

Bylaws

ARTICLE I – NAME

The name of this Organization shall be the International Association of Aquatic and Marine Science Libraries and Information Centers (IAMSLIC).

ARTICLE II – OBJECTIVES

The objectives of this Association shall be to provide an association of individuals and organizations having an interest in library and information science, especially as these are applied to the recording, retrieval and dissemination of knowledge and information in all aspects of aquatic and marine sciences and their allied disciplines. The Association shall provide an organization through which those interested can exchange ideas and explore issues of mutual concern.

ARTICLE III – MEMBERSHIP

Section 1: Eligibility. Membership in IAMSLIC shall be open to all persons having an interest in library and information science, especially as these are applied to the recording, retrieval and dissemination of knowledge and information in aquatic and marine sciences and their allied disciplines. Any eligible person may become a Regular Member, Student Member or Retired Member in good standing upon payment of prescribed annual dues. Membership shall be on a calendar year basis. Honorary Memberships are awarded based on a vote of the Executive Board, and do not expire. There are no geographic boundaries to membership.

Section 2: Right to Vote and Hold Office. Members of the Association shall have the right to vote and to hold any elective or appointive office in the Association.

Section 3: Dues. Dues shall be established by the Executive Board, and shall be payable to the Association or Regional Group with a duly elected board on or before February 1.

Section 4: Other rights and Privileges. All Regular, Student and Retired Members of the Association shall receive Association announcements and other notices, and such other rights and privileges as may be determined by the Executive Board.

ARTICLE IV – REGIONAL GROUPINGS

Section 1: Formation and Recognition. A majority of the IAMSLIC members within a proposed region may propose to the IAMSLIC Executive Board that a Regional Group be formed. Recognition of Regional Status will be by majority vote of the Executive Board.

Section 2: Membership in Regional Groups. Requirements for regional membership and any regional membership fees will be at the discretion of the Regional Group. All members of a Regional Group will be actively encouraged to become full members of IAMSLIC and therefore be able to vote and to run for office in IAMSLIC.

Section 3: Regional Representation on IAMSLIC Executive Board. A Regional Group may elect one (1) of their full IAMSLIC members to the IAMSLIC Executive Board. Regional Representatives shall be elected by the IAMSLIC members within the Regional Group. Such Regional Representatives shall be full voting members of the Executive Board and shall serve for one (1) term of two (2) years.

Section 4: Maintaining Regional Status. The Executive Board will review the lists of regional group members in the membership database every two (2) years to determine if regional status for any Regional Group should be discontinued.

Section 5: Regional Treasury. A Regional Group may, with a duly elected Board, maintain its own treasury and undertake projects and activities consistent with the goals of IAMSLIC.

Section 6: Dissolution of Regional Groups. Dissolution of Regional Groups will be by majority vote of the Executive Board. All assets of dissolved Regional Groups shall revert to the IAMSLIC general fund.

ARTICLE V – GOVERNANCE

There shall be an Executive Board that shall have the power and authority to manage the Association’s property and to regulate and govern its affairs.

ARTICLE VI – EXECUTIVE BOARD

Section 1: Definition and Scope of Powers. The Executive Board (hereafter referred to as the Board) shall have the power and authority to manage the Association’s property and to regulate and govern its affairs. The Board shall determine policies and changes therein within the limits of the Bylaws of the Association, shall take such actions as it considers necessary to carry out the objectives of the Association, and shall perform such other functions as the membership may direct.

Section 2: Composition. The Board shall consist of members elected by the membership: the President, the President-Elect-(even year), the President-Elect-(odd year), the Secretary, the Treasurer, and any duly elected Regional Representative(s).

Section 3: Meetings. The Board shall hold at least one (1) meeting in addition to the Annual Business Meeting. The Board may hold additional meetings upon call of the President or upon written request of any member of the Board, provided that a majority of the Board concurs, and that a quorum is present to transact business.

