

# **BYLAWS**

**of the NATIONAL SHELLFISHERIES ASSOCIATION, INC.**

**(A Corporation Not for Profit)**

**Updated and Approved - January, 2021; Revised – April, 2020**

**Available at the National Shellfisheries Association website:**

**<http://www.shellfish.org/bylaws>**

## **BYLAW I - NAME AND PURPOSE**

Section 1. The name of the organization shall be the National Shellfisheries Association, as described in the Constitution.

Section 2. The purpose and activities of this Association shall be as described in the Constitution.

## **BYLAW II - MEMBERSHIP AND DUES**

Section 1. Any individual or institution that qualifies for membership under the Constitution and Bylaws may become a member in good standing of the Association by having a genuine interest in the purposes of the Association, by paying the appropriate dues, and by adhering to the rules and regulations laid down in the various sections and subsections of the Constitution and Bylaws.

Section 2. Dues, payable in U.S. dollars on or before January 1 of each calendar year, may be changed as necessary by a vote of the Executive Committee present at the annual meeting.

(a) Any member whose dues are in arrears as of December 31<sup>st</sup>, and after two (2) written notices from the Association, shall be dropped from the membership as of December 31<sup>st</sup> of each calendar year.

(b) Members who have been dropped for non-payment of dues will no longer receive membership benefits such as the *Journal of Shellfish Research*, the *NSA Quarterly Newsletter*, membership registration rates for the annual meeting, and access to the Members area of the NSA web site.

(c) Any person, firm, society, club, or state or federal agency, on approval of the Executive Committee and by payment of a sum to be established annually by the

Executive Committee, may become a Patron of the Association. Patrons are entitled to six (6) copies of the *Journal of Shellfish Research*.

(d) Libraries and agencies not desiring to become Patrons may subscribe to the *Journal of Shellfish Research* and purchase copies for a subscription cost to be established by the Executive Committee.

(e) Any person, upon the recommendation of the Awards Committee, may be made an Honored Life Member with all the privileges of a Member, by a simple majority vote of the Executive Committee, shall be contacted before the Association's annual meeting, and shall be exempt from payment of dues for life.

### **BYLAW III - MEETINGS, VOTINGS**

Section 1. The annual meeting of the membership shall be held at the time and place set by the Executive Committee. The Secretary shall serve by mail (or email) a written notice thereof, not less than sixty (60) calendar days prior to such meeting, to each member at their address as it appears on the records of the Association. The NSA Quarterly Newsletter may serve as the written notice. There is no quorum requirement for the annual meeting.

Section 2. In all matters of business on which the membership is entitled to vote, all members shall be eligible to cast one vote.

Section 3. The annual meetings of the Association shall consist of a program of papers, discussions, symposia, demonstrations, and other activities.

Section 4. The Business Meeting shall include, but not be limited to, the following:

(a) Report of the President

(b) Reports of the Secretary and Treasurer

(c) Reports of Committees (Audit-Budget-Finance, Membership, Resolution, etc.)

(d) Report of the Editor of the *Journal of Shellfish Research*

(e) Announcements of changes in Editorship, Editorial Board, page charges, and page or budget limitations with respect to the *Journal of Shellfish Research*

(f) Old and new business

(g) Installation of officers

(h) Appointment of new committees and Editorial Board members

## **BYLAW IV - DUTIES OF OFFICERS**

Section 1. The President is responsible for the conduct of business and the organization of the Association. This individual shall preside over all annual and special meetings, shall make such appointments as are authorized in the Bylaws, and shall exercise such other functions and responsibilities as may be determined from time to time by action of the Association or the Executive Committee of which she or he is Chair. The President is authorized to appoint ad hoc committees from the membership of the Association to perform various duties as the discretion of the President deems appropriate. The President shall also serve as ex-officio member of all committees.

Section 2. The President-Elect shall, at the end of the term, accede to the Presidency. During the term as President-Elect, he or she shall perform the duties of the President in the absence of the President.

Section 3. The Vice President shall act in the capacity of President-Elect in the former's absence, or, in the absence of both the President and the President-Elect, shall perform the duties of the President until a new President-Elect has been elected.

Section 4. The Secretary shall be responsible for preparing and distributing minutes of the Association's business meeting and Executive Committee meeting. The Secretary also shall be responsible for maintaining an updated record of policy and operational actions decided by both groups, and for preparing the Annual Report for the Executive Committee meeting.

