

**BYLAWS  
OF  
THE ASSOCIATION OF MARINE LABORATORIES  
OF THE CARIBBEAN**

**[As adopted at Key West, May 29, 2014]**

**ARTICLE I. NAME**

Section 1. The name of the Association shall be “Association of Marine Laboratories of the Caribbean,” hereafter referred to as the “Association.”

Section 2. The name of the Scientific Proceedings of the Association shall be “Proceedings of the Association of Marine Laboratories of the Caribbean.”

**ARTICLE II. PURPOSE**

Section 1. The purpose of the Association is to foster, within the Wider Caribbean Region,<sup>1</sup> cooperation, coordination, and information transfer among marine laboratories, scientists, students, policy makers, Non Governmental Organizations (NGOs), communities, and local stake holders. The Association endeavors to do this by:

- a. assisting and initiating cooperative research and education programs
- b. providing for an exchange of scientific and technical information
- c. fostering personal and official relations among members
- d. publishing the proceedings of scientific meetings
- e. cooperating with governments and other relevant organizations
- f. supporting student research
- g. other means that may be useful

Section 2. All management and activities of the Association shall be undertaken and overseen by the Board of Directors (the Board).

Section 3. All activities undertaken pursuant to Section 1 of this Article shall be undertaken with the intent to operate as a not-for-profit organization. No activity may be undertaken which would jeopardize any U.S. or other tax exempt status obtained by the Association.

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<sup>1</sup> The UN Environmental Programme's Regional Seas Programme define "Wider Caribbean Region" as the insular and coastal states and territories with coasts on the Caribbean Sea and Gulf of Mexico, as well as waters of the Atlantic Ocean adjacent to these states and territories. The Association takes an even broader view to include the tropical waters of the North Atlantic from Brazil all the way to Bermuda, where the Gulf Stream carries the marine life of the Caribbean to the northernmost known tropical reefs.

### **ARTICLE III. MEMBERS**

Membership in the Association shall consist of the following categories:

Section 1. **Institutional Members** shall be those marine laboratories and other institutions conducting marine education and research related to the Wider Caribbean environment that express interest in joining and are accepted by the Association. Each Institutional Member shall be represented at Board meetings and other activities of the Association by the Director of each Institutional Member, a Director's appointed Institutional Representative, or a Director's otherwise designated alternate.

Section 2. **Affiliate Institutional Members** shall consist of marine laboratories with primary operations in geographic areas other than the Wider Caribbean Region ecosystem who wish to maintain a professional institutional relationship with the Association for purposes of information exchange, mutually desired activities, coordinated research and educational initiatives, and other integrated issues. Affiliate Institutional Members may delegate a Liaison Officer to attend and participate in the Association's Board Meeting deliberations on a non-voting basis. Dues for maintaining Affiliate Institutional Membership shall be established at one-half the annual dues required from regular Institutional Members.

Section 3. **Individual Members** shall be any scientist, student or person with special interest in issues pertaining to the marine environment of the Wider Caribbean Region.

Section 4. **Government Agency Board Liaisons.** In circumstances where a government agency that has common interests with the Association is unable to become a member of the Association because of its own legal or conflict of interest restrictions, the Board can consider the appointment of a Government Agency Liaison (GAL) to the Board. Representatives of such governmental agencies shall be considered and voted for acceptance by the Board. The GAL shall be appointed for a period of two years, and shall serve on the Board in a non-voting, advisory capacity. Multiple individuals from a government agency may be appointed as Board Liaisons; however, such individuals should not be from the same administrative unit of the government agency.

Section 5. **Members-at-Large.** Members-at-Large shall be appointed from among the Individual Members to assist the Executive Director or the Board in special projects or to assume other duties as requested by the Executive Director or the Board. Members-at-Large shall be appointed for two-year terms by the Board. There shall be a maximum of three Members-at-Large serving concurrently.

Section 6. Membership in the Association may be denied or revoked for cause. Decisions on Institutional Memberships and dues shall be voted by the Board. Decisions on Individual Memberships shall be made by the Membership Director, with the advice and consent of the Executive Director.

Section 7. Annual dues for all classes of membership shall be determined by the Board.

Section 8. An applicant for any category of membership must pay dues in full at time of application.

Section 9. Individual Membership dues shall be collected from all meeting registrants at Scientific Meetings, and shall be transmitted to the Membership Director or Treasurer immediately following the meeting.

Section 10. Any institutional member whose dues are in arrears shall be considered inactive and may be removed from the membership roster. The Membership Director shall notify the Board of impending removal due to non-payment of dues, and then send final notice of removal to the institution.

Section 11. To regain active status, an institutional member must pay the current year's dues, plus one year's back dues.

#### **ARTICLE IV. ESTABLISHMENT OF MEETINGS**

Section 1. Meetings of the Board shall occur at least once per year:

a. A meeting shall be held in conjunction with the Association's Scientific Meeting in the years a Scientific Meeting is held. Scientific Meetings of the Association shall include a meeting of the Board and sessions for the presentation of scientific papers.

b. A meeting shall be held at a time and place determined by the Board for years in which a Scientific Meeting is not held.

c. Board meetings may be held at other times, including electronically, by the Executive Director with a minimum of two weeks' written notice to all Board Members.

