

Bylaws of the Great Lakes Observing System Regional Association

Adopted on June 20, 2006; revised on November 14, 2006; revised on August 13, 2010; revised on April 23, 2014.

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this organization is the Great Lakes Observing System Regional Association, hereinafter referred to as “GLOS.”

Section 1.2 Location: The offices of GLOS shall be at a location or locations as designated by the Board of Directors.

Section 1.3 Registered Office. The registered office of GLOS, required by law to be maintained in the State of Michigan may be, but need not be, identical with the principal office.

ARTICLE 2

Purpose

Section 2.1 Purposes of GLOS.

GLOS is a not-for-profit corporation committed to:

- Supporting, enhancing, and operating Great Lakes observation capability. Improving access to high-quality, integrated data.
- Enhancing data products and decision-support tools.
- Maximizing benefits of GLOS through targeted promotion, communication, education, and outreach.
- Developing, coordinating and implementing cohesive GLOS program and operational planning. Contributing regional information for the national coastal ocean observing system as the regional component of the Integrated Ocean Observing System.

Section 2.2 Non-Partisan Activities. GLOS is a non-partisan organization. No part of the activities of GLOS shall consist of the publication or distribution of materials or statements for the purposes of attempting to influence or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE 3

Finances and Assets

Section 3.1 Fiscal Year. The fiscal year of GLOS shall begin on July 1 and end on June 30.

Section 3.2 Books and Records. The following books and records of GLOS shall be maintained at its principal office and made available for inspection by any Director, Officer, any Member, or to the public pursuant to the Freedom of Information Act (FOIA):

- Correct and complete books and records of accounts prepared according to generally accepted accounting principles;
- Minutes of meetings of the Board of Directors;
- Current list of the Directors, and Board Officers , including their current mailing and email addresses, telephone numbers, and other contact information;
- Current list of GLOS Members; and
- A copy of these Bylaws.

Section 3.3 Contracts. The Board of Directors may authorize an Officer(s) or agent(s) (e.g., the Executive Director) to enter into a contract or execute and deliver an instrument in the name of, or on behalf of, GLOS. Such authority may be general or confined to specific instances as authorized by the Board of Directors.

Section 3.4 Checks, Drafts, or Other Similar Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of GLOS shall be signed by such Officer(s) or agent(s) (e.g., the Executive Director) of GLOS as designated by the Board of Directors.

Section 3.5 Dedication of Assets. The properties and assets of GLOS are irrevocably dedicated to scientific and educational purposes. No part of the net earnings, properties, or assets of GLOS, on dissolution or otherwise, shall inure to the benefit of any private person or individual except that reasonable compensation may be paid for services rendered to or for GLOS in carrying out one or more of its purposes.

ARTICLE 4

Membership

Section 4.1 Management. The Corporation is organized on a directorship basis but has non-voting members. Voting rights rest with the Board of Directors.

Section 4.2 Membership. Membership categories will include legal entities (such as corporations, consortia, associations, partnerships, local, state or federal agencies, and institutions of higher learning) and individuals. Members may be entrusted with duties and/or responsibilities according to these bylaws or as may be determined by the Board of Directors from time-to-time. Members are non-voting.

Section 4.3 Dues. Members may pay dues as established by the Board of Directors, and such dues could include the cost of membership in the IOOS Association. Dues may be assessed

at different rates to organizations and individuals, but the amount of dues paid will not affect a member's rights and responsibilities to GLOS. If dues are levied they will be payable to GLOS annually, and membership shall extend one (1) year from the end of the month in which an entity joins GLOS and annually from the anniversary thereof. If dues are required they will become delinquent thirty (30) days after the annual anniversary date. Dues may be waived in some cases as determined by the Board of Directors.

Section 4.4 Annual Membership Meeting. The Annual Meeting of the Membership shall be held on a date determined by the Board of Directors in order to engage the membership in a review of outcomes and trends, service on committees and task forces if deemed necessary by Board, and any other such matters that may be determined by the Board of Directors.

ARTICLE 5

Board of Directors

Section 5.1 Governance Responsibilities. The board is responsible for overall vision, policy and direction of the corporation. The board delegates responsibility of day-to-day operations to an executive director and to volunteer committees and task forces. The members of the Board of Directors are elected at the last board meeting prior to the Annual Meeting from currently sitting board members based on a slate put forward by the Executive Committee. Officers of the Board of Directors are put forth by a nominating committee for election by the currently sitting board members at the last board meeting prior to the Annual Meeting.

