

By-Laws
East Coast Shellfish Growers Association

Adopted: January 2005 Amended February 2010

Article I. Name

The name of the association shall be the East Coast Shellfish Growers Association. (Referred to herein as the “association” or the “ESCGA”.)

Article II. Purpose

The mission of the association is to promote responsible commercial shellfish aquaculture through market research and promotion, active involvement in public education, participation in policy formation at the state and national levels and directed research.

Article III. Office

The registered office of the association will be 1623 Whitesville Rd., Toms River, New Jersey 08755. The association uses offices in other locations as necessary to conduct the business of the association.

Article IV. Membership

Section 1. Membership Categories / membership rights and privileges

The organization shall have members whose qualifications are as follows; active shellfish growers, businesses associated with the cultivation and sale of bivalve shellfish and those parties interested in the business of bivalve shellfish cultivation.

The classes of membership and the associated rights and limitations of the different classes shall be as specified below:

Voting Memberships

Grower members are those who obtain part of their income from culturing shellfish.

Dealer members would be those who obtain part of their income from buying and selling cultivated shellfish. Those who both grow and deal in shellfish should base their membership category on the relative contribution of their two vocations to their income.

Association Membership - or "Chapter Members"

Each shellfish-growing member of the Chapter Association is a "Chapter Member" of the ESCGA Each Chapter Association would get one "chapter delegate" vote.

Chapter Members will be encouraged to become full members to get full voting privileges.

Voting Member Privileges

All voting members will receive access to the “member’s only” area of the website and will receive all newsletters, action alerts, and mailings. They will receive free advertising space in newsletters and on our website as determined by the Board of Directors. Voting members will receive electronic mailings of newsletters, action alerts, and other mailings unless they notify the secretary of the association of the desire to receive these items by regular mail.

Non-voting membership categories

Associate members would be those who participate in restoration, education, extension, research or regulation of shellfish, or those who are simply interested in our activities.

Industrial Associate Partners – Those who deal in equipment to the shellfish culturing industry are eligible to become industrial associate partners. This membership category allows members to have a specified amount of advertising space in our newsletters and on our website.

Supporter - a member who make a tax-deductible contribution.

Non-voting member privileges

All non-voting membership categories will receive access to the "member's only" area of the website and will receive all newsletters, action alerts, and mailings. Non-voting members will receive electronic mailings of newsletters, action alerts, and other mailings unless they notify the secretary of the association, or his/her designee, of the desire to receive these items by regular mail.

Section 2. Dues

The dues paid to the association for membership will vary according to class of membership and shall be determined by the Board of Directors. Dues shall be paid annually and are due on January 1st of each year. For new members, dues received after August 31st will also be accredited to the following year.

Grower member: Their dues shall be based on gross sales of aquacultured product. The fee schedule shall be posted on all membership application forms.

Association membership or “Chapter member”: Any state growers association could become a Chapter of the ECSGA.

Section 2A. Dues payment schedule

Membership renewals are due on January 1st of each year. Members will lose their voting rights and other benefits if dues are unpaid by July 1st of each year. For new members, dues received after August 31st will also be accredited to the following year.

Article V. Meetings

Section 1. Annual Meetings

The membership shall meet annually at a location and time convenient to members. The location shall alternate from year to year between the northern, mid- and southern Atlantic states.

Section 2. Special Meetings

Special meetings of the membership may be called upon a two-thirds vote of the Board of Directors. Business shall be conducted by members present at special meetings, providing notice of meeting has been given as provided in Article V. Section 3. The presiding officer shall be determined as specified in Article V, Section 6.

Section 3. Notice

Notice of annual meeting will be sent to the address kept on file by the Secretary to all voting members by first class mail and electronic mail no more than 45 days and no less than 14 days prior to the meeting date.

Section 4. Voting

Each member in good standing shall be entitled to vote. One vote is cast for each voting membership. Voting members (growers, dealers, and chapter delegates) will elect from the entire ECSGA membership, a President and Vice President, Secretary and Treasurer of the association to serve on the Board of Directors. The voting membership will also vote on any changes to the by-laws and on policy issues presented to them by the Board of Directors. Changes to bylaws will be passed upon majority vote of those members present.

