

NORTHEASTERN ASSOCIATION OF MARINE AND GREAT LAKES LABORATORIES

ARTICLES OF ORGANIZATION

(Adopted: 3 Nov 1990; Amended: 12 Oct 1991, 30 Oct 1993, 26 Jul 2021)

I. NAME

The name of this Organization shall be the Northeastern Association of Marine and Great Lakes Laboratories (“Organization” herein), as a non-profit organization incorporated in the Commonwealth of Massachusetts.

II. PURPOSES

The purposes of the Organization are exclusively charitable, scientific, and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this Organization shall not engage in any activities not permitted by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal revenue law.

III. OBJECTIVES

The objectives of the Organization shall be:

1. To stimulate research and promote education in marine and Great Lakes science, to disseminate information in marine and Great Lakes science, to promote application of marine and Great Lakes science, and to advance the profession of marine and Great Lakes science by fostering cooperation and collaboration between coastal Northeastern Atlantic and Great Lakes laboratories.
2. To provide a forum for the resolution of problems common to non-profit marine and Great Lakes laboratories in the United States.
3. To further the wise use and conservation of marine, coastal and Great Lakes resources, and to encourage increased accomplishments and

initiatives in related areas.

4. To increase the effectiveness of member institutions in their work on marine, coastal and Great Lakes resources.
5. To stimulate cooperation and unity of effort among members.
6. To act on other such matters as may be of mutual interest to marine and Great Lakes laboratories.

IV. MEMBERSHIP

Regular membership in the Organization shall be composed of marine laboratories operated by state, university, and other non-profit organizations in the United States, located in the northeastern coastal states from Delaware northward and the states bordering the Great Lakes. Marine laboratories shall be defined as those shore-based laboratory facilities directly accessing the marine or Great Lakes environment. Regular members are also members of the National Association of Marine Laboratories. Associate members shall be composed of those laboratories and non-profit organizations that do not wish to participate in the national organization. Membership shall be confirmed upon payment of annual dues, election by the Organization's Board of Directors, and ultimate ratification by the Organization membership at a regular meeting or by ballot.

V. CONDUCT OF BUSINESS

Conduct of business of the Organization shall be governed by these Articles of Organization and the Bylaws. The rules contained in the latest edition of "Robert's Rules of Order," most recently revised, shall govern the conduct of Organization meetings provided they are not inconsistent with the provisions of these Articles and Bylaws of the Organization.

VI. BYLAWS OF THE ORGANIZATION

The Organization shall maintain Bylaws ("Bylaws" herein), which shall describe the methods of conduct of business for the Organization. In the event of conflict between the Bylaws and these Articles of Organization, the Articles shall govern. In conflicts arising between the Regional Organization (NEAMGLL) and the National Association (NAML), the National Association shall prevail.

VII. AMENDMENTS

These Articles of Organization may be amended at any duly constituted meeting of the Organization, at which a quorum is present, by a two-thirds (2/3) vote of the regular member delegates present. Notice of proposed amendments shall be mailed at least thirty (30) days prior to the meeting to each member institution. Copies of the proposed amendment shall be made available to all delegates prior to the start of the meeting. Such notice shall include the exact wording of the proposed amendment and shall include the name(s) and address(es) of the proponent(s). However, changes can be made to the proposed amendment language at the meeting.

NORTHEASTERN ASSOCIATION OF MARINE AND GREAT LAKES LABORATORIES

BYLAWS

(Adopted: 3 Nov 1990; Amended: 12 Oct 1991, 30 Oct 1993, 12 Sep 1997, 26 Jul 2021)

ARTICLE I. MEMBERSHIP

Section 1. Applications

Applications for membership, either regular or associate, shall be in the form of a letter from a responsible officer of the candidate member institution indicating the intent to become a member of the Organization. A majority vote of the Board of Directors of the Organization shall elect a candidate to membership, subject to ratification by vote of members by a ballot or those present at a meeting of the Organization, and the payment of the dues for the year in which the applicant is elected.

Section 2. Participation

To participate in the functions of the Organization, a member shall have paid its dues for the current year, January 1 through December 31.

