

**BYLAWS**  
**OF**  
**Lake Erie Area Research Network**

Adoption effective as of the November 1<sup>st</sup>, 2017 (“Effective Date”)

**ARTICLE I.**

Purpose

Section 1. Purpose. The purpose of the Lake Erie Area Research Network (LEARN) is to promote collaborative inter-institutional research, education, and networking among field stations, scientific laboratories, and diverse researchers to address the challenges and opportunities facing Lake Erie.

Section 2. Objectives. The specific objectives of the network shall be:

- a) To provide opportunities for collaborative grant writing including collective identification of both funding opportunities and identification of research needs;
- b) To provide access to research facilities and information on equipment inventories;
- c) To provide access to workshops and professional development opportunities organized by LEARN;
- d) To provide access to specialized course offerings and workshops developed by LEARN;
- e) To provide access to stakeholder group events to increase dissemination of individual and network research efforts;
- f) To make available a LEARN research calendar, collection of Lake Erie research summaries, member biographies

**ARTICLE II.**

Members

Section 1. Members. Application for membership shall be open to any individual at academic institutions and government/public agencies supporting the goals and objectives of the Network as stated in the purpose statement in Article I. Application for membership to the Network is open at any time of the year.

Section 2. Equal Opportunity. In principle and in practice, the Network shall value and seek a diverse and inclusive membership. All people, regardless of age, color, race, gender, creed, sexual orientation, class, ethnic origin, national origin, geographic region, disability or impairment, shall have the right of full participation in the Network.

Section 2. Rights of Members. Each member shall be eligible to cast or appoint one voting proxy to cast the member's vote in Network elections and other matters that come before the Network at annual or other special meetings. Balloting shall be done by electronic mail, submission through an electronic network, or by such other methods as are determined to be fair and reasonable in the sole discretion of the Coordinator of the Network.

Section 3. Non-voting Membership. The board of directors shall have the authority to establish and define non-voting categories of membership. Government and public agencies are non-voting members of the Network as of the Effective Date for these Bylaws.

Section 4. Membership Dues. There shall be no membership dues assessed to members for at least one year post the Effective Date of the Bylaws for the Network. Future dues structure shall be developed by the Board of Directors and adopted by the membership.

Section 5. Resignation and Termination. Any member may resign by filing a written resignation with the Network Coordinator. A member can have their membership terminated by a majority vote of the membership.

### **ARTICLE III.**

#### **Meetings of Members**

Section 1. Annual Meetings. An annual meeting of the members shall take place at a date, time and location of which will be designated by the Board of Directors. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Meetings. Special meetings may be called by the Board President, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4. Notice of Meetings. Printed or electronic notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.

Section 5. Quorum. A quorum for a meeting of the members shall consist of a majority of members present and eligible proxies for those members not present. For an e-mail or other online communication to be part of a meeting, it must be sent to all members.

Section 6. Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. For a vote to be valid in person or in the context of an online vote, a quorum of ballots must be returned.

## **ARTICLE IV.**

### Board of Directors

Section 1. General Powers. The affairs of the Network shall be managed by its Board of Directors. The Board of Directors shall be responsible for the management of the affairs and property of the Network.

Section 2. Number, Tenure, Requirements, and Qualifications. The number of Directors shall be fixed from time-to-time by the members but shall consist of ten (10) including the following officers: the President, President-Elect, Past President, Secretary-Treasurer, a student board member, and up to 5 members at-large.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors shall be self-nominated and must be approved by a majority of the votes cast by members or their proxies.

No two members of the Board of Directors related by blood or marriage/domestic partnership may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Network and shall hold office for a two-year term unless otherwise noted in these Bylaws.

At the first annual meeting of the Network one half of the newly elected at-large members of the Board of Directors with the lowest number of votes cast shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional two year terms. At the time of each annual meeting, the terms of up to two members of the Board of Directors shall expire. Each ballot will allow for selection of top five (5) individuals for Member-at-Large positions.

Section 3. Student Board Member. The Board of Directors will solicit a student enrolled in one of the academic institutions active in the Network to serve as member of the Board of Directors. The Student Board Member shall stand for election at the annual meeting and shall serve for a one year term

## **ARTICLE V.**

### Officers and Committees

Section 1. Officers. The Members shall elect annually a President-Elect, biennially a Secretary-Treasurer. Upon transition to a newly elected President, the previous President (Past President) shall serve on the Board of Directors in the capacity of Past President for one year.

Section 2. President. The President shall preside at all meetings of the Board of Directors. The President shall exercise general supervision over the affairs of the Network and shall have such other powers and/ duties as are prescribed these Bylaws, or the Board of Directors. If the

President resigns or is incapable of exercising the duties of the office, the Board of Directors shall elect one of its members as President for the remainder of the term. President will serve a one-year term in this role.

Section 3. President-Elect. The President-Elect shall have such powers and perform such duties as may be authorized and prescribed by the Board of Directors or by the President. President-Elect shall have a commitment to become President and will serve a one-year term in this role before becoming President.

Section 4. Secretary-Treasurer. The Secretary-Treasurer, subject to the provisions of the Bylaws, state and national laws, and such regulations as may be prescribed by the Board of Directors, shall oversee the funds and securities of the Network by working with Ohio Sea Grant. The Secretary-Treasurer shall keep full and accurate accounts of receipts and disbursements and shall render to the President and the Board of Directors an account of all transactions of the Network and of the financial condition of the Network. The Secretary-Treasurer shall also keep the minutes of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 5. Past-President. The Past-President shall have such powers and perform such duties as may be authorized and prescribed by the Board of Directors or by the President.

Section 6. Committees. The Board of Directors, in consultation with the Executive Director, may create committees as needed to carry out the functions of the Network. President appoints members-at-large for committees. Chair appoints at least 2 committee members (non-board members)

## **ARTICLE VI.**

### Network Staff.

Section 1. Executive Director. The Board of Directors may select an Executive Director who shall remain within Ohio Sea Grant to maintain consistency whose mission is to sustain and enhance the vitality, value and wise use of Lake Erie resources while serving as an unbiased, impartial Director of the program. The Executive Director shall direct day-to-day management of the affairs of the Network including direct supervision of a network coordinator. The Executive Director shall have the authority to execute legal documents on behalf of the Network. The Executive Director shall prepare agendas for the annual meetings and provide reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director of the Network shall serve without compensation from the Network and serve as an *ex officio*, non-voting member of the Board and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee.

The Executive Director may not be related by blood or marriage/domestic partnership or affinity to any member of the Board of Directors or Advisory Council.

Section 2. Network Coordinator. The Executive Director may select and supervise a Network Coordinator who is an employee of Ohio Sea Grant to assist in the management of the day-to-day affairs of the Network. The Network Coordinator shall be compensated by Ohio Sea Grant for up to 0.25 of a full time equivalent until such time that membership dues are established in an amount sufficient to provide compensation for the Network Coordinator.

## **ARTICLE VII.**

### Amendments

Section 1. Bylaws. The Board of Directors may amend these Bylaws by two thirds majority of votes cast at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.