

PROPOSED AMENDMENTS TO THE BY-LAWS
OF
GREAT LAKES EDUCATORS OF AQUATIC AND MARINE SCIENCE

ARTICLE I. CERTIFICATE OF ORGANIZATION

This Association, Great Lakes Educators of Aquatic and Marine Science, shall be governed by these by-laws and will use "GLEAMS" as its official name on any and all documents.

ARTICLE II. PURPOSES

The purposes of this Association are exclusively educational, scientific, literary, charitable, and no other, and in furtherance of only these purposes, the particular business and objects of said Association shall be the following:

- a. To provide a medium for the exchange of information and teaching materials;
- b. To stress the interrelationships of marine and aquatic education to all disciplines and other educational experiences;
- c. To make available to educators information concerning the selection, organization, and presentation of marine and aquatic materials at all levels;
- d. To plan, organize, and administer projects for advancing and using knowledge in marine and aquatic education;
- e. To provide assistance to other societies, agencies, and individuals conducting research and investigations in the field of marine and aquatic education;
- f. To work for the improvement of the professional qualifications of marine and aquatic educators; and
- g. To engage in activities which may further one or many of the exempt purposes of the Association except that any such activity which is not an exempt activity for the purpose of 501(c) (3) of the Internal Revenue Code shall not become any substantial part of the activities of the Association.

ARTICLE III. MEMBERSHIP AND MEMBERSHIP MEETINGS

Section 1. COMPOSITION. Membership in the Association shall be open to all persons without regard to race, color, creed, sex, or age, who are sympathetic to the purposes of the Association. The membership shall consist of the Board (comprised of elected Officers, elected Directors, appointed Newsletter Editor and Membership Secretary, and the immediate past-president) and other such members, firms, associates, and

corporations as may be interested in the objects and purposes of the Association. Further, these individuals shall have paid such membership fees as the Board may from time to time assign to each membership category and may add, delete, or change such categories, provided, however, that no such change will result in a differentiation among voting rights of members without an appropriate amendment to these bylaws pursuant to Article VII, Section 3. All GLEAMS memberships shall require the payment of dues annually unless otherwise directed by the Board for a specific classification of membership. The initial classes of memberships shall be as follows:

a. **INDIVIDUAL MEMBERSHIP.** Any person or organization who has paid the appropriate membership dues and does not fall into one of the special membership categories.

i. **Active.** Any individual interested in the goals of the Great Lakes Educators of Aquatic and Marine Science and not intending financial gain from the membership.

ii. **Student.** Any individual who is enrolled in a middle school, or secondary, vocational, or collegiate institution full-time at any time during the six months immediately preceding application for membership.

iii. **Associate.** Any individual providing additional support to GLEAMS.

iv. **Board Member.** Any individual duly elected, or appointed, to be an Officer or a member of the Board of Directors will have their membership dues waived during their term of office.

b. **INSTITUTIONAL MEMBERSHIPS.**

i. **Institutional -Nonprofit.** Any active nonprofit organization, including libraries, with goals similar to GLEAMS.

ii. **Institutional -Corporate.** Any company or organization whose business includes the marine education market.

Section 2. NOTICES -GENERAL. Each member shall be entitled to notices of and to vote at all meetings of the Association, and shall receive regular notices of the activities and programs of the Association in such a manner and at such intervals as the Board may provide.

Section 3. LOCATION OF MEETINGS. Annual meetings of the Association shall be held at the principle office of the Association during the month of September or October, or at such other place and time as may be fixed by the Board and designated in the notice of the meeting.

Section 4. SPECIAL MEETINGS. Special meetings of the membership of the Association may be called by the President and shall be called upon written request of at least three (3) Board members or one-tenth (1/10) of the entire membership.

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Section 5. ANNUAL MEETING NOTICE. Written notice of the annual meeting and of any special meeting shall be mailed to each member in good standing as such address appears on the membership roles of the Association at least thirty (30) days prior to the meeting, and in the case of special meetings, shall set forth the purpose thereof.