Section 4: Voting Rights. Voting rights of a member of the Board shall not be delegated to another or exercised by proxy.

Section 5: Quorum. Fifty percent (50%) plus one (1) members of the Board shall constitute a quorum.

Section 6: Ballots. Action taken by a mail or electronic ballot of the members of the Board, in which at least a majority of such members, in writing, indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of the Board. In the event of a tie vote the President will cast a second vote.

Section 7: Vacancies. A vacancy in the membership of the Board, except in the office of President or President-Elect, shall be filled by appointment by the President, subject to approval by a majority vote of the remaining members of the Board, this Board-elected member to serve until the next annual election.

Section 8: Terms. All members of the Board shall serve until their successors are elected and assume their duties. The term of office shall commence at the adjournment of the Association's Annual Business Meeting, or, if there is no Annual Business Meeting, on October 1 following the election.

ARTICLE VII – OFFICERS

Section 1: List of Officers. The Officers of the Association shall be: a President, Senior President-Elect, Junior President-Elect, Secretary and Treasurer.

Section 2: Terms. The term of office of President, shall be one (1) year. The term of office of a President-Elect shall be two (2) years commencing at the adjournment of the Annual Business Meeting at which each has been declared elected. President and President-Elect having served one (1) full

term, shall not be eligible for re-election to the same office for a second consecutive term. The term of office of Secretary and Treasurer shall be two (2) years commencing at the adjournment of the Annual Business Meeting at which the New Officer was installed. Secretary and Treasurer are eligible for re-election to the same office for two (2) consecutive terms. The term of office for the Secretary and the Treasurer shall begin in alternate years.

Section 3: Vacancies. In the event of a vacancy occurring in the office of President, the Senior President-Elect shall assume all duties and responsibilities of the Presidency. If the Senior President-Elect is unable to assume the Presidency, the Executive Board will ask a former President to fill the balance of the vacating President's term of office.

If the Senior President-Elect vacates the position the Executive Board will appoint the Junior President-Elect to the position of Senior President-Elect. The newly appointed Senior President-Elect will assume the organization of the annual conference to take place one (1) year after his/her appointment. The runner-up in the most recent election will be appointed to the position of Junior President-Elect.

In the event the Junior President-Elect is unable to assume office the Executive Board will appoint the runner-up to that office.

Vacancies in the positions of Secretary and Treasurer shall be filled by appointment by the President subject to the approval by a majority vote of the Board.

Section 4: Expenses of Officers and the Proceedings Editor: Officers of the Association and the Proceedings Editor shall not receive compensation for their day-to-day services to the Association. The Executive Board may, however, set an amount annually to support officers and/or the Proceedings Editor's attendance at the annual business meeting of the

Association, the amount to be not more than twenty-five percent (25%) of revenue derived from membership dues during that fiscal year.

ARTICLE VIII – DUTIES OF OFFICERS

Section 1: President. The President shall be the chief executive officer of the Association, and subject to the Board, shall have general supervision and control over its affairs; shall preside at all meetings of the Association and of the Board; shall recommend to the Board such measures considered desirable to further the objectives and broaden the effectiveness of the Association; shall sign all contracts and other legal documents affecting IAMSLIC as a whole, but excluding those contracts or legal documents which affect only a Regional Group; shall be a member ex officio of all committees except the Nominating Committee; shall represent the Association at meetings of other professional organizations, or, if unable to attend, shall designate a member of the Association to serve as alternative representative; shall, with the Board, approve such reports as may be required; and shall be responsible for other Association business as may be required by these Bylaws or by vote of the Board.

Section 2: President-Elect-(Senior and Junior). The Senior President-Elect shall assist the President in the performance of the duties of the presidency; and in the event of absence or withdrawal of the President, shall assume all the duties and obligations of the presidency. The Senior President-Elect shall serve as Chair of the Program Committee and shall have overall responsibility for the planning and technical program of the Annual Conference to take place two years after election to office. The Junior President-Elect will assist with maintenance of Executive Board web pages, official documents on the IAMSLIC website, such as annual reports, and conference website, when needed.

