NAML Board of Directors Meeting Minutes – December 14, 2020
Prepared by Patty Webb, NAML Secretary

Attendance:
- Robert Dickey, President
- Dave Carlon, President-Elect
- Bob Cowen, Past President
- Patty Webb, Secretary (ex officio)
- Guy Meadows, NEAMGLL President
- Mike DeLuca, NEAMGLL President-Elect
- Dave Eggleston, SAML President
- Sue Ebanks, SAML President-Elect
- Quint White, SAML Past President
- Read Hendon, SAML Treasurer
- Karina Nielsen, WAML President and NAML Treasurer
- Terry Donaldson, WAML President-Elect
- Billie Swalla, WAML Past President
- Bob Richmond, WAML Treasurer
- Lou Burnett, BAI, NAML Executive Director

- Call to order. Bob Dickey called the meeting to order on December 14, 2020 at 2:00 p.m. EST.
- Approval of Minutes. Motion (Dave Carlon, Billie Swalla) to approve the minutes of the 28 September 2020 meeting of the Board of Directors as submitted. Approved unanimously.

- Summary of BOD actions since the September 28, 2020 meeting:
  - November 2, 2020, with a unanimous vote 13-0, the Board waived 2020 dues for LUMCON. The waiver was subsequently approved by the SAML Executive Committee.

- Future Meeting Dates.
  - 2021 Winter Public Policy Meeting. Dates were proposed and discussed for the virtual meeting – March 15-16, 2021 or March 22-23, 2021.
    The Board reached a consensus and selected March 22-23, 2021 for the 2021 Winter Public Policy Meeting.
  - Biennial Meeting. The meeting will be held at the University of Texas, Marine Science Institute assuming that face-to-face meetings are permitted. The proposed dates of October 25-26 or November 1-2 were discussed. The Board selected October 25-26, 2020 as the biennial meeting date at UTMSI.
    The Board reached a consensus and selected October 25-26, 2021 as the biennial meeting date at UTMSI.

- Membership Report.
  - Regular members, 2020 dues – 91 paid, 2 waived.
  - Associate members, 2020 dues - 11 paid, 2 arrears [NEAMGLL, NOAA OAR, Great Lakes Environmental Research Lab] (removed from
membership list) and WAML, Aquarium of the Pacific (removed from membership list)].

- **New member.**
  Texas A&M Center for Coastal Studies, small laboratory, has petitioned for membership; SAML Executive Committee approved membership to begin 2021 and will ratify at the 2021 SAML meeting in April. Requires NAML Board approval and ratification at 2021 Winter NAML meeting.

**New member approval.** Motion (Terry Donaldson, Billie Swalla) to approve NAML membership as a small lab for the Texas A&M Center for Coastal Studies. Approved unanimously.

- **Committees**
  - **Ad hoc Bylaws Committee, Dave Carlon, Chair.** Committee has been busy and has produced a draft of a number of amendments to the NAML Articles of Organization and the Bylaws. These proposed amendments were circulated to the Board of Directors prior to the meeting. The committee requested the Board of Director's approval of the draft to be sent to the membership at least 30 days before the winter meeting for discussion and approval. The major changes were reviewed. The changes and the rationale for the changes were discussed, including the following (see Appendix 1 for the Bylaws Committee report).
    - Changed “capital contributions” to “dues.”
    - Terminology changed referring consistently to regional organizations.
    - New section to allow the Board to deal with dues waivers and suspension of membership; general clarification of processes associated with membership standing.
    - “Waiver of Notice” was moved from the general membership meeting to the Board of Directors meeting.
  - **Standing committees.**
    - Formalized the Audit Committee which was a standing committee but did not have a formal membership.
    - Formalized the Finance Committee and its composition.
    - Added the Public Policy Committee (previously an ad hoc committee) with the membership and the terms of membership described.
    - Added the Education Committee (previously an ad hoc committee) with the membership and the terms of membership described.
    - Added a Diversity, Equity, and Inclusion Committee with the membership and the terms of membership described.
    - All committees have a general charge. The President can annually assign the committees with specific charges.
    - Clarified some of the dates and roles associated with the duties of the Treasurer.
• The rules for amending the Articles of Organization and the Bylaws will remain unchanged.
• The proposed changes can still be modified for clarity before being submitted to the membership for a discussion and a vote.

