

SECOORA BOARD OF DIRECTORS 2017 ELECTION PROCEDURAL FRAMEWORK

A. FINAL ARBITER OF THE SECOORA BOARD OF DIRECTORS ELECTION PROCESS

1. According to SECOORA By-Laws as revised and approved at the May 13, 2009 Members meeting, the SECOORA Board Development Committee has the following charges:
 - Establish criteria and processes for Board elections, accept nominations, screen prospective nominees, and provide a slate of candidates to the members for approval.
 - Develop the annual Board ballot and coordinate circulation to the membership, allowing ample time for consideration of all candidates and resolution of any technical problems.
 - Establish procedures for determining winners of Board elections and handling any disputed election results.
 - Establish procedures governing candidates' conduct regarding election campaigns.
2. The **2017 SECOORA Board of Directors Election Procedural Framework** has been drafted by the Board Development Committee, based on the 2016 Framework, which was based earlier Frameworks that were vetted, commented upon, and supported by the Executive Committee (EXCOM).
3. The Board Development Committee (Mitch Roffer, Peter Hamilton, Steve Woll) will serve an impartial Nomination Sub-Committee since all of the Board Development Committee members are not running for re-election to the SECOORA Board.
4. The 2017 SECOORA Board of Directors Election Procedural Framework, when established by the Board Development Committee, will be posted on the SECOORA website.
5. The Nomination Sub-Committee will act as the final arbiter of the 2017 Board of Directors Elections.
6. For purposes of complying with SECOORA By-Laws Article II, Section 6, it will be sufficient for a member who sends his written or electronic notice requesting a proxy to vote at the 2017 Annual Membership Meeting to the Executive Director. Such proxy notices will be sent by the Executive Director to Board members by May 16, 2017 with a copy of such transmittal to the member originating the notice of proxy request. All such proxy notices shall be provided by the Executive Director to the Nominations Sub-Committee along with the list of members in good standing showing their designated representatives, and the date of payment of dues for FY2016-2017 as confirmed by the

Treasurer. This election procedure process shall be posted by SECOORA staff on the home page of the SECOORA website immediately as a notice of such proxy deadline. An email transmittal will also be sent to all SECOORA Members in Good Standing to inform them of the revised election procedures and proxy deadline.

B. NOMINATION PROCESS AND THE OFFICIAL SECOORA BOARD ELECTION BALLOT FOR 2017

1. SECOORA By-Laws are the basis for the development of the 2017 Board Election process.
2. The elections will be held in person. Voting will take place at the 2017 SECOORA Membership Annual Meeting, May 16, 2017, in Melbourne, Florida.
3. The 2017 Board Election shall fill those positions on the Board of Directors that will become open on July 1, 2017, due to the staggered terms of SECOORA Board members. On April 2, 2013 the SECOORA Board reduced the size of the Board from 23 positions to 17. The following seats are open for nomination. The attached Appendix shows a list of current Board members with those whose terms are expiring highlighted in yellow. The Appendix also shows those Members eligible for each seat and a list of Members in Good Standing.

Industry/Private Sector

ONE POSITION AVAILABLE

Academic/Research/Education Sector

TWO POSITIONS AVAILABLE

Public Agencies/Non-Profit/Other Sector

ONE POSITION AVAILABLE

At Large

ONE POSITION AVAILABLE: 1- Florida

4. Criteria and Deadlines for nominees wishing to fill these 6 Board positions:
 - a. representative of SECOORA's broad constituency
 - b. paid dues to become a SECOORA Member in Good Standing
 - c. submittal of a nomination, 2 page CV, and Conflict of Interest (Col) statement of the nominee by noon on March 16, 2017 to the Nominations Sub-Committee via Megan Lee (mlee@secoora.org) and copy to Mitch Roffer (tunadoctor@me.com), Peter Hamilton (peter_hamilton@ncsu.edu), and Steve Woll (swoll@weatherflow.com). A nominee may be a candidate in only one category of Board Seat (i.e., Institutional Member Seat in the Industry/Private

Sector; Institutional Member Seat in Academic/Research/Education Sector; Institutional Member Seat in the Public Agency/NonProfit/Other Sectors; or in one of the At Large Seats from Florida (one seat).

