

# BYLAWS

## Wisconsin Chapter of the American Fisheries Society

**Commented [D01]:** Includes comments/corrections/suggestions from Brad Eggold, Mike Seider, Max Wolter

### ARTICLE 1: NAME AND OBJECTIVES

1. The name of this organization is the WISCONSIN CHAPTER OF THE AMERICAN FISHERIES SOCIETY, hereinafter referred to as the Chapter and Society, respectively.
2. The objectives of the Chapter are:
  - a. Those of the Society as set forth in ARTICLE 1 of the Constitution of the Society.
  - b. To encourage the exchange of information by members of the Chapter and Society residing or working in the Wisconsin area.

Largely unchanged from the original. Minor grammatical changes were made and subheadings for item #2 were used as in the AFS' Constitution.

### ARTICLE 2: MEMBERSHIP

1. Individuals interested in the Chapter and its objectives may become members of the Chapter by paying annual dues to the Chapter (see ARTICLE 9 of these bylaws). All Chapter members are encouraged to also become members of the Society.

Largely unchanged from the original Section II, with the exception that the subunit mentions were moved to the new Article 3 below.

[A comment about students not paying dues. I argued that they do, they are just \\$0. This leaves us flexibility to actually charge dues >\\$0 in the future without modifying the bylaws.](#)

### ARTICLE 3: STUDENT SUBUNITS

1. The Chapter recognizes the following student subunits.
  - a. University of Wisconsin – Stevens Point.
  - b. Northland College.
  - c. University of Wisconsin – Green Bay.
  - d. University of Wisconsin – Stout.
  - e. University of Wisconsin – Madison.
2. Student subunit presidents must be members in good standing (i.e., paid dues) of the Chapter and the Society. The Chapter shall pay Society annual dues for each president for both calendar years of their term.
3. Institutions without a recognized student subunit may petition the Executive Committee to be recognized as a student subunit of the Chapter under Society Rule 6.a.iii.1. Details for this petition are available from the Chapter President.
4. A student subunit may lose recognition by the Chapter after four years of inactivity at the Chapter level by members of the subunit and after the President and Student Affairs Committee have exhaustively tried to re-engage the subunit in Chapter business.

Added this from the original Section II. Made these major changes ....

1. Bulleted the subunit names
2. Added item 2 to be explicit about this expectation and offer.
3. Added items 3 to be explicit about this. Note, however, that the “details for the petition” need to be created (there is no evidence of such details from when previous subunits were added).
4. Added item 4 as I think that there should be an expectation of continued involvement at the Chapter level in order to remain recognized as a subunit. We chose four years as being the length of an undergraduate cohort (and thinking that it may take a couple of years to initiate the re-engagement and we do not want to remove recognized subunits).

UW-Madison has created a sub-unit that is both recognized as a student organization by UW-Madison and by AFS.

## ARTICLE 4: OFFICERS, DUTIES, AND ELECTIONS

1. The Chapter shall have the following officers, terms of office, and duties.
  - a. The PRESIDENT shall serve a one (1) year term and preside at all meetings, serve as the Chair of the Executive Committee (see Article 5 of these bylaws), represent the Chapter to the North Central Division and Society, and make appointments and perform duties and functions as are authorized by the Executive Committee and necessary.
  - b. The PRESIDENT-ELECT shall serve a one (1) year term and assume the duties of the President in the event the President is unable to serve, chair the Annual Meeting Arrangements Committee, and assist with other functions at the request of the President.
  - c. The PAST-PRESIDENT shall serve a one (1) year term and chair the Nominating Committee and assist with other functions at the request of the President.
  - d. The SECRETARY-TREASURER shall serve a two (2) year term and keep the official records of the Chapter, collect and be custodian of registration fees collected under ARTICLE 9 of these bylaws and any funds which may be allotted to the Chapter, disburse funds as necessary and authorized by the Executive Committee, submit a record of receipts and disbursements at the Annual Business Meeting, and perform such duties as may be requested by the Secretary-Treasurer of the Society and of the North Central Division. There is no limit on the number of terms that a member may serve as Secretary-Treasurer.
2. All officers must be members in good standing (i.e., paid dues) of the Society.
3. Members of the Chapter may be nominated by the Nominating Committee, or by a Chapter member, for election as President-Elect or Secretary-Treasurer at the Annual Business Meeting. Nominees may be asked to address members at ~~the~~ this meeting. In the event that two candidates are nominated for the same office, members will vote for one candidate by written ballot. Votes will be tallied by the Nominating Committee and announced to the membership at the same Annual Business Meeting. Terms of office shall begin immediately after the elections at the Annual Business Meeting.
4. In the event of a cancellation of an Annual Business Meeting or a quorum is not present at the Annual Business Meeting, an election using electronic ballots may be held by the Nominating Committee as described in Article 8 of these bylaws. If an election is not held, the officers and the members of any committee shall continue to serve until the next Annual Business Meeting.
5. In the event of a vacated officer position, the Executive Committee shall appoint a qualified replacement to fill the unexpired term.

