

NEW YORK STATE MARINE EDUCATION ASSOCIATION

Constitution & By-Laws

ARTICLE I NAME

The name of this Association shall be the New York State Marine Education Association.

ARTICLE II OBJECTIVES

The purpose of the incorporation are exclusively educational, scientific, literary, charitable and no other, and in furtherance of only these purposes the particular business and objects of said corporation shall be (a) to encourage scientific thinking and the utilization of the methods of marine studies through teaching; (b) to facilitate the dissemination of marine knowledge; (c) to make available to educators information concerning the election, organization, and presentation of marine materials; (d) to stress the interrelationships of marine science to other sciences and to other educational experiences; (e) to plan, organize, and administer projects for the purpose of advancing and utilizing knowledge in marine science education; (f) in cooperation with other societies, to work for the improvement of the professional qualifications of those teaching marine studies; (g) to foster, encourage, and conduct research in the field of marine education; providing that it shall not otherwise engage in activities which in themselves are not in furtherance of one or more exempt purposes except as same do not represent a substantial part of its activities.

ARTICLE III MEMBERSHIP

1. There shall be four classes of membership: Active, Honorary, Student, and Sustaining. Eligibility privileges for each class of membership shall be prescribed by the Bylaws.
2. The Bylaws may provide for organizations to become affiliated with the Association under such conditions and privileges as are provided therein.

ARTICLE IV OFFICERS

1. Elected Officers. The officers of the Association shall be the President, four Academic Vice Presidents (College, Secondary Education, Elementary Education, Special Education), Secretary, and Treasurer.
2. Duties. 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 Executive Board or prescribed by the Bylaws. As representatives of the Association they are empowered to hold funds and administer the affairs of the Association in conformity with the Constitution and Bylaws and within the Act of Incorporation of the Association and amendments thereunto appertaining under the Statutes of the State of New York.
3. Terms of Office. Each officer shall be elected for a term of one year beginning the first of June or immediately following their election announced at the Annual Business Meeting and shall continue in office until a successor shall be duly elected except the Treasurer. The term for Treasurer shall be two years.

ARTICLE V DISTRICT DIRECTORS

1. Appointment of Directors: District Directors shall be appointed in the manner prescribed in the Bylaws. A Region, as determined by the Executive Board, may have more than one District Director. District Directors shall act as regional representatives of the Association.

ARTICLE VI. EXECUTIVE BOARD and EXECUTIVE COMMITTEE

1. Members: The Executive Board shall consist of the Officers, the immediate Past-President, all District Directors, Chairs of all permanent committees, Chairs of temporary committees for the duration of their responsibilities, and Editor of the official journal.
2. The Executive Committee shall consist of the President, Vice Presidents, Secretary, Treasurer, Immediate Past President, and in an advisory function, the Executive Director.
3. Functions: The function of the Executive Board shall be to transact the business of the Association at regular meetings. The function of the Executive Committee shall be to transact the business of the Association in the interim between meetings of the Executive Board, except as may be restricted by the Bylaws.
4. All members in good standing are welcome to participate as non-voting members at the meetings of the Executive Board.

ARTICLE VII. COMMITTEES

1. Permanent Committees: The President shall appoint the Chairs of Permanent Committees with the consent of the Executive Committee, as provided in the Bylaws, and shall consult with each Chair regarding the appointment of other members of that committee.
2. Ad Hoc Committees: The President may appoint Ad Hoc Committee Chairs as deemed advisable.
3. The terms of each Committee Chair and members thereof shall expire with the term of the President who appointed the Chair unless otherwise specified in the Bylaws.

ARTICLE VIII. DUES and FINANCES

1. The Executive Board shall determine the amounts of assessments, if any, and the annual dues for each class of membership. The Executive Board shall determine salaries and honoraria, if any, to be paid to the officials and employees of the Association. No member of the Executive Board may vote on any question involving a salary to be paid to that Board member. The Treasurer shall present an annual budget to the Executive Board for adoption, and the Executive Board shall order an annual independent audit of the financial accounts of the Association.

ARTICLE IX. MEETINGS

At least once each year, there shall be a general meeting of the membership to be held as prescribed by the Bylaws.

