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**BYLAWS OF THE  
NORTHEASTERN REGIONAL ASSOCIATION  
OF COASTAL OCEAN OBSERVING SYSTEMS**

**ARTICLE I  
NAME; LOCATION; PURPOSES; POWERS**

Section 1. Name; Location. The name of this corporation is the “Northeastern Regional Association of Coastal Ocean Observing Systems” (hereinafter referred to as “NERACOOS” or the “Corporation”).

1. Section 2. Purposes. NERACOOS is organized as a public benefit nonprofit corporation under the Maine Nonprofit Corporation Act, Title 13-B M.R.S., as amended. The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The nature of the activities to be conducted, or the specific purposes to be promoted or carried out by the Corporation, are as follows:
- a. To lead the development, implementation, operation, and evaluation of a sustained, regional coastal ocean observing system for the northeast United States and Canadian Maritime provinces, as part of the United States Integrated Ocean Observing System (IOOS).
  - b. To promote the development, assessment, and dissemination of data and data products that meet the needs of end users.
  - c. To advocate through education and outreach for the regional, national, and global ocean observing system and the application of scientific assessments using environmental data to meet societal needs.

Section 3. Powers. The foregoing enumeration of specific purposes shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine, as amended.

**ARTICLE II  
TAX EXEMPT PROVISIONS**

Section 1. Limitation on Activities.

- a. NERACOOS shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. NERACOOS shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- 1 b. Notwithstanding the foregoing statement of the specific and primary purpose,  
2 NERACOOS shall not engage in any activity which is not permitted to be engaged in:  
3  
4 (1) By a corporation exempt from Federal income tax under Section 501(c)(3) of the  
5 Internal Revenue Code of 1986, as amended;  
6  
7 (2) By a corporation, contributions to which are deductible under Section 170(c)(2)  
8 of the Internal Revenue Code of 1986, as amended; or  
9  
10 (3) By a public charity described in Section 509(a)(1), (2) or (3) of the Internal  
11 Revenue Code of 1986, as amended.  
12

13 Section 2. Prohibition against Private Inurement. No part of the net earnings, properties, or  
14 assets of NERACOOS, on dissolution or otherwise, shall inure to the benefit of any private  
15 person or individual, or Director of NERACOOS, except that reasonable compensation may be  
16 paid for services rendered to or for NERACOOS in carrying out one or more of its purposes.  
17

18 Section 3. Distribution of Assets. Upon dissolution of NERACOOS, the Board of Directors  
19 shall, after paying or making provision for the payment of all of the liabilities of NERACOOS,  
20 dispose of all of the assets of NERACOOS exclusively for the purpose of NERACOOS in such  
21 manner, or to such organization or organizations organized and operated exclusively for  
22 charitable, educational, or scientific purposes as shall at the time qualify as an exempt  
23 organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or  
24 the corresponding provision of any future United States Internal Revenue law), as the Board of  
25 Directors shall determine, or shall be distributed to the federal government, or to a state or local  
26 government, for a public purpose.  
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30 **ARTICLE III**  
31 **ANNUAL MEETING**  
32

33 An Annual Meeting of the Directors of the Corporation shall be held at such time in November of  
34 each year, or as fixed by resolution of the Board of Directors, for the purpose of electing  
35 Directors and officers, and transacting such other business as may properly come before the  
36 meeting. Notice of the Annual Meeting shall be given at least thirty (30) days prior thereto by  
37 email or written notice delivered personally or mailed to each Director at such Director's address.  
38 If mailed, such notice shall be deemed to be delivered when deposited in the United States mail,  
39 so addressed, with postage prepaid.  
40

41 **ARTICLE IV**  
42 **THE BOARD OF DIRECTORS**  
43

44 Section 1. Powers and Duties. All corporate powers of the Corporation shall be exercised by or  
45 under the authority of the Board of Directors. Without limiting the generality of the foregoing,  
46 the Board of Directors shall elect the officers of NERACOOS and shall cause a full report  
47 concerning the affairs of NERACOOS to be rendered at the Annual Meeting of the Corporation.  
48

1 Section 2. Number and Qualifications of Directors. The Board of Directors shall consist of no  
2 less than twelve (12) and no greater than twenty-five (25) Directors, not including non-voting  
3 Directors. To the greatest extent practicable, the voting Directors shall consist of:

- 4
- 5 a. Up to seven (7) and at least four (4) Directors representing academic and research  
6 institutions;
  - 7
  - 8 b. Up to seven (7) and at least four (4) Directors representing state and provincial governments;  
9
  - 10 c. Up to seven (7) and at least four (4) Directors representing a cross section of marine-related  
11 industrial, governmental, non-profit organizations and other users of ocean data and data  
12 products; and  
13
  - 14 d. At the discretion of the Board of Directors, up to four (4) additional persons who have  
15 knowledge or skills or represent geographies or constituencies deemed by the Board of  
16 Directors to be important to the success of the organization.  
17
  - 18 e. At least two (2) Directors included in subsections (a) – (d) above shall be domiciled in  
19 Canada.  
20

21 Section 3. Election of Directors. The initial elections of Directors and the subsequent elections  
22 of Directors to succeed those whose terms of office are expiring shall be as follows:  
23

- 24 a. For the purpose of naming the initial Board of Directors, the Academic Consortium  
25 established by Memorandum of Understanding dated May 2007, may appoint seven (7)  
26 Directors from among the signatories to the Memorandum of Understanding, with not  
27 more than one representative from any one institution. If the Academic Consortium fails  
28 to appoint one or more Directors within one hundred eighty (180) days of the date of  
29 adoption of these Bylaws, those positions shall remain vacant until the next Annual  
30 Meeting of the Corporation.  
31

32 After the initial appointment of the Board of Directors, the Academic Consortium shall  
33 be invited to nominate individuals to fill expired terms or vacancies of these seven (7)  
34 seats on the Board of Directors consistent with the guidance in the preceding paragraph,  
35 provided that there shall be not more than one individual at a time from any one  
36 institution serving on the Board. Nominations shall be submitted in writing to the  
37 Secretary of the Board at least forty-five (45) days prior to the meeting at which the  
38 nomination or nominations will be considered. Election of nominees to the Board of  
39 Directors shall be by majority vote of all Directors.  
40

- 41 b. For the purpose of naming the initial Board of Directors, the Northeast Regional Ocean  
42 Council (NROC), established by Resolution 29-3 of New England Governors and Eastern  
43 Canadian Premiers, dated August 29, 2005, a copy of which is appended to these Bylaws,  
44 may appoint seven (7) Directors, including at least one from each of the New England  
45 states that border coastal waters and at least one from a Canadian Maritime province. If  
46 NROC fails to appoint one or more Directors within one hundred eighty (180) days of the  
47 date of adoption of these Bylaws, those positions shall remain vacant until the next  
48 Annual Meeting of the Corporation.  
49

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1 After the initial appointment of the Board of Directors, NROC shall be invited to  
2 nominate individuals to fill expired terms or vacancies of these seven (7) seats on the  
3 Board of Directors consistent with the guidance in the preceding paragraph, provided that  
4 the Board, to the greatest extent practicable, shall always include at least one from each  
5 New England state that borders coastal waters and at least one from a Canadian Maritime  
6 province. Nominations shall be submitted in writing to the Secretary of the Board at least  
7 forty-five (45) days prior to the meeting at which the nomination or nominations will be  
8 considered. Election of nominees to the Board of Directors shall be by majority vote of  
9 all Directors.

- 10  
11 c. For the purpose of naming the initial Board of Directors, the Directors of the Sea Grant  
12 Programs of Connecticut, Maine, Massachusetts, New Hampshire, New York, and Rhode  
13 Island may collectively appoint seven (7) Directors, who shall represent a cross-section  
14 of marine-related industries, marine-related governmental organizations, marine-related  
15 non-profit organizations, and other users of ocean data and data products. If the Directors  
16 of the Sea Grant Programs fail to appoint one or more Directors within one hundred  
17 eighty (180) days of the date of adoption of these Bylaws, those positions shall remain  
18 vacant until the next Annual Meeting of the Corporation.

19  
20 After the initial appointment of the Board of Directors, the Directors of the Sea Grant  
21 Programs of the states named above shall be invited collectively to nominate  
22 representatives to fill expired terms or vacancies of these seven (7) seats on the Board of  
23 Directors consistent with the guidance in the preceding paragraph. Nominations shall be  
24 submitted in writing to the Secretary of the Board at least 45 days in advance of the  
25 meeting at which the nomination or nominations will be considered. Election of  
26 nominees to the Board of Directors shall be by majority vote of all Directors.

- 27  
28 d. The Nominations Committee may nominate up to four (4) additional Directors for their  
29 strategic skills, knowledge, geographic representation, or liaison with constituencies of  
30 importance to the success of the Corporation. Election of these nominees shall be by  
31 majority vote of all Directors.

