

**CONSTITUTION of the NATIONAL SHELLFISHERIES ASSOCIATION,  
PACIFIC COAST SECTION (A Society Not for Profit) Approved 9/26/2012  
ARTICLE I. NAME AND ADDRESS**

The organization shall be known as the National Shellfisheries Association, Pacific Coast Section, hereinafter referred to as the Section or NSA-PCS. The official permanent address of the NSA shall be: University of Washington, School of Aquatic and Fishery Sciences, Box 355020, Seattle, WA 98195

**ARTICLE II. OBJECTIVES AND PURPOSES**

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

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

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.

Section 5. To promote student participation in shellfish research and in presenting that research at the annual meeting.

**ARTICLE III. MEMBERSHIP**

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

**ARTICLE IV. TERMS OF EXISTENCE**

Section 1. NSA-PCS is to exist perpetually.

**ARTICLE V. OFFICERS**

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

Section 2. The signing officers of the Association are the Chair, the Vice-Chair the Treasurer, and the Secretary or their appointees.

Section 3. Elections for the offices of Chair, Vice-Chair, and Secretary shall be conducted every second year for a term of two years, or until the end of the second regular business meeting following their installation into office. The election for the office of Treasurer shall be conducted every third year for a term of three years. The Treasurer will relinquish office at the end of the third year at the regular business meeting following his/her installation into office. All officers may succeed themselves.

Section 4. Nomination for office shall be made by any NSA-PCS member from the floor at the annual meeting. All persons nominated shall be members in good standing and eligible to hold office in the Association. Ballots will be handed out at the business meeting in the event that there is more than one nomination for an office. Ballots must be returned to the Chair at the business meeting, and

they shall be counted by the officers.

Section 5. A simple majority of the votes received by the Chair at the annual business meeting of the NSA-PCS shall be necessary for the election of officers and the members of the Executive Committee. Elected officers take office at the end of the annual business meeting.

Section 6. In the event that any officer 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.

Section 7. No elected officer may receive any compensation for services rendered. Travel expenses to the annual NSA meeting may be defrayed when authorized by the Chair with the concurrence of the Treasurer. Clerical and other operational funds may be paid by the Treasurer when so authorized by the Chair.

#### **ARTICLE VI. EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall consist of the elected officers, and three (3) persons elected by NSA-PCS 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 be eligible for re-election to the same office after 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 NSA-PCS, 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. The Executive Committee shall meet prior to each annual business meeting to approve the business meeting agenda, including a budget statement.

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 NSA-PCS 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 NSA-PCS within the context of the Constitution shall be described in the Bylaws. The Executive Committee of NSA-PCS may provide such Bylaws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time. The Bylaws 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 Bylaws, 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 at the

annual business meeting provided the membership shall receive written notice of such amendments at least sixty (60) calendar days prior to the deadline for voting. Votes shall be counted by the Secretary and validated by the Chair at the annual business meeting.

#### **ARTICLE IX. ACQUISITIONS**

Section 1. In order to promote the purposes of Section, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as NSA-PCS 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 NSA-PCS shall be distributed to the fund, foundation, or corporate organization selected by the NSA-PCS Executive Committee at its last meeting.

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### **BY-LAWS of the NATIONAL SHELLFISHERIES ASSOCIATION, PACIFIC COAST SECTION (A Society Not for Profit) Approved 9/26/2012**

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

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

Section 2. The purpose and activities of this Section 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 NSA-PCS by having a genuine interest in the purposes of the Section, 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.

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

Section 1. The annual meeting of the membership (business meeting) shall be held at the time and place set by the Executive Committee and occurring in conjunction with the annual Pacific Coast Shellfish Growers Association and NSA-PCS joint meeting. 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 Section 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 (d) Old and new business (e) Installation of officers (f) Appointment of new committees

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

Section 1. The Chair is responsible for the conduct of business and the organization of the Section. 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 NSA-PCS or the Executive Committee. The Chair is authorized to appoint ad hoc committees from the membership of the Section to perform various duties as in the discretion of the Chair may seem appropriate. The Chair will set the agenda for the annual business meeting and will bring the agenda to the meeting. The Chair shall also serve as ex-officio member of all committees. The Chair will serve as Session Committee chair to coordinate sessions for the annual joint meeting with the Pacific Coast Shellfish Grower's Association (PCSGA). The Session Committee chair will coordinate with members of PCSGA prior to the meeting to create sessions and appoint moderators for each session. The Session Committee chair will also ensure that the moderators are versed in their duties in their sessions, that the speaker schedules are set, and that there is time scheduled in to involve conference attendees in a discussion about the information presented in the session. The Session Committee chair will make sure that the abstracts are printed before the conference.

Section 2. The Vice Chair shall act in the capacity of the Chair in the latter's absence and shall perform the duties of the Chair until a new Chair has been elected. The Vice Chair will serve as the Awards and Judging Committee chair for the annual joint meeting with PCSGA. In their capacity as the Awards and Judging Committee chair, the Vice Chair shall organize and train A/V volunteers, schedule staffing of the NSA-PCS table, and organize volunteers to help with the NSA-PCS fundraising activity that occurs at the annual joint meeting.

Section 3. The Secretary shall be responsible for distributing ballots and the minutes of Section meeting and meetings of the Executive Committee, 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. The Secretary will bring ballots for voting to the annual business meeting. The Secretary will serve as chair of the Auction and Fundraiser Committee chair. The Auction and Fundraiser Committee chair will coordinate the collection of auction items prior to the annual joint meeting with PCSGA, plan the NSA-PCS fundraising activity that occurs at the meeting, and assist with apparel design and ordering as a fundraiser for the Section.

Section 4. 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 Section's financial resources are managed according to procedures adopted by the Executive Committee. The Treasurer shall submit a detailed financial report expenditures over the past year as well as current financial status of NSA-PCS. The Treasurer will serve as the Facilities Committee chair for the annual joint meeting with PCSGA. The Facilities Committee chair will work with PCSGA and

conference facilities people for onsite support (e.g. tables, poster easels, etc.). The Facilities Committee chair will also maintain A/V equipment (laser pointer, extra extension cords, power strips, etc.) and purchase and keep other supplies for use at the conference (tape, markers, softballs, crab crackers, etc.).

Section 5. No officer of the Section 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 6. 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 Committee. This action can be undertaken only after legal counsel on the appropriateness and legal ramifications of said actions.

Section 7. Any committee chair position that an officer holds can be delegated to another member if that member is willing and suitable to take on the tasks outlined.

#### **BYLAW V - STANDING COMMITTEES**

Section 1. The chair of each committee, as outlined in Bylaw IV, shall appoint the following committees, the membership of which will be established each year prior to the annual meeting.

- (a) Session Committee
- (b) Judging and Awards Committee
- (c) Facilities Committee
- (d) Auction and Fundraiser Committee

#### **BYLAW VII - MEMBERSHIP LIST**

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

#### **BYLAW VIII - RESOLUTIONS**

Section 1. NSA-PCS 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 those members of the Executive Committee present 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 ten percent (10%) of the membership. The Executive Committee shall review the recommended changes and offer them, with recommendations, to the membership for majority vote.

**BYLAW XI - MISCELLANEOUS**

Section 1. No member, committee chair, Executive Committee member or Office of this Section shall use the seal, logo or name of the NSA-PCS 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 Section 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.

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