

## **CONSTITUTION**

**As Amended May 2003**

### **NAME:**

The name of this organization shall be the **NEW ENGLAND ESTUARINE RESEARCH SOCIETY (NEERS)**.

### **PURPOSE:**

The purpose of this organization shall be to bring together people actively engaged in estuarine and coastal research and management for informal discussion and scientific exchange. NEERS is organized as a nonprofit society and shall be operated exclusively for educational purposes.

### **ORGANIZATION:**

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501 (e) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501 (c) (3) or corresponding provisions of any subsequent tax laws.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services tendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization. In any taxable Year in which the organization is a private foundation as described in IRC 509 (a), the organization shall distribute its income for said period at such time and manner as not-to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941 (d), (b) retain any excess business holdings as defined in IRC 4943 (c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

### **MEMBERSHIP:**

Membership is open to those whose activities are consistent with the purpose of the organization. All members are entitled to vote in the affairs of the corporation, to serve as directors or officers, or to be counted toward a quorum in any meeting of the membership.

There shall be four classes of membership: regular, student, honorary, and emeritus. Regular membership is open to those persons who are professionally engaged in estuarine science or management, or persons who are engaged in study of the estuarine and marine environments, or other activities consistent with the purpose of the organization. Student members must be students in good standing at any level of educational activity. Honorary membership may be conferred by the Executive Committee upon persons recognized for outstanding work or interest in the field of estuarine research and/or education. Any NEERS member who is at least 65 years of age and has been an active NEERS member for at least 10

years may request emeritus membership. Honorary and Emeritus members shall not be required to pay dues.

Application for membership shall be in writing in such a form as the Executive Committee shall prescribe, and shall be submitted to the Secretary. The Secretary shall confer membership upon receipt of dues by the Treasurer.

### **DUES:**

The Executive Committee shall set dues. Any change will be subject to the approval of the membership at a business meeting. Dues are due and payable to the Treasurer at, or before, the spring meeting. Members who owe dues for two years will receive notice of the fall meeting but will automatically be dropped from membership, if still delinquent after the fall business meeting.

### **MEETINGS:**

Meetings shall be held semiannually, during the spring and fall. One meeting in each year may be a general meeting with the Estuarine Research Federation. One must be, or become, a member in order to give a scientific presentation at the meeting, unless invited by the President.

### **ATTENDANCE:**

Attendance at business meetings shall be limited to members in good standing, except visitors may attend (but not vote) with the approval of the President.

### **OFFICERS/EXECUTIVE COMMITTEE:**

The elected officers of NEERS shall consist of a President, a President-elect, a Secretary, and a Treasurer. Terms of office shall be two years. Individuals elected to the office of President/President-elect shall not be eligible for election again to that office. The individual elected as President-elect will acquire the duties of President two years subsequent to the date of election. The Secretary and the Treasurer may be reelected to the same office, but may serve no more than two consecutive terms in that capacity.

The President shall serve as NEERS representative to the Governing Board of the Estuarine Research Federation (ERF). If the President is not available, the President-elect or a member of NEERS designated by the President shall be the representative. The President shall also appoint one member of NEERS to serve as NEERS Historian, one member of NEERS to serve as Program Chair, and two members of NEERS to serve as at-large representatives on the Executive Committee.

The Executive Committee shall consist of the President, the President-elect, the Secretary, the Treasurer, the immediate Past-President, the Program Chair, the Historian, and the two at-large members. A member of the Executive committee can be replaced if they resign in writing or miss two consecutive meetings and a simple majority of the Executive Committee votes to remove them from office. If the President resigns or is unable to complete the term, the President-elect immediately takes over as President. The Executive Committee shall have the power to fill all other vacancies in any elected or appointed office. These vacancies will be filled only to the end of the particular Executive Committee member's term. The Executive Committee may create standing and ad hoc committees as needed. A quorum, which consists of a simple majority of the Executive Committee members, must be present before business can be transacted or motions made or passed.

## **DUTIES OF THE OFFICERS/EXECUTIVE COMMITTEE:**

The **President** shall preside at all meetings of the membership and of the Executive Committee. If the President is unable to preside, the President-elect or a President pro-tem chosen by the Executive Committee may conduct the meeting.

The **Secretary** shall: 1) work with the meeting organizers and the Program Chair to issue an announcement of the meeting and call for papers; 2) maintain an up-to-date list of the members which shall be made available to the membership; 3) maintain and have available a copy of the Constitution and the Operations Manual available for the information of any member; 4) record minutes of NEERS business meetings and Executive Committee meetings; 5) correspond with the Estuarine Research Federation; 6) prepare a Secretary's report for each NEERS business meeting.

The **Treasurer** shall: 1) collect, disburse, and account for all monies, including those pertaining to dues and meetings; 2) maintain bank accounts; 3) maintain records of dues payments by NEERS members; 4) update the membership list; 5) prepare a Treasurer's report for each NEERS business meeting.

The **Program Chair**, in conjunction with the local organizing committee, and with help from officers of the Society shall plan and carry out each NEERS meeting. The Program Chair shall be responsible for implementing the Society policy with respect to meeting conduct and content. With the approval of the Executive Committee, the Program Chair shall have the power to initiate new ideas in meeting format, topic selection, and any other area he/she believes will add to free information exchange in an informal atmosphere. The Program Chair shall receive and review abstracts, and have final responsibility for all aspects of each NEERS meeting.

The **President-elect** chairs the Communications Committee. The President-elect also presides at NEERS and Executive Committee meetings and attends Estuarine Research Federation Board meetings if the President is not available.

The immediate **Past-President** shall chair the Awards and Nominating Committees.

The **Historian** shall maintain the historical documents of the Society.

The **Members-at-Large** are to represent the members of NEERS at Executive Committee meetings.

In addition to the duties described above, all members of the Executive Committee may have additional duties specified in the Operations Manual.

## **STANDING COMMITTEES:**

The standing committees shall be the Nominating, Awards, Local Arrangements and Communications Committees.

The **Nominating** Committee shall propose nominees for elected positions. These names will be circulated to the membership in an efficient and effective manner prior to the election meeting. The immediate Past-President is Chair of this committee.

The **Awards** Committee shall oversee the awarding and development of all awards. The immediate Past-President is chair of this committee.

The **Local Arrangements** Committee shall select an appropriate facility for the meeting in conjunction with the Executive Committee and the Program Chair. The Executive Committee and the Program Chair shall choose the chair of the Local Arrangements committee. The Local Arrangements committee usually serves for one meeting.

The **Communications** Committee shall oversee all the ways the NEERS communicates with the membership and others. Duties include providing information to the ERF Newsletter, maintaining the NEERS website, Newsletter, poster and all other NEERS publications.

**ELECTIONS:**

Elections of officers shall be by simple majority of the members present and voting at an election business meeting, which normally will be held in even- numbered years. Voting will be by secret ballot, which shall be counted and destroyed by the out-going Executive Committee. Only the names of the elected officers shall be announced. In case of a tie, the out-going President shall cast the deciding vote.

**AMENDMENTS:**

Amendments to the NEERS Constitution shall be circulated to members by an efficient and effective manner at least three weeks prior to meeting dates. Adoptions of these amendments shall be by two-thirds of the members present and voting at the meeting.

**ACCOUNTING:**

The annual accounting period will end December 31 each year.

**DISSOLUTION:**

In the event of dissolution, any assets of NEERS shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501 (e) (3) of the Internal Revenue Code.