- 32  
33 e. In all cases, the Nominations Committee may engage in discussions with each of the  
34 nominating entities to identify persons best qualified to fulfill needs of the Corporation.  
35 Notwithstanding that a Director has been nominated by a particular entity or is employed  
36 by a particular entity, that Director shall serve as an independent Director, shall not  
37 formally represent any other entity in an *ex officio* or other capacity, and shall owe duties  
38 of care, loyalty, and confidentiality to Corporation. The Nominations Committee shall  
39 submit nominations to the Board at least fifteen (15) days prior to the meeting at which  
40 the nomination or nominations will be considered.

41  
42 Section 4. Non-Voting Directors. The Board of Directors may include non-voting representatives  
43 of government agencies in the United States and Canada who are otherwise barred by their  
44 agencies' rules from serving as a voting Director of a non-profit corporation and whose  
45 representation the Board of Directors deems to be important to the success of the Corporation.  
46 Such representatives shall be nominated by the Nominations Committee, and election of the  
47 nominees shall be by a majority vote of all Directors.

48  
49 Section 5. Interim Board of Directors. NERACOOS is incorporated with an interim Board of  
50 Directors who will serve until the first Annual Meeting, at which time they will be replaced by

1 the initial Board of Directors in the manner described in this Section. Members of the interim  
2 Board of Directors may be appointed to the initial and ongoing Board of Directors.

3  
4 Section 6. Terms of Office. Directors shall serve a term of three years, provided, however, that  
5 the Board shall stagger the expiration dates of the terms of the initial Directors and succeeding  
6 Directors, so that the terms of approximately one-third of the Directors shall expire in any year.  
7 Each term shall begin immediately upon election. No Director shall serve more than two  
8 consecutive full three-year terms as a Director unless that Director is elected as an officer, in  
9 which case the Director may serve no more than three additional years as a Director.

10 Notwithstanding the preceding sentence, election to an unexpired term will not count for purposes  
11 of term limitation. Each Director shall serve until his or her successor shall take office or until  
12 such Director's death, written resignation, or removal in the manner hereinafter provided.

13 Annually, the Nominations Committee shall evaluate the Directors' effectiveness and address  
14 unacceptable participation by any Director through recommendation to the Board for removal as  
15 per Section 8 of this Article.

16  
17 Section 7. Resignations. Any Director may resign at any time by giving written notice to the  
18 president of the Board of Directors. The resignation shall take effect at the time specified in the  
19 notice or, if no time is specified, upon delivery. Unless otherwise specified in such notice, the  
20 acceptance of the resignation shall not be necessary for it to become effective.

21  
22 Section 8. Removal from Office. Any Director may be removed at a Special Meeting of the  
23 Board called expressly for such purpose, provided that a statement of such proposed action is  
24 contained in the Notice of Meeting. A two-thirds majority of all Directors shall be sufficient to  
25 remove any or all Directors, with or without cause. The Director who is subject to removal may  
26 vote on the motion to remove. Notwithstanding the foregoing, a Director shall be automatically  
27 removed if s/he is or has been adjudged mentally incompetent.

28  
29 Section 9. Vacancies. Any vacancies occurring in the Board of Directors may be filled in the  
30 manner described in Section 3 for the unexpired portion of the three-year term.

31  
32 Section 10. Quorum. A majority of the Directors, not including non-voting Directors, shall  
33 constitute a quorum for the transaction of business at any meeting of the Board. Directors may  
34 not vote by proxy.

35  
36 Section 11. Alternate Board Members. Directors may request to have a designated alternate who  
37 may vote in the Director's place at meetings when the Director is not present. Stipulations  
38 regarding alternates are:

- 39 a. Alternate will be designated by appointing/voting body in the same manner as the  
40 Director (Nominating Committee would review the request for an alternate).
- 41 b. The Director and his/her alternate would have an identical term and there would be no  
42 presumption of succession.
- 43 c. The Director and alternate will be expected to be equally informed and aware of  
44 NERACOOS Board activities and discussions.
- 45 d. Only the Director, not the alternate, may serve in an officer position.
- 46 e. Alternates are optional.

47  
48 Section 12. Compensation. Directors and officers shall receive no compensation, either directly  
49 or indirectly, for performance of their duties as Directors or officers, respectively. Directors and  
50 officers may receive reimbursement for reasonable expenses as may be necessary from time to

1 time. Directors and officers may be compensated by NERACOOS for professional services  
2 provided to NERACOOS in furtherance of its mission, per Section 501(c)(3) of the Internal  
3 Revenue Code and related regulations. Such compensation, on either a contract or salary basis,  
4 must be approved by the Board pursuant to state law governing nonprofit corporations.  
5

