

BYLAWS OF THE MISSISSIPPI RIVER RESEARCH CONSORTIUM, INC.

ARTICLE I: NAME, PURPOSE AND DUTIES

1.1 Incarnation

There is hereby established a Board under the name of the Mississippi River Research Consortium, Inc., having the purpose and duties of governing all matters relating to this corporation. These shall be deemed to include the following without limitation:

- (a) To have the ultimate decision making authority for any and all affairs of the Mississippi River Research Consortium, Inc. which includes, but is not limited to, the authority to create and terminate the corporation, to determine the budget and expenditure of funds, to manage affairs, to determine the manner, location and extent of services performed by the corporation, to determine the number, location, and job duties of any employees, and to do all other and necessary work for the benefit of the corporation.
- (b) To formulate all policies necessary for the effective and continuous operation of the corporation.
- (c) To coordinate and make decisions regarding priorities of services.

1.2 Purpose

The purposes of the organization shall be as follows:

- (a) To establish and encourage communication between river scientists and between the scientific community and the public.
- (b) To encourage pure and applied research concerning the water and land resources of the Mississippi River and its valley.
- (c) To provide an annual meeting where research results can be presented, common problems can be discussed, information can be disseminated, and where river researchers can become acquainted with each other.
- (d) To encourage cooperation between institutions and to encourage the sharing of facilities.
- (e) To function as an advisory group to other agencies.

(f) To aid in the formation of a concerted and organized research effort on the Mississippi River.

ARTICLE 2: OFFICES

2.1 *Principal and Business Offices*

The corporation may have such principal and other offices, either in or out of the State of Wisconsin as the Board of Directors may designate or as the business of the corporation may require from time to time.

2.2 *Registered Office*

The registered office of the corporation required by the State of Wisconsin corporation law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the Registered Agent. The business office of the registered agent of the corporation shall be identical to such registered office.

ARTICLE 3: OFFICERS AND BOARD OF DIRECTORS

3.1 *General Powers, Responsibility, and Number*

The business and affairs of the corporation shall be managed by its Board of Directors. It shall be the responsibility of the Board to carry out the objectives of the organization and to jointly organize, hold and reside over the annual meeting. The Board of Directors of the corporation shall consist of an elected president, vice-president, secretary and treasurer. Effective at the 2016 annual business meeting, the membership voted that a new member of the Board of Directors be added and will hold the office of Conference Coordinator.

3.2 *Election and Terms of Officers*

Each Board member will be elected for a two year term after the 1991 election. In odd numbered years, a treasurer and vice-president will be elected, ~~with at least one being a representative of either a state or federal agency.~~ In even numbered years, a secretary and a vice-president will be elected, ~~with at least one being a representative of an academic institution.~~ After a vice-president serves for one year, he or she shall become president for the next year. In 1991, all four officers will be elected. The term for president and secretary elected in 1991 will be for one year. The term for the treasurer elected in 1991 will be for two years. The vice-president elected in 1991 will become president in 1992. The term of each officer begins at the annual meeting. The office of Conference Coordinator will be an indeterminate term, and may be terminated at the discretion of the Board of Directors or the Conference Coordinator with adequate notice to the Board of Directors and/or the Coordinator.

3.3 *Removal From Office*

Any officer may be removed by the Board of Directors, whenever in its judgment, the best

Commented [SW1]: It's been extremely difficult for federal employees to serve on the MRRC board, in part because the MRRC does not have non-profit status, but also in part because different federal agencies (i.e., USFWS vs USGS) have different approaches to ethics reviews for employees who want to serve on the board for any group, non-profit or otherwise.

interests of the corporation shall be served thereby, but such removal shall be made without prejudice to the contract rights of any person so removed. Election or appointment shall not of itself create contract rights. An officer may be removed from office by affirmative vote of a majority of the Board of Directors, taken at a meeting by the Board of Directors for that purpose. A director may resign at any time by filing a written resignation at the registered office. Any officer who is absent from three (3) consecutive meetings of the Board, unless excused by action of the Board, shall cease to be a member of the Board of Directors and shall be removed forthwith.

