

Adopted by Sea Grant Association
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SEA GRANT ASSOCIATION
BYLAWS

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SEA GRANT ASSOCIATION

BYLAWS

ARTICLE I

Offices

Section 1. Principal Office. The principal office of Sea Grant Association (referred to as the "Corporation") shall be located within or without the State of Rhode Island. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 2. Registered Office. The Corporation shall have and continuously maintain in the State of Rhode Island, a registered office and a registered agent whose office is located at such registered office. The address of the registered office may be changed by the Board of Directors.

ARTICLE II

Members

Section 1. Designation. The Corporation's membership shall be composed of organizations interested in furthering the Sea Grant Program concept and in furthering the purposes of the Corporation. Membership shall be limited to organizations individuals shall not be eligible for membership. The Corporation shall have two classes of members:

Regular Members. Regular Members shall include only institutions receiving Sea Grant college, regional consortium, or program support in accordance with Sea Grant enabling legislation, or those chartered, degree-granting institutions interested in furthering the purposes of the Corporation.

Associate Members. Associate Members shall include other organizations interested in supporting and furthering the purposes of the Corporation

Each member shall appoint an individual delegate to represent it. The delegate must be a full time employee of the member, and his or her appointment shall be made in writing by means of a letter of appointment presented to the secretary of the Corporation prior to or at the meeting to be attended by the delegate. Each member shall have the right to remove its delegate and appoint another individual to serve in his or her stead. Notice of such removal shall be provided to the secretary of the Corporation.

Section 2. Dues. Members shall pay annual dues to the Corporation. Dues shall be set by a two-thirds vote of the Regular Members, and shall be payable on January 1 of each year. Delinquency of members shall be determined by The Board of Directors at its first meeting following June 1 and prior to the annual membership meeting. Delinquent members shall not be allowed to participate in Corporation activities as members.

Section 3. Rights of Members. Upon being accepted as a member by the Board of Directors and paying the applicable membership dues, such member shall be entitled to such privileges as determined by the Board of Directors. All members shall have the same rights and

privileges, except that only Regular Members shall have the right to vote. Memberships shall not be transferable.

Section 4. Term of Membership. Unless a shorter term shall be specified at the time of a member's election, the term of membership in the Corporation shall be one year, and will be automatically extended upon payment of renewal dues. Any member may resign at any time by mailing or delivering written notice to the secretary of the Corporation.

ARTICLE III **Meetings of the Members**

Section 1. Location of Meetings. Meetings of members may be held at such place, either within or without the State of Rhode Island, as determined by the Board of Directors. Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, the members may hold a meeting by means of telephone conference.

Section 2. Annual Meeting; Regular Meeting. A meeting of the members shall be held annually for the election of the Board of Directors and the transaction of other business as may properly come before the members. In addition, the members shall hold at least one other regular meeting each year.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors. Such meetings may also be convened by members entitled to cast one-third of the total number of votes entitled to be cast at such meeting. Only business within the purpose or purposes described in the meeting notice may be conducted at a special [members'] meeting.

Section 4. Notice of Annual, Regular and Special Meetings. Notice of each meeting of the members shall be given by the Corporation and shall state the date, time, and place of the meeting and shall indicate the purpose or purposes for which the meeting is being called. Such notice of any meeting shall be given to each member entitled to vote at such meeting. The notice shall be given either personally, by mail, or by electronic mail not less than sixty days before the date of the meeting in the case of the annual meeting, and not less than thirty days in the case of other meetings. This notice shall include the proposed agenda for the said meeting. Documentation on any and all substantive items that the Corporation wishes to have brought to a vote at such meeting shall be disseminated to the members at least 10 days prior to said meeting. When a meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

Section 5. Waiver of Notice. A member may waive any notice required by law or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, shall be signed by the member entitled to such notice, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A member who attends a meeting 1) waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and 2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 6. Quorum. A majority of members entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of members for the transaction of any business. The presence of less than a quorum will adjourn a meeting.

Section 7. Proxies. Every member entitled to vote in person may authorize an alternate delegate to act for it by proxy. Every proxy appointment form must be signed by the member or such member's duly authorized attorney-in-fact. An appointment of a proxy becomes effective when received by the secretary of the Corporation or other officer or agent authorized to tabulate votes.

Section 8. Vote. Each Regular Member in good standing is entitled to vote at any meeting of members. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law, the Articles of Incorporation or these Bylaws, be authorized by a majority of the votes cast at a meeting of members at which a quorum is present; provided, however, that a two-thirds vote shall be required on matters of policy.