6 Section 13. Annual and Regular Meetings. At the Annual Meeting of the Corporation, the Board  
7 of Directors shall elect officers and transact such other business as may properly come before the  
8 meeting, with notice as specified in Article III. Regular meetings of the Board of Directors shall  
9 be held at least three times during the fiscal year on such dates, at such times, and at such  
10 locations as the president of the Board shall determine. Notice of a regular meeting shall be given  
11 at least thirty (30) days prior to the meeting. Minutes will be made available to the Directors by  
12 electronic or other means, as appropriate. Minutes of meetings may be available to the public, at  
13 the Board's discretion. The Board of the Directors may choose, at its discretion, to open all or  
14 portions of its meetings to the public.  
15

16 Section 14. Special Meetings. Special meetings of the Board of Directors may be called by or at  
17 the request of the president of the Board or any two Directors. The person or persons authorized  
18 to call a Special Meeting of the Board of Directors may fix the manner and the place for holding  
19 any special meeting of the Board of Directors called by them, provided that at least ten (10) days  
20 notice shall be required for any Special Meeting.  
21

22 Section 15. Notice. Notice of the annual or any regular or special meeting shall be given by  
23 email or written notice delivered personally or mailed to each Director at such Director's address.  
24 If mailed, such notice shall be deemed to be delivered when deposited in the United States mail,  
25 so addressed, with postage prepaid. Notice of a proposed action by the Board of Directors to  
26 adopt any instrument specified in the Bylaws shall be published and provided to all directors ten  
27 (10) days in advance, and a written record of the action of the Board shall be recorded in the  
28 minutes.  
29

30 Section 16. Manner of Acting. Each director, with the exceptions otherwise noted in these  
31 Bylaws, shall be entitled to one vote upon any matter properly submitted to the Board. Unless  
32 otherwise specified in these Bylaws, any act or decision done or made by a majority vote of the  
33 directors present and eligible to vote at a meeting duly held in which a quorum is present shall be  
34 a binding act of the Board of Directors. Abstentions shall constitute presence of a director in  
35 determination of a quorum.  
36

37 Section 17. Action Without a Meeting. Any action which might be taken at a meeting of the  
38 Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or  
39 committee members are notified in writing of the action taken, (b) three quarters (75%) of the  
40 total number of Directors or of the committee members send written consents to the action taken  
41 or to be taken, at any time before or after the intended effective date of such action, and (c) the  
42 Secretary, committee chair, or his/her designee, receives no written objection to such action from  
43 a Director or committee member within forty-eight (48) hours of the notification to the Directors  
44 and committee members. Such notifications, consents, and objections shall be filed with the  
45 minutes of next Directors' meeting or committee meeting, and shall have the same effect as a  
46 regular meeting vote. For the purposes of this section, notifications, consents, and objections may  
47 be communicated by regular mail, personal delivery, fax, or electronic mail.  
48

49 Section 18. Telephonic or Similar Communication. Any Director, or any member of a  
50 committee of NERACOOS, may participate in a meeting by means of a conference telephone or

1 similar communication equipment by means of which all persons participating in the meeting can  
2 hear each other and such participation in a meeting shall constitute presence in person at such  
3 meeting.

4  
5 Section 19. Executive Committee of the Board. The Executive Committee of the Board of  
6 Directors shall consist of the president, the vice-president, the secretary and the treasurer serving  
7 as *ex officio* members, and such other members of the Board as may be appointed by the Board.  
8 The president or his/her designated member of the Executive Committee will chair the Executive  
9 Committee. The president or any two other members of the Executive Committee may call a  
10 meeting of the Executive Committee. The president or other persons calling the meeting shall  
11 give or cause to be given written notice to each member of the Executive Committee of the date,  
12 time, place, and purpose of the meeting at least two days before the scheduled meeting. A  
13 majority of the members of the Executive Committee shall constitute a quorum for the transaction  
14 of business at any meeting thereof. The Executive Committee shall act only in the intervals  
15 between meetings of the Board of Directors and shall, except to the extent otherwise provided  
16 herein or determined by the Board of Directors, have all the authority of the Board of Directors  
17 other than to:

- 18  
19 (i) amend the articles of incorporation;  
20 (ii) adopt a plan of merger or consolidation;  
21 (iii) sell or dispose of all or substantially all of the property and assets of  
22 NERACOOS;  
23 (iv) voluntarily dissolve NERACOOS or revoke such dissolution;  
24 (v) amend the Bylaws of NERACOOS;  
25 (vi) fill vacancies as provided in these Bylaws;  
26 (vii) amend or repeal any resolution of the Board of Directors;  
27 (viii) award grants or contracts pursuant to Section 19, unless specifically authorized  
28 by the Board of Directors on a case-by-case basis;  
29 (ix) hire or fire an Executive Director, if any; or  
30 (x) adopt any instrument required by these Bylaws to be adopted by the Board of  
31 Directors  
32