ARTICLE X. NOT FOR PROFIT CORPORATION

The Association is not organized for profit and no part of its net earnings shall inure to the benefit of any Officer, Director, or employee of the Association except that reasonable compensation may be paid for services rendered to and for the Association in connection with one or more of its purposes. No Officer, Director or employee of the Association, or any private individual, shall be entitled to share in the distribution of any of the assets upon dissolution of the Association. Notwithstanding any other provision of these Articles, the Association shall not conduct or carry on any activities not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

ARTICLE XI. BYLAWS

Bylaws as set forth in this Constitution shall constitute the Bylaws of the Association which may be amended as provided therein.

ARTICLE XII. AMENDMENTS TO THE CONSTITUTION

A proposed amendment to the Constitution shall be presented in writing to the Executive Board by not less than 3 members of the Board or at least 5 active members. The Executive Board shall report its recommendations thereon, including any suggested revisions of an amendment thereto. If the proposed amendment (or revision) shall be approved by at least one-half plus one of those attending the Executive Board meeting, the proposed amendment shall be published in a publication of the Association or mailed to the membership and shall be voted upon at the next general meeting of the membership, which meeting shall not be less than fifteen days following such publication or mailing. The amendment shall become effective upon adoption by a majority vote of active members of the Association present at a general meeting.

ARTICLE XIII. DISSOLUTION

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

BYLAWS

ARTICLE I. MEMBERS

A. The eligibility of the four classes of membership shall be:

(1) Active member. Any person, without regard to race, sex, color or creed, sympathetic to the objectives of the Association, who has paid membership dues, shall be an active member of the Association.

(2) Honorary member. Any person entitled to the highest recognition within the power of the Association to confer, shall be eligible for election as an honorary member, providing that such a person shall have demonstrated a distinguished career in teaching, research or service in the marine sciences. Nominations for honorary membership shall be proposed in writing to a Selection Committee by at least five (5) active members of the Association. Such nominations shall be supported by appropriate biographical and bibliographical information. A Vice President selected by the President and approved by the Executive Board shall serve as the Chair of the Selection Committee which shall forward its list of nominees for honorary membership to the Executive Board. Duly proposed nominees for honorary membership, upon receiving endorsement of three-fourths of the Executive Board voting, shall be declared elected.

(3) Student member. Any regularly matriculated secondary, undergraduate or graduate student not in full time employment shall be eligible as a student member. Persons who are employed in essentially a full time position for more than six (6) months a year are not eligible for student status even though they may be part-time students.

(4) Sustaining member. Any person, organization, or corporation interested in advancing the objectives of the Association shall be eligible for election as a sustaining member. Any candidate for sustaining membership who shall have applied, or been nominated, and paid the first year's dues for sustaining members shall be sustaining member of the Association.

B. Each sustaining member may be represented at any meeting of the Association by one delegate appointed by the sustaining member.

C. All members shall be entitled to the privileges of the Association as specified by the Executive Board except that only active members may become Officers of the Association.

D. The membership year of the Association shall begin on 1 June of each year and end on 31 May.

ARTICLE II. AFFILIATE ORGANIZATIONS

A. Any active local, state, regional, scientific or educational association or academy with twenty-five or more members may become an Affiliate Organization of the Association by fulfilling the following requirements:

(1) The organization shall make formal application for affiliate membership to the Executive Director.

(2) The application and supporting documents shall be submitted by the Executive Director for review and recommendation to the Executive Board.

(3) Following a majority vote of the Executive Board, the affiliate organization may appoint an observer to meetings of the Executive Board.

(4) Each affiliate organization must submit its list of officers to the Executive Director each year between 1 January and 31 January or one month after the elections of the affiliate organization or as extended for good cause by the Executive Director.

ARTICLE III. DUES

Annual dues of the Association shall be set annually by the Executive Board.

ARTICLE IV. ELECTION OF OFFICERS

A. The Nominating Committee, chaired by the immediate Past President, shall present a slate of nominees for each elective office approximately two months before the annual meeting. These nominations may be entered in a publication of the Association and sent to all members in good standing approximately one month before the annual meeting. Further nominations may be mailed or transmitted to the Nominating Committee Chair, and if a nominee receives three such nominations, the individual's name will appear on the ballot.