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Comment [L3]: email address

Section 6. QUORUM. At any meeting of the Association, a quorum shall consist of fifteen (15) members entitled to vote there at, or twenty percent (20%) of the members in good standing, whichever shall be less. In the event that a quorum shall not be present, the members present shall have the power to adjourn the meeting from time to time without notice until a quorum shall be present or represented.

Section 7. PRIVILEGES. All members shall be entitled to the privileges of the Association as specified by the Board except that only Active or Associate Members may become Officers of the Association.

Section 8. DUES REQUIRED. Members with dues more than three (3) months in arrears shall be dropped from membership.

Section 9. MEMBERSHIP PERIOD. Memberships will be for one calendar year. Membership dues received at or after the annual meeting each fall, will be extended through the following calendar year. All other memberships will be renewable by February 15th for the current year.

ARTICLE IV. BOARD (Comprised of elected Officers, elected Directors, Membership Secretary, Newsletter Editor, and immediate Past-president.)

Section 1. MANAGEMENT POWERS. The property and affairs of the Association shall be managed by a Board consisting of:

a. No fewer than two (2) and no more than ten (10) Directors elected At-Large by the Association membership to represent the eight states bordering the Great Lakes (Indiana, Illinois, Michigan, Minnesota, New York, Ohio, Pennsylvania, and Wisconsin);

b. The President, President-Elect, Secretary, and Treasurer also elected by the Association membership;

c. And appointed Membership Secretary, Newsletter Editor, Chapter Representative to NMEA, and immediate Past-president.

Section 2. ANNUAL MEETING OF THE GLEAMS BOARD. Regular meetings of the Board shall be held at such time and place as the Board may determine from time to time by resolutions. Special meetings of the Board may be called by the President, President-elect, or any three (3) members of the Board. Notice of each meeting of the Board shall be given to each elected Officer, elected Director, Newsletter Editor, Chapter Representative to NMEA, and immediate Past-president seven (7) days prior thereto if by

mail, or two (2) days prior thereto if by telephone, telegram, or in person. Board members are expected to attend at least one of the two (2) yearly Board meetings. Board members can be removed from the Board after missing three (3) consecutive meetings without reasonable excuse as outlined section 10.

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Section 3. COMPENSATION OF THE BOARD. Board members may not receive a salary from the Association for his/her services as member. A Board member may be compensated by the Association for the Board member's services to the Association other than as a Board member, and may be reimbursed for his/her travel, out-of pocket and other expenses incurred in serving as a Member of the Board.

Section 4. POWERS OF THE BOARD. The Board shall have the general management and control of the activities, property, and affairs of the Association, and shall exercise all powers that may be exercised or performed by the Association under the By-Laws but only solely in pursuance of its exclusively social welfare purposes. On only matters submitted to the vote of the Board, its members alone shall be entitled to vote, and each member shall have one (1) vote.

Section 5. DIRECTOR'S DUTIES. Directors of each state will be responsible for: 1) actively participating in the development, implementation and revision of the Association's Long Range Plan; 2) identifying and nominating potential future Directors; 3) brainstorming and approving, at least annually, a list of nonbinding suggestions for how GLEAMS can support the state groups comprising the Association; 4) submitting to *Sweetwater Seascape*, articles for publication at least one time per year.

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Section 6. QUORUM. A simple majority of the Board shall constitute a quorum for the transaction of business at all meetings of the Board, but any number less than a quorum may adjourn such meeting to a specified date. The act of a majority of the Board members present at a meeting at which a quorum is present shall be an act of the Board. Business may be conducted without an actual meeting in accordance with the same procedure established for the Executive Committee in Article V/ Section 2a.

Section 7. LIABILITY OF BOARD MEMBERS. Board members shall not be liable for any act, receipt, neglect, or default of any other board member. A Board member shall not be liable individually or collectively for any effort or judgement or for any act done or step taken to be omitted under the advice of counsel, not for any mistake of fact or law nor for anything which he/she may do or refrain from doing in good faith.

Section 8. BOARD CONSENT. Any resolution in writing, approved and signed by ALL Board members entitled to vote, shall have the same force and effect as if same were passed by all of its Board members at a meeting duly called and held for that purpose, and such resolution shall be recorded by the Secretary in the minutes book of the Association.

