



Marine Aquarium Societies of North America  
P.O. Box 105603 #18350  
Atlanta, GA 30348-5603  
Web: [www.masna.org](http://www.masna.org)

# Annual Public Meeting Minutes - MASNA

---

**Location:** MACNA 2016 San Diego, CA

**Date:** 9/10/2016

**Time:** 4:00 P.M. EST

---

## Attendance

### Board of Directors Present:

Kevin Erickson: President  
Rob Mougey: Vice President  
Tom Lisciandra: Secretary  
Christine Rowe: Treasurer  
Rich Hogan: At Large  
Paul Poeschl: Membership  
Adelejean Ho: ILOC

## Meeting Call to order

Kevin Erickson moves to open meeting at 8:04 P.M. EST; Rob Mougey seconds.

## Meeting Minutes:

### Kevin Erickson

4:04 Kevin Erickson reviews meeting agenda.  
4:04 Kevin Erickson reviews the MASNA Board of Directors hierarchy.  
4:05 Kevin Erickson reviews his weekly hours working for MASNA and MACNA.  
4:06 Kevin Erickson discusses the changes to the educational section of the MASNA website.  
4:07 Kevin Erickson talks about the MACNA 2014 speaker videos being added to the MASNA website  
4:08 Kevin Erickson talks about new MACNA Manager and introduces Ericka Robes.  
4:08 Kevin Erickson reviews MASNA social media efforts.  
4:09 Kevin Erickson reviews Tom Lisciandra's accomplishments for the year.  
4:10 Kevin Erickson reviews Adelejean Ho's accomplishments for the year.  
4:11 Kevin Erickson presents a membership update.

### Christine Rowe

4:11 Treasures report

INCOME 2016 as of Sept 8	
	<b>2016 YTD</b>
Club Members	1250
Corporate Members	1200
Family Members	490
Single Members	1420
MACNA 2015	9985
MACNA 2016	19115
MASNA Posters	7000
<b>TOTAL</b>	<b>40460</b>

EXPENSES 2016 as of Sept 8	
	<b>2016 YTD</b>
Advertising	50.5
Awards/Engraving	96.5
Bank Charges	145.8
Computers	904.38
Contractor-Author	420
Donations	1000
Donations-Gary Meadows Reef	8635
Dues and subscriptions	876.26
Legal & Professional Fees	2000
MACNA Expenses	871.15
MASNA Speaks Expenses	2044.04
Office Expenses	50
Payroll Expenses	1134.84
Postage/Shipping	774.51
Promotional	182.06
Scholarship Expenses	4000
Stationary & Printing	351.52
Travel Annual	1867
Travel MASNA	462.8
<b>TOTAL</b>	<b>25866.06</b>

### Rob Mougey

4:15 Rob Mougey reviews his accomplishments for the year.

- 4:16 Rob Mougey reviews MASNA Speaks.  
 4:18 Rob Mougey reviews Aquarist of the Year.

## Kevin Erickson

- 4:20 Kevin Erickson reviews MASNA Student Scholarship Program.  
 4:21 Kevin Erickson introduces the 2016-2017 MASNA Student Scholarship committee.  
 4:22 Kevin Erickson introduces 2016-2017 Undergrad Student Scholarships recipient Kory Enneking.  
 4:22 Kevin Erickson introduces 2016-2017 Graduate Student Scholarships recipient Elizabeth "Liz" Groover.  
 4:24 Kevin Erickson announces MASNA 2017 in New Orleans, Louisiana; reviews hotel rates.  
 4:25 Kevin Erickson reviews proposed Bylaw changes.

### Article VI Section 6.06 Current

#### **6.06: TERMS OF ELECTED OFFICERS AND DIRECTORS**

Each director shall hold office for one (1) year terms and until his/her successor shall have been elected and qualified, or until his/her death, resignation, or removal. These directors will serve from January 1st to December 31st.

The candidate for President, must have served on the Board of Directors the previous year, or have served on the Board of Directors prior to being elected as an officer. If no member of the Board of Directors is able to accept the position of President, a majority Board of Directors vote will be required to accept the candidate.

No Officer or Director shall hold the same office for more than 3 consecutive terms.

### Article VI Section 6.06 Change

#### **6.06: TERMS OF ELECTED OFFICERS AND DIRECTORS**

Each director shall hold office for one (2) year terms and until his/her successor shall have been elected and qualified, or until his/her death, resignation, or removal. These directors will serve from January 1st to December 31st.

