

CR/PWS Marketing Association
 Board of Directors Meeting Minutes
 March 5, 2015 6:00 PM
 CRPWSMA Office and Teleconference

	1.7.15	2.11.15	3.5.15	4.8.15	
Jeff Bailey	P	P	P		
Bill Lindow	P	P	P		
Thea Thomas	P	P	P		
Dennis Zadra	P	P	P		
Susan Harvey	P	E	P		
Rich Wheeler	P	P	P		
Shawn Gilman	P	P	P		
Jeff Olsen	U	P	P		

P = Present, E = Excused Absence, U = Unexcused

Staff: Chelsea Haisman, Program Coordinator

Public: Pam Smith

A. Intro

1. Call to Order

JB: Meeting called to order 6:12 PM

DZ, BL, SG, CH, JO, SH, TT

2. Approve Agenda

BL: *Motion to approve agenda*

SG: *second*

JB: Executive Session @ End

SH: Request for discussion on marketing for CR/PWS, and amend agenda to include Marketing and Quality

SG: We do need to have it on future agendas.

All in favor, Motion passes

3. Approve Minutes

SG: *Motion to approve minutes 1.7.15 and 2.11.15 as presented*

BL: *second*

No discussion

All in favor, Motion passes

4. Public Comment and Appearances

Pam Smith: (reads statement from Bob Smith regarding his removal from the Board of Directors)

B. Staff Reports

1. No Executive Director Update, Resignation tendered March 3

2. Staff Update

CH: Overview of Boston Plan, there's a potential networking opportunity with industry professionals at the Alaska Seafood Reception. Renewed Vocus/Outmarket software with a loyalty discount, putting us \$2000 under budget. Very valuable program for us, we are able to track messages and news about CR/PWS and also any e-mails, press releases, or social media posts that we put out on our own.

C. Financial Reports

1. Budget Update/Account Balances

JB: These reports were not prepared for this meeting, because our ED resigned last week. These will be in our next meeting packet.

CH: Was able to pull our Wells Fargo reports today, and go over them prior to the meeting, and there were no major red flags that were anything I wasn't aware of, but I do think it would be wise if we had a financial meeting at some point to make sure that everything is lining up and we're all aware of our financial status. There have been expenses in the Boston category, POS category for recipe cards, and others.

SH: Did Richard give us a resignation letter, and will that be available to the Board?

JB: Yes, we have a resignation letter from Richard, and he returned his computer, keys, and card.

2. Election of Treasurer

TT: *I nominate Dennis Zadra for Treasurer*

DZ: I accept. I am brand new at this, but will do due diligence and do my best.

SG: second

BL: *Motion to elect Dennis Zadra as Treasurer*

SH: *second*

No other nominations

All in favor, motion passes

D. Bylaw Changes

1. Bylaw Committee Report

SH: Just want to speak briefly to the Bylaw Change SOP; the intent of the STANDARD OPERATING PROCEDURE is to give written instructions to both the Board and staff so we are clear on the steps we need to follow to be consistent in amending our bylaws.

BL: *Motion to validate 2010 bylaw amendments*

SH: *second*

Discussion:

BL: There was a lot of discussion and concern about whether amendments were done correctly. All the evidence has been provided to prove that both of those sets of amendments were done correctly. This motion just seeks to validate those amendments and we can do away with that controversy.

SH: Each bylaw needs to be read into the record, or a written document put into the record. That way when we vote on them, it will be very clear what we voted on.

BL: These are the changes in 2010. Article 1, Names and Purposes. It will now read: Corporation qualifies for exemption under section 501c(6) of the Internal Revenue Code. Article 2, Place of Business and Definitions

Article 2.1 Principle office of the Corporation shall be located at 509 First St, Cordova, Alaska 99574.

Article 4. Members.

Article 4.1 Qualifications of Voting Members. A person shall become a voting member of the corporation by a) holding an Area E permit and paying an annual, non-refundable membership levy of 1% of annual ex-vessel seafood sales or b) paying an annual membership fee of \$500.

Article 5. Directors

5.1. Powers and Duties. These activities include, but are not limited to, the power and duty to: Satisfy itself that proper records are kept of all corporation transactions, including a proper accounting system and cause a financial review to be made of its books by a Certified Public Accountant not continuously employed by the corporation every three years.