33 Subject to the aforesaid exceptions, any person dealing with NERACOOS shall be entitled to rely  
34 upon any act or authorization of any act by the Executive Committee to the same extent as an act  
35 or authorization of the Board of Directors. The Executive Committee may delegate authority to  
36 the Executive Director, if such a position is appointed, as needed for the operation of  
37 NERACOOS. The Executive Committee shall keep full and complete records of all meetings and  
38 actions. At each meeting of the Executive Committee all questions and business shall be  
39 determined by a majority vote of those present, or without a meeting by unanimous consent in  
40 writing. The designation herein of the Executive Committee and the delegation thereto of  
41 authority shall not operate to relieve the Board of Directors or any member thereon of any  
42 responsibility imposed by law.  
43

44 Section 20. Chief Executive Officer. The Board of Directors may appoint an Executive Director  
45 who shall be the Chief Executive Officer of the Corporation, responsible for conducting business  
46 activities of the Corporation, and who shall not be a member of the Board.  
47

48 Section 21. Additional Committees. The Board of Directors shall designate one or more  
49 Directors and such other persons as they may choose to form (a) a Nominations Committee, and  
50 (b) a Finance Committee.

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1  
2 The Finance Committee shall review and monitor all financial statements and transactions of the  
3 association and report to the Board the financial status of the organization, and recommend a  
4 budget. The treasurer shall be an ex officio member of the Finance Committee.  
5

6 The Nominations Committee shall work with the three nominating bodies specified in Article IV,  
7 Section 3, to identify their nominees to the Board of Directors, and recommend other nominees to  
8 the Board of Directors as specified in Article IV, Section 3. Nominations shall be submitted in  
9 writing to the Secretary of the Board at least fifteen (15) days prior to the meeting at which the  
10 nomination or nominations will be considered.  
11

12 The Board shall designate one or more Directors and such other persons as they may choose to  
13 form one or more additional committees, such as a personnel committee, which committee(s)  
14 shall act to advise and inform the Board of Directors. Each committee shall serve at the pleasure  
15 of the Board of Directors and shall have such duties and responsibilities as designated by the  
16 Board of Directors in the resolution establishing it. Each committee shall be chaired by a director  
17 of NERACOOS. Meetings of additional committees shall be held at such time and place as shall  
18 be fixed by the chair of each respective committee. A majority of all the members of any  
19 committee shall constitute a quorum for the transaction of business, and the vote of a majority of  
20 all the members of the committee shall be the act of the committee. The procedures and manner  
21 of acting of the Executive Committee and of any additional committees shall be subject at all  
22 times to the directions of the Board of Directors.  
23

24 Section 22. Rules. Robert's *Rules of Order* in its most recent edition at the date of its use shall be  
25 the parliamentary authority for all matters of procedures not specifically covered by these Bylaws  
26 or by other specific rules of procedure adopted by the Directors of NERACOOS. Notwithstanding  
27 the foregoing, the Board of Directors may resolve any procedural matter by the affirmative vote  
28 of a majority of Directors present in person. Further notwithstanding the foregoing, an  
29 affirmative vote on any substantive matter in question shall constitute the waiver of any  
30 procedural objection.  
31

32 Section 23. Business Plan, Work Plans, Solicitation and Distribution of Funds.  
33

- 34 a. The Board shall adopt and make public a Business Plan for NERACOOS that details fiscal  
35 policies and contains annual and projected budgets. The Business Plan will be updated and  
36 revised at the Board's discretion.  
37
- 38 b. Based on the recommendations of the teams defined in Article VI and in the context of the  
39 Business Plan, the Board shall adopt and make public an Annual Work Plan for  
40 NERACOOS.  
41
- 42 c. The Board may request funds from a variety of sources to support the organization and  
43 activities of the organization consistent with the Business Plan and Annual Work Plan. The  
44 Board shall adopt and make public procedures by which it approves both the intent to submit  
45 and the submission of funding requests for the operation of NERACOOS. All funding  
46 requests shall follow these procedures unless specifically waived by the Board.  
47
- 48 d. The Board shall adopt and make public requests for proposals based on the Business and  
49 Annual Work Plans and within the framework of available funds. Directors may not lead or  
50 participate in proposals except as permitted by the conflict of interest policy.