Section 9. Electronic Vote. If the press of time requires that the Corporation take action on a matter of policy prior to a Regular Meeting, or without the delay associated with the calling of a Special Meeting, then the President, with the approval of a majority of the Board, shall conduct a vote via electronic mail. The results will be deemed valid if the recorders receive electronic votes from a majority of the members eligible to vote.

Section 10. Action by Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if all members entitled to vote on the action consent in writing, or by electronic text communication, to the action.

ARTICLE IV **Directors**

Section 1. Powers and Qualifications. The policies of the Corporation shall be determined, and its affairs shall be managed, by its Board of Directors. The directors shall act only as a Board of Directors, or as a committee thereof, individual directors shall have no power as such. Directors shall be employed by a Regular Member of the Corporation and shall be elected from among the delegates appointed by the Regular Members.

Section 2. Number. The number of directors of the Corporation shall be eight, which shall include the president, the president-elect, the immediate past-president, the chair of the Program Mission Committee, the secretary, the treasurer, and two persons elected as directors-at-large. In addition, if approved by a vote of the membership, an employee of the Corporation may be an ex officio, nonvoting member of the Board of Directors. If a tie vote occurs among the voting members of the Board of Directors, the President shall cast an additional, deciding, ballot.

Section 3. Term. All directors shall hold office for a term of two years and may serve for unlimited successive terms.

Section 4. Resignations. Any of the directors may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein.

Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Section 5. Removal; Vacancies. A director may be removed by a vote of two-thirds of the Board of Directors or by a majority of the voting members. A vacancy in the Board of Directors shall be deemed to exist in the event of the resignation, removal or death of a director, or in the event of an increase in the number of such directors. Except as otherwise provided by these Bylaws, any such vacancy shall be filled by the members of the Corporation.

Section 6. Compensation. Directors shall not receive any compensation for their services as such; however, the Board of Directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the Corporation, including but not limited to attendance at meetings of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE V

Meetings of the Board of Directors

Section 1. Location of Meetings. Meetings of the Board of Directors may be held within or without the State of Rhode Island, and may be held by means of telephone conference.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors and designated in the notice or waiver of notice of the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board of Directors.

Section 4. Call Of Special Meetings. The president may call, or upon the request of a majority of the members of the Board of Directors, the secretary shall call, special meetings of the Board of Directors. The occurrence and substance of formal meetings of the Board of Directors, or of a designated subset of the Board, with representatives of the National Oceanic and Atmospheric Administration, or of the National Sea Grant Review Panel, or of other formally constituted entities, shall be reported in a timely fashion to Members of the Sea Grant Association.

Section 5. Notice of Annual, Regular and Special Meetings. Notice of annual, regular and special meetings of the Board of Directors shall be in writing signed by the president or the secretary, and shall be served personally or sent to each director by mail, electronic mail, or tele-facsimile addressed to his/her last known, address at least thirty days before the time designated for an annual or regular meeting and at least fifteen days before the time designated for a special meeting. Notice of meetings shall state the time and place of the meeting; the purpose or purposes of such meetings need not be specified, unless otherwise required in the Rhode Island Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

Section 6. Waiver of Notice. Whenever notice is required to be given to any director under the provisions of the Rhode Island Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such

notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver need not specify the purpose or purposes of the meeting.

Section 7. Quorum. A majority of the directors present in person shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, directors present then may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 8. Vote. At any duly called meeting at which a quorum is present, any action by a majority of directors shall be deemed the action of the Board of Directors.

Section 9. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE VI **Committees**

Section 1. Designation. The Board of Directors shall have the following standing committees: the Program Mission Committee; the External Relations Committee; the Networks Advisory Council; the Nominating Committee; the Resources and Finance Committee; the Special Events Committee the Standards and Ethics Committee; and such other committees as it may deem necessary and proper. The Board of Directors may also designate from time to time advisory committees as deemed necessary and proper. Individuals, other than directors or delegates of members, who are employed by Regular or Associate Members, may serve on advisory committees, or may participate as nonvoting members of board committees.

