

# **WESTERN ASSOCIATION OF MARINE LABORATORIES**

## **BYLAWS**

**Revised and Adopted March 2013**

### **ARTICLE I - NAME**

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

### **ARTICLE II - MEMBERSHIP**

#### Section 1. Membership

Membership in the Association 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 Association, 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

Eligible organizations wishing to become members of the Association should make written application to the President. A majority vote of the Board of Directors shall elect a candidate to membership, subject to ratification by a vote of the membership, and to timely payment of dues.

#### Section 3. Participation

To participate in the activities of the Association, 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 member in good standing shall represent the member organization as its recognized delegate, or appoint another individual employed by the organization to be the recognized delegate. Appointments shall be made in writing and delivered to the President of the Association.
- 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 Association prior to any meeting at which the alternate will be serving.
- c. Individuals, other than the delegates, who are regularly employed by members may participate in activities of the Association, but may not vote.

- d. If any officer, committee member, delegate or other participant in Association 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 Association general business voting may be carried out electronically, in person at properly convened meetings, or as a combination of both.
- c. For elections, written 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 email or other 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 Association 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 Association.

#### 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 March 1 of each year. Delinquent members shall be identified by the Treasurer as soon as possible after that date. Delinquent members may participate in Association activities but may not vote. Failure to pay dues before March 1 of the subsequent year will result in loss of membership.
- c. For purposes of recruiting new members or retaining members who are temporarily unable to pay dues, the President, with the advice of the Board of Directors, may grant one-year temporary memberships. Temporary members may participate in Association activities but may not vote.

## **ARTICLE II - BOARD OF DIRECTORS**

### Section 1. Board of Directors

- a. Eligibility  
Only recognized delegates of the Association are eligible to serve as members of the Board of Directors.

- b. Membership
  - The Board of Directors of the Association shall consist of:
    - i. The President of the Association.
    - ii. The President-Elect of the Association.
    - iii. The immediate past president of the Association.
    - iv. Three (3) members-at-large elected by the voting delegates.
    - v. The Treasurer of the Association (ex officio).
- d. Elections – Conduct
  - i. The election shall be conducted by a special Election Committee appointed by the President of the Association and acting in accordance with Article VI of these Bylaws.
- f. Chair and Vice Chair
  - i. The President of the Association shall serve as Chair of the Board of Directors.
  - ii. The President-Elect of the Association shall serve as Vice Chair of the Board of Directors.
  - iii. The Past-President shall serve as secretary.
- g. Duties
  - The duties of the Board of Directors shall be:
    - i. To establish the agenda, time and place of the regular meetings and to inform the membership.
    - ii. To call and arrange other meetings of the Association as required, and to inform the membership.
    - iii. To act for the Association between meetings, in all matters of business and on matters of policy as authorized by the membership.
    - iv. To serve as the Association’s delegates to the Board of Directors of the National Association of Marine Laboratories. Normally the delegates are the four most senior members of the Board of Directors.
    - v. 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.
    - vi. To represent the Association at appropriate national and regional forums.
- g. Meetings
  - i. 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.
  - ii. 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.
  - iii. 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.

- iv. Meetings of the Board of Directors shall normally be open to recognized delegates who wish to participate as observers.
- v. 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. Special Committees

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

**ARTICLE III – OFFICERS AND DUTIES**

Section 1. President

The duties of the President shall be:

- i. To serve as chief executive of the Association;
- ii. To preside at meetings of the Association and the Board of Directors.
- iii. To present a President’s report covering activities of the Association at each regular meeting.
- iv. 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 member associations.

Section 2. President-Elect

The duties of the President-Elect shall be:

- i. To serve as Vice-Chair of the Board of Directors;
- ii. To assist the President in all aspects of Association membership and to become familiar with the Associations work and membership in order to effectively serve as President.
- iii. To maintain the official membership and delegate lists.

Section 3. Treasurer

The President of the Association, with the advice of the Board of Directors, shall appoint a Treasurer of the Association. The appointment will be for two years, beginning on the first day of January following the biennial Board of Directors election. The

Treasurer should be an employee of a member institution. The Treasurer shall be an *ex officio* member of the Board of Directors.

a. Duties of the Treasurer:

The Treasurer shall be responsible for:

- i. Preparation of an annual financial statement.
- ii. Assisting in the preparation of the annual budget.
- iii. Receiving and depositing member dues.
- iv. Managing and safekeeping Association receipts and disbursements.
- v. Maintaining and filing any required tax returns.
- vi. Assuring that any necessary legal instruments of the Association are on file with appropriate state and federal agencies.
- vii. Timely preparation and transmission of invoices for membership dues.
- viii. Assisting the President-Elect to maintain a current membership record.
- ix. Maintaining past membership lists.

Section 4. Past-President

The Past-President shall assist the President as needed in conducting the business of the association, including serving as recording secretary for business meetings and as Chair of the Election Committee.

## **ARTICLE IV – FINANCIAL**

Section 1. Authorization of expenditures

- i. For items under \$200.00, and for any expenditures established as line items within the annual budget, the Treasurer is authorized to encumber and disburse Association funds.
- ii. Contracts or expenditures requiring the commitment of over \$200.00 of Association funds shall be approved by the Board of Directors and signed by the President.

Section 2. Accounts and authorities

- i. The Association may maintain both checking and saving accounts including insured investment accounts.
- ii. Signature authority for bank account(s) and other assets of the Association is vested in the Treasurer and the President.

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

### Section 1. Timing and Length of Term

- i. There shall be a biennial election every two years in the fall. Currently (2013), elections are held in odd-numbered years.
- ii. At each election, there shall be elected: the President-elect; one at-large member; any other positions required to fill vacancies.
- iii. The normal length of term of an elected member of the Board of Directors shall be six years.
- iv. Members elected to fill an out-of-cycle vacancy shall normally complete the remainder of the term for the vacant position.
- v. On January 1 following each biennial election, the President shall become Past-president, the President-Elect shall become President, and the newly elected member(s) shall assume office.

### Section 2. Conduct of the Election

- i. The election shall be conducted by a 3-person special Election Committee appointed from the Board of Directors membership by the President. The Past President will normally serve as Chair of the Election Committee.
- ii. The Election Committee shall prepare a slate of candidates from among the recognized delegates to the Association.
- iii. 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.
- iv. 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.
- v. The vote shall be by email ballot. The ballot must include the names of all properly nominated candidates and allow for write-in votes
- vi. The ballot must clearly indicate the election end-date and the return address.
- vii. Completed ballots must be returned by midnight Pacific time on the election end-date.

- viii. 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 Association may authorize a one-time extension of the election end-date by seven days.
- ix. Provided there is a quorum, a simple majority of the ballots received is required to elect a candidate.
- x. 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

- i. 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 biennial election, the special election may be combined with the biennial election.
- ii. 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 by a two-thirds majority of recognized delegates voting within the quorum rules defined herein.

Notice of proposed amendments shall be mailed at least thirty (30) days prior to the meeting to all recognized delegates. The notice shall include the exact wording of the proposed amendment(s), a description of the changes made, and the name(s) and organization(s) of the proponent(s).

To allow for maximum discussion among members, an initial vote must be taken at an annual or special face-to-face meeting, with or without additional electronic attendance. At the face-to-face meeting, additional amendments may be proposed and voted upon.

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 Association in conjunction with the Articles of Organization of record, dated January 21, 1994, titled “Nonprofit Articles of Incorporation of the Western Association of Marine Laboratories, Inc., and signed by Lavern J. Weber. A copy of these articles is appended.

Together, these documents supersede all other sets of Bylaws, Articles of Organization etc.