

CONSTITUTION of the NATIONAL SHELLFISHERIES ASSOCIATION, INC.
(A Corporation Not for Profit)
Approved April 13, 2003

ARTICLE I. NAME AND ADDRESS

The organization shall be known as the National Shellfisheries Association, Inc., hereinafter referred to as the Association or NSA.

The official permanent address of the NSA shall be:

National Shellfisheries Association, Inc.
National Marine Fisheries Service Laboratory
Oxford, MD 21654 USA

ARTICLE II. OBJECTIVES AND PURPOSES

The National Shellfisheries Association is organized as a non-profit society. The objectives and the purposes of the Association shall be:

Section 1. To encourage research on molluscs, crustaceans, and associated organisms with emphasis on species of economic importance known as "shellfish".

Section 2. To gather and disseminate scientific and technical information on shellfish.

Section 3. To promote and advance shellfisheries research and the application of results to the shellfish industry.

Section 4. To hold annual meetings for presentation, exchange, and discussion of information on scientific and professional aspects of shellfish research and management.

ARTICLE III. MEMBERSHIP

Section 1. Membership in the NSA shall be open to all individuals who actively support the objectives and purposes of the Association.

ARTICLE IV. TERMS OF EXISTENCE

Section 1. This corporation is to exist perpetually.

ARTICLE V. OFFICERS

Section 1. The officers of the Association shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer, elected to perform usual duties of their respective offices.

Section 2. The signing officers of the Association are the President, the President-Elect, and the Treasurer or their appointees.

Section 3. Elections for the offices of President, President-Elect, and Secretary shall be conducted every second year for a term of two years, or until the end of the second regular business meeting following their installation into office. The President-Elect upon completion of his/her term shall accede to the office of President, and be installed at the opening of New Business of every second regular business meeting. The election for the office of Treasurer shall be conducted every third year for a term of three years. The Treasurer will relinquish office at the end of the third fiscal year (September 30th) following his/her installation into office. The

Vice-President shall be elected each year for a term of one year, or until the end of the next regular business meeting following his/her installation into office. No officers, except for the Secretary and Treasurer, may succeed themselves.

Section 4. Nomination for office shall be made by an Elections Committee appointed by the President. All persons nominated by this committee shall be members in good standing and eligible to hold office in the Association. The Elections Committee shall present the list of consenting nominees to the Secretary, who shall prepare a mail ballot to be sent to the membership at least sixty (60) calendar days prior to the annual meeting. The ballot shall permit write-in votes for each office. Ballots must be returned to the President Elect fourteen (14) calendar days before the annual meeting, and they shall be audited as the Executive Committee directs.

Section 5. A simple majority of the votes received by the President-Elect fourteen (14) days prior to the annual meeting of the Association shall be necessary for the election of officers and the members of the Executive Committee. Elected officers other than the President-Elect take office at the end of the annual business meeting.

Section 6. In the event that any officer other than the President-Elect resigns or otherwise leaves a position vacant, the Executive Committee shall, by a simple majority vote of committee members present at a properly constituted meeting, at which business may be conducted, appoint a replacement to fill the remainder of the term. Any vacancy in the office of the President-Elect must be filled through membership ballot.

Section 7. No elected officer may receive any compensation for services rendered. Certain travel expenses may be defrayed when authorized by the President with the concurrence of the Treasurer. Clerical and other operational funds may be paid by the Treasurer when so authorized by the President.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers, the immediate past-President, the Chairperson of the Pacific Coast Section, the Editor of the Journal of Shellfish Research (JSR), formerly known as Proceedings, and three (3) persons elected by the Association to serve as Members-at-Large for a term of three (3) years or until their successors are elected. One Member-at-Large will be nominated and elected each year in a manner similar to that outlined in Article V for officers. Each Member-at-Large shall not be eligible for re-election to the same office within a period of three (3) years after their term of office has expired.

Section 2. The Executive Committee shall manage the business and the affairs of the Association, subject to the provisions of the Constitution and By-Laws. A quorum of the Executive Committee consists of a simple majority of its members. A properly constituted meeting of the committee is any meeting in which all of the members have been notified in advance and of which a simple majority of all members have agreed to the meeting. All decisions of the Executive Committee shall be by a simple majority vote of the quorum.

