Adopted 11/30/2005; Amended October 2010; Amended March 19, 2012

**BY-LAWS**

**SEA GRANT EXTENSION ASSEMBLY**

**ARTICLE I - Name**

The name of the organization shall be the Sea Grant Extension Assembly (SGEA) hereinafter referred to as the Assembly.

**ARTICLE II - Purpose and Functions**

Section 1. Purpose

The purpose of the Assembly shall be to facilitate communication and interaction among the Sea Grant Extension (SGE) programs and with others in and outside of the Sea Grant network. And, to improve the delivery of science-based information to constituent groups at the local, regional and national levels in support of the Sea Grant mission.

Section 2. Functions

1. Represent the Sea Grant Extension programs in relations with other organizational entities both within and outside of the Sea Grant network.
2. Provide a forum for the discussion of issues of importance to Sea Grant and SGE programs.
3. Support and encourage innovative extension programming at all levels, and increase cooperative programming and talent sharing within the SGE network.
4. Encourage recognition of outstanding performance by current SGE professionals and of the contributions to SGE by former colleagues.

e) Support and encourage regional and national, SGE program efforts.

**ARTICLE III - Membership and Voting**

Section 1. Eligibility for Membership

a) The Assembly is composed of SGE Program Leaders representing each SGE program in the SG network.

b) Ex Officio members of the Assembly shall be the NSGO Extension Program Leader, the National Sea Grant Advisory Board liaison and the Sea Grant Association liaison.

Section 2. Voting

a) Each SGE program has one vote in the Assembly vested in the Program Leader or alternate. For voting purposes, alternates must be identified and recognized by the Assembly's chairperson in advance of the vote.

b) Members may vote by written proxy. Proxies must be submitted to the Assembly chairperson before a vote.

c) Ex officio members are not eligible to vote.

d) In the event of a tie vote in an election for new officers, the current Chairperson of the Assembly will work with both parties to achieve a reasonable resolution. The resolution is then ratified by the Assembly Executive Committee.

**ARTICLE IV - Officers**

Section 1. Executive Committee

a) The elected officers of the Assembly and its Representative to the Networks Advisory Council shall constitute the Executive Committee. Chairpersons of Regional Sea Grant Networks shall serve as ex officio members of the Executive Committee, without voting eligibility.

b) The elected officers shall be a Chairperson, Chairperson Elect, Secretary/Treasurer and two At-Large officers.

c) Only voting members of the Assembly are eligible to serve on the Executive Committee.

d) In cases where programs share the oversight of their extension programs with two, or more individuals, and an individual is nominated and elected to the Executive Committee he/she must remain the voting member of his/her program for the duration of their term.

e) If there are no clearly stated by-law sections that pertain to Assembly matters and immediate decisions are necessary, the Executive Committee, acting in the best interest of the Assembly, is authorized to make such decisions.

Section 2. Duties of Officers

1. Chairperson. The Chairperson shall preside at all meetings of the Assembly and its Executive Committee; have the authority to create special committees; and serve as ex officio member of all committees, except the nominating committee. The Chairperson shall serve as the Assembly's liaison with the Sea Grant Association and the National Sea Grant Advisory Board, attend their meetings and report to the Executive Committee and Assembly on their activities. The Chairperson will also represent the Assembly on the Program Mission Committee of the SGA.

b) Chairperson Elect. The Chairperson Elect shall assume the duties of the Chairperson in the absence of the Chairperson and serve as the assistant to the Chairperson in his/her efforts for the good of the Assembly. The Chairperson Elect shall preside at all Assembly and Executive Committee meetings in the absence of the Chairperson. The Chairperson Elect shall assume the duties of the Chairperson in

the event of the resignation, disability or death of the Chairperson. The Chairperson Elect will serve as the Assembly's liaison with the External Relations Committee of the SGA, attend its meetings and report to the Executive Committee and Assembly on its activities.

c) Secretary/Treasurer. The Secretary/Treasurer shall be responsible for keeping accurate minutes of

Executive Committee and Assembly-wide meetings; maintaining the Assembly membership roll and other records; and sending notices of meetings, etc. to Assembly members. The Secretary/Treasurer will ensure that proper financial records are kept and report to the Assembly on the status of its finances. The Assembly’s financial accounts shall be maintained at either one of the SGE institutions, with the SGA account, or at a place agreed upon by the Executive Committee.

d) At-Large Officers. The At-Large officers shall be responsible for the SGE awards and professional recognitions and carry out other duties as directed by the Executive Committee.

1. Networks Advisory Council Representative. The representative to the Networks Advisory Council of the SGA serves as the Assembly’s liaison to the council. The position is chosen by the Chairperson and ratified by the Executive Committee at their first organizing committee meeting following the biennial fall elections at which the Chairperson and Chairperson Elect are determined. The position is intended to be filed for a period of two years, aligned with terms of the Assembly leadership.

Section 3. Election and Appointment of Officers

a) Elected Officers. The officers shall be elected by email ballot in November of each year. They shall take office on January 1 of the following year. The Chairperson Elect and Chairperson each serve two-year terms. The Secretary/Treasurer serves a three-year term. The At-Large Officers serve two- year alternating terms. Elected officers shall serve for the duration of their term or until their successors are elected. A majority of the Assembly members voting shall elect.

1. Appointed officers. Appointed officers may be named at any time by the Executive Committee and shall take office immediately upon notification of appointment. Appointed officers shall have such duties as the Executive Committee shall direct. The term of office for appointed officers shall be determined by the Executive Committee. Appointed officers shall not be members of the Executive Committee.

Section 4. Vacancies in Office

1. Except for the office of Chairperson and Chairperson Elect, vacancies in office shall be filled by the

Executive Committee for the remainder of the respective terms.

**ARTICLE V - Meetings**

Section 1. Executive Committee Meetings

1. Meetings of the Executive Committee shall be held bi-monthly, in-person or via teleconference, at a time and place set by the Chair.

Section 2. Annual Meetings

1. The Assembly shall meet annually. In Sea Grant Week years, the Assembly shall meet in conjunction with Sea Grant Week. In off years, the Assembly shall meet at a time and place determined by the Executive Committee.
2. The purpose of the annual meeting is to receive the reports of officers and committees, and for any other business that shall properly come before the Assembly. Notice of the annual meeting shall be sent to the members at least 6 months in advance of the meeting date, with a detailed agenda being sent at least 15 days prior to the date of the meeting.

Section 3. Special Meetings

1. Special meetings of the membership may be called by the Executive Committee, provided that notice is of such meetings shall be provided to members at least 15 days prior to the date of the meeting. Notice shall include the specific business to be conducted at the meeting.

Section 4. Quorum

a) Executive Committee. The quorum for Executive Committee meetings shall be a majority of the committee members then in office.

b) Membership Meetings. The quorum for annual meetings of the membership shall be a

majority of those registered for the meeting, providing that at least three elected officers are present. The quorum for special meetings shall be 10% of the total membership, providing that at least two elected officers are present.

**ARTICLE VI - Committees**

Section 1. Standing and Special Committees

1. Standing and special committees may be created by the Executive Committee or by majority vote of the membership as necessary.

Section 2. Nominating Committee

1. The nominating committee shall consist of three members selected by the Executive Committee. The committee shall choose its own chairperson. The committee shall nominate at least two candidates for each office to be filled in the next year's election and report those nominees to the Executive Committee at least one month prior to the date of the next election. The nominating committee shall conduct the election of Assembly officers.

**ARTICLE VII - Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Assembly in all cases to which they are applicable and in which they are not inconsistent with these by- laws and any special rules of order the Assembly may adopt.

**ARTICLE VIII - Amendments**

Section 1. Amendments. These by-laws may be amended by a two-thirds vote of a quorum of members at any annual meeting, special meeting, or via email providing that written notice of the proposed amendment shall have been given to the membership at least 30 days prior to the meeting. The notice shall include, the complete text of the amendment.

Section 2. Effective Date of Amendments. Amendments to these by-laws shall take effect at the adjournment of the meeting or at the completion of the email vote at which they are adopted unless otherwise provided.