NATIONAL ASSOCIATION OF MARINE LABORATORIES

BYLAWS

(Adopted 3 November 1990; Amended: 12 October 1991, 30 October 1993, 12 September 1997, 9 March 2006, 23 March 2021, 25 March 2022, 5 October 2023, 6 March 2025, 12 March 2026)

ARTICLE I. MEMBERSHIP

Section 1. Applications

Applications for membership shall be in the form of a letter from a responsible officer of the candidate member institution, addressed to the president of the appropriate regional organization of the Association (NEAMGLL, SAML, or WAML), indicating the intent of the candidate member institution to become a regular member of the Association. Upon acceptance by one of the regional organizations, a majority vote of the Board of Directors of the Association shall elect an applicant to membership, subject to ratification by vote of members present at a meeting of the Association or by an electronic ballot, and the payment of dues for the year in which the applicant is elected.

Section 2. Participation

To participate in the functions of the Association, an institution shall be an active member in good standing for the current year, January 1 through 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 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 Board of Directors.

C. If any 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. Associate members of the regional organizations are not members of NAML and are not eligible to vote on or approve the activities of NAML. Associate members are permitted certain rights within the regional organizations as described in the Articles of Organization and Bylaws of each individual regional organization.

C. Electronic 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 Secretary of the Association prior to a 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. Dues

A. Membership dues shall be assessed annually by the Association, and the designated portion of said dues forwarded to the regional organizations.

B. The Board of Directors shall periodically review the dues structure for member institutions of different sizes and revise and set dues.

C. 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 Association 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.

D. If a member is unable to pay dues, the member may request from the Association 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 and agreed to by the corresponding regional organization.

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 Association 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 Association activities, but may not participate in functions of the Association.

Section 7. Quorum

The presence, in person, by electronic communication or by proxy, of one-third the regular membership shall constitute a quorum at all meetings of the members.

Section 8. Notice of Meetings

A written notice of each meeting of the Association members, stating the place, day and hour of the meeting shall be given by the Secretary of the Association to each member. The notice shall be sent thirty (30) days before the date of said meeting to the members of the Association.

Section 9. Biennial Meeting

A. The biennial meeting of the members of the Association shall be held on odd numbered years during the months of September, October, November or December at a place and time specified by the Board of Directors in accordance with notice provisions of this Article.

B. The meeting place will normally be at one of the member laboratories or at a location convenient for the majority of the members.

C. Regional organizations may, at their discretion, hold their fall meeting at the same location as the biennial meeting of the Association. The regional organizations must make their own arrangements.

ARTICLE II. BOARD OF DIRECTORS AND COMMITTEES

Section 1. Board of Directors

A. Voting Membership

The Board of Directors of the Association shall consist of:

1. The President
2. The Vice-President/President-Elect
3. The immediate Past President
4. Twelve (12) members-at-large: four (4) from each regional organization as duly elected by each organization. The President, Vice-President/President-Elect, and immediate Past President of each regional organization will normally fulfill three of these roles unless otherwise selected by the regional organization. Only regular member delegates may serve on the Board of Directors.

B. Ex Officio, Non-voting Membership

1. The Secretary
2. The Treasurer

C. Length of Term, Members-at-Large

1. The length of term of a member-at-large of the Board of Directors shall be two (2) years. Members-at-large may be re-elected as many as three (3) times and serve a total of not more than eight (8) years consecutively.
2. Terms of office shall start on January 1 following the election.
3. Vacancies in the terms of members-at-large shall be filled by the regional organization from which the vacancy arose. These vacancies can be initially filled for a partial term if necessary and this partial term shall not count towards the limit on numbers of re-elections.

D. Voting and Proxy

1. Each member of the Board of Directors shall have one (1) vote.
2. Alternate members are not authorized.
3. Voting by proxy is not authorized.
4. Attendance by electronic media (e.g., telephone, video-conference) is authorized and shall count towards a quorum and shall have full voting rights as though physically present.

5. In the event of a tied vote which cannot be resolved by the Board of Directors, the question will be brought to and voted on by the full membership of the Association.

E. Chairperson and Vice Chairperson

1. The President of the Association shall serve as Chairperson of the Board of Directors.
2. The Vice-President/President-Elect of the Association shall serve as Vice Chairperson of the Board of Directors.

