and administrative costs are lower in 2023.
- iv. The bank credit line is mostly paid off with funds transferred from our investment account. Final payment is expected shortly. It is planned that the investment fund will be restored with the anticipated federal payment from the Employee Retention Credit.

- v. AFS officer and staff travel has been highly variable in recent years due to Covid. Annually, AFS does develop a budget for officer travel, and this is now just returning to a more normal cycle.

b. **Office Building**

- i. Working with the Homeowners Association (HOA) on building terms (allowable use of the building and parking lot) and the easement that is required for county zoning changes. This has been frustrating and has taken far too much time and has resulted in additional legal costs and possibly an increase in the real estate transaction costs.
 - ii. The timing of this process is nearly impossible to predict. Staff are working on preparing the building for possible sale, but this has also been a slow process. The anticipated timeline for next steps includes approval from the HOA on easement and building use. Once we get approval, the easement is submitted to the county. This could take several months to process. Sometime during this process and once we have some certainty on approved building use, the realtor can likely start marketing the building. During this time, AFS will continue to explore all options. We are not obligated to continue with a sale even if we get offers to purchase the building.
 - iii. The other Glascock building tenants are at different points in their sale process. TNC is still exploring their staff housing options throughout the Maryland -DC area. TWS and ASPRS are ready to sell, with ASPRS farther ahead than all of the other tenants.
- c. **AFS Program Review** – AFS staff are rapidly developing Program Reviews that were mandated in the AFS Procedures. This will include description, timeline, deliverables, linkage with SPC, and Grand Rapids joint MC-GB workshop that will focus on the PR's
- i. Initial focus will be on Hutton and Books programs but with full review of all AFS programs currently grouped into 13 program areas.
 - ii. The PR's will be very comprehensive with full financial reports, staff time accounting, program goals, business market analysis (e.g., sales, competition, market opportunities, etc.), strategic position of program, relationship to AFS mission, and more.
 - iii. This will be the focus of a staff working retreat on June 27 and development of more PR's leading to the Grand Rapids joint MC-GB workshop on Program Reviews. This will include full coordination with the FPPC and the relevant oversight committees (e.g., Hutton Committee and Publications Oversight Committee)
 - iv. The PR's also will be informed by additional data collected as part of the comprehensive membership survey and other specific program related surveys (e.g., journal survey done by Publications Oversight Committee).

7. LACFC Review of the Event

- a. Registration report ([Attachment H](#)) shows the diversity of the 375 attendees from 28 countries.
- b. Miguel and others are continuing to explore the next steps that are being explored. Staff are also working on a debriefing and collection of best practices from the LACFC.

8. AFS Fellows Selection Process (Leanne Roulson)

The AFS Fellows Committee did a survey in 2021 that resulted in the development of recommendations to update the Fellow selection process and to acknowledge a more diverse group of AFS members. This will be submitted for approval at the July Management

Committee meeting. A full set of proposed changes will be available for review and discussion.

9. Executive Director and Other AFS staff reports

- a. Proposed workshop on Professional Development and potential use of the Gerking Fund.
The Management Committee asked the Professional Development Committee to provide a recommendation on the use of the funds. This is being discussed as a workshop, similar to the highly successful Journals retreat, that will better define the future of AFS as a provider of professional development in coordination with other providers (e.g., the AFWA Management Assistance Team, the National Conservation Training Center, and others)
- b. Development Committee establishment (Dan Cassidy) – A full proposal will be presented by Jenna Hanks at the next Management Committee meeting (or the Spring Governing Board meeting) on re-establishment of the Development Committee.
- c. Emerging Leaders Mentorship Awards (ELMA) – Three of the four positions have been selected. A more complete development of a work plan for the ELMA’s needs to be developed.
- d. Meetings Update and specific tasks to be addressed:
 - i. Grand Rapids – Over \$120,000 in donations, about 950 papers submitted for presentation, with expected attendance somewhere in the 1,500 – 2,000 range.
 - ii. World Fisheries Congress (WFS) – Seattle, March 2024. Working on finalizing the major reception at the Seattle aquarium. Abstracts are still open for submission. Working on accepting bids for the 2028 WFC
 - iii. Honolulu AFS meeting – Cecil Jennings and Eric Fetherman will both be at the Hawaii Conservation Alliance Conference in late June. The partnership with the HCA has been very productive and greatly appreciated.

10. Additional Topics and New Business

- a. MC meeting schedule for July 14 and August 11, 2023 – Doodle polls have been sent to select and times. If the dates are simply not workable, we will explore other dates.
- b. Governing Board meeting – 2:00 p.m. EDT, June 28, and plans for Grand Rapids

11. Adjournment – at 3:32 p.m. EDT

Attachment A- Proposed Revisions to Policy on Joint Travel Support for AFS Officers and Staff at Division and Chapter meetings.

Issue and Background:

Travel by officers and AFS staff to Division and Chapter meetings is an essential part of conducting AFS business. The involvement, awareness, and relationships built through these visits enhances AFS activities and leads to a better society. Current policy (see below) states that the President or their designee should be visiting all Division meetings. Travel support is shared between the officer (AFS provides travel and meals) and the host division (provides lodging and registration). No current policy exists for participation in Division and Chapter meetings by AFS staff.

Participation in these meetings by staff is an important part of conducting AFS business and AFS should encourage this where possible and cost-effective. It is proposed below that a modified shared support model be developed for appropriate and mutually agreed AFS staff participation in these meetings. The proposal is that AFS staff (including the Executive Director) cover all travel costs (including lodging) and the host organization simply waive registration costs.

Questions for discussion:

1. How can we ensure that Division meeting organizers are aware of the expectation of AFS President participation? Many of these meetings are delegated to chapters to manage the event and getting appropriate information to them is sometimes challenging.
2. What are chapters willing to do in support of officer and staff participation? Is there an acceptable model for mutual support? Can we develop an overall participation plan for officers and staff in unit meetings?

Proposed Motion for Modification to AFS Procedures:

(Removal of text is indicated by strike-outs and additions are highlighted in red and underlined)

Travel Policy Procedures for Society Officers

There is an expectation that Society Officers will participate in key events that are central to the function of the Society. It is also expected that Officers will use funding available to them from employers or other entities, if available, before requesting Society funds for covering travel expenses associated with the events. However, there are cases where an Officer cannot justify using funds other than those provided by the Society to cover travel costs. For example, one of the roles of the President is to represent the Society at a number of international meetings; these costs need to be covered by the Society and the host society as defined in international partnership agreements.

Annual travel planning process: Each Officer will submit a proposed travel plan by November 30 for the next calendar year. The plan will specify the event, location, dates, and estimated travel costs for which Society funds will be requested. Travel costs allowed will not exceed those under the federal system. The Executive Director will compile all requests and work with the Officers to accommodate the requests.

Other considerations in Society travel planning include:

1. Travel by the Society President associated with the annual meeting at which ~~s/he~~ they will preside will be included in the annual meeting budget.
2. For the annual meetings, it is anticipated that most Officers can cover most or some of the expenses of attending the regular meeting. Exceptions will be Officers who do not have other funding (e.g., those retired or for whom their employer has denied support).
3. The Society will fund transportation, meal reimbursement, and other incidental expenses to the international and Division meetings for the President or their designated representative, but the host Division and international society will fund lodging and registration.
4. ~~Officers will be provided a prepaid credit card to cover requested support, and~~ The Society can purchase flights for those who cannot receive cash reimbursement or otherwise are unable to purchase their own flights. Officers are not allowed to exceed the amount approved by the Executive Director in their travel plans. Maximum meal coverage will be equivalent to the federal per diem rate.
5. Other meetings will be considered in light of the overall travel budget with preference given to those that either provide partial support or are determined by the Society President to add the greatest value to the advancement of the Society mission.
6. *Officer travel to units should address time frame and expectations.*

Expected travel: The following meetings/events are defined as part of the core expectation for participation by the Officers. Additional meetings are considered as per the guidance above.

President: Annual meeting, mid-year meeting (if held), Bethesda fall meeting, Division meetings, international meetings as defined in approved partnership agreements (e.g., Australian Society for Fish Biology, China Society of Fisheries, Korean Society of Fisheries and Aquatic Science, Japanese Society of Fisheries Science, Fisheries Society of the British Isles, Brazilian Society of Ichthyology in odd-numbered years).

Immediate Past-president: Annual meeting, Bethesda fall meeting, mid-year meeting (if held), and face-to-face Society staff interviews. If possible, the Immediate Past-president will conduct the staff interviews during the fall meeting in Bethesda. ~~S/he~~ They may represent the Society at meetings if the President is unable to do so.

President-elect, First Vice-president and Second Vice-president: Annual meeting, Bethesda fall meeting, mid-year meeting (if held). These Officers may represent the Society at meetings if the President is unable to do so.

Incoming Second Vice-president: Annual meeting at which ~~s/he~~ they will assume office.

Staff Travel to Unit Meetings

Annually, staff will review the unit meeting calendar to determine if participation in any such meeting will be advantageous in supporting AFS activities. If so, staff will contact the responsible

chapter or division president to request an invitation to participate. If agreeable, the AFS staff will provide all travel, lodging and meals and the hosting unit will provide registration. Alternatively, if a unit specifically requests staff participation in their meeting to make a presentation, to participate in a panel, or otherwise materially add specific content to the meeting, the AFS staff will provide travel to the event and cover costs of meals not provided as part of the event and the host unit will provide registration and lodging.

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Attachment B - Western Division AFS Bylaws

SECTION I. Division Name and Objectives.

1. Pursuant to the Constitution of the American Fisheries Society (hereinafter referred to as the Society) there has been established within the Society a Western Division (hereinafter referred to as the Division).
2. The objectives of the Division shall be those set forth in Article I of the Constitution of the Society, and additional objectives include:
 - A. Provide a forum for the exchange of technical and policy information common to and of interest to the Division membership.
 - B. Promote awareness among Division members, public officials, and the general public of the nature and extent of fishery matters of concern to the Division membership.
 - C. Facilitate the timely exchange of information among Division units, Student Subunits, and members of the Division.
 - D. Provide a vehicle for the active participation of individual members in Society business and professional activities.

SECTION II. Division Membership.

1. The membership of the Division shall be those Society members in good standing residing in the States of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming in the United States of America; U.S. islands and trust territories in the West Pacific Ocean (including the islands of Midway, Baker, Jarvis, Wake, Palmyra, and Howland; Johnston Atoll; Commonwealth of the North Mariana Islands; and Territories of Guam and American Samoa); the Provinces of British Columbia and the Yukon Territory in Canada; Mexico; and individuals residing in other Divisions who elect to be members of the Western Division.
2. All Society members residing in places identified in Section II.1 are automatically members of the Division. They may elect to be a member of another Division upon notification of the Executive Director of the Society in writing.
3. Individuals residing in places other than those identified in Section II.1 may become Division members upon notification of the Executive Director of the Society in writing.
4. Only a Society member of the Division, in good standing, may be a voting member, hold office, or chair a committee.

