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(Original Amendment of Articles of Association of NON-BUSINESS Corporation.)

State of Rhode Island and Providence Plantations

May 8, 1975

WE, the undersigned Officers of

~~Sea Grant Association~~ Association of Sea Grant Program Institutions
a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a legal meeting of said corporation, duly called for the purpose,
and held in the City of Seattle, State of Washington
in said State, on the 31st day of October, A. D. 1974,
the following amendment(s) to the Articles of Association was (or were) duly adopted by
the affirmative vote of a majority of its members viz:—
"VOTED, That the name of the Association of Sea Grant Program Institutions
be changed to Sea Grant Association and other procedural amendments
incorporated in revised Articles of Association filed with this document."

[CORPORATE SEAL]

ATTEST:

Leatha Miloy

Leatha Miloy

Willis H. Clark

Willis H. Clark

President.

Secretary.

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NON-BUSINESS ✓

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OF

Duly Incorporated Under the Laws of
the State of Rhode Island.

RI - C-75 STATE 1862 *****10.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

OCT 6 - 1975

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AMENDMENT TO
ARTICLES OF ASSOCIATION

OF THE

ASSOCIATION OF SEA GRANT PROGRAM INSTITUTIONS

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AMENDMENT TO
ARTICLES OF ASSOCIATION
OF THE
ASSOCIATION OF SEA GRANT PROGRAM INSTITUTIONS

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I. NAME. The name of this association shall be the Association of Sea Grant Program Institutions ("Association" herein).

II. PURPOSES. The purposes of the Association shall be:

1. To further the optimal development, use, and conservation of marine and coastal resources (including those of the Great Lakes), and to encourage increased accomplishment and initiative in related areas.

2. To increase the effectiveness of member institutions in their work on marine and coastal resources (including those of the Great Lakes).

3. To stimulate cooperation and unity of effort among members.

III. MEMBERSHIP.

A. Eligibility. The Association shall be composed of two classes of members: (1) Regular Members, and (2) Associate Members.

1. Regular Members. The following shall be eligible for Regular membership:

a. Organizations receiving Sea Grant institutional or coherent project support; and

b. All chartered degree-granting institutions interested in the Sea Grant Program concept.

2. Associate Members. Upon approval by the National Council, other organizations and agencies interested in continuing an active association with these institutions in furthering the Sea Grant Program concept shall be eligible for Associate Membership.

B. Delegates.

1. Eligibility and Appointment. The President or chief executive officer of each Regular and Associate Member in good standing shall represent his institution as delegate in the affairs of the Association,

or he may appoint an individual employed by his institution as the delegate in his place. Any such appointment shall be made in writing to the president of the Association.

2. Participation by Non-Delegates. Individuals, other than delegates, who are regularly employed by Regular or Associate Members may participate in the activities of the Association. By appointment or election they may serve on committees or other supporting bodies of the Association, other than the National Council and the Executive Committee.

3. Termination of Employment Status. If any Regular or Associate Member shall terminate the employment status of any individual serving as an officer, Council member, committee member, or in any other supporting capacity, then the position held by such individual shall be declared vacant as of the date of such termination and the vacancy shall be filled according to provisions of these Articles that relate to the particular position concerned.

C. Annual Meeting. The Association shall hold at least one meeting in every calendar year, to be designated as the Annual Meeting of the Association. Notice of the time and place of the Annual Meeting shall be given to all members by the Executive Committee at least ninety (90) days prior to the meeting.

IV. OFFICERS. The officers of the Association shall be a President and a President-Elect. The President and President-Elect shall be employees of Regular Members.

A. President.

1. Election. The President-Elect of the Association shall assume the office of President of the Association at the close of the

Annual Meeting following election of his successor as President-Elect.

2. Term of Office. The President shall serve for one (1) year.

3. Duties. The duties of the President shall be:

- a. To preside at meetings of the Association, the National Council and the Executive Committee;
- b. To serve as a member and chairman of the Executive Committee;
- c. To exert leadership in effecting the purposes of the Association and in fulfilling directives from the National Council or the Executive Committee;
- d. To present a president's report at each Annual Meeting covering activities of the Association during his term of office; and
- e. To ensure such meetings by States and Territories as are necessary to provide for election of representatives to the National Council.

B. President-Elect.

1. Election. Candidates for the office of President-Elect shall be nominated by the nominating committee. Notice of such nominations shall be given by the nominating committee to all members of the National Council at least ninety (90) days prior to the Annual Meeting. Additional candidates for the office of President-Elect may be nominated by members of the National Council.. Notice of such additional nominations shall be given to all other members of the National Council at least sixty (60) days prior to the Annual Meeting. The President-Elect shall be selected from among the nominees by majority vote of the National Council during the Annual Meeting of the Association. The President-Elect

shall assume office at the close of the Annual Meeting during which he was elected.

