

NAML Membership Meeting Minutes

(virtual meeting)

March 25, 2022

Prepared by Lou Burnett, NAML Executive Director

Call to order. The meeting was called to order by Dave Carlon, NAML President at 1:00 p.m. EDT. A quorum was present.

Approval of Minutes. Steve Palumbi moved (seconded by Steve Weisberg) to approve as submitted the minutes of the 27 Oct 2021 Membership meeting.
The minutes were approved by acclamation.

NAML Bylaws Amendments. A motion to approve amendments to the NAML Bylaws was placed on the floor by the Board of Directors. The proposed amendments were circulated to the NAML membership on 21 Feb 2022.

Summary of proposed amendments.

- Article II Section 2.B.2. Audit Committee
 - Clarification of who appoints the committee and when.
 - Describes who can and cannot serve on the committee.
 - Describes the duties of the committee.
 - Describes the reporting by the committee.
- Article III Sections 4 and 5
 - States that the Secretary and the Treasurer **must** be employees of a member institution.
- Article VI Special Support Groups
 - This whole article is deleted. This was obviously put here for some specific reasons that are not presently apparent. The current rules allow for support from outside of NAML, making this Article unnecessary.
 - We neglected to remove this section in our revisions last year.
 - Articles below this are renumbered.
- Article VII Section 2 Disbursements
 - Changes disbursement limit from \$200 to \$500.

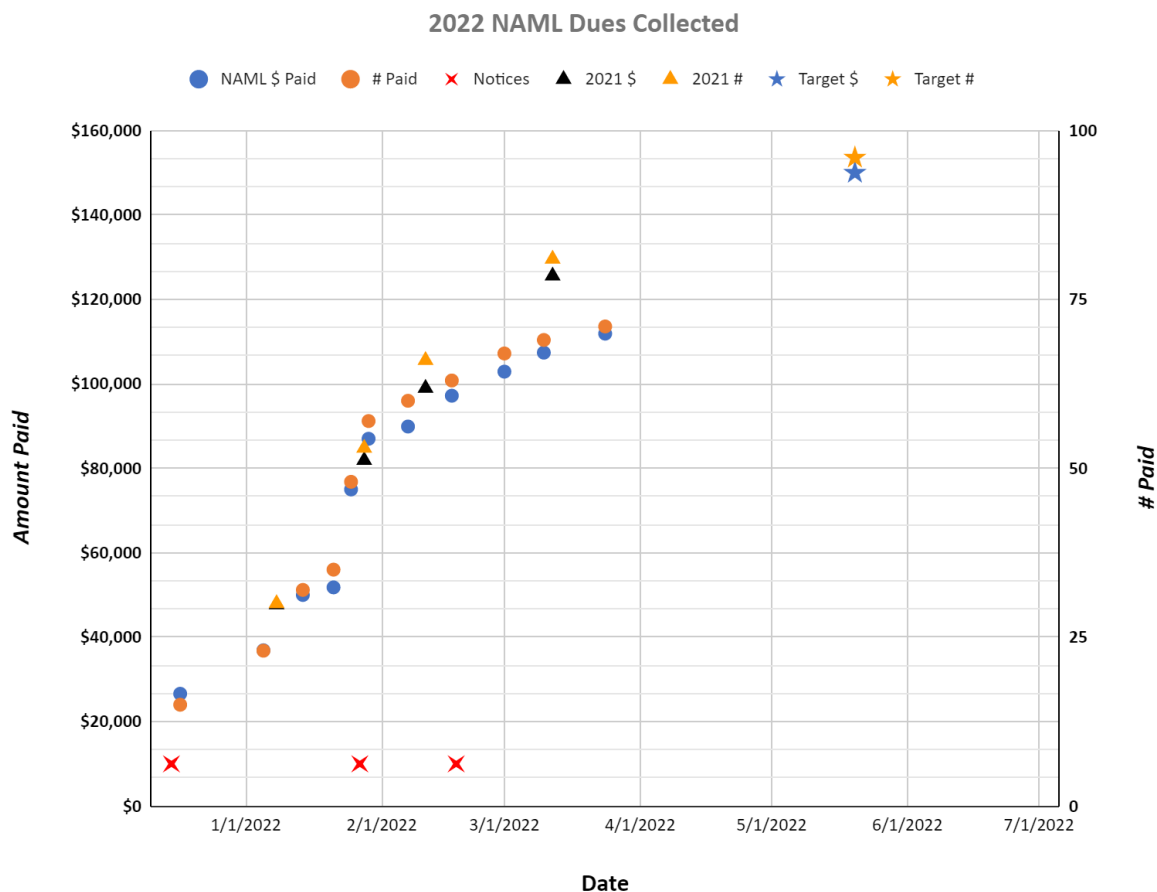
There being no discussion of the amendments, a vote was taken by a poll with 31 delegates voting to approve the amendments with no votes against the motion; 36 delegates were in attendance.

