

BYLAWS

ARTICLE I. Name

Section 1. The name of the organization will be the Southern California Coastal Ocean Observing System, henceforth referred to as SCCOOS.

ARTICLE II. Mission

The mission of the organization is:

Section 1. SCCOOS brings together coastal observations in the Southern California Bight to provide information necessary to address a variety of issues confronting citizens in the region including ecosystems and climate trends, water quality, marine operations, coastal hazards, and coastal and marine spatial planning. Working interactively with local, state, and federal agencies, resource managers, policy makers, educators, scientists, and the general public, SCCOOS provides the scientific information and observations necessary to better understand and manage the changing conditions of the coastal ocean.

ARTICLE III. Objectives

Section 1. The SCCOOS objective is to provide accessible data to resource managers, scientists, educators, and the general public. Generally SCCOOS data will be open to all interested parties and available online at no cost.

ARTICLE IV. Consortium

Section 1. A Memorandum of Understanding (MOU) having 'the express aim of providing integrated coastal observations within Southern California Bight,' henceforth referred to as the SCCOOS MOU, shall define the consortium members.

Section 2. A change of the consortium members shall be documented by an amendment to the SCCOOS MOU or a superseding SCCOOS MOU.

Section 3. While not incorporated, consortium members will participate in the decision-making process for SCCOOS functions, goals, and purposes, to assure its success and longevity much like corporate directors are responsible for a corporation's success. This authority is limited by individual institutional or agency rules and regulations.

Section 4. Consortium members will collaborate to pursue the interests of SCCOOS through contracts, grants, task orders, or other mutual agreements. Terms, liability, and management structures will be defined by written agreement.

Section 5. Consortium members shall represent generally, the interests, activities, and mission of SCCOOS to the extent that they do not conflict with the rules and regulations of their home organizations.

Section 6. Consortium members may separate from SCCOOS if deemed desirable or may be removed by unanimous vote of the remaining consortium members. The action will be memorialized by an amendment to the SCCOOS MOU.

ARTICLE V. Consortium Structure

Section 1. The signatories to the SCCOOS MOU, referred to therein as Senior Representatives, or their appointed representatives, shall constitute the Board of Governors (BOG).

Section 2. The BOG shall create positions, elect officers, and fill advisory seats as it deems necessary, including the Chair of the Board of Governors, Board Executive Committee (BEC), and Executive Steering Committee (ESC).

Section 3. The BOG shall appoint a Chair who will serve as the BOG representative, spokesperson, and SCCOOS signatory.

Section 4. With the advice of the BEC and the ESC, the BOG shall make all corporate-like decisions concerning management and operations with commitment to the SCCOOS' mission and longevity.

Section 5. With the advice of the BEC and ESC, the BOG shall resolve any conflict arising from contract, agreement, or other between consortium members or its representatives. The BOG will commit due consideration to assuring and continuing balanced representation by the entire BOG.

Section 6. New consortium members shall be added by a unanimous vote of the BOG.

ARTICLE VI. Elected Representatives

Section 1. The BOG shall elect representatives to the BEC to act in the interests of the BOG in circumstances where actions are time-sensitive and not otherwise included by the Bylaws. In these circumstances, the BEC has discretion to handle the matter or to turn the matter over to the BOG at the next special or regular meeting. BEC actions will be posted on the SCCOOS web site and reviewed at the next meeting of the BOG.

Section 2. The BOG shall approve SCCOOS office staff personnel to perform the day-to-day program management of SCCOOS and manage grant and technical matters.

Section 3. The BOG shall elect the ESC to advise the BOG on technical matters and strategic planning.

ARTICLE VII. External Advisory Seats

Section 1. The Joint Strategic Advisory Committee (JSAC), comprised of members from both SCCOOS and the Central and Northern Ocean Observing System (CeNCOOS), will provide the ESC and BOG with insight and perspective on technical, market, legislative, and political matters affecting SCCOOS.

Section 2. JSAC members may be representatives from state and federal agencies, industry, non-governmental organizations, other regional ocean observing systems, or special interest groups. The JSAC is intended to provide a means for funding agencies, federal and state stakeholders, and industry to a.) guide and comment on existing SCCOOS operations and b.) participate in strategic planning efforts. The JSAC is not intended to participate in the management and operation of the observing system and shall not have decision-making authority regarding SCCOOS operations unless specified within the terms of a funded SCCOOS activity.

Section 3. Seats on the JSAC are filled voluntarily and may be relinquished at any time.