Article 5.2 Number. A minimum of one board seat shall be allocated to each assessed fishery. No more than two board of directors seats may be filled by dues-paying, non-assessed members.

5.4 Election.

(a). Elected Directors: A minimum of seven (7) of said Directors shall be elected by the membership via mail-in ballots or voting in person, the results of which become official at the time of the board meeting following the election certification.

(c) Nominations: Nominations for elected or appointed Directors may be made verbally or in writing at any time by submitting the name to the Board President. Nominations will be accepted until 30 days before the election ballot postmark date. Nominees will be confirmed by corporation staff.

5.6 Tenure. It deletes section C in its entirety

Article 6. Officers.

6.3 Election. The principal officers of the corporation shall be elected annually by the Board of Directors at the next board meeting held after the election has been certified, or within seven (7) days thereafter.

6.4 Tenure. Principal officers and any other officers or committee Chairs shall hold office until the next board election is certified when their respective successors are chosen and qualified.

6.5 Removal. The Board of Directors may remove any officer, with cause, by a vote of a majority of the Directors present at any meeting at which there is a quorum.

6.10 Treasurer. The Treasurer shall, subject to the direction of the Board of Directors, oversee financial record keeping of the corporation. The Treasurer shall perform, or cause to be performed, the following duties:

Article 8. Revenues.

8.1 Designation of Expenditures. Revenues collected from a participating, assessed fishery will be collected in a general fund, with expenditures determined by the board of directors.

Article 8.2, 8.3, and 8.4 were deleted in their entirety.

Article 11. Liquidation and Dissolution.

11.1 Procedure. Upon dissolution of the corporation, the Board of Directors shall, after paying all liabilities of the corporation, dispose of all the assets of the corporation, as the Board may determine.

SH: Very important to reference that the Bylaw committee did research, and did clarify that these amendments were done properly and it was researched thoroughly to determine that they were changed correctly.

BL: I also wanted to reference that we received a letter from past ED Beth Poole attesting that proper notification to the members was made, that we obtained a notarized affidavit.

SG: I think the committee agreed that if they got the notarized letter, they would accept the changes. We do note, that there are no minutes of the meeting, but I think we accept them as valid changes.

All in Favor, Motion passes

BL: Motion to invalidate 2008 and 2013 bylaw amendments

SG: *second*

BL: The Bylaw committee did a lot of research, we concluded that both of the 2008 and 2013 amendments were done improperly because membership was not given proper notification and time to comment on the proposed changes. There was just one amendment made in 2008, the Fiscal Year change. A result of this motion is that our FY reverts back to December 31.

SG: The amendment from 2013 that we are invalidating is 4.1. Qualification of Voting Members. (b) Paying a membership fee equal to 1% of the average.

JB: In doing that, we would revert back to \$500. And our fiscal year change would revert to Jan 1 to Dec 31.

All in favor, Motion passes

BL: *Motion to direct staff to take necessary measures to put into effect the change of our FY end to December 31, which would at the least, include the creation of a stub budget, and file required federal forms.*

SH: *second*

No further discussion

Motion passes.

SH: One administrative item, is that the bylaws are dated 2012. We need staff to go back through those and take out the invalidated changes that we are making today, and post a correct version on the web.

Direct staff to ensure the bylaws we are using and available to members on our website.

2. Proposed Bylaw Changes

BL: 4.1 The Bylaw Committee wanted to delete section (b) which allows membership of somebody who is not an assessed member, or not a permit holder. I personally am not keen on that idea, I feel that it needs a good discussion and debate.

SG: I would like to see us put back in what wasn't valid in 2013. The average of the previous years' drift gillnet annual assessment. Would that be too much extra work for staff to determine.

CH: Would just need to look on the CFEC website and take the average.

TT: So we're not changing it from \$500 to \$1000, but an average of the assessment.

CH: \$1000 is approximately the average assessment per fisherman, if we want to just keep things simple.

SG: *Motion to adopt 4.1(b) "Paying an annual membership fee of \$1000."*

BL: *Second*

No further discussion

All in favor, motion passes.

SH: For the record, we are not making any final decisions today our motion to approve an amendment only moves the proposed amendment forward to a membership vote. All changes will go out to the membership for the opportunity for feedback. We welcome membership input on how they feel about this.