5. The Nomination Sub-Committee shall initiate the solicitation process from
 - a.outgoing Board members; and,
 - b.from the SECOORA membership.
6. SECOORA members may nominate themselves or be nominated by other SECOORA members as candidates.
7. With each nomination, the nominee must indicate agreement to be a nominee, provide a current 2-page resume consisting of background and experiences that pertain to ocean observing systems and ability to represent SECOORA, and a statement of any Conflict of Interest that the nominee may have or may be perceived to have.
8. The Nomination Sub-Committee (NSC) will review nominations of candidates on behalf of the Board Development Committee.
9. The NSC will review each nominee's Col disclosure and determine to its satisfaction whether or not a Col exists. If a Col is viewed to exist, the NSC will develop a draft remedy. The NSC will explain the situation to the SECOORA Executive Committee and seek approval of the draft remedy. Once approval is given, the NSC will ask for agreement from the nominee to follow the remedy in order to be nominated.
10. All nominees meeting the announced criteria will be submitted as a Slate of Candidates to the Board of Directors for approval.
11. The approved Slate of Candidates, their CVs, their Col if applicable, and the remedy will be posted on the SECOORA website with a notice emailed to all SECOORA members.
12. No nominations will be accepted from the floor during the annual meeting to this Slate.
13. Ballots will be cast in person by members in good standing (or their proxy) who are present at the election on May 16, 2017 at the Annual Meeting. Institutional Member representatives may vote for all candidates. Individual Members may only vote for At Large candidates.

C. PROCEDURES GOVERNING CANDIDATES' and MEMBERS' CONDUCT REGARDING ELECTION CAMPAIGNS

1. Once nominated to be a candidate for a Board seat, the person nominated may seek support for a position on the Board through verbal, electronic, or written communication. Campaigning for a SECOORA Board Seat by a candidate or a member

shall not occur in the form of negative criticism of any other person nominated for a Board Seat that is the subject of a 2017 Board Election.

2. Once nominated to be a candidate for a Board seat, nothing of tangible or intangible value may be exchanged between such candidate and any SECOORA member or member representative. No member of SECOORA shall engage in inappropriate or unethical activities associated with an election.
3. Should an incident be reported to the Nomination Sub-Committee that, if true, constitutes prohibited campaign activity, the Nomination Sub-Committee will investigate and resolve the matter. If unable to reach a resolution, the Nomination Sub-Committee will refer the matter to the full Board of Directors for resolution.

D. TIMELINE OF EVENTS FOR BOARD NOMINATIONS AND ELECTION PROCESS

1. March 7, 2017 Notice. A notice shall be emailed by the SECOORA Staff to all SECOORA members and posted on the SECOORA website with the following information:
 - a. 2017 SECOORA Board of Directors Election Procedural Framework
 - b. Criteria for 2017 Board Nominations as provided in B.4 above with information on openings in the various Board categories (Institutional Member Seat Industry/Private Sector (one); Institutional Member Seat Academic/Research/Education Sector (two); Institutional Member Seat in the Public Agency/NonProfit/Other Sectors (one); or in one of the At Large Seats from Florida (one)).
 - c. Request all SECOORA members wishing to make nominations to send the nominations by noon on March 16, 2017 to the Nomination Sub-Committee via Megan Lee (mlee@secoora.org) with the 2 page CV, and copy to Mitch Roffer (tunadoctor@me.com), Peter Hamilton (peter_hamilton@ncsu.edu), and Steve Woll (swoll@weatherflow.com).
 - d. Reminder Notice: SECOORA members wishing to designate a proxy to vote in their behalf at the 2017 SECOORA Membership Meeting must notify the SECOORA Executive Director, Debra Hernandez (debra@secoora.org) before the SECOORA Election scheduled for May 16, 2017.
2. March 16, 2017 at noon is the Nomination Deadline. Outgoing Board of Directors and SECOORA members who wish to be self-nominated or nominated by other members must submit commitment and CV to the Nomination Sub-Committee via Megan Lee (mlee@secoora.org), copy to Mitch Roffer (tunadoctor@me.com), Peter Hamilton

(peter_hamilton@ncsu.edu), and Steve Woll (swoll@weatherflow.com) by noon PM EST on March 16, 2017.