**Approval of Amendments to the Articles of Organization and the Bylaws.** Motion (Billie Swalla, Karina Nielsen) to approve changes to the Articles of Organization and the Bylaws to be submitted to the NAML membership for approval at the 2021 Winter meeting. **Approved unanimously.**

- **Public Policy Committee, Dave Carlon, Chair.**
  - The monthly public policy forum, open to NAML members, is scheduled every first Thursday at 2:00 pm Eastern time through at least the first part of 2021. Members are emailed connection information prior to each forum.
  - Public Policy Agenda FY 2022. There has been no new work on the boilerplate public policy. The committee has been discussing the transition of the new federal administration and is considering sending letters targeting OSTP and the transition team.
    - Note that the Public Policy Agenda needs approval only by the Board, but it must be circulated to the NAML membership for input.

- **Education Committee, Aly Busse, Chair.**
  - **Webinar.** The committee met on the previous Friday where the top agenda item was a *post mortem* on the first webinar that Matt Gilligan presented. There were more than 70 in attendance. The webinar is listed on the NAML website under the Resources tab > Webinars. Matt received a $10,000 award from a 2018 Presidential Award for Excellence in Science, Mathematics and Engineering Mentoring; he has proposed donating the award to NAML to plan/conduct a four-hour virtual workshop/conference spread over 1-2 days to examine existing and upcoming funding opportunities for collaboration to integrate research, mentoring and future workforce development.
    - Education Committee members Victoria Young (Savannah State University) and Jeff Bowman (Scripps Institution of Oceanography) volunteered to work with Aly Busse to develop some ideas to respond to the Gilligan proposal; specifics will need to be worked out on exactly how funds will be made available and whether or not there are any restrictions on the use of the funds. A realistic timeline will need to be established.
  - Webinars will be quarterly and the next webinar will be presented in February. Aly Busse will be the presenter.
Diversity, Equity, and Inclusion Committee. There was more discussion on the composition of this committee. The Board had just approved language proposing the establishment and composition of the committee, but some Board members felt that at least one Board member should be on the committee. It was generally agreed that the inclusion of a Board member was important. The language associated with the amendment will be adjusted to reflect this important change and the modified language will appear in Appendix 1 on amendments to the Articles of Organization and the Bylaws.


Revenues
- The total dues received for 2020 = $143,700.
- Winter meeting registration fees collected were $6,450 and a $2,500 donation from the University of Texas Marine Science Institute was received to support meetings = $8,950.
- The 3 regional organizations contributed the usual $1,000 each for the operation of the website = $3,000.
- A total of $9,000 was received in dues by five institutions that were one or more years in arrears (i.e., 2019 or before; this is not included in the 2020 dues = $143,700 above) = $9,000.
- **TOTAL 2020 Revenue** = $164,650.

Expenses
- Contracts with Burk & Associates, Inc. for management services and Federal Science Partners for public policy services = $132,000.
- Accounting, Bank Fees, Credit Card fees = $6,100.
- NAML 2020 Winter Meeting = $4,277. These are fees for the Marriott Metro Center where the meeting was to be held. Thanks to Jill Drupa (BAI) Marriott has agreed that NAML can recoup $2,743 of this amount provided NAML meets there by 31 Mar 2021.
- Biennial Meeting expenses = $0, since there is no biennial meeting this year.
- Briefings in Washington, D.C. = $0; no briefings are scheduled due to the pandemic.
- Web Hosting = $2,400
- **TOTAL 2020 Expenses** = $144,777.

This gives NAML a projected surplus for FY 2020 of $19,873; however, additional expenses may accrue in 2020. Given the $38,700 cash reserves carried over from 2019, NAML should end FY 2020 with approximately $58,573 on hand.
NAML 2021 Proposed Budget.
Some assumptions.
- 100% of 93 Regular NAML members pay dues.
- NAML has two meetings: 1) Winter Public Policy Meeting, and 2) Biennial Fall Meeting. The costs of each meeting will be covered by registration fees; Meeting Revenues = Meeting Expenses.
- Credit card fees for the dues of regional organizations will be passed on to each regional organization (cost 3.75% of the amount charged).
- Consider having regional organizations subsidize briefings.
- bai Management fee increase due to the increased role of BAI in helping to run the Association and the regional organizations.
- Log of 196 actions since July 2019 revising NAML database, email system updates, map updates; log of 118 website updates.
- Leave dues unchanged for 2021 and consider future increases tied to some index (e.g., Consumer Price Index); discuss this with the membership at the upcoming NAML meeting.

