

BY-LAWS OF THE MID-ATLANTIC MARINE EDUCATION ASSOCIATION

ARTICLE 1. MEMBERSHIP

Section 1. Membership in the Corporation shall be open to all persons, eighteen (18) years of age or older, without regard to race, color, creed, sex, or age, sympathetic to the purposes of the Corporation.

Section 2. There shall be four (4) classes of membership:

- A. Active member. Any person who has paid their annual dues and does not fall in one of the special membership categories.
- B. Life member. A special category of member who pays life membership dues and enjoys all the privileges of Active membership for life.
- C. Honorary member. Honorary membership shall be the highest recognition that the Corporation can confer. To be eligible for such recognition, a person shall have demonstrated a distinguished career in teaching, research, or service in marine education. Nominations for honorary membership shall be proposed in writing to a Selection Committee by at least three (3) Active members of the corporation. The immediate Past President shall serve as Chair of the Selection committee which shall forward its list of nominees for honorary membership to the other Officers. Duly proposed nominees for honorary membership, upon receiving endorsement of a majority of the Officers voting, shall be declared elected. Honorary members shall not be subject to any dues or assessments.
- D. Contributing member. Any organization, institution, corporation, or individual interested in advancing the purposes of the Corporation shall be eligible for election by the Officers as a Contributing member. Such group shall pay annual dues for Contributing members. Each Contributing member may be represented at any meeting of the Corporation by one voting delegate appointed by the Contribution member.

Section 3. All classes of membership shall have one vote.

Section 4. All members shall be entitled to the privileges of the Corporation as specified by the Officers except that only Active members may become Officers of the Corporation.

Section 5. Members with dues more than (1) month in arrears shall be dropped from Active membership.

Section 6. The membership year of the Corporation shall begin on the first day of January of each year and end on the 31st day of December of the same year.

Section 7. Membership in the National Marine Educators Association shall be encouraged but not required of members of the Mid-Atlantic Marine Education Association.

ARTICLE II. CHAPTER STATUS IN THE NATIONAL MARINE EDUCATORS ASSOCIATION

Section 1. The Mid-Atlantic Marine Education Association is a recognized chapter of the National Marine Educators Association.

Section 2. The Mid-Atlantic Marine Education Association Articles of Incorporation, By-Laws, current membership list, and other records shall be available for periodic review at the request of the Board of Directors of the National Marine Educators Association.

ARTICLE III. DUES

Section 1. All dues and assessments in the Corporation shall be set by the Officers.

Section 2. Funds on deposit at the end of one fiscal year shall be carried forward into the following fiscal year.

ARTICLE IV. OFFICERS

Section 1. The Officers of the Corporation shall be the President, a President-elect, and immediate Past President, a Secretary, a Treasurer, and a representative from each member state and the District of Columbia.

Section 2A. The duties of the Officers shall be such as usually pertain to the offices held, and also any other duties as may be assigned by the President or prescribed by the By-Laws.

Section 2B. In the case of death, resignation, or inability to serve of an elective officer, the President-elect shall assume duties of the vacant office. Officers to fill any further vacancies shall be appointed by the President.

Section 3. The President, President-Elect, and immediate Past President shall serve terms of one year, beginning at the Corporation's Annual Meeting and continuing in office until the next Annual Meeting of the Corporation. The Secretary, Treasurer, and State Representatives shall serve terms of two years, beginning at the Corporation's Annual Meeting and continuing in office until the next Annual Meeting of the Corporation.

Section 4. The Officers shall be elected in the manner prescribed in the By-Laws.

Section 5. The Officers shall be the legal representatives of the Corporation, and, as such, shall have, hold, and administer all the property, funds, and affairs of the Corporation in trust for its uses, in conformity with its Articles of Incorporation and By-Laws, and within the Statutes of the Commonwealth of Virginia.

ARTICLE V. ELECTION OF OFFICERS

Section 1A. Member of the Corporation shall be notified by the secretary no later than 60 days before **election ballots are distributed** that nominations are being accepted.

Section 1B. Thirty (30) days prior to **election ballots being distributed**, the Nominating Committee shall name candidates for each elective office incorporating all mail-in nominations.

Section 1C. Prior to the **distribution of ballots**, Nominating Committee will contact each nominee to determine his/her willingness to serve.

Section 2. Elections will be held by mail-in ballot and/or online voting; write in votes will be accepted. Voting will be open for one month and will close two weeks before the MAMEA meeting at the National Marine Educators Conference.

Section 3. Three tellers shall count all ballots.

Section 4. The candidates who receive the highest number of votes shall be elected.

Section 5. The incoming Officers will be announced at the MAMEA meeting at the National Marine Educators Conference. Officers shall assume office for the ensuing year at the time designated by the Outgoing President at the annual meeting of the corporation (MAMEA).

Section 6. President, President-elect, and Past-President will have terms of one year. Secretary and Treasurer will have staggered terms of 2 years. State representatives will have staggered terms of 2 years with 2 or 3 representatives elected each year.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. The President shall preside at the meetings of the Corporation and at meetings of the Officers. The President shall appoint the Chair and members of all Standing and Ad Hoc Committees as provided in the Constitution and By-Laws (with the consent of the other Officers). The President will provide leadership in effecting the purposes of the corporation and in fulfilling directives from the Officers; and will provide a President's Report to the Annual Meeting covering the activities of the Corporation during the term of office. The President is an ex-officio member of all committees and shall assume all other duties normally associated with the office.

Section 2. The immediate Past President serves as an officer and Chair of the Selection Committee for Honorary membership.

