SAML Annual Business Meeting Minutes – May 2, 2022
Prepared by Jayne Gardiner, SAML Secretary

- **Call to order.** The meeting was called to order by President Sue Ebanks at 1:35 pm Eastern time.

- **Approval of Minutes.**

Motion (R. Leuttich, M. Allen):Approve the minutes of the 2021 SAML Annual Business Meeting as submitted
Approved by a vote

- **Old Business**
  - **Tax Exempt Status**
    - Tabled to allow L. Burnett to speak with the Board first

- **New Business**
  - **Bylaws revisions** (S. Ebanks)
    - Changes align SAML bylaws with NAML bylaws, especially for terminology (e.g. Board of Directors), see Appendix.

Approve the revised SAML bylaws (presented by Bylaws Committee, no motion required)
Approved by a vote (19 Yes/0 No).

  - **Nominating Committee** (D. Eggleston)
    - Committee: John Valentine, Mike Allen, Dave Eggleston (Chair/Past-President)
    - Thank you to Quint White for his service as President/Past-President
    - Need nominations for:
      - President-Elect to replace Read Hendon who has recently accepted a NOAA Branch Chief position
      - Member-at-Large to replace Al George (2021-2023), who has recently changed positions
      - Member-at-Large to replace Jim Gelsleichter who will rotate off at the end of 2022
    - Process: committee receives suggestions for nominations, confirms that they are willing to serve, then an electronic ballot will go out for voting by delegates of regular members; ballot remains open for 30 days
    - Committee has one nominee who has confirmed their interest (Clark Alexander for President-Elect) and a few additional suggestions that still require follow-up
    - Please self-nominate for these positions!

- **Education Committee Brief (A. Busse)**
  - Have created a series of opportunities for the NAML education community:
    - Quarterly webinars, next one is May 29 (Minorities in Shark Sciences)
    - Community of practice class: informal space for conversations about education topics, open to everyone in NAML; occur during months without webinars. Upcoming:
      - June 24: citizen science
      - July 22: internships/REU-type programs
    - Collecting names for an interest group to be more involved (contact A. Busse or L. Burnett)

- **DEI Committee Brief (M. Wetz)**
  - DEI panel during the recent NAML public policy meeting; more to come
  - Preparing a proposal to NSF INCLUDES:
    - Ran into some issues with getting NAML registered with NSF, but are working through these
  - NAML survey (if you have not yet done so, please complete the survey)
  - Modifications to the NAML website to boost the DEI section:
    - Activities page with more information about what various institutions are doing
    - Opportunities page
  - Discussion:
    - Since this is a NAML committee, membership is open to NAML members; this may have unintended DEI impacts
      - Note that non-member institutions can participate in panels
    - Consider accountability and how success of committee efforts are being measured; consider metrics such as: changes in retention, recruitment, demographics of marine laboratory personnel, etc
    - Student awards: discussion of adding demographics question so we can examine diversity reflected among the applicants, track trends over time

- **Audit Committee Report** (F. Dobbs)
  - Committee: Mike Allen, Scott Knoche, F. Dobbs
  - No points of great concern
  - Related to the change of banks at the end of June, the closing statement from the prior bank shows a wire transfer to Main Street Bank, however committee did not receive an opening statement from the new bank (but does have more recent statements): committee requests that this opening statement be obtained to complete the file prior to approving the audit; E. Milbrandt will obtain this statement (was not provided when he took over as treasurer on Jan 1)

Treasurer's report for 2021 (E. Milbrandt)
  - Starting balance of $66,561.26 on Jan 1, 2021
  - Regional dues come from NAML as dispersals, some were delayed due to the change in banks; $20,841.75 in deposits reflected, but some date back to 2019
  - $7,141 expense for student awards (2020 and 2021)

        - Other regular annual expenses: corporate filing fees, CT Corp certificate of good standing, and website maintenance fee
        - Two miscellaneous fees: wire transfer fee ($25) and a $1000 donation to LUMCON for hurricane relief
        - Closing balance of $77,551.02 on Dec 31, 2022

      2022 Budget

        - Per updated bylaws, budget is now approved by the Board
        - Board to review additional information, determine level for student awards, and approve the budget at a later meeting (summer), then provide approved budget to the membership

