

LEARN Bylaws Update Summary 2023

Article II. Members

Section 1. Members

- Specified that members do not need to reside in Ohio, but they must be involved with research or management of aquatic ecosystems.

Section 2. Membership Dues

- States that the need for membership fees will be assessed at each annual meeting.

Section 6. Resignation and Termination

- Memberships can be terminated by a majority vote of the Board of Directors, previously was majority vote of the membership.

Article III. Meetings of Members

Section 1. Annual Meeting

- Specified that the online election ballot will be open for at least 14 days, opening on the day of the annual meeting.

Section 3. Notice of Meeting

- Now will give at least 30-day notice prior to meetings, compared to the previous 2 weeks.

Section 4. Quorum

- Eliminates the use of proxies, and allows quorums to consist of whomever is present, instead of a majority.

Section 5. Voting

- Specifications in requirements for each type of election:
 - President-Elect, President, Secretary-Treasurer, and Student Board Member requires simple majority.
 - Members at Large requires plurality.
 - Bylaw amendments require 2/3 majority of votes cast by all members.
 - All other issues will be decided by simple majority.
- Notification of a member wide election will be sent via email.
- Membership wide votes will be completed online.
- For a vote to be valid, at least 50 percent of the quorum must cast ballots.

Article IV. Board of Directors

Section 2. Number, Tenure, Requirements, and Qualifications

- Specifies that members of the Board of Directors will begin their duties at the beginning of the next calendar year.
- Removed the capability of using proxies during votes.
- Now, up to three Members at-Large may have terms expiring on the Board of Directors, instead of two.

Section 4. Quorum

- Added Section – “A quorum for a meeting of the Board of Directors shall consist of a simple majority of members present at that meeting.”

Section 5. Resignation and Termination

- Added Section – “If a vacancy on the Board occurs, the Board, upon recommendation of the President (or President-elect in the case where the vacancy is the President), shall appoint a replacement to serve in the vacant position until the next Annual Meeting.”

Article VI. Network Staff

Section 2. Network Coordinator

- The Network Coordinator serves as an *ex officio*, non-voting member of the board.

Article VII. Amendments

Section 1. Bylaws

- Any voting members can propose amendments but must be received at least 30-days before the annual meeting.
 - o Proposed amendments that are approved by the board will be discussed at the annual meeting where the members will vote; they will be adopted with a 2/3 majority vote.
 - o Written notice would be given to members within 14 days of the annual meeting.

Appendix

Appendix added and includes LEARN Committee Membership and Summaries document.