Discussion points raised.
- Consider hosting an auction to raise revenues.
- Consider submitting grant proposals for NAML initiatives, e.g., workforce development initiatives.

2021 Revenues
- Dues = $143,700.
- Winter Meeting registration fees = $6,000.
- Biennial Meeting registration fees = $3,000.
- Regional Organizations contribution to website operation = $3,000.
- Credit card fees from regional organizations = $750.
- TOTAL 2021 Revenue = $156,450.

2021 Expenses
- Contracts with Burk & Associates, Inc. for management services and Federal Science Partners for public policy services = $136,000.
- Accounting, Bank Fees, Credit Card fees = $5,600.
- NAML 2021 Winter Meeting = $6,000.
- Biennial Meeting expenses = $3,000.
- Briefings in Washington, D.C. = $5,000.
- Web Hosting = $2,400
- TOTAL 2021 Expenses = $158,000.

Revenues - Expenses = -$1,550. With projected carryover from 2020 = $63,000, this leaves $61,450 in the reserve.

Approval of 2021 NAML Budget. Motion (Quint White, Billie Swalla) to approve the 2021 NAML budget as shown above.
Approved unanimously.
• **Contract renewals.** Federal Science Partners and Burk and Associates Inc. have contracts that are up for renewal on January 1, 2021. The BAI contract has been revised and was circulated to the Board prior to the meeting. The FSP contract is being revised and will be forwarded to the Board.

| Approval of BAI contract renewal. Motion (Billie Swalla/Dave Carlon) to approve BAI contract to begin on January 1, 2021. | Approved unanimously. |

• **Regional organizations and meetings 2021.**
  
  o NEAGMLL has 4 open positions and have 3 candidates but do not have a President-Elect candidate. The election process will be initiated in January 2021.
  
  o SAML meeting is April 25-27, 2021.
  
  o WAML.
    - Terry Donaldson has agreed to stand for election to NAML President-Elect in the fall of 2021 at the Biennial Meeting.
    - WAML discussed having a meeting in March.
    - Judy Lemus has agreed to stand for election for WAML Member-at-Large (term 2021-2026); this election process will be initiated in January 2021.

• **New business.** The Education Committee is looking into NSF support for the website. NAML needs to start taking time to look into these things to augment the budget to help keep the pressure off of raising dues.

• **Adjourned.** The meeting adjourned at 3:40 p.m. EST.
Appendix 1

Amendments to the Articles of Organization and the Bylaws

We will provide the membership with the full text of these changes with the associated rationale as it appears below. The comments on the right-hand side are for the committee in its deliberations and will not be provided.

Background Information

These are two separate documents. The Articles of Organization essentially create the organization and the Bylaws set out the rules and procedures for internal governance. Amending each of these uses the same procedures.

From Article VIII of the Articles of Organization. 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.

A quorum is defined in the Bylaws (Article I. Section 7) as follows. These refer to Delegates or their Alternates.

The presence, in person, by electronic communication or by proxy, of one-third the regular membership shall constitute a quorum at all meetings of the members.

So the next duly constituted meeting of NAML will be held in February or March 2021 and this is where these amendments will be considered.

NAML Articles of Organization Amendments

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Additions = bold underline
Deletions = strikethrough
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 State Commonwealth of Massachusetts.

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 regular 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 either do not wish to participate in the national organization or cannot be voting members of the national association because they are Federal laboratories. Associate members only belong to the regional association 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.

Rationale:
- The word “dues” was used in the Articles of Organization and the Bylaws until 30 Oct 1993, when it was changed to “capital contributions.” The word “dues” is used when a payment is made for the exchange of benefits. There are benefits and services that come with NAML membership. “Contributions” are donations made without receiving anything in exchange.
- The word Association is synonymous with NAML as defined in Article I.
- Allowing ratification of new members using a ballot gives flexibility and better timing for approval.
- The regional structures are referred to as "organizations" throughout the Articles of Organization and the Bylaws. This reference to NEAMGLL, SAML, and WAML as organizations is helpful.

VII. BYLAWS OF THE ASSOCIATION AND THE REGIONAL ORGANIZATIONS
The Association shall maintain Bylaws of the Association ("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.

