

**NORTHEAST ASSOCIATION OF MARINE & GREAT LAKES
LABORATORIES**

ARTICLES OF ORGANIZATION

Amended: ___Date_____

I. NAME

The name of this Association shall be the Northeast Association of Marine & Great Lakes Laboratories ("Association" herein), as a non-profit organization incorporated in the Commonwealth of Massachusetts.

II. PURPOSES

The purposes for which the Association is organized 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 Association 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 Association shall be:

1. To stimulate research and promote education in marine science, to disseminate information in marine science, to promote application of marine science, and to advance the profession of marine science by fostering cooperation and collaboration between coastal Northeast Atlantic and Great Lakes laboratories.
2. To provide a forum for the resolution of problems common to non-profit marine 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 laboratories.

IV. MEMBERSHIP

Regular membership in the Association 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. Associate membership shall be designated to applicants from Federal laboratories, and other so designated laboratories. Membership shall be confirmed upon payment of annual capital contributions, election by the Association's Board of Directors, and ultimate ratification by the Association membership at a regular meeting.

V. CONDUCT OF BUSINESS

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

VI. BYLAWS OF THE ASSOCIATION

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

VII. AMENDMENTS

These Articles of Organization may be amended at any duly constituted meeting of the Corporation, 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.

These Articles of Organization revised and amended (date-1); and (date-n); as approved.

President

Attest:

Secretary

NORTHEAST ASSOCIATION OF MARINE & GREAT LAKES LABORATORIES, INC.

BYLAWS

Amended: ____Date_____

ARTICLE I

Membership

Section 1: Applications

Applications for membership shall be in the form of a letter from a responsible officer of the candidate member organization, addressed to the president or secretary of the Corporation (herein and hereafter "Association") (NEAMGLL) indicating the intent of the organization to become a **regular or associate** member of the Association. A majority vote of the Board of Directors of the Association shall elect a candidate to membership, subject to ratification by vote of members present at the next meeting of the Corporation, and the payment of the capital contributions for the year in which the applicant is elected.

Section 2: Participation

To participate in the functions of the Association, a member organization shall have paid its capital contributions for the current year. Current year is defined as starting January 1 and ending December 31.

Section 3: Representation

- A. The responsible officer of each regular member in good standing shall either represent the organization as a delegate, or appoint an individual employed by the organization as the delegate. Any such appointment shall be made in writing and be delivered to the Secretary of the Association.
- B. Individuals other than delegates, who are regularly employed by members may participate in the activities of the Association. By appointment or election, they may serve on committees or other supporting bodies of the Association, 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 Association 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: Capital Contributions

- A. Capital contributions for regular and associate members shall be assessed annually by the Association. By vote of the Executive Committee, collection of corporate contributions can be done by the Corporation's Treasurer, or a designated agency acting on the Corporation's behalf.
- B. The Board of Directors shall periodically review the capital contribution structure and revise and set fees.
- C. Capital contributions are payable before January 31 of each year. Delinquency of members shall be determined by the Finance committee after January 31 of each fiscal year. Delinquent members shall not be allowed to participate in corporate events as members. Failure to pay contributions by 31 December of the delinquent year 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 Association members, stating the place, day and hour of the meeting shall be given by the Secretary of the corporation to each member. The notice shall be sent thirty (30) days before the date of said meeting to each member by U.S. Mail or electronic conveyance to the appropriate addresses appearing on the books of the Association.

Section 9: Waiver of Notice

A member, either before or after a membership meeting, may waive notice of the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance at a membership meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 10: Annual Meeting

- A. The biannual meetings of the members of the Association shall be held at a place and time specified by the Board of Directors in accordance with notice provisions 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 Association 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 Association 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 Association 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

Board of Directors

1. The length of term of a member-at-large of the Board of Directors shall be two (2) years. Members-at-large may be re-elected as many as three (3) times and serve a total of not more than eight (8) 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 Association.

E. Chairperson and Vice Chairperson

1. The President of the Association shall serve as Chairperson of the Board of Directors.
2. The Vice-President/President-elect of the Association 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 Association as may be determined, and to give notice thereof.

2. To act for the Association 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 Association 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 Association 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 Association. Such meetings may occur via electronic tele-or video communication.

2. Special Meetings. Special meetings of the Board of Directors may be held from time to time upon call of the Chairperson 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 such regular and special meetings shall be given in writing to each member of the Board of Directors. The purpose of any regular and 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 Association. 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 "Roberts 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 Association.

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. 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. The chairman shall be the immediate past president of the Association. In the event he/she is unable to serve, the President may appoint any eligible individual as defined above.

Association

2. Audit Committee. Appointed by the incoming President and approved by the Board of Directors by January 15 of each year. Its duties are limited to examining and approving the finances of the Association. The audit committee shall not include the President, President-elect, Past President, Treasurer and Secretary. The Chair of the Audit Committee will present a report on the Association'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 Association 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 Association 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 Association;
 2. To preside at meetings of the Association and the Board of Directors, represent the Regional Association on the NAML Board of Directors; and
 3. To present a President's report at each biannual meeting covering activities of the Association.
 4. To execute all contracts, deeds, documents and instruments on behalf of the Association, 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 Regional and NAML Board of Directors;
 2. To be responsible for all aspects of Association membership, including maintenance of an official delegate list;
 3. To familiarize himself/herself with the work of the Association in order to effectively serve as President of the Association;
 4. To preside at meetings of the Association in the absence of the President;
 5. To announce at the annual meeting at which he/she assumes office of President, the chairperson of the Association's standing committees and other committees;
 6. To assume the position of the President of the Association in the event of vacancy in the position; and
 7. 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 new President and the Association as a whole.
 - 2. To serve as chairman of the Nominating Committee.
 - 3. To serve as a member of the NAML Board of Directors

Section 4: Secretary

- A. The President of the Association shall appoint a Secretary of the Association every two years when assuming office. The Secretary may be an employee of any member institution.
 - B. The Secretary shall maintain records of the Association necessary for conducting the business of the Association 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 Association records, committee assignments, historical information and other such documents pertaining to the business of the Association.
- 1.
 - 2. Board of Directors 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 Association, with the advice of the Board of Directors, shall appoint a Treasurer of the Association 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 Association.

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 capital contributions for safekeeping and for all other Association 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 Association are on file with appropriate state and federal agencies.

3. The Treasurer shall, track contributions in the amount proportional to its membership received annually from the accounting professional retained by the National Association.

3. The Association 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 of the books of the Association shall be conducted annually by a three-person committee of members appointed by the Board of Directors.
4. The Board of Directors can alter the deadlines for invoices and contributions by a majority vote, subject to notification of the full membership.

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 Association. The office must be rotated between members' 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 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.

Section 3: Election

The officer shall be elected from among the nominees by majority vote during the annual meeting of the Association in the last year of the incumbent's term of office.

Section 4: Vacancy

In the event of a vacancy in the position of Vice-President/President-elect/Members-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 Association.
- 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 Emeritus Members

Section 1: Definition and Eligibility

1. The position of Emeritus Member is established to recognize individuals who have made significant contributions to the Association and/or to the promotion and advancement of marine sciences under the auspices of the Association.
2. Persons eligible for nomination as Emeritus Members must be retired and from one of the following categories: the Association's Board of Directors, member laboratory directorship, or leadership position in an organization or agency promoting the advancement of marine sciences or member laboratories through the Association.

Section 2: Nomination and Election

1. The person will be nominated by a Nominating Committee composed of the three immediate Association Past-Presidents. Notice of such nominations shall be given by the Board of Directors to all members at least thirty (30) days prior to the election.

2. A vote on the nomination may be taken at the Biennial Meeting of the Association. The election, with the consent of the Board of Directors, also may be held by mail or electronic ballot at a specified date other than the biennial meeting by allowing at least forty five (45) days from the distribution of the ballots before the voting is concluded. In this latter case, the Secretary will certify the election and archive the ballots as verification of the results.

Section 3: Rights and Responsibilities

A. An Emeritus member will be a non-voting member of the Association. The person has the right to attend meetings and the privilege of having all meeting registration fees waived.

NAML Bylaws Page 10

B. Emeritus members have the responsibility to continue in service to the Association through active participation on committees or through other assumed or assigned responsibilities that promote the goals designated under the Articles of Incorporation.

ARTICLE VI Special Support Groups

Section 1. Charitable Support Groups for NAML

1. The Board of Directors can create special support groups for the sole purpose of raising funds in support of the NAML goals. These support groups will be comprised of individuals and organizations who support the goals of the National Association of Marine Laboratories and wish to show that support by making un-restricted charitable contribution to the organization.
2. With the exception noted in Article V, Section 4 C, individuals who join NAML support groups shall have no voting rights, they are not voting members of the organization, they are not eligible to hold any positions within the Association and they are not eligible to attend NAML board meetings unless these meetings are also open to the general public or by special invitation of the Board.
3. Voting members of the Association as defined in the bylaws and the Articles of Organization may also support NAML as individuals by joining the charitable support groups without impairing the voting rights assigned to them in the Bylaws and Articles of Organization.
4. The Board of Directors may define the structure of Charitable Support Groups within NAML as long as those structures do not conflict with the Bylaws, Articles of Organization and any State or Federal laws.

ARTICLE VII

Financial

Section 1: Contracts

Contracts requiring the commitment of over \$1000.00 of Corporate (Association) 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 Association 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 Association may maintain both checking and saving accounts.

Section 4: Authority to Sign

Signature authority for bank account(s) and other deposits of the Association is vested in the Treasurer and the President of the Association.

Section 5: Annual Approval of Budgets

1. The fiscal year will be set as the calendar year.
2. The Treasurer and President of the Association shall prepare a proposed 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.
3. The Board of Directors will approve the annual budget for each fiscal year before the beginning of that year.

ARTICLE VIII

Amendments

These Bylaws may be amended at any duly constituted meeting of the Association 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 IX

Consistency

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

ARTICLE X

Personal Liability

The Directors and officers of the Association shall not be personally liable for any debt, liability, or obligation of the Association. All persons, corporations or any other entities extending credit to, contracting with, or having any claim against the Association, may look only to the funds and property of the Association 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 Association.

ARTICLE XI

Dissolution

Section 1. Liquidation and Distribution of Assets Following Liquidation

Upon the liquidation or dissolution of the Association, after payment of all the liabilities of the Association or due provision thereof, all of the assets of the Association 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.

- A. No part of the assets of the Association 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 Association or any private individual or be appropriated for any purposes other than the purposes of the Association as herein set forth;
- B. No director, officer, or member of the Association shall receive or be entitled to receive any income of any kind therefrom; and

C. No substantial part of the activities of the Association 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.

It is intended that the Association 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.

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.

These Bylaws revised and amended (date-1); and (date-n); as approved.

President _____

Attest:

Secretary