    - **Student Awards** (S. Ebanks)
        - 2022 awards named for John Vernberg
            - Received 40 applications, made 13 awards of $200-300 each, totaling $3,810
            - $3621 total out of the $4000 budgeted
            - Committee: Fred Dobbs, Deana Erdner, Eric Milbrandt, Sue Ebanks (chair)
            - Awards include research and conference funds; approximately 60/40 (or 70/30) conference vs research
            - Some awardees were unable to attend the Aquatic Sciences meeting, which changed format; some gifted their award to another student who could attend a conference
            - Awardees were asked to provide responses about how they used the funds, these are stored in the President-Elect gmail account
            - Discussion of how awards are listed on the website, consider adding title of the project/conference presentation
            - Nominations for naming of the 2022 award. John Vernberg was suggested last year.
        - 2023 awards
            - Naming: board received a suggestion for Larry Pomeroy
            - Opened to other suggestions: Eugenie Clark, Evelyn and Barry Sherr, Mary Rice, Madilyn Fletcher
            - Discussion of criteria for naming as we do not currently have guidelines: do they need to have served SAML in some capacity?
            - Naming vote will be included in the electronic poll for elections

    - **Future Meetings**
        - Typically alternates East Coast/Gulf Coast
        - Self-nominate and think about suggested locations
        - Dauphin Island Sea Lab suggested as a possibility for 2023

- **Other Business**
    - **Future Meetings**

- Growing membership: consider neighboring institutions who are not currently members

Motion to adjourn (M. Alber, J. Gardiner) ***Approved by acclamation***

Business Meeting adjourned at: 2:45pm

Appendix

SOUTHERN ASSOCIATION OF MARINE LABORATORIES

BYLAWS

(Adopted 2 May 1986; Amended 26 October 1988; 1 October 1992; 1 June 1997; 12 April 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~~ **institution** indicating the intent ~~of the organization~~ to become a member of the ~~Association~~ **Organization**. A majority vote of the ~~Executive Committee~~ **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 ~~Association~~ **Organization** **or by an electronic ballot**, and the payment of ~~capital contributions~~ **dues** for the year in which the applicant is elected.

Section 2. Participation

To participate in the functions of the ~~Association~~ **Organization**, a member ~~organization~~ shall have ~~made a capital contribution~~ **paid dues** for the current year,~~. Current year is~~ defined as ~~starting~~ January 1 **through** ~~and ending~~ December 31.

Section 3. Representation

A. The responsible officer of each regular member in good standing shall either represent the ~~organization~~ **member** 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~~ **Organization**.

B. Individuals, other than delegates, who are regularly employed by regular or associate members may participate in the activities of the ~~Association~~ **Organization**. By appointment or election, they may serve on committees or other supporting bodies of the ~~Association~~ **Organization**, other than the ~~Executive Committee~~ **Board of Directors**.

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~~ **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 ~~Executive Committee~~ **Board of Directors** of the ~~Association~~ **Organization** 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~~ **Dues**

A. ~~Capital contributions~~ **Dues** for regular and associate members shall be recommended by the ~~Executive Committee~~ **Board of Directors** and ratified at the next regular meeting of the ~~Association~~ **Organization**.

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.~~ **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 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.**

ARTICLE II. COMMITTEES

Section 1. ~~Executive Committee~~ **Board of Directors**

A. Voting Membership

The ~~Executive Committee~~ **Board of Directors** of the ~~Association~~ **Organization** shall consist of:

1. The President of the ~~Association~~ **Organization**

2. The President-Elect of the ~~Association~~ **Organization**

3 Three (3) Members-at-Large elected by the voting delegates

4. The immediate Past President of the ~~Association~~ **Organization**

B. *Ex Officio*, Non-voting Membership

1. The Secretary of the ~~Association~~ **Organization**

2. The Treasurer of the ~~Association~~ **Organization**

C. Length of Term

1. The length of term of a Member-at-Large of the **Board of Directors** ~~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.~~ **A Member-at-Large may not serve consecutive terms.**

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

D. Voting and Proxy

1. Each member of the ~~Executive Committee~~ **Board of Directors** 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~~ **Organization** shall serve as Chairperson of the ~~Executive Committee~~ **Board of Directors**.

