

SOUTHEASTERN ESTUARINE RESEARCH SOCIETY, INC.

(Corporate Charter No. 760 7504, State of Georgia)

SEERS was incorporated September 10, 1976 by Ron Knieb
of the University of Georgia at Sapelo Island

BY-LAWS

ARTICLE I

The affairs of the corporation shall be controlled and administered by a Board of Directors. The Board of Directors shall consist of seven elected officers of the corporation (President, Secretary, Treasurer, Program Chair, Graduate Student Representative, Past President, & President-Elect) and a Member-at-Large who will be appointed by the President. All elected members of the Board of Directors shall serve for a term of two years and until their successors are elected. Ballots for the election for President-Elect and Program Chair shall be circulated by e-mail at least four weeks prior to the spring meeting during even-numbered years, and ballots for the election for Secretary, Treasurer, and Graduate Student Representative shall be circulated by e-mail at least four weeks prior to the spring meeting during odd-numbered years. Ballots will be returned and counted prior to the spring meeting, and results announced at the spring meeting. The member at large shall be selected to provide geographical balance to the Board. The graduate student representative must be a post-baccalaureate student who has completed at least one year toward an advanced degree. The Board of Directors may fill the place of any director which has become vacant prior to the expiration of his/her term, such appointment by the directors to continue until the expiration of the term of the director whose place has become vacant. Secretary, Treasurer, Program Chair and Student Representative may be elected for up to two terms, and Member-at-Large may be appointed for up to two terms. Presidents are elected for only one term.

ARTICLE II

The officers of the corporation shall consist of a President, a President-Elect, a Secretary, a Treasurer, a Program Chair, a Graduate Student Representative, and the immediate past President. Only directors shall serve as officers of the

corporation. Any two offices may be held by the same person, except the office of President and Treasurer.

The President shall preside at all meetings of the directors and shall be the chief executive officer of the corporation. In the absence of the President, the President-Elect shall perform the duties of the President. The Secretary shall be the custodian of the minute books of the corporation, shall accurately keep minutes of the meetings of the directors, shall maintain the Southeastern Estuarine Research Society's Newsletter, and shall submit contributions representing the corporation to the Estuarine Research Federation Newsletter. The Treasurer shall have the authority and responsibility for the safeguarding of the funds and securities of the corporation. The Program Chair shall be responsible for implementing the Society policy with respect to meeting conduct and content. With the approval of the Board of Directors, the Program Chair shall have the power to initiate new ideas in meeting format, topic selection, and any other area he/she believes will add to free information exchange in an informal atmosphere. This includes the use of both day and evening time periods.

ARTICLE III

Any sale or transfer of stocks, bonds securities or any other property standing in the name of the corporation, shall be valid only if signed by the corporation acting through two officers. Any transfer signed in this manner, having affixed thereon the seal of the corporation, shall in all respects bind the corporation as fully and completely as if each transaction had been authorized by a specific vote of the directors, and any person, firm or corporation to whom a copy of the Article III shall have been certified by the Treasurer shall be entitled to rely thereon until notified of its repeal.

ARTICLE IV

The Treasurer shall at all times maintain records evidencing the property owned by the corporation and its disbursements, and present the same to the annual meeting of the Board of Directors, provided, however, that the record shall always be open for inspection by any director.

ARTICLE V

A quorum for the transaction of any business shall be a majority of the directors then in office.

ARTICLE VI

The directors shall serve without compensation.

ARTICLE VII

Amendments to the By-Laws shall be circulated to all members by mail at least three weeks prior to balloting. Balloting may be conducted 1) at a regular meeting of the membership or 2) by mail, the specific method to be determined by the Board of Directors. Adoption shall be by two-thirds vote of the members present at a business meeting or by two-thirds of those voting by mail.

ARTICLE VIII

There shall be two classes of membership, active and honorary. Active membership shall be limited to those persons who are professionally engaged in estuarine and related investigations, or persons who are engaged in study of the estuarine and marine environments. Honorary members shall not be required to pay dues. Only active members are entitled to vote in the affairs of the corporation, to serve as directors or officers, or to be counted toward a quorum in any meeting of the membership.

Honorary membership may be conferred by the Board of Directors upon persons recognized for outstanding work or interest in the field of estuarine research and/or education.

Application for active membership shall be in writing in such a form as the Board of Directors shall prescribe, and shall be submitted to the Treasurer. Membership shall be conferred upon receipt of dues by the Treasurer.

ARTICLE IX

The annual dues of the active members shall be as set by the Board of Directors, with the approval of the membership. Dues are for the current calendar year, and should be mailed to the Treasurer. Members whose dues have not been paid by the spring meeting of the corporation or of the Board of Directors are in arrears.