Section 2. Meeting sites shall be volunteered by Institutional Members or solicited by the Meeting Planning Committee or by the Board. Selection of a site for a specific date shall be reviewed and vetted by the Meeting Planning Committee and approved by the Board.

Section 3. It is desirable that up to five meetings be scheduled in advance. The Planning Committee shall work with the Executive Director to develop that schedule.

Section 4. Participants at Board Meetings may include voting and non-voting members.

Section 5. Robert's "Rules of Order" shall govern all meetings of the Association, except where inconsistent with these bylaws.

## **ARTICLE V. CONDUCT OF BOARD MEETINGS**

**Section 1. Voting.** Voting members of the Board shall include the following:

a. Officers (President, Executive Director, Deputy Executive Director, Membership Director, Treasurer, Secretary);

b. a single designated representative from each Institutional Member, except that no individual shall have more than one vote except by proxy; and

d. up to three Members-at-Large.

**Section 2.** Voting at Board meetings by Institutional Members is restricted to active members.

**Section 3. Quorum.** Half of the elected officers and one-fourth of the Institutional Representatives from active institutions in good standing shall constitute a quorum of the Board. The number of institutional members in good standing shall be determined and verified by the Membership Director prior to the start of the meeting.

**Section 4. Proxy.** A single person may represent more than one institution, but may exercise one vote only, unless carrying a written proxy from the Director(s) of the absent voting Member(s). No individual proxy holder shall hold more than 25 percent of the votes at any given meeting; therefore the non-attending Member must identify an alternate proxy holder or the proxy shall be deemed invalid. Absentee voting at Board meetings shall not be allowed.

**Section 5.** Any new Institutional Member shall have all rights of membership from the moment of acceptance by the Association as an Institutional Member.

**Section 6.** Any vote that is requested to be done by secret ballot shall be conducted by counsel to the Association to ensure confidentiality. Counsel shall report results in such a way as to ensure anonymity, and shall hold the responses in confidence.

**Section 7.** Appointment of an Individual Member to a committee does not confer Board voting rights on that Individual Member.

**Section 8. Electronic Voting.** Electronic voting shall be valid and treated as if the voting took place at an in-person Board Meeting, provided that the following procedures were observed:

a. notice of the vote must be given to all voting members (voting status determined and confirmed by the Membership Director) as of the day that the notice of a vote is sent;

b. a voting period of ten calendar days must be provided;

c. a quorum is in place if 1/4 of Institutional Members and 1/2 of the officers have voted during the specified voting period;

d. non-replying members will be counted as abstaining.

## **ARTICLE VI. OFFICERS**

Section 1. The Officers of the Association shall be the following: President, Executive Director, Deputy Executive Director, Membership Director, Treasurer, and Secretary.

Section 2. The Executive Director, the Deputy Executive Director, the Treasurer, the Membership Director, and the Secretary shall be elected for four-year terms by the Board. Election shall take place during the Board meeting scheduled in conjunction with the Association's scientific meetings.

Section 3. The President, who holds a one-year term, shall be the Director (or designee) of the Institutional Member hosting the next scheduled annual Board meeting of the Association.

Section 4. Only Directors of Institutional Members or their designees are eligible for the post of President of the Association.

Section 5. Officers serve at the convenience of the Board. The Board can remove any officer by majority vote of a properly constituted meeting of the Board where quorum is reached, or by majority vote pursuant to the Electronic Voting rules set forth in Article V. Section 8 of these bylaws.

Section 6. A vacancy in one of the officer positions may be filled by appointment by the Board.

Section 7. The following shall be the duties of the **President**: The President shall plan, develop, and host a meeting of the Association; and call to the attention of the Board such subjects as in his opinion require consideration. The President shall take office at the end of the Board Meeting preceding the one he/she is scheduled to host.

Section 8. The following shall be the duties of the **Executive Director**: The Executive Director shall call and preside at the Board Meetings of the Association. The Executive Director shall issue formal notice of all meetings of the Association in collaboration with the host institution and the President; he/she shall prepare the agenda for the meetings of the Board and attend all such meetings; he/she shall invite special guests to Board Meetings. He/she may conduct the correspondence of the Association. With the assistance of the Deputy Executive Director he/she may seek external sources of funding and new Institutional and Individual Members of the Association. The Executive Director shall provide all necessary guidance and assistance to the President in organizing

and arranging upcoming Scientific Meetings, thereby providing cultural and policy continuity reflecting the Association's values from meeting to meeting. The Executive Director shall coordinate the activities of the other Officers and of the committees of the Association.