Section 2. Program Mission Committee. The Program Mission Committee has primary responsibility for the accomplishment of the Sea Grant mission. It serves the membership through the development of ideas, documents, policies, and procedures which are then referred to the Board of Directors and the members for adoption and action. The duties of the Program Mission Committee shall include:

1. Consider and recommend policy, procedures, and collective activity that will enhance the effectiveness of the National Sea Grant Program;
2. Consider and recommend policy and procedures that will enhance the Sea Grant university-government partnership;
3. Advise and assist in the collection and assembly of information that elucidates the progress and impact of Sea Grant program network;
4. Recommend issues for consideration by other committees, the Board of Directors, and/or the members;
5. Provide liaison with, nurture, and encourage faculty and professional leadership in pursuit of the Sea Grant mission; and
6. Recommend the formation of subcommittees and special committees to expedite progress towards the goals of the Association and the Sea Grant mission.

The voting members of the Program Mission Committee shall consist of the Chair of the Committee, who shall be elected for that purpose by the members of the Corporation; the president-elect; and six delegates elected by the members of the Corporation to serve as liaisons to the six recognized networks of the Corporation: Extension, Communications, Education, Fiscal, Legal, and Research.

The Program Mission Committee shall also have the following ex officio, nonvoting members: the chair of the Extension Assembly, the chair of the Sea Grant Communicators Network, the chair of the Sea Grant Educators Network, the chair of the Sea Grant Fiscal Officers Network, the chair of the Legal Network, the chair of the Research Coordinators Network, the chair of the Network Advisory Council, and the elected representative of other Sea Grant groups recognized by the SGA; representatives of affiliate organizations with which a Memorandum of Understanding with the Association exists; and the president of the Corporation.

Section 3. External Relations Committee. The External Relations Committee advises and assists the president of the Corporation with issues and activities associated with government relations and with new and developing activities with foundations, industry, and nongovernmental organizations. The duties of the External Relations Committee shall be to:

1. Assist the president of the Corporation in representing the Corporation in the area of federal relations;
2. Advise and assist the president and the Board of Directors on developing partnerships with government, foundations, industry groups, and nongovernmental organizations;
3. Advise and assist the president in interacting with NOAA and its Sea Grant Office on common Congressional and agency agenda items, while providing a separate avenue of effort and strategy where the partnership may be constrained by administrative policy;
4. Maintain a close working liaison with the Board on Oceans and Atmosphere of the National Association of State Universities and Land Grant Colleges and other organizations with common interests; and
5. Staff the Corporation's federal government relations effort, including:
 - a. developing and implementing strategy for Congressional and other federal relations efforts in consultation with the Board of Directors;
 - b. recommending duties to members;
 - c. gathering and disseminating information;
 - d. preparing and arranging for presentation of Congressional testimony;
 - e. responding to relevant legislative and agency inquiry;
 - f. preparing position papers and briefing materials;

- g. recommending to the Board of Directors purchase of service arrangements where necessary;
- h. recommending to the Board of Directors alternative or additional affiliations and/or staffing arrangements as the need arises; and
- i. recommending to the members and the Board of Directors the formation of subcommittees and special committees that will expedite the Corporation's external relations goals.

The voting members of the External Relations Committee shall consist of the Chair of the Committee, who shall be appointed by the president and confirmed by the members of the Corporation; the president of the Corporation; the president-elect of the Corporation; and up to twelve delegates (or alternate delegates) appointed by the president, whose appointments shall be confirmed by the members of the Corporation. An alternate delegate may serve contingent on joint approval by the full state delegate, the ERC Chair and the SGA President.

Section 4. The Networks Advisory Council serves its membership and the SGA through the development of ideas, documents, and recommendations from the Networks that are then referred by NAC leadership to the SGA Board and delegates for adoption and action. The primary responsibilities of the NAC shall be to:

- a. enhance communication to and from the SGA and the Networks;
- b. advise and enhance communication within and across Networks by engaging Network partners in matters of common interest;
- c. recommend issues for consideration by SGA and Network committees, the SGA Board of Directors, and/or the Network members; and
- d. advise the SGA President and Board on all issues considered by the Board.

The NAC is to be comprised of Network leaders and the SGA leadership. The voting members of the NAC shall consist of the leaders of each of the Networks represented on the NAC (Assembly of Extension Leaders, Communications, Education Network, Fiscal Officers, Legal, and Research Coordinators). The Chair and Vice Chair of the NAC shall be elected by the Network leaders. The NAC shall also have the following Ex Officio, non-voting members: SGA President, SGA President-Elect, Program Mission Committee (PMC) Chair, and External Relations Committee (ERC) Chair and other Ex Officio members as a two-thirds majority vote of the NAC deems necessary and proper.