Section 5. The Treasurer shall be responsible for maintaining or overseeing the maintenance of membership and mailing lists. The Treasurer shall ensure that documented accounts of all transactions are maintained, that accepted bookkeeping and accounting practices are followed, and that the Association's financial resources are managed according to procedures adopted by the Executive Committee. The Treasurer shall, at the Annual Meeting, present a draft budget for the next fiscal year, and shall submit a detailed financial report audited in such a manner as shall be specified by the Executive Committee.

Section 6. The Immediate Past-President serves as Chair of the Past Presidents Committee, Elections Committee, and Awards Committee.

Section 7. The Senior Past President (established in 2019) is an *ex officio* member of the EXCOM and is chosen by the Past-Presidents. It is an advisory position and carries no specific duties. The term is three years and is renewable.

Section 8. No officer of the Association or member of the Executive Committee shall be answerable for any act, receipt, neglect, or default of any other officer or Executive

Committee member. No officer or Executive Committee member shall be liable individually or collectively for any judgment or for any act done or step taken or omitted under the advice of counsel, nor for any mistake or fact or law, nor for anything which they may do or refrain from doing in good faith.

Section 9. The Executive Committee may remove an officer or other member of the Executive Committee for improprieties, either financial or through his/her personal actions, only by a 3/4 majority vote of the Executive Committee at any scheduled meeting of the Executive Committee for which proper notice has been given. This action can be undertaken only after legal counsel on the appropriateness and legal ramifications of said actions.

## **BYLAW V - PUBLICATIONS**

Section 1. The Association shall publish three times per year the *Journal of Shellfish Research* to include scientific and applied papers which satisfy the requirements of the Editorial Board. Papers may be submitted at any time. Accepted manuscripts will be published in the earliest convenient issue of the *Journal of Shellfish Research*. Authors shall be notified of the current page charge for publication when a receipt of a manuscript is acknowledged. Rates shall be reviewed annually by the Publications Committee and the Editor, and the Executive Committee shall vote to approve or disapprove these rates.

Section 2. The Editor and six (6) or more Editorial Board Members shall be nominated by the Publications Committee and approved by the Executive Committee to serve on the Editorial Board for determinate periods.

Section 3. Special publications, symposia, and other reports may be issued as determined by vote of the Executive Committee.

## **BYLAW VI - STANDING COMMITTEES**

Section 1. The President, with the approval of the Executive Committee, shall appoint the following committees, of at least two (2) members each, to serve for a term of one (1) year unless otherwise specified, or at the discretion of the Executive Committee.

(a) A Conference Planning Committee, chaired by the President, and composed of the Treasurer, and other EXCOM and/or members as designated by the President. The Conference Manager shall serve as an *ex officio* member of the committee. The committee will identify the location of the annual conference for the next conference for which a location has not been chosen and submit their recommendation to the Executive Committee for approval. The Conference Planning Committee will secure hotel accommodations and meeting space, arrange for special events, and perform registration

duties (in conjunction with the Treasurer) during the annual meetings. All contracts and agreements negotiated by the Conference Planning Committee must be approved by the Executive Committee of the Association. As per the Constitution of the Association, contracts and agreements must be signed by the President, President-Elect, or Treasurer.

(a) An Audit-Budget-Finance Committee to manage the financial affairs of the Association and to examine the financial report of the Treasurer before its presentation to the Association for approval.

(b) A Membership Committee to ensure that all people actively interested in the objectives of the Association are invited to become members.

(c) An Election Committee composed of the immediate Past-President (Chair), the current President, and the President-Elect, will submit a list of nominees for all Offices and Members-at-Large whose terms are expiring, along with a short vitae of each, to the Executive Committee six (6) months prior to the annual meeting. Upon selection by the Executive Committee, the candidates will be presented to the membership by special mail ballot within sixty (60) calendar days prior to the annual meeting. The ballots will be returned to the President-Elect who will be responsible for collecting and collating the votes and reporting the results to the Executive Committee. The candidates will be notified of the election results at least one week prior to the annual meeting. The Executive Committee will validate the election at their annual meeting.

(d) A Publications Committee to manage the publishing affairs of the Association. The Publications Committee shall be comprised of the Treasurer, the Editor of the *Journal of Shellfish Research*, the Editor of the *NSA Quarterly Newsletter*, the NSA Webmaster, and others as appointed by the President.

(e) A Resolutions Committee to draft and recommend resolutions considered prudent and necessary for the promotion of the objectives and purposes of the Association. The Committee shall be chaired by the Member-at-Large of the Executive Committee during the second year (2) of his/her three-year term.

Section 2. The President-Elect, with the approval of the Executive Committee, shall appoint the following committee, of at least two (2) members, to serve for a term of one (1) year unless otherwise specified, or at the discretion of the Executive Committee.

