

GULF AND CARIBBEAN FISHERIES INSTITUTE INCORPORATED

A South Carolina Non-Profit Corporation

**BYLAWS**

Revision approved by the GCFI Board of Directors  
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# **GULF AND CARIBBEAN FISHERIES INSTITUTE INCORPORATED**

A South Carolina Non-Profit Corporation

## **BYLAWS**

### **ARTICLE I**

Name

The name of the Corporation shall be the:

**GULF AND CARIBBEAN FISHERIES INSTITUTE INCORPORATED.**

### **ARTICLE II**

Principal Office

The principal office of this Corporation shall be located at P.O. Box 21655, Charleston, SC 29413 or as prescribed by the Board of Directors.

### **ARTICLE III**

General and Specific Purposes

The General and Specific purposes for which this Corporation is formed are to:

- (a) Support sustainable fisheries development and management activities throughout the Caribbean, Gulf of Mexico, and adjacent regions.
- (b) Provide for acquisition and exchange of information on scientific findings, management techniques, fishing technology and fisheries practices, aquaculture, socio-economics and other topics affecting the well-being and the use of marine fishery resources by all stakeholders and to increase capacity within the regions.
- (c) Accomplish these objectives through annual meetings, workshops, extension programs, research activities, electronic resources, advisory services and publication of scientific reports, an annual Proceedings, and other documents prepared by the corporation.

For the administration of the affairs and attainment of the objectives of the Corporation, as set forth in Paragraph 1 (a) through (c) above, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the objectives for which the Corporation is organized, and to aid and assist other organizations whose activities are such as to further accomplish, foster, or attain any of such objectives.

The Corporation shall operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended or under any corresponding provisions of any subsequent federal tax laws covering distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code as amended, including private foundations and private operating foundations.

#### **ARTICLE IV**

##### Prohibited Activities

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170 (e) (2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

#### **ARTICLE V**

##### Membership

###### Section 1. Classification of Members.

The membership of the Corporation shall be of the following classes:

- (a) Individual Membership: A person interested in the Corporation and the furtherance of its objectives is eligible for active membership as a Member or Honorary Member and shall be eligible to vote and may be elected to the Board of Directors and can have the privilege of being an officer in the Corporation.
  - (1) Member: A person may become a Member of the Corporation upon payment of dues.
  - (2) Honorary Member: A person who, by reason of outstanding service to the Corporation, shall be eligible for election as an Honorary Member upon nomination by the Board of Directors, and a two-thirds (2/3) vote of all members present at an annual meeting, and upon election shall be exempt from payment of dues.
- (b) Student Membership: A person who is currently enrolled in a graduate or undergraduate program and actively seeking a degree with an institution of higher learning is eligible for membership in the Corporation upon payment of a reduced rate of dues. The Student Members shall be eligible to vote and serve on the Board of Directors but shall not have the privilege of being an officer of the Corporation.
- (c) Group Membership: Businesses, corporations, institutions, governmental units, associations, societies, organizations or any other groups with an interest in the Corporation and furtherance of its objectives shall be eligible for membership as a Group Member upon payment of specified dues. Each Group Member shall be eligible for a

single vote and shall designate annually to the Executive Secretary the individual with such voting rights. Such designated individual(s) shall not be eligible to serve as a member of the Board of Directors or as an officer of the Corporation unless they also hold individual membership. The Group Member itself shall not be eligible to be an officer of the Corporation or to serve on the Board of Directors.

(d) Sustaining Membership: Individuals, businesses, corporations, institutions, governmental units, associations, societies, organizations or any other groups with an interest in the Corporation and furtherance of its objectives shall be eligible for membership as a Sustaining Member upon payment of specified dues. Each Sustaining Member shall be eligible for a single vote but shall not have the privilege of being an officer of the Corporation or serving on the Board of Directors.

(e) Library Membership: Public or private institutional libraries as may be recognized by the Board of Directors shall be eligible to become Library Members, upon payment of specified dues, for the purposes of receiving all institute publications. Library Members shall have no voting privileges or be able to hold office in the Corporation or serve on the Board of Directors.