The specific responsibilities of the Board of Directors are as follows:

- Establishing the general governance model for GLOS through development and amendment of GLOS Bylaws;
- Hiring, supervising, and evaluating the executive director.;
- Oversight of the maintenance and audit of the books and financial activities of GLOS;
- Approval of the Annual Work Plan for GLOS;
- Responding to Congressional inquiries and providing Congressional offices with appropriate information for the formulation of Great Lakes policy;
- Any other powers inherent in the governance of GLOS, except those expressly reserved to the Membership.

Section 5.2 Number and Term of Directors. The Board of Directors shall be composed of no less than five (5) and no more than fifteen (15) Directors of GLOS. Directors shall serve a term of three (3) years, although the Board of Directors may stagger the terms of the inaugural Directors. A term shall begin on November 1 and end on October 30, and no Director shall serve more than two (2) consecutive three (3) year terms unless elected as an

Officer, in which case the Director may serve no more than three (3) additional years. Not more than one third of the Directors shall retire in any one (1) year. In the event that a Director resigns from the Board prior to the expiration of his or her term, the Board of Directors shall vote to accept the resignation at the next Board meeting.

Section 5.3 Qualifications of Directors. Directors shall be chosen by virtue of their knowledge, skills or experience, as deemed necessary by the Board of Directors prior to nomination. A Director shall be a member or become a member of GLOS if not already so when appointed.

Section 5.4 Meetings. Following the Annual Meeting of the membership, the Board of Directors shall meet for the purpose of transacting such business as may be necessary as an outcome of the Annual Meeting. Participation by means of teleconferencing or similar communication equipment whereby all persons participating in the meeting can hear each other shall constitute presence in person at such meeting. Regular meetings of the Board of Directors shall be held at least quarterly on such dates, at such times, and at such locations as the Chairman shall determine. A Special Meeting of the Board of Directors may be called by the Chairman or on application to the Secretary by three (3) or more Directors. Only the business stated in the notice shall be conducted at the Special Meeting.

Section 5.5 Notice of Meetings. Notice of any regular or special meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting. Notice may be provided either via email or mailed to each Director at such Director's address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid.

Section 5.6 Quorum. At any meeting of the Board of Directors, a majority of the entire number of the Directors then in office shall constitute a quorum for the transaction of business. Participation by means of teleconferencing or similar communication equipment whereby all persons participating in the meeting can hear each other shall constitute presence in person at such meeting.

Section 5.7 Voting. Directors may not vote by proxy, but they may participate and vote via electronic means. Each Director shall be entitled to one (1) vote upon any matter properly submitted to the Board of the Directors. Unless specifically identified in these Bylaws, any act or decision done or made by the Directors shall require a majority vote of those present and eligible to vote in order to be a binding act of the Board of Directors. Abstentions shall constitute presence of a Director in determination of a quorum.

Section 5.8 Action without a Meeting. Unless otherwise provided by these Bylaws, any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if, before or after the action, consent is given by all of the members of the Board of Directors – in writing, signed, and setting forth the action to be taken. Such written consent shall be filed with the minutes of the preceding meeting of the Board of Directors.

Section 5.9 Attendance at Meetings. Consent to serve as a member of the Board of Directors includes the obligation of attendance at all regular and special meetings of the Board of Directors and any meetings of committees on which the Board member serves. An absence

may be excused by prior notice to the Chairman of the Board of Directors or the committee chair.

Section 5.10 Officers of the Board. The officers of the board shall consist of a Chair, Vice-Chair for Development, Vice-Chair for Relations and a Secretary/Treasurer nominated and annually elected by the Board.

The duties of the Board Chair shall include:

- (a) Presiding at all board meetings;
- (b) Presiding at all Executive Committee meetings;
- (c) Working with the Executive Director and the Executive Committee to strategize about the succession of officers, the annual work plan and the financial sustainability of GLOS;
- (d) Developing the agenda for Executive Committee and board meetings;
- (e) Performing all duties incident to the office and those that may be requested of the Board Chair by the board at large
- (f) If the Board Chair is absent or unable to perform his or her duties, the Vice-Chair for Relations shall perform the Chair's duties until the board directs otherwise;

The duties of the Board Vice-Chair for Development shall include:

- (a) Serving on the Executive Committee;
- (b) Presiding at all Development Committee meetings;
- (c) Ensuring that the GLOS Board of Directors giving policy is implemented;
- (d) Working with other members of the Development Committee, the Executive Director and such staff as necessary, to design and update a development strategy on a schedule at least as frequent as the GLOS strategic business plan;
- (e) Working with the Board of Directors, Executive Director and such staff as necessary to implement the development strategy.