Section 3. At each Executive Committee meeting prior to the annual meeting the President-Elect with coordination of the Treasurer shall submit for Executive Committee approval a proposed budget for the ensuing calendar year.

Section 4. The Executive Committee shall approve budgets, approve appointments,

present proposals, and describe other activities that may require discussion and approval by the membership. The Secretary or a duly appointed member of the Association shall keep minutes of Committee meetings and deposit copies with the Secretary. Minutes shall be open to members or sent to them.

ARTICLE VII. BYLAWS

Section 1. The structure and function of the National Shellfisheries Association within the context of the Constitution shall be described in the Bylaws. The Executive Committee of the Association may provide such Bylaws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time. The Bylaws can be amended by a two-thirds (2/3) majority of the Executive Committee.

ARTICLE VIII. AMENDMENTS

Section 1. The Constitution, after adoption by a 2/3 majority of the voting membership, shall supersede all existing Constitutions and Bylaws, and will take effect immediately.

Section 2. The Constitution may be altered or amended on recommendation of the Executive Committee, by a 2/3 majority of the voting membership, by a mail ballot, provided the membership shall receive written notice of such amendments at least sixty (60) calendar days prior to the deadline for voting. Ballots shall be collected and counted by the Secretary and validated by the President within twenty (20) calendar days after the voting deadline.

ARTICLE IX. ACQUISITIONS

Section 1. In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Association shall require for the benefit of its members and not pecuniary profit.

ARTICLE X. DISTRIBUTION OF ASSETS

Section 1. In the event of dissolution, any assets of the National Shellfisheries Association shall be distributed to a non-profit fund, foundation or corporate organization operated exclusively for the purpose as specified in Section 501 (C) (3) of the United States Internal Revenue Code. The fund, foundation, or corporate organization to which the National Shellfisheries Association assets will be distributed shall be selected by the National Shellfisheries Association Executive Committee at its last meeting.

BY-LAWS
of the
NATIONAL SHELLFISHERIES ASSOCIATION, INC.
(A Corporation Not for Profit)
Updated and Approved April 13, 2003

BYLAW I - NAME AND PURPOSE

Section 1. The name of the organization shall be the National Shellfisheries Association, as described in the Constitution.

Section 2. The purpose and activities of this Association shall be as described in the Constitution.

BYLAW II - MEMBERSHIP AND DUES

Section 1. Any individual or institution that qualifies for membership under the Constitution and Bylaws may become a member in good standing of the Association by having a genuine interest in the purposes of the Association, by paying the appropriate dues, and by adhering to the rules and regulations laid down in the various sections and subsections of the Constitution and Bylaws.

Section 2. Dues, payable in U.S. dollars on or before January 1 of each calendar year, may be changed as necessary by a vote of the Executive Committee present at the annual meeting.

(a) Any member whose dues are in arrears for a period of more than one (1) year, and after two (2) written notices from the Secretary, shall be dropped from the membership within thirty (30) days after the second notice.

(b) *The Journal of Shellfish Research* shall not be distributed to members who have been dropped for non-payment of dues.

(c) Any person, firm, society, club, or state or federal agency, on approval of the Executive Committee and by payment of a sum to be established annually by the Executive Committee, may become a Patron of the Association. Patrons are entitled to six (6) copies of the *Journal of Shellfish Research*.

(d) Libraries and agencies not desiring to become Patrons may subscribe to the *Journal of Shellfish Research* and purchase copies for a subscription cost to be established by the Executive Committee.

(e) Any person, upon the recommendation of the Awards Committee, may be made an Honored Life Member with all the privileges of a Member, by a simple majority vote of the Executive Committee contacted by telephone, standard mail, or electronic mail before the Association's annual meeting, and shall be exempt from payment of dues.

BYLAW III - MEETINGS, VOTINGS

Section 1. The annual meeting of the membership shall be held at the time and place set by the Executive Committee. The Secretary shall serve by mail a written notice thereof, not less than sixty (60) calendar days prior to such meeting, to each member at their address as it appears on the records of the Association. The newsletter may serve as the written notice. There is no quorum requirement for the annual meeting.