Membership in this corporation will be suspended for any member whose dues are in arrears for two years. Dues for the current year are due and payable for new members.

ARTICLE X

The standing committees, which shall be appointed by the president, shall be: the By-Laws, Nominating, Local Arrangements, Website, and Student Promotion Committees. Each committee shall consist of a chairman and at least two additional members and shall serve at the discretion of the President.

The By-Laws Committee shall be responsible for continuing update of the by-laws to enable the corporation to meet better its broad objectives as stated in Article XII. The Nominating Committee shall submit a slate of officers to the Secretary for inclusion in the spring meeting announcement.

The Local Arrangements Committee shall select an appropriate facility for the meeting assigned to it by the Board of Directors. With the approval of the Board of Directors, it shall negotiate the meeting costs and accommodations with the facility management. It shall be responsible for overseeing that all arrangements authorized in the agreements with the facility management, display vendors, and other negotiated local providers. They shall arrange for all audio-visual equipment and operators and other needs of the program.

The Website Committee shall be responsible for maintaining and updating the corporation's website.

The Student Promotion Committee shall serve to promote student participation in the corporation, including the implementation and coordination of efforts to stimulate the involvement of groups underrepresented in estuarine research. The Board shall set the policies regarding announcement, number and amount of awards that are carried out by the Southeastern Estuarine Research Society's Student Promotions Committee.

The President shall also appoint a Parliamentarian and a Historian in order to aid in the accomplishment of the business of the corporation.

ARTICLE XI

Meeting of the general membership shall be held semi-annually or at the discretion of the Board of Directors. The site of said meeting will be determined by the Board of Directors. The Board of Directors shall meet at least annually, and said meeting shall be during the spring months of the year.

Attendance at meetings shall be limited to members and their guests with the approval of the Board of Directors or its designated representatives. The public and the press shall be invited only at the direct invitation of the Board of Directors except at meetings held jointly with other societies.

The agenda for SEERS Board of Directors meetings shall consist of: 1) Call to order; 2) Reading of last Board meeting minutes; 3) the Treasurer's report; 4) Special business (i.e. election information and/or voting, venue discussion for future meetings, etc.); 5) Unfinished business from previous meetings; 6) New business; 7) Announcements; 8) Adjournment. Motions: All motions shall require a second before action can be taken on said motion. Following a second, discussion and/or amendments to the Motion occur if needed, and ratification of the Motion requires a majority of Board members.

The agenda for Meetings of the General Membership shall consist of: 1) Call to order; 2) Reading of last meeting minutes; 3) the Treasurer's report; 4) Committee Reports if applicable (By-Laws Committee Report, Local Arrangements Committee Report, Nominating Committee Report, Website Committee Report, Student Promotion Committee Report); 5) Special business (i.e. election information and/or voting, venue discussion for future meetings, etc.); 6) Unfinished business from previous meetings; 7) New business; 8) Announcements; 9) Adjournment.

ARTICLE XII

The Southeastern Research Society (SEERS) (known as the corporation in these by-laws) is organized as a non-profit corporation and shall be operated exclusively for educational purposes and limited to those purposes. The objectives shall be the

informal discussion and exchange of ideas upon estuarine and related research problems centering in, but not restricted to, the southeastern United States area. Emphasis will be placed on the consideration of interdisciplinary studies which have not been previously published. Especially desirable are reports of work in progress, including negative results.

Note 1: The above reflects, in part, changes that were adopted by the membership attending the business session at the Charleston meeting of SEERS, Spring 1993.

FJM

Note 2: Other changes from the pre-1993 By-laws are all to be found in Articles I & II. These changes concern the conversion of the Student Representative's position on the Board of Directors from an appointed to an elected post. These changes were adopted by the membership attending the business session at the Wilmington meeting of SEERS, Spring 2000.

Note 3: The remaining changes from the pre-1993 By-laws are to be found in Articles I to IV, and VIII to X. These amendments were to: 1) create separate positions for Secretary and Treasurer, 2) allow voting for elections through general membership by e-mail rather than strictly at the spring meeting, 3) create the Website Committee as a new standing committee, 4) create the Student Promotion Committee as a new standing committee, and 5) increase the allowed quota for standing committee members. These amendments were adopted in December 2002 based on a vote conducted by the membership by e-mail.

AJL

Note 4: At the spring 2005 Business meeting (March 1, 2005 in Charleston, SC), amendments/changes to Articles I, X, and XI were made. The change to Article I allows Board members except the President to be allowed to serve up to two terms; the change to Article X clarifies the policies on the number of student awards to be presented for each meeting, and the changes to Article XI require the Board and General Meetings to be run according to Robert's Rules of Order.

MM