

**BYLAWS
NORTHWEST AQUATIC AND MARINE EDUCATORS
July 10, 2010**

ARTICLE I. CERTIFICATE OF ORGANIZATION

This corporation, Northwest Aquatic and Marine Educators, hereafter identified as the "ASSOCIATION," shall be governed by its Article of Incorporation as certified in the State of Oregon and may use "NAME" as its official name on any and all documents.

ARTICLE II. PURPOSES OF THE ASSOCIATION

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

Section 1. To provide a medium for the exchange of information and teaching materials, and to stress the interrelationships of marine and aquatic education to all disciplines in other educational experiences.

Section 2. To make available information concerning the development, acquisition, selection, organization and presentation of marine and aquatic education materials to educators at all levels.

Section 3. To plan, organize, and administer projects and programs for advancing and using knowledge in marine and aquatic education.

Section 4. To provide assistance to other societies, agencies, and individuals conducting research, investigations and teaching/learning activities in the field of marine and aquatic education.

Section 5. To encourage the professional growth of marine and aquatic educators.

Section 6. To pursue affiliations with organizations of like character.

Section 7. To engage in activities which may further one or many of the exempt purposes of the ASSOCIATION, and to not otherwise engage in

any other activities, except as those other activities do not represent a substantial part of its activities.

ARTICLE III. MEMBERSHIP

Section 1. Membership in the ASSOCIATION shall be open to all persons, without regard to race, color, creed, gender, sexual orientation or age, supportive of the purposes of the ASSOCIATION.

Section 2. There shall be five (5) categories of membership:

A. Active member: Any person who has paid his/her annual dues and does not fall into one of the other membership categories.

B. Life member: Any person who has paid life membership dues and thereby enjoys all the privileges of Active membership for life.

C. Honorary life member: Honorary membership shall be the highest recognition that the ASSOCIATION 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 ASSOCIATION. 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 as elected. Honorary life members shall not be subject to any dues or assessments and enjoy all the privileges of Active membership.

D. Institutional member: Any not-for-profit organization, institution, or individual interested in advancing the purposes of the ASSOCIATION shall be eligible for approval by the Board of Directors as an Institutional member. Such member shall pay annual dues for Institutional members. One voting delegate appointed by the Institutional member may represent each Institutional member at any meeting of the ASSOCIATION. Such delegate shall enjoy all the privileges of Active membership.

E. Corporate Member: Any corporation, company or organization whose for-profit interest includes the marine or aquatic education market shall be eligible for approval by the Board of Directors as a Corporate member. Such member

shall pay annual dues for Corporate members. Corporate members may attend any meeting of the ASSOCIATION. Such member shall enjoy all the privileges of Active membership, except that Corporate members may not vote in ASSOCIATION elections or matters brought before the membership for a vote.

Section 3. Each member shall have one vote, following a period of sixty (60) continuous days as a member of the ASSOCIATION in good standing. Each member shall have the opportunity to vote for regional officers, director or co-directors of his/her state/province and on any issues put to the general membership of the ASSOCIATION either at the annual membership meeting or through a mail or e-mail ballot. Only members who serve on the executive board shall have a vote on motions at board meetings.

Section 4. Each member shall be issued an appropriate record of membership.

Section 5. All members shall be entitled to the privileges of the ASSOCIATION as specified by the Board of Directors.

Section 6. Active, Institutional, and Corporate members that fail to remit dues annually shall be dropped from the membership.

Section 7. The membership year of the ASSOCIATION shall begin on the day of receipt and shall expire twelve months later.

Section 8. Membership in the National Marine Educators Association by members of the ASSOCIATION is not mandatory but is strongly encouraged

Section 9. Unless otherwise specified in these Bylaws, members in good standing are entitled to one vote in all matters for which they are eligible to vote, and such matters will be decided by a simple majority of those voting on that matter at the time.

ARTICLE IV. AFFILIATE ORGANIZATIONS

Any active non-profit local, provincial, state or regional educational, cultural, tribal, scientific, literary or charitable organization may become an Affiliate Organization of the ASSOCIATION by fulfilling the following requirements:

Section 1. The organization shall make a formal application for Affiliate membership. A membership list and summary of program or annual report for the preceding year shall accompany the letter of application.