## Section 2. Member in good standing.

As used in the Articles of Incorporation and Bylaws the term "member in good standing" means a member whose dues, if required, are paid.

## **ARTICLE VI**

### Meetings of Members

#### Section 1. Annual Membership Meeting.

The annual membership meeting of the members of the Corporation shall take place in November at a date, time, and place to be determined by the Board of Directors. The annual membership meeting will normally be held in conjunction with the annual conference of the Institute. Notice of such meeting shall be given to all members, officers and directors at least ten (10) days prior to the date of the meeting.

The Executive Committee of the Board of Directors may cancel or change the time and place of an annual membership meeting. If a meeting is cancelled, the Executive Committee shall schedule the next meeting.

The date, time and place of the annual membership meeting may be established two or more years in advance by the Board of Directors.

#### Section 2. Report at Annual Membership Meeting.

The Executive Director, officer or designated staff of the Corporation shall present an annual report to the Corporation. The Treasurer or their designated proxy shall provide an annual financial report to the Corporation. The Executive Secretary or their designated proxy

shall present minutes of the previous meeting and a summary of the immediately preceding Board of Directors meeting to the Corporation.

### Section 3. Quorum.

A quorum for the transaction of official business at a Corporation meeting shall consist of at least 20 voting members in good standing.

### Section 4. Voting.

Decisions at meetings shall be by a majority of those voting, except for election to honorary membership, amendments to the Articles of Incorporation and Bylaws and a motion to suspend a Rule, each of which shall require a two-thirds (2/3) majority.

### Section 5. Action on a Question.

Action on a question may be initiated at the annual meeting of the Corporation by a petition of twenty percent (20%) of the voting membership in good standing.

### Section 6. Cancellation of Annual Meeting.

In the event of cancellation of an annual meeting, the officers of the Corporation, the members of the Board of Directors, and its Executive Committee and any standing or special committees shall continue to serve and be responsible for the business and activities of the Corporation in accordance with provisions of the Articles of Incorporation and Bylaws, or Robert's Rules of Order in the absence of specific guidelines, until new elections and an annual meeting is held.

## **ARTICLE VII**

### **Board of Directors and Executive Director**

Section 1. The general management of the affairs of the Corporation shall be vested in the Board of Directors.

### Section 2. Number of Directors.

The number of directors shall be not less than 4 or more than 20, which may be changed from time to time by an amendment of these Bylaws in the manner herein provided.

### Section 3. Eligibility for Board.

Unless the requirement is waived by the Board of Directors only members in good standing who have attended two of the last three annual conferences preceding their nomination shall be eligible for nomination to the Board of Directors.

### Section 4. Nomination and Election of Directors and Term of Office.

- (a) The Nominating Committee identifies and nominates eligible members to become members of the Board of Directors. Nominations shall be submitted in writing to the

committee Chair at least two weeks prior to the call to order of the annual business meeting during which the nomination is considered. All nominees must have indicated to the Chair their willingness to stand for election. Nominees will provide a resume and statement of interest for distribution to the Board of Directors prior to the annual meeting. Nominees will be approved at the annual Board of Directors meeting prior to the membership meeting, and then presented to the membership at the annual membership meeting to be voted upon. The board of Directors has the option of providing a slate of Directors for approval at the annual membership meeting of the Corporation.

- (b) At each annual meeting Directors may be elected for the term of four (4) years, except in the case of substitute Directors when it shall be for the balance of the term of the previous incumbent. At the expiration of the term of office, any Director may be re-nominated and re-elected providing they continue to meet eligibility requirements.
- (c) The Board of Directors shall be elected by voting members in good standing of the Corporation at the annual meeting of members by a majority vote.

#### Section 5. Installation of Directors.

The installation in office of those Directors who have been elected in any particular year shall be held immediately prior to the adjournment of the annual membership meeting at which such new members of the Board of Directors were elected.