SECTION III. Division Officers and Representatives.

1. The officers of the Division shall be the President, President-Elect, Vice President, Secretary-Treasurer, and Past President. The Executive Committee of the Division comprises these officers, the elected Student Representative, and the elected Division Chapter Presidents.

- A. All officer candidates shall be Society members in good standing for at least two years immediately preceding their nomination. Candidates should have served as officers within a Chapter, another Division or in a similar position with another organization prior to seeking candidacy in the Division. Candidates should have attended a division annual meeting in one of the preceding three years.
 - B. Candidates for officer positions shall be nominated by the Nominating Committee. Officers shall be elected by a majority of ballots cast from the membership.
 - C. The Division President, President-Elect, Vice President, and Past President shall serve for one year in each office for a four-year tenure, and shall be ineligible for election to the office of Vice President for a period of one year after the expiration of their term.
 - D. The Secretary-Treasurer shall serve for a period of two years and shall be eligible for re-election for a maximum of two consecutive terms. Individuals may not run again for Secretary-Treasurer for a year after completing their second term.
 - E. The officers and representatives shall assume office at such time as the Society's officers are installed.
 - F. If an elected officer or representative cannot complete their term of office, the Executive Committee is authorized to appoint a replacement to serve the remainder of the unexpired term until the annual election is held.
 - G. Division officers and representatives shall receive no salary or other compensation. Expenses may be defrayed from Division funds when authorized by the Executive Committee.
 - H. An officer may be removed from office for negligence, lack of performance, or other reasons substantially detrimental to the Division upon 2/3 vote by the remainder of the Executive Committee, in which case the Executive Committee shall appoint a replacement to serve the remainder of the unexpired term.
 - I. Candidates for the Student Representative position shall be in good standing as undergraduate or graduate student members of the Society from a recognized Division Chapter. Candidates will be self-nominated or nominated by another Society member in the Division. The Student Representative shall be elected by a majority of ballots cast only from students in good standing with either a recognized Student Subunit or Chapter within the Division.
 - J. The Student Representative shall serve for a period of two years. The Student Representative must be an undergraduate or graduate student in good standing when elected. Graduation does not affect the term in office. If the Student Representative is unable or does not wish to serve for the second year of their term the Executive Committee must be notified in writing at least one month prior to annual elections. Individuals may not run again for Student Representative for one year after completing their term.
2. As defined in the Society's Constitution, the representatives for the Division in Society matters shall be the Division Representatives to the Society Governing Board, Society Management Committee, Society Nominating Committee, and other Society Committees as

requested.

- A. The President and President-Elect shall represent the Division as voting members of the Society Governing Board and will serve for a one-year term. The President may designate a proxy should either of these officers be unable to attend a Governing Board meeting provided the Executive Director is notified in writing in advance of the meeting. This proxy may be any Past President or elected officer of the Division not currently a member of the Governing Board or acting as a proxy.
- B. The President-Elect **elected into office on even years** shall represent the Division as a voting member of the Society Management Committee **(as defined in the Society's Rules)**. The President-Elect remains on the committee **for a two-year term serving through their presidential year. As defined in the Society's Rules, the Division representative shall be the President-Elect when elected into office on even years. As per Society rules, no proxy may serve on the Management Committee. Proxies for the Management Committee are determined by Society Rules.**
- C. The ~~Past~~ President-Elect **elected into office on odd years** shall represent the Division as a member of the Society's Nominating Committee. **The President Elect remains on the committee for a two-year term, serving through their past-presidential year.** If the ~~Past~~ President-Elect is unable to fulfill these duties, the Division will elect one representative by a majority of ballots cast from the Executive Committee or appoint one representative to the Society Nominating Committee as defined in the Society's Rules. The representative shall be a member in good standing.
- D. The Vice-President shall represent the Division as a member of the Society's Membership Committee as defined in the Society's Rules.

SECTION IV. Duties of Elected Division Officers and Student Representative.

- 1. The **President** shall:
 - A. Preside at all Division meetings;
 - B. Serve as Chair of the Executive Committee;
 - C. Represent the Division as a member of the Society's Governing Board;
 - D. Appoint committee chairs;
 - E. Perform other duties and functions as are authorized, necessary, and further described within the Division Procedures;
 - F. Automatically advance to the office of Past President at the conclusion of the term of office.
- 2. The **President-Elect** shall:
 - A. Assume the duties of the President should the President be absent or unable to act;
 - B. Represent the Division as a member of the Society's Governing Board;

- C. Represent the Division as a member of the Society's Management Committee if elected into office in an even year, and continue to serve on the Management Committee through his/her Presidency;
 - D. **Represent the Division as a member of the Society's Nominating Committee if elected into office in an odd year, and continue to serve on the Nominating Committee through his/her year as Past President;**
 - E. ~~D.~~ Serve as Co-Chair of the Program Committee;
 - F. ~~E.~~ Perform other duties and functions as are authorized, necessary, and further described within the Division Procedures;
 - G. ~~F.~~ Automatically advance to the office of President at the conclusion of the term of office.
3. The **Vice President** shall:
- A. Assume the duties of the President-Elect should the President-Elect be absent, unable to act, or assumes the Presidency;
 - B. Serve as Chair of the Division's Membership Committee;
 - C. Serve as a member of the Division's Program Committee;
 - D. Serve as a member of the Society's Membership Committee;
 - E. Perform other duties and functions as are authorized, necessary, and further described within the Division Procedures;
 - F. Automatically advance to the office of President-Elect at the conclusion of the term of office.
4. The **Secretary-Treasurer** shall:
- A. Keep the official records of the Division;
 - B. Conduct Division correspondence;
 - C. Manage the Division budget;
 - D. Collect and be custodian for any fees or assessments authorized by these Bylaws or funds allotted to the Division by the Society;
 - E. Disburse funds only as authorized by the membership or Executive Committee;
 - F. Submit minutes of the annual Division meeting to the Executive Director of the Society within 30 days of the meeting;
 - G. Perform other duties and functions as are authorized, necessary, and further described within the Division Procedures.
5. The **Past President** shall:
- A. Serve as Chair of the Division's Nominating Committee;
 - B. Serve as Chair of the Division's Awards committees;
 - C. Serve on the Division's Resource Policy and Environmental Concerns Committee;

~~D. Serve as a member of the Society's Nominating Committee;~~

E. D. Perform other duties and functions as are authorized, necessary, and further described within the Division Procedures.

6. The **Student Representative** shall:

A. Serve on the Executive Committee as a liaison between students and the Division;

B. Perform other duties and functions as are authorized, necessary, and further described within the Division Procedures.

SECTION V. Division Executive Committee.

1. The Division Executive Committee shall consist of the five elected officers (President, President-Elect, Vice President, Past President, and Secretary-Treasurer), the President of each Chapter within the Division, and the Student Representative.
2. All members of the Executive Committee share equal voting rights.
3. Each member of the Executive Committee shall have one vote on Executive Committee decisions. The President may vote only in the event of a tie.
4. The Executive Committee is authorized to act for the Division between meetings and transact necessary business.
5. The Executive Committee may levy such special fees as may be necessary to meet any expenses of the Division.
6. A quorum for an Executive Committee meeting shall consist of a majority of the elected officers and one-third of the Chapter Presidents. If unable to attend an Executive Committee meeting, a Chapter President may appoint any Chapter Past President or one of the current Chapter officers to represent the Chapter, with full voting rights. If such substitution is made, the Division Secretary-Treasurer or President shall be notified prior to the meeting.
7. The Executive Committee meets in conjunction with the annual Division meeting and approximately midyear between annual meetings. Such meetings are open to Division members.

SECTION VI. Division Annual Governance (or Business) Meeting and Voting.

1. The Division shall meet at least once a year at a time and place decided at least two years in advance by the Executive Committee.
2. Special meetings may be called by a two-thirds vote of the Executive Committee, or by the President with the approval of the Executive Committee.
3. When mutually agreeable, the Division may meet jointly with other organizations or with other units of the Society in accordance with the Society Rules.
4. When authorized by the Executive Committee, meetings and voting may be conducted using electronic media.

5. Decisions at a meeting of the Division shall be by a majority of those voting except in the case of amendments to the Bylaws (see Section VIII), suspension of the Standing Rules (requires a two-thirds majority), or as otherwise specified in the latest edition of Robert's Rules of Order.
6. A quorum at the annual meeting of the Division for the transaction of official business shall be at least 20 members in good standing.
7. Election of officers and the Student Representative shall be by electronic ballot/survey. Elections for officers shall be open to membership for 30 days and open to only student members for the Student Representative. Results shall be announced at the Division Annual business meeting. The procedure for the conduct of the officer's ballot shall be determined by the Executive Committee and executed by the Secretary-Treasurer. The procedure for the conduct of the Student Representative ballot shall be determined and executed by the Secretary-Treasurer.

SECTION VII. Division Standing and Special Committees.

1. Standing Committees, composed of Division members in good standing, shall be organized by the President together with their chairpersons. Standing committees shall assist the President and the Executive Committee in conducting the affairs of the Division. The chair of each Standing Committee shall report their committees' activities, findings, and recommendations at annual and interim meetings of the Division and Executive Committee (if time allows). The term of duty for members of Standing Committees shall extend from their appointment to the end of the following annual meeting, unless otherwise specified. Division committees shall work in close coordination with comparable committees of the Society. The structure and operating procedures of all committees are briefly described below, with details listed in the Division Procedures.
2. The Division has established the following Standing Committees:
 - A. Arrangements Committee. The Chair and at least three members shall be responsible for making all arrangements for the annual meeting, exclusive of program, to include lodging, meals, pre-registration, and registration, publicity and any other needed facilities or equipment.
 - B. Audit Committee. The Chair and at least one member shall audit the financial records of the Division and report to the Executive Committee concerning the results and any recommendations at any of the Executive Committee Meetings (monthly or annual meetings).
 - C. Awards Committee. The Chair (Past President) and at least two members shall be responsible for seeking nominees and applications for the annual awards of the Division.
 - D. Division Archivist. A committee of one shall be responsible for organizing, maintaining, and storing the Division records.
 - E. Resource Policy and Environmental Concerns Committee. The Chair and at least two members (including the Past President) shall research issues, develop appropriate responses in accordance with the Division and Society advocacy procedures, review

internal and external policy, and serve as council to the Executive Committee. The Chair shall also serve on the Society Resolutions Committee as an *ex officio* member.