**Rationale:** This gives precedence to the rules of the Association over the regional organizations.

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**NAML Bylaws Amendments**

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Additions = **bold underline**
Deletions = * strikethrough

**Article I. Membership**

**Section 1: Applications**

Applications for membership shall be in the form of a letter from a responsible officer of the candidate member institution, addressed to the president of the appropriate regional organization of the Association (NEAMGLL, WAML, or SAML), indicating the intent of the candidate member institution organization to become a regular member of the Association. Upon acceptance by one of the regional organizations, a majority vote of the Board of Directors of the Association shall elect an applicant candidate to membership, subject to ratification by vote of members present at the next meeting of the Association or by a ballot, and the payment of the regional organization and Association capital contributions dues for the year in which the applicant is elected.

**Rationale:**

- These edits clarify some of the terms so that they are used consistently throughout the bylaws.
  - Association is defined as the National Association of Marine Laboratories.
  - Regional organization refers to NEAMGLL, SAML, or WAML.
  - “Candidate member institution” avoids using the term organization, which is reserved for reference to the regional organizations.
- The proposal removes the specificity requiring approval at the very next meeting and also gives the option of ratification by a ballot. Allowing a ballot will help with the timing of new member approvals. See rationale above for changing “capital contributions” to “dues.”
- The interpretation is that the regional organization must first approve membership through its Executive Committee (SAML) or Board of Directors (NEAMGLL, WAML). In
other words, the NAML Board of Directors will not consider an application for membership unless it is approved by the appropriate regional organization. Ratification by the regional organization is not required to advance the candidate member institution to consideration by the NAML Board of Directors. Ultimately, decisions of the NAML Board of Directors and the regional organization must be ratified by the respective memberships. Ratification can be done either at a meeting or by a ballot. **Regional organizations may need to adjust their bylaws to allow ratification by ballot.**

**Section 2: Participation**

To participate in the functions of the Association, a member **an organization** shall be an active member in good standing have made a capital contribution for the current year, Current year is defined as starting January 1 and ending through December 31.

**Rationale:** Being a member in good standing is used elsewhere to define representation as a delegate (Article I, Section 3A) and voting (Article I, Section 4A). A member granted a suspension of membership (see Section 6.D.) is considered inactive and this is why the word “active” is used.

**Section 6: Capital Contributions Dues**

A. Membership contributions **dues** shall be assessed annually by the Association, and the designated portion of said contributions **dues** forwarded to the regional organizations.

B. The Board of Directors shall periodically review the capital contribution **dues** structure for member institutions of different sizes and revise and set fees **dues**.

C. Capital contributions **Dues** are payable before January 31 of each year. Delinquency of members shall be determined by the Finance Committee after January 31, **by March 31** of each fiscal year. Delinquent members shall not be **considered members in good standing and shall not be** allowed to participate in corporate Association events as members. Failure to pay dues contributions by the end of the current fiscal year **or at a later time determined and published by the Board of Directors** will result in automatic loss of membership.

D. If a member is unable to pay dues, the member may request from the Association a waiver of the dues or a suspension of membership for the year(s) in question. The request must be approved by the Board of Directors and agreed to by the corresponding regional organization.

1. A waiver of dues will be considered for a member due to documented unusual and extraordinary circumstances; the member must document a need to remain an active member of the Association in good standing.
2. **A suspension of membership will be considered for a member due to documented unusual and extraordinary circumstances. During the suspension period, the member is considered inactive. The suspended member will receive notices of Association activities, but may not participate in functions of the Association.**

*Rationale:* There are several important points to this section: delinquency, loss of membership, and dues waiver or suspension of membership.

- **Delinquency.** Determining delinquency is left in the hands of the Finance Committee (which is not defined anywhere in the bylaws; it is not a Standing Committee but has been proposed below as a Standing Committee). The Finance Committee should allow time for members to pay dues for the current year. For example, in the FY 2020 members were in the process of paying 2020 dues and the Winter Meeting was held in March (i.e., the February to March time-frame). Those members that had paid 2019 dues but not 2020 dues should not be considered delinquent, otherwise there will be a much smaller number of members qualifying to attend the Winter Meeting and obviously this is undesirable. When the March 17, 2020 Winter Meeting was held, only 69 of 93 members had paid 2020 dues. Thus, the determination of the standing of a member (delinquent or good standing) is important. At some point in the FY 2020, those members that have not paid 2020 dues should be considered delinquent. There are a number of consequences for this.
  - Loss of updates from Federal Science Partners.
  - Loss of participation in meeting events, e.g., NAML Biennial Meeting, regional organization meetings.
  - Loss of eligibility for student support, i.e., the SAML Student Support Program ([http://saml.naml.org/members/studentsupport.php](http://saml.naml.org/members/studentsupport.php)). NEAMGLL is considering a similar student program.

