

SECOORA BOARD OF DIRECTORS 2015 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 **2015 SECOORA Board of Directors Election Procedural Framework** has been drafted by the Board Development Committee, based on the 2014 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, Nick Shay, Peter Hamilton, Steve Woll) has chosen to carry out some of its responsibilities through an impartial Nomination Sub-Committee made up of those Board Development Committee members not running for re-election to the SECOORA Board. The members are Mitch Roffer, Nick Shay, Peter Hamilton, and Steve Woll.
4. The 2015 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 2015 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 2015 Annual Membership Meeting to the Executive Director. Such proxy notices will be sent by the Executive Director to Board members by May 19, 2015 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 FY2014-2015 as confirmed by the

Treasurer. This election procedure process shall be posted by SECOORA staff on the home page of the SECOORA web site 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 2015

1. SECOORA By-Laws are the basis for the development of the 2015 Board Election process.
2. The elections will be held in person. Voting will take place at the 2015 SECOORA Membership Annual Meeting, May 19, 2014, in Jacksonville, Florida.
3. The 2015 Board Election shall fill those positions on the Board of Directors that will become open on July 1, 2015, due to the staggered time for terms of office 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

TWO POSITIONS AVAILABLE

Academic/Research/Education Sector

ONE POSITION AVAILABLE

Public Agencies/Non-Profit/Other Sector

ONE POSITION AVAILABLE

At Large

THREE POSITIONS AVAILABLE: 1- South Carolina, 1- North Carolina, 1- Florida

4. Criteria and Deadlines for nominees wishing to fill these 7 Board positions:
 - a. representative of SECOORA's broad constituency
 - b. paid dues to become a SECOORA Member in Good Standing by October 1, 2014 with an authorized grace period by the Executive Director on an individual basis until November 30, 2014.
 - c. submittal of a nomination, 2 page CV, and Conflict of Interest (CoI) statement of the nominee by noon on March 10, 2015 to the Nominations Sub-Committee via Megan Lee (mlee@secoora.org) and copy to Mitch Roffer (roffers@bellsouth.net), Nick Shay (nshay@rsmas.miami.edu), Peter Hamilton (PETER.HAMILTON@leidos.com), 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 the Academic/Research/Education Sector; Institutional Member Seat in the Public Agency/NonProfit/Other Sectors; or in one of the At Large Seats).

5. The Nomination Sub-Committee shall initiate the solicitation process from
 - a. outgoing Board members; and,
 - b. from the SECOORA membership.

SECOORA members may nominate themselves or be nominated by other SECOORA members as candidates.

6. 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.
7. The Nomination Sub-Committee (NSC) will review nominations of candidates on behalf of the Board Development Committee.
8. The NSC will review each nominee's CoI disclosure and determine to its satisfaction whether or not a CoI exists. If a CoI is viewed to exist, the NSC will develop a draft remedy. The NSC will explain the situation to the ExCom 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.
9. All nominees meeting the announced criteria will be submitted as a Slate of Candidates to the Board of Directors for approval.
10. The approved Slate of Candidates, their CVs, their CoI if applicable, and the remedy will be posted on the SECOORA website with a notice emailed to all SECOORA members.
11. No nominations will be accepted from the floor during the annual meeting to this Slate.
12. Ballots will be cast by members in good standing (or their proxy) in person by those who are present on the election day of the May 19, 2015 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 2015 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 3, 2015 Notice. A notice shall be emailed by the SECOORA Staff to all SECOORA members and posted on the SECOORA web site with the following information:
 - a. 2015 SECOORA Board of Directors Election Procedural Framework
 - b. Criteria for 2015 Board Nominations as provided in B.4 above with information on openings in the various Board categories (Institutional Member Seat Industry/Private Sector (two seats), Institutional Member Seat Academic/Research/Education Sector (one seat), Institutional Member Seat Public Agencies/Non-Profit/Other Sector (one seat), and the At-Large Seats from SC (one seat), NC (one seat), FL (one seat).
 - c. Request all SECOORA members wishing to make nominations to send the nominations by noon on March 10, 2015 to the Nomination Sub-Committee via Megan Lee (mlee@secoora.org) with the 2 page CV, and copy to copy to Mitch Roffer (roffers@bellsouth.net), Nick Shay (nshay@rsmas.miami.edu), Peter Hamilton (PETER.HAMILTON@leidos.com), and Steve Woll (swoll@weatherflow.com).
 - d. Reminder Notice: SECOORA members wishing to designate a proxy to vote in their behalf at the 2015 SECOORA Membership Meeting must notify the SECOORA Executive Director, Debra Hernandez (debra@secoora.org) before the SECOORA Election scheduled for May 19, 2015.
2. March 10, 2015 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 copy to Mitch Roffer (roffers@bellsouth.net), Nick Shay (nshay@rsmas.miami.edu), Peter Hamilton (PETER.HAMILTON@leidos.com), and Steve Woll (swoll@weatherflow.com) by 12:00 PM EST on March 11, 2015.

3. March 11, 2015. 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 13, 2015 to the SECOORA Board for approval.
4. To be Announced, March 12, 2015, 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 announced, likely March 16, 2015, the approved Slate of Candidates is posted with their CVs on the SECOORA web.
6. To be announced, likely March 17, 2015, the Nomination Sub-Committee directs the SECOORA Staff to construct the Official 2015 SECOORA Board Election Ballot and approves the final version thereof.
7. March 17, 2015. The SECOORA Staff will post the Official 2015 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 2015 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 2015 Board Election are accurate.
8. May 12, 2015. 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 19, 2015, 3:15 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 19, 2015. The 2015 Board Election will be held using the approved Official SECOORA 2015 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 19, 2015. 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 19, 2015. At the 2015 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 4:30 PM May 19, 2015. 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 2015 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 5:00 PM on May 19, 2015 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 2015 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 2015 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 5:00 PM on May 19, 2015).

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 19, 2015 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 19, 2015) 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 2015 Board Election ballots, their related envelopes, and the vote tabulations materials shall be kept as SECOORA records on the 2015 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 2015 Board Election, the Chair of the Nomination Sub-Committee will confirm the 2015 Election is concluded and that the newly elected Board of Directors will be installed as Board members on July 1, 2015.

APPENDIX
Current List of Board Members

The SECOORA Board seats and term limits are given below. Yellow highlighted are those expiring June 30, 2015.

Industry/Private Sector: Term Limit (yr)

Mitch Roffer	3 (as of 7/1/2012)	roffers@bellsouth.net
Peter Hamilton	3 (as of 7/1/2014)	peter@raleigh.leidos.com
Steve Woll	3 (as of 7/1/2012)	swoll@weatherflow.com

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

Dick Dodge	3 (as of 7/1/2012)	dodge@nova.edu
Jim Nelson	3 (as of 7/1/2014)	jim.nelson@skio.usg.edu
Lynn Leonard	3 (as of 7/1/2014)	lynnl@uncw.edu

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

Rick DeVoe	3 (as of 7/1/2012)	Rick.Devoe@scseagrant.org
Roger Pugliese	3 (as of 7/1/2013)	roger.pugliese@safmc.net
Tim Short	3 (as of 7/1/2014)	timothy.short@sri.com

At-Large: Term Limit (yr)

George Voulgaris (SC)	3 (as of 7/1/2012)	gvoulgaris@geol.sc.edu
Vacated by John Proni (FL)		
William Hogarth (FL)	3 (as of 7/1/2014)	billhogarth@usf.edu
Kathleen O'Keife (FL)	3 (as of 7/1/2014)	Kathleen.OKeife@MyFWC.com
Lisa Adams (GA)	3 (as of 7/1/2013)	ladams@kennesaw.edu
Ruoying He (NC)	3 (as of 7/1/2012)	ruoying_he@ncsu.edu

Public Seats: Term Limit (yr)

Conrad C. Lautenbacher	3 (as of 7/1/2013)	cclsel@comcast.net
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Affiliate Seats: Term Limit (yr)

Sustaining Seats: Term Limit (yr)

Nick Shay	3 (as of 7/1/2013)	nshay@rsmas.miami.edu
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Current List of Members Eligible for Nomination

Industry/Private Sector – TWO POSITIONS AVAILABLE

Ryan Carlon, Liquid Robotics

Barbara Slayton, Lockheed Martin

Jeff Copeland, Weatherflow (Jeff will be the Weatherflow representative starting 7/1/15)

Academic/Research/Education Sector –ONE POSITION AVAILABLE

George Voulgaris, USC

Ruoying He, NCSU

Peter Sheng, UF

George Maul, FL Institute of Technology

Markus Huettel, FL State University

Dennis Hanisak, Harbor Branch Oceanographic Institute

Harvey Seim, UNCCH

Pat Halpin, Duke University

J.P. Walsh, East Carolina University

Bob Wesiberg, USF

Jim Fourqurean, FIU

Manhar Dhanak, FAU

Edwin Massey, Indian River State College

Quinton White, Jacksonville University

Graham Worthy, University of Central Florida

Dwayne Porter, USC

Felix Jose, Florida Gulf Coast University

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

Greg Bossart, GA Aquarium

Marcel Reichert, SC DNR

**At-Large – SC Seat – ONE POSITION AVAILABLE, NC Seat- ONE POSITION AVAILABLE,
FL Seat – ONE POSITION AVAILABLE,**

George Voulgaris, USC

Ruoying He, NCSU

Bob Wesiberg, USF

Peter Sheng, UF

George Maul, FL Institute of Technology

Dwayne Porter, USC

Markus Huettel, FL State University

Bill Hogarth, Florida Institute of Oceanography

Kathleen O'Keefe, FL Fish and Wildlife Research Institute

Dennis Hanisak, Harbor Branch Oceanographic Institute

Jim Fourqurean, FIU

Manhar Dhanak, FAU

Edwin Massey, Indian River State College
Quinton White, Jacksonville University
Graham Worthy, University of Central Florida
Felix Jose, Florida Gulf Coast University
Harvey Seim, UNCCH
Pat Halpin, Duke University
J.P. Walsh, East Carolina University
Rick Cole, RDSea International
Freda Zifteh, NortekUSA
Jennifer Zimmerman, OTT Hydromet

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
Alan Leonardi, NOAA AOML
Jennifer Bennett Mintz, NOAA Ocean Acidification Program

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

Mitch Roffer
Dick Dodge
Rick DeVoe
Steve Woll

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 2016.

List of Members in Good Standing as of 1/14/15

	Organization	Representative	Date Received
	Institutional Members - Director		
1	Florida Institute of Oceanography	Bill Hogarth	5/12/14
2	Kennesaw State University-Department of Biological and Physical Sciences	Lisa Adams	8/18/14
3	Nova Southeastern University	Dick Dodge	4/30/14
4	ROFFS	Mitch Roffer	4/30/14
5	Leidos Corporation	Peter Hamilton	8/22/14
6	SC Sea Grant Consortium	Rick DeVoe	8/18/14
7	South Atlantic Fishery Management Council	Roger Pugliese	5/5/14
8	FL Fish and Wildlife Research Institute	Kathleen O'Keife	7/17/14
9	UNC Wilmington	Lynn Leonard	7/23/14
10	WeatherFlow	Steve Woll	6/9/14
11	USC College of Arts and Sciences	George Voulgaris	7/10/14
12	NC State	Rouying He	5/12/14
13	SRI International	Tim Short	9/8/14
14	Skidaway Institute of Oceanography	Jim Nelson	7/10/14
	Public Seat Directors		
15	GeoOptics	Conrad Lautenbacher	N/A
	Sustaining Members-Directors		
16	University of Miami-Rosenstiel School	Nick Shay	7/23/14
	Institutional Members - Non-Director		
17	USF	Bob Weisberg	5/12/14
18	Florida Institute of Technology	George Maul	5/5/14
19	UF	Peter Sheng	5/5/14
20	Florida State University	Markus Huettel	9/17/14
21	Harbor Branch Oceanographic Institute	Dennis Hanisak	7/17/14
22	UNC-Chapel Hill	Harvey Seim	9/22/14
23	Duke University Marine Laboratory	Pat Halpin	7/23/14
24	East Carolina University	J.P. Walsh	9/30/14
25	FIU-SEAS	Jim Fourqurean	6/3/14
26	Florida Atlantic University-SeaTech	Manhar Dhanak	7/3/14
27	Georgia Aquarium	Greg Bossart	5/5/14
28	Indian River State College	Edwin Massey	8/25/14
29	Jacksonville University Marine Science Research Institute	Quinton White	7/23/14
30	Lockheed Martin Transportation and Security Solutions	Barbara Slayton	7/30/10
31	SC DNR Marine Resources Division	Marcel Reichert	7/22/14
32	University of Central Florida	Graham Worthy	6/30/14
33	USC Arnold School of Public Health	Dwayne Porter	7/17/14
34	Florida Gulf Coast University	Felix Jose	7/10/14
35	Liquid Robotics, Inc.	Ryan Carlon	7/10/14
	Individual Members		
36	Patrick Bradley, Teledyne Instruments		6/3/14
37	Freda Zifteh-NortekUSA		10/8/14
38	Rick Cole-RDSea International		9/30/14
39	Jennifer Zimmerman - OTT Hydromet		7/28/14
	Affiliate Members		
40	SECART	Geno Olmi	N/A
41	Southeast, Gulf of Mexico, and Caribbean Region of the Office of the National Marine Sanctuaries	George Sedberry	N/A
42	U.S. Geologic Survey	Eric Strom	N/A
43	NOAA AOML	Alan Leonardi	N/A
44	NOAA Ocean Acidification program	Jennifer Bennett Mintz	N/A