- F. Financial Sustainability Committee. The Chair and at least two members shall be responsible for making investment recommendations to the Executive Committee and review the investments quarterly (minimum). Periodic review of the Division's grants funding criteria and fund-raising activities may be coordinated under the Financial Sustainability Committee through ad hoc committees appointed by the President.
 - G. Membership Committee. The Chair (Vice President) and the Chair of each Chapter Membership Committee within the Division shall undertake to maintain the current membership and recruit new members from those eligible within the Division boundaries. The Chair shall also serve on the Society Membership Committee.
 - H. Nominating Committee. The Chair (Past President) and at least two members appointed by the Chair shall recommend a slate of candidates for offices of the Division. ~~The Chair shall also serve on the Society Nominating Committee.~~
 - I. Program Committee. The President-Elect and a member from the host state, province, island, or territory shall be appointed by the host state's President as co-chairs. These individuals, and at least three members (including the Vice President), shall organize an annual program that will include technical sessions for contributed posters and papers, and invited symposia or workshops on topics relating to the field of fisheries.
 - J. Diversity and Inclusion Committee. The Chair and at least two members shall maintain a work plan that accomplishes the committee's mission to support and encourage the equitable opportunity for all fisheries professionals to participate within the Division without regard to gender or gender identity, race, national origin, ethnicity, religion, age, sexual orientation, physical or cognitive ability, political affiliation, or family, marital or economic status and to foster an inclusive climate within the Division.
 - K. Early Career Professional Committee. The Chair and at least two members shall maintain a work plan that promotes the professional development of early career professionals (individuals within five years of terminal graduation).
 - L. ~~Western Native Fishes Committee. The Chair and at least two members shall maintain a work plan that accomplishes the committee's mission to promote stewardship of native fishes within the boundaries of the Western Division through information sharing (e.g., symposia, publications, and databases) and professional development.~~
3. Special Committees may be created by the Chapter Executive Committee for a specific purpose and are to be dissolved when their purpose is fulfilled. Details for Special Committees are available in the Division Procedure Manual.

SECTION VIII. Division Bylaws, Standing Rules and Procedures.

1. The Bylaws are the defining document for the Division and take precedence over all Standing Rules and Procedures of the Division. The Bylaws cannot be suspended and cannot be changed without prior notice to members as follows. Bylaws can be amended at anytime throughout the year.

- A. The Bylaws may be amended by a 2/3 majority of voting members provided that the proposed amendment(s) are circulated in writing (i.e., website, listserv) to the membership at least 30 days prior to voting. Voting will be open for two weeks post membership review.
 - B. In accordance with the Society Constitution, an adopted amendment shall be reviewed by the Society's Constitutional Consultant for conformity with the Constitution, Rules, and Procedures of the Society prior to membership vote. The Constitutional Consultant presents the adopted amendment as approved by the Division members to the Society Management Committee for approval.
 - C. The amended Bylaws will take effect after receiving written notice from the Society's Executive Director.
2. The Standing Rules are the next highest level of documentation of Division operations. The Standing Rules are generally established to facilitate the conduct of Division business, and to describe duties and responsibilities of officers and committees. The Standing Rules may be suspended or amended as follows:
 - A. The Standing Rules may be suspended during an Executive Committee meeting until the next annual or special Division meeting by a 2/3 majority of the Executive Committee.
 - B. The Standing Rules may be suspended for the duration of a meeting by a 2/3 majority of members voting at an annual or special Division meeting.
 - C. The Standing Rules may be amended by a simple majority of members voting at an annual or special Division meeting.
 3. The Procedures are the lowest level of documentation of Division operations. The Procedures are generally established to provide continuity in the conduct of Division business. The Procedures may be suspended or amended by a simple majority vote of the Executive Committee.

Revised Dates: December 2011, December 2015, May 2017, April 2018, February 2023

Attachment C

BYLAWS OF THE NORTH CENTRAL DIVISION, AMERICAN FISHERIES SOCIETY (REVISED 2MM/26DD/20217)

Article I. -Name and Objectives

12.1. The name of this organization shall be the North Central Division of the American Fisheries Society, hereinafter referred to as the Division and Society, respectively.

13.2. The objectives of the Division shall be those of the Society as set forth in the Article I of the Constitution. Additional objectives include:

- a. Provide a forum for the exchange of technical and policy information common to and of interest to the Division membership.
- b. Promote awareness among Division members, public officials, and the general public of the nature and extent of fishery matters of concern to the Division membership.
- c. Facilitate the timely exchange of information among Division units, Student Subunits, and members of the Division.
- d. Provide a vehicle for the active participation of individual members in Society business and professional activities.

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

Article II. -Membership

A.1. The membership of the Division shall comprise those Society members in good standing residing in the following states, ~~territories, and~~ provinces, ~~and territories~~: ~~states of Alberta,~~ Illinois, Indiana, Iowa, Kansas, ~~Manitoba,~~ Michigan, Minnesota, Missouri, Nebraska, North Dakota, ~~Northwest Territories, Nunavut,~~ Ohio, ~~Ontario, Saskatchewan,~~ South Dakota, and Wisconsin; ~~provinces of Alberta, Manitoba, Ontario, and Saskatchewan; and, territories of Northwest Territories and Nunavut.~~

B.2. Members of another Division may elect to transfer to the North Central Division, according to the Society ~~Bylaws~~Rules, by notifying the Executive Director in writing.

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6.3. Only Active Members of the Society may vote, hold office, or chair a committee in the Division.

Article III. -Officers

1. The officers of the Division shall be the President, immediate Past-President, President-Elect, Vice President, and Secretary-Treasurer.
2. Nominees for officers shall be members of the Society in good standing and shall have attended an annual meeting of the Division in one of three years preceding their nomination or shall have served on the Governing Board of the Division, as a technical committee Chair, or as member of a standing NCD-committee during one of three years preceding their nomination.
3. The officers shall be elected by mail ballot or electronic ballot prior to the Division annual meeting. ~~Election methods shall be determined by the Executive Committee. Officers shall be elected by the nominee receiving the largest number of votes is elected. In the event of a tie, majority of ballots cast and the Governing Board of the Division shall elects the nominee by majority vote.~~ election methods shall be determined by the Executive Committee.
4. Terms of the President, President-Elect, and the Secretary-Treasurer shall begin immediately after the conclusion of the next Society annual business meeting.
5. The President and President-Elect shall serve for one year in each office. The Secretary-Treasurer shall serve for two years.
6. The Vice President shall take office at the Division annual meeting following the election and shall serve until the conclusion of the next Society annual business meeting, at which time that office shall convert to the office of President-Elect.
7. The officers will be ineligible, ~~with the exception of~~ except for the Secretary-Treasurer, for re-election to the same office within one year following the expiration of their terms of service. The Secretary-Treasurer may serve a maximum of three consecutive terms.
8. In case of a vacated presidency, the President-Elect immediately assumes the presidency, serving the balance of the current term and the subsequent term as well.

If the office of President-Elect is vacated, and if a Vice President has been elected, the Vice President immediately assumes the office of President-Elect, serving the balance of the current term and the subsequent term as well. If a Vice President has not yet been elected, the Governing Board of the Division shall appoint a qualified replacement to fill the office of President-Elect for the balance of the term.

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~~8.~~ -If the office of Secretary-Treasurer is vacated, the Governing Board of the Division shall appoint a qualified replacement to fill the office for the balance of the term.

9. If the Division fails to hold a valid election for Vice President, current officers shall serve until a successor is duly selected in accordance with these Bylaws.

10. No officer or appointed committee member of the Division shall receive a salary or other compensation from the Society for services rendered. Clerical and other necessary expenses may be defrayed from funds available to the Division when such disbursements have been authorized at an annual meeting or by the Executive Committee in the interim between meetings.

Article IV. -Duties of Officers

1. The President shall:

- a. Preside at all business meetings;
- b. Serve as Chair of the Executive Committee and Governing Board of the Division;
- c. Represent the Division on the Governing Board of the Society, submitting a report of Division activities at the Society Governing Board meetings, or designating the immediate Past President, President Elect, Vice President, or the Secretary-Treasurer as an alternate by giving written notice to the Executive Director prior to the meeting;
- d. Serve on the Board of Appeals for the Society Board of Appeals for professional certification if certified by the Society or find a proxy to serve if not;
- e. Make appointments and perform other functions as authorized; and
- f. Advance to the office of Immediate Past President at the end of the term.

2. President Elect shall:

- a. Assume the duties of the President if the latter is absent or unable to act;
- b. Serve as Chair of the Awards Committee;
- c. Represent the Division on the Governing Board of the Society or designate the immediate Past President, ~~Vice~~ President, or the Secretary-Treasurer as an alternate by giving written notice to the Executive Director prior to the meeting;
- d. When President Elect is elected into assumes that office (as Vice President) in an even odd year, rRepresent the Division as a voting member of the Management Committee of the Society and remain on the committee through their presidential year; or, when President Elect is elected into assumes that office (as Vice President) in an odd even year, represent the Division as a voting member of the Membership Committee of the Society (when President Elect is elected into office on even years); and
- e. Advance to the office of President at the end of the term.

3. Vice President shall:

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- a. Assume the duties of the President-Elect if the latter is absent or unable to act;
- b. ~~Serve as an ex-officio member of the membership committee; and~~
- c. Advance to the office of President-Elect at the end of the term.

4. Secretary-Treasurer shall:

- a. Keep the official records of the Division;
- b. Conduct ~~all Divisional~~ correspondence;
- c. Conduct Divisional elections;

~~d.~~

e.d. Collect and be custodian of any fees or assessments collected under authority of these Bylaws or through the actions of any Division subunit, plus any funds allotted to the Division by the Society;

f.e. Disburse funds authorized by the Division membership or the Executive Committee;

~~g.~~ ~~Shall~~ submit a financial report at the annual Division meeting, establish banking arrangements and prepare and file necessary tax returns and other official documents necessary to keep the Division in good legal and financial standing, and maintain financial records for review by Society officers and staff as needed or required; ~~and~~

~~—~~ Submit the minutes of the annual business meeting to the Executive Director within 30 days following the meeting; and

h.f. Submit official records, namely minutes of the annual business meeting and financial report, to the Division archives at National Fish & Aquatic Conservation Archives at the D.C. Booth Historic National Fish HatcheryXXX.

5. The Immediate Past-President shall:

- a. Serve on the Executive Committee and Governing Board of the Division;
- b. Serve as Chair of the nominating committee of the Division; and,
- c. Assist the other officers, as needed.

Article V. -Governing Board and Executive Committee

1. The Governing Board of the Division shall consist of the Division officers, ~~and~~ the President of each Chapter within the Division, all of which shall have voting privileges. ~~The Chairs of all standing, technical, special committees, and the President of each student subunit are ex officio non-voting members of the Governing Board.~~

a. The Governing Board is authorized to act on matters affecting Division policy, strategic planning, bylaws, and rules on behalf of the Division between meetings and perform other appropriate functions as outlined in the Division's Rules and Procedures.

b. If unable to attend a meeting of the Governing Board, a Chapter President may select an alternate from the Chapter officers to represent the Chapter with full voting privileges.

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Notification of this substitution must be given, in writing, to the Division Secretary-Treasurer before the Governing Board meeting convenes.

c. A quorum is required for transaction of official business at a Governing Board meeting. A quorum for a Governing Board meeting shall consist of a simple majority of the number of voting members on the board.

d. Each voting member of the Governing Board shall have one vote on Governing Board decisions. In the event of a tie, the President may cast the deciding vote.