3. To be determined, likely March 17, 2017. The Nomination Sub-Committee shall review nominations and CVs to assure the timeliness of the nomination and alignment with criteria for nominees. The Nomination Sub-Committee shall construct and approve the draft Slate of Candidates. With the approval of the Board Development Committee, the Slate of Candidates shall be submitted on or before, March 23, 2017 to the SECOORA Board for approval.
4. March 23, 2017: The SECOORA Board sends their approval of the draft or revised Slate of Candidates back to the Nomination Sub-Committee. The nomination period is closed.
5. To be determined, likely March 27, 2017: The approved Slate of Candidates is posted with their CVs on the SECOORA website.
6. To be determined, likely March 27, 2017: The Nomination Sub-Committee directs the SECOORA Staff to construct the Official 2017 SECOORA Board Election Ballot and approves the final version thereof.
7. March 27, 2017: The SECOORA staff will post the Official 2016 SECOORA Election Ballot, the list of dues paying members in good standing, and the list of member's representatives (or approved proxy as of that date) voting in the 2017 Board election. The Nomination Sub-Committee shall confer on this date to review the items posted to confirm with SECOORA Staff that the lists and other items posted for the 2017 Board Election are accurate.
8. May 8, 2017: The posted listing of proxies as of that date will be updated by the SECOORA staff to include all proxies that have been received by the Executive Director. The Nomination Sub-Committee shall confer to confirm accuracy with SECOORA staff.
9. May 16, 2017, 2:00 PM, start of annual Members Meeting: This is the deadline for receiving proxies for the election. The Executive Director will inform the Nomination Sub-Committee of final proxies.
10. May 16, 2017: The 2017 Board Election will be held using the approved Official SECOORA 2017 Board Election Ballot in envelopes marked with the respective SECOORA member's name (and the name of the member's representative or proxy, as appropriate). Results of Board members winning their respective elections and the vote tabulations as counted and approved by the Nomination Sub-Committee are announced.

11. May 16, 2017: Any runoff elections for tie ballots are held. Results of Board members winning their respective elections and the vote tabulations as counted and approved by the Nomination Sub-Committee are announced.

E. ELECTION PROCESS

1. May 16, 2017: At the 2017 SECOORA Membership Annual Meeting registration desk, each SECOORA member, or member's designated proxy, shall be provided with an Official SECOORA Board Election Ballot with the Slate of Candidates at approximately 4:00 PM May 16, 2017. Each member or proxy will sign a roster, listing the members in good standing and proxies, to document his/her receipt of the Official SECOORA Board Election Ballot.
2. The Candidates' CVs, copy of the 2017 SECOORA Board of Directors Election Procedural Framework and Official SECOORA Board Election Ballot will be posted at the registration desk. A limited number of copies of the CV's and Election Procedural Framework will be available for review.
3. Ballots must be cast prior to 4:30 PM on May 16, 2017 in the official, sealed, ballot box. SECOORA staff and Nomination Sub-Committee members will oversee the ballot box kept near the registration desk. An area will be set aside by SECOORA staff near the registration desk so that SECOORA members can review the Official SECOORA Board Election Ballot and mark their choices for the 2017 Board Election. No electioneering will be allowed in the vicinity of the registration desk, the voting area, or the ballot box while SECOORA members are voting.

F. COUNTING OF VOTES AND ANNOUNCEMENT OF RESULTS

1. At the 2017 SECOORA Membership Annual Meeting the Nomination Sub-Committee members and staff designees, in two separate counting teams, shall count the ballots and match with the number of ballots that were available to be cast.
2. If there are no tie votes or issues with the 67% rule (see Section G), the election results shall be announced by the Chair of the Nomination Sub-Committee to the Annual Meeting attendees as soon as the ballots are counted and the tabulations completed and approved by the Nomination Sub-Committee (at or about 4:30 PM on May 16, 2017).

G. ELECTION PROCESS IN CASE OF A TIE VOTE FOR A SPECIFIC BOARD SEAT.

1. Tie votes will be handled by a run-off election May 16, 2017 immediately following the election. A ballot shall be constructed by the SECOORA Staff to include those candidates

having equal ballot counts and approved by the Nomination Sub-Committee. No new nominations will be accepted.

2. Run off ballots will be cast by SECOORA members who are present and have signed the original voting roster.
3. The Nomination Sub-Committee members, in two separate counting teams, count the ballots and match with the number of ballots that were available to be cast.
4. Announcement of election results will be made as soon as ballots are counted and the tabulations completed and approved by the Nomination Sub-Committee.

H. ELECTION PROCESS TO SEEK A MORE DISPERSED GEOGRAPHIC COMPOSITION OF THE BOARD

SECOORA By-Laws, Article IV – BOARD OF DIRECTORS; Section 1 states: “Composition of the Board. The Board will be composed of no fewer than 15 members and no more than 25 members in good standing. The number of Board seats filled should at all times be an odd number. No state will hold more than sixty-seven (67%) percent of seats on the Board”.

1. It is possible in any given election year to have an election that, when the individuals who have won their respective Board Seats are installed as Board members in June or so of each year, results in Board composition that will violate this By-Law section (more than 67% of the Board come from one state).
2. After the ballots are counted and results are reported to the SECOORA Membership by the Nomination Sub-Committee, if any state has more than (67%) of Board membership, then the Nomination Sub- Committee will follow this procedure:
 - a. The Nomination Sub-Committee will first ask if any of the newly elected Board members from that state with more than 67% Board Seats (no later than May 18, 2017) wish to relinquish so that the number of seats from one state can conform to the By-Law requirement in Article IV, Section 1. Should such a Board member announce that he or she wishes to relinquish; the Nomination Sub-Committee will draw up and approve the Slate of Candidates to fill the seat vacated and, with SECOORA staff, present another ballot to the SECOORA Members for election to the newly opened Board Seat.
 - b. If no Board member from such a state wishes to resign, the matter will be turned over to the Board of Directors for resolution no later than June 15th and sent to the Governance Committee (options include an election of one or more new Board members, acceptance of resignations from one or more existing Board members, or appointment of members to Public Seats by the Board of Directors).

I. CLOSING COMMENTS AND PROCEDURES

1. All marked 2017 Board Election ballots, their related envelopes, and the vote tabulations materials shall be kept as SECOORA records on the 2017 Board Election and shall be reviewed prior to storage by the Secretary of the SECOORA Board of Directors.
2. After the announcement of the results of the 2017 Board Election, the Chair of the Nomination Sub-Committee will confirm the 2017 Election is concluded and that the newly elected Board of Directors will be installed as Board members on July 1, 2017.

APPENDIX

Current List of Board Members

The SECOORA Board seats and term limits are given below. Yellow highlighted are those expiring June 30, 2017.

Industry/Private Sector: Term Limit (yr)

Mitch Roffer	3 (as of 7/1/2016)
Peter Hamilton	3 (as of 7/1/2014)
Jeff Copeland	3 (as of 7/1/2015)

Academic/Research/Education Sector: Term Limit (yr)

Bob Weisberg	3 (as of 7/1/2015)
Jim Nelson	3 (as of 7/1/2014)
Lynn Leonard	3 (as of 7/1/2014)

Public Agencies/Non Profit/Other Sector: Term Limit (yr)

Marcel Reichert	3 (as of 7/1/2015)
Rick DeVoe	3 (as of 7/1/2016)
Tim Short	3 (as of 7/1/2014)

At-Large: Term Limit (yr)

George Voulgaris (SC)	3 (as of 7/1/2015)	RESIGNED - TO BE FILLED BY THE BOARD Before Election
George Maul (FL)	3 (as of 7/1/2015)	
William Hogarth (FL)	3 (as of 7/1/2014)	
Quinton White (FL)	3 (as of 7/1/2016)	
Lisa Adams (GA)	3 (as of 7/1/2016)	
Ruoying He (NC)	3 (as of 7/1/2015)	

Sustaining Seats: Term Limit (yr)

Michael Crosby	3 (as of 7/1/2016)
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Current List of Members Eligible for Nomination

Highlighted in RED are SECOORA PIs

Industry/Private Sector – ONE POSITION AVAILABLE

Mark Willis, Surfline Inc.

Academic/Research/Education Sector – TWO POSITIONS AVAILABLE

Jim Nelson, UGA's Skidaway Institute of Oceanography

Dwayne Porter, USC Arnold School of Public Health (SC)

Nick Shay, UM

Peter Sheng, UF

Markus Huettel, FL State University

Dennis Hanisak, Harbor Branch Oceanographic Institute

Harvey Seim, UNCCH

Pat Halpin, Duke University

Manhar Dhanak, FAU

Public Agencies/Non Profit/Other Sector – ONE POSITION AVAILABLE

Cameron Hunt, Metanomy, Inc.

Roger Pugliese, South Atlantic Fisheries Management Council

Greg Bossart, GA Aquarium

Kathleen O'Keife, FL Fish and Wildlife Research Institute

Bill Hogarth, FIO

Tim Short, SRI

Jim Murley, Miami-Dade County (FL)

At-Large – FL Seat – ONE POSITION AVAILABLE

Bill Hogarth, FIO (FL)

Tim Short, SRI (FL)

Nick Shay, UM (FL)

Peter Sheng, UF (FL)

Markus Huettel, FL State University (FL)

Dennis Hanisak, Harbor Branch Oceanographic Institute (FL)

Manhar Dhanak, FAU (FL)

Jennifer Zimmerman, OTT Hydromet (FL)

Rick Cole, RDSea International (FL)

Paul Devine, Teledyne Instruments (FL)

Cliff Merz, Dyalitics Inc. (FL)

Cameron Hunt, Metanomy, Inc. (FL)

Kathleen O'Keife, FL Fish and Wildlife Research Institute (FL)

Jim Murley, Miami-Dade County (FL)

Affiliates

(Members elected from this category would serve as non-voting, Ex-officio Board members)

Geno Olmi, SECART

George Sedberry, Southeast, Gulf of Mexico, and Caribbean Region of the Office of the National Marine Sanctuaries

Eric Strom, U.S. Geologic Survey

NOAA AOML

Jennifer Bennett Mintz, NOAA Ocean Acidification Program

List of Board Members Whom Cannot Be Re-Elected in this Election

Peter Hamilton

Lynn Leonard

According to the By-Laws:

Article IV Section 3. Board Terms of Service. After the initial election, (June 2007), Board terms will be three years, with the Board members divided into three year classes that would stand for election on a rotating basis. Board members are eligible to serve for two full three-year consecutive terms, if so elected. Board members with such service must wait at least one year before becoming eligible to be re-elected to the Board. Board terms of service requirements apply to the individuals elected rather than to the institutions they represent.

The above listed Board members are eligible for the next election to be held in May 2018.

List of Members in Good Standing as of 2/9/17

	Organization	Representative	Date Received	NOTES				
	Institutional Members - Director							
1	Jacksonville University Marine Science Research Institute	Quinton White	8/3/16					
2	ROFFS	Mitch Roffer	7/19/16					
3	SC Sea Grant Consortium	Rick DeVoe	8/3/16					
4	Leidos Corporation	Peter Hamilton	8/23/16					
5	UNC Wilmington	Lynn Leonard	10/19/16	Proof of process by 10/1/16				
6	WeatherFlow	Jeff Copeland	9/30/16					
7	USC College of Arts and Sciences	George Voulgaris	5/9/16					
8	NC State	Rouying He	8/23/16					
9	SRI International	Tim Short	8/29/16					
10	Skidaway Institute of Oceanography	Jim Nelson	7/19/16					
11	Florida Institute of Technology	George Maul	8/8/16					
12	SC DNR Marine Resources Division	Marcel Reichert	10/19/16	Proof of process by 10/1/16				
13	Florida Institute of Oceanography	Bill Hogarth	5/23/16					
	Sustaining Members-Directors							
14	USF	Bob Weisberg	8/8/16					
15	Mote Marine Laboratory	Michael Crosby	5/23/16					
	Individual Members - Director							
16	Kennesaw State University-Department of Biological and Physical Sciences	Lisa Adams	10/19/16					
	Public Seat Non - Director							
17	GeoOptics	Conrad Lautenbacher	n/a					
	Institutional Members - Non-Director							
18	South Atlantic Fishery Management Council	Roger Pugliese	4/26/16					
19	UF	Peter Sheng	5/24/16					
20	Florida State University	Markus Huettel	8/15/16					
21	Harbor Branch Oceanographic Institute	Dennis Hanisak	7/26/16					
22	UNC-Chapel Hill	Harvey Seim	9/30/16					
23	Duke University Marine Laboratory	Pat Halpin	8/23/16					
24	FIU-SEAS	Jim Fourquarean		Member Not in Good Standing				
25	Florida Atlantic University-SeaTech	Manhar Dhanak	10/13/16					
26	Georgia Aquarium	Greg Bossart	5/9/16					
27	University of Central Florida	Graham Worthy		Member Not in Good Standing				
28	USC Arnold School of Public Health	Dwayne Porter	9/12/16					
29	Coastal Carolina University School of Coastal and Marine Systems Science	Paul Gayes		Member Not in Good Standing				
30	Surflife	Mark Willis	7/12/16					
31	FL Fish and Wildlife Research Institute	Kathleen O'Keefe	9/30/16					
	Sustaining Members- Non-Directors							
32	University of Miami-Rosenstiel School	Nick Shay	9/16/16					
33	Metanomy, Inc	Cameron Hunt	10/26/15					
34	Miami Dade	Jim Murley	1/25/17					
	Individual Members							
35	Paul Devine, Teledyne Instruments		5/31/16					
36	Rick Cole-RDSea International		6/21/16					
37	Jennifer Zimmerman - OTT Hydromet		5/24/16					
38	RPS Evans-Hamilton, Inc. - Trap Puckett			Member Not in Good Standing				
39	Cliff Merz - Dialytics, Inc.		7/25/16					
	Affiliate Members							
40	SECART	Geno Olmi						
41	Southeast, Gulf of Mexico, and Caribbean Region of the Office of the National Marine Sanctuaries	George Sedberry						
42	U.S. Geologic Survey	Eric Strom						
43	NOAA AOML	Alan Leonard						
44	NOAA Ocean Acidification program	Jennifer Bennett Mintz						