Section 4. The JSAC is invited to share perspectives, mission objectives, regional priorities, strategies and design ideas for all aspects of the ocean observing system to promote cohesion of all regional stakeholders' needs and to promote a unified system at both the regional and national levels. The JSAC shall be encouraged to communicate and interact with the BOG, BEC, and ESC and serve as an outside source of information and reference that links SCCOOS with the broad stakeholder interests and knowledge within the region.

Section 5. The JSAC may participate in SCCOOS *ad hoc* and standing committees to ensure effective communication.

ARTICLE VIII. Voting

Section 1. Members of the BOG shall be entitled to representation and vote at all regular and special meetings. No individual member shall cast more than one vote.

Section 2. A quorum shall be 60% of the total number of members.

Section 3. A three-quarters vote of a quorum is required to elect an individual, to pass a resolution, or to amend the SCCOOS MOU.

Section 4. BOG members may appoint a proxy for purposes of voting and meeting attendance.

Section 5. BOG members must recuse themselves from voting upon budget matters under the following circumstances:

- 1.) If the vote would have a significant and predictable effect on the BOG member's financial interest;
- 2.) If the BOG member believes he or she has a conflict of interest;
- 3.) If the BOG member represents a funding entity with a financial connection to the budget matter being voted upon.

ARTICLE IX. Terms of Service

Section 1. The BOG, BEC, and ESC shall serve without compensation.

Section 2. The term of the BOG shall be served on a voluntary basis but appointments will be the responsibility of the member institutions.

Section 3. The term of the BEC and ESC shall be four years, served on a voluntary basis and may be terminated upon 60-day notice. The first terms of the BEC and ESC commenced in November 2003.

Section 4. Consecutive terms for the BOG, BEC, and ESC are permitted.

ARTICLE X. Financial Matters

Section 1. Grants and contracts for core SCCOOS programs shall be administered by Scripps Institution of Oceanography.

Section 2. The ESC shall determine the distribution of funds in the fairest manner possible and in accordance with the SCCOOS mission subject to performance standards established by the ESC.

Section 3. Funding distribution among its members and partners shall be determined by a majority vote of the entire ESC.

Section 4. The SCCOOS Executive Director, Technical Director, ESC Chair or ESC Co-Chair will be responsible for notifying members and partners of funding, contract, and technical matters.

Section 5. Donations or funding received by any of the member institutions to pursue specifically the SCCOOS mission shall disclose to the BOG existence of such donations or funding.

ARTICLE XI. SCCOOS Program Integration

Section 1. SCCOOS integrated programs are programs administered by other organizations, having at least one objective in common with the SCCOOS mission, and working collaboratively with the SCCOOS consortium.

Section 2. SCCOOS integrated programs shall be considered in-kind funding for purposes of SCCOOS marketing, funding, and business development.

Section 3. SCCOOS news, data, and informational products shall be accessible to the public through the SCCOOS website without a fee in a timely manner. An effective means for providing comments will also be available.

ARTICLE XII. Strategic Business Plan

Section 1. SCCOOS shall develop and maintain a Strategic Business Plan.

Section 2. The Strategic Business Plan provides a definition of SCCOOS, its existing and future customer and consumer base, and an outline of its operations. The Strategic Business Plan will serve as the organization's road map and will provide guidance in establishing annual goals, developing markets, and pursuing new funded opportunities. It will also serve as a performance metric of how far SCCOOS has progressed towards achieving its strategic goals, and to recognize where the organization may need to adjust approaches or directions to achieve better results.

Section 3. The BOG, ESC, JSAC, and other stakeholders will provide guidance in the development of the Strategic Business Plan.

Section 4. The Strategic Business Plan is intended to be a living document, to be updated at least once every three years. The implementation will be reviewed and discussed at each annual BOG meeting.

ARTICLE XIII. Meetings

Section 1. Meeting minutes will be made available to the public.

Section 2. Committees, interested persons and stakeholders will be invited to attend BOG meetings. Additional or special meetings held by the BOG may be held privately but remain subject to ARTICLE IX, Section 1.

Section 3. Votes and resolutions may be proposed and adopted electronically with participation of a quorum and three-quarters positive vote. Voters shall be given an appropriate time in which to respond. Lack of response shall be counted as an abstention.

ARTICLE XIV. Order of Business

Section 1. Roberts Rules of Order shall guide proceedings at all meetings not otherwise provided for in these Bylaws.

ARTICLE XV. Amendments

Section 1. Amendments to these Bylaws must be approved by the three-quarters vote of a quorum.