Section 2. The application and supporting documents shall be submitted for review to the Board of Directors. Upon a majority vote of the Board of Directors, the organization shall be designated as an Affiliate.

Section 3. The status of each Affiliate Organization will be reviewed periodically by the Board of Directors. Affiliation may be terminated by a majority vote of the Board of Directors.

ARTICLE V. CHAPTER STATUS IN THE NATIONAL MARINE EDUCATORS ASSOCIATION AND CHAPTER REPRESENTATIVE

Section 1. The ASSOCIATION is a chapter of the National Marine Educators Association.

Section 2. The bylaws, current membership list and other ASSOCIATION records shall be available for periodic review at the request of the National Marine Educators Association Board of Directors.

Section 3. The ASSOCIATION shall elect a representative to the National Marine Educators Association from the Officers or members. Expenses for this representative to attend the National Meeting of the National Marine Educators Association shall be paid by the ASSOCIATION to the extent deemed feasible and appropriate by the ASSOCIATION Board of Directors.

Section 4. The election for the Chapter Representative shall be held in accordance with the election of other ASSOCIATION Officers. The Chapter Representative serves a two-year term. In case of resignation, death or inability to serve of the Chapter Representative, a successor will be appointed by the President until the next scheduled election.

ARTICLE VI. DUES

Section 1. All dues and assessments in the ASSOCIATION shall be set by the Board of Directors and ratified by the membership.

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

ARTICLE VII. OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers of the ASSOCIATION shall be the President, President-elect, Past-president, Secretary, Treasurer and at least one, but not more than two, Directors from each Member state or province and the Chapter Representative to the National Marine Educators Association. The officers shall make up the Board of Directors. Additional at-large officers may be added by the Board of Directors, not to exceed a total of fifteen (15) officers. At-large officers are not voting members of the Board of Directors.

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

Section 3. Each officer shall be elected for a term of one year, except as noted in Article V, Section 4 above and this Article, Section 4 below. At the conclusion of that year, the President-elect automatically succeeds the President, and subsequently, the Past-president for a total of three years of service. The Secretary, Treasurer, State and Provincial Directors, and the Chapter Representative to the National Marine Educators Board of Directors may run for additional terms.

Section 4. Each member of the Board of Directors shall have one vote on motions made at board meetings with the exception of Co-directors who shall have one vote together. Chapter Representatives will serve a term of 2 years. (July 2013)

Section 5. The current President may run for an additional term following his/her current term if both the current President-elect and the current Past-president also agree to serve an additional year. New candidates for President-elect may also appear on the ballot. If a new President-elect is elected, the normal succession as described in this Article, Section 3 above shall be in effect. If the President-elect, President, and Past-president are re-elected, they may not serve more than one year, for a total of two successive years in each of these positions.

Section 6. The Officers, as the Board of Directors, shall be the legal representatives of the ASSOCIATION and, as such, shall have, hold and administer all the property, funds and affairs of the ASSOCIATION in trust for its uses, in conformity with the Bylaws, and within the Act of Incorporation of the ASSOCIATION and amendments thereunto appertaining under the Statutes of the State of Oregon.

Section 7. The Board of Directors shall convene a minimum of twice each year for board meetings.

Section 8: Executive Committee. The President shall, with the approval of the Board, appoint from among the members of the Board an Executive Committee, which shall have all 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 the Bylaws or by the operation of law. The Executive Committee shall consist of all of the elected Officers of the Association (Past-president, President, President-elect, Secretary, Treasurer, Representative to the NMEA Board). A majority of said committee shall constitute a quorum for the transaction of business. Any action taken by the Executive Committee shall be promptly reported to the Board. Any Board member may request a vote of the entire Board on any action taken by the Executive Committee, at which time the action is tabled until such a vote can be taken. Such notification of the action to the Board and the resulting request for a full Board vote shall be completed in a timely manner.

ARTICLE VIII. ELECTION OF OFFICERS

Section 1A. At least sixty (60) days prior to each election, the Nominating Committee, chaired by the Past-president, shall name candidates for each elective office.

