



# Florida Institute of Oceanography

## Council Bylaws

### I. Creation and Administrative Assignment of the Florida Institute of Oceanography

The Florida Institute of Oceanography (FIO) is an Academic Infrastructure Support Organization (AISO) of the State of Florida approved by the State University System (SUS<sup>1</sup>) Council of Academic Vice Presidents (CAVP), ratified by the Presidents and Chairs of the Boards of Trustees of the member organizations and approved by the Florida Board of Governors (BOG). Under a Memorandum of Understanding (MOU) ratified by the member organizations and approved by the BOG, the University of South Florida (USF) assumes the role of host university, with the support of participating universities, for the operation of FIO. FIO administrative offices are housed on the campus of the College of Marine Science in St Petersburg, Florida and fiscal accounting functions are administered by USF and will be overseen by the USF Board of Trustees (BOT).

### II. Purpose and Duties of the FIO

#### Role of FIO

To facilitate access to major marine research and higher educational capabilities and facilities throughout the state, including:

- The provision and operation of sea-going vessels, marine laboratories and other scientific infrastructure not otherwise available from member institutions.
- Enabling the recognition of the Florida SUS and the private marine research and higher education Member Institutions of FIO as an intellectual and infrastructure resource for marine science and technology.
- Maximizing the efficient use of FIO Member Institutions' diverse marine research infrastructure to produce scientific solutions for the benefit of the citizens of Florida.

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<sup>1</sup> The State University System Consists of the following institutions: Florida Agricultural and Mechanical University, Florida Atlantic University, Florida Gulf Coast University, Florida International University, Florida State University, New College of Florida, University of Central Florida, University of Florida, University of North Florida, University of South Florida, and University of West Florida

To facilitate collaboration among FIO Member Institutions, government and the private sector to:

- Promote marine research and education to establish a pool of future leaders and scientists available to academia, government and the private sector.
- Enhance public awareness of ocean sciences and its role in ocean resource management.
- Promote the importance of the coastal ocean to Florida.
- Leverage public and private investments to increase FIO Member Institutions' capabilities.
- Inform public policy development and decision-making.

### III. Membership and Governance

The FIO shall consist of the Membership, the FIO Council, the FIO Director and staff, standing and ad hoc committees of the Membership, and a Board of Visitors.

A. Membership. The FIO consists of 30 institutions including the state universities as defined by the Florida Statue Title XLVIII 1000.21 sec (6) and other entities which include faculty, staff, and scientists conducting research and teaching and who may wish to utilize ships, facilities, and other services provided by FIO.

1. Full Members: All SUS members are Full Members of FIO. As an AISO, FIO serves the needs of the SUS. To retain integrity as an AISO, the majority of Full Members needs to be from the SUS, therefore, at least 51% of the Full Membership needs to be SUS institutions. The non-state university full members of FIO are: Eckerd College, Florida Sea Grant College; University of Miami, Rosenstiel School of Marine and Atmospheric Science; Florida Department of Environmental Protection; Florida Fish & Wildlife Conservation Commission, Fish and Wildlife Research Institute; Florida Institute of Technology; Mote Marine Laboratory; Nova Southeastern University; and the Smithsonian Marine Station at Fort Pierce.

If there is a vacancy on the Council for a new non-SUS Full Member, acceptance of the new non-SUS Full Member to the Council will be by a vote of the entire FIO Council at an in-person Council meeting. A 3/4 majority vote is required to accept a non-SUS member as a Full Member.

2. Associate Members: Associate Membership is established for additional non-profit non-SUS organizations with a marine science focus. These include all non-profit entities, such as, but not limited to, colleges, museums, aquariums, and other organizations that fit the Criteria for New Member Applications. Associate Members will promote FIO and provide FIO and its members with access to ships, laboratory facilities, and other ocean and coastal research and education assets (for a fee, if appropriate). Other branch campuses of existing SUS Council Members may become Associate Members, but there can only be one voting (Full) member from any one SUS institution other than the Host University, which has two voting members. All SUS faculty, regardless of whether on a

main campus or on a branch campus, remain eligible to apply for SUS-subsidized ship time.

3. Affiliate Members: Affiliate Membership is established for for-profit non-SUS organizations with a marine science focus. Affiliate Members will provide FIO and its members financial or in-kind support, use or access to ships, laboratory facilities, and other ocean and coastal research and education assets (at a fee, if appropriate).

Election of New Members. The FIO Council may elect to membership other institutions in the Florida ocean science education and research community that meet the criteria for membership approved by the FIO Council (“New Members”). Criteria for membership will address commitment to the support of shared use facilities; agreement to support legislative budget requests of the FIO as required to maintain and operate these facilities in a safe, efficient and cost-effective manner; commitment to attend all scheduled meetings of the FIO Council and FIO Executive Committee, if appropriate; and completion of assignments in a timely manner as agreed to by the FIO Council or FIO Executive Committee. The FIO Council will evaluate each New Member request individually. All SUS (as defined by the membership of the CAVP) New Members are eligible to be Full Members and will automatically be awarded a seat at the FIO Council. A simple majority vote of Full Members will be required to accept any non-SUS Members as a New Associate or Affiliate Member onto the FIO Council.

Criteria for New Member Applications:

1. Significant presence in Florida, such as an operating facility in the State of Florida.
2. Primary focus is marine science technology, education and/or research.
3. Provide a proposal (written), including documentation of the extent of presence in the State of Florida. Orally present to the FIO Council how the institution will support FIO Council activities.
4. Demonstrate ability to bring tangible support to FIO.

Privileges of FIO Membership

	Full Members	Associate Members	Affiliate Members
Attendance and participation at FIO Council Meetings	Yes	Yes	Yes
Voting privileges on the FIO Council	Yes	No	No
Participate in specific FIO project funding opportunities	Yes	Yes	Yes
Access to subsidized ship time on FIO vessels.	Yes	No	No
Access to at-cost ship time on FIO vessels.	Yes	Yes	No
Access to commercial rates of ship time on FIO vessels.	No	No	Yes

B. FIO Council. The primary function of the FIO Council is advisory to the FIO leadership, including the FIO Director and the Provost of the host institution. The FIO Council will consist of one (1) representative from each member organization and two (2) from the host institution who are active members of the Florida coastal ocean research and education community and who are appointed by its President or CEO or his/her designee. The President or CEO (or his/her designee) of each member organization may also appoint one (1) alternate who may serve in the representative's stead at meetings of the Council, but each institutional member may be represented by only one (1) individual in the deliberations of the Council. Member representatives may be reappointed, but shall not serve more than three (3) consecutive terms unless requested in writing by the appointing official. The foregoing notwithstanding, the second member appointed by the host institution may serve unlimited terms. The FIO Council shall elect a Chair biennially from the membership. The FIO Director together with a representative of the BOG will serve as non-voting, *ex-officio* members. Council members shall have the authority to participate in all activities on behalf of the member organization and Full Members of the Council shall also have authority to cast votes as required. Each institutional member can change a delegate at any time by notifying the FIO Director by written communication.

C. FIO Director and staff. The FIO Director shall be appointed by the Provost of the host institution in consultation with the FIO Executive Committee. The FIO Director reports to the Provost of the host institution. The FIO Director or Director designated FIO staff will maintain active contact with FIO member institutions by visiting campuses, scheduling and conducting workshops, conducting needs assessments resulting in priority actions and providing advance knowledge of FIO activities to achieve the goals of the AISO. The FIO Director shall complete an annual report no later than September 1 of each year covering the previous fiscal year (July 1- June 30). The report shall include a summary of activities and accomplishments, provide actual expenditure and position data, and include a work plan for the current fiscal year. Prior to its submission to the Chancellor, no later than October 31 of each year, the report will be distributed to members of the FIO Council for review and comment and will be approved by the Provost of the host institution. Under the FIO Director's guidance, the FIO staff has the primary responsibility for operation and maintenance of the FIO vessels and the Keys Marine Laboratory implementation of the ship schedule, and support for PIs to achieve the research goals; coordination of the education components to achieve the education goals; maintenance of the FIO website; and support for grants and other services provided to member institutions. In the event of a vacancy in the FIO Director position, the FIO Executive Committee shall serve as the search committee, reporting to the Provost and following the customary search process of the host institution.

#### IV. FIO Council Meetings

The FIO Council will meet at least once in person each year and by telephone conference as needed. Agendas for the meetings will be set by the Chair of the FIO Council in consultation with the FIO Director and approved by the Provost of the host institution. A quorum must be present for the Council to take action. A quorum shall consist of no less than half of the full member institutions plus one. All meetings will be conducted according to Roberts Rules of Order.

Voting. Each Full Member of the FIO Council has one vote. Voting will be decided by a simple majority of Full Member representatives (or designated alternates) present in person, by phone, or by e-mail unless otherwise specified in these by-laws. New Full Member institutions elected to the FIO secure voting privileges upon the appointment of an FIO Council representative as specified in the bylaws, but not before adjournment of the meeting at which they were elected.

Meetings of the FIO Council are open to the public. The President or CEO of each Member of the FIO Council may designate an individual to attend the meetings as an observer and to comment on agenda items but the observer will not have voting privileges.

Minutes of the Meetings. Minutes shall be kept for all regular meetings of the Council and shall be made available by email to the membership within two weeks of each regularly scheduled meeting. Following a period of two weeks for comment and amendment, the minutes shall be approved by email vote of the members and posted on the Council web site.

Staffing of the Council. FIO staff will act as support staff for the Council, organizing meeting logistics, taking minutes and handling communications with the members.

#### V. Standing Committees and Workgroups

Executive Committee. The FIO Executive Committee will consist of five (5) full Council members including the Council Chair and four elected members. **State University System institutions must comprise at least fifty-one percent (51%) of the executive committee and** at least one member of the FIO Executive Committee shall be from the host institution. The executive committee chair shall be a representative of an SUS institution. The FIO Executive Committee will meet at least three times per year and provide administrative oversight of the FIO in cooperation with the FIO Council and the Provost of the host institution. The FIO Director will serve as a nonvoting, ex officio member. The past Chair will serve as a non-voting, ex officio member for one year following the election of the new Chair of the Council. The Board of Governor's representative on the FIO Advisory Council will serve as a non-voting, ex officio member. Written reports of the items discussed and actions taken at meetings will be sent to the FIO Council via email and posted on the FIO website for the benefit of the FIO Council and interested parties. Membership on the Executive Committee will be evaluated biennially. In the event of a vacancy on the Executive Committee, the FIO Council will elect a member to fill the vacancy.

Ship and KML Advisory Committee. The Ship and KML Advisory Committee (SAC) will be elected by the FIO Council and will consist of at least three (3) Council members (with at least one from the host institution) reflecting the geographical diversity of Florida. One member from the KML facility will also serve on this committee as an ex-officio member. The SAC will provide oversight and advice to assure the efficient deployment of FIO research vessels in all of Florida's coastal ocean and adjacent waters, including the Gulf of Mexico, the Straits of Florida, Florida's coastal Atlantic, the Bahamas, and the Caribbean. The SAC will assist the FIO Marine Superintendent with efficient long-term planning to ensure that FIO members will have equitable access to these vessels from Jacksonville to Pensacola. The SAC is also responsible

for reviewing and awarding subsidized shiptime/KML support through a “request for proposal” process. The SAC will meet at least once annually, in conjunction with the FIO Council meeting or as needed during the RFP review period.

Nominating Committee. A Nominating Committee will consist of three (3) non-Executive Committee Full Members appointed by the Executive Committee. The Nominating Committee will recommend candidates to the FIO Council to serve on the standing and ad hoc committees. The Nominating Committee will meet on an as-needed basis to fill vacancies on the standing and ad hoc committees.

Board of Visitors. The FIO Board of Visitors will have five (5) to nine (9) members appointed by the host institution President, in consultation with the FIO Council and the Council of Academic Vice Presidents (CAVP), for a three (3) year term, to provide broad oversight to the FIO. Members may be reappointed, but shall serve no more than three (3) consecutive terms. Members will represent the overarching oceanographic research and education interests of global, national and Florida-focused entities. The FIO Board of Visitors shall include representatives from the private sector, higher education, government scientific laboratories and agencies, and others as deemed appropriate by the host institution President. The Board of Visitors will report to the Provost of the host institution and the FIO Executive Committee, and will serve as a valued resource to FIO by providing advice on best practices for optimizing the resources of the FIO and member institutions; identifying strategic directions for potential cooperative programming; interfacing with potential funding sources; and representing FIO and the vital importance of oceanographic research to the broader community.

Additional *ad hoc* or special committees may be formed by the Executive Committee with the cooperation of the Council to address particular issues.

## VI. By-Law Revisions

The bylaws and any proposed revisions shall be reviewed yearly. Council members shall submit any proposed revisions to the Chair of the By-Laws Committee at least 30 days in advance of the FIO Council meeting. The Executive Committee and the Provost of the host institution shall review the proposed revisions prior to a full vote of the Council. Amendment of the bylaws requires a two-thirds vote of the Council.