2. The ~~Division~~ Executive Committee of the Division shall consist of the five officers (President, President-Elect, Vice President, Past President, and Secretary-Treasurer).

a. The Executive Committee is authorized to act on matters related to Division operation, finances, communication, and procedures on behalf of the Division between meetings and perform other appropriate functions as outlined in the Division's Rules and Procedures.

b. A quorum is required for transaction of official business at an Executive Board meeting. A quorum for an Executive committee meeting shall consist of a simple majority of the number of voting members on the committee.

c. Each member of the Executive Committee shall have one vote on Executive Committee decisions. The President may vote only in the event of a tie.

Article VI. Meetings and Voting

1. The annual business meeting of the North Central Division shall be held in conjunction with the annual Midwest Fish and Wildlife Conference. If other meeting arrangements become imperative, the Governing Board shall designate the time and place. Special meetings may be called by the President with the advice and consent of the Governing Board of the Division.

2. A quorum at the annual meeting of the Division for the transactions of official business shall be at least 20 members in good standing with the Division.

3. Business and voting may be conducted via mail or electronic media if approved by the Executive Committee.

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4. A meeting agenda, with proposed candidates for Vice President and any new business, will be sent to membership at least 30 days before the annual meeting.

~~a. Business and voting may be conducted via mail or electronic media if approved by the Executive Committee.~~

a. All business items which include expenditures by the Division exceeding \$1,000 will be submitted to the Executive Committee at least 60 days before the annual business meeting. Items will be reviewed by the Executive Committee and submitted to the Division membership for review at least 30 days before the annual business meeting.

b. Any amendment to a pending expenditure motion ~~are~~ is limited to increasing or decreasing the expenditure by 50% of the original motion.

5. Unless otherwise specified in these Bylaws or the Constitution of the Society, business shall be conducted according to the latest edition of Robert's Rules of Order.

6. Decisions at meetings are by simple majority, except as listed for Bylaws or as described in the parliamentary authority.

*7. Voting in the election of the Vice President shall be available to all Members of the Division, as defined in Article II. The candidates for Vice President shall be approved by the Executive Committee. There must be at least two nominees for Vice President. Members will be allowed at least 30 days from the opening of the election to cast a vote.

Article VII. -Division Committees

~~a.1.~~ The President shall appoint members of the Division in good standing with the Division to standing, technical, and special committees as may be necessary to conduct the business of the Division, except as listed in Articles III and V of these Bylaws. Each year, the President will provide a written charge to each Division committee.

2. Division committees shall not establish their own financial accounts, but instead use the Division bank account system under management of the Secretary-Treasurer; however, if desired by the committee membership, the funds involved could be assigned to a subaccount dedicated for sole use by that committee. ~~In the event of unless~~ a Divisional financial emergency, ~~is~~ declared by majority vote of the Division Governing Board. ~~Under such a Division financial emergency,~~ the Division reserves the right to spend those committee funds to help solve the emergency financial problems at hand.

~~b.3.~~ Division committees follow Society procedures, annually receiving their charge from the Division President. Division committees follow all Division bylaw requirements for meetings and voting, except for the establishment of quorum. A quorum for Division committees consists of a simple majority of committee members.

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~~4.~~ Standing Committees provide the Division with a constant framework of active committees for carrying out its mission.

- a. Chairs should report their committees' activities, findings, and recommendations at the Division annual meeting and interim meetings of the Governing Board.
- b. The term of office for members of the standing committees shall extend from their appointment to the end of the following annual meeting, unless otherwise specified.
- c. The Division has established the following Standing Committees:

~~a. Archives Committee shall be responsible for placing the important historical hard or electronic copies of documents of the Division into permanent storage. The Chair shall be the Division Archivist.~~

~~b.i) Audit Committee, consisting of at least one to three members, shall audit the accounts of the Secretary-Treasurer and report to the Division at the annual meeting.~~

~~e.ii) Awards Committee, consisting of at least four members plus the President-Elect serving as Chair, shall solicit nominations for Divisional awards and present recommendations to the Executive Committee of the Division.~~

~~e.iii) Communications Committee, consisting of at least two members, shall provide development, content management, and maintenance services of the NCD Division website and other electronic communications vehicles.~~

~~e.iv) Continuing Education Committee, consisting of at least four members, shall be responsible for the promotion and coordination of workshops and other educational projects of the Division. The Chair also will serve on the Continuing Education Committee of the Society.~~

~~f.v) Membership Committee, consisting of a Chair, one member from each Chapter in the Division, and the Student Affairs Committee chair as voting members plus the Vice President as an ex officio member, shall undertake to maintain current membership and recruit new members. The Chair will be the President elect that assumes that office in even numbered years, will remain the Chair for two years, and will serve on the Membership Committee of the Society.~~

~~g. Newsletter Committee, chaired by the Newsletter Editor, shall prepare and distribute the Division newsletter twice per year.~~

~~i) Nominating Committee, chaired by the immediate Past-President and consisting of at least the current Division President and one appointee, shall recommend a slate of~~

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candidates for the offices of the Division and assist in conducting the Division's elections. The current Division President will appoint the Division Representative to the Society Nominating Committee.

vi)

ix)

Resolutions Committee shall draft and recommend to the Division such resolutions considered prudent or necessary in the furtherance of the purposes of the Division. The Chair will be the President elect that assumes that office in odd numbered years, will remain the Chair for two years, and also will serve on the Resolutions Committee of the Society. -The retiring Chair shall be responsible for ensuring appropriate and prompt distribution of all resolutions adopted during his/her term.

vii) ✕)

viii) Student and Early Career Professionals Affairs Committee shall help the Division in recruiting and maintaining student and early career members and shall assist in implementing other student-related activities within the Division. -The Chair will be a student or early career professional in good standing at a college or university within the geographic boundaries of the Division. -The Chair will serve on the Division Membership Committee.

d-5. Technical Committees promote resource conservation and enhancement within the Division and ~~to~~ serve as the focal point for the collection and dissemination of information concerning important resource issues and are organized to deal with topical areas addressing issues relating to taxonomic, habitat, or technical orientation.

a. New technical committees are proposed by the President as special committees and given a "proposed" status until sufficient activity has warranted full establishment and a change in the bylaws. An existing technical committee that has been inactive for a period of more than five years is eligible for deactivation through a change in the Bylaws. -Inactive technical committees with a non-zero balance in the Division financial accounts will surrender the balance to the Division.

b. Each technical committee shall have a Chair and a Chair-Elect (that ascends to the Chair). Technical committees will seek and one official representative from each Chapter, following recommendations from the committee membership. -Technical committee affiliate members may be composed of any other ~~the rest of the membership of~~ Division member or other Society ~~technical committees is open to any~~ members outside of the Division and may include persons from outside the Division as associate members. All technical committee members, all of whom are not officially appointed and may serve for an indeterminate duration as long as each individual desires.

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c. The Division has established the following technical committees.

- a.i) Centrarchid Technical Committee encourages and coordinates research leading to the development of functional management strategies toward the wise use of centrarchid stocks, to advance the knowledge of centrarchid ecology, to improve culture techniques, and to provide a forum in which pertinent data and technologies can be exchanged within the scientific community and among user groups.
- b.ii) Esocid Technical Committee encourages and coordinates research leading to the development of functional management strategies toward the wise use of esocid stocks, to advance the knowledge of esocid ecology, to improve culture techniques, and to provide a forum in which pertinent data and technologies can be exchanged within the scientific community and among user groups.
- c.iii) Ictalurid Technical Committee provides a forum in which pertinent data and technologies can be exchanged within the scientific community and among user groups to promote conservation of ictalurid diversity and the restoration of habitats that support threatened species and to improve culture techniques and encourage coordinated research and management of ictalurid species.
- d.iv) Reservoir Technical Committee promotes communication through discussion, informal presentations, symposia, and workshops to enhance the understanding of reservoir systems by fisheries professionals and to advocate wise use and protection of reservoir fisheries resources.
- e.v) Rivers and Streams Technical Committee promotes communication through discussion, informal presentations, symposia, and workshops to help fisheries professionals learn and understand lotic systems.
- vi) Salmonid Technical Committee encourages and coordinates research leading to the development of functional management strategies toward the wise use of salmonid stocks, to advance the knowledge of salmonid ecology, to improve culture techniques, and to provide a forum in which pertinent data and technologies can be exchanged within the scientific community and among user groups.
- f.vii) Urban and Community Fisheries Technical Committee fosters information exchange among agency, academic, and public partners regarding urban and community fisheries to promote these fishing programs by providing information about how these programs fit the recruitment, retention, and reactivation framework; sharing fisheries evaluation techniques; and, developing recommendations for sound research of these fisheries.

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~~g.viii)~~ Walleye Technical Committee promotes research and development of functional management strategies leading to the wise use of native and introduced stocks of ~~w~~Walleye, ~~s~~Sauger, their hybrids, and ~~y~~Yellow ~~p~~Perch, to improve culture techniques, and to facilitate the dissemination of pertinent data and technology to both the scientific and user communities.

~~e.6~~ Special Committees address topics that do not fall under the responsibilities of Standing Committees.

- a. Special ~~c~~Committees are formed when the Division President or Governing Board decides that a formalized Division action or position is needed on some issue. ~~The~~ Division President creates special committees, with no additional authorization needed.
- b. Special committees exist for one year, but may be re-appointed for subsequent years, at the discretion of the President, and 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 President.

Article VIII. -Fees

1. There are no specific fees for Division membership. ~~Rather,~~ the Society distributes funds to the Division based on the number of members of the Society who reside within the Division.
2. The Governing Board of the Division may levy special fees with the consent of the membership as necessary to meet any expenses of the Division. ~~These~~ fees may include but are not limited to meeting registration and additional membership fees. ~~Collection of such fees shall be made by the Secretary-Treasurer.~~

Article IX. -Amendment of Bylaws, Rules, and Procedures

1. The Bylaws are the defining document for the Division. ~~The Bylaws~~ ~~it~~ takes precedence over all other Rules and Procedures of the Division.
 - a. Proposed amendments to the Division Bylaws and Rules must be reviewed by the Division Governing Board prior to consideration at the Division annual meeting. ~~Such~~ proposed changes are to be provided to the general membership, via the newsletter, website or email, for a review period of 30 days. ~~Passage of an amendment requires a 2/3 majority of those voting at either the annual meeting or during a 14-day electronic voting period.~~

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- b. In accordance with the Society Constitution, an adopted amendment shall be reviewed by the Society's Constitutional Consultant for conformity with the Constitution, Rules, and Procedures of the Society. -The Constitutional Consultant presents the adopted amendment to the Society's Management Committee for approval.
- c. Amendments do not take effect until the Executive Director has sent written notice of their approval by the Society's Management Committee.

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2. Rules are the next highest level of documentation of Division operations. They are generally established to facilitate the conduct of Division business. -RulesThey may be suspended or amended as follows.

