

WESTERN ASSOCIATION OF MARINE LABORATORIES

ARTICLES OF ORGANIZATION

(Adopted 27 Oct 2021)

I. NAME

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

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 Organization shall be:

1. To promote study, research and education in the field of marine and coastal science.
2. To promote the wise use and conservation of marine and coastal resources.
3. To stimulate cooperation and unity of effort among members.
4. To provide a forum for the resolution of problems common to marine laboratories in Western North America and the Pacific Islands, and to promote research and education at marine laboratories, and to provide public education as to its impact upon the economy and society.
5. To increase the effectiveness of members in their work relating to marine and coastal resources.
6. To act on other such matters as may be of mutual interest to the members and consistent with the purposes and powers of this Organization, and the limitations set forth in these articles and in the bylaws of the Organization.

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. Unless otherwise specified, a quorum shall consist of one-third (1/3) of regular member delegates.

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 (WAML) and the National Association (NAML), the National Association shall prevail.

VI. MEMBERSHIP, RIGHTS AND PRIVILEGES

Regular Membership in the Organization shall be open to non-profit marine laboratories operated by federal, state, university and other non-profit organizations in the Western United States and Pacific Islands. Marine laboratories shall be defined as shore-based laboratory facilities that directly access, or substantially emulate the marine environment for purposes of research, education and public benefit.

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's membership.

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

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.

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. COMMITTEES

- A. Conduct of business between Organization meetings shall be carried out by a 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. Membership, term of office and other duties shall be governed by the Bylaws.
- B. Standing and other committees, as needed, may be established in accordance with the Bylaws.

IX. 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.

An audit of the books of the Organization shall be conducted annually.

X. AMENDMENT

These Articles of Organization 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 sent 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.

If a quorum is not present at the face-to-face meeting, the proposed amendment may be submitted to an electronic ballot, with fourteen days prior notice, and twenty one days allowed for return of the ballot.