Section 3. Representation

- A. The responsible officer of each regular member in good standing shall either represent the member institution as a delegate, or appoint an individual employed by the member institution as the delegate. Any such appointment shall be made in writing and be delivered to the Secretary of the Organization.
- B. Individuals other than delegates, who are regularly employed by members may participate in the activities of the Organization. By appointment or election, they may serve on committees or other supporting bodies of the Organization, other than the Board of Directors.
- C. If any member shall terminate the employment status of any individual serving as an officer, committee member, or in any other supporting capacity, then the position held by such individual shall be declared vacant as of the date of such termination, and the vacancy shall be filled in accordance with the provisions of these Bylaws.

Section 4. Voting

- A. Only regular members in good standing shall have one (1) vote. Voting shall be carried out by the appointed delegates.
- B. Elections shall be by written ballot and can be done by mail or other electronic conveyance.

Section 5. Alternate Delegate

Regular delegates may appoint an alternate delegate with voting rights. Such designation shall be in writing and be delivered to the Secretary of the Organization prior to a regular or special meeting. The proxy shall be signed by the chief executive officer of the member institution or by the official delegate of record.

Section 6. Dues

- A. Dues for regular and associate members shall be assessed annually by the Organization. Collection of dues shall be done by the Treasurer, or a designated agency acting on the Organization's behalf.
- B. The Board of Directors shall periodically review the dues structure and revise and set fees.
- C. Dues are payable before January 31 of each year. Delinquency of members shall be determined by the Finance Committee by March 31 of each fiscal year. Delinquent members shall not be allowed to participate in Organization events as members. Failure to pay dues by the end of the current fiscal year or at a later time determined and published by the Board of Directors will result in automatic loss of membership.

Section 7. Quorum

The presence, in person or by proxy, of one-third the regular membership shall constitute a quorum at all meetings of the members.

Section 8. Notice of Meetings

A written notice of each meeting of the Organization members, stating the place, day

and hour of the meeting shall be given by the Secretary of the Organization to each member. The notice shall be sent thirty (30) days before the date of said meeting to each member by mail or electronic conveyance to the members of the Organization.

Section 9. Annual Meeting

- A. The annual meetings of the members of the Organization shall be held at a place and time specified by the Board of Directors in accordance with notice provision of this Article.
- B. The meeting place will normally be at one of the member laboratories or at a location convenient for the majority of the members.
- C. The Organization may, at its discretion, hold the Annual Meeting at the same location and in association with the biennial meeting of the National Association (NAML). The Organization may elect to make its own arrangements.

ARTICLE II. COMMITTEES AND BOARD OF DIRECTORS

Section 1. Board of Directors

A. Voting Membership

Members of the Board of Directors of the Organization are also eligible to serve on the Board of Directors of the NAML, and will consist of:

- 1. The President
- 2. The Vice-President/President-elect
- 3. The immediate Past-President
- 4. Three Members-at-Large, shall be elected from the general membership.

B. Ex Officio, Non-voting Membership

- 1. The Secretary
- 2. The Treasurer

C. Length of Term, Members-at-Large

1. The length of term of a Member-at-Large of the Board of Directors shall be three (3) years. Members-at-Large may be re-elected as many as two (2) times and serve a total of not more than six (6) years consecutively.
2. Term of office shall start on January 1 following the election.

D. Voting and Proxy

1. Each member of the Board of Directors shall have one (1) vote.
2. Alternate members are not authorized to vote on behalf of the designated member delegate.
3. Voting by proxy is not authorized.
4. Attendance by electronic media (e.g. telephone, video-conference) is authorized and shall count towards a quorum and shall have full voting rights as though physically present.
5. In the event of a tied vote which cannot be resolved by the Board of Directors, the question will be brought to and voted on by the full membership of the Organization.

E. Chairperson and Vice Chairperson

1. The President of the Organization shall serve as Chairperson of the Board of Directors.
2. The Vice-President/President-Elect of the Organization shall serve as Vice Chairperson of the Board of Directors.