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- a. Rules may be suspended during a Governing Board meeting until the next annual or special Division meeting by a 2/3 majority of the Governing Board.
- b. Rules may be suspended for the duration of a Division meeting by a 2/3 majority of Active Members voting at an annual or special meeting.
- c. Rules may be amended by a simple majority of Active Members voting at an annual or special Division meeting or through electronic voting.

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3. Procedures are the lowest level of documentation of Division operations. ProceduresThey are generally established to provide continuity in the conduct of Division business. Procedures consist of formal policy voted upon and approved during the Division annual business meeting. The procedures manual describes the general structure and operation of the Division. Changes to the procedural manual are amended by a simple majority vote of the Division Governing Board.

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f. Changes to the procedural manual are amended by a simple majority vote of the Division Governing Board.

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Attachment D – Bylaws and Officer’s Manual of the Idaho Chapter of the American Fisheries Society

November 30, 2019 version

INTRODUCTION

This manual contains the by-laws for the Idaho Chapter of the American Fisheries Society and also serves as the officer’s manual. This document tiers to the International American Fisheries Society (Society) constitution, rules, and procedures (<http://fisheries.org/about/governance>). The Palouse Student Subunit, Portneuf Student Subunit and BYUI-AFS Student Subunit maintain their own individual bylaws (Appendices A, B and C).

NATURE OF ORGANIZATION

The American Fisheries Society was founded in 1870. The Idaho Chapter of the American Fisheries Society is a local (state) chapter of the international organization. The Idaho Chapter, founded in 1963, represents over 300 fisheries and aquatic scientists in Idaho and others states.

BY-LAWS AND OFFICER’S MANUAL OF THE IDAHO CHAPTER OF THE AMERICAN FISHERIES SOCIETY

Article 1 – Name, Mission, and Objectives

The name of this organization shall be the Idaho Chapter of the American Fisheries Society, hereinafter referred to as the Chapter and Society, respectively.

The mission of the Chapter shall be that of the Society which is “to improve the conservation and sustainability of fishery resources and aquatic ecosystems by advancing fisheries and aquatic science and promoting the development of fisheries professionals.”

The objectives of the Chapter shall be those of the Society as set forth in Article I of the Constitution. The work of the Chapter will be to implement the mission and objectives of the Chapter.

Article 2 – Membership

The membership of the Chapter shall be composed of ~~those active~~ Society members as defined in Article II of the Society bylaws who have ~~paid their current year national dues and are residing or working in the State of Idaho and such other Society members as choose~~ chosen to be Chapter members by designating so on the Society membership application ~~or declare so in a membership survey from our email distribution list following the Chapter's annual meeting.~~ Members of the university-based Palouse, Portneuf and BYU- AFS Student Subunits shall be recognized as Chapter members. Each Student Subunit shall provide a list of members following the Chapter's annual meeting.

Article 3 – Meetings

The Chapter shall hold an annual Chapter meeting at a time and place designated by the Executive Committee (EXCOM). The program of the annual Chapter meeting shall be the responsibility of the President-Elect. The primary purpose of the annual Chapter meeting will be to carry out the work of the Chapter.

Article 4 – Officers

The officers of the Chapter shall consist of a President, President-Elect, and Past- President, Vice President, Secretary, Treasurer, Nominations Chairperson, Subunit President(s), and committee Chairperson(s).

The Chapter members attending the annual Chapter meeting will elect a Nominations Chairperson, Secretary, and Vice President. The person elected Secretary will serve for one year as Secretary and then for one year as Treasurer. The person elected Vice President will serve for one year as Vice President, one year as President-Elect, one year as President, and one year as Past-President. The transition of officers shall occur at the EXCOM meeting immediately following

the annual Chapter meeting. When an officer resigns from a position, the EXCOM will develop and implement a solution that best meets the needs of the Chapter and the EXCOM. This may include appointing a qualified replacement to fill the un-expired term. If an annual Chapter meeting is canceled, the Chapter officers shall continue to serve until the next scheduled meeting.

Article 5 – Duties of Officers

A. The President shall:

1. Preside at all meetings of the Chapter
2. Serve as Chairperson of the EXCOM of the Chapter
3. Determine the specific time and place of all EXCOM meetings
4. Prepare an agenda for and preside over all meetings of the EXCOM
5. Appoint committee chairpersons
6. Sign all Chapter correspondence to non-Chapter entities
7. Perform functions as authorized by the Chapter
8. Present a report of the Chapter's activities at the Chapter, Western Division, and International Society meetings or appoint someone to do so. Travel expenses will be reimbursed by the Chapter upon request.
9. Assign and delegate tasks to other members of the EXCOM and committee chairs as appropriate
10. Proceed to the office of Past-President at the end of the term

B. The President-Elect shall:

1. Assume the duties of the President if the President is unable to act
2. Serve on the EXCOM of the Chapter
3. Develop the program of the annual Chapter meeting
4. Perform other duties delegated by the President
5. Proceed to the office of President at the end of the term

C. The Vice President shall:

1. Assume the duties of the President-Elect if the President-Elect is unable to act
2. Serve on the EXCOM of the Chapter
3. Perform other duties delegated by the President

4. Plan the annual Chapter meeting that will be held in two years from the time of election. This includes recommending a time and place for the annual Chapter meeting to EXCOM for approval. The general location of the annual Chapter meeting will be in the following sequence: Boise area, eastern Idaho, Boise area, northern Idaho, Boise area. This schedule may be modified to accommodate Western Division and Society meetings in Idaho; however, modifications must be approved by EXCOM.
5. Serve as editor of the Chapter's newsletters which are issued at least twice a year
6. Document the annual Chapter meeting with photography and synopsis and submit to *Fisheries* magazine for publication within one month of the annual Chapter meeting
7. Proceed to the office of President-Elect at the end of the term

D. The Secretary shall:

1. Assume the duties of the Treasurer if the Treasurer is unable to act
2. Serve on the EXCOM of the Chapter
3. Keep the official records of the Chapter, including minutes of Chapter and EXCOM meetings. The minutes of the annual Chapter business meeting shall be submitted to the Executive Director of the Society and to the Secretary-Treasurer of the Division within 30 days of the annual Chapter meeting.
4. Perform other duties delegated by the President
5. Proceed to the office of Treasurer at the end of the term

E. The Treasurer shall:

1. Assume the duties of the Vice President if the Vice President is unable to act
2. Serve on the EXCOM of the Chapter
3. Collect and disburse funds of the Chapter and be custodian for such funds
4. Present an annual summary of collections and payments to the Chapter at the business luncheon of the annual Chapter meeting, prepare and file necessary tax returns and other official documents necessary to keep the Chapter in good legal and financial standing, and maintain financial records for review by Society officers and staff as requested
5. Finalize all business transactions associated with the annual Chapter meeting prior to leaving the position
6. Perform other duties delegated by the President

F. The Past-President shall:

1. Serve ~~as an ex-officio non-voting member~~ on the EXCOM of the Chapter
2. Serve as the Awards Chairperson
3. Serve as Chairperson of Policy and Resolutions Committee when necessary
4. Perform other duties delegated by the President

G. The Nominations Committee Chairperson shall:

1. Serve on the EXCOM of the Chapter
2. Identify two candidates, each, for the positions of Secretary, Vice President, and Nominations Committee Chairperson
3. Inform candidates of the duties associated with each position
4. Provide biographies of candidates for the newsletter prior to the election
5. Organize and conduct the election. Announce the winners at the business luncheon of the annual Chapter meeting ~~and announce the winners.~~
6. Perform other duties delegated by the President

H. The Committee Chairpersons shall:

1. Develop and/or maintain a mission statement and set of goals supporting the mission statement
2. Develop an annual work plan that supports the goals
3. Provide the mission, goals, and annual work plan to the President within 30 days of the annual meeting
4. Oversee the implementation of the annual work plan with the assistance of the committee
5. Provide a progress report on the annual work plan for the fall newsletter
6. Provide a summary report of committee activities, including a report on the annual work plan at the business luncheon of the annual Chapter meeting
7. Develop and provide current content for the committee webpage to the Secretary
8. Perform other duties delegated by the President

Article 6 – The Executive Committee

The EXCOM is the governing body of the Chapter. The EXCOM shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Nominations Chairperson, Student Subunit

President(s), and Past President.

The EXCOM is authorized to act on behalf of the Chapter to carry out the work of the Chapter including expending Chapter funds and speaking on behalf of the Chapter.

~~With the exception of the Past President, e~~Each member of the EXCOM shall have one vote on EXCOM decisions. In the event of a tie, the President's shall be the deciding vote. ~~The Past President serves as an ex-officio member of the EXCOM and does not have voting privileges.~~ A quorum, meaning more than half of the voting EXCOM, is required for transaction of official business at an EXCOM meeting and a simple majority, meaning more than half of those attending the meeting, is required for a motion to pass.

The EXCOM shall prepare an annual financial plan by May 1st, the beginning of the Chapter's fiscal year.

The EXCOM shall hold meetings necessary to conduct the business of the Chapter. The specific time and place of all EXCOM meetings shall be the responsibility of the President. Required EXCOM meetings include:

- A. Evening before the Annual Chapter Meeting: The purpose of this meeting is to finalize plans for the annual Chapter meeting
- B. Immediately following the Annual Chapter Meeting: The purpose of this meeting is a short wrap-up of the annual meeting and to take action on issues as necessary. The annual transition of EXCOM officers will occur at the end of this meeting.
- C. Fall: The purpose of this meeting is to review plans for the upcoming annual Chapter meetings; discuss Western Division and Society meetings; discuss the status of Chapter and Committee action plans; and conduct other business as appropriate. This meeting will be conducted in person.
- D. Monthly conference calls will be conducted as needed. Attendance at EXCOM meetings is required, when reasonably possible, by all EXCOM members. Committee chairpersons are encouraged to attend.

Article 7 – Chapter Committees

The President is authorized to appoint from members of the Chapter such committees as may be necessary to accomplish the mission of the Chapter.

Article 8 – Voting and Quorum

Chapter members may vote for ~~the elected~~ Chapter Officer ~~positions~~, resolutions, modifications to bylaws, and other items as necessary. Voting ~~may shall~~ be conducted ~~at during~~ the annual Chapter meeting ~~and/or~~ via electronic media, ~~or standard mail~~. Decisions of the Chapter shall be by a simple majority, meaning more than half of those members voting (following Robert's Rules of Order), except ~~that resolutions and~~ changes to the bylaws ~~or resolutions which~~ shall be by a 2/3 majority.

A quorum is required for transactions of official business and shall consist of at least ~~10~~20% of active members (at the time of the vote) of the Chapter.

Unless otherwise specified in these Bylaws or the Constitution of the Society, business shall be conducted according to the latest edition of Robert's Rules of Order.

Article 9 – Dues, Registration Fees, and Fundraising

The EXCOM may establish annual dues subject to approval of the members voting at the annual meeting.

