



**SWAMC Board of Directors Meeting
January 15, 2016**

MINUTES

I. Call to OrderLockett

Meeting called to order at 9:36 am.

A. Roll Call ----- Griffin

Paul Gronholdt, Carvel Zimin, Rebecca Skinner, John Whiddon, Glen Gardner, Alice Ruby, Cynthia Berns, Layton Lockett, Joe Sullivan.

II. Approval of AgendaLockett

Lockett asks for motion to approve the agenda. Whiddon motions to approve agenda. Berns seconds. No objections. Agenda is approved.

III. Consent Agenda ----- Lockett

A. Meeting Minutes December 10, 2015 – Lockett calls for a motion to approve items on the consent agenda. Ruby motions to approve minutes. Whiddon seconds. No discussion or objections. Minutes are approved.

IV. Governance & Policy ----- Lockett

A. December 2015 Financial Statement – Griffin summarizes. Ruby requests that staff look further into resolving the Accounts Receivable issue on statements. No further discussion. Lockett asks for motion to approve financial statement. Ruby motions to approve December financial statement. Gardner seconds. No objections. The December 2015 financial statement is approved.

V. Management & Program Issues----- Griffin

- A. Draft 2016 Economic Summit and Membership Meeting Agenda – Board provide general feedback concerning agenda items. Request focus on value-added fisheries and fish processing. Board makes another request to include a panel discussing permit bank legislation and how budget cuts may affect Alaska Department of Fish and Game’s services. Board also requests that staff focus on extending state budget session to allow for workshop time with conference attendees. Board also requests clarification of vague session titles. With no further comments, board moves to next item.
- B. Bylaw revision Packet – Sullivan proposes to remove item from bylaw amendment that states the Board may revise a resolution before bringing it before the Conference. Suggests that it be amended to state the membership may vote to amend resolutions during the Conference meeting before adopting it.

Sullivan motions to revise that specific sentence to state that the membership may amend a proposed resolution to make it more general in nature or eliminate disqualifying features to make the resolution fulfill the collective interest of the Conference. *Gronholdt seconds the motion.* Sullivan requests to speak to the motion – states the membership should have explicit authority to amend a resolution brought to the floor for a membership vote, especially when aiming to keep votes in the collective interest of the conference. No further discussion. No objections. The motion carries.

Skinner requests Board look to Section 9, explanation section in the middle of paragraph and remove sentence stating Board should submit explanation to membership as to why a resolution is

ineligible to go forward to the membership, especially since the board will not be screening or withholding resolutions. Lockett requests a motion to remove the identified segment.

Ruby motions to remove amendment 7 to article 4, specifically removing the language concerning quorum and leaving it as majority. *Zimin seconds the motion*. No further discussion. No objections. The motion is carried.

Sullivan motions that Board revises Amendment 11 to Section 10 to say that they may only be revised by a majority vote of the members, rather than a quorum of a majority vote of the members. *Zimin seconds the motion*. Roll Call: Carvel Zimin – yes; Rebecca Skinner – yes; Paul Gronholdt – yes; Alice Ruby – yes; John Whiddon – no response; Cynthia Berns – yes; Glen Gardner – yes; Joe Sullivan – yes; Layton Lockett – yes. *Motion is approved*.

Sullivan makes a further motion to amend this provision so that it would state the Articles of Incorporation and Bylaws of the Conference can only be amended by a majority vote of municipal members represented in person or by proxy. *Gardner seconds the motion*. Skinner states she will not be supporting the proposed amendment, but does appreciate the historical perspective. Lockett calls for a Roll Call: Carvel Zimin – yes; Rebecca Skinner – no; Paul Gronholdt – yes; Alice Ruby – yes; Cynthia Berns – yes; Glen Gardner – yes; Joe Sullivan – yes; Layton Lockett – yes; John Whiddon – no response. *The motion carries*.

Sullivan requests that there be a requirement for bylaw amendments to be distributed to membership no less than thirty days out from the membership meeting which the amendment will be voted on. Skinner requests that current bylaws be sent out for review. Board moves to next item.

- C. Engagement of Boyd Chandler & Falconer to review Bylaw amendments - Sullivan motions to send bylaw amendments to Boyd Chandler & Falconer to seek counsel on amendment language. Gardner seconds the motion. No objections. Motion passes and bylaws will be submitted to an attorney for review.

VI. Staff Report -----Griffin/Dym

Griffin summarize staff activity.

VII. Board Comments / Other Business

Gronholdt encourages staff to look into internet connection device by satellite titled One World, and investigate possibility of adding to agenda. Ruby thanks Board for good discussion. Skinner, Ruby, & Lockett express thanks to Board for lively discussion.

VIII. Adjourn-----Lockett

Berns motions to adjourn meeting. No further discussion or objections. The meeting is adjourned at 11:36 am.