

**BYLAWS
OF
THE ASSOCIATION OF MARINE LABORATORIES
OF THE CARIBBEAN
[Effective Date: June 15, 2006]**

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.”

Section 3: The name of the Newsletter of the Association shall be “Caribbean Marine Science.”

ARTICLE II. PURPOSE

Section 1: The purpose of the Association is to advance common interest in the marine sciences, by:

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

Section 2: All activities undertaken pursuant to Section 1 of this Article will 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.

ARTICLE III. MEMBERS

Section 1: Institutional Members shall be those marine laboratories of the Wider Caribbean Region and other institutions that the Association invites to membership.

Section 2: Representation of Institutional Members at Executive Board meetings and other activities of the Association shall be through the Directors of the respective institutions, their local representatives, or their otherwise designated alternates. A single person may [be permitted to] represent more than one institution, but may exercise one

vote only, unless carrying a written proxy from the Director(s) of the absent Institution(s).

Section 3: Only Directors of Institutional Members or their designates are eligible for the post of President of the Association.

Section 4: Individual Members shall be any scientist or student with special interest in issues pertaining to the marine sciences of the Wider Caribbean Region.

Section 5: Individual Members may vote at all General Business Meetings, but not at Executive Board Meetings.

Section 6: Applicants for individual membership will be accepted upon payment of dues.

Section 7. Membership in the Association may be denied or revoked for cause. Decisions on Institutional Memberships and dues will be voted by the Executive Board. Decisions on Individual Memberships will be made by the Membership Director, with the advice and consent of the Executive Director.

Section 8: Annual dues for Individual Members shall be determined by the Executive Board and approved by the general membership upon quorum vote. Annual dues for Institutional Members shall be determined by the Executive Board. Any institution accepted for membership who fails to pay dues within six months following notification may be deemed to have declined the invitation for membership.

Section 9: Any member whose dues are in arrears for one year will be considered inactive. After two years a member may be removed from membership. In the case of Institutional Members, the Membership Director will notify the Executive Board of impending removal due to non-payment of dues.

Section 10: To regain active status, a member must pay the current year's dues, plus one year's back dues.

ARTICLE IV. MEETINGS

Section 1: Meeting sites will be volunteered by Institutional Members. Selection of a site for a specific date will be voted by the Executive Board.

Section 2: It is desirable that up to five meetings be scheduled in advance.

Section 3: Robert's "Rules of Order" shall govern business meetings of the Association, except where inconsistent with these bylaws.

Section 4: Meetings of the Executive Board shall occur annually. These meetings will be held in conjunction with the Association's Scientific Meeting in years a Scientific

Meeting is held, or at a time and place determined by the Executive Board during years in which a Scientific Meeting is not held. Other Executive Board meetings may be called at other times by the Executive Director with a minimum of two weeks' written notice to all Executive Board Members.

Section 5: Scientific Meetings of the Association will include a meeting of the Executive Board, a General Membership Business Meeting, and sessions for the presentation of scientific papers.

Section 6: Voting at Executive Board and Business meetings is restricted to active members whose dues are current, *i.e.*, less than one (1) year in arrears. Each voting member is entitled to one (1) and only one (1) vote.

Section 7: Participants at Executive Board Meetings may include voting and non-voting members. Elected officers and designated Institutional Representatives will be considered voting members. Editors of the Proceedings and the Newsletter, the Information Officer, observers, committee chairmen (while giving reports) and special guests (while giving presentations) will be considered non-voting members. When special guests make applications for institutional membership, they may join the Executive Board immediately upon acceptance of their applications.

Section 8: Individual Membership dues will be collected from all non-members as part of registration at Scientific Meetings, and will be transmitted to the Membership Director – Treasurer immediately following the meeting.

ARTICLE V. OFFICERS

Section 1: There shall be an Executive Board composed of the following voting members: President, President-Elect, Vice President, Executive Director, Membership Director, Treasurer, Information Officer, up to three Members-at-Large, and a single designated Institutional Representative from each Institutional Member not represented by the elected officers.