Section 2. In all matters of business on which the membership is entitled to vote, all members shall be eligible to cast one vote.

Section 3. The annual meetings of the Association shall consist of a program of papers, discussions, symposia, demonstrations and other activities.

Section 4. The business meeting shall include, but not be limited to, the following:

- (a) Report of the President
- (b) Reports of the Secretary and Treasurer
- (c) Reports of Committees (Audit-Budget-Finance, Membership, Resolution, etc.)
- (d) Report of the Editor of the *Journal of Shellfish Research*
- (e) Announcements of changes in editorship, editorial board, page charges, and page or budget limitations with respect to the *Journal of Shellfish Research*
- (f) Old and new business
- (g) Installation of officers
- (h) Appointment of new committees and associate editors

BYLAW IV - DUTIES OF OFFICERS

Section 1. The President is responsible for the conduct of business and the organization of the Association. This individual shall preside over all annual and special meetings, shall make such appointments as are authorized in the Bylaws, and shall exercise such other functions and responsibilities as may be determined from time to time by action of the Association or the Executive Committee of which she or he is chair. The President is authorized to, from time to time, appoint ad hoc committees from the membership of the Association to perform various duties as in the discretion of the President may seem appropriate. The President shall also serve as ex-officio member of all committees.

Section 2. The President-Elect shall, at the end of the term, accede to the Presidency. During this term as President-Elect, he or she shall perform the duties of the President in the absence of the President. The President-Elect shall serve as chair of the Site Selection Committee and appoint the members of the Arrangements Committee for the annual meeting at which she or he will serve as President.

Section 3. The Vice President shall act in the capacity of President-Elect in the former's absence, or, in the absence of both the President and the President-Elect, shall perform the duties of the President until a new President-Elect has been elected. The Vice President shall serve as chair of the Program Committee and shall appoint other committee members.

Section 4. The Secretary shall be responsible for distributing ballots and the minutes of Association meeting and meetings of the Executive Committee, for maintaining an updated record of policy and operational actions decided by both groups, for maintaining contact with institutional subscribers of the journal, and for preparing the annual report for the Executive Committee meeting.

Section 5. The Treasurer shall be responsible for maintaining or overseeing the maintenance of membership and mailing lists. The Treasurer shall ensure that documented accounts of all transactions are maintained, that accepted bookkeeping and accounting practices are followed, and that the Association's financial resources are managed according to procedures adopted by the Executive Committee. The Treasurer shall, at the annual meeting, present a draft budget for the next fiscal

year, and shall submit a detailed financial report audited in such a manner as shall be specified by the Executive Committee.

Section 6. No officer of the Association or member of the Executive Committee shall be answerable for any act, receipt, neglect, or default of any other officer or Executive Committee member. No officer or Executive Committee member shall be liable individually or collectively for any judgement or for any act done or step taken or omitted under the advice of counsel, nor for any mistake or fact or law nor for anything which they may do or refrain from doing in good faith.

Section 7. The Executive Committee may remove an officer or other member of the Executive Committee for improprieties, either financial or through his/her personal actions, only by a 3/4 majority vote of the Committee. This action can be undertaken only after legal counsel on the appropriateness and legal ramifications of said actions.

BYLAW V - PUBLICATIONS

Section 1. The Association shall publish semiannually the *Journal of Shellfish Research* to include scientific and applied papers which satisfy the requirements of the Editorial Board. Papers may be submitted at any time. Accepted manuscripts will be published in the earliest convenient *Journal of Shellfish Research*. Authors shall be notified of the current page charge for publication when a receipt of a manuscript is acknowledged. Rates including Life Membership rates shall be reviewed annually by the Publications Committee and the Editor. The Executive Committee shall vote to approve or disapprove these rates and the rates shall be published in the Newsletter.

Section 2. The Editor and six (6) or more Associate Editors shall be nominated by the Publications Committee and selected by the Executive Committee for determinate periods to serve on the Editorial Board.

Section 3. Special publications, symposia, and other reports may be issued as determined by vote of the Executive Committee.