BL: *Motion to forward the following wording of Article 4.5 to members for their review: Special Meetings of the members shall be held anywhere in the United States upon the call of the President, the Board of Directors, or by the call of the permit holders of not less than ~~twenty percent (20%)~~ **eight percent (8%)** of*

all of the voting members of the corporation by a request signed, dated, and delivered to the corporation's Secretary, or to any other officer in the case of death, absence, or incapacity or refusal of the Secretary. The place, date, hour, and purpose of every special meeting of the members shall be stated in the resolution or petition therefore and the notice thereof.

SG: second

BL: Committee Notes: The intent is to try to make it easier for membership to call a special meeting with the idea that they could use that forum to air grievances without having to petition to the state to revoke the tax.

TT: I'm not sure why it isn't 10%, which is the same as the State. With 54 people, it just seems a little more reasonable.

JB: I agree, on the basis that 10% is the standard that the state has established. 54 people is a reasonable number to call for a special meeting.

BL: At the committee meeting, I advocated for a higher number, I would prefer 9 or 10%.

TT: *Motion to amend the motion to change the required number to 10% to call a special meeting.*

SG: As the second of the original motion, I have no objection to that

BL: I have no objection then, 10% seems fair.

All in favor, motion passes

BL: *Move that we forward the following wording to the membership for review: 5.1 Powers and Duties. Section (e) Call special meetings of the members when the board deems it necessary, and at any time upon the written request of ten percent (10%) of the voting members.*

SG: second

BL: The only reason for this change is to be consistent with the change for Article 4.5.

All in favor, motion passes

BL: *Move that we forward to the membership for their consideration the following: Deletion of the entirety of 5.4 (b) Appointed Directors. Not more than one-third of the maximum number of Directors may be appointed by the Board of Directors at the annual meeting or at any special meeting of the board called for that purpose. The board may choose not to fill all appointed job slots.*

SG: second

BL: Unsure what the initial drafters of our bylaws had in mind with this section, it's confusing, and I don't feel there is any reason to it. I recommend deleting this section, and then clearing up the appointment process in Article 5.5 and 5.6.

SG: Being an appointed member, I remember the board had a difficult time deciding which section to appoint me under. We should forward it to the membership and get feedback on it.

BL: Anytime anyone is appointed to the board, should be for the purpose of filling a vacant seat. Other sections adequately and more clearly address filling vacancies.

All in favor, motion passes

BL: *Move to forward the following wording of article 5.5 Vacancies to the members for their review: Vacancies on the Board of Directors due to resignation, death, or termination will be filled by Board appointment through a majority vote of the directors then on the Board of Directors. A director appointed under this section shall serve until the board meeting following the certification of the next election of the Board of Directors.*

SG: second

TT: I'm strongly in favor of this. Having watched resignations and appointments in the past, it was confusing to determine the length of term, or whose term they were really filling. It clears up confusion by having board appointments last just until the next election.

SG: It's cleaner, there was confusion when they appointed someone a month before the election to fill a term. Might mess up board rotation, but we should put it out to members.

All in favor, motion passes

BL: *Move to forward the following wording of Article 5.6 (b) to the members for their review: Appointed Directors. Directors appointed to the board to fill a vacancy due to resignation, death, or termination shall serve until the board meeting following the certification of the next election of the Board of Directors. A Director's seat filled by reason of an increase in the number of Directors shall be filled only until the next election of the Board of Directors. No vacancy may continue longer than six months or the next annual meeting of the members, whichever occurs first.*

SG: *second*

All in favor, Motion passes

BL: *Move to forward the following wording, specifically asking for comment on 2 or 3 year terms, of Article 5.6 (c) Term Limits. Any Director may hold office for three [two] consecutive terms, if re-elected by the members. After serving three [two] consecutive terms, any director shall wait at least one full year before being elected, or appointed, to serve on the board. The initial term of a director appointed to fill a vacancy, being less than one year in length, shall not count as one of the three [two] consecutive terms to which directors are limited.*

DZ: *second*

BL: Prior to 2010, there was a 2-term limit for directors. The Board attempted to repeal term limits in 2010 by deleting part of article 5.6 C, but left in a different part of 5.6 C that still referred to the two-term limit. The reason for this proposed amendment is to clear up the uncertainty regarding term limits. In addition, the last sentence of the proposed amendment is intended to make it consistent with the proposed amendments of 5.5 and 5.6 E voted on earlier tonight regarding appointments to fill Board vacancies.