3.4 Meetings

The Board of Directors shall meet on the times and dates to be established by them but at least once during the annual meeting. Meetings of the Board of Directors may be called by or at the request of any officer. The president or secretary may fix the place of the meeting and if no other place is designated or fixed the place of the meeting shall be at the principal business office of the corporation in the State of Wisconsin. Telephone conference calls can be used in place of regular meetings except during the annual meeting.

3.5 Notice Waiver

Notice of such meetings of the Board of Directors shall be given by written or verbal notice delivered personally, by phone, mailed, or given by email to each member of the board at such address or telephone number the member shall have designated with the secretary, not less than ten (10) days, or a number of days to be decided by the Board, prior to such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose, or any regular or special meeting of the Board of Directors need be specified in the notice or waiver.

3.6 Quorum

A majority of the elected members of the Board is necessary for the transaction of business at any meeting, and a majority vote of these present shall be sufficient for any decision or election.

3.7 Conduct of Meetings

The president and in his or her absence a vice-president and in their absence, any director chosen by the directors present shall call meetings of the Board of Directors to order and shall act as the presiding officer of the meetings. The secretary of the corporation shall act as secretary of all of the meetings of the Board of Directors, but in the absence of the secretary, the presiding officer may appoint any assistant secretary or any director or other person present to act as secretary of the meeting.

3.8 Vacancy

Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise shall be filled as soon as possible by the majority action the Board. If the president vacates office, the vice-president shall become president and the Board shall fill

the vice-president position. A vacancy shall be filled for the unexpired portion of the term.

3.9 Executive Director of the Corporation

The Board may retain and compensate and give directives to an executive officer. Said executive director shall not be considered as a member of the Board of Directors.

3.10. Duties of Officers

All officers have the responsibility of carrying out the objectives of the organization, assisting in the organization of the annual meeting, and preparing a Procedures Manual for the organization.

In addition, the president shall:

- (a) Act as chairperson of the Board and of any executive committee,
- (b) Appoint all committees unless otherwise specified by the Board,
- (c) Be executive on behalf of the Board of all written instruments except as provided or directed by the Board,
- (d) Be responsible for the agenda to be used at the meeting,
- (e) Perform all duties incident to the office of a president and such other duties as shall from time to time be assigned to him by the Board.

The vice-president shall:

- (a) Perform the duties and exercise the functions of the president at the request of the president, and when so acting shall have the power of the president,
- (b) Be responsible for the preparation and updating of the Procedures Manual for the organization,
- (c) Perform such other duties as delegated by the president.

The secretary shall:

- (a) Keep the minutes of the meetings of the Board,
- (b) See to it that all notices are fully given in accordance with the provisions of the bylaws,
- (c) Be custodian of the records of the Board,
- (d) Perform all duties incident to the office of the secretary of the Board, and such other duties as from time to time may be assigned by the president of the Board.

The treasurer shall:

- (a) Be responsible for financial record keeping and assessment of dues as established by the Board of Directors,
- (b) Supervise the preparation of the annual budget,
- (c) Receive all funds paid to the organization and shall pay all bills incurred by the Consortium,
- (d) Perform other duties as from time to time may be assigned by the president.

The conference coordinator shall:

- (a) Prepare the name badges for all registered participants of the annual meeting,
- (b) Prepare judging packets for judges of platform and poster presentations,
- (c) Collect completed judging forms, enter scores and keep spreadsheet of scores for best poster and best platform presentation,
- (d) Organize and set up the registration desk, check registrants in for the meeting and process on-site registrations,
- (e) Prepare ballots and ballot box for the annual elections,
- (f) Administer the election at the registration table and count ballots,
- (g) Process the order for the annual pint glasses with custom artwork,
- (h) Oversee the set-up and tear-down of the poster sessions,
- (i) Perform other duties as from time to time may be assigned by the president.