The bylaws amendments were approved.

The revised NAML Bylaws are found in [Appendix 1](#).

Membership Report. Lou Burnett, NAML Executive Director, provided a report on the dues status of the NAML membership and the regional organizations. Dues for 2022 have been received by 71 regular members of NAML and 25 members are in arrears; income from the dues = \$111,900. There are 10 Associate members of the regional organizations with seven paying 2022 dues and 3 in arrears. The 2022 NAML dues lag behind 2021 dues at this same time last year by 10 members and \$13,700; this is illustrated in the graph below..

Regular members paid (arrears) • 38.7% paid by check	71 (25)
Associate members paid (arrears)	7 (3)
Total NAML from dues	\$111,900
Total Regional from dues	\$15,600



New Member Ratification

- Two new members of NAML and NEAMGLL were presented for ratification. The new members have been approved by the NEAMGLL Board of Directors and

ratified by the NEAMGLL delegates. The NAML Board of Directors approved the applications at its 14 Mar 2022 meeting. The next step in the process is ratification by the NAML delegates.

- The new members are both small laboratories and will be members of NEAMGLL.
 - Northland College, Mary Griggs Burke Center for Freshwater Innovation
Peter Levi presented an overview of the lab. The application letter is found in [Appendix 2](#).
 - University of Wisconsin, Green Bay
Emily Tyner presented an overview of the lab. The application letter is found in [Appendix 3](#).

New Member Ratification. NAML delegates **voted to ratify** Northland College, Mary Griggs Burke Center for Freshwater Innovation and University of Wisconsin, Green Bay by a poll with 35 voting in favor of ratification and no votes against. The two memberships will be finalized upon payment of 2022 dues.

NAML Emeritus appointment for Robert Dickey

- As per NAML bylaws, a committee of the three immediate past presidents of NAML nominated Robert Dickey as NAML Emeritus Member.
We, the three most recent serving past-presidents of NAML, nominate Dr. Robert Dickey for the position of Emeritus Member in NAML. We make this nomination to recognize Bob's contributions to this organization during his tenure as both Chair of the Public Policy Committee and as NAML President 2020-2021. During that period, Bob navigated NAML successfully through the ongoing pandemic and guided the growth and stability of our association. It is worth noting that Bob also had to manage the rebuilding of the University of Texas Marine Science Institute (UTMSI), following the extensive damage it received from Hurricane Harvey, as part of his day job role as UTMSI Director, while serving in this leadership role for NAML. Bob has retired from the University of Texas effective January 15, 2022.
 - *Bob Cowen, Chair of Nominating Committee & NAML President 2018-2019*
 - *Nancy Rabalais, NAML President 2014-2015*
 - *Mike De Luca, NAML President 2016-2017*

- **Approval of Emeritus appointment for Robert Dickey.**
The appointment was approved by a poll of the delegates present by a vote of 34 in favor and no votes against.