#### Section 6. Duties and Powers of Directors.

The Board of Directors shall have the authority to:

- (a) Hold meetings at times and places as may be deemed proper and necessary,
- (b) Establish procedures to admit, suspend or expel members,
- (c) Appoint committees on particular subjects from members of the Board or from membership of the Corporation,
- (d) Audit bills and disburse the funds of the Corporation,
- (e) Print and circulate documents and publish articles,
- (f) Carry on correspondence and communicate with other associations with the same interests,
- (g) Employ agents,
- (h) Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and protect the interests and welfare of the members,
- (i) Remove any or all of the officers of the Corporation for failure to adequately perform their

duties/responsibilities prior to the termination date of such office,

- (j) Elect substitute Directors in the event any Director resigns or is removed from office prior to the termination date of such office; such appointments shall remain in effect until the next annual meeting,
- (k) Terminate the contract of any firm, individual or other entity employed by the Corporation to perform any and all nature of services to the organization, and
- (l) Employ, retain, or terminate any employee of the Corporation.

#### Section 7. Ex-officio Members of the Board

The GCFI Executive Director is an ex-officio member of the Board of Directors. If the Past Chair's term on the Board of Directors expires during the two year period of service in this position and is not renewed, her/she will serve as an ex-officio member of the Board of Directors for the duration of such service. The Executive Secretary and Treasurer shall also serve as ex-officio members of the Board of Directors. Ex-officio members attend all Board meetings and may vote on Board decisions. Ex-officio members appointed to Board committees have voting privileges on those committees.

#### Section 8. Duties and Powers of the Executive Director:

- (1) The Executive Director shall be appointed biennially, in even numbered years, by the Board of Directors
- (2) The Executive Director shall be in charge of the daily activities of the Corporation; be responsible for implementing the objectives and policies of the Corporation as set forth in the Articles of Incorporation, Bylaws and Rules and in the directives of the Board of Directors and its Executive Committee and serve as Business Manager of the Corporation.
- (3) The Executive Director shall serve as the representative of the Corporation, except on occasions when the Chair or Vice Chair so act. As such, the Executive Director will present an annual report to the membership at the annual membership meeting.
- (4) The Executive Director, as Business Manager, shall have for safekeeping custody of Corporation records and other properties.
- (5) The Executive Director is responsible for overseeing and managing grants or appointing an appropriate person to manage such grants. The Executive Director is also responsible for overseeing and helping to solicit sponsorships for the annual meeting and to solicit funding for other organizational activities.
- (6) The Executive Director is an ex-officio voting member of all committees.



## Section 9. Duties and Powers of the Past Chair

Upon election of a new Chair, the previous Chair will assume the position of Past Chair for the next two year cycle. The Past Chair shall provide advice and counsel to the Chair, Vice Chair and Executive Director as requested on matters affecting the Corporation. The Past Chair is the Chair of the Nominations Committee.

## **ARTICLE VIII**

### Meetings of the Board of Directors

#### Section 1. Annual Meetings.

At least one meeting of the Board of Directors shall be held each year in conjunction with the annual meeting of the members of the Corporation. One meeting will be prior to the annual membership meeting and subsequent meetings, if needed, will be after the annual membership meeting, or such other times or place as may be determined by the Chair.

#### Section 2. Special Meetings.

Special meetings of the Board of Directors, in person or electronic, may be called by the Chair, by any four members of the Board of Directors or by majority of the members of the Executive Committee that may be in existence at such time, for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be delivered electronically to each member of the Board of Directors at least five (5) days prior to the meeting date.

#### Section 3. Quorum, Voting.

A quorum shall constitute a majority of the members of the Board of Directors (50% + 1) present for a meeting and be required for the transaction of business. The affirmative vote of a majority of the directors present shall be considered the act of the Board of Directors at any annual or special meeting.

#### Section 4. Absence.

Should any member of the Board of Directors be absent without reasonable cause from two annual meetings of the Board during their term of office without notifying the Chair or Executive Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant and the Board may vote to select a substitute director from the eligible membership of the organization to serve until the next annual meeting.

#### Section 5. Resignation.

Any director may resign at any time by giving written notice of such resignation to the Chair.