- **Loss of Membership.** At some point, the member in arrears for dues must be removed from membership. The current wording states that failure to pay dues for the current year results in automatic loss of membership. The new wording allows the Board of Directors a little leeway as long as the decision is communicated to the member at risk of losing membership. This was effectively done in 2020 by allowing members in arrears for 2018 dues to remain a member until March 31, 2020 at which time they must have paid 2020 dues and also the arrears dues (unless a petition to waive the arrears dues is granted by the Board of Directors). This provides an incentive for the member in arrears to pay current and back dues to become once again a member in good standing with full benefits. Note that the 2020 year was unusual in that there was a backlog of members in arrears. This backlog no longer exists.

- **Dues Waiver or Suspension of Membership.** There is currently no provision in the bylaws for a member to deal with difficult circumstances surrounding dues payment. Either dues are paid or membership is forfeited. This new provision provides mechanisms for a member to remain affiliated with NAML during hard times. It avoids having a member lose membership and then having to reapply.
Section 9: Waiver of Notice

A member, either before or after a membership meeting, may waive notice of the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance at a membership meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Rationale: This section has been moved to the section on meetings of the Board of Directors where it more properly applies. But here is how a waiver of notice works. If the Association fails to provide proper notice of a meeting of the membership (called a membership meeting), as stipulated in Section 8 (immediately before this section under membership), then the delegate (or alternate delegate as proxy) may attend the meeting and this attendance is the equivalent of saying “I waive notice of this meeting.” Thus, by attending the meeting the member consents to the meeting and the validity of the business conducted at the meeting. However, the member may attend the meeting in order to object to the transaction of business because the meeting was not lawfully called or convened. Normally, regular NAML membership meetings are advertised far in advance with published agendas. There may be an occasion, even though unlikely, where a special membership meeting may need to be called to address some emergency situation and members are given less than 30 days notice. In this case, a member could object using the rules in this section. If a member does not attend the meeting, that member should waive notice of the meeting after the meeting occurred for the meeting to be legal. These rules are more appropriate for small groups.

As an example, special meetings are called when there’s a pressing issue that can’t wait for the next scheduled meeting. If there’s not enough time for a formal meeting notice, members can opt to sign a waiver and hold the meeting without notice. The waiver ensures that all members agree to hold the meeting and abide by the actions that take place.

We are unaware that NAML has ever used this provision and it seems that it is boilerplate language used by some, but not all, organizations. Scientific organizations that we surveyed (American Physics Society, American Physiological Society, American Chemical Society, Ecological Society of America) do not even have a “waiver of notice” provision. The American Geophysical Union does mention a “waiver of notice,” but does not specify how it should work.

Article II. Board of Directors and Committees

Section 1: Board of Directors

A. Voting Membership

The Board of Directors of the Association shall consist of:
1. The President
2. The Vice-President/President-Elect
3. The immediate Past President
4. Twelve (12) members-at-large; other members: four (4) from each regional organization as duly elected by each organization and titled members-at-large. The President, Vice-President/President-Elect, and immediate Past President of each regional organization will normally fulfill three of these roles unless otherwise selected by the regional organization. Only regular member delegates may serve on the Board of Directors. Members of the regional organization who are not members of the Association (e.g., Federal laboratories) are not eligible to be members of the Board of Directors of the Association.

Rationale: The proposed changes make this section more consistent with the language elsewhere in the bylaws (Article I. Section 3.B).

Section 1: Board of Directors

F. Meetings

Meetings of the Board of Directors shall be as follows:

1. Regular meetings. The Board of Directors shall meet at least twice each year and immediately prior to the biennial meeting of the Association. At least thirty (30) days notice of the time and place of such a regular meeting shall be given in writing to each member of the Board of Directors. The purpose of any regular meeting shall be specified in the notice. Such special meetings may be conducted via telephone or video-conference.