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Section 9. BOARD TO BE MEMBERS. All members of the Board shall be members of the Great Lakes Educators of Aquatic and Marine Science for at least one year prior to their being elected to such office.

Section 10. REMOVAL FOR ABSENCES. Any Board member who is absent from three (3) consecutive regular meetings of the Board without a reasonable excuse for such absence, said excuse having been communicated to the President or an officer of the Association prior to the meeting, shall be removed from the Board.

Section 11. REMOVAL FROM THE BOARD. Any member of the Board shall be subject to removal at any time by the affirmative vote of two-thirds (2/3) of the entire Board. No such vote may take place except at the next regular meeting following the meeting at which such removal is first proposed.

Section 12. ADJOURNMENTS. A majority of the Board present at any meeting shall have the power to adjourn the meeting from time to time. If an adjourned meeting is held as a result of the majority vote of less than a quorum, it shall only be held after notice is given in accordance with the requirements as to notice, otherwise required in these Articles. If an adjourned meeting is held as a result of a majority vote of a quorum, no notice shall be required.

Section 13. NOMINATIONS AND ELECTION PROCEDURES.

a. **NOMINATING COMMITTEE.** The President will appoint a nominating committee at the mid-year Board meeting. The Past President will serve as Chair of the Nominating Committee. Members of the Nominating Committee may be current officers of the Association as well as members in good standing. The Committee shall consist of at least three individuals.

b. **ELECTION BY MAIL.** Officers and Directors shall be elected by electronic means, either email, web-based survey or other electronic process as deemed appropriate by the nominating committee. Mailed ballots must be received by the Secretary of the Association no later than one month after postmark of ballot. There will be no write-in candidates. Only candidates selected in accordance with Article III may be elected as Officers or Directors.

c. **NOMINATIONS.**

i. The Nominating Committee shall submit nominees for election to the Board of the Association and the General Membership in writing at the Annual Conference each year. The Nominating Committee shall consider the geographic distribution of the membership and make its nominations accordingly.

ii. The general membership of the organization shall be encouraged to submit other nominees for elected positions on the Board; provided no such additional nominations shall be placed on the ballot unless they are received by the Chair of the Nominating

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Comment [L6]: Ballots or surveys must be complete and received

Comment [L7]: distribution of (1) the notice of election and (2) instructions on the process members should use to complete and submit ballots electronically.

Committee by a date specified each year by the Nominating Committee, and unless they are accompanied by the nominating petition containing signatures of at least five (5) members of the Association in addition to the nominee. The deadline for submission of additional nominees shall be announced with the list of nominees and shall allow for at least a one month response period.

d. DISTRIBUTION OF BALLOTS. The Membership Secretary shall send to all of the members entitled to vote, via first class mail, instructions on the election process and a ballot for the election of Officers and Directors containing the names of candidates selected under Section cii, with the fall newsletter.

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e. NOTIFICATION OF RESULTS. The Secretary of the Association will notify each of the nominees of the results of the election no later than two weeks after ballot receipt deadline.

ARTICLE V. OFFICERS AND COMMITTEES.

Section 1. OFFICERS REQUIRED. The Officers of the Association shall be a President, President-elect (Vice-President), Past-President, Secretary, and Treasurer. All Officers shall be elected by a majority vote of the members at large. The General Membership may also elect one or more additional vice presidents, an assistant treasurer, an assistant secretary, and such other officers as it may deem necessary and appropriate. The Officers of the Association shall hold office until their successors are elected and qualify in their stead.

