

NATIONAL ASSOCIATION OF MARINE LABORATORIES

ARTICLES OF ORGANIZATION

(Adopted 3 November 1990; Amended: 12 October 1991, 30 October 1993, 9 March 2006, 23 March 2021)

I. NAME

The name of this corporation shall be the National Association of Marine Laboratories ("Association" herein), as a non-profit organization incorporated in the Commonwealth of Massachusetts.

II. PURPOSES

The purposes for which the Association is organized are exclusively charitable, scientific, and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal revenue law.

III. OBJECTIVES

The objectives of the Association shall be:

1. To stimulate research and promote education in marine science, to disseminate information in marine science, to promote application of marine science, and to advance the profession of marine science.
2. To provide a forum for the resolution of problems common to non-profit marine laboratories in the United States.
3. To further the wise use and conservation of marine and coastal resources, and to encourage increased accomplishments and initiatives in related areas.
4. To increase the effectiveness of member institutions in their work on marine and coastal resources.

5. To stimulate cooperation and unity of effort among members.
6. To act on other such matters as may be of mutual interest to marine laboratories.

IV. REGIONAL ORGANIZATIONS

The Association shall consist of three (3) regional organizations which shall have their own separate but similar articles of organization and bylaws. The regional organizations have two classes of members, regular members and associate members. The regular, but not the associate, members of each regional organization shall automatically belong to the Association upon payment of annual dues, election by the Association Board of Directors, and ultimate ratification by the Association membership at a meeting of the Association or by a ballot. Associate members of the regional organizations shall be composed of those laboratories and non-profit organizations that do not wish to participate in the national organization. Associate members only belong to the regional organization and are not eligible for membership in the National Association of Marine Laboratories. It is the intent that the Association shall represent the regional organizations on matters that cannot be resolved at the regional level and matters of mutual interest that should be presented by the Association in behalf of all regional organizations on the national level.

The three regional organizations are: the Northeastern Association of Marine & Great Lakes Laboratories (NEAMGLL), the Western Association of Marine Laboratories (WAML), and the Southern Association of Marine Laboratories (SAML). Laboratories located on the Great Lakes are here defined as marine laboratories and will be eligible for membership in NEAMGLL and NAML.

V. MEMBERSHIP

Regular membership in the Association shall be composed of marine laboratories operated by state, university, and other non-profit organizations in the United States, Bermuda, Puerto Rico, the U.S. Virgin Islands and Guam. Marine laboratories shall be defined as those shore-based laboratory facilities directly accessing the marine environment or Great Lakes or other facilities or academic entities that are partially or primarily focused on marine research, education or outreach.

VI. CONDUCT OF BUSINESS

Conduct of business of the Association shall be governed by these Articles of Organization and the Bylaws. The rules contained in the latest edition of "Robert's Rules

of Order," most recently revised, shall govern the conduct of Association meetings provided they are not inconsistent with the provisions of these Articles and Bylaws of the Association.

VII. BYLAWS OF THE ASSOCIATION

The Association shall maintain Bylaws ("Bylaws" herein), which shall describe the methods of conduct of business for the Association. In the event of conflict between the Bylaws and these Articles of Organization, the Articles shall govern. In any conflict arising between the Articles of Organization and the Bylaws of the Association and the Articles of Organization and the Bylaws of the regional organizations, the Association shall prevail.

VIII. AMENDMENTS

These Articles of Organization may be amended at any duly constituted meeting of the Association, at which a quorum is present, by a two-thirds (2/3) vote of the regular member delegates present. Notice of proposed amendments shall be mailed at least thirty (30) days prior to the meeting to each member institution. Copies of the proposed amendment shall be made available to all delegates prior to the start of the meeting. Such notice shall include the exact wording of the proposed amendment and shall include the name(s) and address(es) of the proponent(s). However, changes can be made to the proposed amendment language at the meeting.