F. Duties

The duties of the Board of Directors shall be:

1. To recommend the time and place of the annual meeting and to set other meetings of the Organization as may be determined, and to give notice

thereof.

2. To act for the Organization between meetings, in all matters of business, but not matters of policy except as authorized at an annual meeting or a special meeting convened for such purpose.
3. To undertake general arrangements and prepare the agendas for all meetings of the Organization in collaboration with the meeting host.
4. In the event the office of Vice-President/President-Elect becomes vacant between annual meetings to promptly conduct a special election to fill the vacancy.
5. To insure the Organization is represented at various national forums.

G. Meetings

Meetings of the Board of Directors shall be as follows:

1. Regular meetings. The Board of Directors shall meet at least twice each year and immediately prior to the annual meeting of the Organization. At least thirty (30) days notice of the time and place of such a regular meeting shall be given in writing to each member of the Board of Directors. The purpose of any regular meeting shall be specified in the notice. Regular meetings may be conducted via telephone or video-conference.
2. Special Meetings. Special meetings of the Board of Directors may be held from time to time upon call of the Chair or by written request of a majority of members of the Board of Directors. At least fifteen (15) days' notice of the time and place of special meetings shall be given in writing to each member of the Board of Directors. The purpose of any special meeting shall be specified in the notice. Such special meetings may be conducted via telephone conference call.
3. Informal Action by members or Directors. Any action that may be taken at a meeting of members or Board of Directors may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the members entitled to vote on the action and shall be filed with the Secretary of the Organization. This consent shall have the same effect as

a unanimous vote at a membership or board meeting.

4. The rules contained in the latest edition of "Robert's Rules of Order," most recently revised, shall govern the conduct of Board of Directors meetings provided they are not inconsistent with the provisions of the Articles of Organization and the Bylaws of the Organization.
5. Waiver of Notice. A member, either before or after a Board of Directors meeting, may waive notice of the meeting; and this waiver shall be deemed the equivalent of giving notice. Attendance at a Board of Directors meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

H. Quorum

A majority of voting members of the Board of Directors shall constitute a quorum.

Section 2. Standing Committees

- A. Standing committees shall be appointed by the President with the advice of the Board of Directors. Any person employed by a member institution may be appointed to a standing committee provided that notice of the appointment be transmitted to the official delegate of the member institution.
- B. Standing committees shall include, but not be limited to, the following:
 1. Nominating Committee. The Nominating Committee shall consist of at least three members appointed by the President before July 1 of each election year to prepare a slate of nominations for the office of Vice-President/President-Elect and the Member-at-Large vacancy on the Board of Directors for the following year. The Chair shall be the immediate past president of the Organization. In the event he/she is unable to serve, the President may appoint any eligible individual as defined above.
 2. Finance Committee. The Finance Committee shall consist of the Treasurer as chair, the President, the President-Elect, and a Member-at-Large. Its duties are to prepare a budget to submit to the Board of Directors and oversee the finances of the Organization.

3. Audit Committee. The Audit Committee will consist of at least two members, appointed by the President and approved by the Board of Directors by January 15 of each year. The committee shall not include the President, President-Elect, Past President, Treasurer and Secretary. Its duties are limited to examining and approving the financial records of the Organization. The Chair of the Audit Committee will present a report on the Organization's finances and record-keeping to the full Board at least once per year.

Section 3. Other Committees

Other committees may be created by the President with advice of the Board of Directors.

Section 4. Vacancies

Vacancies occurring in any Organization committees, other than the Board of Directors, shall be filled by persons appointed by the President with the advice of the Board of Directors.

ARTICLE III. OFFICERS AND DUTIES

Section 1. President

- A. The President-Elect of the Organization shall assume the office of President on January 1 following the election of his/her successor.
- B. The President shall normally serve for two (2) years.
- C. The duties of the President shall be:
 1. To serve as chief executive of the Organization;
 2. To preside at meetings of the Organization and the Board of Directors, represent the Regional Organization on the NAML Board of Directors;
 3. To present a President's report at each annual meeting covering activities of the Organization; abd

4. To execute all contracts, deeds, documents and instruments on behalf of the Organization, unless the Board of Directors shall, in a particular situation, designate another procedure or individual for the execution of such written instruments.