F. Duties

The duties of the Board of Directors shall be:

1. To recommend the time and place of the biennial meeting and to set 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 biennial meeting or a special meeting convened for such purpose.
3. To undertake general arrangements and prepare the agendas for all meetings of the Association in collaboration with the meeting host.
4. In the event the office of Vice-President/President-Elect becomes vacant between biennial meetings to promptly conduct a special election to fill the vacancy.
5. To ensure the Association is represented at various national forums.

G. Meetings

Meetings of the Board of Directors shall be as follows:

1. Regular meetings. The Board of Directors shall meet at least twice each year and immediately prior to the biennial meeting of the Association. At least thirty (30) days notice of the time and place of such a regular meeting shall be given in writing to each member of the Board of Directors. The purpose of any regular meeting shall be specified in the notice. Regular meetings may be conducted via telephone or video-conference.
2. Special Meetings. Special meetings of the Board of Directors may be held from time to time upon call of the Chair or by written request of a majority of members of the Board of Directors. At least fifteen (15) days notice of

the time and place of special meetings shall be given in writing to each member of the Board of Directors. The purpose of the special meeting shall be specified in the notice. Such special meetings may be conducted via telephone or video-conference.

3. Waiver of notice. A member, either before or after a Board of Directors meeting, may waive notice of the meeting; and this waiver shall be deemed the equivalent of having been given notice. Attendance at a Board of Directors meeting of a person entitled to notice shall constitute a waiver of notice of the meeting unless he/she attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.
4. Actions by the Board of Directors without a meeting. Any action that may be taken at a meeting of members or Board of Directors may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the members entitled to vote on the action and shall be filed with the Secretary of the Association. This consent shall have the same effect as a unanimous vote at a membership or board meeting.
5. The rules contained in the latest edition of "Robert's Rules of Order," most recently revised, shall govern the conduct of Board of Directors meetings provided they are not inconsistent with the provisions of the Articles of Organization and the Bylaws of the Association.

H. Quorum

A majority of voting 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. Nominating Committee. Appointed by the President before January 15 of each election year to prepare a slate of nominations for the office of Vice President/President-Elect. It shall normally consist of three members from the Regional Organization from which the President-Elect is to be elected. The chair 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. Audit Committee. The committee and its chair shall be appointed by the President and approved by the Board of Directors by January 15 of each year. The committee shall consist of three persons from Regular member institutions and who are not members of the Board of Directors, the Treasurer, or the Secretary. The committee shall conduct an official examination and verification of accounts and records of the Association annually. The chair shall present a report on the Association's finances and record-keeping to the Board of Directors at least once per year.
3. Finance Committee. The Finance Committee shall consist of the President, the President-Elect, and the Treasurer with the Treasurer serving as the chair. The committee shall determine delinquency of members and develop a budget for the Association.
4. Public Policy Committee. The Public Policy Committee shall consist of the President-Elect as chair, the President, the Treasurer, the chair of the Education Committee and two representatives nominated by each regional organization and appointed by the NAML President. The regional organization appointees shall serve a term of no more than three years with the option of being appointed for a second consecutive term. The committee is charged with developing a public policy agenda that will be disseminated to the membership and approved by the NAML Board of Directors. The committee is also charged with other actions, including but not limited to the organizing of briefings and producing position statements, testimony, and other such documents relevant to the public policy mission of NAML.
5. Education Committee. The Education Committee shall consist of a chair and a vice chair, the chair of the Public Policy Committee, and two representatives nominated by each regional organization and appointed by the NAML President. The regional organization appointees shall serve a term of no more than three years with the option of being appointed for a second consecutive term. The chair and the vice chair shall be appointed by the President in consultation with the Board of Directors and serve a term of three years with the option of being appointed for a second term. The committee is charged with assessing and disseminating pedagogic information, best practices, necessary support structures and impediments to providing outstanding educational experiences.
6. Community Engagement Committee. The Community Engagement Committee shall consist of a chair and a vice chair, and a representative

nominated by each regional organization and appointed by the NAML President for a term of three years with the option of being appointed for an additional term. Additional members may be appointed. The chair and the vice chair shall be appointed by the President in consultation with the Board of Directors and serve a term of three years with the option of being appointed for a second term. The committee is charged with promoting conversations, policies, and procedures to improve the organizational climate and engagement in the marine sciences at NAML member institutions.