#### Section 6. Removal, Termination of Office.

Any one or more of the directors may be removed for failure to adequately perform their duties/responsibilities any time by the Board of Directors in the same manner set for voting on any issue hereinabove.

#### Section 7. Delegation of Authority.

The Board of Directors shall delegate authority to the Executive Committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors from time to time.

#### Section 8. Voting of Directors.

Each member of the Board of Directors shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is present at such meeting or has made previous arrangements with the Chair to submit their proxy for a specific vote. In the event of time-sensitive decisions that cannot wait until the annual Board of Directors meeting, electronic voting can be implemented at the discretion of the Chair.

#### Section 9. Compensation of Directors.

Directors shall receive no remuneration for their services as Director. However, Directors may receive a stipend for specific non-Board related activities upon prior approval from the Executive Committee.

#### Section 10. Liability.

The directors of the Corporation shall not be personally liable for its debts, liabilities, or other obligations.

#### Section 11. Secretary to the Board of Directors.

The Executive Secretary shall act as secretary of the Board of Directors.

### **ARTICLE IX**

#### Officers

##### Section 1. Number.

The officers of the Corporation shall be the Chair, Vice Chair, Treasurer, and Executive Secretary and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors from time to time.

##### Section 2. Qualifications and Nomination of Chair and Vice Chair.

Only members of the Board of Directors in good standing who attended two of three annual

meetings preceding their nominations and who are present at the annual meeting at which they are nominated shall be eligible for nomination for Chair or Vice Chair. Members who accept nomination and are elected to hold one of the offices of the Corporation must express willingness to serve and perform their duties to the best of their ability and advance the objectives of the organization. Nominated candidates will provide a resume and a letter of interest to the Chair of the Nominations Committee to be distributed to all members of the Board of Directors at least one week prior to the Board of Directors meeting. The Board of Directors will approve nominations prior to presentation of the nominees to the membership of the Corporation. The Board of Directors has the option of presenting a slate of officers for approval at the annual membership meeting of the Corporation.

### Section 3. Election, Term of Office, Installation and Commencement of Duties of Chair and Vice Chair.

The Chair and Vice Chair shall be elected by the members of the Corporation in good standing at the annual business meeting and shall serve for a period of two years and shall not be eligible for immediate re-election to the same office. The term of office of elected officers shall terminate upon installation of new officers at the appropriate annual meeting. There must be candidates for both the Chair and Vice Chair positions at each election; the Vice Chair does not automatically assume the position of the Chair at the end of the Chair's two year term.

### Section 4. Treasurer and Executive Secretary.

The Treasurer and Executive Secretary shall be appointed annually by the Board of Directors. The Executive Secretary shall be eligible to be appointed Treasurer. The Treasurer and Executive Secretary shall attend all Board meetings, and may vote on Board decisions.

### Section 5. Vacancies in Office.

Should the office of Chair become vacant by reason of termination or resignation during the term of office, the Vice Chair shall succeed to the office for the unexpired term. Vacancies in all other elected or appointed offices shall be filled by the Executive Committee until the next annual meeting.

### Section 6. Duties of Officers.

#### (a) Chair.

The Chair is responsible for the overall business of the Corporation, shall make appointments authorized in the Bylaws, establish special committees required for the business of the Corporation and exercise such other responsibilities as determined from time to time by action of the membership, Board of Directors and the Executive Committee. The Chair shall preside over all meetings of the Corporation, Board of Directors and its Executive Committee and shall be an ex-officio voting member of all committees.

#### (b) Vice Chair.

The Vice Chair shall undertake, if the Chair is absent or unable to act, the duties of the Chair, and, at the request of the Chair, assist in the performance of any function designated. Resolutions presented to the Board of Directors or to the general membership shall be introduced by the Vice-Chair of the Board of Directors at the meetings. The Vice Chair may be an ex-officio voting member of all committees.

(c) Treasurer.