Section 2. Vice-President/President-Elect

- A. The Vice President/President-Elect shall assume that office on January 1 following election.
- B. The Vice-President/President-Elect shall normally serve for two (2) years.
- C. The duties of the Vice-President/President-Elect shall be:
 1. To serve as a member of the Board of Directors of the Organization and the NAML Board of Directors;
 2. To be responsible for all aspects of Organization membership, including maintenance of an official delegate list;
 3. To familiarize himself/herself with the work of the Organization in order to effectively serve as President of the Organization;
 4. To preside at meetings of the Organization in the absence of the President;
 5. To assume the position of the President of the Organization in the event of vacancy in the position; and
 6. To keep the Bylaws current.

Section 3. Past President

- A. The Past President shall assume that office on January 1 following the taking of office of the President-Elect.
- B. The Past President shall normally serve for two (2) years.
- C. The duties of the Past-President shall be:

1. To serve as an advisor to the President and the Organization as a whole.
2. To serve as chair of the Nominating Committee.
3. To serve as a member of the NAML Board of Directors

Section 4. Secretary

- A. The President of the Organization shall appoint a Secretary of the Organization every two years when assuming office. The Secretary may be an employee of any member institution.
- B. The Secretary shall maintain records of the Organization necessary for conducting the business of the Organization except for financial affairs which are assigned to the Finance Committee.
- C. Duties of the Secretary include:
 1. Assisting the President in the processing of correspondence and maintaining files of correspondence, official Organization records, committee assignments, historical information and other such documents pertaining to the business of the Organization.
 2. Assist in preparations for the board and membership meetings and prepare minutes thereafter for distribution to the Board of Directors and to the general membership by procedures determined by the Board.
 3. Other such duties as the President may assign.

Section 5. Treasurer

- A. The President of the Organization, with the advice of the Board of Directors, shall appoint a Treasurer of the Organization every two years when assuming office. The Treasurer may be an employee of a member institution. The Treasurer may also serve as Secretary of the Organization.
- B. Duties of the Treasurer:
 1. The Treasurer shall be responsible for keeping all accounts for preparation

of an annual financial statement to be presented to the Board of Directors, for assisting in the preparation of each annual budget, for depositing all dues for safekeeping and for all other Organization receipts and disbursements.

2. The Treasurer is responsible for maintaining and filing appropriate tax returns and for assuring that the appropriate legal instruments of the Organization are on file with appropriate state and federal agencies.
3. The Treasurer shall track dues in the amount proportional to its membership received annually from the accounting professional retained by the National Association.
4. The Organization may retain the services of an independent accounting professional to assist in the duties of Treasurer or to conduct an annual audit of the Corporate records. As a minimum, an audit or review of the books of the Organization shall be conducted annually by the Audit Committee.

ARTICLE IV. ELECTION OF VICE-PRESIDENT/PRESIDENT-ELECT, MEMBERS-AT-LARGE

Section 1. Candidates

Candidates for the office of Vice-President/President-Elect/Members-at-Large shall be regular delegates of the Organization. The offices must be rotated among the member institutions.

Section 2. Nominations

Candidates shall be nominated by the Nominating Committee. Notice of such nominations shall be given by the Nominating Committee to all members prior to the distribution of an electronic ballot or at least thirty (30) days prior to the meeting at which the election shall take place. Additional candidates may be nominated by regular members at the meeting at which the election shall take place. The regular members may vote for delegates other than those given on the ballot by writing in the name on the ballot. Electronic ballots must be received by the Nominating Committee not more than thirty (30) days after the day ballots are mailed.

Section 3. Election

The officer shall be elected from among the nominees by majority vote by electronic ballot or during a meeting of the Organization in the last year of the incumbent's term of office.