(a) An Endowment Committee to examine applications for travel support to present papers at the next Annual Meeting. The Committee will include the Treasurer who will report on the availability of funds. The Committee will make recommendations to the Executive Committee for the awards. The Committee will also be responsible for organizing the review of all qualified student presentations for Thurlow C. Nelson Awards for outstanding oral presentations,

and Gordon Gunter Awards for outstanding poster presentations at the annual meeting. In consultation with the President and Treasurer of the Association, the Committee will be given the flexibility to determine the number of awards and honorable mentions to be presented at each meeting.

Section 3. The immediate Past-president will serve as Chair of the following committees, with the approval of the Executive Committee:

- (a) The Presidents' Committee, consisting of all Past-Presidents of the Association in good standing, to assist the Executive Committee in broad policy matters and special issues.
- (b) An Awards Committee, consisting of all Past-Presidents who are current members of the Association, to review and nominate individuals who, by their exemplary service to the Association or to the profession, deserve recognition as Honored Life Member of the Association, and nominate individuals for the Wallace Award, the Neil Bourne-Kenneth K. Chew Award, and the Galtsoff Award. These nominations are to be presented to the Executive Committee prior to the annual meeting. Awards will be decided by simple majority vote of the Executive Committee.

For the **Honored Life Member Award** the Awards Committee or other members should select individuals who have made substantial contributions to shellfish science, education, the industry, and/or the National Shellfisheries Association. The award is not linked to NSA membership. Members who nominate a particular individual are responsible for preparing a nomination package. The nomination package shall consist, at a minimum, of:

1. A cover letter identifying the nominee and a brief description of why the nominee was chosen,
2. At least three supporting letters from appropriate peers in academia, government, or the shellfisheries industry,
3. A short biography describing the contributions of the nominee to the field of shellfisheries.

If the Executive Committee agrees to the selection, the members who nominated the individual shall be:

1. In charge of the presentation ceremony,
2. In charge of, with consultation of the Treasurer (or designee), obtaining a suitable plaque or award for the awardee,

3. In charge of preparing and submitting the award statement to the *NSA Quarterly Newsletter* for publication, and preparing a written biography describing the contributions of the individual suitable for publishing in the *Journal of Shellfish Research*.

The **Wallace Award** is given to individuals whose actions most demonstrate the principles and actions concerned with programs in shellfisheries, aquaculture, and conservation as exemplified by Mr. David Wallace during his lifetime in promoting understanding, knowledge, and cooperation among industry members, the academic community, and all levels of government (states, national, and international), and who has had outstanding success in bringing together shellfish scientists and industry officials to shape and establish policy for the benefit of shellfisheries. The nominee does not have to be a NSA member. Recipients receive a plaque and lifetime membership in the society.

This award is differentiated from the Galtsoff Award in that it recognizes contributions to industry with a strong policy component, whereas the Galtsoff Award more broadly recognizes contributions to industry.

Members who nominate a particular individual are responsible for preparing a nomination package. The nomination package shall consist, at a minimum, of:

1. A cover letter that identifies the nominee and provides a brief description of why the nominee was chosen,
2. At least three supporting letters from appropriate peers in academia, government, and the shellfisheries industry,
3. A short biography describing the contributions of the nominee to the field of shellfisheries.

If the Executive Committee agrees to the selection, the members who nominated the individual shall be:

1. In charge of the presentation ceremony,
2. In charge of, with consultation of the Treasurer (or designee), obtaining a suitable plaque or award for the awardee,
3. In charge of preparing and submitting a written biography describing the contributions of the individual suitable for publishing in the *Quarterly Newsletter*.

The **Neil Bourne-Kenneth K. Chew Award** is given to individuals in recognition of outstanding contributions to education, outreach, extension, aquaculture, and shellfisheries. It is expected that the recipient will excel in each of these arenas. The

nominee does not have to be a member of the National Shellfisheries Association. Recipients receive a plaque and lifetime membership in the Association.

Members who nominate a particular individual are responsible for preparing a nomination package. The nomination package shall consist, at a minimum, of:

1. A cover letter that identifies the nominee and provides a brief description of why the nominee was chosen,
2. At least three supporting letters from appropriate peers in academia, government, and the shellfisheries industry,
3. A short biography describing the contributions of the nominee to the field of shellfisheries.

If the Executive Committee agrees to the selection, the members who nominated the individual shall be:

1. In charge of the presentation ceremony,
2. In charge of, with consultation of the Treasurer, obtaining a suitable plaque or award for the awardee,
3. In charge of preparing a written biography describing the contributions of the individual suitable for publishing in the *Quarterly Newsletter*.