Section 2: A vacancy on the Executive Board may be filled by appointment by the Board.

Section 3: The President will be the Director of the institution hosting the next scheduled meeting of the Association; the President-Elect will be the Director of the institution hosting the following scheduled meeting of the Association.

Section 4: The following shall be the duties of the President: The President shall preside at the General Business Meetings of the Association; and call to the attention of the Executive Board such subjects as in his opinion require consideration. The President will take office at the end of the Executive Board Meeting preceding the one he/she is scheduled to host.

Section 5: The following shall be the duties of the President-Elect: The President-Elect shall plan for and carry out the next scheduled meeting of the Association. During business meetings of the Association he/she will extend the invitation from his/her laboratory to host the next meeting and will take office at the conclusion of the Executive Board meeting at which he/she was elected.

Section 6: The following shall be the duties of the Vice President: In case of death, absence, resignation, or disability of the President, the Vice President will perform the President's duties and exercise his/her powers until a new President takes office; in the case of the temporary absence of the President, the Vice President will serve in his/her place until the President returns. The Vice President will work with the Executive Director in seeking external sources of funding and new institutional and individual members for the Association. At the end of the business meeting of the Association marking the end of his elected term, he/she will give such acknowledgments as are appropriate.

Section 7: The following shall be the duties of the Executive Director: The Executive Director shall preside at the Executive Board Meetings of the Association. The Executive Director shall cause notices to be issued 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 Association and attend all such meetings; he/she shall invite special guests to Executive Board Meetings. He/she shall conduct the correspondence of the Association. With the assistance of the Vice President he/she will seek external sources of funding and new institutional and individual members of the Association. The Executive Director will coordinate the interactions of the Editors of the Proceedings and Newsletter, the President, Membership Director – Treasurer, Secretary, Information Officer, and the administrative office of the Association (as defined in Sections 12 and 13 of Article V).

Section 8: 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 Business Meeting, update and circulate to the Newsletter and Proceedings editors, to the Secretary, to the Executive Director, to the Information Officer, and to the President, the full current Membership Roster of the Association. 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 should be updated periodically to represent accurately the Association. Electronic mail addresses of members shall be included in all rosters.

Section 9: 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 will chair the Finance Committee in discussion of all financial matters of the Association.

Section 10: The following shall be the duties of the Information Officer: The Information Officer will make efforts to publicize the existence of the Association and encourage applications for Institutional Memberships. The Information Officer is responsible for developing and updating the Association's promotional materials, assuring maintenance of the Association's Internet site, providing information to the Newsletter Editor, and serving as Chair Person of the Education Committee. The Information Officer shall keep minutes of all official meetings of the Association. The Information Officer shall be responsible for other duties as requested by the Executive Board.

Section 11: The following shall be the duties of the Members-at-Large: Members-at-Large shall be invited to attend all meetings of the Association and may be asked to assist in special projects or to assume other duties.

Section 12: The Editor of the Proceedings shall be appointed by the Exedcutive Board. The Editor of the Proceedings shall ensure that the Proceedings will be published as soon as possible after the Scientific Meeting. The Editor of the Proceedings may make appointments of volunteer assistants as necessary to ensure this publication requirement, and will duly recognize such assistance

Section 13: The Editor of the Newsletter shall be appointed by the Executive Board, and shall insure that the Newsletter will be published and distributed at least two times per year. The Editor of the Newsletter may make appointments of volunteer assistants as necessary to ensure this publication requirement, and will duly recognize such assistance.

Section 14: The Executive Director, the Vice President, the Membership Director, the Treasurer, and the Information Officer will be elected for four-year terms. The Members-at-Large will be elected for two years. These officers shall be elected by the Executive Board. Such elections shall take place at the Association's Scientific meetings.