The duties of the Board Vice-Chair for Relations shall include:

- (a) Serving on the Executive Committee;
- (b) Participation as one of two GLOS appointees to the Board of the IOOS Association;
- (c) Being the primary representative to Congress from GLOS as part of IOOS Association activities

The duties of the Secretary/Treasurer shall include:

- (a) Serving on the Executive Committee;
- (b) Ensuring minutes of board meetings are kept, reviewed and distributed to board members for review prior to each board meeting;
- (c) Providing notice to each director as required by law, the articles of incorporation, or these bylaws;
- (d) Providing oversight of corporate records which can include instituting a board approved policy for where and how corporate records will be stored/saved;
- (e) Interpreting the bylaws, articles and board policies to the board members as needed to ensure strong compliance with dictated governance matters as outlined in the

- documents;
- (f) Ensuring an updated register of the names and addresses of each officer and director is maintained and ensure the data is accessible to all board members, the Executive Director and Auditor;
 - (g) Presiding at all meetings of the Finance Committee;
 - (h) Providing oversight of: all receipts and disbursements, as directed by the Board of Directors; staff maintenance of an accurate record of the financial status and policies of GLOS; scheduling and conducting of the annual audit, including retention or hire of auditing firm;
 - (i) Providing a financial report to the board on a quarterly basis;
 - (j) Providing oversight of development of the GLOS annual budget for review and approval of the Board of Directors;
 - (k) Orienting new board members to the financial statements and financial documents presented at board meetings;
 - (l) Acting as the key liaison to the board on all financial and fiscal matters;
 - (m) Performing all duties incident to the office and other duties assigned by the President.

Section 5.11 Committees of the Board. The Board may appoint standing and ad-hoc committees as needed. The Board of Directors will pass a charter for each standing committee that can be updated from time-to-time as deemed necessary by the members of the standing committee. At a minimum, standing committees of the Board include a Finance Committee and a Development Committee, however others may be added from time-to-time by approval of standing committee charter. A standing committee may be retired when the chair requests and has approved a request to the Board for the committee to be retired.

ARTICLE 6

Elections, Resignations and Removal

Section 6.1 Election of the Board of Directors. The Executive Committee, with the Executive Director *ex officio*, shall prepare a slate of candidates for election. The committee chairman shall secure consent of all nominees to serve if elected in accordance with the provisions of these Bylaws, and present the nominations to the Board of Directors at least thirty (30) days prior to the Board meeting prior to the Annual General Meeting. Upon the request of the Executive Director each nominee may be considered individually for election rather than as part of the slate of nominees.

Section 6.2 Resignations. Any Director or Officer or any other committee member may resign at any time by giving written notice to the Chairman of the Board of Directors. The resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified in such notice, the acceptance of the resignation by the Board of Directors shall not be necessary for it to become effective.

Section 6.3 Removal. Any Director may be removed at a Special Meeting of the Board of Directors called expressly for such purpose. For the purpose of this section, a quorum of the Directors must be established. A two-thirds majority of the Directors shall be sufficient to remove any or all Directors, with or without cause. Election or appointment of any Director Officer shall not of itself create contract rights.

ARTICLE 7

Compensation

Directors, Officers, or members any committee shall receive no compensation, either directly or indirectly, for performance of their duties to GLOS. Directors, Officers, or members of any other committee may receive reimbursement for expenses as may be necessary from time to time, including travel expenses incurred for attendance at meetings of the Board of Directors or any other committee, and directly associated GLOS business expenses.