2. Special Meetings. Special meetings of the Board of Directors may be held from time to time upon call of the Chairperson or by written request of a majority of members of the Board of Directors. At least fifteen (15) days notice of the time and place of such regular and special meetings shall be given in writing to each member of the Board of Directors. The purpose of any regular and special meeting shall be specified in the notice. Such special meetings may be conducted via telephone or video-conference.

3. Waiver of notice. A member, either before or after a Board of Directors meeting, may waive notice of the meeting; and this waiver shall be deemed the equivalent of having been given notice. Attendance at a Board of Directors meeting of a person entitled to notice shall constitute a waiver of notice of the meeting unless he/she attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

4. Informal Action by members or Directors. Actions by the Board of Directors without a meeting; Any action that may be taken at a meeting of members or Board of Directors may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the members entitled to vote on the action and shall be filed with the Secretary of the Association. This consent shall have the same effect as a unanimous vote at a membership or board meeting.
5. The rules contained in the latest edition of "Robert's Rules of Order," most recently revised, shall govern the conduct of Board of Directors meetings provided they are not inconsistent with the provisions of the Articles of Organization and the Bylaws of the Association.

*Rationale:* The changes in Section F provide greater clarity. The waiver of notice section was moved from the membership meeting section to the Board of Directors meeting section. Notice for both the membership meeting and the Board of Directors’ meeting are still required. If proper notice of a Board of Directors’ meeting is not given, the waiver of notice rule requires a waiver of notice either by attending the BOD meeting or signing a waiver of notice. This is practical for the 15-member BOD where it is possible that a special meeting needs to be called on short notice. This kind of waiver, however, is not practical for the 93 member meeting of the membership. A member may still object to the legality of a meeting where proper notice is not given. A survey of different scientific societies, some very large, reveal that they have no “waiver of notice” provision in their bylaws at all.

Section 2: Standing Committees

A. Standing committees shall be appointed by the President with the advice of the Board of Directors. Any person employed by a member institution may be appointed to a standing committee provided that notice of the appointment be transmitted to the official delegate of the member institution.

B. Standing committees shall include, but not be limited to, the following:

1. **Nominating Committee.** Appointed by the President before July 1 of each election year to prepare a slate of nominations for the office of Vice President/President-Elect. It shall consist of members from the regional organization from which the President-Elect is to be elected. The chairman shall be the immediate Past President of the Association. In the event he/she is unable to serve, the President may appoint any eligible individual as defined above.

2. **Audit Committee.** Appointed by the President or incoming President and approved by the Board of Directors by January 15 of each year. Its duties are limited to examining and approving the finances of the Association. The Audit Committee shall not include the President, the President-Elect, the Past President, the Treasurer and or the Secretary. The chair of the Audit Committee will present a report on the Association’s finances and record-keeping to the full Board of Directors at least once per year.

*Rationale:* During off years, there is no incoming President.

**Add new standing committee B3. Finance Committee**

B3. Finance Committee. The Finance Committee shall consist of the President, the President-Elect, and the Treasurer with the Treasurer serving as the chair. The committee shall determine delinquency of members and develop a budget for the Association.
**Rationale:** A Finance Committee is referenced in two places: Article I, Section 6C and Article III Officers and Duties. This committee will be involved in determining delinquent members (Article I, Section 6C) and establishing a budget.

**Add new standing committee B4. Public Policy Committee**

B4. Public Policy Committee. The Public Policy Committee shall consist of the President-Elect as chair, the President, the Treasurer, the chair of the Education Committee and two representatives nominated by each regional organization and appointed by the NAML President. The regional organization appointees shall serve a term of no more than three years with the option of being appointed for a second consecutive term. The committee is charged with developing a public policy agenda that will be disseminated to the membership and approved by the NAML Board of Directors. The committee is also charged with other actions, including but not limited to the organizing of briefings and producing position statements, testimony, and other such documents relevant to the public policy mission of NAML.

**Rationale:** A Public Policy Committee should have a specified membership with term limits even though regular monthly public policy calls have a much broader participation. The amendment specifies general charges to develop and disseminate a public policy agenda, sponsor public policy briefings, and produce relevant testimony, positions, and other documents.