SG: Honestly I'm alarmed at 3 terms, that's 9 years. All the reading I've done on non-profits, term limits are vital to the health of the organization. Where we're sitting today is a reflection of not enough board turn over is that not enough members are involved, or aware of what it takes to move something forward. I'm sure we'll get some feedback, but I wanted to go on record that 3 is too long. I do want to clear up some of the confusion about term limits. The board in 2010 tried to delete term limits from the bylaw; however, they forgot to completely delete all language referring to term limits in this section. This made it possible that past board members were elected and sat improperly for an extra term. I would rather see two consecutive terms where you sit out a year until the next election. We should try to encourage more people to run for these seats.

BL: This proposed amendment is designed to clear up that difference of opinion about our current bylaws. There's a need to do this. Question is whether 2 terms is best or 3 terms is best. There are good arguments either way, and it's an open question right now.

SH: If we don't have consensus as a board, can we table this and talk about pros and cons until we have clarity on language? Can we send this to the membership for their opinion for one option or the other? We could include both versions in the letter to the membership.

All in favor, motion passes

BL: *Motion to forward the following amendment to the membership for their review: Article 6.8 Vice President. The Vice President shall have such powers and perform such duties as the Board of Directors*

may from time to time designate, and shall preside in the absence of the President. In addition, the Vice President shall perform, or cause to be performed, the scheduling of all meetings of the Board of Directors, and membership meetings.

SG: second

BL: It seemed like it doesn't make any sense for the VP to get involved in scheduling committee meetings, either the President or the chairman of a committee shall be free to schedule their own meeting. Seemed like an unnecessary delay.

JB: Board members and committee chairs should have the responsibility to schedule their own meetings.

All in favor, motion passes

BL: *Move to forward the following wording of Article 7.2 Composition, Quorum, and Action of Board Committees to the members for their review: Any board committee shall be composed of one or more directors, and up to three non-directors who are voting members of the corporation. All committee members will be appointed by the Board of Directors. A quorum at a board committee meeting shall be a majority of all board committee members in office immediately before the meeting begins. Members of any board committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. If a quorum is present, action may be taken by a majority of directors present. Any such action taken by a board committee shall be presented as a recommendation to the full board at any meeting where a quorum is present for action by the majority of the board.*

SG: second

BL: This was in conflict with 4.2. This would clarify that non-board members are allowed to serve on committees. Bylaw committee had a bit of discussion about this. I wanted to give the power to appoint members of committees to President, other members of the bylaw committee wanted the members to have control of it. The sentence that was removed really had to be taken out of there, because it seemed to say that a majority of directors at a committee meeting could take an action. An act of the board has to be an action that is taken at a Board meeting, not a committee meeting.

JB: If we have people that want to serve on the committees, and they are qualified, I think the chair should be able to remove those who aren't participating.

BL: Take this back to the drawing board and rework the language. *Motion withdrawn*

SG: *Motion to include in these proposed bylaw changes. Add back in 8.1, 8.2.*

BL: second

SG: The purpose is that the seine fleet is losing some ASMI money, we've had interest from them to join. Would not preclude overlapping projects. In order to attract other fisheries, you would have to have that in there.

SH: One reason for the bylaw SOP, would be to discuss it prior to meeting. Concerned about this proposal, I don't have anything in writing, I don't have justification, haven't had time to think about it. It's appropriate to vet these through the committee, and put together a package to the board. This could have significant implications to the fleet I participate in.

TT: I'm not comfortable with moving that forward to membership at this time.

BL: We'll rework this and bring it back.

2:12 SG tables motion, BL withdraws second. *Motion withdrawn*

BL: *Move to forward the following wording of article 13.2 Amendments to the members for their review: The Board of Directors shall adopt the initial Bylaws of the corporation. These Bylaws may be amended,*

altered, or repealed by a majority vote of the members at the same time and by the same manner as the annual board of directors election, provided that the notice of such election shall be made not less than 30 days prior to the election, and shall contain the text of the proposed amendment, alteration, or repeal. The Bylaws may contain provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

DZ: second

All in favor, motion passes.

3. Bylaw Standard Operating Procedures

BL: *Motion to adopt the STANDARD OPERATING PROCEDURES (SOP) FOR BYLAW VERIFICATION AND AMENDMENT as presented.*

DZ: second

All in favor, motion passes

SG: *Motion to accept the PROJECT PROPOSAL STANDARD OPERATING PROCEDURES (SOP) as presented.*

DZ: second

CH: Staff note: Change 7 days to 5 days, so that it aligns with policy

SH: Approve it with that change, and will provide a revised copy.