Section 5. Quorum

Business shall be conducted by members present at annual meetings providing notice of meeting has been given as provided in Section 3. The outcome of all issues voted upon will be decided by a majority vote of those voting members in good standing who are present at the annual meeting.

Section 6. Presiding officer

The President of the association shall preside over all annual and special meetings. In the absence of the President, the presiding officer shall be as follows; the Vice-President, Secretary, Treasurer.

Section 7. Election of Directors

The Board of Directors is comprised of one delegate from each state, a shellfish dealer selected by dealer members, an industrial associate partner, two ex-officio members and the elected officers. The state delegates will be selected by the voting ECSGA membership of the delegate's state, provided that the state has three (3) grower members in good standing. The dealer delegates are selected by the voting ECSGA dealer members. The ex-officio members (members from academia, extension and other shellfish aquaculture areas of interest) will be selected by the sitting Board of Directors. The voting membership may nominate other individuals for ex-officio BOD members at the annual meeting. If no other non-voting members are nominated, those selected by the sitting BOD will be ex-officio BOD members. If candidates are nominated by the membership at the annual meeting, then balloted voting will take place. Industrial associate partners will select their representative to the BOD. The names of all new state, dealer delegates and industrial associate partners shall be submitted to the current Board of Directors no later than 45 days before the annual meeting.

The names of the newly selected Board of Director ex-officio candidates, the state, dealer, and industrial associate partners delegates will be distributed to the membership prior to the annual meeting as set out in Article V, Section 2. State, dealer and industrial associate partner delegates will be confirmed at the annual meeting.

Section 8. Instating the Board of Directors

At the annual meeting of members a board of directors shall be instated. The voting membership shall confirm the slate of directors selected by the states, dealer and industrial associate partner delegates. The membership will vote in the two ex-officio members selected by the Board of Directors. These positions may also be nominated by the membership at the annual meeting as described in Article V, Section 7. If necessary balloted voting shall take place as described in Article V, Section 10.

Section 9. Nomination of Officers

The sitting Board of Directors shall nominate candidates for the offices of President, Vice President, Secretary and Treasurer every two years. These officers may be selected from the entire ECSGA membership. Once elected these officers shall also serve on the Board of Directors. The choices for officers shall be presented to the membership at the annual meeting. Members may nominate other candidates for these offices at the annual meeting. If no other individuals are nominated, members will vote to instate the slate of officers. Offices, for which more than one individual has been nominated, will be determined by balloted voting process at the annual meeting.

Section 10. Balloted Voting

When a position on the Board of Directors must be decided by balloted voting, the sitting Board of Directors will adopt the following process. Ballots for each position will be collected and counted by

the Secretary. The Treasurer shall confirm the Secretary's count. The President shall announce the name of the elected officer or Board of Directors member.

Article VI. Board of Directors

Section 1. Appointment of Directors

Each state with at least 3 voting members in good standing will appoint one delegate to the Board of Directors. The dealer members will appoint a dealer delegate to the BOD. Two-ex-officio directors will be chosen by the sitting Board of Directors. The Ex-officio members of the Board of Directors may be non-voting members from extension, academia or other shellfish aquaculture related areas of interest. Industrial associate partners will select a delegate to represent them on the BOD.

The Board of Directors will also include one ex-officio member from the Pacific Coast Shellfish Growers Association and one from the Gulf Oyster Industry Council if their Boards allow reciprocal membership privileges.

Section 2. Qualifications

Any member of the Board of Directors must be a member in good standing of the ECSGA.

Section 3. Duties of Board of Directors

The BOD will hire and fire the Executive Director and administrative staff, set the salary of the Executive Director and administrative staff and approve the budget and expenditures of the association as proposed by the Executive Director.

Members of the ECSGA may bring policy issues before the BOD at any time. Policy issues and position statements adopted by the ECSGA will be approved by the BOD by consensus vote. Policy issues and position statements brought before the Board of Directors will be communicated to the wider membership in the normal electronic and written communication of the Association. The state grower delegates, dealer delegates and officers are voting members of the Board of Directors. The ex-officio delegates and the industrial associate partners are non-voting members of the BOD.

