

SOUTHERN ASSOCIATION OF MARINE LABORATORIES

BYLAWS

(Adopted 2 May 1986; Amended 26 October 1988; 1 October 1992; 1 June 1997;
12 April 2000; 2 May 2022, 17 April 2023)

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 concerning the applicant shall elect a candidate to membership, subject to ratification by vote of members present at the next regular meeting of the Organization or by an electronic ballot, and the payment of 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 dues for the current year, defined as January 1 through December 31.

Section 3. Representation

- A. The responsible officer of each regular member in good standing shall either represent the member 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 President of the Organization.
- B. Individuals, other than delegates, who are regularly employed by regular or associate 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. Delegates, or alternates designated by delegates, at any meeting are qualified by letters of appointment which must be on file with the secretary or presented to the secretary prior to the meeting.
- D. If any regular or associate 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. Regular members in good standing shall have one (1) vote. Voting shall be carried out by the appointed delegates.
- B. For Organization general business, voting may be carried out electronically or in person at properly convened meetings, or a combination of both.
- C. For elections, electronic ballots shall be required.
- D. For matters of Organization business a simple majority of those present at a meeting, or those returning a vote by electronic means, shall decide the issue, unless a two-thirds majority is explicitly required by these Bylaws or the Articles of Organization.

Section 5. Quorum

- A. For any properly convened meeting, one-third of the current membership, present in-person or virtually, shall constitute a quorum.
- B. For elections and other matters decided solely by electronic means, a return of votes from one-half of the current membership shall be required for a quorum.

Section 6. Alternate Delegate

Regular delegates may appoint an alternate delegate with voting rights. Such designation shall be in writing and be delivered to the Board of Directors of the Organization prior to the 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 7. Dues

- A. Dues for regular and associate members shall be recommended by the Board of Directors and ratified at the next regular meeting of the Organization.
- B. 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.

ARTICLE II. COMMITTEES

Section 1. Board of Directors

A. Voting Membership

The Board of Directors of the Organization shall consist of:

1. The President of the Organization
2. The President-Elect of the Organization
3. Three (3) Members-at-Large elected by the voting delegates
4. The immediate Past President of the Organization

B. *Ex Officio*, Non-voting Membership

1. The Secretary of the Organization
2. The Treasurer of the Organization

C. Length of Term

1. The length of term of a Member-at-Large of the Board of Directors shall be three (3) years. A Member-at-Large may not serve consecutive terms.
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.
3. Voting by proxy is not authorized.

E. Chairperson and Vice Chairperson

1. The President of the Organization shall serve as Chairperson of the Board of Directors.
2. The 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 regular meetings and to designate other meetings of the Organization 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 a regular meeting.
3. To undertake general arrangements and prepare the agendas for all meetings of the Organization.
4. In the event the office of President-Elect becomes vacant between regular meetings to promptly conduct a special election to fill the vacancy.
5. To ensure the Organization is represented at various national and regional forums.

G. Meetings

Meetings of the Board of Directors shall be as follows:

1. Regular Meetings. The Board of Directors shall meet at least once each year.
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 special meeting shall be given in writing or by email to each member of the Board of Directors. The purpose of any special meeting shall be specified in the notice.

H. Quorum

A majority of 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 regular member institution may be appointed to a standing committee unless other conditions apply and provided that notice of the appointment be transmitted to the official delegate of the member institution.
- B. Standing committees shall include the following:
 1. Audit Committee. The Audit Committee shall consist of three persons from Regular member institutions and who are not members of the Board of

Directors, the Treasurer, or the Secretary. The committee is appointed by the President with the approval of the Board of Directors. The committee shall conduct an official examination and verification of accounts and records of the Organization annually. The results of this audit shall be provided to the Organization at the first regular meeting of the following fiscal year.

2. Nominating Committee. The Nominating Committee shall consist of at least three individuals appointed by the President before January 31 of each year to prepare a slate of nominations for the office of President-Elect (if necessary) 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 the Past President is unable to serve, the President may appoint any eligible individual as defined above.
3. Finance Committee. The Finance Committee shall consist of the Treasurer as chair, the President, the President-Elect, and the longest-serving Member-at-Large. Its duties are limited to the finances of the Organization. It shall propose a budget to the Board of Directors for the upcoming fiscal 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 shall assume the office on January 1.
- B. The President shall 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;
3. To serve as a member of the NAML Board of Directors;
4. To serve on the Finance Committee; and
5. To present a President's report at each regular meeting covering activities of the Organization.