2. Term of Office. The President-Elect shall serve for one (1) year.

3. Duties. The duties of the President-Elect shall be:

- a. To serve as a member of the Executive Committee;
- b. To familiarize himself with the work of the Association in order to render his ensuing service as President of the Association more effective;
- c. To present to the Executive Committee for its advice and approval a list of nominees for membership on the Association's standing and special committees at least thirty (30) days prior to the Annual Meeting following his election as President-Elect; and
- d. To announce to the Annual Meeting immediately following which he assumes the office of President the membership of the Association's standing and special committees.

V. NATIONAL COUNCIL. The National Council shall be the principal deliberative, policy-making, and legislative body of the Association. No organ of the Association other than the National Council is authorized to take policy or legislative action in the name of the Association, except on the express direction of the National Council. Meetings of the National Council shall be open to participation, without vote, to delegates not members of the National Council.

A. Election. The National Council shall consist of the following members:

1. One delegate from each member having Sea Grant institutional support.

2. One delegate from each State or Territory of the United States to be selected in the following manner:

- a. At the Annual Meeting of the Association the delegates from each State and Territory shall nominate, from the roster of delegates from Regular Members, other than those receiving institutional support, three persons for election to the National Council. The number of such nominees shall not exceed the number of such members in such State or Territory;
- b. One of the nominees from each such State or Territory shall be elected by a majority vote of the Regular and Associate Members of the Association from such State or Territory.

3. The President and President-Elect of the Association if they are not otherwise members of the National Council.

B. Alternate Delegates. Member institutions with a delegate on the National Council may appoint an alternate delegate with proxy voting rights if the regular delegate cannot attend a council meeting.

C. Term of Office. Members of the National Council shall serve for one (1) year.

D. Meetings.

1. Regular Meetings. The National Council shall meet concurrently with the Annual Meeting.

2. Special Meetings. Special meetings of the National Council may be held from time to time upon call of the Executive Committee. At least thirty (30) days notice of the time and place of such special meeting shall be given in writing to each Regular and Associate Member. The purpose of any such special meeting shall be specified in the notice.

3. Quorum. A majority of the total membership of the National Council shall constitute a quorum.

VI. COMMITTEES.

A. Executive Committee.

1. Composition. The Executive Committee of the Association shall consist of:

- a. The President of the Association, who shall be chairman of the Executive Committee;
- b. The President-Elect of the Association who shall be vice-chairman of the Executive Committee; and
- c. Five additional members, at least three (3) of whom must be delegates from organizations receiving Sea Grant institutional support, to be elected by the National Council at its meeting concurrent with the Annual Meeting.

2. Term of Office. Members of the Executive Committee, other than the President and President-Elect, shall serve for two (2) years. Terms shall be staggered so that the five additional members are elected in groups of two and three in alternate years. Two members of the first Executive Committee shall be elected for terms of one (1) year only.

3. Duties. The duties of the Executive Committee shall be:

- a. To determine the time and place of the Annual Meeting and other meetings of the Association and to give notice thereof;
- b. To act for the Association between Annual Meetings in all matters of business, including fiscal affairs, except matters of policy;
- c. To act for the Association between Annual Meetings in matters of policy upon specific request by the National Council.

- d. To undertake general arrangements for and conduct of all Annual and Special meetings of the Association, and all meetings of the National Council, including the preparation of agenda for such meetings;
- e. To prepare a report of its interim activities and to submit the same to each Regular and Associate Member within thirty (30) days after each Executive Committee meeting;
- f. To promptly elect a President or President-Elect of the Association should these offices become vacant in the interim between Annual Meetings; and
- g. To fill vacancies in the Executive Committee, such appointees fill the terms of the vacancies.

4. Meetings.

- a. Regular Meetings. The Executive Committee shall meet at least once each year prior to the Annual Meeting of the Association.
- b. Special Meetings. Special meetings of the Executive Committee may be held from time to time upon call of the chairman, or by written request of a majority of the members of the Executive Committee. At least fifteen (15) days notice of the time and place of such special meeting shall be given in writing to each member of the Executive Committee. The purpose of any such special meeting shall be specified in the notice.
- c. Quorum. A majority of the total membership of the Executive Committee shall constitute a quorum.

B. Standing Committees. Standing committees, including a nominating committee and others as directed by the National Council or

the Executive Committee, shall be appointed by the President of the Association with the advice and approval of the Executive Committee.

C. Special Committees. Special committees may be appointed by the President of the Association in his executive capacity or by direction from the National Council or the Executive Committee. The President shall promptly notify the Executive Committee of any such appointment.

D. Joint Committees. Joint committees with other organizations, as directed by the National Council or the Executive Committee, shall be appointed by the President of the Association with the advice and approval of the Executive Committee.

E. Vacancies. Vacancies occurring in any Association committees, other than the Executive Committee, shall be filled by the President with the advice and approval of the Executive Committee.

VII. FINANCIAL.

A. The dues for the various membership categories within the Association shall be fixed by the Executive Committee subject to approval by the National Council.