- 1  
2 e. Decisions on the award of funds to support proposals requested by NERACOOS shall be  
3 based on a merit system in the context of NERACOOS' goals.  
4  
5 f. Prior to the release of the first request for proposals, the Board shall adopt and make public a  
6 conflict of interest policy and make public procedures and criteria for proposal review that  
7 are based on merit and include independent and anonymous peer review. These procedures  
8 shall be followed for all RFPs released by NERACOOS.  
9

10 **ARTICLE V**  
11 **OFFICERS**  
12

13 Section 1. Officers. The officers of NERACOOS shall be elected from the Board of Directors  
14 and shall be a president, a vice-president, a secretary and a treasurer. In addition, the Board of  
15 Directors may appoint such other officers as the Board may determine, with such duties and  
16 responsibilities as determined by the Board. No officer shall execute, acknowledge, or verify any  
17 instrument in more than one capacity if the instrument is required to be executed, acknowledged,  
18 or verified by two or more officers.  
19

20 Section 2. Election and Term of Office. The Board of Directors shall elect the initial slate of  
21 officers at the first organizational meeting. Thereafter, the officers of NERACOOS shall be  
22 elected annually by the Board of Directors immediately following the election of Directors at the  
23 Annual Meeting. If the election of officers shall not be held at such meeting, such election shall  
24 be held as soon thereafter as is practicable. Each officer shall hold office for two years or until  
25 his or her successor shall take office or until such officer's death, written resignation, or removal  
26 in the manner hereinafter provided.  
27

28 Section 3. Removal. Any officer may be removed by two-thirds vote of the full Board of  
29 Directors then serving in office whenever in their judgment the best interests of NERACOOS will  
30 be served thereby. Election or appointment of any officers shall not of itself create contract  
31 rights. An officer of the Board who is subject to removal may vote on the motion to remove.  
32

33 Section 4. Vacancies. A vacancy in any office because of death, resignation, removal,  
34 disqualification or otherwise, may be filled at any meeting of the Board of Directors in the  
35 manner prescribed in these Bylaws for election or appointment to the office. Such vacancy shall  
36 be filled for the unexpired portion of the term.  
37

38 Section 5. President and Vice-President. The president shall be the principal officer of  
39 NERACOOS. The president shall preside at all meetings of the Board of Directors. The  
40 president shall execute, on behalf of NERACOOS, any deeds, mortgages, bonds, contracts, or  
41 other instruments which the Board of Directors has authorized to be executed, except in cases  
42 where the signing and execution thereof shall be expressly delegated by the Board of Directors or  
43 by these Bylaws to some other officer or agent of NERACOOS, or shall be required by law to be  
44 otherwise signed or executed.  
45

46 The president shall do and perform all duties incident to the office of president and other duties as  
47 may be assigned to the president by these Bylaws or by the Board of Directors. In the absence of  
48 the president, the vice-president shall perform all duties and responsibilities of the president.  
49

1 Section 6. Secretary. The secretary shall keep or cause to be kept the minutes of the proceedings  
2 of the Board of Directors in one or more books provided for that purpose, see that all notices are  
3 duly given in accordance with the provisions of these Bylaws or as required by law, be custodian  
4 of the corporate records and of the seal of NERACOOS, keep a record of the mailing address of  
5 each Director which shall be furnished to the secretary by such Director and in general perform  
6 all duties incident to the office of Secretary and such other duties as from time to time may be  
7 assigned to the secretary by the president or by the Board of Directors. In the event the secretary  
8 shall be absent from any meeting of the Board of Directors, the Board of Directors in attendance  
9 at the meeting shall select a secretary *pro tempore*. The minutes of each meeting shall be made  
10 available, either by electronic or physical means, to the Board within thirty (30) days after the  
11 Board meeting.  
12

13 Section 7. Treasurer. The treasurer shall have charge and custody of and be responsible for all  
14 funds and securities of NERACOOS, receive and give receipts for money due and payable to  
15 NERACOOS from any source whatsoever, and deposit all such monies in the name of  
16 NERACOOS in such banks, trust companies, or other depositories as shall be selected in  
17 accordance with the provisions of Article VII of these Bylaws, and in general perform or cause to  
18 be performed all of the duties incident to the office of treasurer, and with the approval of the  
19 Board of Directors may delegate any of these duties to the Executive Director or such other  
20 person as the Board may approve. The treasurer shall keep or cause to be kept, under the  
21 treasurer's supervision, accurate financial accounts and shall hold the same open for inspection  
22 and examination by the Board of Directors, and shall prepare or cause to be prepared a full report  
23 concerning the finances of NERACOOS to be presented annually to the Board of Directors.  
24