Section 4. Vacancy

In the event of a vacancy in the position of the Vice-President/President-Elect or a Member-at-Large, the following procedure will be followed to fill the unexpired term:

- A. The Board of Directors shall direct the Nominating Committee to prepare a slate of nominees from the delegates of the regular members of the Organization.
- B. The slate of nominees shall be distributed by mail to all regular member delegates not more than thirty (30) days after the occurrence of the vacancy.
- C. The vote shall be by mail or electronic ballot. The regular members may vote for persons other than those given on the ballot by writing in the name on the ballot. In order to count, a ballot must be received by the Nominating Committee not more than thirty (30) days after the day ballots are mailed. The ballots shall indicate that ballots received after a certain date (to be stated in the ballot) shall not count. The ballots shall be counted immediately after the close of voting and the results shall be known to the membership without delay.
- D. In the event no candidate receives a majority of the votes cast, a special runoff election shall be conducted between the two candidates who received the most votes. The special runoff election shall be conducted by the Nominating Committee according to the rules for special elections stated above. The candidate receiving the majority of votes in the special election or runoff election, if needed, shall be elected.

ARTICLE V. FINANCIAL

Section 1. Contracts

Contracts requiring the commitment of over \$1,000.00 of Organization funds shall be approved by the Board of Directors and signed by the President.

Section 2. Disbursements

For items under \$200.00, the Treasurer is authorized to encumber and disburse Corporate funds. Approval to encumber and to pay Organization funds in excess of \$200.00 shall be obtained from the Board of Directors if these expenditures are not established as line items within the annual budget. For budgeted items disbursement shall be made by the Treasurer.

Section 3. Accounts

The Organization may maintain both checking and saving accounts.

Section 4. Authority to Sign

Signature authority for bank account(s) and other deposits of the Organization is vested in the Treasurer and the President of the Organization and other members of the Board of Directors designated by the President.

Section 5. Annual Approval of Budgets

- A. The fiscal year will be set as the calendar year.
- B. The Finance Committee shall prepare a budget for the subsequent fiscal year and circulate it to the members of the Board of Directors at least 15 days in advance of the Board meeting that immediately precedes the fiscal year.
- C. The Board of Directors will approve the annual budget for each fiscal year before the beginning of that year.

ARTICLE VI. AMENDMENTS

These Bylaws may be amended at any duly constituted meeting of the Organization at which a quorum is present, by a two-thirds (2/3) vote of the regular member delegates present. Notice of proposed amendments shall be mailed at least thirty (30) days prior to the meeting to each member institution. Copies of the proposed amendment shall be made available to all delegates prior to the start of the meeting. Such notice shall include the exact wording of the proposed amendment and shall include the name(s) and address(es) of the proponent(s). However, changes can be made to the proposed

amendment language at the meeting.

ARTICLE VII. CONSISTENCY

These Bylaws, as amended, shall govern the Organization in all cases in which they are not inconsistent with the Articles of Organization of record.

ARTICLE VIII. PERSONAL LIABILITY

The Directors and officers of the Organization shall not be personally liable for any debt, liability, or obligation of the Organization. All persons, corporations or any other entities extending credit to, contracting with, or having any claim against the Organization, may look only to the funds and property of the Organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgement, or decree, or of any money that may otherwise become due or payable to them from the Organization.

ARTICLE IX. DISSOLUTION

Section 1. Liquidation and Distribution of Assets Following Liquidation

Upon the liquidation or dissolution of the Organization, after payment of all the liabilities of the Organization or due provision thereof, all of the assets of the Organization shall be distributed to another tax exempt organization or organizations qualifying as tax exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), which organization performs or is organizing to perform services as set forth in Article I above.

Section 2. Assets, Income, and Influence

- A. No part of the assets of the Organization and no part of any net earnings of the corporation shall be divided among or inure to the private benefit of any officer or director of the Organization or any private individual or be appropriated for any purposes other than the purposes of the Organization as herein set forth;
- B. No director, officer, or member of the Organization shall receive or be entitled to receive any income of any kind therefrom; and

- C. No substantial part of the activities of the Organization shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3. Tax Exemption

It is intended that the Organization shall be entitled to exemption from federal income tax in accordance with the provisions of Section 501 (c)(3) of the Internal Revenue Code; and that it shall not be a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code.

Section 4. Internal Revenue Code

All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended.