

# **SOUTHERN ASSOCIATION OF MARINE LABORATORIES**

## **ARTICLES OF ORGANIZATION**

(Adopted 2 May 1986; Amended 26 October 1988, 19 September 1990; 1 October 1992; 12 April 2000; 2 May 2022; 17 April 2023)

### **I. NAME**

The name of this Organization shall be the Southern Association of Marine Laboratories ("Organization" herein).

### **II. PURPOSES**

The purposes of this organization are to promote cooperation and effectiveness of member institutions in research and education in the marine sciences and related disciplines.

### **III. OBJECTIVES**

The objectives of the Organization shall be:

1. To provide a forum for the resolution of problems common to non-profit marine laboratories in the Southern United States, and to promote the importance of research and education at marine laboratories to the economy and society.
2. To further the wise use and conservation of marine and coastal resources, and to encourage increased accomplishments and initiatives in related areas.
3. To increase the effectiveness of member institutions in their work on marine and coastal resources.
4. To stimulate cooperation and unity of effort among members.
5. To act on other such matters as may be of mutual interest to Southern laboratories.

### **IV. CONDUCT OF BUSINESS**

Conduct of business of the Organization shall be governed by these Articles of Organization and the Bylaws of the Organization. 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 the Bylaws of the Organization.

## **V. BYLAWS OF THE ORGANIZATION**

The Organization shall maintain Bylaws of the Organization ("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 of Organization shall govern. In conflicts arising between the Regional Organization (SAML) and the National Association (NAML), the National Association shall prevail.

## **VI. MEMBERSHIP, RIGHTS AND PRIVILEGES**

Regular Membership in the Organization shall be composed of United States marine laboratories operated by, federal, state, university and other non-profit organizations in the southern United States, Antarctica, Bermuda, Panama, Puerto Rico and the U.S. Virgin Islands. For the purposes of this Organization, the Southern United States shall include the coastal states of Maryland, Virginia, North Carolina, South Carolina, Georgia, Florida, Alabama, Mississippi, Louisiana and Texas, and the District of Columbia. Marine laboratories shall be defined as those shore-based laboratory facilities directly accessing the marine environment or other facilities or academic entities that are partially or primarily focused on marine research, education or outreach.

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 electronic ballot.

Associate Membership may be held by any marine laboratory in the region defined above.

All members shall have the same rights and privileges except that only Regular Members shall have the right to vote. Only delegates of Regular Members may serve as President, President-Elect, or as a member of the Board of Directors.

Marine laboratories shall be represented by a delegate who is appointed by the president, director, or chief executive officer of the member organization.

## **VII. OFFICERS OF THE ORGANIZATION**

The Officers of the Organization shall be a President, President-Elect, Past President and others as prescribed in the Bylaws.

**VIII. ORGANIZATION MEETINGS AND QUORUM**

- A. Regular Meeting: The Organization shall hold a minimum of one meeting in every calendar year for the purpose of conducting Organization business. Written or email notice of time and place shall be given to all members at least ninety (90) days prior to the meeting.
- B. Special Meetings: Special meetings of the Organization may be held from time to time upon call of the Board of Directors. At least thirty (30) days' written or email notice of time and place of such special meetings shall be given to all members. The purpose of any special meeting shall be specified in the notice.
- C. Quorum: A quorum shall consist of one-third (1/3) of regular member delegates.

**IX. COMMITTEES**

- A. Board of Directors: Conduct of business between Organization meetings shall be carried out by the Board of Directors. The Board of Directors shall act for the Organization in all matters of business and on all matters of policy as authorized at an Organization meeting. The Board of Directors shall meet prior to the regular meetings of the Organization. Membership, term of office and other duties shall be governed by the Bylaws.
- B. Standing and Other Committees: Standing and other committees, as needed, may be established in accordance with the Bylaws.

**X. FINANCIAL**

The fiscal year for the Organization shall be January 1 through December 31. Funds remaining at the end of the fiscal year shall be carried forward into the following fiscal year. No funds from the Organization shall inure to the benefit of any individual or Organization member. The Organization shall have the authority to receive gifts and donations.

A financial audit of the books of the Organization shall be conducted annually.

**XI. AMENDMENT**

These Articles of Organization may be amended by a two-thirds (2/3) vote of the regular members at a duly constituted meeting of the Organization at which a quorum is present. Notice of any proposed amendment, together with the full text thereof and the name(s) and address(es) of the proponent(s) shall be given to all members of the Organization at least thirty (30) days prior to the meeting, by mail or email.