25 Section 8. Indemnification. Each Director, officer, committee member and employee of  
26 NERACOOS shall be indemnified by NERACOOS against expenses, including attorney's fees,  
27 judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person  
28 in connection with any threatened, pending or completed action, suit or proceeding, whether civil,  
29 criminal, administrative or investigative (other than an action by or in the right of NERACOOS),  
30 by reason of the fact that such person is or was a Director, officer, committee member or  
31 employee of NERACOOS, or is or was serving at the request of NERACOOS as a Director,  
32 officer, trustee, agent or employee of another corporation, partnership, joint venture, trust or other  
33 enterprise, if such person acted in good faith and in a manner reasonably believed to be in the best  
34 interests of NERACOOS, and, with respect to any criminal action or proceeding, had no  
35 reasonable cause to believe such person's conduct was unlawful. The termination of any action,  
36 suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere*,  
37 or its equivalent, shall not of itself create a presumption that the person did not act in good faith  
38 and in a manner which is reasonably believed to be in the best interests of NERACOOS, and,  
39 with respect to any criminal action or proceeding, that such person had reasonable cause to  
40 believe that such person's conduct was unlawful.  
41

42 NERACOOS shall have the power to purchase and maintain insurance on behalf of any person  
43 who is or was a Director, officer, committee member or employee or is or was serving at the  
44 request of NERACOOS as a Director, officer, trustee, agent or employee of the another  
45 corporation, partnership, joint venture, trust or other enterprise against any liability asserted  
46 against and incurred in any such capacity, or arising out of his or her status as such, whether or  
47 not NERACOOS has indemnified such person hereunder.  
48

49 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by  
50 NERACOOS in advance of the final disposition of such action, suit or proceeding as authorized

1 by the Board of Directors in the manner provided by the applicable statutes of the State of Maine  
2 concerning indemnification by non-profit corporations currently contained in 13-B M.R.S. §714,  
3 upon the receipt of an undertaking by or on behalf of the Director, officer or employee to repay  
4 such amount, unless it shall be ultimately determined that such person is entitled to be  
5 indemnified as provided herein.  
6

7 In the event that such action or proceeding be by or in the right of NERACOOS, NERACOOS  
8 shall have the same power to indemnify and insure any such Director, officer or employee, except  
9 that no indemnification shall be made in respect of any claim, issue or matter as to which such  
10 person shall have been adjudged to be liable for negligence or misconduct in the performance of  
11 such duty, unless the court wherein the action or proceeding is tried shall specifically find that  
12 despite the adjudication of liability, but in view of all the circumstances of the case, such a person  
13 is fairly and reasonably entitled to indemnity.  
14

15 The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights  
16 to which those indemnified may be entitled under any statute or regulation of the State of Maine.  
17 As used in this provision, the terms "Director", "officer", "committee member", "trustee",  
18 "agent", "employee" include the respective heirs, executors and administrators of persons holding  
19 such offices in NERACOOS.  
20

21  
22 **ARTICLE VI**  
23 **TEAMS**  
24

25 Section 1. Teams. In the development of the Business Plan and Annual Work Plan, the Board of  
26 Directors shall be advised by teams or working groups consisting of a diversity of stakeholders  
27 primarily from throughout the region. These teams, the number and make up of which will be  
28 determined at the discretion of the Board, will assist with the following:

- 29 (i) Identifying the data and product needs of users of ocean observations and  
30 predictions;  
31 (ii) Defining the data management, integration, and communications requirements to  
32 achieve the desired products;  
33 (iii) Prioritizing among products and data management and communications needs;  
34 (iv) Identifying requirements for maintaining existing capacities for ocean observing  
35 and modeling in the Northeast;  
36 (v) Identifying ocean observing and modeling capacities needed to address the  
37 priority needs of users;  
38 (vi) Identifying the best methods to address the needs; and  
39 (vii) Prioritizing the methods based on achievability, effectiveness, and costs.  
40

41 Section 2. Stakeholders' Council. The Board of Directors shall engage a Stakeholders' Council  
42 that is responsible for education and outreach to users of ocean observing data and data products  
43 and for providing input to the Board of Directors concerning the needs of users and the usefulness  
44 of existing ocean observations and products. To the greatest extent practicable, appointees shall  
45 be representative of the sub-regions of the Northeast and shall be representative of the diversity of  
46 stakeholder groups served by NERACOOS.  
47  
48  
49  
50

**ARTICLE VII**  
**BOOKS AND RECORDS**

1  
2  
3  
4 Section 1. Books and Records. There shall be kept at the principal office of NERACOOS the  
5 following:

- 6  
7 a. Correct and complete books and records of account;  
8 b. Minutes of the proceedings of the Board of Directors and the Executive Committee;  
9 c. A current list of the Directors and officers of NERACOOS and their current addresses;  
10 d. A copy of these Bylaws.