The candidate for President, must have served on the Board of Directors the previous year, or have served on the Board of Directors prior to being elected as an officer. If no member of the Board of Directors is able to accept the position of President, a majority Board of Directors vote will be required to accept the candidate.

### Article VII Section 7.04 Current

#### **7.04: PRESIDENT**

The President shall:

Preside at all meetings of the Corporation and of the Board of Directors.

See that the bylaws are enforced.

To call such meetings as are herein provided, to have general supervision over all the affairs of the Corporation

Appoint and remove the chair of all Committees subject to the approval of the Board of Directors.

Appoint all committees deemed necessary in the operation of the Corporation.

Be ex-officio member of all committees.

Sign checks in the Treasurer's absence, or may appoint another officer for this purpose. Will be one of the authorized signers for disbursement of Corporation funds over \$500.00.

Sign, execute and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation

Prop

### Article VII Section 7.04 Changed

**7.04: PRESIDENT**

The President shall:

Preside at all meetings of the Corporation and of the Board of Directors.

See that the bylaws are enforced.

To call such meetings as are herein provided, to have general supervision over all the affairs of the Corporation

Appoint and remove the chair of all Committees subject to the approval of the Board of Directors.

Appoint all committees deemed necessary in the operation of the Corporation.

Be ex-officio member of all committees.

Sign checks in the Treasurer's absence, or may appoint another officer for this purpose.

Sign, execute and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation

Be the direct supervisor of all employees, ensuring completion of all responsibilities and approving all time sheets.

Proposed Change to

**05: VICE PRESIDENT**

The Vice President shall:

Work closely with and assist the President in carrying out all the President's duties and assist in organizing meetings and setting up future events

Will act for the President in the President's absence or at the President's request, and step into that office in case the President's position becomes vacant, until that Board of Directors position is filled by special election and new President is elected from the ranks of the Board of Directors.

Will be one of the authorized signers for disbursement of Society funds over \$500.00.

Article VII Section 7.05 Changed

**7.05: VICE PRESIDENT**

The Vice President shall:

Work closely with and assist the President in carrying out all the President's duties and assist in organizing meetings and setting up future events

Will act for the President in the President's absence or at the President's request, and step into that office in case the President's position becomes vacant, until that Board of Directors position is filled by special election and new President is elected from the ranks of the Board of Directors.

Will act as the President in the President's absence as direct supervisor of all employees and contractors, ensuring completion of all responsibilities and approving all time sheets.

Article VII Section 7.07 Current

**7.07: TREASURER**

The Treasurer shall:

Be custodian of all funds and securities of the Corporation and as such take adequate precautions to safeguard them.

Keep a regular book of accounts of the funds and securities.

Dispense money for the payment of bills and current expenses of the Corporation as authorized by the Board of Directors and keep the same as a part of Treasurer's records.

Report upon all the financial transactions of the Corporation when called upon to do so at meetings of the Board of Directors.

Make the book of accounts of the Corporation available for inspection by the members of the Corporation at the annual general meeting. Any member can request a reasonable current update of the corporation's finances if said request is made in writing to the treasurer and allows the treasurer thirty days to respond.

Make the book of accounts available for inspection by any audit committee appointed by the President.

Prepare all regulatory and tax filings as required under federal and state statutes.  
The treasurer is to co-sign all checks over the amount of five hundred dollars (\$500.00) with the president or vice president.

Article VII Section 7.07 Changed

**7.07: TREASURER**

The Treasurer shall:

Be custodian of all funds and securities of the Corporation and as such take adequate precautions to safeguard them.

Keep a regular book of accounts of the funds and securities.

Dispense money for the payment of bills and current expenses of the Corporation as authorized by the Board of Directors and keep the same as a part of Treasurer's records.

Report upon all the financial transactions of the Corporation when called upon to do so at meetings of the Board of Directors.

Make the book of accounts of the Corporation available for inspection by the members of the Corporation at the annual general meeting. Any member can request a reasonable current update of the corporation's finances if said request is made in writing to the treasurer and allows the treasurer thirty days to respond.

Make the book of accounts available for inspection by any audit committee appointed by the President.

Prepare all regulatory and tax filings as required under federal and state statutes.

VIII Section 8.01 Current

**8.01: STANDING COMMITTEES**

The following shall be Standing Committees of the Corporation:

Scholarship Committee. - Whose duties shall be to promote, advice and award the annual MASNA Scholarship.