2. The President-Elect of the ~~Association~~ **Organization** shall serve as Vice Chairperson of the ~~Executive Committee~~ **Board of Directors**.

F. Duties

The duties of the ~~Executive Committee~~ **Board of Directors** shall be:

1. To recommend the time and place of the regular meetings and to designate other meetings of the ~~Association~~ **Organization** and to give notice thereof.

2. To act for the ~~Association~~ **Organization** 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~~ **Organization**.

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 ensure the ~~Association~~ **Organization** is represented at various national and regional forums.

G. Meetings

Meetings of the ~~Executive Committee~~ **Board of Directors** shall be as follows:

1. Regular Meetings. The ~~Executive Committee~~ **Board of Directors** shall meet at least once each year ~~prior to the regular meeting of the Association~~ ~~**Organization**~~.

2. Special Meetings. Special meetings of the ~~Executive Committee~~ **Board of Directors** 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~~ **Board of Directors**. 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~~ **Board of Directors**. The purpose of any special meeting shall be specified in the notice.

H. Quorum

A majority of members of the ~~Executive Committee~~ **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 ~~Executive Committee~~ **Board of Directors**. Any person employed by a member institution may be appointed to a standing committee **unless other conditions apply and** 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. **Audit Committee. The Audit Committee shall consist of three persons from Regular member institutions and who are not members of the Board of Directors. The committee is appointed by the President with the approval of the Board of Directors. The committee shall conduct an official examination and verification of accounts and records of the Organization annually. The results of this audit shall be provided to the Organization at the first regular meeting of the following fiscal year.**

2. Nominating Committee. **The Nominating Committee shall consist of at least three individuals** appointed by the President before **January 31** ~~July 1~~ of each year to prepare a slate of nominations for the office of President-Elect (if necessary) and **the** Member-at-Large ~~vacancies~~ **vacancy** on the ~~Executive Committee~~ **Board of Directors** for the following year. The chair~~man~~ shall be the immediate Past President of the ~~Association~~ **Organization**. In the event ~~he/she~~ **the Past President** is unable to serve, the President may appoint any eligible individual as defined above.

3. Finance Committee. **The Finance Committee shall consist of the Treasurer as chair, the President, the President-Elect, and the longest-serving Member-at-Large.** ~~Appointed by the incoming President by January 15 of each year.~~ Its duties are limited to the finances of the ~~Association~~ **Organization**. **It shall propose a budget to the Board of Directors for the upcoming fiscal year.**

Section 3. Other Committees

Other committees may be created by the President with advice of the ~~Executive Committee~~ **Board of Directors**.

Section 4. Vacancies

Vacancies occurring in any ~~Association~~ **<u>Organization</u>** committees, other than the ~~Executive Committee~~ **<u>Board of Directors</u>**, shall be filled by persons appointed by the President with the advice of the ~~Executive Committee~~ **<u>Board of Directors</u>**.

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~~ **<u>Organization</u>**;

2. To preside at meetings of the ~~Association~~ **<u>Organization</u>** and the **<u>Board of Directors</u>** ~~Executive Committee~~; ~~and~~

<u>3. To serve as a member of the NAML Board of Directors;</u>

<u>4. To serve on the Finance Committee; and</u>

5. To present a President's report at each regular meeting covering activities of the ~~Association~~ **<u>Organization</u>**.

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~~ **<u>Board of Directors</u>**;

2. To be responsible for all aspects of ~~Association~~ **<u>Organization</u>** 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~~ **Organization** in order to effectively serve as President of the ~~Association~~ **Organization**;

4. To preside at meetings of the ~~Association~~ **Organization** in the absence of the President;

5. To serve as a member of the NAML Board of Directors.

6. To announce at the regular meeting at which he/she assumes office of President, the chairperson of the ~~Association's~~ **Organization's** standing and other committees; ~~and~~

7. To serve on the Finance Committee; and

8. To assume the position of the President of the ~~Association~~ **Organization** 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~~ **Board of Directors**;

2. To serve as a member of the NAML Board of Directors.

3. To Chair the Nominating Committee.

Section 4. Secretary

A. **The President shall appoint a Secretary of the Organization every two years when assuming office.** ~~The President of the Association shall annually appoint a Secretary of the Association.~~ The Secretary ~~may~~ **must** be an employee of ~~any~~ **a** member institution.