- (1) The Treasurer shall receive and collect on behalf of the Corporation all dues, fees, accounts receivable and other income of the Corporation, maintain custody of its funds, and make investments and disbursements according to procedures established by the Board of Directors. The Treasurer or their designated proxy shall present an annual report to the Board of Directors and the membership of the Corporation.
- (2) The Treasurer shall oversee fiscal responsibility of all grants obtained by the Corporation, and shall arrange for the Certified Public Accountant to make the required audits of the Corporation's books and records.
- (3) If the Treasurer is absent or unable to act, the duties shall be assumed by the Chair until a replacement is appointed by the Executive Committee.

(d) Executive Secretary

- (1) The Executive Secretary shall oversee all GCFI Publications and serve as Secretary of the Corporation. The Executive Secretary shall communicate in an appropriate format with the membership as and when required during the year. The Executive Secretary, as Secretary, shall present an annual report to the Corporation.
- (2) The Executive Secretary, as Secretary, shall maintain the official records of the Corporation and make arrangements for the meetings of the Corporation, Board of Directors and its Executive Committee. The Executive Secretary shall serve as the parliamentary advisor to the Chair and chair of any committees.
- (3) The Executive Secretary shall have custody of the publications of the Corporation and shall administer the sale of its publications as appropriate.
- (4) Unless an alternative appointment is made by the Board of Directors, the Executive Secretary, as Editor, shall be responsible for editing the Proceedings, plus any other publications specified by the Board of Directors, the maintenance of the high quality of both technical content and manner of presentation, and for the execution of all other matters related to publications. The Executive Secretary, as Editor, shall be assisted by the appropriate Program Committee and may also solicit assistance from members of the Board of Directors and the general membership relative to preparation of the Proceedings or other publications. Prior to publication, the Proceedings shall be approved by the Executive Committee.
- (5) If the Executive Secretary is absent or unable to act, the duties shall be assumed by the Chair until a replacement is appointed by the Executive Committee.

(e) Reports of Officers.

All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned to them by the Chair from time to time and deliver to their successors all official material not later than ten (10) days following the election and installation of their successors.

(f) Compensation.

The Officers of the Corporation shall receive no remuneration for their services in their capacity as officers.

## ARTICLE X

### Committees

I. The Corporation shall have such committees as shall be necessary for the conduct of the organization's business and to carry out its objects and purposes. All committees shall serve for one year. The committees shall be as follows:

(a) Executive Committee.

- (1) The Executive Committee shall consist of the officers of the Corporation, the Executive Director, the immediate past Chair of the Board of Directors, two members of the Board of Directors and the Chair of the Program Committee for the year in question. The two (2) members from the Board of Directors shall be elected on an annual basis by the Board.
- (2) The Executive Committee shall discharge the business of the Corporation in accordance with the policy decisions of the Board of Directors. A majority of the voting membership of the Executive Committee shall constitute a quorum. The Executive Committee may meet and vote electronically or via conference calls throughout the year.
- (3) The Executive Committee shall approve the Certified Public Accountant to make audits of the Corporation's books and records as needed.
- (4) The Executive Committee shall report its activities to the Board of Directors at the annual and special meetings. The Executive Secretary as secretary to the Executive Committee shall record its deliberations and decisions in the minutes of the meetings.

(b) Standing Committees.

The following standing committees, composed of members in good standing, shall be appointed by the Chair within thirty (30) days after the annual meeting, unless otherwise specified. Standing committees are to assist the Chair and Board of Directors in the conduct of the affairs of the Corporation. The Chair of each standing committee shall report at the annual meeting of the Board of Directors and in the interim to the Executive

Committee of the Board. The report shall include any recommendations based on the findings of the committee. The Board of Directors through its Executive Committee shall act on administrative and policy matters subject to review by the members at the next annual meeting. The term of duty for members of standing committees shall extend from their appointment to the end of the next annual meeting, unless otherwise specified.

(1) Program Committee.