Section 3: Secretary. The Secretary shall keep a record of all meetings of the Association and of the Board; and shall perform such other duties as the President may assign. The Secretary also shall report the results of annual elections to the membership and file all annual reports on the IAMSLIC website.

Section 4: Treasurer. The Treasurer shall be in charge of the Association's funds and/or assessments; shall have established proper accounting procedures for the handling of the Association's funds; shall be responsible for keeping of the funds in such banks, trust companies, and/or investments as are approved by the Board. He/she shall report on the financial condition of the Association at all meetings of the Board and at other times when called upon by the President. The Treasurer shall allocate funds to the Regional Groups based on the February 1st census prepared by the Membership Database Manager. At the end of each fiscal year, the Treasurer shall prepare an annual report. At the expiration of the term of office, the Treasurer shall deliver over to his/her successor all books, money, and other property in his/her charge or, in the absence of a successor, shall deliver such properties to the President.

Section 5: Immediate Past-President. The Immediate Past-President may be invited to be a member of the Executive Board and shall carry out such duties as the President may assign. The Immediate Past-President shall not have a vote on the Executive Board.

ARTICLE IX – OTHER OFFICIAL POSITIONS

Section 1: Proceedings Editor. There shall be a Proceedings Editor responsible for preparing for publication the papers presented at the Association's Annual Conference and for the online archiving of these Proceedings. The Proceedings Editor shall be appointed by the President, with the approval

of the Executive Board, and shall serve at the pleasure of the President.

Section 2: Historian/Archivist. There shall be a Historian/Archivist responsible for acquiring, organizing, preserving as a discrete entity, and retrieving the official minutes and reports of the Association, as well as other materials documenting its programs and activities that constitute the historic record of the Association. The Historian/Archivist shall be appointed by the President, with the approval of the Executive Board, and shall serve at the pleasure of the President.

Section 3: Membership Database Manager. The Membership Database Manager shall be responsible for keeping accurate records of all members in the online membership directory, generate membership renewal notices and provide census data to the executive board. The Membership Database Manager shall be appointed by the President, with the approval of the Executive Board, and shall serve at the pleasure of the President.

ARTICLE X – COMMITTEES

Section 1: Standing and Special Committees. Standing and Special Committees shall be established by the Board for the purpose of delegating such powers and functions as the Board finds desirable for the conduct of its business and for carrying out the objectives of the Association. These committees shall be responsible to the Board.

Section 2: Members/Chairpersons. The President shall appoint the Chairpersons of all committees except the Nominating Committee which shall be appointed by majority vote of the Board. Appointment to standing committees shall be for two (2) years, unless determined otherwise by the Board. No member may serve continuously on any one (1) committee in excess of two (2) consecutive terms.

Section 3: Representation on Executive Board. Committee Chairpersons shall participate in pre- and post- conference meetings of the Board but shall not have the right to vote.

Section 4: Committee Reports. Each committee shall submit to the Board at the Annual Business Meeting, a written report of its activities throughout the year, together with any recommendations considered necessary or advisable. Additional reports may be submitted by a committee or requested by the Board or the President.

Section 5: Funding. Funds for committee expenses shall be authorized by the Board and shall be controlled by the Committee Chairperson.

ARTICLE XI – NOMINATIONS AND ELECTIONS

Section 1: Frequency of Elections. Elections shall be held every year prior to or at the Annual Business Meeting.

Section 2: Nominating Committee. A Nominating Committee shall be appointed by the Board, with input from the Regional Groups, no later than three (3) months prior to the Association's Annual Business Meeting. This Committee shall be composed of one member from each Regional Group and one at-large member, no one of whom shall be a member of the Board. The Board will ensure that at least one member of the committee be a former officer or member of the previous Nominating Committee.

