

# **WESTERN ASSOCIATION OF MARINE LABORATORIES**

## **BYLAWS**

**(Revised and Adopted March 2013; Amended 27 Oct 2021)**

### **ARTICLE I. NAME**

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

### **ARTICLE II. MEMBERSHIP**

#### Section 1. Membership

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. For the purposes of this Organization, 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.

#### Section 2. 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 3. Participation

To participate in the activities of the Organization, a member organization shall have paid its dues for the current year, defined as starting January 1 and ending December 31.

#### Section 4. Representation

- A. The responsible officer of each regular member in good standing shall either represent the member institution as a delegate, or appoint an individual employed by the member institution as the delegate. Any such appointment

shall be made in writing and be delivered to the Secretary of the Organization.

- B. The responsible officer or recognized delegate may appoint an alternate delegate to act in the absence of the recognized delegate. Appointments shall be made in writing and delivered to the President of the Organization prior to any meeting at which the alternate will be serving.

Individuals, other than the delegates, who are regularly employed by members may participate in activities of the Organization, but may not vote.

- C. If any officer, committee member, delegate or other participant in Organization activities ceases to be an employee of the member, then the position held by that individual shall be declared vacant as of the date of termination, and the vacancy shall be filled in accordance with the provisions of these Bylaws.

#### Section 5. Voting

- A. Each regular member in good standing shall have one vote. Voting may only be carried out by the currently recognized delegate or a recognized alternate.
- B. For Organization general business voting may be carried out electronically, in person at properly convened meetings, or a combination of both.
- C. For elections, electronic ballots shall be required.

#### Section 6. Quorum

- A. For any properly convened meeting, one-third of the current membership, present in-person or electronically, 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.
- C. For elections and 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 7. Dues

- A. Membership dues shall be determined by the Board of Directors and ratified by a vote of the members.

- 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 considered members in good standing and 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.
- C. If a member is unable to pay dues, the member may request from the Organization a waiver of the dues or a suspension of membership for the year(s) in question. The request must be approved by the Board of Directors. In the case of regular members, the waiver or suspension of membership must be agreed to by the NAML Board of Directors.
  - 1. A waiver of dues will be considered for a member due to documented unusual and extraordinary circumstances; the member must document a need to remain an active member of the Organization in good standing.
  - 2. A suspension of membership will be considered for a member due to documented unusual and extraordinary circumstances. During the suspension period, the member is considered inactive. The suspended member will receive notices of Organization activities, but may not participate in functions of the Organization.

## **ARTICLE II. BOARD OF DIRECTORS AND COMMITTEES**

### Section 1. Board of Directors

#### A. Eligibility

Only delegates of the Organization are eligible to serve as members of the Board of Directors.

#### B. 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. The immediate Past President of the Organization.

4. Three (3) members-at-large elected by the delegates.
- C. Non-voting Membership
1. The Treasurer of the Organization (*ex officio*).
  2. The Secretary of the Organization (*ex officio*).
- D. Elections – Conduct

The election shall be conducted by an Election Committee appointed by the President of the Organization and acting in accordance with Article V of these Bylaws.

- E. Chair and Vice Chair
1. The President of the Organization shall serve as Chair of the Board of Directors.
  2. The President-Elect of the Organization shall serve as Vice Chair of the Board of Directors.
- F. Duties

The duties of the Board of Directors shall be:

1. To establish the agenda, time and place of the regular meetings and to inform the membership.
2. To call and arrange other meetings of the Organization as required, and to inform the membership.
3. To act for the Organization between meetings, in all matters of business and on matters of policy as authorized by the membership.
4. To serve as the Organization's delegates to the Board of Directors of the National Association of Marine Laboratories.
5. If the office of President-Elect becomes vacant, to ensure that a special election is conducted to fill the vacancy in accordance with Article V of these bylaws.
6. To represent the Organization at appropriate national and regional forums.

## G. Meetings

1. Meetings of the Board of Directors will be held upon call of the Chair or upon written request of a majority of members of the Board of Directors.
2. Normally, at least fifteen (15) days notice of the time, place and purpose of each meeting shall be given in writing to all WAML members.
3. Under special circumstances, an emergency meeting may be convened with less than 15 days notice. In such cases, the President shall report to the membership on the reason for and outcome of the meeting.
4. Meetings of the Board of Directors shall normally be open to recognized delegates who wish to participate as observers.
5. The Board of Directors may act in closed session when dealing with confidential or sensitive matters.

## 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 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 the following:
  1. Election Committee. The Election Committee shall consist of at least three members from the Board of Directors appointed by the President before July 1 of each year to prepare a slate of nominations for upcoming vacancies on the Board of Directors or for special elections due to vacancies when they occur between elections. The Past President will normally serve as Chair of the Election Committee.
  2. Finance Committee. The Finance Committee shall consist of the Treasurer as chair, the President, the President-Elect, and a

Member-at-Large. Its duties are to prepare a budget to submit to the Board of Directors and oversee the finances of the Organization.

3. **Audit Committee.** The Audit Committee will consist of at least two members, appointed by the President and approved by the Board of Directors by January 15 of each year. The committee shall not include the President, President-Elect, Past President, Treasurer and Secretary. Its duties are limited to examining and approving the financial records of the Organization. The Chair of the Audit Committee will present a report on the Organization's finances and record-keeping to the full Board at least once per year.

### Section 3. Special Committees

The President may, when necessary, appoint special committees with the advice of the Board of Directors. Any member institution employee may be appointed to a special committee.