Section 5. Nominating Committee. The Nominating Committee shall prepare a slate of candidates for all elected positions, which shall include not less than two candidates per office. For committees with multiple at-large positions, the Nominating Committee may recommend staggered terms. The Nominating Committee shall be chaired by the immediate past president of the Corporation, and shall include two additional delegates appointed by the president and confirmed by the members of the Corporation. In the event the past president shall be unable to serve, the president may appoint another delegate as Chair, subject to the approval of the Board of Directors.

Section 6. Resources and Finance Committee. The Resources and Finance Committee shall be responsible for the oversight of the Corporation's resources and financial matters. The Committee shall:

1. Recommend to the Board of Directors contractual arrangements for a financial audit;
2. Review and verify the financial records and accounts of the Corporation in years when a contracted audit has not been conducted; and
3. Assist the president in resource matters such as arranging for office space, retirement programs, and related issues of employees of the Corporation; and
4. Oversee, in conjunction with the Treasurer, management of the Corporation's financial investments and see that a report on their Status is presented to the Board at each of its meetings.

The Resources and Finance Committee shall include the Chair of the Sea Grant Fiscal Officers or his/her designee, plus a delegate appointed by the president and confirmed by the members of the Corporation, who shall be the chair. The president may appoint additional members as necessary and appropriate to carry out the work of the Committee during peak times, such as the annual audit.

Section 7. Special Events Committee. The Special Events Committee shall be responsible for recommendations relating to awards of the Corporation, for Sea Grant Week activities, and other special events of the Corporation. Specifically, its duties include, but are not limited to, the following:

1. Recommend candidates for the Sea Grant Association Award and an appropriate time and location for the award to be presented. The committee may recommend more than one candidate for consideration by the Board of Directors, but a preliminary nominee shall be identified. In arriving at candidates for this and other awards, the Special Events Committee may avail itself of the advice of an Awards Sub-Committee. The President, taking cognizance of the recommendations of the Special Events Committee, is to appoint any such Awards Sub-Committee.
2. Nominees for the SGA Award shall have made direct demonstrable contributions through research, education/training, advisory, or public service activities which embody Sea Grant concepts, or have been effective users of Sea Grant products. It is inappropriate to nominate current administrators from Sea Grant institutions or persons currently in the executive or legislative branches of the government; however, such persons are eligible for consideration once they no longer occupy such positions.
3. This Committee, when it deems it appropriate, may recommend to the Board of Directors the bestowal of Special Recognition Awards, and Sea Grant Association Partnership Awards, honors distinct from the Sea Grant Association Award.
4. Make arrangements for the recognition of outstanding students either through the Corporation or in partnership with professional societies.

5. Carry out the planning of the program for Sea Grant Week at meetings of the Corporation involving broad membership participation. For these events, the committee membership shall be expanded to include a representative of the host institution and others at the discretion of the president.
6. The Special Events Committee is charged with the maintenance of a comprehensive listing of the recipients of each of the awards bestowed by the Sea Grant Association. This responsibility may be delegated to an Awards Sub-Committee.

The members of the Special Events Committee shall be appointed by the president and confirmed by the members of the Corporation.

Section 8. Standards and Ethics Committee. The Standards and Ethics Committee shall be responsible for recommendation and oversight of rules of conduct, conflict of interest, personal ethics of delegates, and issues associated with the ethics of the awarding of grants. Specifically, its duties shall include, but not be limited to, the following:

1. Develop standards and rules of conduct relating to conflicts of interest, personal ethics, and Issues relating to the ethics of the awarding of grants to be submitted to the delegates for approval;
2. Bring to the attention of the president issues of concern relating to delegate ethical behavior with recommendations for appropriate action; and
3. Bring to the Board of Directors, and if deemed necessary to the members of the Corporation, issues of concern relating to the ethical behavior of Corporation directors.

The members of the Standards and Ethics Committee shall be appointed by the president and confirmed by the members of the Corporation.

Section 9. Powers. Each Committee shall have, and may exercise, such powers not inconsistent with the Rhode Island Nonstock Corporation Act, the Articles of Incorporation or these Bylaws, as authorized by the Board of Directors. The designation of any such Committee and delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law. The members of a committee shall act only as a committee.

Section 10. Term. Members of a Committee shall serve for a term of two years or until their earlier resignation, removal with or without cause, or death, or until the Committee shall sooner be terminated. Vacancies on Committees shall be filled by the president with the advice of the Board of Directors.