B. Approximately one month before the annual meeting, the Executive Director shall send a ballot bearing all nominations for office to all members in good standing in the Association.

C. The Chair of the Nominating Committee or the Chair's designee shall count all returned ballots received before the annual meeting and report the results to the Executive Director and President. The President will announce the results at the annual meeting.

D. The candidates receiving the highest number of votes for their respective office shall be elected.

E. Vacancies occurring in any office between elections shall be filled by presidential appointment with the concurrence of the Executive Committee, except that the vacancy of the office of the president shall be filled by the election of one of the sitting Vice Presidents by the Executive Board.

ARTICLE V. DUTIES OF OFFICERS and DISTRICT DIRECTORS

A. The **President** shall preside at the annual meeting and at the meetings of the Executive Board and Executive Committee. The President shall appoint the Chairs of all Permanent and Ad Hoc Committees as provided in the Constitution and Bylaws. The President will be an ex-officio member of all committees and shall assume all other duties normally associated with the office.

B. **Academic Vice Presidents.** Through presidential appointment, an Academic Vice President shall chair the following committees: Education and Program Committees. They shall be ex-officio members of the Membership Committee, Financial Advisory Committee, Publications Committee, as well as any such committees as may be dealing with their areas of involvement. They shall work closely with each of the District Directors in attempting to promote programs of interest and benefit to the membership.

C. The **Secretary** shall take the minutes of all Executive Board and Executive Committee meetings and send copies of these minutes to all Board members. The Secretary shall maintain a permanent file of these minutes and of all mailings to the membership. Furthermore, the Secretary shall take care of any essential correspondence relating to the welfare of the Association.

D. The **Treasurer** shall oversee the management of the Association's fiscal affairs and shall serve as the Chair of the Financial Advisory Committee. The Treasurer shall prepare an annual budget for presentation and approval by the Executive Board. The budget shall be presented to the membership at the annual meeting.

E. The **District Directors** shall assist the Executive Committee as representatives of selected Regions of the state. They shall work closely with the Vice Presidents to plan programs promoting interest in marine education and assisting members in furthering the goals of the Association. They shall bring to the attention of the Executive Board issues of regional and national importance as may be directed to them by members within their region. They shall work with the Membership Chair in recruiting new members.

F. The Executive Committee or Executive Board 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 Association, and such authority may be general or confined to specific instances.

ARTICLE VI. PERMANENT COMMITTEES

There shall be ten Permanent Committees: Program, Education, Financial Advisory, Publications, Membership, Public Relations, Annual Conference, Student Conference, Special Conference and Awards.

A. **Program.** This committee shall consist of the Academic Vice Presidents and such other members as they may deem advisable. The President shall select one of the Vice Presidents as Chair. This committee is charged with planning the yearly programs and activities and shall cooperate with the respective Chairs of specific events.

B. **Education.** This committee shall consist of the Academic Vice Presidents, the Chair selected by the President, and two or more additional members. This committee shall seek to promote marine education concerned with teaching, research, curriculum innovation and writing.

C. **Financial Advisory.** This committee shall consist of the Treasurer as Chair and two or more active members. They shall make recommendations to the Executive Board concerning the long range financial policy of the Association and propose an annual budget. The Executive Director shall be an advisor to this committee.

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D. Publications. This committee shall consist of a Chair and two or more active members including the editor of the newsletter or journal. This committee shall determine publication policy for all Association publications subject to the approval of the Executive Board.

E. Membership. This committee shall be responsible for devising ways to attract members, sending letters of welcome to new members, making personal contacts whenever possible, keeping records of active and past members and personally contacting members who fail to renew.

F. Public Relations. This committee shall be responsible for enhancing the public image of the Association and sending information to the media. This committee will keep a file of all releases and clippings of any articles which appear.

G. Annual Conference. This committee will be responsible for the programming and execution of the Annual Conference. It shall also recommend future sites and policies regarding programs to the Executive Board.