The **Galtsoff Award**, established in 2019, is given to individuals who have made substantial contributions at regional, national, or global levels, notably linking science with industry needs, and substantial outreach efforts, as exemplified by Paul Simon Galtsoff, a Russian immigrant whose scientific contributions still assist the U.S. oyster industry. Recipients receive a plaque and lifetime membership in the Association.

This award is differentiated from the Wallace Award in that it recognizes contributions to industry, whereas the Wallace Award has a strong policy component.

Members who nominate a particular individual are responsible for preparing a nomination package. The nomination package shall consist, at a minimum, of:

1. A cover letter that identifies the nominee and provides a brief description of why the nominee was chosen,
2. At least three supporting letters from appropriate peers in academia, government, and the shellfisheries industry,
3. A short biography describing the contributions of the nominee to the field of shellfisheries.



If the Executive Committee agrees to the selection, the members who nominated the individual shall be:

1. In charge of the presentation ceremony,
2. In charge of, with consultation of the Treasurer, obtaining a suitable plaque or award for the awardee,
3. In charge of preparing a written biography describing the contributions of the individual suitable for publishing in the *Quarterly Newsletter*.

The Awards Committee will also be responsible for advertising and accepting applications for the **Melbourne R. Carriker Student Research Grant**, the **Michael Castagna Student Grant for Applied Research**, and the **George R. Abbe Student Research Grant**. Applicants for these grants must be student members in good standing of the Association at the time of application and currently enrolled in a graduate program in a recognized degree-granting institution anywhere in the world. The Awards Committee will be responsible for reviewing the applications and selecting the most deserving recipient for each award. Prior recipients are eligible to apply for the awards.

The Awards Committee will also review and select the best student-authored paper published in the *Journal of Shellfish Research* for the year preceding the annual meeting for the **Sandra E. Shumway Award**.

Awards will be made in the form of a check made personally payable to the recipient and no institutional overhead can be charged on these funds. Amounts for each award will be reviewed and determined periodically by the Executive Committee of the Association.

Section 4. All Standing Committees will conduct business based on voting by a simple majority of the members present at their meetings.

## **BYLAW VII - MEMBERSHIP LIST**

Section 1. The official membership list of the Association shall be distributed to all members as frequently as necessary at the discretion of the Executive Committee.

## **BYLAW VIII - RESOLUTIONS**

Section 1. The Association may express opinions and recommendations by resolution(s) or other appropriate action(s), except on specific numbered bills of federal or state legislatures.

## **BYLAW IX - AMENDMENTS**

Section 1. These Bylaws may be amended, altered or rescinded by a two-thirds (2/3) majority vote of the Executive Committee at any scheduled meeting of the Executive Committee for which proper notice has been given. The Secretary shall ensure that all such changes to the Bylaws are communicated to the membership at the earliest opportunity. Changes to the Bylaws may be made by teleconference provided a duly constituted meeting has been called and appropriate notification has been given to all members of the Executive Committee.

Section 2. A petition for change in the Bylaws can be submitted to the Executive Committee by the membership if at least ten percent (10%) of members in good standing sign said petition. The Executive Committee shall review and vote on the recommended changes as described in Section 1 of Bylaw IX (Amendments).

## **BYLAW X - REGIONAL SECTIONS OF THE ASSOCIATION**

Section 1. The Pacific Coast Section (PCS) of the Association is authorized to elect its own officers and hold meetings at times and places selected by its members. Local dues will be assessed. All members of the Association are invited to attend PCS meetings.

Section 2. The purpose of the Pacific Coast Section shall be to further the aims and interests of the Association on the Pacific Coast. The PCS shall operate under a constitution and bylaws established by its members insofar as they are not inconsistent with the Constitution and Bylaws of the parent Association.

Section 3. All members of the Pacific Coast Section shall be members in good standing in the National Shellfisheries Association.

## **BYLAW XI - MISCELLANEOUS**

Section 1. No member, committee chair, Executive Committee member, or Officer of this Association shall use the seal, logo or name of the Association to endorse, condemn, or express an evaluation of any product or service of any firm or individual.

Section 2. No part of the financial resources of this Association may be used to defray the travel expense of any officer or member where the purpose of such travel is to influence or intervene in the internal legislation of any country.

Section 3. An honorarium will be provided to the Editor of the *Journal of Shellfish Research*, dispensed on a quarterly basis (calendar year), in an amount to be determined by the Executive Committee.