Section 1B. Members of the ASSOCIATION may send nominations to the Nominating Committee any time prior to the aforementioned sixty (60) day period.

Section 2. The Association shall send, not later than June 1, a ballot bearing all nominations for office to all Active members in good standing in the ASSOCIATION. The President may reassign this duty to a member of the

Nominating Committee (or another officer) if it is in the best interest of the ASSOCIATION.

Section 3: To be counted, ballots must be received by July 1 and be counted within five (5) working days by two tellers appointed by the President. The tellers shall not be any person on the ballot. The tellers will report the results to the Secretary (or the person assigned by the President) who shall announce the results to the membership within 5 days of being counted.

Section 4. The candidates who receive the highest number of votes shall be elected. In case of a tie vote, the election shall be decided by a coin toss conducted by the current and/or past President (only offices not up for election).

Section 5. Each State/Provincial Director shall be elected by his/her state/provincial constituency during the regular election cycle.

Section 6: Officers may be recalled by a 2/3 majority of the votes cast by his/her constituency. Ballots must be distributed to the appropriate constituency at least thirty (30) days prior to the election date. In the case of a recall election for an ASSOCIATION officer, the Past-president shall appoint an Active member to coordinate the recall election and two tellers, who are not on the ballot, to count the ballots and announce the results. In the case of a recall vote for the office of President, the recall election coordinator and the tellers shall be appointed by the Past-president. A recall may be initiated by one board of directors member and three additional ASSOCIATION members at large by petitioning the Past-President.

ARTICLE IX. DUTIES OF OFFICERS

Section 1. The President shall preside at the meetings of the ASSOCIATION and at meetings of the Board of Directors. The President shall appoint the Chair and members of all Standing and Ad Hoc Committees as provided in the Constitution and Bylaws (with the consent of the Board of Directors). The President will provide leadership in effecting the purposes of the ASSOCIATION and in fulfilling directives from the Board of Directors and will provide a President's Report to the Annual Meeting covering the activities of the ASSOCIATION during his/her 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 Chair of the Selection Committee for Honorary membership and as chair of the Nominating Committee.

Section 3. The President-elect shall work cooperatively with the President in administering the affairs of the ASSOCIATION. The President-elect shall serve as a member of the Annual Conference Committee and the Financial Advisory Committee, shall prepare the agenda of the Annual Officers Meeting and assume other duties delegated to the office. 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 2/3 vote of the Board of Directors. The President-elect shall then assume the office and responsibilities of President.

Section 4. The Secretary is responsible for communicating such records to the Officers within thirty (30) days of the date on which such meeting is held and these records shall be at all times open to the inspection of members of the ASSOCIATION.

Section 5. The Treasurer shall chair the Financial Advisory Committee. He/she shall oversee the management of the ASSOCIATION's fiscal affairs such as the supervision of collection and disbursement of ASSOCIATION funds and keeping accounts in books belonging to the ASSOCIATION. The Treasurer shall prepare a monthly financial statement. An annual financial statement shall be presented to the Board of Directors at their Annual Meeting and to the membership at the Annual Conference.

Financial records of the ASSOCIATION shall at all times be open to inspection by ASSOCIATION members and prepared for annual independent audit if the Officers desire or a majority of the membership request an audit.

The Treasurer shall monitor and oversee any financial accounts created for convenience by ASSOCIATION State and Provincial directors, namely, the directors of NAME-Alaska, NAME-British Columbia, NAME-Oregon and NAME-Washington.

Section 6. The Director of each member state or province shall serve as coordinator for his/her area. Each director shall serve on the Financial Advisory Committee and perform other duties as assigned by the President or President-elect. Each state or provincial director shall develop an Annual Activity Plan and submit it to the Board of Directors for approval. The Annual Activity Plan shall

include activities such as events, workshops, conferences and other strategies to accomplish the purposes of the ASSOCIATION and an annual budget.

Each state or provincial director shall submit a yearly financial report for their state or province-NAME. This report shall cover the year from January 1 through December 31 and be submitted to the Treasurer of NAME no later than January 31 of the following year.