H. Student Conference. This committee shall consist of a Chair, the Academic Secondary Vice President, and such other persons as the Chair may deem necessary. This committee will be responsible for the Student Conference.

I. Special Student Conference. This committee shall be chaired by the Special Education Academic Vice President and such other persons as the Chair may deem necessary. This committee will be responsible for the Special Student Conference.

J.. Awards. This committee will be responsible for the selection of individuals to be honored by the Association.

ARTICLE VII. AD HOC COMMITTEES

A. The Nominating Committee shall consist of the immediate Past President as the Chair and two other active members who are not officers as defined in ARTICLE IV, Section 1 of the Constitution. These persons shall be appointed by the President no later than October for elections the following spring. The Nominating Committee shall make the nominations specified in the Constitution and Bylaws and such other nominations as may be required.

ARTICLE VIII. PUBLICATIONS

A. The Association may publish one or more periodical publications and other learning materials as approved by the Executive Board.

B. Any committee of the Association may publish a report or series of reports as approved by the Executive Board.

ARTICLE IX. OFFICE and STAFF

A. The Executive Committee, with the approval of the Executive Board, shall select an individual for the position of Executive Director, who shall serve at the pleasure of the Executive Committee.

B. The Executive Director shall be responsible for the execution and implementation of the Association's policies and goals. The Executive Director shall work closely with the President.

C. The Executive Board is authorized to establish a central office. The staff of the central office shall implement policies of the Executive Board. Staff members shall be selected by the Executive Committee. The head of the central office shall be the Executive Director of the Association. The Executive Director shall be the keeper of the records of the Association as well as the education and research depository.

ARTICLE X. MEETINGS OF THE MEMBERSHIP

A. The membership shall hold an annual meeting each year at the time of the Annual Conference, and may hold additional meetings on reasonable notice. The Executive Board shall fix the time and place for all meetings.

B. A notice of the time and place of each meeting shall be published in one of the Association's publications and/or mailed to reach each member in timely fashion prior to the date of the meeting.

ARTICLE XI. QUORUM

Three-fifths of the Executive Board shall constitute a quorum for the purposes of transacting the business of the Association.

ARTICLE XII. FISCAL YEAR

The fiscal year of the Association shall begin the first day of July and conclude on the following thirtieth day of June.

ARTICLE XIII. RULES OF ORDER

The rules contained in the Pocket Manual of Rules of Order by Henry M. Robert, shall determine the parliamentary practice of the Association in all cases to which they apply, and when they are not inconsistent with the Constitution or the Bylaws of the Association.

ARTICLE XIV. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a majority vote of the members present at an Executive Board meeting provided that all Board members shall have received written notice of the proposed amendments prior to the meeting.

Adopted by the Executive Board, 17 May 1989
Constitution Committee
Robert D. Abrams, *Chair*



NEW YORK STATE MARINE EDUCATION ASSOCIATION

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The following amendments to the *Association's* Constitution, having been reviewed and approved by the Executive Board on 9 September 2000 and reviewed and approved at the membership meeting of 9 December 2000, is herewith presented to the general membership for approval on 9 June 2001 at the Annual Conference of the *Association*.

"The following clauses now supersede Articles X and XIII of the Constitution and will read:

ARTICLE X NOT FOR PROFIT CORPORATION

1. Notwithstanding any other provisions of these articles, the *Association* is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent tax law.
2. No part of the net earnings of the *Association* shall inure to the benefit of any member, director, officer of the *Association*, or any private individual (except that reasonable compensation may be paid for services rendered to or for the *Association*), and no member, director or officer of the *Association* or any private individual shall be entitled to share in the distribution of any of the *Association's* assets on the dissolution of the *Association*.
3. No substantial part of the activities of the *Association* shall be carrying on propaganda, or otherwise attempting to influence legislation, (except as otherwise provided in Section 501(h) of the Code), or in participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. In the event of dissolution, all of the remaining assets and property of the *Association* shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, a State, or local government for a public purpose, subject to the approval of a court of competent jurisdiction within the State of New York."

Unanimously approved

9 June 2001

Submitted by the Constitution Committee,
Robert D. Abrams, Chair

Thomas F. Greene
President