**Add new standing committee B5. Education Committee**

B5. Education Committee. The Education Committee shall consist of a chair and a vice chair, the chair of the Public Policy Committee, and two representatives nominated by each regional organization and appointed by the NAML President. The regional organization appointees shall serve a term of no more than three years with the option of being appointed for a second consecutive term. The chair and the vice chair shall be appointed by the President in consultation with the Board of Directors and serve a term of three years with the option of being appointed for a second term. The committee is charged with assessing and disseminating pedagogic information, best practices, necessary support structures and impediments to providing outstanding educational experiences.

**Rationale:** An Education Committee has existed for a number of years as an ad hoc committee and has attracted much interest. Like the Public Policy Committee, it should have a specified membership with term limits.

**Add new standing committee B6. Diversity, Equity, and Inclusion Committee**

B6. Diversity, Equity, and Inclusion Committee. The Diversity, Equity, and Inclusion Committee shall consist of a chair and a vice chair, and a representative nominated by each regional organization and appointed by the NAML President for a term of three years with the option of being appointed for an additional term. Additional members may be appointed. In addition, at least one member of the Board of Directors shall serve on the committee. The chair and the vice chair shall be appointed by the President in consultation with the Board of Directors and serve a
term of three years with the option of being appointed for a second term. The committee is charged with promoting conversations, policies, and procedures to improve the organizational climate and opportunities for diversity, equity, and inclusion in the marine sciences at NAML member institutions.

Article III. Officers and Duties

Section 5. Treasurer. B. Duties of the Treasurer

1. The Treasurer shall be responsible for keeping all accounts for preparation of an annual financial statement to be presented to the regional organizations, for assisting in the preparation of each annual budget, for depositing all regional capital contributions dues for safekeeping and for all other Association receipts and disbursements.

3. The Treasurer shall, not later than October January 31 of each year, prepare and transmit invoices for annual membership capital contributions dues to the members. Within 30 days of receipt of capital contributions from members, the Treasurer will forward to the regional organizations the their portion of the dues collected contributions due to the regional organization to each regional organization on a quarterly basis. A record of receipt shall be prepared by the Treasurer and properly recorded for deposit.

**Rationale:** This first sentence (Section 5.B.3) in the current bylaws is a strange statement and would appear to be somewhat at odds with the practice and intent (though technically not at odds) of dues being "payable before January 31 of each year" (Article I. Section 6C). Changing October 31 to January 31 is consistent with the current intent and practice. Next, distributions on a quarterly basis are a much more reasonable and practical time-frame. Ideally, all dues should have been received in the first quarter! In 2020, 76% of the members paid dues by the end of the first quarter; 91% by the end of April.

4. The Association may retain the services of an independent accounting professional to assist in the duties of Treasurer or to conduct an annual audit or review of the Corporate records. As a minimum, an audit or review of the books of the Association shall be conducted annually by the Audit Committee and a report of its findings approved by the Board of Directors.

**Rationale:** A review and an audit are two different things (see, for example, https://www.accru.com/2017/01/review-vs-audit-what-you-need-to-know/). Adding the word review the required flexibility. The finances of NAML are fairly simple and straightforward. The more costly audit may not be affordable. The wording of this section does not require the action of an independent accounting professional, but allows it. The Audit Committee, through its chair, must still issue a report to the Board of Directors as described in the charge to that committee.

5. The Board of Directors can alter the deadlines for invoices and contributions dues by a majority vote, subject to notification of the full membership.
Article V. Emeritus Members

Section 1: Definition and Eligibility

A. The position of Emeritus Member is established to recognize individuals who have made significant contributions to the Association and/or to the promotion and advancement of marine sciences under the auspices of the Association.

B. Persons eligible for nomination as Emeritus Members must be retired and from one of the following categories: the Association's Board of Directors, member laboratory directorship delegate or alternate delegate, or leadership position in an organization or agency promoting the advancement of marine sciences or member laboratories through the Association.

*Rationale:* Not all laboratory directors are delegates and vice versa. The intent is that those that represent member laboratories are eligible for nomination.

Section 2: Nomination and Election

B. A vote on the nomination may be taken at a regular meeting the Biennial Meeting of the Association. The election, with the consent of the Board of Directors, also may be held by mail or electronic ballot at a specified date other than the biennial meeting by allowing at least forty five (45) days from the distribution of the ballots before the voting is concluded. In this latter case, the Secretary will certify the election and archive the ballots as verification of the results.

*Rationale:* The changes make these sections consistent with other parts of the NAML Bylaws referencing approval of new members. In recent years, NAML meets annually, e.g., winter public policy meeting, where it holds business meetings.