Section 3: Slates. Each year the Nominating Committee shall present to the Board at least two (2) candidates for President-Elect. In the event that one candidate withdraws, the election may proceed with one candidate for President-Elect. In odd-numbered years the Nominating Committee shall present to the Board at least two (2) candidates for Secretary. In even-numbered years the Nominating Committee shall present to the Board at least two (2) candidates for Treasurer. In the event that two candidates

cannot be found for the office of Secretary or Treasurer, the Nominating Committee may choose to send the Executive Board only one candidate for these positions. The Committee shall obtain the written acceptance of each nominee prior to submission of its report. Ballots shall be mailed or emailed to the membership no less than thirty (30) days prior to the Annual Business Meeting.

Section 4: Balloting. Election shall be by printed or electronic ballot mailed to each Association Member thirty (30) days before the Association's Annual Business Meeting; returned ballots should be received the day before the Annual Business Meeting. The candidate who receives the largest number of votes for any office shall be elected. In the event of a tie, election shall be by majority vote of the members present at the Annual Business Meeting.

Section 5: Proxies. Proxy votes are not allowed.

ARTICLE XII – MEETINGS

Section 1: Regular Meetings. At least one (1) Annual Conference and one (1) Annual Business Meeting shall be held. The Association's Annual Conference and the Annual Business Meeting may be held concurrently. The President shall present the Association's annual report at the Annual Business Meeting, and copies of this report shall be made available to the membership on the IAMSLIC website.

Section 2: Special Meetings. Special meetings may be held upon call of the Board or on petition of Twenty-five Percent (25%) of the members of the Association. Notice of a special meeting shall specify the business to be transacted, and no business other than that stated in the notices shall be considered.

Section 3: Notification of Meetings. Notification of all meetings is the responsibility of the Secretary, and such

notification should be given to the membership at least one (1) month before the date of the meeting.

Section 4: Agenda. The agenda of meetings of the Association shall be, insofar as is practicable, as follows: a) address of the President; b) readings of the minutes of previous meetings; c) reports of Officers; d) report of Treasurer; e) reports of Committees; f) unfinished business; g) new business; h) installation of Officers; i) adjournment. The above may be changed by affirmative vote of the majority of members present at the meeting.

Section 5: Quorum. A Quorum for the transaction of business at the Annual Business Meeting shall be Twenty percent (20%) of the paid members. In the absence of a quorum an electronic ballot will be sent to all members. Any proposition submitted to the members of the Association for vote, by the Board, except for the election of Officers, shall be declared carried if a majority of the members of the Association actually voting, vote in the affirmative.

Section 6: Procedures. A Parliamentarian shall be appointed by the President for each annual business meeting and for special business meetings. The Parliamentarian shall advise the President on the procedures for conducting these meetings. When not in conflict with these Bylaws, the latest edition of Robert's Rule of Order (Newly Revised) shall govern deliberations.

ARTICLE XIII – FUNDS, CONTRACTS, PROPERTY

Section 1: Derivation of funding. Funds for Association expenses shall be derived from dues and fees, and from other sources (such as grants-in-aid and receipts from the sale of special bibliographies and reports) that are consistent with the stated objectives of the Association and its continued functioning as a not-for-profit organization.

Section 2: Fiscal Period. The Fiscal Period of the Association shall be from 1 October through 30 September.

Section 3: Budget. The President shall submit the Association's annual budget for review and approval to the Board prior to the Annual Business Meeting.

Section 4: Annual Fiscal Report. The Treasurer shall submit an Annual fiscal report to the Board within thirty (30) days following the end of the fiscal year just completed. Upon approval by the Board, the report shall be made available to the membership on the IAMSLIC website.

Section 5: Dues and Fees. Dues and fees shall be established by the Board. Student membership shall be at a reduced rate.

Section 6: Agreements and Contracts. Any agreement or contract entered into by the Association must have prior approval of the Board. If liability exceeds available or budgeted funds, the matter must be placed on the agenda of the Annual Business Meeting, and approval of the membership obtained. All affiliate and contractual relationships shall be directed toward the best interest of the Association, and shall protect the property, integrity and identity of the Association.