11  
12 Section 2. Audit. The Board of Directors shall cause an audit of the books and records of  
13 NERACOOS to be conducted on an annual basis by an independent firm of certified public  
14 accountants.

15  
16  
17 **ARTICLE VIII**  
18 **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

19  
20 Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or  
21 agents to enter into any contract or execute and deliver any instrument in the name of and on  
22 behalf of NERACOOS, and such authority may be general or confined to specific instances.

23  
24 Section 2. Loans. No loans shall be contracted on behalf of NERACOOS and no evidence of  
25 indebtedness shall be issued in its name unless authorized by a resolution of the Board of  
26 Directors. Such authority may be general or confined to specific instances.

27  
28 Section 3. Checks, Drafts, or other Similar Orders. All checks, drafts, or other orders for the  
29 payment of money, notes, or other evidences of indebtedness issued in the name of NERACOOS  
30 shall be signed by such officer or officers, agent or agents of NERACOOS and in such manner as  
31 shall from time to time be determined by resolution of the Board of Directors.

32  
33 Section 4. Assignment and Transfer of Stocks, Bonds and Other Securities. The Board or its  
34 designee shall have power to assign, or to endorse for transfer, under the corporate seal, and to  
35 deliver any stock, bonds, subscription rights, or other securities, or any beneficial interest herein,  
36 held or owned by NERACOOS.

37  
38 **ARTICLE IX**  
39 **GENERAL PROVISIONS**

40  
41 Section 1. Fiscal Year. The fiscal year of NERACOOS shall end on September 30.

42  
43 Section 2. Waiver of Notice. Whenever any notice is required to be given to any person under  
44 the provisions of these Bylaws or under the provisions of applicable law, a waiver thereof in  
45 writing signed before or after the time therein, shall be deemed equivalent to the giving of such  
46 notice. The attendance of a person at a meeting shall constitute a waiver of notice of such  
47 meeting, except when a person attends a meeting for the express purpose of objecting to the  
48 transaction of any business because the meeting is not lawfully called or convened. Neither the  
49 business to be transacted at, nor the purpose of, any regular or special meeting of the Board of

1 Directors need be specified in any written waiver of notice of such meeting, except as otherwise  
2 provided wherein.

3  
4 Section 3. Annual Report. The Board of Directors shall direct the president and the treasurer to  
5 present to the Board an annual report certified by an independent public accounting firm selected  
6 by the Board and showing in appropriate detail the following:

- 7  
8 a. The assets and liabilities, including the trust funds, of NERACOOS as of the end of the  
9 fiscal year immediately preceding the date of the report;  
10  
11 b. The principal changes in assets and liabilities, including trust funds, during the fiscal year  
12 immediately preceding the date of the report;  
13  
14 c. The revenue or receipts of NERACOOS, both unrestricted and restricted to particular  
15 purpose, for the fiscal year immediately preceding the date of the report;  
16  
17 d. The expense or disbursement of NERACOOS, both for general and restricted purposes,  
18 during the fiscal year immediately preceding the date of the report.  
19

20 This report shall be filed with the minutes of the meetings of the Board of Directors.  
21

22 Section 4. Conflict of Interest. The Board shall adopt and make public a conflict of interest  
23 policy by resolution. The policy shall address both actual and perceived conflicts of interest  
24 throughout the organization. The policy shall include, but not necessarily be limited, to a  
25 requirement for the Board of Directors, officers, employees, and committee and team members to  
26 at least annually disclose any situation involving actual or potential conflicts of interest; and a  
27 prohibition against any individual or institution submitting a proposal to NERACOOS also being  
28 involved in the review or decision-making regarding the proposal or other proposals associated  
29 with the same request for proposals.  
30

31 Section 5. Loans to Directors and Officers. No loans shall be made by NERACOOS to its  
32 Directors or officers, or to any other corporation, firm, association, or other entity in which one or  
33 more of its Directors or officers are Directors or officers or hold a financial interest.  
34

35 **ARTICLE X**  
36 **AMENDMENTS**  
37

38 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by two-  
39 thirds vote of the full number of the Directors then serving in office at any meeting of the Board  
40 of Directors, provided that the text of any such proposed amendment shall have been forwarded  
41 to each Director thirty (30) days prior to the required notice of meeting at which such proposed  
42 amendment may be submitted by vote. The provisions for notice to Directors of any proposed  
43 amendment may not be waived. All amendments shall be consistent with the provisions of the  
44 laws of the State of Maine and Section 501(c)(3) of the Internal Revenue Code and related  
45 regulations.  
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48  
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