

Agenda for SWS Board Meeting via Teleconference

November 12, 2018 –10-11 AM MST

Dial-in Number – 641-715-3580

Access Code – 932-379

Attendees: Ryan O’Shaughnessy, Jim Ramakka, Ginny Seamster. Tad Theimer joined at 11 and went through items covered during the meeting with Ginny.

Purpose: Discuss section incorporation; disseminate scholarship guidelines; priorities sent to Parent Society; GAC activities; AZ/NM JAM and TX Chapter Meetings 2019 updates; nominations for 2019 board?

Information/Discussion Items:

SWS Incorporation – Jim Ramakka

- TWS legal counsel has recommended that units, especially sections, consider incorporating
- One reason for doing so is personal liability protection that incorporation can provide for officers and board members as well as the Parent Society
- Western Section has been incorporated for a number of years
- Heads up – more information to come. Cleveland – spent time going over report from TWS legal council - their recommendations – Ed Thompson- try to make sure TWS following proper business practices – make it more efficient. Canadian Section found they cannot be a nonprofit under Canadian law without incorporating- were seeking council to seek incorporation- that was approved. Ed Thompson’s meeting with legal council – multi-million dollar organization now- 3 million. Try to make it clear where subunits fit into overall TWS structure- how to best make sure chapter and section officers are as well insulated from liability as possible- along with TWS. If chapter sued and not clear distinct separation – that could go all the way to suing the parent society too. Look at what most sections and chapters do- in line with what legal council thinks needs to be done to be own entities and oversight by TWS. Protect logo and stay within rules and boundaries set by the parent society. Recommendation- section then later chapters incorporate under appropriate state laws
- TWS incorporated under laws of DC as 501 c3. To maintain non-profit status in each state- should pursue incorporation within each state or whatever is the equivalent in each state. Individual with parent society willing to work with sections to make sure they follow procedures that work best for TWS and sections to limit their liability.
- Sections- SWS – we don’t have a meeting on our own – but let’s say someone gets hurt at a JAM and wants to sue the chapter for negligence; incorporation protects officers, board members, members against liability. Cameron.
- Will develop guidelines to go to the sections- guidebook- on how to do this.
- Varies from state to state- cost vary from \$40 to \$300 to \$400 to incorporate; most states charge \$30 to \$40. Limited liability company- consulting firm- Jim’s- file with the state; who is on the board; who are the officers; what is the structure; things already in place; requirements for regular meetings; minutes be taken and recorded and made available; there is a fee and paperwork.
- Wouldn’t really change how things function – but something to consider

- Pick one of the three states to incorporate in; Western Section been incorporated since 1982 – cover CA, NV, Hawaii, Guam. Incorporated in CA. State chapters- Oregon and ND both incorporated- 1981 (ND) and 2008 (Oregon).
- CA operation – NV and Hawaii do have meetings though- sections rotate through them...
- Which state for SWS to incorporate in – Cameron might be able to provide some good advice.
- Incorporate in TX- have tax implications- file under Texas state taxes...under federal tax code- 501c3 applies wherever; state taxes- how they apply to non-profits is what we'd have to figure out for the different states. Cameron dig out info on which might be the best state to incorporate in. Make sure tax forms get filed. Any fundraising- non-profit- not stepping outside the bounds to raise money for other causes. In the 80's- concerns with not letting treasury look big enough that it looked like a for-profit entity.
- The sort of things that the SWS has been doing with their money is in line with what the parent society is all about/in line with incorporation.
- Jim will check on guidelines and we can potentially set up a conference call with Cameron if we want to.
- Unlikely we would need to hire an attorney. Fill out forms and pay the fee.
- \$300 to the state in Texas when Ryan filed for LLC in Texas.
- Jim will cc me on communication with Cameron and I can keep in touch with the board with it and see if we want to have a call with him or I can talk with him and share back with the board and we can figure out which state we may want to try and incorporate with. This may bleed over into Tad's term as president.
- Start with sections and move down to chapters.

SWS Scholarship - Ginny

- Please **disseminate** these far and wide- they went out in October but would be good to send out in November and again in December.
- No applicants/questions on this as yet. **One applicant thus far.**
- **Now posted on the SWS website**
- **Ginny will send applications to the board once they are all in.**

SWS CAC – Policy Priorities –Ginny

- I sent the below two bullets to Keith Norris et al. regarding the policy priorities for the Parent Society for the next two years.
- Under the section entitled “Enable wildlife professionals” – consider including something that puts further emphasis on supporting efforts to obtain state-level match for any federal funds that may become available through RAWA. For example, “Support of state-level efforts to implement conservation taxes or other funding mechanisms to provide state match for federal funds that support wildlife conservation and management action.” Or maybe – “Work to encourage implementation of policies that allow for alternate sources of funding for state wildlife agencies and broadening of their stakeholders.”
- Under the section entitled “Assist wildlife professionals” – consider adding something oriented towards non-game species. For example – “Work cooperatively with federal and state managers and the public to encourage implementation of conservation actions, as well as documentation of actions and successes, for Species of Greatest Conservation Need as identified in State Wildlife Action Plans”. Or maybe “Work with state managers to support

enactment of new policies, or implementation of existing policies, that enable states to regulate indirect take of birds under the Migratory Bird Treaty Act”.