Section 4. Meetings

The Board of Directors shall meet no less than 4 times per year or as necessary. Meeting may take place electronically. Meetings shall take occur at time and place or in manner fixed by the BOD.

Section 5. Quorum

Forty-percent (40%) of the Board members must be present to constitute a quorum. The Board must have a quorum to conduct business.

Section 6. Vacancy

The vacancy of a Director shall be filled by a member in good standing selected by the vacated director's state or dealer members. In the event of a vacancy of an officer, the BOD shall select a replacement who is an ECSGA member in good standing to serve in the vacated office. The replacement(s) to the Board of Directors will be instated at the next annual meeting of members as described in Article V. Sections 7-10. When there is less than 1 year left in the term of the vacated position, the replacement selected by the Board of Directors will serve the remainder of the term. The replacement will be eligible for election to that office at the next annual meeting at which time the term limits as laid out in Article VI. Section 4 will apply.

Section 7. Indemnification of Directors and Officers

The association hereby indemnifies any officer or director of the association who has been named or threatened to be named as a party to any action or proceeding in which the officer or director served in any capacity at the request of the association.

Section 8. Remuneration.

The officers and directors of the association shall serve without remuneration.

Article VII. Officers

Section 1. Officers

The officers of the association shall be the President, Vice-President, Secretary and Treasurer.

Section 2. Term

Officers shall serve for two year terms. With the exception of treasurer the officers shall not serve for more than three (3) consecutive two (2) year terms.

Section 3. Qualifications

All officers shall be members in good standing. Following the third anniversary of the establishment of the association officers must have been members of the association for two consecutive years or more.

Section 4. President

The President shall preside over all meetings and function as the chief executive officer of the association. The President shall be in charge of the general business of the association as directed by the BOD. The President may commit the association to contracts and agreements only as directed and approved by the BOD.

Section 5. Vice-President

The Vice-President shall assume all duties of the President in his or her absence and at the direction of the Board of Directors.

Section 6. Secretary

The secretary shall be responsible for keeping the minutes of all meetings of the BOD and the members. All notices to members shall be the responsibility of the secretary as well as all communication as directed by the BOD. The secretary may delegate particular communication responsibilities to the Executive Director or to other officers.

Section 7. Treasurer

The treasurer shall be responsible for the financial records of the association as directed by the BOD. This shall include accurate accounting of all dues and other income received by the association, expenses incurred by the association. The treasurer shall oversee all reporting necessary for tax purposes. A financial report shall be submitted by the treasurer to the membership at the annual meeting and as directed by the BOD. The treasurer shall be responsible for the oversight of all bank accounts maintained by the association.

Article VIII. Fiscal Year

The fiscal year of the association shall begin on the first day of January and end of the 31st of December for each year.

Article IX. Order of Business

The order of business at all meetings shall be as follows and meetings shall proceed according to the guidelines set out in Robert's Rules of Order.

- 1) Call to order
- 2) Roll call
- 3) Reading and adoption of minutes
- 4) Secretary's report
- 5) Treasurer's report
- 6) Committee(s) report(s)
- 7) Old business
- 8) New Business
- 9) Election and appointments
- 10) Adjournment

Article X. Committees

The Board of Directors may appoint committees as it may desire. Members of committees shall serve at the pleasure of the Board. Committee membership shall consist of at least one member of the Board of Directors.

Article XI. Contributions

The association may receive contributions from outside interests that promote its activities as described in the mission statement.

Article XII. Dissolution

Upon dissolution of the association the assets of the association shall be distributed among the state shellfish or aquaculture associations according to the financial contribution of each member state.

Article XIII. Amendments to By-Laws

Amendments to the By-Laws may be made by the following procedure:

- a) Proposed changes to the By-Laws shall be submitted to the membership in a notice sent to members as described in Article V.
- b) The change shall be considered approved upon a majority vote of approval by members in attendance. Upon approval the bylaw change shall be adopted by the association.
- c) These changes may be made by members attending the annual meeting or a special meeting of the association providing notice is given as described in Article V.