Section 11. Meetings. Meetings of a Committee may be held within or without the State of Rhode Island, and may be held by means of telephone conference. A majority of any such Committee may fix the time and place of its meetings. Each committee shall keep records of its actions, and report such actions to the Board of Directors and the president.

Section 12. Quorum/Action. A majority of the then serving members of any Committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a

quorum is present shall be deemed the action of the Committee, except when a committee has only two members, then any action must be by unanimous consent.

ARTICLE VII **Officers**

Section 1. Designation and Election. The officers of the Corporation shall consist of a president, a president-elect, a secretary, a treasurer, and two "at large" members. No officer of the Corporation shall hold more than one office at a time. The officers shall be elected in Accordance with Article III of the Bylaws and shall be subject to Article IV. In the instance where a tie vote occurs in the election of any Officer of the Corporation, this result will be announced to the membership, and a second round of voting will be conducted, with the same candidates appearing on the ballot. If this balloting again results in a tie, then the President, in the presence of the Board of Directors, shall determine the winner of this election by a coin toss, or other random selection process, from amongst the two tied finalists.

Section 2. President. The president shall have general supervision over the affairs of the Corporation, and shall perform all duties incident thereto and have such duties as may from time to time be assigned by the Board of Directors, including but not limited to the following:

1. To serve as chief executive and chief operating officer of the Corporation;
2. To serve as a member and Chair of the Board of Directors;
3. In consultation with the External Relations Committee Chair, supervise the activities of any corporation employees dealing with issues of governmental relations;
4. To appoint committee members;
5. To appoint, with the approval of the Board of Directors, a qualified individual from the ranks of the Association to serve as its Fiscal Officer and assist the Treasurer in the performance of the duties of that office. The Fiscal Officer shall serve at the pleasure of the Board of Directors.
6. To appoint a delegate to serve as Parliamentarian, said delegate having the responsibility to see that these Bylaws are adhered to, and that all meetings of the Corporation are conducted in conformity with accepted standards of parliamentary procedure.
7. To be the official representative of the Corporation with NOAA and other government, business, and non-governmental organizations with whom the Corporation is undertaking business. At such times as the president is a Sea Grant director, he/she shall also be the Sea Grant director representative on the National Sea Grant Advisory Board. At such times as the president is not a Sea Grant director, another member of the Board of Directors who is a Sea Grant director shall be elected by those delegates who are Sea Grant directors to represent the Sea Grant directors on the Advisory Board;
8. To present a president's report at each annual business meeting covering activities of the Corporation during his/her term of office; and

9. To serve ex officio on all committees of the Corporation.

Section 3. President-Elect. The duties of the president-elect shall include the following:

1. To serve as a member of the Board of Directors;
2. To serve as a member of the Program Mission Committee;
3. To serve as a member of the External Relations Committee;
4. To familiarize himself/herself with the work of the Corporation in order to effectively serve as President of the Corporation; and
5. To assume the position of the president of the Corporation In the event of vacancy in that position.

Section 4. Secretary. The secretary shall maintain the records for the Corporation, other than the financial records maintained by the treasurer. The secretary's duties shall include the following:

1. Maintain the official delegate list;
2. Assist the president in the processing of and maintain files of correspondence, official Corporation records, committee assignments, historical information, and other such documents pertaining to the business of the Corporation;
3. Assist the president in preparation for meetings and prepare minutes of meetings of the Corporation and of the Board of Directors; and
4. Other such duties as the president may assign.

Section 5. Treasurer. The treasurer shall maintain the financial records of the Corporation. The duties of the treasurer shall include the following:

1. The treasurer, working in close conjunction with the Fiscal Officer, shall be responsible for keeping all accounts, for preparation of an annual detailed report of Corporation accounts for review by the Resources and Finance Committee or someone hired on their behalf to provide, audit, for preparation of an annual financial statement to be presented to the members at each annual meeting, for assisting in the preparation of each annual budget, for depositing all member and associate member dues for safekeeping, and for all other Corporation receipts and disbursements.
2. The treasurer shall oversee, no latter than January 1 of each year, the preparation of invoices for annual membership dues by the Fiscal Officer, and the presentation of these to the president for transmittal. Dues shall be sent to the Fiscal Officer, a record of receipt shall be presented to the treasurer and properly recorded, after which the funds will be deposited in the appropriate account.

3. The treasurer shall also oversee the investment portfolio of the Sea Grant Association, and provide regular investment status reports to the Resources and Finance Committee, and to the Board of Directors.
4. The treasurer is responsible for maintaining and filing appropriate tax returns and for assuring that the appropriate legal instruments of the Corporation are on file with appropriate state and federal agencies.

