

CONSTITUTION of the NATIONAL SHELLFISHERIES ASSOCIATION, INC.
(A Corporation Not for Profit)
Approved April 13, 2003; Revised July 2021

ARTICLE I. NAME AND ADDRESS

The organization shall be known as the National Shellfisheries Association, Inc., hereinafter referred to as the Association or NSA.

The official permanent address of the NSA shall be:

National Shellfisheries Association, Inc.
National Marine Fisheries Service Laboratory
Oxford, MD 21654 USA

ARTICLE II. OBJECTIVES AND PURPOSES

The National Shellfisheries Association is organized as a non-profit society. The objectives and the purposes of the Association shall be:

Section 1. To encourage research on molluscs, crustaceans, and associated organisms with emphasis on species of economic importance known as “shellfish”.

Section 2. To gather and disseminate scientific and technical information on shellfish.

Section 3. To promote and advance shellfisheries research and the application of results to the shellfish industry.

Section 4. To hold annual meetings for presentation, exchange, and discussion of information on scientific and professional aspects of shellfish research and management.

ARTICLE III. MEMBERSHIP

Section 1. Membership in the NSA shall be open to all individuals who actively support the objectives and purposes of the Association.

ARTICLE IV. TERMS OF EXISTENCE

Section 1. This corporation is to exist perpetually.

ARTICLE V. OFFICERS

Section 1. The officers of the Association shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer, elected to perform the usual duties of their respective offices.

Section 2. The signing officers of the Association are the President, the President-Elect, and the

Treasurer or their appointees.

Section 3. The President, President-Elect, and Secretary shall be elected for two years, or until the end of the second regular business meeting following their acceptance of office. The President-Elect shall, upon completion of the term, accede to the Presidency, and be installed as President at the opening of New Business of every other regular business meeting. The Treasurer shall be elected for three years, or until the end of the third regular business meeting following his/her acceptance of office. The Vice-President shall be elected for one year, or until the end of the next regular business meeting following his/her acceptance of office. Therefore, elections shall be for Vice-President (every year), President, President-Elect, and Secretary (every second year), and Treasurer (every third year). No officers, except for the Secretary and Treasurer, may succeed themselves.

Section 4. Nomination for office shall be made by the Elections Committee comprised of the President, Past-President, and President-Elect. All persons nominated by this committee shall be members in good standing and eligible to hold office in the Association. The Elections Committee shall present the list of consenting nominees to EXCOM for approval and then to the Secretary or other designee, who shall prepare a mail ballot to be sent to the membership at least sixty (60) calendar days prior to the annual meeting. The ballot shall permit write-in votes for each office. Ballots must be returned to the President-Elect fourteen (14) calendar days before the annual meeting, and they shall be audited as the Executive Committee directs.

Section 5. A simple majority of the votes received by the President-Elect fourteen (14) days prior to the annual meeting of the Association shall be necessary for the election of officers and the members of the Executive Committee. Elected officers other than the President-Elect take office at the end of the annual business meeting.

Section 6. In the event of a tie vote for any officer or member of the Executive Committee, excluding the office of President-elect, the election shall be determined by a ballot vote of the Executive Committee. A tie vote for the office of President-elect will initiate a run-off election by ballot vote distributed to the entire membership.

Section 7. In the event that any officer other than the President-Elect resigns or otherwise leaves a position vacant, the Executive Committee shall, by a simple majority vote of committee members present at a properly constituted meeting, at which business may be conducted, appoint a replacement to fill the remainder of the term. Any vacancy in the office of the President-Elect must be filled through membership ballot.

Section 8. No elected officer may receive any compensation for services rendered. Certain travel expenses may be defrayed when authorized by the President with the concurrence of the Treasurer. Clerical and other operational funds may be paid by the Treasurer when so authorized by the President.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers, the immediate Past-President, the Chairperson of the Pacific Coast Section, the Editor of the *Journal of Shellfish Research* (JSR), formerly known as Proceedings, the Association Financial Officer, the Senior Past President, and three (3) persons elected by the Association to serve as Members-at-Large for a term of three (3) years or until their successors are elected. One Member-at-Large will be nominated and elected each year in a manner similar to that outlined in Article V for officers. Each Member-at-Large shall not be eligible for re-election to the same office within a period of three (3) years after their term of office has expired.

Section 2. The Executive Committee shall manage the business and the affairs of the Association, subject to the provisions of the Constitution and By-Laws. A quorum of the Executive Committee consists of a simple majority of its members. A properly constituted meeting of the committee is any meeting in which all of the members have been notified in advance and of which a simple majority of all members have agreed to the meeting. All decisions of the Executive Committee shall be by a simple majority vote of the quorum.

Section 3. At each Executive Committee meeting prior to the annual meeting, the Treasurer shall submit for Executive Committee approval a proposed budget for the ensuing calendar year.

Section 4. The Executive Committee shall approve budgets, approve appointments, present proposals, and describe other activities that may require discussion and approval by the membership. The Secretary or a duly appointed member of the Association shall keep minutes of Committee meetings and deposit copies with the Secretary. Minutes shall be open to members or sent to them.

ARTICLE VII. BYLAWS

Section 1. The structure and function of the National Shellfisheries Association within the context of the Constitution shall be described in the By-laws. The Executive Committee of the Association may provide such By-laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time. The By-laws can be amended by a two-thirds (2/3) majority of the Executive Committee.

ARTICLE VIII. AMENDMENTS

Section 1. The Constitution, after adoption by a 2/3 majority of the voting membership, shall supersede all existing Constitutions and By-laws, and will take effect immediately.

Section 2. The Constitution may be altered or amended on recommendation of the Executive Committee, by a 2/3 majority of the voting membership, by a mail ballot, provided the membership shall receive written notice of such amendments at least sixty (60) calendar days prior to the

deadline for voting. Ballots shall be collected and counted by the Secretary and validated by the President within twenty (20) calendar days after the voting deadline.

ARTICLE IX. ACQUISITIONS

Section 1. In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Association shall require for the benefit of its members and not pecuniary profit.

ARTICLE X. DISTRIBUTION OF ASSETS

Section 1. In the event of dissolution, any assets of the National Shellfisheries Association shall be distributed to a non-profit fund, foundation or corporate organization operated exclusively for the purpose as specified in Section 501 (C) (3) of the United States Internal Revenue Code. The fund, foundation, or corporate organization to which the National Shellfisheries Association assets will be distributed shall be selected by the National Shellfisheries Association Executive Committee at its last meeting.

July 2021