B. At each Annual Meeting the Executive Committee shall prepare and submit to the National Council for approval a budget for the ensuing fiscal year.

C. Funds on deposit at the end of any fiscal year shall be carried forward into the following fiscal budget.

D. No institution shall be entitled to representation or participation in the benefits of the Association unless such institution shall have paid the membership fee for the year prior to that for which such question of privilege shall arise, or shall have had said payment remitted by vote of the National Council.

E. An independent audit of the books of the Association shall be conducted at least annually by a reputable firm of certified public accountants selected by the Executive Committee.

F. No income from the Association shall inure to the benefit of any individual or Association member.

VIII. PARLIAMENTARY AUTHORITY. The rules contained in the latest edition of Sturgis Standard Code of Parliamentary Procedure shall govern this Association and all of its organs in all cases to which they are applicable and in which they are not inconsistent with the provisions of these Articles.

IX. AMENDMENT. These Articles of Organization may be amended at any Annual Meeting of the Association by a two-thirds (2/3) vote of the National Council. Notice of any proposed amendment, together with the full text thereof and the name and address of the proponent shall be given to all members of the Association at least ninety (90) days prior to the Annual Meeting.

X. DISSOLUTION. This Association may be dissolved as provided by law or by vote of three-fourths (3/4) of the National Council at any Annual Meeting.

In the event of dissolution, whether by operation of law or by vote of the National Council, all debts of the Association shall first be paid and any remaining balance shall be given to an organization or organizations exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

XI. LEGISLATIVE ACTIVITY. The Association shall not devote a substantial part of its activities in efforts to influence legislation.

XII. ENTRY INTO FORCE OF THESE ARTICLES. This Association shall come into existence upon receipt by the President pro tem of twenty (20) written acceptances of these Articles by entities eligible for Regular Membership in the Association including at least five (5) acceptances from organizations receiving Sea Grant institutional support.

Within one hundred and twenty (120) days following receipt of the required written acceptances, the President pro tem shall call the first Annual Meeting of the Association. The notice shall be sent to all entities accepting these Articles, to all entities sending representatives to the Third Annual Sea Grant Conference held in Portland, Oregon on March 5-6, 1970, and to all other such entities as the President pro tem may select. The notice shall (1) specify the receipt of the twenty acceptances, (2) specify the names of the institutions so accepting, and (3) give ninety (90) days notice of the time and place of such first Annual Meeting.

THE ASSOCIATION OF SEA GRANT PROGRAM INSTITUTIONS

For best use of marine and Great Lakes resources through unity of effort

November 20, 1972

President 1971-72

Dr. Herbert F. Frolander—Oregon State

President-elect

Dr. Robert A. Rogozkie
University of Wisconsin

EXECUTIVE BOARD

Dr. John C. Calhoun, Jr.—Texas A & M

Dr. John Lyman—University of
North Carolina

Dr. Stanley R. Murphy—University of
Washington

Dr. William J. Hargis, Jr.—Virginia
Institute of Marine Science

We, the undersigned certify that the following amendments were adopted by the National Council of the Association of Sea Grant Program Institutions at the 1972 annual meeting on October 12 at the Astroworld Hotel in Houston, Texas:

Section VII Financial, Subsection F

- F. *No income from the Association shall inure to the benefit of any individual or Association member.*

Section X Dissolution Paragraph 2

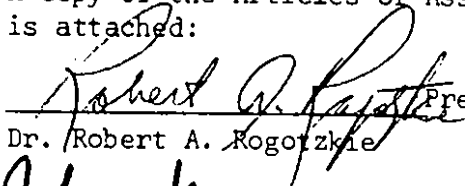
- X. DISSOLUTION. *This Association may be dissolved as provided by law or by vote of three-fourths (3/4) of the National Council at any Annual Meeting.*

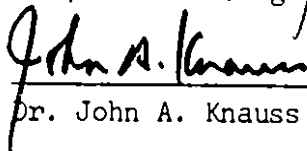
In the event of dissolution, whether by operation of law or by vote of the National Council, all debts of the Association shall first be paid and any remaining balance shall be given to an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

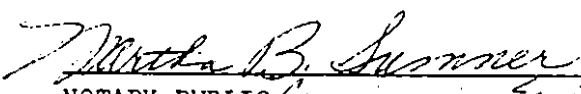
Section XI Legislative Activity

- XI. LEGISLATIVE ACTIVITY. *The Association shall not devote a substantial part of its activities in efforts to influence legislation.*

A copy of the Articles of Association containing these amendments is attached:


Dr. Robert A. Rogozkie President


Dr. John A. Knauss Secretary


NOTARY PUBLIC Commission Expires 3/16/75


NOTARY PUBLIC - Commission Expires 6/30/76

Secretary: Dr. John A. Knauss,
Graduate School of Oceanography, University of Rhode Island,
Kingston, R. I. 02881 --- Tel. 401-792-6224

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