Section 15: Half of the elected officers and one-fourth of the Institutional Representatives from active institutions in good standing will constitute a quorum of the Executive Board.

Section 16: Local Representatives may be appointed by Directors of Institutional Members or elected by Association members in residence at that laboratory. Local Representatives shall be listed as appointed officials in the annual list of officers of the Association. The Local Representative may serve on the Executive Board in the absence of the Director of his institution upon designation by the Director of that institution. The following are the duties of the Local Representatives: the Local Representatives shall endeavor to increase the number of individual memberships in the Association at the institution; to collect individual and institutional annual dues and forward them to the Treasurer; to solicit and forward to the Editor of the Newsletter local items for inclusion

in the Newsletter and to distribute, locally, materials sent by the Executive Director; to conduct polls and/or elections as directed by the President, Executive Director, or Executive Board; and to update the information file of their laboratory (staff, students, facilities, visitors' fees and facilities, publications, etc.) and forward such updates to the Executive Director.

Section 17: Local Representatives also may be designated by the Executive Director for laboratories not yet admitted to Institutional Membership or for non-member entities, with five or more individual members of the Association. The duties of these Local Representatives of non-member institutions shall be those listed in Section 15 of this Article, with the exception of collecting institutional annual dues.

ARTICLE VI. COMMITTEES

Section 1: The Executive Board, by resolution adopted by a majority of the full Executive Board, may designate from among its members an Executive Committee and one or more other committees each of which, to the extent provided in the resolution, has and may exercise all the authority of the Executive Board, except as limited by the laws of the State of Florida. All requirements applying to the Executive Board regarding meetings, notice, waiver of notice, quorum and voting apply to committees and their members as well. An Executive Committee quorum will consist of 60% of the Executive Committee's membership.

Section 2: Each committee will have two or more members who serve at the pleasure of the Executive Board. The Executive Board, by resolution adopted in accordance with this section, may designate one or more Executive Board Members as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 3: Neither the creation of any committee, the delegation of authority to any committee, nor action by any committee will alone constitute compliance by any Executive Board Member not a member of such committee with such Executive Board Member's obligation to act in good faith, in a manner reasonably believed to be in the best interest of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 4: Standing Committees:

a. Nominating Committee: This committee prepares the slate of officers (excepting the President and President-Elect) of the Association for presentation to the Executive Board. The Nominating Committee shall be chaired by the Vice President, and its membership shall consist of the Executive Director, the Vice President, the Membership Director, the Treasurer, and one Member-at-Large to be designated by the Executive Director.

b. Finance Committee: The Finance Committee shall consist of the Executive Director, Vice President, and Treasurer; the Executive Director shall serve as Chair of this Committee. This committee reviews finances of the Association with the Treasurer; recommends expenditures and investments to the Treasurer; and oversees checking and savings accounts for the Association. Signature on these 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 will present these documents to the Executive Board.

c. Education Committee: This Committee develops and coordinates all educational materials to be distributed on behalf of the Association. The Information Officer shall chair this committee, and shall invite representatives from the Association membership. The Editor of the Newsletter shall be a member of this Committee.

Section 5: Special Committees: The President or Executive Director may appoint other special committees as authorized by the Association or as they feel desirable in order to guarantee the smooth operation of the Association. The purposes and composition of such special committees shall be provided by a resolution duly signed by the President or Executive Director. The members of such a special committee need not be members of the Executive Board. In the event of the establishment of a special committee, the special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of President or Executive Director. Upon completion of the task for which appointed, such special committee shall stand discharged. Committee chairmen will present reports at Executive Board and Business Meetings, and will submit progress reports for inclusion in the Newsletter.

Section 6: Vacancies: Vacancies on the Executive Committee shall be filled by appointment of the Executive Board. Vacancies on all other committees shall be filled by appointment of the Executive Director.

ARTICLE VII. 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 Executive Board Meeting at which a quorum is present.

Section 2: Amendments to the Bylaws will take effect immediately upon approval.