SG: Would still like to make sure the Board sees all proposals that come in.

SH: The intent is that this process would filter out the proposals that don't meet the criteria.

All in favor, motion passes

E. Project Proposals

JB: Received multiple proposals involving Prince William Sound: logo re-design, hats and t-shirts, and a re-branding project. I could easily see this as something that could be under the same umbrella.

SH: We need to do something for PWS fishermen that says we're paying attention to that area. We need to have a professional come in and give us some advice on a marketing strategy, and it could include quality as well.

TT: *Motion to send out an RFP soliciting marketing strategies for Prince William Sound salmon under the SOP guidelines.*

SH: second

SG: In the past quality has been our focus in PWS, but there has to be some processor buy-in for marketing if it is to work. Focus in new cities and hopefully university food service programs may be a strategy to move our fish forward. A committee should be formed to guide this.

TT: I'm in favor of this. I think it's important on a couple different levels, the last time we checked, over half our assessment came from PWS fish, chums and sockeye. I think it's time we do develop a marketing plan for PWS. We have raised the quality since 2009. Time to do some marketing of PWS fish. Really important to not lose the setnet fleet. Hiring a marketing consultant and develop a strategy is a good idea.

JO: Opposed, the lion's share of our budget has gone toward promoting PWS quality through the ice barge.

SH: This isn't a setnet-only proposal. Setnetters work in PWS, however the drift fleet does fish the PWS area as well. I support the idea of the organization working as a collaborative group. We are here not just to represent our own gear group, but also to represent the greater good. I'm proposing to allocate \$50,000 for an initial budget to hire a consultant. We would send out an RFP, and get some experts to give us a bid for what they could do for us.

SG: Need to make sure that we don't leave processors out of the discussion.

BL: I'd be in favor of putting out an RFP without a dollar amount on it.

All in favor, motion passes

Staff directed to send out REQUEST FOR PROPOSAL (RFP)

JB: Kate Morse's proposal, for Copper River Watershed Project.

SG: Motion to approve the Project Proposal from CRWP in the requested amount

BL: second

JO: Don't think this has anything to do with our mission statement. I'm not in support of giving funds to an organization that points out negative things about our industry, and has cost us time and area, and giving a few Cordovan kids this opportunity.

SH: I'm concerned about this proposal, don't support it at this time. Box checked was infrastructure industry, match section 1.2 of our bylaws. If we used our SOP, it wouldn't have qualified

BL: Member of the Watershed Project, and supported it for years. Support their education programs. The relationship of this proposal to our mission statement is iffy, as much as I'd love to see their program funded, I'm not in favor of this proposal because it does not have a direct relationship to our mission.

SG: have had reservations, would love to see fish to school in every school in the state. I think we gave them \$400, they do interact with the entire watershed, which has really helped us as an entire industry, keeping upriver and downriver communities connected. Would offer up \$500 but not asking amount.

SH: Important for the board to say that we do support education, but that this proposal doesn't meet our bylaw objectives of section 1.2.

All opposed, motion fails.

F. Boston Committee Report

SG: Motion that Jeff Olsen goes to the Boston Seafood Show

BL: Second

JO: I actually don't want to go, just broke my nose to be honest.

RW: Is it possible to hire KC Dochtermann?

TT: Agree with Rich, we could use him.

BL: Would be curious to know how much he would charge. He's had no interaction with us to date. He could represent us well, but it makes me nervous.

RW: We could contract with him, until a later date.

TT: I want to put in a plug for KC, what a tiny player we are in the stage of international seafood. It's difficult to make these contacts. Don't know what KC would propose. Having him there as a liaison between Chelsea and the important contacts would be beneficial, he knows the players.

BL: Motion to direct the Chair to contact KC Dochtermann about a short term contract possibility, can't exceed \$2500 unless we have another meeting.

RW: second

Motion passes, one opposed

G. Executive Session

SG: Motion to go into Executive Session to discuss recent staffing changes 9:39 PM

BL: second

SG: Motion to come out of Exec. 10:13 PM

BL: Second

Next Meeting: April 1, 3:00 PM

BL: *Motion to adjourn*

SG: *second*

Meeting adjourned 10:19 PM