The EXCOM may assess each registrant attending meetings of the Chapter a registration fee to cover the cost of the meeting. Collections shall be made by the Treasurer.

Other collections may be requested for specific programs as needed with prior approval of the EXCOM. The Chapter may also engage in fundraising activities with prior approval of the EXCOM.

Article 10 – Geographical Subunits

Due to geographical distances within the area served by the Chapter, local subunits may be established by petition from six (6) active Chapter members and a Chapter member at the University or College who is willing to serve as a faculty advisor. The petition must clearly define the subunit's intended purpose and geographic or disciplinary boundaries. The Student Subunit petition must be approved by the EXCOM. Approval of newly formed subunit(s) bylaws is required by the Management Committee of the Society. Subunits must maintain a slate of officers that

include at least a President, President-Elect and a Secretary/Treasurer or Secretary and Treasurer. EXCOM shall be notified when there are changes to the slate of officers or faculty advisor. Subunits must submit an annual report of activities at the business luncheon of the annual Chapter meeting.

Resolutions generated by the subunits must secure prior approval from the EXCOM of the Chapter before public release.

Article 11 – Lobbying

Since lobbying compromises the Society’s 501(c)(3) status the Chapter will not lobby. If it is unclear whether an action may be construed as lobbying, the Chapter shall contact the Society for clarification.

Article 12 – Bylaws, Rules and Procedures

The Bylaws are the defining document for the Chapter and take precedence over all other rules and procedures of the Chapter. The Bylaws can only be changed through a vote of the Chapter members. This will be done in the following manner:

- A. The EXCOM will draft the proposed change. The proposed change will then be reviewed by the Society’s Constitutional Consultant and any appropriate revisions made.
- B. The EXCOM will then vote on the proposed change. The proposed change must pass the EXCOM with a 2/3 majority before being presented to the Chapter members.
- C. Chapter members will be notified by correspondence of the proposed change and given a period of at least 30 days to review the proposed change
- D. Following the 30-day period, Chapter members will be given a period of not less than 14 days to vote on the proposed change. The proposed change must pass the Chapter members choosing to vote with a 2/3 majority.
- E. The EXCOM may, if it deems prudent, defer action on the proposed change until the annual Chapter meeting provided that Chapter members are notified by correspondence of the proposed change and given a period of at least 30 days to review the proposed change prior the annual Chapter meeting. When a proposed change is acted upon at the annual Chapter meeting the minimum 14-day voting period may be suspended.
- F. The proposed change is then forwarded to the Society’s Constitutional Consultant who

brings the proposed change before the Society's Management Committee for approval. The proposed change takes effect when the Chapter receives written notice from the Society's Executive Director.

Rules are the next highest level of documentation of Chapter operations. They are generally established to facilitate the conduct of Chapter business, and to describe duties and responsibilities of officers and committees. They may be suspended or amended as follows:

- A. Rules may be suspended by the EXCOM until the next annual meeting by a 2/3 majority vote of the EXCOM.
- B. The rules may be changed with a simple majority, meaning more than half of Chapter members choosing to vote.

Procedures are the lowest level of documentation of Chapter operations. They are generally established to provide continuity in the conduct of Chapter business. The Procedures may be suspended or amended by a simple majority, meaning more than half of those voting, of the EXCOM.

Article 13 – Resolutions

The Chapter may put forth such resolutions considered prudent and necessary to further the mission of the Chapter. Resolutions shall represent the best scientific thinking and data and represent the views of the Chapter. Such resolutions are drafted and recommended to the EXCOM by the Policy and Resolutions Committee. A temporary Policy and Resolutions Committee, including the Committee Chairperson, may be appointed by the President in the event that there is not an active Policy and Resolutions Committee when the development of a resolution is being considered. This committee may consist of any members of the EXCOM, any committee chairpersons, or any active members of the Chapter but should, insofar as practical, represent a professional cross section-of Chapter members. The process for drafting and passing resolutions is as follows:

- A. The Policy and Resolution Committee drafts a proposed resolution which is then voted on by the Committee. The proposed resolution must pass the Committee with a 2/3 majority

before being presented to the EXCOM. Proposed resolutions without a unanimous approval of the Committee may contain a minority report prepared by those Committee members opposing the resolution.

B. Once the Policy and Resolutions Committee has passed a proposed resolution, including any minority report, the proposed resolution shall be presented to the EXCOM who will review the proposed resolution. The EXCOM has the authority to modify the proposed resolution.

C. The EXCOM will then vote on the proposed resolution. The proposed resolution must pass the EXCOM with a 2/3 majority before being presented to the Chapter members.

D. After a resolution is passed by the EXCOM, Chapter members will be notified by correspondence of the proposed resolution and given a period of at least 30 days to review the proposed resolution

E. Following the 30-day period, Chapter members will be given a period of not less than 14 days to vote on the proposed resolution. The proposed change must pass the Chapter members choosing to vote with a 2/3 majority at which point it becomes an official resolution of the Chapter.

F. The EXCOM may, if it deems prudent, defer action on the proposed resolution until the annual Chapter meeting provided that Chapter members are notified by correspondence of the proposed resolution and given a period of at least 30 days to review the proposed resolution prior the annual Chapter meeting. When a proposed resolution is acted upon at the annual Chapter meeting the minimum 14-day voting period may be suspended.

G. All proposed resolutions considered by the Policy and Resolution Committee during the year, whether they are passed or not, shall be reported at the business luncheon of the annual Chapter meeting

Article 14 – Organizational Status

The Chapter has non-profit status. The tax identification number is 52-1147128. This status requires annual response to the Idaho State Tax Commission; precludes the Chapter from lobbying; and offers access to private foundation grants.

Attachment E

**TIDEWATER CHAPTER OF THE AMERICAN FISHERIES SOCIETY
MISSION
of the
UNIVERSITY OF MARYLAND STUDENT SUBUNIT**

The mission of the American Fisheries Society is to improve the conservation and sustainability of fishery resources and aquatic ecosystems by advancing fisheries and aquatic sciences, promoting the development of fisheries professionals, and facilitating outreach efforts to engage and educate the general public.

The mission of the University of Maryland Student Subunit is to promote recreational and economic opportunities provided by all fisheries resources in Maryland. To achieve this mission, the University of Maryland Student Subunit will:

1. Provide a link for communication between researchers, managers, students, teachers, and others interested in the welfare of fisheries in Maryland.
2. Provide the opportunity to debate, develop, and present a unified position regarding significant fisheries matters.
3. Provide a source of professional expertise for persons, organizations and agencies seeking information or other resources.
4. Promote research-based management of fisheries resources through informational and educational programs and outreach activities.
5. Promote greater professionalism and involvement by all persons associated with the American Fisheries Society.

We hope that through our efforts, members will gain valuable work experience through our projects, learn up-to-date methods, keep up with current issues, and benefit from the team-like atmosphere in the society. Members also benefit from being part of an official subunit of a professional organization, the American Fisheries Society.

**TIDEWATER CHAPTER OF THE AMERICAN FISHERIES SOCIETY
BYLAWS
of the
UNIVERSITY OF MARYLAND STUDENT SUBUNIT**

Preamble

We, the members of the American Fisheries Society University of Maryland Student Subunit, do hereby establish these bylaws in order that our purpose is realized to its fullest extent.

Article I. Note

The name of this organization shall be the American Fisheries Society University of Maryland Student Subunit, hereinafter referred to as the Student Subunit.

Article II. Purpose

The objectives of the Student Subunit shall be those of the American Fisheries Society (hereinafter referred to as the Society) as set forth in Article I of the American Fisheries Society Constitution, with special interest in encouraging the exchange of regional fisheries and other technical information among members of the Society who belong to this Student Subunit.

The Student Subunit understands and is committed to fulfilling its responsibilities of abiding by University of Maryland, College Park and University of Maryland Center for Environmental Science policies.

Article III. Membership

Membership shall consist of persons officially connected with the University of Maryland, College Park (UMCP) and University of Maryland Center for Environmental Science (UMCES) as faculty, staff, or registered undergraduate or graduate students with an interest in fisheries or related issues of importance to the Society.

Voting privileges will be limited to currently-registered undergraduate and graduate students. Members do not have to pay dues to the Student Subunit to be eligible to vote. However, in accordance with the American Fisheries Society Constitution, members must be in good standing with the Society to be granted voting privileges, hold office, or serve as committee chairs.

The Student Subunit openly admits all interested faculty, staff, and students of UMCES and UMCP to its membership and does not discriminate on the basis of race, color, creed, sex, sexual orientation, marital status, personal appearance, age, national origin, political affiliation, physical or mental disability, or on the basis of rights secured by the First Amendment of the United States Constitution.

Article IV. Officers and Duties of Officers

The Student Subunit will be governed by an Executive Committee of elected officers. All members granted voting privileges will be eligible for officer positions. The Student Subunit Executive Committee will consist of a President, Vice President, Secretary, and Treasurer. The Executive Committee will appoint and be advised by a faculty member of UMCES or UMCP. The duties of the officers and faculty advisor shall be as follows:

1. The President of the Student Subunit shall:
 - a. Serve as the presiding officer for at least 90% of the meetings of the Student Subunit in an elected term.
 - b. Serve as chair of the Student Subunit Executive Committee.
 - c. Maintain the power to appoint all committee chairpersons.
 - d. Present all motions to the Student Subunit, including those related to the annual election of new officers.
 - e. Conduct official correspondence on behalf of the Student Subunit.
 - f. Represent the Student Subunit at regional and national meetings of the American Fisheries Society when necessary and/or able.
 - g. Act as a liaison to student government organizations at UMCES, UMCP, and the University System of Maryland.
2. The Vice President of the Student Subunit shall:
 - a. Assume the duties of the President in the absence or upon the inability of the President to serve.
 - b. Serve on the Student Subunit Executive Committee.
 - c. Work closely with the other officers to efficiently operate the Student Subunit and accomplish its goals.
3. The Secretary of the Student Subunit shall:
 - a. Record and maintain minutes of each Student Subunit meeting in a repository available to all members.
 - b. Compile and submit an annual report of Student Subunit business to the Tidewater Chapter Executive Committee as required by the American Fisheries Society Constitution.
 - c. Be familiar with the bylaws of the Student Subunit and assist the President in assuring business of the Student Subunit is conducted as outlined by the bylaws.
4. The Treasurer of the Student Subunit shall:
 - a. Facilitate the collection of Student Subunit dues.
 - b. Be the custodian of any fees or assessments authorized by these bylaws or funds allotted to the Student Subunit by the American Fisheries Society.
 - c. Disburse funds as authorized by the Student Subunit Executive Committee or a majority of active voting members.
 - d. Maintain a record of receipts and disbursements for review by the Student Subunit Executive Committee.
 - e. Prepare and submit financial records and funding proposals to the appropriate financial committees within student government organizations or administrative groups of UMCES and/ or UMCP.
5. The faculty advisor of the Student Subunit shall:
 - a. Attend meetings of the Student Subunit as requested.
 - b. Provide counsel to the Student Subunit Executive Committee.