BYLAW VI - STANDING COMMITTEES

Section 1. The President, with the approval of the Executive Committee, shall appoint the following committees, of at least two (2) members each, to serve for a term of one (1) year unless otherwise specified, or at the discretion of the Executive Committee.

(a) An Audit-Budget-Finance Committee to manage the financial affairs of the Association and to examine the financial report of the Treasurer before its presentation to the Association for approval.

(b) An Awards Committee composed of the immediate Past President (chair) and at least two (2) other members to review and nominate individuals who, by their exemplary service to the Association or to the profession, deserve recognition as Honored Life Member of the Association, and nominate individuals for the Wallace Award. These nominations are to be presented to the Executive Committee prior to the annual meeting. Awards will be decided by simple majority vote of the Executive Committee.

For the Honored Life Member award the Awards Committee should select

individuals who have made substantial contributions to shellfisheries science, education, or the industry. The Awards Committee is responsible for preparing a nomination package. The nomination package shall consist, at a minimum, of:

1. The identity of the nominee,
2. A written biography suitable for publishing in the society journal. This biography should be written in collaboration with the nominating member.

If the Executive Committee agrees to the selection, the Awards Committee shall be:

1. In charge of the presentation ceremony,
2. In charge of, with consultation of the Treasurer, obtaining a suitable plaque or award for the awardee,
3. In charge of ensuring that the biography is published in the society journal.

For the Wallace Award the Awards Committee should select individuals whose actions most demonstrate the principles and actions concerned with programs in shellfisheries, aquaculture, and conservation as exemplified by Mr. David Wallace during his lifetime in promoting understanding, knowledge, and cooperation among industry members, the academic community, and all levels of government (states, national, and international), and who has had outstanding success in bringing together shellfish scientists and industry officials for the benefit of shellfisheries. The award is not linked to NSA membership. The Awards Committee is responsible for preparing a nomination package. The nomination package shall consist, at a minimum, of:

1. The identity of the nominee,
2. A written statement concerning the general contributions of the individual. This biography should be written in collaboration with the nominating member.

If the Executive Committee agrees to the selection, the Awards Committee shall be:

1. In charge of the presentation ceremony,
2. In charge of, with consultation of the Treasurer, obtaining a suitable plaque or award for the awardee,
3. In charge of preparing and submitting the award statement to the society newsletter for publication.

The Awards Committee will also be responsible for advertising and accepting applications for the Melbourne R. Carriker Student Research Grant and the Michael Castagna Student Grant for Applied Research. Applicants for both grants must be student members in good standing of the Association and currently enrolled in a graduate program in a recognized degree granting institution anywhere in the world. Students who have previously been awarded either a Carriker or Castagna grant are not eligible to apply for that particular grant again. The Awards Committee will be responsible for reviewing the applications and selecting the most deserving recipient for each award. Awards will be made in the form of a check made personally payable to the recipient and

no institutional overhead can be charged on these funds. Amounts for each award will be reviewed and determined periodically by the Executive Committee of the Association.

(c) A Membership Committee to ensure that all people actively interested in the objectives of the Association are invited to become members.

(d) An Election Committee composed of the immediate Past President, the current President, and the President-Elect, to submit a list of nominees for all offices and members-at-large whose terms are expiring, with a short vitae of each to the Executive Committee six (6) months prior to the annual meeting. Upon selection by the Executive Committee, the candidates will be presented to the membership by special mail ballot within sixty (60) calendar days prior to the annual meeting. The ballots will be returned to the President-Elect who will be responsible for collecting and collating the votes and reporting the results to the Executive Committee. The candidates will be notified of the election results at least one week prior to the annual meeting. The Executive Committee will validate the election at their annual meeting.

(e) A Publications Committee to manage the publishing affairs of the Association. The Treasurer and/or the Journal Business Manager and the Editor of the *Journal of Shellfish Research* shall be a member of the Committee.

(f) A Resolutions Committee to draft and recommend resolutions considered prudent and necessary for the promotion of the objectives and purposes of the Association.

(g) A President's Committee consisting of all Past Presidents of the Association to assist the Executive Committee in broad policy matters and special issues.

This committee shall be chaired by the immediate Past President.