Section 7: Purchase of Property and Equipment. Purchase of property and equipment by the Association shall have the written approval of the Board. If the cost is over \$250, or exceeds the Association's available or budgeted funds, the matter must be placed on the agenda of the Annual Business Meeting and approval of the membership obtained.

Section 8: Permanent mailing address for the Association. The Executive Board shall establish a permanent mailing address for the Association.

ARTICLE XIV – PUBLICATIONS

Section 1: Control of Publications. Control of all Publications of the Association shall be vested in the Board.

Section 2: Responsibility for Content. The Association shall not be responsible for statements of opinions advanced in its publications or at its meetings, or for statements by any of its members, except those authorized by the Board, or those reflecting duly-established policies of the Association.

Section 3: Ownership and Copyright. Unless specified otherwise by prior contractual agreement, authors license their contributions to publications of the Association under the Creative Commons Attribution 4.0 International (CC BY 4.0) License and grant IAMSLIC the right to provide online access to the publication.

ARTICLE XV – AFFILIATION

Section 1: Approval. Any affiliation, including that with a national or international organization, shall be approved by the Association Board, and shall be presented to the membership at the next Annual Business Meeting for ratification. The Association may affiliate or disaffiliate with a common interest organization provided that:

- 1) Two-thirds (2/3) of members voting approve;
- 2) The objectives of such organization are consistent with those of the Association;
- 3) The activities of such organization are not in conflict with the Association Bylaws.

Section 2: Joint Meetings. Representatives to joint committees and meetings of other societies having objectives allied to those of the Association shall be appointed by the President. Such representatives shall submit at least one (1) written report to the Board during the year.

ARTICLE XVI – AMENDMENTS

Section 1: Proposal. Amendments may be proposed by the Board, the Bylaws Committee, or ten percent (10%) of the membership. Proposals originating in the Board or in the Bylaws Committee shall be approved by a majority vote of the Board before submittal to the members. Proposals originating by petition shall be submitted in writing to the Board and shall be reviewed by the Bylaws Committee before being presented to the members with the recommendation of the Board.

Section 2: Notification. Proposed amendments shall be read and voted upon either by mail or electronically to the membership or at the Annual Business Meeting. If voting is to take place at the Annual Business Meeting, proposed amendments shall be submitted to the membership one (1) month prior to the meeting. Any member not attending the Annual Business Meeting may submit his/her vote in writing or electronically to the President prior to that meeting.

Section 3: Ratification by Membership. Proposed amendments must receive an affirmative vote of two-thirds (2/3) of those voting to be approved. Once approved, the amendment shall take effect immediately.

ARTICLE XVII – USE OF NAME

Projects or initiatives undertaken in the name of IAMSLIC by any IAMSLIC member or group of members, including Regional Groups, shall receive prior approval of the IAMSLIC Executive Board. This applies to the use of name, acronym and logo.

ARTICLE XVIII – DISSOLUTION

Section 1: Proposal. Proposal to dissolve or terminate this Association may be made by the Board or by petition of ten percent (10%) of the membership.

Section 2: Notification. Notification of a proposal to dissolve the Association must be sent to the membership, with the recommendation of the Board, no less than sixty (60) days prior to the Annual Business Meeting.

Section 3: Approval by Membership. A proposal to dissolve the Association must be ratified by three-quarters (3/4) of the members. Any member not attending the Annual Business Meeting may submit his/her vote in writing or electronically to the President prior to the meeting.

Section 4: Title to Property and Other Assets. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of these funds shall be distributed to any of its members. Any property and other assets remaining on dissolution of the Association shall be liquidated or sold at fair market value, and the property or proceeds therefrom distributed to one or more qualified charitable, educational, scientific or philanthropic organizations selected by the Board.

[Revised July 2014]