SWS GAC Update – Ginny

- Richard Lawrence at AZGFD is leading a full day workshop at the JAM.
 - Workshop Part 1: (and prereq for Part 2) Continuation of Mobile App GIS Tips and Tricks/Usage.
 - Workshop Part 2: Hands-on Mobile Apps Lab

2019 AZ/NM JAM Update - Ginny

- NM TWS had two JAM calls in October and one in November
- The venue has been identified: Marriot Pyramid; dates: February 7-9th
- Dates for registration deadlines and calls for abstracts have been picked. First call for papers has gone out- abstracts due December 15th, 2018.
- Registration site is now live
(<https://www.regonline.com/registration/Checkin.aspx?EventID=2544634>)
- We will be doing updates during the AZ and NM business meetings and having a poster. I will send bullets to Tad to put into a poster (Tad- does this still work for you?)
Ginny will send bullet points to Tad in mid-December for him to put into the posters for the TX and AZ/NM chapter meetings. Tad will send poster files back to Ginny for printing in mid-January

TX TWS Connection – Ginny

- Contacted the current TX Chapter president (Jena Moon)
- Jena is open to having a poster at the TX Chapter meeting in February, 2019. I need to mail the poster and talking points for display between sessions to her by January 22nd, 2019 (need to be to her Feb 1st).
- I plan to put in a travel request to attend this meeting.
- Sessions pretty well figured out for this year but Jena felt that there could definitely be more room for collaboration and cross pollination with AZ/NM in 2019. Will be good for Tad to follow up on this when he becomes president.
- Ryan is planning on going to TX chapter meeting- likely to be there for 1.5 days; Jim planning on being there too.

Section Elections/Nominations – Ginny

- Mel and Ryan – do you want to run for positions this year? Ryan – run for pres-elect??
President-elect candidates must be from TX or NM since the new president will be from AZ. He would have interest but difficult – last two months of the year and first two months of the year- other things going outside the University- he would like to but not want to commit without being able to give full attention to it. Leaning more towards yes – will let Ginny know in late Nov/early Dec. Ryan happy to serve as treasurer again. Open if anyone else considering running- broaden the experience pool within the section- happy to vacate for another candidate.
- Assuming the bylaw revision is approved (currently 22 yes's, 6 nos), how do we want to try and implement a stagger between the Secretary and Treasurer positions- one way would be to have either Mel or Ryan stay on board for 2019 and bring in a new secretary or treasurer depending on who wants to stay in their current position (this assumes the bylaw revision is approved Nov 30th). If the bylaw revision is NOT

approved, we would need to elect a new secretary and Ryan could stay as treasurer if he wants. If Mel wants to stay on for a third year- have her do it – Ryan will put name on ballot at a later date once stagger is sorted out. If Mel busy- then Ryan will be happy to stay on for a third year.

- Recommendations for nominees for board positions, especially president elect (can't be from AZ) and whichever position we need to elect between secretary and treasurer (if we need to elect Secretary then they can't be from Arizona either).
- Want to post ballot by Dec 17th. Need to have it live for 30 days minimum.
- Tad put out feelers in AZ as needed once we figure out who is running for what on existing board.

Update on Sponsorships/Funds – Ginny

- We've supported travel by Friends of the Valle de Oro NWR representative to the National meeting (award recipient); contribution to the national meeting; JAM workshop presenter (turtle workshop); WAFWA Deer and Elk Workshop; part of the student-mentor lunch; new SWS Graduate Student Scholarship; waiting on one vote for JAM Plenary Speaker- Katharine Hayhoe (Mel – do you want to support her travel up to \$500?) One caveat that has been conveyed to the JAM planers is that, if the board does decide to support her travel – we would be supporting her travel as a representative of TTU, NOT as a representative for her consulting firm- we would not be paying for a speaker fee that typically accompanies her representing her firm.
- Do we want to sponsor the Texas Chapter meeting (other attachments)?
- Anything else we want to support this year? Ryan will think about it. Feedback from the whole board on this is much appreciated.
- Ryan – voted yes to sponsor Texas Chapter meeting - \$500 to match other meetings. We have the money to do that. Maybe the student-mentor mixer to be equitable with the AZ-NM JAM
- Tad- vote yes to sponsor Texas Chapter meeting; student-mentor mixer would work; or maybe student breakfast. \$500 OK.
- In future, section could consider supporting the president to travel to the chapter meeting they wouldn't normally go to (e.g., Texas meeting for presidents from AZ/NM). This would encourage cross-pollination and might be an incentive for future president-elects. Tad will look into the Texas meeting and see if he is available – will let Ginny know within the next week if he can go and represent the Section. Either Tad or Ginny will plan to go to the Texas Chapter meeting.

Action Items

- **All:** Share out information on student scholarship- encourage applicants. Vote on applications in January, after they are all turned in.
- **All:** Email Ginny if you think of anything else that it would be good for the SWS to support this year beyond what is listed in the notes above. Ginny would like to have votes in for anything else we might want to support by the end of the calendar year.
- **Ginny:** Send scholarship applications to board in December – after they are all turned in.
- **Ginny and Tad:** Keep Jim Ramakka in the loop on our future board meetings so he can stay up to date with the SWS.
- **Ginny and Tad:** Develop posters on SWS activities AZ/NM and TX meetings

- **Ginny:** Once we get more information from Cameron on incorporation procedures, reach out to Western section to get information on how the incorporation process went for them.
- **Ginny:** Potentially reach out to TX Chapter and NM Chapter to see if they have ideas on candidates for president-elect or secretary – this is pending feedback from Mel and Ryan on their plans for running for a position on the board next year.
- **Jim:** Will encourage joining the SWS as SW representative to council.
- **Mel and Warren:** Vote on whether to sponsor TX Chapter meeting.
- **Mel:** Let Ginny know plans for running for secretary for next year.
- **Ryan:** Let Ginny know if he is interested in running for president-elect.
- **Tad:** Put out feelers as needed for SWS board nominations in AZ once we determine Ryan and Mel's plans.
- **Tad:** Let Ginny know if he is able to go to the Texas Chapter meeting.