Section 3. The President-elect shall assume the duties of the President in his/her absence or in case of inability to serve. The latter condition will be determined by a two-thirds (2/3) vote of the Officers. The President-elect shall assume the office of President and/or perform the duties of other officers under the conditions outlined in ARTICLE IV, Section 2B. The President-elect shall work cooperatively with the President in administering the affairs of the Corporation. The President-elect shall tender to the other

Officers for approval the nominees for Chairs of the Standing and Ad Hoc Committees prior to the Annual Meeting at which he/she will assume office of President, and announce committee memberships to the general membership upon approval of the other Officers. The President-elect will be responsible for the planning of the Annual Conference Committee and shall prepare the agenda of the Annual Meeting and assume other duties delegated to the office.

Section 4. The Secretary shall record and preserve the proceeding of the Annual Meeting and other such meetings of the Officers and general membership. The Secretary is responsible for communicating such records of the Officers within a reasonable time period and these records shall be at all times open to the inspection of members of the Corporation. The secretary will supervise the conduct of the Corporation elections.

Section 5. The Treasurer shall oversee the management of the Corporation fiscal affairs such as the supervision of collection and disbursement of Corporation funds and keeping accounts in books belonging to the Corporation. The Treasurer will produce a quarterly financial report to be sent to the Officers and shall present an annual financial statement to the membership at the Annual Meeting. The books shall at all times be open to inspection by Corporation members and prepared for annual independent audit if the Officers desire.

Section 6. The Officers may authorize any officer to enter into any contract or to execute and deliver any instrument in the name or in the behalf of the Corporation, and such authority may be general or confined to specific instances. The Officers shall determine the time and place of the Annual Meeting and other special meetings of the Corporation and to give notice thereof. They shall review general arrangements for Annual and special meetings of the Corporation and insure that an agenda for any such meetings is formulated. They shall make provision for adequate bonding and insurance of the Corporation's treasury and fiscal offices. They shall appoint a Nominating Committee.

Section 7. The representative of each member state will serve as coordinators for their areas and such other duties as assigned by the President or President-elect.

ARTICLE VII. COMMITTEE CHAIRS

Section 1. The President-elect shall submit for approval to the incoming Officers selections for Chairs of the various Standing Committees for the year in which he/she shall be President.

Section 2. Membership on all committees is open to all members of the Corporation. Committee members will be appointed by the President or his/her designee with the exception of the Nominating Committee. Any member of the Corporation wishing to serve on a committee may request appointment by notifying the President in writing.

ARTICLE VIII. COMMITTEES

Section 1. The President shall appoint the members of the Standing Committees as provided by the By-Laws and shall, with the consent of the other Officers, appoint a Chair of each such committee.

Section 2. The President may appoint Ad Hoc Committees and their Chairs as he/she may deem advisable.

Section 3. The terms of each committee Chair and members thereof shall expire with the term of the President who appointed such committee unless otherwise specified by the By-Laws.

Section 4. The President shall announce all Standing committees upon assuming office and may from time to time appoint Ad Hoc Committees as deemed necessary.

Section 5. The Nominating Committee shall consist of the state representatives. The immediate Past President shall serve as ex-officio member of the nominating committee.

Section 6. The President may appoint one or more representative of the Corporation to serve with any group, board, committee, council, congress, or convocation when the interests of the Corporation demand. He may negotiate agreements (consistent with the Articles of Incorporation or these By-Laws) with institutions, individuals, or other societies, subject to the approval of the other Officers.

ARTICLE IX. DUES AND FINANCES

Section 1. The Officers shall determine the amounts of assessments, if any, and the annual dues for each class of membership.

Section 2. The Officers shall determine salaries and honoraria, if any, to be paid to the officials and employees of the Corporation, but no member may vote on any question involving a salary to be paid to that member.

Section 3. The Officers shall adopt an annual budget; and they shall order an annual independent audit of the financial accounts of the Corporation, if they deem necessary.

ARTICLE X. MEETINGS

The Corporation shall hold an Annual Meeting of the membership each calendar year and may hold additional meetings, on reasonable notice, upon the call of a majority vote of the Officers. The President shall fix the time and place of all Officer's meetings.

ARTICLE XI. QUORUM

Section 1. One half plus one of the Officers shall constitute a quorum.

Section 2. When, at the discretion of the President, the Officers transact business by mail, one half plus one of the Officers shall constitute a quorum, providing the thirty (30) days shall have elapsed between the mailing of a proposal with ballot and the counting of returns.

ARTICLE XII. FISCAL YEAR

The fiscal year of the Corporation shall begin of the first day of January of each year and end on the 31st day of December.

ARTICLE XIII. RULES OF ORDER

The rules contained in Demeter's Rules of Order shall determine the parliamentary practice of the Corporation in all cases to which they apply, and when they are not inconsistent with the Constitution or the By-Laws of the Corporation.

ARTICLE XIV. AMENDMENT TO THE BY-LAWS

These By-Laws may be amended by one-half plus one vote of the membership present at a duly constituted meeting of the Corporation or by a one-half plus one vote of all members responding by mailed ballot or online ballot.

ARTICLE XV. DISSOLUTION

The Corporation may be dissolved at any time by recommendation of the Board of Directors approved in writing by a vote of three-fourths (3/4) of the Active members attending a duly constituted Annual Meeting provided that notice of the proposal to dissolve the Corporation stating the purpose, or one of the purposes, of the meeting is to consider dissolving the Corporation, shall be given no less than twenty-five (25) nor more than sixty (60) days before the meeting to each member entitled to vote at such meeting. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any members, but after payment of all lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 or the Internal Revenue Code of 1954, such organization or organizations to be selected by the Board of Directors.