## **ARTICLE III. OFFICERS AND DUTIES**

### Section 1. President

- A. The President-Elect of the Organization shall assume the office of President on January 1 following the election of his/her successor.
- B. The President shall normally 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 and represent the regional organization on the NAML Board of Directors;
  3. To present a President's report covering activities of the Organization at each regular meeting;
  4. To serve as President of the National Association of Marine Laboratories, or nominate an alternate candidate from the membership of the Board of Directors, when it is WAML's turn to do so in rotation with the other regional organizations.

## Section 2. President-Elect

- A. The President-Elect of the Organization shall assume the office on January 1 following the election.
- B. The President-Elect shall normally serve for two (2) years.
- C. The duties of the President-Elect shall be:
  - 1. To serve as Vice-Chair of the Board of Directors.
  - 2. To assist the President in all aspects of the Organization membership and to become familiar with the Organization's work and membership in order to effectively serve as President.
  - 3. To serve as a member of the NAML Board of Directors.
  - 4. To maintain the official membership and delegate lists.
  - 5. To keep the bylaws current.

## Section 3. Past President

- A. The Past President shall assume that office on January 1 following the taking of office of the President.
- B. The Past President shall normally serve for two (2) years.
- C. The duties of the Past President shall be:
  - 1. To serve as an advisor to the President and the Organization as a whole.
  - 2. To serve as chair of the Election Committee.
  - 3. To serve as a member of the NAML Board of Directors.

## Section 4. Treasurer

The President of the Organization, with the advice of the Board of Directors, shall appoint a Treasurer of the Organization when assuming office. The appointment

will be for two years. The Treasurer must be an employee of a member institution. The Treasurer shall be an *ex officio* member of the Board of Directors and shall not have voting privileges.

A. Duties of the Treasurer.

The Treasurer shall be responsible for:

1. Serving as chair of the Finance Committee.
2. Preparation of an annual financial statement.
3. Assisting in the preparation of the annual budget.
4. Receiving and depositing member dues.
5. Managing and safekeeping Organization receipts and disbursements.
6. Maintaining and filing any required tax returns.
7. Assuring that any necessary legal instruments of the Organization are on file with appropriate state and federal agencies.
8. Timely preparation and transmission of invoices for membership dues.
9. Assisting the President-Elect to maintain a current membership record.
10. Maintaining past membership lists.

Section 5. Secretary

The President of the Organization, with the advice of the Board of Directors, shall appoint a Secretary of the Organization when assuming office. The appointment will be for two years. The Secretary must be an employee of any member institution. The Secretary shall be an *ex officio* member of the Board of Directors and shall not have voting privileges.

A. Duties of the Secretary include:

1. Maintaining records of the Organization necessary for conducting the business of the Organization except for financial affairs which are assigned to the Finance Committee.

2. 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.
3. Assisting in preparations for the board and membership meetings and preparing minutes thereafter for distribution to the Board of Directors and to the general membership by procedures determined by the Board.
3. Other such duties as the President may assign.

#### **ARTICLE IV. FINANCIAL**

##### Section 1. Authorization of expenditures

- A. For items under \$500.00, and for any expenditures established as line items within the annual budget, 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.
- B. Contracts or expenditures 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. Accounts and authorities

- A. The Organization may maintain both checking and savings accounts including insured investment accounts.
- B. Signature authority for bank account(s) and other assets of the Organization is vested in the Treasurer and the President and other members of the Board of Directors designated by the President.

#### **ARTICLE V. ELECTION OF THE BOARD OF DIRECTORS**

##### Section 1. Timing and Length of Term

- A. There shall be an election every year in the fall.

- B. The length of term of a Member-at-Large of the Board of Directors shall be three (3) years. Members-at-Large may normally be re-elected one time and serve a total of not more than six (6) years consecutively.
- C. Members elected to fill an out-of-cycle vacancy shall normally complete the remainder of the term for the vacant position.
- D. The term of office shall start on January 1 following the election.

## Section 2. Conduct of the Election

- A. The Election Committee shall prepare a slate of candidates from among the recognized delegates to the Organization.
- B. The slate 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 twenty-one days after the first day of the election.
- C. Recognized delegates may nominate additional candidates by sending written notice to the Election Committee. Each member nomination must be supported by at least three recognized delegates. Nominations must be received at least three (3) days before the scheduled first day of the election.
- D. The vote shall be by electronic ballot. The ballot must include the names of all properly nominated candidates and allow for write-in votes.
- E. The ballot must clearly indicate the election end-date.
- F. Balloting will close by midnight Pacific time on the election end-date.
- G. For the election to be valid, sufficient ballots must be returned to constitute a quorum of one-half of the current membership. If sufficient ballots are not received, the President of the Organization may authorize a one-time extension of the election end-date by seven days.
- H. Provided there is a quorum, a simple majority of the ballots received is required to elect a candidate.
- I. 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. For a runoff election, the prior notice period and the voting period may each be reduced to fourteen days.

### Section 3. Special Elections

- A. In the event of a vacancy in the position of President-Elect, a special election to fill the unexpired term must be held as soon as possible. If the vacancy occurs less than six months prior to a scheduled election, the special election may be combined with the regular election.
- B. In the event of a vacancy in a Member-at-Large position, a special election may be held at the discretion of the Board of Directors.

## **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 provided 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.

## **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.

## **ARTICLE VIII. 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.