Article V. Operations

Those members meeting all requirements of active voting membership as set forth in Article III will be granted voting privileges for the purpose of conducting Student Subunit business and electing officers.

All officers shall be elected by a simple majority vote of eligible voting members of the Student Subunit. All elections will be held on an annual basis during the month of January. Voting will follow the procedures as outlined below:

1. The President will take nominations from the floor. Members may nominate themselves. A movement to nominate a member for an officer position must be seconded. Nominated parties will be permitted to vote in all races, including their own.
2. Voting may be conducted in person, through electronic media (IVN, Zoom, Google Form, etc.), or by mail ballot.
3. Officers shall serve for one-year terms and may be re-elected annually.
4. The President may serve a maximum of two terms.
5. In the event that it is difficult to secure nominations for officer positions, one person may be nominated for and elected to serve in two officer roles during a term, with the exception of the Presidency. A member elected to serve as the President may not also be elected to serve in another other officer position in the same term.
6. If an office is vacated before the completion of an elected term, the Student Subunit Executive Committee shall appoint a qualified replacement to fill the remainder of the term.

Any officer in violation of the Student Subunit bylaws or the Society's Constitution may be removed from office by the following process:

1. A written move for removal must be submitted to the Student Subunit Executive Committee by at least three members of the Student Subunit.
2. Written notification of move for removal will be furnished to the officer by the other members of the Executive Committee. The notification will request the officer to be present at the next meeting prepared to address the move for removal.
3. Members granted voting privileges will hear the move for removal and vote on whether to retain the officer or remove them. A two-thirds (2/3) majority is required for removal.

Meetings will occur on a regular basis at a time and interval selected by a majority of Student Subunit members. Meetings will follow the procedure below:

1. Attendance
2. Report by the President
3. Committee Reports
4. Vote on all committee motions and decisions
5. New business put forth by members
6. Dismissal by the President

Article VI. Finances

The Student Subunit will finance the activities it engages in by the following means:

1. The Student Subunit Executive Committee may establish and assess annual dues. Annual dues will not be a requirement to maintain voting privileges.
2. The Student Subunit Executive Committee may also assess registration fees for special events necessary to cover costs.
3. The Student Subunit Executive Committee may prepare and submit a budget or proposal of funding to the appropriate financial committees within UMCES, UMCP, or the University System of Maryland.

Article VII. Amendments

These bylaws are binding to all members of the Student Subunit, but the bylaws are not binding unto themselves. Bylaws may be amended by the following process:

1. A two-thirds (2/3) majority of voting members may approve proposed amendments, provided that notice of the proposed change(s) are disbursed to members at least 30 days prior to a meeting. Members who request to return their vote via mail ballot must be given at least 30 days to return their ballots.
2. Amendments to the bylaws must be submitted to the Tidewater Chapter of the American Fisheries Society's Executive Committee within 45 days of approval by the Student Subunit membership.
3. Amendments of Student Subunit bylaws must be reviewed by the Society's Constitutional Consultant for conformity with the Society's Constitution, Bylaws, and Rules and approved by the Society's Management Committee. Amendments do not take effect until the Society Executive Director has sent a written notice of approval by the Management Committee.

Article VIII. 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 Subunit membership. A quorum consists of at least 10 active members of the subunit.
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. Other less frequently used voting requirements are described in Robert's Rules of Order.

Article IX. Registration Renewal

The Student Subunit will apply to the University of Maryland, College Park Office of Campus Programs for registration on an annual basis one month after new officer elections.

Attachment F

Bylaws of the University of North Texas Subunit of the Texas Chapter of the American Fisheries Society

Article I. Name and Objectives

1. The name of this organization shall be the University of North Texas Subunit of the Texas 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) encourage the exchange of regional fish diversity, ecology and fisheries information among students and subunit members; (b) encourage student involvement in the Subunit, Chapter, and Society; (c) promote development of early career professionals; and (d) promote public outreach and local involvement with fish diversity, fisheries and sustainability education

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 University of North Texas students, faculty, and alumni 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, Vice President, Secretary, and Treasurer.
2. All officers must be members in good standing of the Society.
3. Officers shall be nominated by a nominating committee appointed by the President. 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 end of the academic calendar year, or after the last meeting of the semester in which elections were held.
5. The Subunit Officers shall serve for a period of one year in each office, and shall be eligible for reelection 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 of other compensation. Expenses associated with Subunit-related activities may be defrayed from funds available to the Subunit when authorized by the Executive Committee.

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 Texas Chapter;
 - f. Conduct official correspondence for the Subunit and present reports 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. Serve on the Executive Committee;
 - b. Serve as the chair of the Nominating Committee;
 - c. Serve as the chair of the Program Committee; and
 - d. Shall assume the duties of the President in the event of his/her absence or inability to act.
3. The Secretary shall:
 - a. Keep the official records of the Subunit
 - b. Submit minutes of the annual Subunit meeting to the President of the Texas Chapter within 30 days after the annual Subunit meeting;
 - c. Serve on the Executive Committee; and
 - d. Conduct the election.
4. The Treasurer shall:
 - a. 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.

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 and are typically held three times a year.

Article VI. Meetings and Voting

6. 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.
7. A quorum is required for transactions of official business and shall be 20% of the Subunit membership.
8. Business and voting may be conducted via mail or electronic media if approved by the Executive Committee.
9. 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.
10. 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. 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.
3. The Subunit has established the following Standing Committees:

- a. The Fundraising Committee shall be responsible for planning, organizing, and executing all fundraising activities, including but not limited to, collecting donations, developing fundraising plans, and contacting sponsors.
- b. The Outreach Committee shall be responsible for planning, organizing, and executing all outreach activities, including but not limited to, contacting local schools and organizations, preparing presentations, collaborating with community members, and promoting the University of North Texas Student Subunit, the Texas Chapter of the American Fisheries Society, and the American Fisheries Society through use of flyers, pamphlets, presentations, social media, and online resources.

Article VIII. Dues and Fees

1. The Executive Committee shall establish annual dues subject to approval of the members voting at the April meeting.
2. The Executive Committee may assess registration fees for 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.
 - 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. The Constitutional Consultant presents the adopted amendment to the Society Management Committee for approval.
 - C. Amendments take effect when the Subunit receives written notice of their approval by the Management Committee from the Executive Director.

Attachment G



MC Meeting Financial Report

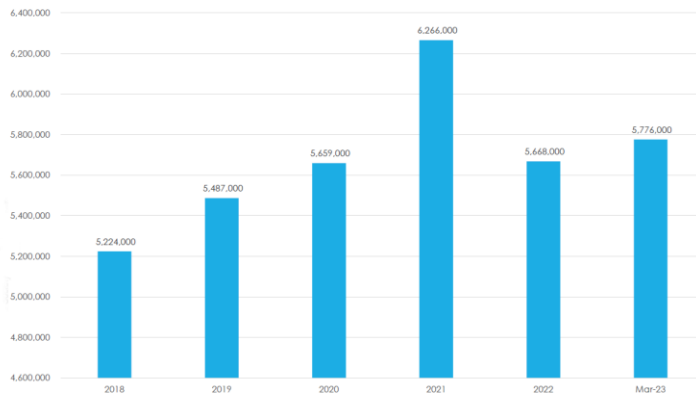
June 9, 2023
By Video Meeting

Agenda

- March 2023 Financial Results
- Banking / Cash Position
- Office Condo / HOA Negotiations
- Program Reviews / Operational Planning



Financial Position 2018 – 3/2023

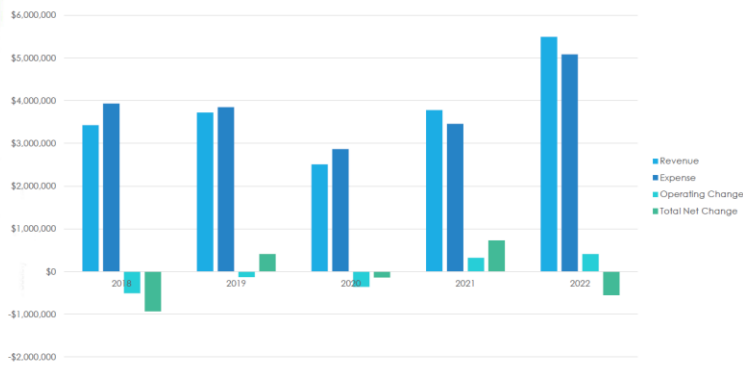


Financial Position Notes

- Investment losses in 2018 and 2022
- Recall Dec 2021 peak of the stock markets
- 2021 includes \$684,000 govt PPP funds
2022 includes JASM meeting (cash)
- March 2023 has \$340,000 IRS Employee Retention Credit (ERC)
 - or \$1.024M total govt. support (PPP+ERC)



Operating Results 2018 to 2022



Net Op. Results Mar 2022-23



	2023	2022	Difference
Total Net Change	\$327,767	\$705,877	(\$378,110)
Investment Gains / Losses	160,135	(384,699)	544,834
Net JASM meeting Income	-	941,587	(941,587)
Net Latin meeting Income	41,546	-	41,546
Sub-total Net Change	126,086	148,989	(22,903)
Less PY Items	-	7,642	(7,642)
Adjusted Net Change	126,086	156,631	(30,545)

Operating Notes

- March 2023 Net Operating results are comparable to 2022, after removing invest. changes and 1x activities (JASM)
- Member dues \$ are on par with 2022, with the dues increase
- Smaller programs like Books and Jobs are faring well



Operating Results Mar 2022-23



Total Expense	\$736,294	\$932,246	\$195,952
Less Latin/Jasm meetings	25,244	79,155	
Less PY items		74,700	
Sub-total Expenses	711,050	778,391	67,341
Less Grants	5,500	90,331	
Adjusted Total Expenses	705,550	688,060	(17,490)



Operating Notes

- Total 2023 expenses are tracking below 2022
- Both admin + staff costs are lower
- Board/Officer ahead, with the Jan 2023 Boston meeting
- 2023 expenses slightly ahead of 2022 after adjustments



Banking / Cash Position

- Paid off \$312,000 of the \$350,000 bank credit line
- Awaiting Bank to approve collateral investment account modification, for payoff of remaining \$38,000 credit line
- Consider repaying investments with ERC refund.



