

# **BYLAWS OF THE NORTH CENTRAL DIVISION, AMERICAN FISHERIES SOCIETY (REVISED 2/26/17)**

## ***Article I. Name and Objectives***

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

## ***Article II. Membership***

1. The membership of the Division shall comprise those Society members in good standing residing in the following states, territories, and provinces: Alberta, Illinois, Indiana, Iowa, Kansas, Manitoba, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Northwest Territories, Nunavut, Ohio, Ontario, Saskatchewan, South Dakota, and Wisconsin.
2. Members of another Division may elect to transfer to the North Central Division, according to the Society Bylaws, by notifying the Executive Director in writing.
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. Officers shall be elected by a majority of ballots cast and 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 the Secretary-Treasurer, for re-election to the same office within one year following the expiration of their terms. 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. 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, 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. 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) Represent the Division as a voting member of the Management Committee of the Society and remain on the committee through their presidential year (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:
  - 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 Division 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 its correspondence;
  - c) Conduct elections;
  - 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;
  - e) Disburse funds authorized by the Division membership or the Executive Committee;

- f) 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
  - g) Submit the minutes of the annual business meeting to the Executive Director within 30 days following the meeting.
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 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. 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 shall consist of the five officers (President, President-Elect, Vice President, Immediate 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.
4. 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.
5. Decisions at meetings are by simple majority, except as listed for Bylaws or as described in the parliamentary authority.

## ***Article VII. Division Committees***

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.
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 unless a Division 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.

3. 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:
    - i) Archives Committee shall be responsible for placing the important historical hard or electronic copies of documents of the Division into permanent storage. The Chair(s) shall be the Division Archivist(s).
    - ii) 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.
    - iii) 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.
    - iv) Communications Committee, consisting of at least two members, shall provide development, content management and maintenance services of the NCD website and other electronic communication vehicles.
    - v) 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.
    - vi) 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 serve on the Membership Committee of the Society.
    - vii) Newsletter Committee, chaired by the Newsletter Editor, shall prepare and distribute the Division newsletter twice per year.
    - viii) 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 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.

- 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 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.
  - x) Student Affairs Committee shall help the Division in recruiting and maintaining student members and shall assist in implementing other student-related activities within the Division. The Chair will be a student in good standing at a college or university within the geographic boundaries of the Division. The Chair will serve on the Division Membership Committee.
4. Technical Committees promote resource conservation and enhancement within the Division, 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) and one official representative from each Chapter, following recommendations from the committee membership. The rest of the membership of Division technical committees is open to any member of the Division and may include persons from outside the Division as associate members, all of whom are not officially appointed and may serve as long as each individual desires.
  - c) The Division has established the following technical committees.
    - 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.

- 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.
  - 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.
  - 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.
  - 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.
  - vii) Walleye Technical Committee promotes research and development of functional management strategies leading to the wise use of native and introduced stocks of walleye, sauger, their hybrids, and yellow perch, to improve culture techniques, and to facilitate the dissemination of pertinent data and technology to both the scientific and user communities.
5. Special Committees address topics that do not fall under the responsibilities of Standing Committees.
- a) Special 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. 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.
  - 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.
2. Rules are the next highest level of documentation of Division operations. They are generally established to facilitate the conduct of Division business. They may be suspended or amended as follows.
  - 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.

3. Procedures are the lowest level of documentation of Division operations. They are generally established to provide continuity in the conduct of Division business. The manual describes the general structure and operation of the Division.
  - a) Changes to the procedural manual are amended by a simple majority vote of the Division Governing Board.