Budget Report for FY 2021 and FY 2022

- The 2021 budget was reviewed by Lou Burnett, NAML Executive Director. A **final** financial report for 2021 is not yet available from Burk and Associates, Inc. (NAML management company). The information below summarizes what we know. When FY 2021 closes, the **NAML Audit Committee** will be provided with transaction details to conduct their review.
- **2021 Revenues**
 - total dues received for 2021 = \$146,100; 96 NAML members with 95 dues paid and 1 waived; arrears dues = 0

- Winter meeting registration fees: \$3,950
- Biennial meeting registration fees: \$3,350 (estimated)
- 3 regional organizations contribution for website operation = \$3,000.
- Credit card fees charged to regional organizations = \$690 (still not yet charged);
- NEAMGLL = \$200
- SAML = \$270
- WAML = \$220
- **TOTAL 2021 Revenue = \$157,090.**
- **2021 Expenses**
 - Contracts with Burk & Associates, Inc. for management services and Federal Science Partners for public policy services = \$136,000
 - Accounting, Bank Fees, Credit Card fees = \$8,550
 - NAML 2021 Winter Meeting = 0
 - Biennial Meeting expenses = \$1,000
 - Briefings in Washington, D.C. = 0
 - LUMCON GoFundMe Donation = \$4,000
 - Legal Fees (Annual fees for corporate filing, non-profit status, etc.; these will be recurring) = \$416
 - Web Hosting & Database = \$400
 - Miscellaneous (fees for corporate filings and non-profit status **from back years to 2014** - non-recurring) details forthcoming = \$2,810
 - **TOTAL 2021 Expenses = \$153,176.**
- **2021 Revenues - Expenses = \$3,914**
- **2020 Net Assets = \$51,801**

FY 2022 Budget

The FY 2022 Budget was approved by the Board of Directors at its 20 Dec 2021 meeting. Details of the budget can be found in the minutes of that meeting. The details were reviewed. In summary, projected revenues for 2022 are \$159,700 and projected expenses are \$157,500. These figures assume no growth in membership.

Member Survey Update

- To date, 66 members have completed the NAML member survey. Efforts will be made to engage those members who have not responded. The two new members will be invited to participate in the survey.

Reports from committee chairs

- Public Policy Committee, Terry Donaldson, Chair
 - The Public Policy meeting just concluded (March 24 and 25) and an overview of the meeting was presented.
 - A position paper on the Great Lakes Ecosystem was produced by the Public Policy Committee and was approved by the NAML Board of Directors. This document is now available on the NAML website under the Public Policy tab > Documents, Letters, Positions.
- Education Committee, Aly Busse, Chair
 - Webinars are lined up for the rest of the year and will be posted soon.
 - The committee is initiating "Community of Practice Calls," which will be informal conversations of topics centered around education. These will be held monthly and will be scheduled soon.
 - The next Webinar will be held on May 20, 2022, 3:00 p.m. EDT. Notices of this will be sent to the membership.

- DEI Committee, Billie Swalla, Chair
 - The committee initiated a change in the NAML Mission Statement that was approved at the October 2021 NAML Membership meeting.
 - Members were encouraged to submit photos for the NAML website that reflect diversity. The photos have size and shape requirements.
 - Submit photos to Secretariat@naml.org.
 - Submit the image as a jpg file.
 - Image resolution = 100 to 300
 - Image width = 1000 pixels
 - Image height = 290 pixels
 - Name the file as you wish the caption to appear.
 - The committee plans to submit an NSF-INCLUDES grant within the next year.
 - The committee thanks Joel Widder and Meg Thompson for helping organize the DEI panel at the 2022 Public Policy Meeting.

Breakout Sessions for NEAMGLL, SAML, and WAML

Each regional organization convened in a Zoom breakout session to discuss regional business.