Section 3. Other Committees

Other committees may be created by the President with advice of the Board of Directors.

Section 4. Vacancies

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

ARTICLE III. OFFICERS AND DUTIES

Section 1. President

A. The President-Elect of the Association shall assume the office of President on January 1 following the election of his/her successor.

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 Board of Directors; and
3. To present a President's report at each biennial meeting covering activities of the Association.
4. To serve on the Finance Committee.
5. To serve on the Public Policy Committee.
6. To execute all contracts, deeds, documents and instruments on behalf of the Association, unless the Board of Directors shall, in a particular situation, designate another procedure or individual for the execution of such written instruments.

Section 2. Vice-President/President-Elect

A. The Vice President/President-Elect shall assume that office on January 1 following election.

B. The Vice-President/President-Elect shall serve for two (2) years.

C. The duties of the Vice-President/President-Elect shall be:
1. To serve as a member of the Board of Directors;
2. To be responsible for all aspects of Association membership, including maintenance of an official delegate list;
3. To chair the Public Policy Committee.
4. To serve on the Finance Committee.
5. To serve on the Education Committee.
6. To familiarize himself/herself with the work of the Association in order to effectively serve as President of the Association;
7. To preside at meetings of the Association in the absence of the President;
8. To announce at the annual meeting at which he/she assumes office of President, the chairperson of the Association's standing committees and other committees;
9. To assume the position of the President of the Association in the event of vacancy in the position;
10. 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-Elect.

B. The Past-President shall 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 Association as a whole.
2. To chair the Nominating Committee.

Section 4. Secretary

A. The President of the Association shall appoint a Secretary of the Association every two years when assuming office. The Secretary must be an employee of a member institution.

B. The Secretary shall maintain records of the Association necessary 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. 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.

Section 5. Treasurer

A. The President of the Association, with the advice of the Board of Directors, shall appoint a Treasurer of the Association every two years when assuming office. The Treasurer must be an employee of a member institution. The Treasurer may also serve as the Secretary of the Association.

B. 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 regional organizations, for assisting in the preparation of each annual budget, for depositing all regional dues 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. To chair the Finance Committee.
4. The Treasurer shall, not later than January 31 of each year, prepare and transmit invoices for annual membership dues to the members. The Treasurer will forward to the regional organizations their portion of the dues collected on a quarterly basis. A record of receipt shall be prepared by the Treasurer and properly recorded for deposit.
5. The Association may retain the services of an independent accounting professional to assist in the duties of Treasurer or to conduct an annual audit or review of the Corporate records. As a minimum, an audit or review of the books of the Association shall be conducted annually by the Audit Committee and a report of its findings approved by the Board of Directors.
6. The Board of Directors can alter the deadlines for invoices and dues by a majority vote, subject to notification of the full membership.

ARTICLE IV. ELECTION OF VICE-PRESIDENT/PRESIDENT-ELECT

Section 1. Candidates and Timing of the Election

Candidates for the office of Vice-President/President-Elect shall be delegates of the Association. The office shall normally be rotated among the regional organizations with candidates coming from a designated regional organization. The election shall be held in the fall of the year prior to the beginning of the term of office.

Section 2. Nominations

Candidates shall be nominated by the Nominating Committee.

Section 3. Election

A. The slate of candidates 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 ten (10) days after the first day of the election.

B. The vote shall be by electronic ballot. The ballot must include the names of all properly nominated candidates and allow for write-in votes. The ballot must clearly indicate the election end-date.

C. A simple majority of the ballots received is required to elect a candidate, provided a quorum of delegates has voted. If a quorum is not achieved, the end date for the election may be extended. 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. The special runoff election shall be conducted by the Nominating Committee according to the rules for elections stated above. The candidate receiving the majority of votes in the runoff election shall be elected. For a runoff election, the voting period may be reduced to five (5) days.