Section 2. PRESIDENT'S DUTIES. The President is responsible for: 1) acting as the chief executive officer of the Association; 2) providing leadership in carrying out goals of the Association, implementing and revising the long-range plan and fulfilling directives from the Board; 3) presiding at the meeting of the Association and at the meeting of the Board; 4) providing a President's letter for each issue of *Sweetwater Seascapes*; 5) providing a President's report to the annual meeting and Board meetings, covering activities of the Association during his/her term of office; 6) tracking, supporting and insuring the smooth running of the annual meeting, and working with the Conference Chair to this end; 7) appointing the Chairs and members of all Standing and Ad Hoc Committees as provided in the By-Laws, and of any other committee deemed necessary, with approval of the Board; 8) serving as an ex-officio member of all committees; 9) appointing a nominating committee no later than the first Board meeting following the end of the fiscal year; 10) appointing, as necessary, and supervising Association representatives to other organizations; 11) supervising the quality and timeliness of work carried out by Board members and Membership Secretary; 12) insuring the ultimate submission of the financial report of the previous year's annual meeting; 13) insuring the progress of arrangements for the next year's annual meeting; 14) working closely with the Membership Secretary to administer the affairs of the Association; and 15) all other duties normally associated with the office of President.

a. **EXECUTIVE COMMITTEE.** The President may, with the approval of the Board, appoint from among the members of the Board an Executive Committee, which shall have all of the powers of the Board as to management of affairs and property of the Association at all times when the Board is not actually in session, subject only to the direction and supervision of the Board and excepting only such matters as are specifically committed to the Board by these By-Laws or by the operation of law. The Executive Committee shall consist of all of the elected Officers of the Association together with no fewer than one (1) and no more than five (5) additional members from the Board. A majority of said committee shall constitute a quorum for the transaction of business at its next meeting. Votes taken by mail or by means other than at an actual meeting shall not be valid unless the Secretary receives a written consent to action without a meeting from a majority of the Executive Committee which consent recites the vote or action which is approved, and which is received by the Secretary no later than thirty (30) days following the effective date of the vote.

b. **FINANCE COMMITTEE.** The President shall appoint annually a Finance Committee, consisting of the President-elect, the Treasurer, and not less than one (1) nor more than four (4) Directors. The duties of the Committee shall be to prepare, with aid of the President and Membership Secretary, an annual budget for submission to the Board, and shall have general supervision of the financial affairs of the Association. This Committee shall supervise the investment of funds, to cause the accounts of the Treasurer to be audited, and perform such other duties as may from time to time be assigned to the committee: Finance Committee shall at least annually make a complete and detailed report of the Association to the Board, including a financial statement which may or may not be prepared by a Certified Public Accountant, and prepare sufficient number of copies of such report for distribution to members of the Board. A majority of the members of the Finance Committee shall constitute a quorum for the transaction of business.

c. **GENERAL COMMITTEES.** The President shall, with the approval of the Directors, constitute and appoint any committees as said President shall deem appropriate. Membership on such committees may include individuals who are not members of the Board.

Section 3. PRESIDENT-ELECT'S DUTIES. The President-elect is responsible for: 1) assisting the President in the performance of the President's duties; 2) selecting Chairs for the standing committees for the years he/she is President by the date he/she takes over the Presidency; 3) identifying no later than the midyear board meeting, a competent and qualified Conference Chair for the next year's annual meeting; 4) providing primary support to the Conference Chair for the next year's annual meeting to insure that the Conference Committee stays on its time line; 5) serving on the finance, fund raising, and other committees as requested by the President; and 6) conducting reviews, as needed, of state activities, Constitutions, budget and membership list with appropriate state representatives and Membership Secretary.

Section 4. PAST-PRESIDENT'S DUTIES. The Past-president is responsible for: 1) providing support and advice to the current President; 2) serving as chair of the Nominating Committee; and 3) submitting an annual report to the newsletter editor for publication in the issue following the annual meeting.

Section 5. TREASURER'S DUTIES. The Treasurer is responsible for: 1) having custody of and making appropriate investments of all funds of the Association; 2) accounting for all incoming funds and notes and signing all outgoing checks; 3) presenting financial statements and other financial information for annual audit to the Board or upon request of the Board; and 4) being an integral part of the finance committee.

Section 6. SECRETARY'S DUTIES. The Secretary is responsible for: 1) attending all meetings of the Board and recording all votes and minutes of said meeting; 2) preparing and making available to the Board an alphabetical list of Board members; 3) keeping all official documents and records of the Association, including conference records to be incorporated into the Association's archives; 4) performing such duties as prescribed by the Board and/or President; 5) receiving, tabulating and notifying all nominees of election results; and 6) routing mailings to committee chairs.