**American Fisheries Society
Balance Sheet**

	<u>3/31/2023</u>	<u>3/31/2022</u>	
	Actual	Actual	Variance
ASSETS			
Current Assets			
Cash and cash equivalents	\$120,739	\$961,940	(\$841,201)
Accounts receivable	\$378,190	\$112,638	\$265,552
Inventory	\$123,999	\$185,622	(\$61,624)
Deposits on events	\$55,388	\$14,300	\$41,088
Prepaid expenses	\$82,459	\$43,694	\$38,765
Total Current Assets	<u>\$760,774</u>	<u>\$1,318,194</u>	<u>(\$557,420)</u>
Other Assets			
Investments	\$4,693,750	\$4,978,377	(\$284,627)
Property and equipment, Net	\$321,163	\$345,122	(\$23,959)
Total Other Assets	<u>\$5,014,913</u>	<u>\$5,323,499</u>	<u>(\$308,586)</u>
Total Assets	<u>\$5,775,687</u>	<u>\$6,641,693</u>	<u>(\$866,006)</u>
LIABILITIES AND NET ASSETS			
Current Liabilities			
Accounts payable	\$91,724	\$152,780	(\$61,056)
Accrued expenses	\$127,534	\$174,172	(\$46,638)
Accrued salary and benefits	\$118,471	\$162,439	(\$43,968)
Other current liabilities	\$298,367	\$358,147	(\$59,780)
Subunits dues payable	\$111,107	\$137,645	(\$26,537)
Subunits book profit sharing	\$10,079	(\$1,524)	\$11,603
Deferred revenues	\$252,850	\$368,041	(\$115,191)
Loan payable	\$350,000	\$95,000	\$255,000
Total Current Liabilities	<u>\$1,360,133</u>	<u>\$1,446,700</u>	<u>(\$86,568)</u>
Net Assets			
Net assets - unrestricted or Board restricted	\$627,073	\$527,256	\$99,817
Net assets - donor restricted	\$3,452,413	\$3,955,947	(\$503,533)
Change in unrestricted net assets - CY	\$336,068	\$711,790	(\$375,722)
Total Net Assets	<u>\$4,415,554</u>	<u>\$5,194,993</u>	<u>(\$779,438)</u>
Total Liabilities and Net Assets	<u>\$5,775,687</u>	<u>\$6,641,693</u>	<u>(\$866,006)</u>

**American Fisheries Society
Summary of All Units
For the Three Months Ending 3/31/2023**

	March - Actual			Year to Date - Actual			2022 Annual
	2023	2022	Var \$	2023	2022	Var \$	Actual
Revenue							
Administration	\$51,845	\$37,766	\$14,079	\$182,177	(\$331,420)	\$513,598	(\$869,291)
Web	1,200	0	1,200	4,560	6,110	(1,550)	6,290
Continuing Education	0	0	0	0	25	(25)	15,980
Certification	0	0	0	650	1,350	(700)	3,351
Other Education	0	0	0	0	0	0	30,000
Hutton	0	0	0	0	10,000	(10,000)	200,386
NOAA	0	0	0	15,000	0	15,000	16,585
Multi State Grants	0	0	0	0	0	0	30,100
Grey Literature	0	0	0	0	0	0	46,555
Standard Sampling-Multi-State (Phase 2)	0	0	0	0	0	0	30,444
Blue Book	0	0	0	2,873	16,000	(13,127)	56,445
Web Agenda	0	26,793	(26,793)	0	71,136	(71,136)	71,136
Climate Change	0	0	0	0	45,420	(45,420)	111,870
Licensed Expansion	0	0	0	0	30,290	(30,290)	30,290
Piper Manual	0	0	0	0	0	0	7,217
Other Grants & Contracts	0	46	(46)	18	67	(49)	340,114
Annual Meeting	2,500	8,750	(6,250)	32,000	41,983	(9,983)	1,155,858
Latin America Meeting	61,124	0	61,124	66,790	0	66,790	0
JASM	(725)	864,617	(865,342)	(236)	1,020,742	(1,020,978)	1,472,927
Membership	32,365	50,635	(18,270)	406,636	398,046	8,590	466,094
Awards	38	0	38	1,315	0	1,315	1,026
Mem Other	260	25	235	7,803	5,970	1,833	14,369
Jobs	4,897	10,758	(5,861)	16,729	14,903	1,827	60,630
Advocacy	0	0	0	0	0	0	23,073
Books	4,665	2,412	2,252	22,694	13,439	9,255	33,515
Journals	46,387	45,324	1,063	305,052	294,062	10,990	1,178,265
Total Revenue	204,556	1,047,126	(842,570)	1,064,061	1,638,123	(574,061)	4,533,229
Expenses							
Administration	25,453	30,095	4,642	69,869	113,705	43,836	375,937
Staff Costs	144,386	153,523	9,137	454,988	503,024	48,036	1,901,601
Technology	2,817	6,176	3,359	13,625	13,030	(596)	46,978
Communication	0	0	0	72	0	(72)	1,508
Web	15,737	1,876	(13,861)	19,070	1,876	(17,194)	25,969
Development	0	0	0	95	0	(95)	3,034
Continuing Education	0	0	0	0	0	0	18,224
Rotenone	1,100	0	(1,100)	1,100	0	(1,100)	0
Certification	97	0	(97)	97	0	(97)	0

**American Fisheries Society
Summary of All Units
For the Three Months Ending 3/31/2023**

	March - Actual			Year to Date - Actual			2022 Annual
	2023	2022	Var \$	2023	2022	Var \$	Actual
Other Education	0	0	0	0	0	0	2,162
Board	2,931	3,168	237	23,156	3,934	(19,223)	30,799
Hutton	0	945	945	3,032	41,934	38,902	170,360
NOAA	0	0	0	15,000	5,000	(10,000)	6,000
Multi State Grants	0	0	0	1,455	0	(1,455)	0
Grey Literature	49	724	675	736	724	(12)	3,438
Blue Book	0	7,769	7,769	0	9,832	9,832	26,269
Web Agenda	0	0	0	0	35,625	35,625	35,625
Grey Literature 2	0	0	0	0	0	0	3,600
Climate Change	0	1,325	1,325	0	13,535	13,535	66,472
Licensed Expansion	0	0	0	0	30,290	30,290	60,390
Piper Manual	0	0	0	0	0	0	4,250
Other Grants & Contracts	5,500	325	(5,175)	5,500	325	(5,175)	325
Annual Meeting	5,419	8,974	3,555	16,763	(33,529)	(50,292)	715,491
Other Meetings	0	0	0	0	0	0	1,014
Other Meetings	14,677	0	(14,677)	25,244	0	(25,244)	0
WCF World Council of Fisheries	0	0	0	0	0	0	0
JASM	0	70,328	70,328	0	79,155	79,155	1,252,304
Membership	600	14,489	13,889	49,241	46,111	(3,130)	112,627
Awards	0	2,809	2,809	79	2,837	2,758	10,996
Mem Other	0	600	600	0	600	600	2,301
Jobs	1,260	4,860	3,600	6,960	11,254	4,294	26,416
Policy	0	0	0	7,761	1,043	(6,718)	4,939
Books	1,171	1,043	(129)	2,188	10,965	8,777	37,033
Journals	12,994	17,920	4,926	19,555	35,151	15,596	122,052
Fisheries	625	5,625	5,000	708	5,825	5,117	13,425
Total Expenses	234,816	332,574	97,756	736,294	932,246	195,949	5,081,539
Net Change from Operations	(30,260)	714,552	(744,814)	327,767	705,877	(378,112)	(548,310)
Non Operating (shown on a net basis)							
Restricted contributions	2,165	1,177	988	8,290	5,910	2,380	85,159
Total Non Operating	2,165	1,177	988	8,290	5,910	2,380	85,159
TOTAL NET CHANGE	(28,095)	715,729	(743,826)	336,057	711,787	(375,732)	(463,151)

AFS Cash Forecast - June to July 2023

		<u>Jun-23</u>	<u>Jul-23</u>	<u>Total</u>
MTB Checking	171,392			
PayPal Meetings	51,081			
Total	222,473	222,473	58,298	280,771
Wiley editorial		35,700		35,700
Wiley Guaranteed			237,000	237,000
Known Cash Receipts		258,173	295,298	553,471
Projected dues		5,000	5,000	10,000
Hutton		5,000	10,000	15,000
Projected meetings reg (@ 50% 2022)		99,000	191,000	290,000
Projected Cash Receipts		109,000	206,000	315,000
Monthly operating exp		180,000	180,000	360,000
NOAA contract exp		23,876	24,599	48,475
Hutton		30,000	30,000	60,000
Latin Congress		75,000		75,000
Grand Rapids deposits (F&B, AV)			106,000	106,000
Other Expenses???			10,000	10,000
Known Cash Disbursements		308,876	350,599	659,475
Ending Cash Balance **		58,298	150,699	208,996

** excludes other receipts (books sales, job board, etc) and disbursements

Office Condo / HOA

- Listing remains in Limbo pending HOA approval of easement and building use
- HOA has had this information for 12mons; finally engaged legal this spring
- Glascock was presented with their Term Sheet (listing of demands); Condo costs inc.
- Glascock counsel believes we can navigate



Program Reviews

- Program Reviews (PR) are defined in the AFS Financial procedures
- Adopted by AFS in 2022 along with other procedures recommended by the Financial Planning and Procedures Committee (FPPC)
- PR are intended to assist AFS in evaluating program operating-financial results and future directions





Program Reviews

- Staff began evaluating AFS programs for AFS operational - directional planning purposes
 - Test cases: Hutton and Books programs
- Program Areas (~13) under consideration including meetings, membership, DEI, policy
- Linkage with Strategic Positioning Committee (SPC) for overall Society goal setting



Program Reviews

- Evaluations cover the program's:
 - Background
 - Sales data
 - Financial results
 - Goals (if any) and S.W.O.T.
 - Key questions and unresolved issues for MC / GB consideration





Program Reviews

- Intend to have other programs evaluations ready, to extent possible, for Grand Rapids GB retreat
- Anticipate committee involvement by Finance and respective program committees
- Outcomes from GB Retreat and future efforts should result in program goals - committee work plans



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Attachment H – LACFC Registration Report

12/31/22 - 5/31/23		
Registration Type	Count	Percentage
	1	0.27%
Booth Staff	8	2.13%
Complimentary	34	9.07%
Regular (All Other Countries)	101	26.93%
Regular (High Income Countries)	69	18.40%
Student (All Other Countries)	75	20.00%
Student (High Income Countries)	42	11.20%
VIRTUAL Regular	22	5.87%
VIRTUAL Student	23	6.13%
Total Attendees	375	
Country	Count	Percentage
(blank)	9	2.40%
Argentina	8	2.13%
Belize	6	1.60%
Brazil	18	4.80%
Canada	3	0.80%
Chile	15	4.00%
Colombia	9	2.40%
Costa Rica	7	1.87%
Cuba	13	3.47%
Ecuador	4	1.07%
France	1	0.27%
French Guiana	1	0.27%
Guatemala	2	0.53%
Honduras	7	1.87%
Italy	2	0.53%
Martinique	1	0.27%
Mexico	126	33.60%

Panama	1	0.27%
Peru	5	1.33%
Portugal	4	1.07%
Puerto Rico	9	2.40%
Spain	2	0.53%
Switzerland	5	1.33%
Trinidad and Tobago	1	0.27%
United Kingdom	1	0.27%
United States	112	29.87%
Uruguay	1	0.27%
Virgin Islands, U.S.	2	0.53%

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