Section 3: Rights and Responsibilities

B. Emeritus members have the responsibility to continue in service to the Association through active participation on committees or through other assumed or assigned responsibilities that promote the goals designated under the Articles of Organization Incorporation.

Questions

Do we want to make changes to the mechanism by which amendments are made? The rules are identical for the Articles of Organization and the Bylaws. They currently can only be made at a “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.” Of course, this can include virtual meetings. A quorum: *The presence, in person, by electronic communication or by proxy, of one-third the regular membership shall constitute a quorum at all meetings of the members.*
Discussed by committee. Current rules are fine as is.
Appendix 2

NAML Management Report 2020

This is a summary of activities and services for 2020 used in fulfillment of the contract between BAI and NAML.

Membership Services
Dues invoices were sent out on January 21, 2020 to all regular NAML members and to Associate members of regional organizations. There was regular follow-up with reminders (March 3 and March 16; indicated on the graph below) and much interaction with individual member institutions. There was also significant communication with members in arrears for 2019 and before; the result was $9,500 being collected in arrears dues. We do not anticipate that such a backlog will occur in the future. A total of 91 NAML members paid 2020 dues with dues being waived for two members: SC Aquarium and LUMCON. NAML total membership = 93 institutions. A total of 11 Associate members paid dues.
A total of nine Regular members were dropped from membership for failure to pay dues. A total of 11 Associate members were dropped from membership for failure to pay dues.

Full membership information and dues status has been shared with members of the Board of Directors throughout the year.

**Member Updates**

BAI has provided member updates on a regular basis to Regular NAML members and Associate members of the regional organizations with input from the leadership. This has been a valuable tool in keeping the membership apprised of activities of NAML and the regionals.

**Web and Database Services**

There was much activity in 2020. To date 156 updates were made to the member database including updates to the map on the website and 16 new images placed in rotation on the NAML and regional websites. There were 120 modifications to the websites by the webmaster. Also in 2020 efforts were made to update the regional websites. BAI took over management of the NEAMGLL website and efforts to revise the information on that site began in the fall.
Please review the spreadsheet for detailed information on the updates that were made.

**Webinars**
A new benefit to NAML members will be a regular webinar series that was initiated by the Education Committee. The first webinar was in November and was very successful. BAI provided the webinar through its GoToWebinar account. BAI also provided and will provide the hosting and training associated with these and other NAML webinars.

**Meeting Management Services**
The planning and arrangements for the 2020 winter NAML meeting began in January 2020. Initial plans were for an in-person meeting and this changed to a virtual meeting in March as a result of the pandemic. The switch to a virtual meeting occurred after many arrangements had been made with conference facilities, restaurants, and the hotel.

The change to a virtual meeting required additional and different efforts. A GoToWebinar format, licensed to BAI, was used. This required training of all meeting panelists ahead of time to make sure the panelists were properly prepared with their presentations. There were nine external speakers.

**Articles of Organization and Bylaws**
The last revision of the NAML Articles and Bylaws occurred in 2006. A review of the bylaws by BAI revealed a large number of updates and amendments that should be considered. President Robert Dickey appointed an ad hoc Bylaws Committee to propose amendments to be taken up and voted on at the 2021 Winter NAML meeting. BAI formatted and explained the proposed amendments at the direction of the committee.

**Calendars**
BAI has begun setting up calendars for the officers of NAML and each of the three regional organizations. This is in the initial stages but should be done by the end of December. Officers will receive automatic prompts through our standard Google accounts (forwarded to professional email addresses) for doing such things as making appointments to committees and any other things the officers wish.

**Archives**
In the summer of 2020, Nancy Rabalais (Past NAML President) contacted Lou Burnett (BAI) and transferred a large number of NAML documents in her possession that she had scanned to pdf files. The files had been given to her by Alan Kuzirian, the former Secretary and Treasurer of NAML. The files date from the late 1980s when NAML was first formed up until a few years ago. The files that Lou Burnett received were in no particular order and not organized in any obvious way. The process of curating these files is ongoing but will take much time. Once the files are curated, they will be available to the leadership of NAML and housed on the Google account of the Secretariat. These files will essentially be the “file cabinet” of NAML.

There are as many as 600 pdf files with as many as 5 different documents in each file!
Other Services
Other services have included preparation of meeting agendas, editing of minutes, and preparation of ballots.