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Section 7. TERMS OF OFFICE.

- a. The President, President-elect, Secretary and Treasurer will each serve a two-year term of office.
- b. Directors will serve a two year term, with Directors rotating off the Board at intervals. This will prevent a total change of Directors without some consistency from past Boards.
- c. Elected Officers and Directors will take office after notification of the results of the annual election.
- d. Due to the length of term of office for Officers, there may be some years that Officers are not elected. There should always be an election for Directors.

ARTICLE VI. APPOINTED BOARD MEMBERS

Section 1. MEMBERSHIP SECRETARY.

- a. The Membership Secretary is responsible for: 1) maintaining the membership records of the Association including keeping current the mailing list of members, providing mailing labels as requested by the President or other Board members and sending all membership dues to the treasurer for deposit; 2) providing information on the membership records as directed by the President; 3) supervising membership services; and 4) arranging for the production of any membership publication directed by the Board.

b. The Membership Secretary shall be selected by the Board for a specified term of office.

Section 2. NEWSLETTER EDITOR.

a. The Newsletter Editor is responsible for: 1) compiling articles for, production of, and mailing of the Association's newsletter, *Sweetwater Seascapes*, a minimum of ~~four~~ times per year; 2) assisting the Membership Secretary with the maintenance of mailing list of all current members; and 3) working with the Secretary to send out ballots and other necessary mailings to the General Membership of the Association.

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b. The Newsletter Editor shall be selected by the Board for a specified term of office.

Section 3. CHAPTER REPRESENTATIVE TO NMEA BOARD OF DIRECTORS.

a. The Chapter Representative is responsible for: 1) representing the interests of GLEAMS to the NMEA Board of Directors, and for insuring the regular flow of information between the Chapter and National Association; 2) serving on the Standing Committee on Chapters and recommending guidelines for the relationship between NMEA and GLEAMS and other Chapters; 3) submitting to the Chair of the Committee on Chapters twice per year, a report of Chapter activities and concerns to be summarized and presented as an overview of the Chapters by the Chair to the Board at the mid-year and annual NMEA meetings; 4) presenting a brief summary of Chapter activities to the NMEA Board at the annual Board meeting; 5) sharing with other Chapter Representatives ideas and advice regarding successful Chapter activities, functions, and fund raising efforts; 6) communicating with GLEAMS members via *Sweetwater Seascapes*, and at the annual meeting; 7) ~~ensuring~~ the mailing of *Sweetwater Seascapes* to other NMEA Chapters by the Newsletter Editor; and 8) sending timely quarterly reports to ~~the~~ NMEA News Editor.

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b. The Chapter Representative shall be selected by the Board for a specified term of office. The Chapter Representative can be an elected Officer or Director of the Association, and appointed by the President, if necessary.

ARTICLE VII. MISCELLANEOUS PROVISIONS.

Section 1. FISCAL YEAR. The fiscal year of the Association shall be the first day of January through December 31st.

Section 2. DISSOLUTION OF THE ASSOCIATION.

a. The Association may be dissolved by a vote of ~~three-fourths~~ (3/4) of the active members attending a duly constituted annual meeting providing that notice of the proposal to dissolve the Association, together with the full text thereof and the name(s) and addressee(s) of the proponent(s) shall be sent to all members of the Association at least ninety (90) days prior to the vote to dissolve.

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b. In the event of dissolution or termination of the Association, title to and possession of all of the property of the Association shall pass forthwith to such organization dedicated to similar purposes and qualified for exemption under Section 501 (c) (3) of the United States Internal Revenue Service Code of 1954, as amended, or under such successor provision of the Code as may be in effect at the time of the Association's dissolution or termination, as that of the Association shall deem best qualified to carry on the function of the Association.

Section 3. AMENDMENTS. New By-Laws may be adopted or these By-Laws may be amended or repealed by a two-thirds (2/3) majority of the membership of the Board, provided further that no new By-Laws may be adopted and no existing By-Laws may be amended or repealed at the meeting at which such adoption amendment or repeal is first proposed.

Proposed 10/94
Amended 12/94
Approved 4/95
Amended
Approved