The Program Committee is responsible for coordinating arrangements with the meeting venue and assembling a program for the annual meeting. The Chair of the Board of Directors shall appoint a Chair and such additional members as are necessary. A representative of the organization or group hosting the next annual meeting shall be a member of the Committee for that year so that topics of local importance can be included in the program. The Committee Chair shall issue a call for papers prior to the annual meeting. The Program Committee is also responsible for coordinating with representatives of workshops, training opportunities, and joint meetings that will occur during the annual meeting, as well as soliciting funding for the meeting. The Chair of the Committee shall assist the Editor in reviewing and editing the Proceedings of the Institute.

(2) Publication Committee.

The Publication Committee shall be chaired by the Executive Secretary. Additional members to the committee will be appointed by the Chair to serve an annual term, with renewal. The Publications Committee will be responsible for reviewing all regular and special publications of the Corporation prior to their release.

(3) Student Awards Committee

The Chair shall appoint a member of the Board of Directors as Chair of the Student Awards Committee, and shall approve additional appointments suggested by the Committee Chair to committee membership up to a total of five members. Appointments are annual, with renewal. The Committee Chair should be associated with an academic institution and actively engaged in teaching or directing student research. The Student Awards Committee is responsible for advertising student awards to the membership, judging submissions and presentations at the annual meeting, deciding on student winners, and running the silent auction. The Chair of the Student Awards Committee is an ad-hoc member of the Program Committee for the purposes of coordinating student activities at the annual meeting.

(4) Nominations Committee

A nominations committee consisting of the Executive Committee and chaired by the Past Chair will solicit nominations for candidates for Directors on an annual basis, and for Chair and Vice Chair on a biennial basis. Nominations for Directors shall be solicited from the Board of Directors and the membership of the Corporation a minimum of two (2) months prior to the annual meeting of the Corporation. Nominations for Chair and Vice Chair shall be solicited from the Board of Directors a

minimum of two (2) months prior to the annual meeting of the Corporation. The Nominations Committee is responsible for obtaining all necessary information and documentation from the nominees. The Nominations Committee will present all suggested nominations to the Chair for distribution to the Board.

(5) Communications Committee

The Chair shall appoint a member of the Board of Directors as Chair of the Communications Committee, and shall approve additional appointments suggested by the Committee Chair to committee membership up to a total of seven members. Appointments are annual, with renewal. The Communications Committee is responsible for producing press releases, expanding the awareness of the services provided by the Corporation to the region, and increasing awareness of the media to regional issues raised at the annual meeting.

(6) Special Committees

The Chair of the Board of Directors shall appoint as required *ad hoc* committees from the membership to assist in the conduct of the affairs of the organization.

II. Notwithstanding the foregoing, all the above committees shall have such powers as can be lawfully delegated to them by the Board of Directors, subject, however, to the following limitations. No such committee shall have the authority or power to:

- (a) Approve or recommend to the Board of Directors or officers any actions or proposals that are required under South Carolina law to be approved only by directors.
- (b) Designate or make any nominations for officers or members of the Board of Directors.
- (c) Fill any vacancies in office or on the Board of Directors or any committee thereof.
- (d) Amend the Bylaws of the Corporation.

The Board of Directors, by resolution adopted in accordance with Section I hereinabove, may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of subcommittee.

Neither the designation of any such committee, the delegation of authority to such committee, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of the committee in question with their responsibility to act in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

## **ARTICLE XI**

### **Publications**

- (a) The Corporation shall have a publication entitled: Proceedings of the Gulf and Caribbean Fisheries Institute which shall be published by the end of the fiscal year in which each annual meeting takes place. The Proceedings shall be a record of the papers presented at the annual meeting and may include summaries of, and recommendations from, working groups, workshops or other activities taking place at the annual meeting. Other publications may be issued from time to time as authorized by the Board of Directors and reviewed by the Publications Committee.
- (b) Each individual, business, sustaining or library member in good standing shall receive a copy of the Proceedings and any other publications of the Corporation.

## **ARTICLE XII**

### Dues and Fees

- (a) Dues.

The dues for the various membership categories shall be fixed by the Board of Directors. Membership shall be on a 12 months basis from 1 October to 30 September of the next year.

- (b) Registration Fee.

The Board of Directors is authorized to establish and charge a registration fee for the annual meeting.

