

SOUTHERN ASSOCIATION OF MARINE LABORATORIES

ARTICLES OF ORGANIZATION

“Revised May 15, 2000”

I. NAME

The name of this Association shall be the Southern Association of Marine Laboratories ("Association" herein), as a non-profit organization incorporated in the State of Mississippi.

II. PURPOSES

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, or 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 carry on any activities not permitted to be carried on 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 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 Association shall be governed by these Articles of Organization and the Bylaws of the Association. 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 the Bylaws of the Association.

V. 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 of Organization shall govern.

VI. MEMBERSHIP, RIGHTS AND PRIVILEGES

Regular Membership in the Association 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 Association, 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.

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 Executive Committee.

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 ASSOCIATION

The Officers of the Association shall be a President, President-Elect, Past-President and others as prescribed in the Bylaws. The regular President, President-Elect, and Past-President shall be employees of Regular Members. The President-Elect shall be elected by a majority of the Regular Member delegates present at a regular meeting of the Association, or by the majority of members polled via mail or email.

VIII. ASSOCIATION MEETINGS AND QUORUM

- A. Regular Meeting: The Association shall hold a minimum of one meeting in every calendar year for the purpose of conducting Association business. Written or email notice of time and place shall be given to all members by the Association Executive Committee at least ninety (90) days prior to the meeting.
- B. Special Meetings: Special meetings of the Association may be held from time to time upon call of the Executive Committee. At least thirty (30) days' written or email notice of time and place of such special meetings shall be given 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. Executive Committee: Conduct of business between Association meetings shall be carried out by an Executive Committee. The Executive Committee shall act for the Association in all matters of business and on all matters of policy as authorized at an Association meeting. The Executive Committee shall meet prior to the regular meetings of the Association. 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 Association 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 Association shall inure to the benefit of any individual or Association member. The Association shall have the authority to receive gifts and donations.

An audit of the books of the Association shall be conducted annually by a three-person committee of delegates from the Regular Member institutions of the Association appointed by the Executive Committee. The results of this audit shall be provided Association members at the first regular meeting of the following fiscal year.

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 Association 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 Association at least thirty (30) days prior to the meeting, by mail or email.

Articles of Organization revised and amended October 26, 1988; September 19, 1990; October 1, 1992, and April 12, 2000 as approved.

PRESIDENT

Attest:

Date: _____

SECRETARY