- **Reports from breakout sessions.**
 - NEAMGLL
 - The two new members were welcome.
 - NEAMGLL Treasurer Michael Jacobs was introduced.
 - Funding was committed to the incorporation of NEAMGLL through BAI.
 - Bob Sterner reviewed the student awards that were given this past year by NEAMGLL. \$5,000 was awarded to eleven students.
 - There are plans to hold a summer NEAMGLL meeting.
 - SAML
 - The SAML annual meeting is May 1-3, 2022 at the Marine Institute on Sapelo Island (University of Georgia). Issues to be discussed include how laboratories coped with the pandemic and DEI practices.
 - SAML will vote on amendments to both the Articles of Organization and the Bylaws, which were last amended in 2000.
 - SAML recognizes that it will need to nominate the next NAML President-Elect in the fall of 2023.
 - WAML
 - The sessions that were held at the NAML Winter 2022 Public Policy Meeting were briefly described.
 - New and existing officers were introduced.
 - Members of the WAML Members-at-Large to the NAML Board of Directors were introduced.
 - Karina Nielsen, WAML Past President, 2022-2023
 - John Heidelberg, WAML President-Elect 2022-2023
 - Bob Richmond, WAML Treasurer 2021-2022
 - Jeff Bowman, WAML Member-at-Large 2022-2024

- WAML will hold an election in the fall to fill a Member-at-Large slot for the term 2023-2025.
- A virtual membership meeting will be planned for the fall.
- Quarterly WAML Board of Directors meetings will be scheduled.
- Bob Richmond, WAML Treasurer, provided a summary of the WAML finances.
- The group discussed rebooting the ocean acidification monitoring network that was in place prior to 2016. Now that the political climate has changed, WAML should move forward with this effort and investigate the possibility of linking this initiative to IOOS.
- The group discussed conducting a new bioblitz program that also incorporates e-DNA, and then extending this to setting up an e-DNA network and library. An *ad hoc* committee will be formed to consider this.

New Business

- **NAML Lobbying Activities.** President Dave Carlon reminded the members that the mission of NAML is to promote excellence in research, education, and public outreach in the marine sciences. The NAML Public Policy Committee is active in assessing the interests of the membership, educating policy makers, and at times taking positions on particular initiatives on behalf of NAML. **In 2020, the NAML Board of Directors produced and approved a document clearly outlining the extent of any lobbying activities the Association is involved in.** This document was presented to the membership and discussed at the 17 Mar 2020 membership business meeting. This clear statement is published on the NAML website under the **Public Policy tab > NAML Statement on Public Policy**. The statement puts practices of NAML in the context of the Association's IRS 501(c)(3) status, which does not prevent lobbying. The conclusion is that lobbying by NAML is a very small part of the Association's overall programs.
 - The statement on the IRS website (<https://www.irs.gov/charities-non-profits/lobbying>) is as follows:
In general, no organization may qualify for section 501(c)(3) status if a substantial part of its activities is attempting to influence legislation (commonly known as lobbying). A 501(c)(3) organization may engage in some lobbying, but too much lobbying activity risks loss of tax-exempt status.
- There was no other new business.
- **Adjournment.** The meeting was adjourned at 2:17 p.m. EDT.

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)

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, WAML, or SAML), 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. Written or 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 each member by U.S. Mail or by electronic mail to the addresses appearing on the books 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 and preceding 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 member 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.

E. 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 insure the Association is represented at various national forums.

F. 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.

G. 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, but not be limited to, the following:
 1. Nominating Committee. Appointed by the President before July 1 of each election year to prepare a slate of nominations for the office of Vice-President/President-Elect. It shall consist of 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. Diversity, Equity, and Inclusion Committee. The Diversity, Equity, and Inclusion 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. In addition, at least one member of the Board of Directors shall serve on the committee. 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 opportunities for diversity, equity, and inclusion 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 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 familiarize himself/herself with the work of the Association in order to effectively serve as President of the Association;
4. To preside at meetings of the Association in the absence of the President;
5. 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;
6. To assume the position of the President of the Association in the event of vacancy in the position;
7. 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 serve as chair of 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. 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.
4. 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.
5. 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

Candidates for the office of Vice-President/President-Elect shall be regular delegates of the Association. The office must be rotated between members of each region and 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 officer shall be elected from among the nominees by majority vote during the biennial meeting of the Association in the last year of the incumbent's term of office.

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 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.
- B. The vote shall be by mail or electronic ballot. The regular members may vote for persons 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 mailed. 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.
- 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, if needed, 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 by the Board of Directors 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, with the consent of the Board of Directors, also may be held by mail or electronic ballot at a specified date by allowing at least forty five (45) 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 \$1000.00 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 disbursement 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.