B. The Secretary shall maintain records of the ~~Association~~ **Organization** for conducting the business of the ~~Association~~ **Organization** 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~~ **<u>Organization</u>** records, committee assignments, historical information and other such documents pertaining to the business of the ~~Association~~ **<u>Organization</u>**.

2. Assist in preparations for ~~such~~ meetings **<u>of the Board of Directors and the Membership</u>** and preparing minutes thereafter for distribution ~~to the Executive Committee~~.

3. Other such duties as the President may assign.

Section 5. Treasurer

A. **<u>The President shall appoint a Treasurer of the Organization, with the advice of the Board of Directors, every two years when assuming office.</u>** ~~The President of the Association, with the advice of the Executive Committee, shall annually appoint a Treasurer of the Association.~~ The Treasurer ~~may~~ **<u>must</u>** be an employee of a member institution.

B. The Treasurer shall be **<u>chair</u>** ~~a member of~~ 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 **<u>dues</u>** ~~capital contributions~~ for safekeeping and for all other ~~Association~~ **<u>Organization</u>** 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~~ **<u>Organization</u>** 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.~~ **<u>The Treasurer shall, not later than January 31 of each year, prepare and transmit invoices for annual membership dues to the members.</u>**

ARTICLE IV. FINANCIAL

Section 1. Contracts

Contracts requiring the commitment of over **<u>$500.00</u>** ~~$200.00~~ of ~~Association~~ **<u>Organization</u>** funds shall be approved by the ~~Executive Committee~~ **<u>Board of Directors</u>** and signed by the President.

Section 2. Authorization

~~Items~~ **<u>For items</u>** under **<u>$500.00</u>** ~~$200.00~~, the Treasurer is authorized to encumber and disburse ~~Association~~ **<u>Organization</u>** funds. Approval to encumber and to pay ~~Association~~ **<u>Organization</u>** funds in excess of **<u>$500.00</u>** ~~$200.00~~ shall be obtained from the ~~Executive Committee~~ **<u>Board of Directors</u>** 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~~ **<u>Organization</u>** may maintain both checking and saving accounts.

Section 4. Signature Authority

Signature authority for bank account(s) and other deposits of the ~~Association~~ **<u>Organization</u>** is vested in the Treasurer and the President of the ~~Association~~ **<u>Organization and other members of the Board of Directors designated by the President</u>**.

<u>Section 5. Annual Approval of Budgets</u>

A. **<u>The fiscal year will be set as the calendar year.</u>**

B. **<u>The Finance Committee shall prepare a proposed budget for the subsequent fiscal year and circulate it to the members of the</u>** ~~Executive Committee~~ **<u>Board of Directors at least 15 days in advance of the Board of Directors meeting that immediately precedes the fiscal year.</u>**

C. **<u>The</u>** ~~Executive Committee~~ **<u>Board of Directors will approve the annual budget for each fiscal year before the beginning of that year.</u>**

ARTICLE V. ELECTION OF PRESIDENT-ELECT AND MEMBERS-AT LARGE OF THE ~~EXECUTIVE COMMITTEE~~ <u>BOARD OF DIRECTORS</u>

Section 1. Candidates

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

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 **a** ~~the last~~ regular meeting of the ~~Association~~ **Organization** each year. In the event of a lack of a quorum, elections shall be conducted by electronic ballot using procedures specified for filing vacancies.

Section 4. Vacancies

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

A. The ~~Executive Committee~~ **Board of Directors** shall direct the Nominating Committee to prepare a slate of nominees from the delegates of the regular members of the ~~Association~~ **Organization**.

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~~ **electronic** ballot. The regular members may vote for ~~persons~~ **delegates** 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~~ **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 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~~ **Organization** in all cases in which they are not inconsistent with the Articles of Organization of record.

ARTICLE VII. 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.

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

~~PRESIDENT~~

~~ATTEST:~~

~~Date:~~

~~Secretary~~