3.11 Student Representative on Board of Director

The student representative on the Board of Directors shall be a one-year ~~appointed~~ position to provide a student's perspective and to increase student participation in the consortium. Prior to each annual meeting, students will be encouraged to apply for the position of student representative by submitting an application package specified by the board. At the annual meeting, student members will vote for the student applicant who they want to be the student representative for the following year. The student representative shall perform the following duties: serve as a point of contact for all undergraduate and graduate student consortium members; ~~and shall organize and lead a student activity of their choice, after approval by the board, at the annual meeting or during another time of the year; also~~ assist with the preparation and execution of the annual meeting meeting proceedings and organization of the and conference; and be responsible for recruiting candidates for the following year's student representative. In the event the student representative position is vacated or remains unfilled, the Vice President may fill the position by appointment. A new representative shall

~~be appointed at each year's board meeting by the new Vice President. The primary criterion for selecting the student representative shall be if the student plans to attend the next annual meeting (e.g., an undergraduate junior or a senior entering a graduate program). The position will first be offered to the student who wins the award for best student oral presentation, given that the above criterion is met, and next offered to the student who~~

3.12 Other Assistance to Acting Officers

The Board of Directors shall have the power to appoint any person to act as an assistant to any officer, or agent for the corporation in his stead, or to perform the duties of such officer when for any reason it is impractical for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all of the duties of the office to which he or she is so appointed to be assistant or as to which he or she is so appointed to act, except as such powers may be otherwise defined or restricted by the Board of Directors.

ARTICLE 4: MEMBERSHIP AND DUES

4.1 Membership and Eligibility

Membership to include anyone interested in the research and study of the Mississippi River and its watershed.

4.2 Membership and Dues

Membership is to be for one (1) year with annual dues determined by the Board of Directors.

ARTICLE 5: COMMITTEES

5.1 Nominating Committee

The Board of Directors shall serve as the nominating committee, and file its report with the members at the annual meeting.

5.2 Other Committees

The Board may provide for such other committees as it deems advisable and may discontinue the same at its pleasure. Each entity shall have the power and shall perform such duties as may be assigned to it by the Board and shall be appointed and the vacancies filled in the manner determined by the Board. In the absence of other direction, the president shall appoint all committees.

ARTICLE 6: MEETING OF MEMBERSHIP

6.01 Annual Meeting

The annual meeting of the organization shall be held in La Crosse, Wisconsin except in situations when the Board identifies an alternative location for special occasions. The time of

the meeting shall be established by the Board of Directors and announced at the previous annual meeting. Reports of officers and committees shall be delivered at the meeting. The Board of Directors shall be elected from those individuals recognized as candidates by the Nominating Committee-Board of Directors. All persons attending the annual meeting shall be required to pay membership dues for that year and be a member of the organization in order to participate. Notice of the annual meeting shall be sent in writing or by email to all members.

6.01a. Keynote Speaker - The Board of Directors shall invite a keynote speaker to address the membership at each annual meeting. A 60 minute time slot shall be allocated for the keynote address, including a question and answer period.

Commented [SW3]: This seems a little restrictive and maybe should be eliminated.

6.01b. Student Travel Awards - The Board of Directors shall advertise for and select graduate and undergraduate students for travel awards for attending the annual meeting and presenting a platform or poster presentation. Criteria of selection of students for the awards shall be based on academic achievements ~~and the scientific contribution of the student's project to the field of river ecology.~~ The number of awards provided shall be determined each year based on the applicant pool and annual budget.

Commented [SW4]: This seems too restrictive, eliminating many potential students who should have a chance to receive a scholarship. For instance, how many undergraduates are involved in research vs want to attend the conference to learn about research. And what about students who are involved in research, but they're at the very beginning of their research endeavor, hence they haven't made any substantive "contributions" yet.

~~**6.01c. Special symposia**—The Board of Directors may advertise and assemble special symposia within the annual conference program with the following limitations: a) symposia shall not be scheduled concurrently with standard conference sessions; b) symposia shall not exceed ½ day within the annual conference program; c) symposia subject matter shall be proposed by the Board to the membership 1 year or more in advance; and d) the membership must move to adopt the proposal and vote in majority favor of the proposal.~~

Commented [SW5]: Again, this seems very restrictive and doesn't seem necessary. For one thing, what is the official definition of a Symposium? Conceivably any of these things could be done if they were instead given the name of Special Session instead of Symposium.

6.1 Special Meetings

Special Meetings may be called by the president or by a majority of the Board and shall be called by the secretary on request of five (5) members in writing. The time and place of special meetings shall be announced at least two (2) weeks in advance.

6.2 Quorum

At all meetings the members of the corporation present shall constitute a quorum for the transaction of business.

ARTICLE 7: AMENDMENTS

7.01 By The Membership

These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of two-thirds (2/3rds) of the members present at a meeting at which a quorum is in attendance.