Appendix 2 - New Member Application Letter, Northland College



Mary Griggs Burke Center for Freshwater Innovation

February 8, 2022

NEAMGLL Board of Directors
National Association of Marine Laboratories
950 Herndon Parkway – Suite 450
Herndon, VA 20170

Dear NEAMGLL Board of Directors,

I am writing on behalf of the Mary Griggs Burke Center for Freshwater Innovation at Northland College to apply for membership to the National Association of Marine Laboratories (NAML) and the regional association, NEAMGLL. We seek membership in 2022, with an interest in maintaining regular membership for the foreseeable future.

The Burke Center seeks to increase water literacy at local, regional, and international scales through our programs in scientific research, communication, and education. The current freshwater research at the Burke Center focuses on assessing the lakes, streams, and wetlands of Northwest Wisconsin, including Lake Superior. We seek to inform the sustainable management of these ecosystems by analyzing long-term monitoring data, conducting experimental studies, and collaborating with other research institutions and organizations throughout the region. Our communications and outreach teams further the Center's mission by informing the public and policymakers on a multitude of socioeconomic and environmental issues related to freshwater and by training students and citizen scientists to be stewards of our shared water resources.

The Burke Center was established through an endowment in 2015. We have four permanent staff, which includes two scientists, and an additional 8-12 undergraduates during the summer field season. In our science-based efforts, we operate a research and contract laboratory housed within Northland College, a small private liberal arts college in Ashland, WI. Given the size and nature of our lab, we are applying to join NAML and NEAMGLL in the *Small Lab* membership category.

Please contact me as the Burke Center's delegate to NAML and NEAMGLL if you have any questions or would like to discuss our application further.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter Levi".

Peter Levi
Associate Director

1411 Ellis Avenue • Ashland, WI 54806 • burkecenter@northland.edu • northland.edu/mgbc



Appendix 3 - New Member Application Letter, University of Wisconsin, Green Bay



February 22, 2022

NEAMGLL Board of Directors
National Association of Marine Laboratories
950 Herndon Parkway, Suite 450
Herndon, VA 20170

Dear NEAMGLL Board of Directors,

I am writing on behalf of the University of Wisconsin-Green Bay, requesting membership to the National Association of Marine Laboratories and the regional NEAMGLL association. We are applying for a *Small Lab* membership beginning in 2022.

The University of Wisconsin-Green Bay is a four-campus regional, master's university serving 420 miles of the Lake Michigan coastline from Marinette to Sheboygan. Building off our history as 'Eco-U' and the pioneering research our faculty, staff, and students conducted on Green Bay, UW-Green Bay is pursuing a water-focused future. This direction includes two major initiatives: a new bachelor's degree in water science and the designation of a National Estuarine Research Reserve (NERR) in the Bay of Green Bay. The water science degree is currently in its third year and has approximately 15 students enrolled, with new faculty be hired in this area to support expected program growth. The University is the state lead on the NERR designation, which is expected to be completed in late 2024. Siting a NERR in Green Bay will bring increased community, regional, and national attention, and provided significant funding for research and education to the Green Bay estuary system. Additionally, UW-Green Bay is a member of the new Freshwater Collaborative of Wisconsin, which connects the water-focused initiatives of Wisconsin's 13 public universities.

Joining NAML and NEAMGLL aligns with UW-Green Bay's growth in research, teaching, and stewardship opportunities around freshwater and we look forward to learning from other labs and marine centers as we build our water programs. I will serve as the delegate to NAML and welcome any questions about our application.

Sincerely,

A handwritten signature in cursive script that reads "Emily Tyner".

Emily Tyner
Director of Freshwater Strategy
tel: 920-465-2586 | email: tyner@uwgb.edu | uwgb.edu/NERR

GREEN BAY | MARINETTE | MANITOWOC | SHEBOYGAN

2420 Nicolet Drive, Green Bay, WI 54311 | 920-465-2000 | www.uwgb.edu