

# BYLAWS OF THE LAKE ERIE AND AQUATIC RESEARCH NETWORK

Adoption effective as of the [date] of November 2023 (“Effective Date”)

## ARTICLE I. Purpose

**Section 1. Purpose.** The purpose of the Lake Erie and Aquatic Research Network (known as LEARN and referred to as such in these Bylaws) 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 Ohio’s aquatic ecosystems.

**Section 2. Objectives.** The specific objectives of LEARN 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 organize and provide access to workshops and professional development opportunities.
- d) To develop and provide access to specialized course offerings and workshops.
- e) To provide access to stakeholder group events to increase dissemination of individual and network research efforts.
- f) To make available a member 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 LEARN as stated in the purpose statement in Article I. Members need not reside in the state of Ohio but must be engaged in research or management of Lake Erie, the Ohio River, and/or aquatic ecosystems in their respective watersheds. Application for membership to LEARN is open at any time of the year.

**Section 2. Equal Opportunity.** In principle and in practice, LEARN 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 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 LEARN as of the Effective Date for these Bylaws.

**Section 4. Rights of Members.** Each voting member shall be eligible to cast an electronic vote in LEARN elections and other matters that come before LEARN at annual or other special meetings. Balloting shall be done online 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 LEARN.

**Section 5. Membership Dues.** There shall be no membership dues assessed to members for at least one year post the Effective Date of the Bylaws for LEARN. Need for membership fees will be assessed annually at the Annual Meeting. Future dues structure shall be developed by the Board of Directors and adopted by the membership.

**Section 6. Resignation and Termination.** Any member may resign by filing a written resignation with

the LEARN Coordinator. A member can have their membership terminated by a majority vote of the Board of Directors.

### **ARTICLE III. Meetings of Members**

**Section 1. Annual Meeting.** 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 receive reports on the activities of LEARN and determine the direction of the network for the coming year. Online ballots to elect directors and officers and to vote on proposed Bylaw amendments shall open to members the day of the Annual Meeting and remain open for at least 14 calendar days.

**Section 2. 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 3. Notice of Meetings.** Printed or electronic notice of each meeting shall be given to each member not less than 30 days prior to the meeting.

**Section 4. Quorum.** A quorum for a meeting of the members shall consist of whomever is present, in person, at the meeting. For an email or other online communication to be part of a meeting, it must be sent to all members.

**Section 5. Voting.** President-Elect, President, Secretary-Treasurer, and Student Board member are elected by a simple majority of ballots cast by members; Members at Large are elected by a plurality. All Bylaw amendments must be approved by two thirds majority of votes cast by members; all other issues to be voted on shall be decided by a simple majority. Notification of membership wide elections and votes shall occur via email to all members. Membership wide balloting will occur via online polling tools. For a vote to be valid in the context of an online vote, at least 50% of the quorum must cast ballots.

### **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, enter upon the performance of their duties at the beginning of the next calendar year 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.

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 three Members at-Large 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 on the ballot that opens the day of the Annual Meeting and shall serve for a one-year term.

**Section 4. Quorum.** 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.** 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 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 in 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. The 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 by working with an assigned member of Ohio Sea Grant. 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. The President appoints members at large for committees. The Chair appoints at least 2 committee members (non-Board members). Current committees are documented in the Appendix.

## **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. The Network Coordinator shall serve as an *ex officio*, non-voting member of the Board.

## **ARTICLE VII. Amendments**

**Section 1. Bylaws.** Any voting member may propose an amendment to these Bylaws. Proposed amendments must be received by the Board 30 days prior to the Annual Meeting. The Board of Directors will consider Bylaw amendment changes to be brought to the membership. The amendments approved by the Board of Directors for discussion at the Annual Meeting must be approved by two thirds majority of votes cast by members following the Annual Meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member within 14 days of the Annual Meeting.

## **Appendix**

LEARN Committee Membership and Summaries

Adopted November 1, 2017

Amended November [date], 2023