MACNA Committee. - Whose duties shall be to act as a liaison between MASNA and the host club MACNA Committee.

Article VIII Section 8.01 Changed

**8.01: STANDING COMMITTEES and Employed Positions**

The following shall be Standing Committees of the Corporation and MASNA Employed Positions:

Scholarship Committee. - Whose duties shall be to promote, advice and award the annual MASNA Scholarship.

MACNA Committee. - Whose duties shall be to act as a liaison between MASNA and the MACNA Host City  
**MACNA Manager** - is responsible for the planning, development, and execution of the Marine Aquarium Conference of North America (MACNA), online and onsite education events, and MACNA Committee meetings. This position reports directly to the MASNA President and the Vice President.

Article VIII Section 9.04 Current

**9.04: CONTRACTS**

Only the President or the Treasurer is authorized to enter into and execute any contract or other instrument in the name of, or on behalf of, the Corporation and with approval by the Board of Directors.

Article VIII Section 9.04 Changed

**9.04: CONTRACTS**

Only the President, Vice President or the Treasurer are authorized to enter into and execute any contract or other instrument in the name of, or on behalf of, the Corporation and with approval by the Board of Directors.

Article VIII Section 9.05 Current

**9.05: SALARIES**

The officers shall not receive salaries. The provisions of Section 6.07 of Article VI are incorporated in this section to their full power and allowances.

Article VIII Section 9.05 Changed

**9.05: SALARIES**

The Directors shall not receive salaries. The provisions of Section 6.07 of Article VI are incorporated in this section to their full power and allowances.

Article VIII Section 9.07 Current

**9.07: SIGNATURES**

All checks, notes, bills of exchange, or other orders in writing, shall be signed by such person or persons as the Board of Directors may from time to time designate. Any check over the amount of five hundred dollars (\$500.00) must be co-signed by the treasurer, and another director as authorized by the Board of Directors. If the treasurer is unavailable for any reason the Board of Directors may designate an assistant treasurer to sign checks, under the Board of Directors authorization.

Article VIII Section 9.07 Changed

**9.07: SIGNATURES**

All checks, notes, bills of exchange, or other orders in writing, shall be signed by such person or persons as the Board of Directors may from time to time designate. If the treasurer is unavailable for any reason the Board of Directors may designate an assistant treasurer to sign checks, under the Board of Directors authorization.

Article VIII Section 9.05 Current

**9.05: CHECKS, DRAFTS OR ORDERS**

The Board of Directors shall create policies and procedures for all checks, drafts or orders of payments.

Article VIII Section 9.05 Changed

**9.08: CHECKS, DRAFTS OR ORDERS**

The Board of Directors shall create policies and procedures for all checks, drafts or orders of payments.

Article VIII Section 9.06 Current

**9.06: GIFTS**

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or device for any purpose.

Article VIII Section 9.06 Changed

**9.09: GIFTS**

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or device for any purpose.

Article XII Section 12.04 Current

**12.04: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority on all matters not covered by these bylaws. The rules contained in Robert's Rules of Order, Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any policies or standing rules, or procedures that the Corporation may adopt.

Article XII Section 12.04 Changed

**12.03: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority on all matters not covered by these bylaws. The rules contained in Robert's Rules of Order, Newly Revised shall govern the

Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any policies or standing rules, or procedures that the Corporation may adopt.

Article XII Section 12.05 Current

**12.05: DISSOLUTION**

Upon the time of dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII Section 12.05 Changed

**12.04: DISSOLUTION**

Upon the time of dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

4:29 Kevin Erickson motions to approve proposed Bylaw changes; Tom Lisciandra seconds motion.

4:30 Tom Lisciandra counts votes; 13 Yea, 0 opposed.

4:32 Kevin Erickson motions for Christine Rowe as Treasurer, Paul Poeschl as Membership Director, Rich Hogan as At Large and Jeff Myjack as Public Relations; all running unopposed. Rob Mougey seconds motion.

4:33 Tom Lisciandra counts the votes; 10 Yea, 0 Opposed and 1 Abstain.

4:34 Kevin Erickson opens floor for questions; none were asked.

4:34 Kevin Erickson presents 2017 MASNA Board of Directors.

**Meeting Close**

4:34 Kevin Erickson moves to close the March Public Meeting; Adeljean Ho seconds.

**Meeting Duration: 0 hour 30 minutes**