

SOUTHERN ASSOCIATION OF MARINE LABORATORIES

BYLAWS

“Revised May 15, 2000”

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 organization indicating the intent of the organization to become a member of the Association. A majority vote of the Executive Committee concerning the applicant shall elect a candidate to membership, subject to ratification by vote of members present at the next regular meeting of the Association, and the payment of 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 made a capital contribution 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 President of the Association.
- b. Individuals, other than delegates, who are regularly employed by regular or associate 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 Executive Committee.
- 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. Written or email ballots shall be required for elections.

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 Executive Committee of the Association 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 6. Capital Contributions

- a. Capital contributions for regular and associate members shall be recommended by the Executive Committee and ratified at the next regular meeting of the Association.
- b. Capital contributions should be made before January 31 of each year. Delinquency of members shall be determined by the Finance Committee prior to its first meeting of each fiscal year. Delinquent members shall not be allowed to participate in Association events as members. Failure to make capital contributions before December 31 of the delinquent year will result in automatic loss of membership.

ARTICLE II. COMMITTEES

Section 1. Executive Committee

- a. Voting Membership

The Executive Committee of the Association shall consist of:

- 1. The President of the Association
 - 2. The President-Elect of the Association
 - 3. Three (3) members-at-large elected by the voting delegates
 - 4. The immediate Past-President of the Association
- b. Ex Officio, Non-voting Membership

1. The Secretary of the Association

2. The Treasurer of the Association

c. Length of Term

1. The length of term of a member-at-large of the Executive Committee shall be up to three (3) years. Initial election of members-at-large shall be one for one (1) year; one for two (2) years; one for three (3) years.

2. Term of office shall start on January 1 following the election.

d. Voting and Proxy

1. Each member of the Executive Committee 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 Association shall serve as Chairperson of the Executive Committee.

2. The President-Elect of the Association shall serve as Vice Chairperson of the Executive Committee.

f. Duties

The duties of the Executive Committee shall be:

1. To recommend the time and place of the regular meetings and to designate other meetings of the Association 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 a regular meeting.

3. To undertake general arrangements and prepare the agendas for all meetings of the Association.

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 insure the Association is represented at various national and regional forums.

g. Meetings

Meetings of the Executive Committee shall be as follows:

1. Regular Meetings. The Executive Committee shall meet at least once each year prior to the regular meeting of the Association.
2. Special Meetings. Special meetings of the Executive Committee may be held from time to time upon call of the Chairperson or by written request of a majority of members of the Executive Committee. 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 Executive Committee. The purpose of any special meeting shall be specified in the notice.

h. Quorum

A majority of members of the Executive Committee shall constitute a quorum.

Section 2. Standing Committees

- a. Standing committees shall be appointed by the President with the advice of the Executive Committee. 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 year to prepare a slate of nominations for the office of President-Elect (if necessary) and member-at-large vacancies on the Executive Committee for the following year. 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.
 2. Finance Committee. Appointed by the incoming President by January 15 of each year. Its duties are limited to the finances of the Association.

Section 3. Other Committees

Other committees may be created by the President with advice of the Executive Committee.

Section 4. Vacancies

Vacancies occurring in any Association committees, other than the Executive Committee, shall be filled by persons appointed by the President with the advice of the Executive Committee.

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 Association;
 2. To preside at meetings of the Association and the Executive Committee; and
 3. To present a President's report at each regular meeting covering activities of the Association.

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 Executive Committee;
 2. To be responsible for all aspects of Association 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 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 regular meeting at which he/she assumes office of President, the chairperson of the Association's standing and other committees; and

6. To assume the position of the President of the Association 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 Executive Committee;
 2. To Chair the Nominating Committee.

Section 4. Secretary

- a. The President of the Association shall annually appoint a Secretary of the Association. The Secretary may be an employee of any member institution.
- b. The Secretary shall maintain records of the Association 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.
 2. Assist in preparations for such meetings and preparing minutes thereafter for distribution to the Executive Committee.
 3. Other such duties as the President may assign.

Section 5. Treasurer

- a. The President of the Association, with the advice of the Executive Committee, shall annually appoint a Treasurer of the Association. The Treasurer may be an employee of a member institution.
- b. The Treasurer shall be a member 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 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, not later than November 30 of each year, prepare and transmit requests for annual capital contributions. Capital contributions shall be sent to the Treasurer; a record of receipt shall be prepared by the Treasurer and properly recorded for deposit.

ARTICLE IV. FINANCIAL

Section 1. Contracts requiring the commitment of over \$200.00 of Association funds shall be approved by the Executive Committee and signed by the President.

Section 2. Items under \$200.00, the Treasurer is authorized to encumber and disburse Association funds. Approval to encumber and to pay Association funds in excess of \$200.00 shall be obtained from the Executive Committee 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. The Association may maintain both checking and saving accounts.

Section 4. Signature authority for bank account(s) and other deposits of the Association is vested in the Treasurer and the President of the Association.

ARTICLE V. ELECTION OF PRESIDENT-ELECT AND MEMBERS-AT LARGE OF THE EXECUTIVE COMMITTEE

Section 1. Candidates

Candidates for the office of President-Elect and Members-at-Large shall be regular delegates of the Association.

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 officers shall be elected from among the nominees by majority vote during the last regular meeting of the Association each year.

Section 4. In the event of a vacancy in the position of President-Elect or Member-at-Large of the Executive Committee, the following procedure will be followed to fill the unexpired term:

- a. The Executive Committee 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 or email 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 email 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 distributed. 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 VI. 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 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 Association in all cases in which they are not inconsistent with the Articles of Organization of record.

Bylaws revised and amended October 26, 1988; October 1, 1992; June 1, 1997, and April 12, 2000 as approved.

PRESIDENT

ATTEST:

Date:

Secretary