This is parts of original Section IV and V (original section V is now the subheadings for Item 1). Made these major changes ....

1. Added duties for the Past-President (were not in the original).
2. Added “assist with other functions” language to the President-Elect position.
3. Added sentence about no term limits to Secretary-Treasurer.
4. Added Item 2 to make this expectation clear.
5. Added Item 3 to try to clarify the nomination and election process for officers and when terms begin.
6. Item 4 was amended to include the language about not having a quorum and allowing electronic voting. The last sentence was in the original.
7. Item 5 was in the original, but is now a separate item here.

## ARTICLE 5: EXECUTIVE COMMITTEE

1. The Executive Committee of the Chapter shall consist of the Chapter officers and presidents of the student subunits.
2. The Executive Committee is authorized to act for the Chapter between Annual Business Meetings and to perform appropriate duties and functions.
3. A quorum is required for transaction of official business at an Executive Committee meeting. A quorum shall consist of at least three (3) Chapter officers and at least ~~two (2) one (1)~~ student subunit presidents. Executive Committee members may appoint a proxy.
4. Each member of the Executive Committee shall have one (1) vote on Executive Committee decisions. In the event of a tie, the President’s vote may be the deciding vote.
5. Executive Committee meetings are called by the President.

This was original Section VI. Made these major changes ....

1. Changed Item 1 to just presidents of the student subunits rather than listing all of them individually (will ease future changes if we add more subunits).
2. Item 2 was in the original, just separated into its own bullet here.
3. Changed the quorum of the ExComm in Item 3 from “4 of 6 members” to “at least 3 officers and at least 1 student sub-unit President.” This seemed appropriate given that it may be difficult to get student presidents together at certain times (e.g., in the summer) or if participation by a subunit is lacking (in the sense that they don’t have a president that attends ExComm meetings). Also, this largely precludes a Chapter-level decision being made primarily by the subunit Presidents, but also by being made without any sort of subunit involvement.
4. Item 4 was changed from “... shall be the deciding vote” to “... may be the deciding vote” based on this advice from the AFS Constitutional Consultant – “As suggested in Robert’s Rules, this wording change gives the president the option of not voting (although it will kill the motion) if the president wishes to maintain the appearance of neutrality on the issue at hand.”
5. Removed the language in Item 5 about ExComm meetings typically being held three times per year (this has not been the practice for quite some time).

Changed to two subunit presidents with the addition of UW-Madison.

## ARTICLE 6: COMMITTEES

1. Standing committees help the Executive Committee conduct Chapter business. The Chapter has established the following standing committees:
  - a. Annual Meeting Arrangements
  - b. Awards
  - c. Continuing Education
  - ~~d.~~ Environmental Issues
  - de. Membership
  - ef. Newsletter and Communication
  - fg. Nominations
  - ~~h.~~ Outreach
  - gi. Raffle and Revenue
  - hj. Resolutions / Environmental Issues
  - ik. Scholarship
  - jl. Student Affairs
  - km. Website
2. Additional standing committees as may be necessary for the conduct of Chapter business may be formed by the Executive Committee and approved for these bylaws as described in ARTICLE 11 of these bylaws.
3. Committee chairs, with the exceptions of the Nominating and Annual Meeting Arrangements committees (as described in ARTICLE 4 of these bylaws), shall be appointed by the President. Committee members shall be recruited by and serve at the pleasure of the Committee chair.
4. Committee chairs shall report their committee's activities, findings, and recommendations at the Annual Business Meeting and ~~interim~~ meetings of the Executive Committee. Committee chairs shall submit a written report to the Secretary-Treasurer prior to the Annual Business Meeting.
5. Special committees may be formed by the President at any time for specific, time-limited purposes. A special committee shall be disbanded upon completion of the specified project and subsequent report to the Executive Committee or Chapter.

This was original Section VII. Made these major changes ....

1. Moved the list of standing committees to the beginning of this Section and alphabetized the list.
2. Added the Nominations and Program committees as they are listed elsewhere in the bylaws. Deleted “local arrangements” committee as I interpreted that as the same as the Program Committee. Then changed “Program” to “Annual Meeting Arrangements” as it is more descriptive of the committee’s charge.
3. Added the Student Affairs Committee which we initiated this year.
4. Removed the Outreach committee (its chair has been vacant for a number of years and I could not find a description).
5. Added Item 2 to be explicit.
6. The first sentence in Item 3 is largely the same as what was in the original 7.1. I added the sentence about members of the committee and the chair.
7. Item 4 is largely the same as the original Section 7.3.
8. Added Item 7.5 (idea from the bylaws for the Mississippi Chapter).