ARTICLE 8

Executive Director

Section 8.1 Responsibilities. The Board of Directors shall hire an Executive Director who shall be the Chief Executive Officer of GLOS or contract for secretariat functions if deemed appropriate. The responsibilities of the Executive Director (or contractor) shall include the following tasks:

- Conducting the daily business activities of GLOS;
- Implementing the policies and programs of the Board of Directors;
- Coordinating and communicating with member institutions;
- Coordinating the scientific aspects of projects and programs and supervising the development of GLOS Annual Work Plan;
- Serving as a liaison with federal agencies and other regional observing systems, and acting as the standing representative for GLOS to the IOOS Association unless this representation is delegated by the Board to another GLOS representative;
- Sending annual membership lists to the IOOS Association;
- Assuring the financial viability of the organization with the appropriate support from the Board of Directors;
- Depositing and disbursing all such funds in the name of GLOS in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Bylaws;
- Hiring, firing, and supervising staff in accordance with salary and staff guidelines outlined by the Board of Directors; and
- Building public awareness of GLOS, its products and services.

Section 8.2 Signatory for GLOS. The Board of Directors may authorize the Executive Director to sign on behalf of GLOS, and to enter in the name of GLOS contracts for professional services, promissory notes and other evidences of indebtedness, mortgage deeds for property owned by GLOS, options to purchase real estate, and such other instruments and papers as the Board of Directors may deem necessary and appropriate for the operations of GLOS.

ARTICLE 9

Conflicts of Interest

Section 9.1 Purpose. The purpose of this conflict of interest policy is to protect the interest of GLOS when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a GLOS officer or director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

A financial interest is not necessarily a conflict of interest. Under Section 10.3(b), a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 9.2 Definitions.

- a. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- c. **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 9.3 Procedures.

- a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.
- b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
- c) **Procedures for Addressing the Conflict of Interest.**

- i. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The Chair of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board of Directors shall determine whether GLOS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in GLOS best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy.**
- i. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9. 4 Records of Proceedings. The minutes of the Board of Directors shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.5 Compensation.

- a. A member of the Board of Directors who receives compensation, directly or indirectly, from GLOS for services is precluded from voting on matters pertaining to that member's compensation.

Section 9. 6 Annual Statements. Each director and principal officer shall annually sign a statement which affirms that such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,

- c. Has agreed to comply with the policy, and
- d. Understands that GLOS is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9. 7 Periodic Reviews. To ensure that GLOS operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to GLOS written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 9. 7 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 9.7, GLOS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 10

Indemnification

GLOS will indemnify any Director, Officer, employee, or agent of the organization against expenses actually and reasonably incurred by such person in connection with any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a Director, Officer, employee, or agent of the organization, or is or was serving at the request of GLOS in another capacity, to the fullest extent permitted by Michigan law. Expenses may include attorney fees, judgments, fines, and any amounts paid in settlement of a civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action against them by GLOS. GLOS may further indemnify Directors, Officers, or employees to the extent authorized by the Board of Directors. A change in Michigan law, the Articles of Incorporation, or these Bylaws that reduces the scope of indemnification will not apply to any act or omission that occurs before the change.

GLOS assumes the liability for all acts or omissions of a Director, Officer, employee, or agent of the organization, provided that:

- They acted or reasonably believe they acted within the scope of his or her authority and in the best interests of GLOS;
- They acted in good faith;
- Their conduct did not amount to gross negligence or willful and wanton misconduct;

- Their conduct was not an intentional tort;
- Their conduct did not constitute a criminal act.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person is not entitled to indemnification under these Bylaws.

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute or regulation of the State of Michigan or the United States.

As used in this provision, the terms “Director,” “Officer,” “employee”, or “agent” include the respective heirs, executors, and administrators of persons holding such offices in GLOS.

ARTICLE 11

Amendments

These Bylaws may be amended by two-thirds vote of the full number of the Directors then serving in office at any meeting of the Board of Directors, provided that the text of any such proposed amendment shall have been forwarded to each Director thirty (30) days prior to the meeting at which such proposed amendment may be submitted to vote. The provisions for notice to Directors of any proposed amendment may not be waived. All amendments shall be consistent with the statutes of Michigan and Section 501(c)(3) of the Internal Revenue Code and related regulations.

ARTICLE 12

Dissolution

A dissolution of GLOS shall be authorized by a three-fourths vote of the Directors then serving in office. Notice of the meeting to authorize dissolution shall be given to each Director not less than thirty (30) days prior to the meeting at which such proposed dissolution shall be submitted to vote.

If the dissolution of GLOS is approved, the Board of Directors shall pay, or make provision for the payment of, all of the liabilities of GLOS and dispose of all of GLOS’s assets. Any such assets shall be transferred and conveyed to an organization or organizations established and operated exclusively for charitable, educational, or scientific purposes, and that qualifies as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.