Section 9. The following shall be the duties of the **Deputy Executive Director**: The Deputy Executive Director shall work with the Executive Director in overseeing and coordinating the work of the committees, and shall otherwise assist the Executive Director as the two cooperatively see fit. The Deputy Executive Director shall chair the Nominating Committee (see below). In case of death, absence, resignation, or disability of the Executive Director, the Deputy Executive Director shall perform the Executive Director's duties and exercise his/her responsibilities until a new Executive Director takes office. In the case of the temporary absence of the Executive Director, the Deputy Executive Director shall serve as Executive Director, until the Executive Director returns.

Section 10. The following shall be the duties of the **Treasurer**: The Treasurer shall have custody of the archives and books of account, and shall collect, receive, and have custody of the funds and securities of the Association. The Treasurer shall pay all bills and appropriations, shall keep regular and correct accounts, and shall attend meetings of the Association. The fiscal year of the Association shall be from January 1 to December 31. The Treasurer shall report to and be a member of the Finance Committee, and shall produce a yearly financial report to be presented in every Board meeting.

Section 11. The following shall be the duties of the **Membership Director**: The Membership Director shall maintain the Membership Roster for the Association and shall, after every Meeting, update and circulate the full current Institutional Membership Roster of the Association. The Membership Director shall actively help the Executive Director and the Membership Committee in seeking new Institutional and Individual memberships. The Membership Director shall also be responsible for preparation of a Directory of Association Memberships to be available for distribution to the members and to other marine laboratory associations. This Directory shall be updated periodically to represent accurately the Association and should be made available in the Association's webpage.

Section 12. The following shall be the duties of the **Secretary**: The Secretary shall keep minutes of all official meetings of the Association. The Secretary shall keep the membership informed (electronically and on the web page) of the activities and developments within the Association, as directed by the Board.

## **ARTICLE VII. COMMITTEES**

Section 1. Committees of the Association shall undertake the responsibilities enumerated in these Bylaws, agreed to by the Board, and developed by the committee and approved by the Board. The Board has ultimate authority to approve the structure and activities of each committee.

Section 2. Committees shall be presided over by a Chair of the Committee who shall be identified by the Executive Director and approved by the Board. The Chair shall have responsibility for organizing the committee, calling and holding such meetings as he/she may deem necessary to undertake the activities of the committee, and recruiting and delegating to such other committee members as the Committee Chair believes is warranted.

Section 3. Each committee shall have two or more members who serve at the pleasure of the Board. Any Institutional Representative, Individual Member, Affiliate Member Liaison, or GAL may be a committee member. The Executive Director and the Deputy Executive Director shall serve as *ex officio* members of each committee. Committee members are encouraged to devote their energies to a single committee.

Section 4. Vacancies on any committee shall be filled by appointment of the Board.

Section 5. Each committee shall provide a written progress report to the Board two weeks prior to each Board meeting. The Committee Chair (or a designee) shall present an oral report at each Board Meeting.

Section 6. The following shall be the Committees of the Association:

a. **Nominating Committee:** The Nominating Committee shall prepare the slate of officers (excepting the President) for presentation to the Board. The Nominating Committee shall be chaired by the Deputy Executive Director, and its membership shall consist of the Executive Director, the Deputy Executive Director, the Secretary, and one additional Board Member to be designated by the Executive Director.

b. **Finance Committee:** The Finance Committee shall consist of the Treasurer and two additional Board Members to be nominated by the Executive Director; one of the two additional Board Members shall serve as Chair of this Committee. This committee shall review the finances of the Association with the Treasurer; recommend expenditures and investments to the Treasurer; and oversee the financial affairs of the Association. Signature on any bank accounts is vested in the Executive Director and/or Treasurer. The Treasurer shall furnish the Finance Committee with annual financial statements that include a balance sheet as of the end of the most recent previous fiscal year, an income statement for the current year, and a statement of cash flows for the current year. Following their review and concurrence, the Finance Committee shall present these documents to the Board.

c. **Executive Committee:** The Executive Committee shall exercise such duties as assigned to it, from time-to-time, by the Board, except as limited by the laws of the State of Florida. The Executive Committee shall consist of the officers of the Association, plus one additional Institutional Representative chosen by the Board, and shall be chaired by the Executive Director. The non-officer member shall be appointed at by the Board for a four-year term, which shall run in parallel with the officers' terms. All requirements applying to the Board regarding meetings, notice, and voting shall apply to the Executive

Committee, with the exception that quorum for the Executive Committee shall consist of 60 percent of the Executive Committee's membership.

d. **Other Committees:** The Board may appoint other committees as it deems necessary. In the event of the establishment of a committee, that committee shall limit its activities to the accomplishment of the tasks for which it is appointed, and shall have no power to act except as specifically conferred by the Board.

## **ARTICLE VIII. AMENDMENTS**

Section 1. These Bylaws may be amended, either by change or repeal of any provisions or the adoption of new provisions, by a two-thirds majority vote of the voting members present at an Board Meeting at which a quorum is present.

Section 2. Amendments to the Bylaws shall take effect immediately upon approval, unless otherwise stated in the motion to accept the amendment.