Section 7. The Chapter representative is responsible for: 1) representing the interests of the ASSOCIATION to the National Marine Educators Association, and for insuring the regular flow of information and coordination of activities between these organizations; 2) serving as a member of the National Marine Educators Association Board of Directors, 3) attending ASSOCIATION Board of Directors meetings; 4) advising the ASSOCIATION Board of Directors on issues of a national and international level; and 5) coordinating National Marine Educators Association publicity at ASSOCIATION events.

ARTICLE X. COMMITTEE CHAIRS AND COMMITTEE MEMBERSHIP

Section 1. The President-elect shall submit for approval to the incoming Board of Directors selections for Chairs of the various Standing Committees for the year in which he/she shall be President. The terms of committee chairs and members need not expire with the end of the appointing President's term provided that the incoming President approves of the current committee chairs.

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

ARTICLE XI. COMMITTEES

Section 1. The President shall announce all Standing Committees upon assuming office and may from time to time appoint Ad Hoc Committees as deemed necessary.

Section 2. The Nominating Committee shall be appointed and chaired by the Past-president. It shall consist of not less than three (3) active members. The Nominating Committee shall make the nominations

specified by the Bylaws and such other nominations as shall be required and shall consider the geographic distribution of the membership.

Section 3. The President may appoint one or more representatives of the ASSOCIATION to serve with any group, board, committee, council, congress or convocation as the interests of the ASSOCIATION demand. He/she may negotiate agreements, consistent with the Bylaws, with institutions, individuals or other societies, subject to the approval of the ASSOCIATION Board of Directors.

ARTICLE XII. MEETINGS

The Annual Conference of the general membership shall include business meetings of both the Board of Directors and the general membership. A mid-year business meeting of the Board of Directors shall also be held. Additional meetings may be held, with reasonable notice, upon the call of a majority vote of the officers. The President shall fix the time and place for all Officers' meetings.

ARTICLE XIII. QUORUM

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

Section 2. When, at the discretion of the President, the Board of Directors transacts business by mail, e-mail or conference call, one half plus one of all members of the Board of Directors shall constitute a quorum, providing that thirty (30) days shall have elapsed between the mailing of a proposal with ballot and the counting of the returns. At the discretion of the President, voting by the Board of Directors may also take place by electronic means.

ARTICLE XIV. FISCAL YEAR

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

ARTICLE XV. RULES OF ORDER

Section 1. The rules contained in Roberts' Rules of Order shall determine the parliamentary practice of the ASSOCIATION in all cases to which they apply and when they are not inconsistent with the Bylaws of the ASSOCIATION.

Section 2. A Parliamentarian may be appointed by the President to determine and interpret the Rules of Order that govern the deliberations of the ASSOCIATION.

ARTICLE XVI. 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 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 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 of 1954 and its regulations as amended.

ARTICLE XVII. AMENDMENT TO THE BYLAWS

These bylaws may be amended or new bylaws may be adopted, with a prior notice of thirty (30) days, by a one half plus one vote of the membership present at a duly constituted meeting of the ASSOCIATION or by a one half plus one vote of all members responding by mailed or electronically-distributed ballot. It shall be provided further that no new bylaws shall be adopted and no existing bylaws shall be amended or repealed at the meeting at which such adoption amendment or repeal is first proposed.

ARTICLE XVIII. STANDARD OPERATING PROCEDURES

The Association shall maintain a list of Standard Operating Procedures (SOPs), and update them as new or amended procedures are approved by the Board of Directors. The SOPs shall be made available to the membership and other appropriate entities, such as the membership or Internal Revenue Service. SOPs are procedures that establish standard administrative processes and operating guidelines for the Association and may be changed from time to time by the Board of Directors.

ARTICLE XIX. DISSOLUTION

Section 1. 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 name(s) and address(es) of the proponent(s) shall be sent to all members of the ASSOCIATION at least ninety (90) days prior to the vote to dissolve.

Section 2. 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 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 ASSOCIATION's dissolution or termination, as the Officers of the ASSOCIATION shall deem best qualified to carry on the functions of the ASSOCIATION.