Section 2. President-Elect

- A. The President-Elect shall assume that office on January 1.
- B. The President-Elect shall serve for two (2) years.
- C. The duties of the President-Elect shall be:
 1. To serve as a member of the Board of Directors;
 2. To be responsible for all aspects of Organization membership, including maintenance of an official delegate list and the Articles of Organization and Bylaws;
 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 serve as a member of the NAML Board of Directors;
 6. To announce when he/she assumes office of President, the chairperson of the Organization's standing and other committees;
 7. To serve on the Finance Committee; and
 8. To assume the position of the President of the Organization in the event of vacancy in the position.

Section 3. Past President

- A. The President shall assume the office of Past President on January 1 following the transition of President-Elect to President.
- B. The Past President shall serve for two (2) years.

- C. The duties of the Past President shall be:
 - 1. To serve as a member of the Board of Directors;
 - 2. To serve as a member of the NAML Board of Directors; and
 - 3. To Chair the Nominating Committee.

Section 4. Secretary

- A. The President shall appoint a Secretary of the Organization every two years when assuming office. The Secretary must be an employee of a member institution.
- B. The Secretary shall maintain records of the Organization 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 meetings of the Board of Directors and the Membership and preparing minutes thereafter for distribution.
 - 3. Other such duties as the President may assign.

Section 5. Treasurer

- A. The President shall appoint a Treasurer of the Organization, with the advice of the Board of Directors, every two years when assuming office. The Treasurer must be an employee of a member institution.
- B. The Treasurer shall be chair of the Finance Committee.
- C. 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 members, for assisting in the preparation of each annual budget, for depositing all member and associate member 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, not later than January 31 of each year, prepare and transmit invoices for annual membership dues to the members.

ARTICLE IV. FINANCIAL

Section 1. Contracts

Contracts requiring the commitment of over \$500.00 of Organization funds shall be approved by the Board of Directors and signed by the President.

Section 2. Authorization

For items under \$500.00, the Treasurer is authorized to encumber and disburse Organization funds. Approval to encumber and to pay Organization funds in excess of \$500.00 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. Signature Authority

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 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 of Directors 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 V. ELECTION OF PRESIDENT-ELECT AND MEMBERS-AT LARGE OF THE BOARD OF DIRECTORS

Section 1. Candidates

Candidates for the office of President-Elect and Member-at-Large shall be delegates of regular members of the Organization.

Section 2. Nominations

Candidates shall be nominated by the Nominating Committee.

Section 3. Election

- A. The slate of candidates shall be transmitted to members, and the election dates announced, at least thirty (30) days prior to the first day of the election. The election end date must be no less than ten (10) days after the first day of the election.
- B. The vote shall be by electronic ballot. The ballot must include the names of all properly nominated candidates and allow for write-in votes. The ballot must clearly indicate the election end-date.
- C. A simple majority of the ballots received is required to elect a candidate, provided a quorum of delegates has voted. If a quorum is not achieved, the end date for the election may be extended. If 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 elections stated above. The candidate receiving the majority of votes in the runoff election shall be elected. For a runoff election, the voting period may be reduced to five (5) days.

Section 4. Vacancies

In the event of a vacancy prior to the end of the term in the position of the President-Elect or a Member-at-Large of the Board of Directors, 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 candidates shall be transmitted to members not more than thirty (30) days after the occurrence of the vacancy. The election end-date must be no less than ten (10) days after the first day of the election.

- C. The vote shall be by electronic ballot. The ballot must include the names of all properly nominated candidates and allow for write-in votes. The ballot must clearly indicate the election end-date.
- D. A simple majority of the ballots received is required to elect a candidate, provided a quorum of delegates has voted. If a quorum is not achieved, the end date for the election may be extended. The candidate receiving the majority of votes shall be elected. 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 runoff election shall be conducted by the Nominating Committee according to the rules for elections stated above. The candidate receiving the majority of votes in the runoff election shall be elected. For a runoff election, the voting period may be reduced to five (5) days.

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 or emailed 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 VII. PERSONAL LIABILITY

The officers of the Organization shall not be personally liable for any debt, liability, or obligation of the Organization. All persons, Associations 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, judgment, or decree, or of any money that may otherwise become due or payable to them from the Organization.