## **ARTICLE XIII**

### Bylaw or Articles Amendment

The Bylaws or the Articles of Incorporation may be amended, repealed or altered in whole or in part by a two-thirds (2/3) vote of the members in good standing at a properly constituted meeting of the Corporation who vote on the amendment. Any change shall take effect at the close of that meeting.

Proposals for amendments may be generated in the following ways:

- (1) Recommendations of the Executive Committee, followed by a two-thirds (2/3) vote of the Board of Directors. Such recommendations shall be circulated to members in good standing at least thirty (30) days before the next annual meeting at which the vote is taken.
- (2) Petition signed by no less than twenty percent (20%) of members in good standing. Such petition shall be validated by the Executive Secretary and circulated to the membership at least thirty (30) days before the annual meeting at which the vote is taken.

Upon approval and ratification of such amendment to the Bylaws or Charter of the Corporation by the members as above set forth, the Executive Secretary shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental



authority. Copies of such revised and amended Bylaws or Charter shall be given to any member upon request.

#### **ARTICLE XIV**

##### Parliamentary Authority

The Rules contained in Robert's Rules of Order as Revised shall govern the Board of Directors, Officers, Chairmen of various Committees, and the Members in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Corporation, or with any laws in effect of the State of South Carolina.

#### **ARTICLE XV**

##### Fiscal Year

The Fiscal Year of the Corporation shall commence on the first day of October, and terminate on the 30<sup>th</sup> day of September of the following year.

#### **ARTICLE XVI**

##### Seal

The Corporation shall have a seal of such design as may be approved by the Board of Directors.

#### **ARTICLE XVII**

##### Compensation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the general and specific purposes of the Corporation.

#### **ARTICLE XVIII**

##### Distribution of Assets

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent Jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court

shall determine.

## **ARTICLE XIX**

### Indemnification

The Corporation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of members, who were not parties to such action, suit or proceeding, in the manner provided in the South Carolina Nonprofit Corporation Act, as amended. If such indemnification is authorized by the directors or members, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in the manner described in the South Carolina Nonprofit Corporation Act, as amended, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he or she is found to be entitled to such indemnification.

## **ARTICLE XX**

### Contracts, Checks, Deposits

#### Section 1. Contracts.

The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

#### Section 2. Deposits.

All funds received by the Corporation shall be deposited in an account of the Corporation in such banks or other depositories as may be approved and authorized by the Board of Directors.

#### Section 3. Checks.

All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors. Unless otherwise authorized by the Executive Committee, such instruments shall be signed by the Treasurer.

#### Section 4.

The Board of Directors shall establish annually procedures governing budgets, contracts, deposits and disbursements.

## **ARTICLE XXI**

### Records

The Corporation shall maintain correct and proper books and records and shall keep minutes

of all the meetings of the members and Board of Directors, at the principal office of the Corporation. All such records may be inspected by any director, member, or the agent or attorney of either, or any proper person, at any reasonable time.

## STANDING RULES

The following Rules are established to assist in conducting the business of the Corporation. A Rule may be suspended for the duration of a meeting upon approval of two-thirds (2/3) of the members present and voting. An amendment to these Rules may be adopted by a favorable vote of a majority of members present and voting at an annual meeting, unless otherwise specified in the Articles of Incorporation and Bylaws.

### Order of Business

The agenda for an annual meeting of the Corporation shall include, but shall not necessarily be limited to, the following items:

1. Call to order by the Chair, Board of Directors
2. Address of the Chair, Board of Directors
3. Determination of a quorum
4. Introduction of guests and visitors
5. Approval of previous minutes
6. Report of the Executive Secretary
7. Report of the Treasurer
8. Report of the Executive Director
9. Reports of Standing Committees
10. Reports of ad hoc Committees
11. Resolutions
12. Nominations and Election of Officers and members of the Board of Directors
13. Nominations of Honorary Members
14. Other Business
15. Installation of newly elected officers and introduction of newly elected Board members
16. Adjournment

Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chair of the meeting.

The order of business may be amended and changed at any meeting by a majority vote of the members present at such meeting.