

**BYLAWS**  
**OF**  
**PACIFIC ESTUARINE RESEARCH SOCIETY**

**ARTICLE 1. OFFICES**

The principle office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 Classes of Members**

There shall be two categories of membership in the Pacific Estuarine Research Society (PERS).

Regular members are persons whose professional activities are consistent with the purpose of the organization.

Honorary members are persons whose outstanding contributions in estuarine research have been recognized by nomination of the Board and ratification by two-thirds majority of those regular members present and voting at a regular business meeting. Honorary members are elected for life and do not pay dues.

Submission of \$10.00 US or foreign currency equivalent per year in dues to PERS shall constitute membership in the Society.

**2.2 Dues**

Dues shall be proposed by the Board and adopted by simple majority of the members present and voting at an annual meeting. Dues for the calendar year are payable in January to the Secretary/Treasurer. New members may be accepted at any time, but after October 1<sup>st</sup> they are considered paid for the next calendar year. Members in arrears will be billed by the Secretary/Treasurer. Members in arrears more than one year will be dropped from the Society on February 15<sup>th</sup>.

**2.3 Voting Rights**

Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each issue.

Each person entitled to vote in an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

## **2.4 Annual Meeting**

Meetings shall be held annually in the spring of the year or at the discretion of the Board. Attendance at the meetings shall be limited to members in good standing, except that visitors may attend with the approval of the Board or the President. Only PERS members may vote at meetings.

## **2.5 Special Meetings**

The President or the Board may call special meetings of the members for any purpose.

## **2.6 Place of Meetings**

All meetings of members shall be held at the annual meeting or at such other place within and without the State of Washington designated by the President or the Board.

## **2.7 Notice of Meetings**

The President or the Board shall cause to be delivered to each member entitled to notice or to vote at the meeting, either personally or by an electronic mailing list. The date for the next meeting is also discussed at the annual meeting.

# **ARTICLE 3. BOARD OF DIRECTORS**

## **3.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors.

## **3.2 Number**

The Board shall consist of not less than four (4) nor more than twelve (12) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment of these bylaws, provided that no decrease in the number shall have the effect of shorten the term of any incumbent Director.

### **3.3 Qualifications**

Directors shall be members of the corporation and elected officers and those appointed by the elected officers. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### **3.4 Election of Directors**

#### **3.4.1 Initial Directors**

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members in which their terms as officers expire.

#### **3.4.2 Successor Directors**

Successor Directors shall be elected every two year at the annual meeting of members as their terms as officers expire.

### **3.5 Term of Office**

Unless a Director dies, resigns or is removed, he shall hold office until the next election at the annual meeting of the Board or until his or her successor is elected, whichever is later.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may come before the meeting,

### **3.7 Regular Meeting**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

### **3.8 Special Meetings**

Special meetings by the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the Sate of Washington as the place for holding any special board or committee meetings called by them.

### **3.9 Meetings by Telephone and Email**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of email and/or a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 Place of Meetings**

All meetings shall be held at the annual meeting of the corporation or at such other time or place within and without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.11 Special Meetings**

Notice of special meetings shall be by electronic communications not less than ten days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

### **3.12 Waiver of Notice**

#### **3.12.1 In Writing**

Whenever any notice for a meeting is required to be given by any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, the person required to receive the notice can waive, in writing, the notice of the meeting , and it will be as if they received the meeting notice. As an example, Special Meetings require at least a 10 days notice of the meeting before the meeting date. If you receive the notice of the meeting less than 10 days before the meeting, you can sign a statement waiving the notice of the meeting and still meet the 10 days notice requirements.

#### **3.12.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened

### **3.13 Quorum**

Greater than fifty per cent of the Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **3.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **3.16 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were minutes of a Board meeting.

### **3.17 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.18 Removal**

If there be members of the corporation, at a meeting of the members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a Quorum is present.

### **3.19 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

## **3.20 Board Committees**

### **3.20.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal the Bylaws; (b) elect, appoint, or remove any member of any committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter, or repeal any resolution of the board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the designation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

### **3.20.2 Quorum, Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which quorum is present shall be the act of the committee.

### **3.20.3 Resignation**

Any member of any committee may resign at any time by delivering written notice to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.20.4 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **3.21 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a President, President Elect, Secretary/Treasurer and Past President, each of whom shall be elected by the membership at the annual meeting. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **4.2 Election and Term of Office**

The officers of the corporation shall be elected each year by the membership at the annual meeting of PERS and/or by email or over the internet. Unless an officer dies, resigns, or is removed from office, he or she shall hold office for two years or until his or her successor is elected.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the President Elect, the Secretary, or the Board, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **4.6 President**

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the membership and members of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. The President or her/his representative will serve on the Governing Board of ERF.

#### **4.7 Past President**

In the event of the death of the President or his or her inability to act, the Past President shall preside at all meetings in the absence of the President. Other duties of the Past President shall be: (1) oversight of the election of officers; (b) mentoring the President Elect; and, (c) advising the President

#### **4.8 President Elect**

The duties of the President Elect shall: (1) oversight of the annual meeting; and (2) participation in the Board of Director deliberations and decisions.

#### **4.9 Secretary**

The Secretary shall: (a) keep the minutes of the meetings of the members, if any, and of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member, if any there be, and of each Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and, (f) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Board.

#### **4.10 Treasurer**



If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

## **ARTICLE 5. ADMINISTRATIVE PROVISIONS**

### **5.1 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation; correct and adequate records of accounts and finances; minutes of the proceedings of its members, if any, and Board, and any minutes which may be maintained by committees of the Board; records of the names and addresses and class, if applicable, of each member, if any, and of each Director, and the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member, if any there be, of three months standing or to a representative of more than five percent of the membership, if any there be. The Secretary/Treasurer will submit copies of these books to each Board Member for annual audit within thirty (30) following the end of the annual accounting period.

### **5.2 Accounting Year**

The accounting year of the corporation shall be the twelve months ending December 31.

### **5.3 Disbursement of Monies**

The Secretary/Treasurer shall be authorized to pay all bills up to \$200.00 that the Secretary/Treasurer deems proper, provided this officer has received an invoice or explanatory letter. Bills over \$200.00 but less than \$1,000.00 require the added consent of the President, or in the absence of the President, another officer of PERS. Obligations equal to or greater than \$1,000.00 require consent by the majority vote of the Board prior to encumbrance and payment.

### **5.4 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Atwood's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of

Incorporation or any resolution of the Board. The President may suspend such rules of order and pursue decision-making by a consensus process when that method appears more likely in his or her judgment to produce a higher quality of decision upon a given matter. For purposes of the record, a vote may then be taken upon the matter at the conclusion of that process.

#### **ARTICLE 6. AMENDMENTS**

Amendments to the Bylaws shall be submitted to the Board and circulated to all members by mail at least four weeks prior to balloting. Adoption shall be by two-thirds of votation by mail.

The foregoing Bylaws were adopted by the Board of Directors on November \_\_\_30\_\_\_\_\_, 2007.

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Jeannie Gilbert, Secretary/Treasurer