Section 2. The President-Elect, with the approval of the Executive Committee, shall appoint the following committees, of at least two (2) members each, to serve for a term of one (1) year unless otherwise specified, or at the discretion of the Executive Committee.

(a) An Arrangements Committee to arrange for programs at the annual meeting for which the President-Elect will serve as President. This committee will be chaired by the President-Elect.

(b) A Site Selection Committee composed of the current President, the President-Elect, the Vice President, and one or more other members selected by the President, if desirable, to select the location of the annual conference for the next conference for which a location has not been chosen. Normally this committee will secure sites for meetings at least two years in advance. The President-Elect will serve as chair and will appoint a Local Arrangements Committee to secure hotel accommodations and meeting space, arrange for special events, and perform registration duties (in conjunction with the Treasurer) during the annual meeting at which the President-Elect will take office. All contracts and agreements negotiated by the Local Arrangements Committee will be done so in coordination with the President, President-Elect and Treasurer, and must be approved by the Executive Committee of the Association. As per the Constitution of the Association, contracts and agreements must be signed by the President, President-Elect or Treasurer.

(c) An Endowment Committee to examine student abstracts and applications for support to present papers at the next Annual Meeting. The committee will include the Treasurer who will report on the availability of funds. The committee will make recommendations to the Executive Committee for the awards. The committee will also be responsible for organizing the review of all qualified student presentations for the Thurlow C. Nelson Award for outstanding oral presentation, and the Gordon Gunter Award for outstanding poster presentation at the annual meeting. In consultation with the President and Treasurer of the Association, the Committee will be given the flexibility to determine the number of awards and honorable mentions to be presented at each meeting.

Section 3. The Vice-President, with the approval of the Executive Committee, shall appoint the following committees, of at least two (2) members each, to serve for a term of one (1) year unless otherwise specified, or at the discretion of the Executive Committee.

(a) A Program Committee to arrange for programs at the upcoming annual meeting. This committee will be chaired by the Vice President.

Section 4. All Standing Committees will conduct business based on voting by a simple majority of the members present at their meetings.

BYLAW VII - MEMBERSHIP LIST

Section 1. The official membership list of the Association shall be distributed to all members as frequently as necessary at the discretion of the Executive Committee.

BYLAW VIII - RESOLUTIONS

Section 1. The Association may express opinions and recommendations by resolution(s) or other appropriate action(s), except on specific numbered bills of federal or state legislatures.

BYLAW IX - AMENDMENTS

Section 1. These Bylaws may be amended, altered or rescinded by a two-thirds (2/3) majority vote of those members of the Executive Committee present at any scheduled meeting of the Executive Committee for which proper notice has been given. The Secretary shall ensure that all such changes to the Bylaws are communicated to the membership at the earliest opportunity. Changes to the Bylaws may be made by teleconference provided a duly constituted meeting has been called and appropriate notification has been given to all members of the Executive Committee.

Section 2. A petition for change in the Bylaws can be submitted to the Executive Committee by ten percent (10%) of the membership. The Executive Committee shall review the recommended changes and offer them, with recommendations, to the membership for majority vote.

BYLAW X - REGIONAL SECTIONS OF THE ASSOCIATION

Section 1. The Pacific Coast Section (PCS) of the Association is authorized to elect its own officers and hold meetings at times and places selected by its members. Local dues will be assessed. All members of the Association are invited to attend

PCS meetings.

Section 2. The purpose of the Pacific Coast Section shall be to further the aims and interests of the Association on the Pacific Coast. The PCS shall operate under a constitution and bylaws established by its members insofar as they are not inconsistent with the constitution and bylaws of the parent Association.

BYLAW XI - MISCELLANEOUS

Section 1. No member, committee chair, Executive Committee member or Office of this Association shall use the seal, logo or name of the Association to endorse, condemn or express an evaluation of any product or service of any firm or individual.

Section 2. No part of the financial resources of this Association may be used to defray the travel expense of any officer or member where the purpose of such travel is to influence or intervene in the internal legislation of any country.

Section 3. The Editor of the Journal of Shellfish Research will receive an honorarium, dispensed on a quarterly basis (calendar year). The amount of the honorarium is determined and subject to change by vote of the Executive Committee.