ARTICLE VIII **Employees of the Corporation**

Section 1. Corporation Employees. The corporation, at the recommendation of the President, and with the formal approval of the delegates, may retain, hire, and/or contract for the services of persons that the Corporation deems needed for the conduct of Corporation business.

Section 2. Responsibilities. The basic responsibilities of each Corporation employee will be specified in writing, and will be put before the delegates for their endorsement before the employee is hired, or his/her services are obtained via contract with the provider.

ARTICLE IX **Liability and Indemnification**

Section 1. Liability. No person serving as an officer, director, employee, or volunteer of the Corporation shall be liable to any person based solely on his or her conduct in the execution of the office or duty, unless the conduct of the person constituted malicious, willful, or wanton misconduct.

Section 2. Indemnification. The Corporation shall indemnify every officer, director, employee or volunteer to the fullest extent permitted under the Rhode Island Nonstock Corporation Act. Such indemnification shall not be deemed exclusive of any other rights to which such officer, director, employee or volunteer may be entitled, under any bylaw, agreement, vote of the Board of Directors or otherwise.

ARTICLE X **General Provisions**

Section 1. Allocation of Funds. The Board of Directors shall have general authority over the use of the Corporation's funds.

Section 2. Grants. The Board of Directors may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf, of the Corporation, and in the administration of an approved program, to make any grants or contributions or provide financial assistance in furtherance of the purposes of the Corporation as stated in its Articles of incorporation to any qualified individuals or organizations.

Section 3. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively authorize any officer or officers, agent or agents, in the name, and on behalf, of the Corporation, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation. Any such authority may be general or confined to specific instances. The Board of Directors shall approve all contracts requiring the commitment of corporate funds of more than \$2,500. The president may approve the execution of contracts of \$2,500 or less.

Section 4. Loans. The Board of Directors may authorize any officer or agent of the Corporation to: (i) obtain loans and advances at any time for the Corporation from any bank, trust company, firm, corporation, individual or other institution; (ii) make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation; and (iii) pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. The Corporation shall not make any loan to any director, officer or member of the Corporation.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the purposes of the Corporation.

Section 6. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The Board of Directors is restricted to the prudent investments which a director is or may hereafter be permitted by law to make.

Section 7. Voting of Securities Held by the Corporation. Stocks and other securities owned by the Corporation shall be voted in person or by proxy as the Board of Directors may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the president may determine.

Section 8. Financial Books and Records. There shall be kept at the principal office of the Corporation correct books of accounts of all the business and transactions of the Corporation, to which each member shall have access.

Section 9. Depositories. The funds Of the Corporation not otherwise employed shall from time to time be deposited to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any one or more officers at agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

Section 10. Signatories. All checks, drafts and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

Section 11. Annual Audit. The Board of Directors may require an annual audit be made of the books and accounting records of the Corporation.

Section 12. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 13. Minutes of Meetings and Historical Documents. Copies of the minutes of the meetings of the Corporation, copies of correspondence of note, and other documents of historical significance are to be filed annually by the officers of the Corporation in the Sea Grant archives within the Pell Marine Sciences Library of the University of Rhode Island, where, with due control, they will be available to scholars.

Section 14. Corporate Seal. The Corporation shall have a corporate seal with its name, year of incorporation and the words "Corporate Seal State of Rhode Island" inscribed thereon. The seal shall be in the custody of the secretary and used by him or her, or any other officer so authorized by the Board of Directors, by causing it, or a facsimile thereof, to be impressed, affixed or reproduced otherwise on any instrument or document as may be required by law, these Bylaws, the Board of Directors or president. The presence or absence of the seal on any instrument, or its addition thereto, shall, not affect the character, validity or legal effect of the instrument in any respect.

ARTICLE XI **Amendments**

These Bylaws, or any one or more of the provisions thereof may be altered, amended or repealed and new Bylaws adopted by a two-thirds vote of the members of the Corporation entitled to vote. Notice of a proposal to alter, amend or repeal and adopt new Bylaws shall be given in accordance with Article III, Section 4 hereof.

ARTICLE XII **Effect of Provisions of Law and Articles of Incorporation**

Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the Rhode Island Nonstock Corporation Act or the Articles of Incorporation which relate to their subject matter, and shall also be subject to any exceptions or more specific provisions dealing with the subject matter appearing in these Bylaws, as amended from time to time.