Section 4. Vacancy

In the event of a vacancy in the position of Vice-President/President-Elect, the following procedure will be followed to fill the unexpired term:

A. The Board of Directors shall direct the Nominating Committee to prepare a slate of nominees from the delegates of the regular members of the Association; the committee will attempt to fill the vacancy from the regional organization from which the vacancy occurred. The slate of nominees shall be distributed to all regular member delegates not more than thirty (30) days after the occurrence of the vacancy.

B. The vote shall be by electronic ballot. The regular members may vote for persons other than those given on the ballot by writing in the name on the ballot. The election end-date must be no less than ten (10) days after the first day of the election. The ballots shall be counted immediately after the close of voting and the results shall be known to the membership without delay.

C. 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 shall be elected.

ARTICLE V. EMERITUS MEMBERS

Section 1. Definition and Eligibility

A. The position of Emeritus Member is established to recognize individuals who have made significant contributions to the Association and/or to the promotion and advancement of marine sciences under the auspices of the Association.

B. Persons eligible for nomination as Emeritus Members must be retired and from one of the following categories: the Association's Board of Directors, member laboratory delegate or alternate delegate, or leadership position in an organization or agency promoting the advancement of marine sciences or member laboratories through the Association.

Section 2. Nomination and Election

A. The person will be nominated by a Nominating Committee composed of the three immediate Past Presidents of the Association. Notice of such nominations shall be given to all members at least thirty (30) days prior to the election.

B. A vote on the nomination may be taken at a regular meeting of the Association. The election also may be held by electronic ballot at a specified date by allowing no less than ten (10) days from the distribution of the ballots before the voting is concluded. In this latter case, the Secretary will certify the election and archive the ballots as verification of the results.

Section 3. Rights and Responsibilities

A. An Emeritus member will be a non-voting member of the Association. The person has the right to attend meetings and the privilege of having all meeting registration fees waived.

B. Emeritus members have the responsibility to continue in service to the Association through active participation on committees or through other assumed or assigned responsibilities that promote the goals designated under the Articles of Organization.

ARTICLE VI. FINANCIAL

Section 1. Contracts

Contracts requiring the commitment of over $1,000.00 of Corporate funds shall be approved by the Board of Directors and signed by the President.

Section 2. Disbursements

For items under $500.00, the Treasurer is authorized to encumber and disburse Corporate funds. Approval to encumber and to pay Association 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. For budgeted items disbursal shall be made by the Treasurer.

Section 3. Accounts

The Association may maintain both checking and saving accounts.

Section 4. Authority to Sign

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

Section 5. Annual Approval of Budgets

A. The fiscal year will be set as the calendar year.

B. The Treasurer and President of the Association shall prepare a proposed budget for the subsequent fiscal year and circulate it to the members of the Board of Directors at least 15 days in advance of the Board meeting that immediately precedes the fiscal year.

C. The Board of Directors will approve the annual budget for each fiscal year before the beginning of that year.

ARTICLE VII. 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 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 VIII. 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.

ARTICLE IX. PERSONAL LIABILITY

The Directors and officers of the Association shall not be personally liable for any debt, liability, or obligation of the Association. All persons, Associations or any other entities extending credit to, contracting with, or having any claim against, the Association, may look only to the funds and property of the Association 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 Association.

ARTICLE X. DISSOLUTION

Section 1. Liquidation and Distribution of Assets Following Liquidation

Upon the liquidation or dissolution of the Association, after payment of all the liabilities of the Association or due provision thereof, all of the assets of the Association shall be distributed to another tax exempt organization or organizations qualifying as tax exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), which organization performs or is organizing to perform services as set forth in Article I above.

Section 2. Assets, Income, and Influence

A. No part of the assets of the Association and no part of any net earnings of the Association shall be divided among or inure to the private benefit of any officer or director of the Association or any private individual or be appropriated for any purposes other than the purposes of the Association as herein set forth;

B. No director, officer, or member of the Association shall receive or be entitled to receive any income of any kind therefrom; and

C. No substantial part of the activities of the Association shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3. Tax Exemption

It is intended that the Association shall be entitled to exemption from federal income tax in accordance with the provisions of Section 501 (c)(3) of the Internal Revenue Code; and that it shall not be a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code.

Section 4. Internal Revenue Code

All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended.