



BYLAWS OF THE Ocean Management Research Network

These bylaws are established as part of the constitution of the Ocean Management Research Network, or OMRN.

I. Interpretation

1.1 Both the English and French versions of the bylaws are official.

1.2 Definitions:

- a) Network Secretariat: The Chair, the Executive Director, and the Coordinator. The Executive Director and the Coordinator are OMRN staff positions.
- b) Board and Board members: Board members of the OMRN include Directors, Directors-At-Large, Student Directors, and the Network Secretariat.
- c) Officers of the Board: Members of the Network Secretariat, the Board-designated member acting as Vice-Chair, and the Past Chair.
- d) Director: A member of the Board of Directors of OMRN who is also eligible as a collaborator under SSHRC regulations and who is either duly acclaimed or elected.
- e) Director-At- Large: A Partner of the OMRN who may or may not be a collaborator under SSHRC regulations and who is either duly acclaimed or elected.
- f) Student Director: A member of the Board of Directors of OMRN who is either duly acclaimed or elected and is registered at a Canadian university at the time of joining the OMRN Board.
- g) Ex Officio: Positions without vote.
- h) Member: A member of the OMRN as profiled in the OMRN on-line database.
- i) Resolution: A vote passed by a simple majority of votes cast by the membership, a defined subset of the membership, or the Board.
- j) Working Group: A subgroup of OMRN members with interest in a focused theme and led by a Board designated Working Group Leader selected from the OMRN membership.

1.3 Headings: The division of these bylaws into sections and paragraphs and the insertion of headings and index are for convenience and reference only and do not affect the interpretation of the bylaws.

II. Membership

- 2.1 Classes and Conditions of Membership: The OMRN has the following classes of membership, the conditions of which are set out in Board policy. The Board may introduce other categories of membership and their admission criteria.
- a) "Member" means any person who has satisfied the requirements for membership established by the Board. A Regular Member is entitled to one vote on all matters at member meetings. Regular Members who are eligible as a collaborator under SSHRC regulations are also eligible to hold office as Directors on the Board.
 - b) "Partner" means any corporation or business entity, government organization, non-governmental organization, or community group that has satisfied the requirements for membership as judged by the Board. A Partner, through its representative, is entitled to one vote on all matters at member meetings. Partners are eligible to hold office on the Board in the position of Director-At-Large.
 - c) "Student" means any person attending a post-secondary institution who is duly registered as a student or as a research associate that has satisfied the requirements for membership as judged by the Board. A Student is entitled to one vote at member meetings. Student Members are eligible to hold office on the Board in the position of "Student Director".
- 2.2 Membership Database: A register of members' profiles for each membership classification will be kept in a secure database on the OMRN website and managed by the Network Secretariat of the OMRN.
- 2.3 Rights of Members: Any member is entitled to receive notice of member meetings, attend member meetings, speak at member meetings, and exercise other rights and privileges given to members in these bylaws.
- 2.4 Meetings of Members: There shall be Board, Strategic Planning, Open, Working Group and Special Meetings of members.
- a) Board Meeting: The Board shall meet at least once annually in face-to-face meetings in designated locations in Canada; in the interim between face-to-face meetings, Board meetings shall be scheduled irregularly, as need arises, via conference calls; any Board member may elect to call a meeting of the Board.
 - b) Strategic Planning Meeting: The Strategic Planning Committee shall endeavour to meet twice annually in face-to-face meetings in designated locations in Canada; Board members and invited Committee members by the Board may attend these meetings.
 - c) Open Meeting: An Open Meeting shall be held at each of the OMRN National Conferences. At the Open Meeting the Board shall report to the membership present on its activities and shall request the adoption of financial statements for the last fiscal year, present a slate of nominees for election to the Board of Directors, and address any other business that may properly be brought before the meeting by its membership.

- d) Working Group Meeting: A Working Group Meeting shall be convened by any of the OMRN Working Groups on topics designated by the Working Group Leader and the Working Group members. Notification of the agenda and minutes of all Working Group Meetings will be communicated to the Network Secretariat. In the absence of the Working Group Leader, the Chair of the OMRN may convene a meeting of the Working Group.
- e) Special Meeting: A Special Meeting shall be convened by special interest groups of members, e.g., Regional Initiatives, Network Secretariat, or joint Working Group meetings. Discussion is focused on the stated purpose of the meeting. Notification of the agenda and minutes of all Special Meetings will be communicated to the Network Secretariat.

- 2.5 Decisions in Lieu of Meetings: If a group of members agree to and sign a resolution and submit it to the Network Secretariat, it will be duly presented for consideration to the Board as soon as possible and at the latest, at the Board's next meeting. Resolutions of general interest to all members will be compiled and presented to the members with the approval of the OMRN Board. On approval, members will be asked for their feedback and/or to vote on the resolution via electronic mail. The deadline for feedback and/or voting will be specified. The Network Secretariat shall inform the members via the OMRN website about the outcome of the feedback/vote on the resolution.
- 2.6 Notice: The time and place of every Board, Strategic Planning, Open, Working Group, or Special Meeting shall be made at least 7 days before the date fixed for the meeting. All notices shall contain the time, place, and proposed business agenda of the meeting, including the text of any special resolution or bylaw to be considered. Notices shall be delivered to meeting members in accordance with the bylaws.
- 2.7 Voting: Resolutions at a Board, Strategic Planning, Open, Working Group, or Special Meeting may be passed by simple majority of the votes cast in person by members. In the event of a tie, the ex-officio Chair of the meeting shall declare on the motion. Questions will be decided by a show of hands unless a poll is demanded. No member is entitled to vote by proxy on any matter.

III. Board of Directors

- 3.1 Powers: The Board of Directors oversees the affairs of the OMRN and supervises, controls, and directs all the activities of the Network Secretariat and the Working Groups. The Board actively pursues the mission and goals of the OMRN and may adopt rules and regulations for the conduct of its business, including:
 - a) making contracts, exercising powers, and carrying out actions it is authorized by its objects to do so;
 - b) regulating admission of members, requirements of membership, and termination of membership;
 - c) governing and regulating the operations, management, and control of the OMRN and all its activities;
 - d) appointing committees as will benefit the OMRN;
 - e) interpreting the intent of any bylaw, rule, regulation, resolution, or report in connection with the OMRN and determining any dispute in that regard.

- 3.2 Composition and Eligibility: The Board is comprised of: (1) a Board Chair (1 position, elected by the Board); (2) the Past Board Chair (1 position); (3) the elected Board Directors (the numbers of sitting Directors will be monitored by the Board and will not exceed 6 positions); (4) the elected Director-At-Large (1 Partner position); (5) the elected Student Director (1 Student position); (6) the Executive Director (1 ex-officio position); and (5) the Network Coordinator (1 ex-officio position).

Starting in 2008, Board members will be elected by the membership for three-year terms. Such elections to the Board would be carried out regularly (annually) to replace outgoing Board members and to establish a rotation of elected Board members according to the above composition of the Board. The Board reserves the right, on behalf of its members, to assign additional positions to the Board, as deemed necessary for the achievement of OMRN objectives.

- 3.3 Number of Directors: The number of elected Board Directors shall be no less than 5 and no more than 12 members. The Board may alter the number of elected Directors within the minimum and maximum. The Past Chair is an automatic Director position and, if willing to serve, is counted within the range.
- 3.4 Terms/Continuity: Directors, Directors-At-Large, and Student Directors are elected for 3 year terms and take office immediately following the results of the election are announced to the membership. The terms are on a staggered basis. Directors, Directors-At-Large, and Student Directors may exceptionally, and on approval of the Board, serve more than 2 consecutive terms. Board Members who have withdrawn from the Board are not eligible for re-election for a period of 1 year following their withdrawal.
- 3.5 Nominations:
- a) Policy and Procedures Committee: Each year, the Policy and Procedures Committee chaired by the immediate Past Chair, and including at least 2 other Board members who are not seeking election to the Board, is responsible for presenting a full slate of candidates for election to the Board.
 - b) Nominations: The Policy and Procedures Committee will make a call for nominations at least 28 days before a scheduled election date. All nominations using the form prescribed by the Policy and Procedures Committee must be duly completed and signed by a nominator and one seconder members of the OMRN and affirmed (signed) by the nominee and filed with the Policy and Procedures Committee at least 14 days before the scheduled election date.
- 3.6 Elections: All duly nominated candidates shall be included on the slate for election of Board members. In the event of an incomplete slate, the Policy and Procedures Committee, at its discretion, may recommend election of a partial slate and direct the Board to appoint the remaining Board members within a reasonable period. In the event of a full slate, the Board will be acclaimed. In the event of more nominees than positions, an election will be held.

In the event that an election will be held, OMRN shall, no less than 14 days prior to the scheduled election date, email ballots to members. The ballot shall clearly identify, in

alphabetical order, the names of candidates for available positions and the number of Board members to be elected for the available positions.

The Board Chair shall, no fewer than 7 days prior to the scheduled election, appoint three (3) scrutineers from among the voting members who are neither members of the Board, nor candidates for election to the Board.

Each voting member will have one vote as per the individual's OMRN membership database email address for each of the available Board positions. Board members will be declared elected on the basis of a plurality of votes cast by email, as verified by the scrutineers and the OMRN Coordinator. Ballots must be returned to the OMRN by the declared scheduled election date.

The Chair of the Policy and Procedures Committee will announce the results of the election, or acclamation if no additional nominations were received via the OMRN website and in an email notice to all members.

3.7 Removal or Resignation:

- a) Resignation: An elected Board member may resign in writing to the Chair and resignation is effective on receipt of the notification by the Board.
- b) Deemed Resignation: If an elected Board member is absent from 3 consecutive Board meetings without apparent reason, the elected Board member may be deemed by the Board to have resigned. The Board, in its sole discretion, may consider this absence as an act of resignation and establish the effective date.
- c) Removal: An elected Board member may be removed from office before the expiration of the term by a special resolution requiring the consensus of all remaining Board members and only after a clear determination of just cause.

3.8 Vacancies on the Board: So long as a quorum of elected Board members remain in office, vacancies on the Board may be filled by the Board members from among the members of OMRN if they see fit to do so. Otherwise, the vacancy will be filled at the next election.

3.9 Notice of Board Meetings: Notice of Board meetings shall be given to all Board Members at least 7 days before the scheduled meeting.

3.10 Quorum for Board Meetings: At least 50% of Board members shall be present at a Board meeting for the valid transaction of business. If the number of Board members at a meeting falls below quorum and is formally acknowledged by the remaining members, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.

3.11 Voting at Board Meetings: Where necessary, all matters shall be decided by a simple majority of the votes cast except as otherwise required by these bylaws. Proxies are not accepted at Board meetings.

3.12 Observers: The Chair may invite an observer to report on any matter of interest to the Board. An observer may not vote on any matter.

3.13 Duties of Officers: Duties of Officers are such as their titles would generally indicate:

- a) Chair: The Chair is responsible for facilitating highly effective performance by the Board and governance of the OMRN. The Chair calls and chairs meetings of the Board, implements policies governing the Board, and is an ex officio member of all Committees.
- b) Vice-Chair: Fulfils role of Chair in the Chair's absence, disability, or as deemed appropriate by the Chair.
- c) Past Chair: Member of the Executive and the Strategic Planning Committees and Chair of the Policy and Procedures Committee.
- d) Executive Director: The Executive Director is hired by the Board to manage and operate the OMRN according to Board policies and within limitations established by the Board. The Executive Director is an ex officio member of all Committees. The Executive Director assists the Chair and Board Directors in carrying out their Network functions, represents the OMRN in the absence of the Chair, and liaises with OMRN Partners.
- e) Network Coordinator: The Coordinator is hired by the Board to manage and operate the OMRN according to Board policies and within limitations established by the Board. The Coordinator is an ex officio member of all Committees. The Coordinator ensures that minutes of proceedings at Board meetings are drafted, distributed for comments, and posted on the OMRN website, and serves notice to all members, and Board members about meetings, elections, and other OMRN events; maintains and assists members in the operation of the OMRN website including liaising with members and assisting the Executive Director and the Chair in the functioning of the Network Secretariat.

3.14 Network Committees

- a) General: The Board may appoint members to Network Committees and Working Groups to manage certain activities of the OMRN and report to the Board as it deems advisable.
- b) Quorum: Subject to any regulations imposed by the Board, Network Committees and Working Groups have the power to fix their quorum and their own rules of procedure.
- c) Meetings: Meetings of Network Committees and Working Groups may be held as convenient to suit the agenda, subject to approval by members affected. Network Committees and Working Groups shall keep a record of their meetings and shall report the results of their work to the Network Secretariat Board in the form and time lines requested by the Board, and shall post the record to the OMRN Working Group website.
- d) Executive Committee: All Board members are members of the Executive Committee. Board members shall serve on the Executive Committee only so long as they remain Board members.
- e) Finance and Audit Committee: The Board shall elect from among its number a Finance and Audit Committee consisting of not less than 3 Board Directors including the Board Chair. Board members shall serve on the Finance and Audit Committee and shall serve only so long as they remain Board members.

- f) Policy and Procedures Committee: The Board shall elect from among its number a Policy and Procedures Committee consisting of not less than 3 Board Directors including the Past Chair who will act as committee chair. Board members shall serve on the Policy and Procedures Committee only so long as they remain Board members. This committee leads the process for Board nominations, elections, and appointments.
- g) Strategic Planning Committee: All Board members are members of the Strategic Planning Committee. The Strategic Planning Committee also includes members of the external community invited by the Board as members.

IV. Miscellaneous Matters

- 4.1 Network Secretariat Office: The Network Secretariat head office of the OMRN shall be determined by Board policy.
- 4.2 Books and Records: The Network Secretariat shall ensure that all books and records of the OMRN required by the bylaws are regularly and properly maintained. OMRN records may be inspected by a member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Bylaws, Minutes of Meetings, Database of Members and of Board Members and Officers, Policies adopted by the OMRN, and Financial Statements.
- 4.3 Notice: To send notice to a member or Board Member for any meeting, the address is the last known physical or electronic address in the OMRN's membership database. Notice may be delivered personally, by electronic transmission, by prepaid mail, or by any other method. A notice sent by prepaid mail has been sent when deposited in the public letterbox. A notice sent by electronic transmission has been sent at the time of sending.
- 4.4 Procedures at Meetings: At all Board, Strategic Planning, Working Group, Open, or Special Meetings, meetings procedural matters not specifically addressed here shall be governed by Robert's Rules of Order.
- 4.5 Dispute Resolution: The Board may establish a dispute resolution process to assist in Board Member-Board Member, Member-Board, and Member-Member relations. The process will be outlined in Board policy.
- 4.6 Rules and Regulations: The Board may make, amend, or repeal Rules and Regulations relating to the management and operation of the OMRN as it deems expedient, provided they are not contrary to the provision of the bylaws.
- 4.7 Amendment of Bylaws: The bylaws of the OMRN may be repealed or amended by resolution enacted by a majority of voting Board members at a Board meeting and sanctioned by a special resolution of the members voting at a meeting duly convened for that purpose.

V. By-Law Amendments

5.1 The Board may pass or amend By-Laws of the OMRN from time to time.

5.2 Amendment Procedure:

- a) Where it is intended to pass or amend By-Laws at a Board meeting, the Coordinator shall send, not less than 7 calendar days before the meeting, written notice of such intention to each Board Member. Where the notice of intention is not sent as provided herein, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention is needed. Further, an amendment requires the amendment be carried by a two-thirds majority of the Board Members present and voting at the meeting at which the amendment to the By-Law is to be considered.
- b) Except as hereinafter otherwise provided, a By-Law or an amendment to a By-Law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion.
- c) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next Open Meeting or Special Meeting called for that purpose. The members at the meeting may confirm the By-Law as presented or reject or amend it, and, if rejected, it immediately ceases to have effect, and, if amended, it takes effect as amended from that time forward.
- d) Any rejection, amendment or refusal to approve the By-Law or part of the By-Law made in accordance with this section, shall not invalidate any act done or right acquired under any such By-Law prior to its rejection, amendment or refusal to approve and such rejection or amendment shall have no retroactive effect.
- e) The Board may amend any schedule to the By-Laws from time to time and such amendment shall not be subject to approval by the Board.

5.3 Effective Date And Repeal:

This By-Law shall come into force and take effect in accordance with applicable law whereupon all previous By-Laws of the OMRN are repealed. The repeal of such By-laws shall not in any way affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred thereunder prior to such repeal. All Board members, Officers and other persons acting under any repealed By-Laws shall continue to act as if elected or appointed under the provisions of this By-Law.

ENACTED by the OMRN Board members as a By-Law of the OMRN the 1st day of January 2008.

Dan Lane

SC Park

Chair of the Board

Coordinator