In 2014 there was a note that the ExComm would look into combining the Resolutions and Environmental Issues committees. In 2015, the minutes suggested that this happened but there is no record that it did (that I could find). Titus Selheimer’s recollection is that the two were combined (he is, at least, the chair of the Resolutions committee).

## ARTICLE 7: MEETINGS

1. The Chapter shall hold at least one (1) meeting annually (the Annual Meeting) at a time and place suggested by the Annual Meeting Arrangements Committee and approved by the Executive Committee.
2. The Chapter shall hold a business meeting (the Annual Business Meeting) with the membership at the Annual Meeting.
3. The President with the approval of the Executive Committee may call special membership meetings.

This Article was added and was originally Section 3.1 of the “Meetings and Voting” section. It seemed appropriate to separate these two things (see “Voting and Quorum” Article 8) and was consistent with the bylaws of other chapters.

Note that “Annual Meeting” and “Annual Business Meeting” which are used elsewhere in the bylaws are defined here in Items 1 and 2.

## ARTICLE 8: VOTING AND QUORUM

1. Unless otherwise specified in these bylaws or the Constitution of the Society, decisions of the Chapter shall be in accordance with the latest edition of Robert's Rules of Order.
2. A quorum at any meeting for the transaction of official business shall be ~~50 one-third (1/3) of~~ members of the Chapter.
3. Voting may be conducted electronically upon decision by the Executive Committee. In these instances, a quorum shall be one-third (1/3) of members voting during a fifteen (15) day electronic voting period.
4. Decisions at meetings are by simple majority of members voting, except a two-thirds (2/3) majority is required in special cases such as amending bylaws and suspending a rule.

This Article was added and was originally Sections 3.1-3.4. Note that the original 3.3 was split into items 2 and 3 here. The original Item 1 did not make sense to me. I asked the Constitutional Consultant about the new item 1 and he said that it was more appropriate.

It was noted that we often will not reach a quorum at the Annual Business Meeting. I attended a webinar by the AFS Constitutional Consultant that suggested that this number should be reasonable (i.e., not too large) and should be what can reasonably be expected to attend a meeting. Some chapters have set a specific number (as small as 10).

I suggested 50 above as we plan Annual Meetings for 200 people and it seems reasonable to expect ¼ to attend the Business Meeting. Other suggestions were for things like "A quorum for the transaction of official business at the Annual Business Meeting shall be one-third (1/3) of members registered for the concomitant Annual Meeting."

## ARTICLE 9: DUES AND FEES

1. The Executive Committee shall establish annual dues subject to the approval of members voting at the Annual Business Meeting.
2. The Executive Committee, with consultation from the Annual Meeting Arrangements Committee, may establish a registration fee from each registrant attending the Annual Meeting.
3. Annual dues and Annual Meeting registration fees shall be collected by the Secretary-Treasurer. Members paying annual dues shall be communicated to the chair of the Membership Committee to maintain an accurate membership database.

This was original Section IX. Made these major changes ....

1. Added the "Collections" sentence to Item 3 to be explicit and to recognize that the S-T must tell membership about who has paid their dues.
2. Add the "consultation" phrase to Item 2 as the President-Elect primarily works to identify the registration fee as the meeting is being arranged.

## ARTICLE 10: BYLAWS AND PROCEDURES

1. The bylaws are the defining document for the Chapter and take precedence over all other rules and procedures of the Chapter. The bylaws cannot be suspended. The bylaws can be changed or amended as described in Article 11 of these bylaws.
2. 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 vote of the Executive Committee.

This was original Section X. Made these major changes ....

1. Moved the parts about amending the bylaws from here and into the new Article 11 below.
2. Removed a whole section about “rules” for which I could find no evidence that we, as a Chapter, have. This changed the title from “BYLAWS, RULES, AND PROCEDURES” to “BYLAWS AND PROCEDURES”.

## ARTICLE 11: BYLAWS AMENDMENTS

1. Proposed amendment(s) must be circulated in writing to the membership at least 30 days prior to voting. The bylaws may be amended by a two-thirds (2/3) majority of members choosing to vote, provided that a quorum was reached (see Article 8 of these bylaws).
2. In accordance with item 14.b.vii of the Society’s Rules, 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 Management Committee for approval.
3. Amendments take effect when the Chapter receives written notice of their approval by the Management Committee from the Executive Director.

This was originally part of Section X. Made these major changes ....

1. Quorum language in #1.
2. Item #2 original said the “Society’s Constitution” but I could not find any mention of this in the Constitution; rather it was in the Rules.

There was an original Item 8.1 called “Election of Members” that said “Application for all classes of American Fisheries Society membership may be received by the Secretary-Treasurer of the Chapter and shall be forwarded to the Society.” This was removed because its intent was unclear or it implied that we would collect dues for the Society and forward to them, which we do not want to be in the business of doing.

**Acceptance and Revisions Timeline**

**Approved Revision:** February, 2005

**Approved Revision:** XXX, 2019

