

Memorandum of Agreement and Bylaws
of the
Central and Northern California Ocean Observing System

Amended Jan 14, 2014

ARTICLE I – Name and Description

Section 1. Name

The Central and Northern California Ocean Observing System, henceforth referred to as CeNCOOS or the Central and Northern California Regional Association, was established in 2003.

Section 2. Geographical Extent

CeNCOOS represents organizations throughout central and northern California, defined approximately as the region extending from Point Conception north to the California-Oregon border. CeNCOOS overlaps and coordinates with the Regional Associations (hereafter RAs) to the north (Northwest Association of Networked Ocean Observing Systems, NANOOS) and to the south (Southern California Coastal Ocean Observing System, SCCOOS). The RAs address issues in the coastal ocean out to 200 nm offshore (the limit of the Exclusive Economic Zone or EEZ) including straits, bays and estuaries.

Section 3. Vision Statement

CeNCOOS will be a leader within U.S. IOOS, and be recognized and relied upon regionally and nationally as a trusted source of data, information, and expertise to inform wise use of the ocean off central and northern California.

Section 4. Mission Statement

CeNCOOS is a collaborative that enables sustained and coordinated measurements, model nowcasts and forecasts, and integrated products to inform decisions about our regional ocean.

Section 5. Objectives

- a. Provide leadership and coordination to develop the Central and Northern California component of the national Integrated Ocean Observing System (U.S. IOOS[®]). With its membership, CeNCOOS will:
 - Identify, engage and enhance collaboration among a broad base of stakeholders.
 - Develop historical, real-time and oceanographic observing and forecasting products to meet user needs.
 - Serve as the oceanographic data portal, providing access to data at spatial and temporal scales appropriate for users' needs.
 - Identify and create solutions for oceanographic observation and information gaps.

- Work closely with state, regional, national and international coastal programs and agencies to identify, develop and deliver information products useful to better ocean stewardship including research, analysis, and education helpful at all levels of ocean policy formation.
 - Identify, respond to, and serve as an active repository for users who rely on oceanographic information to inform decisions.
- b. Actively participate in the development of the Integrated Ocean Observing System at the national level.
- Serve as the central and northern California node (i.e. Regional Association) for a national network of observing systems.
 - Work closely with all Regional Associations, especially our neighbors in Southern California (SCCOOS) and the Northwest (NANOOS).
 - In collaboration with all Western U.S. Regional Associations develop information products useful to West Coast Governor’s Alliance on Ocean Health Action Plan.
 - Provide guidance and products for a collaborative approach to ecosystem based management for the California Current.
 - Actively participate in nationwide IOOS initiatives and programs.
 - Participate as a member of the IOOS Association and provide 2 representatives to the IOOS Association Board of Directors.
- c. Advance the goals set forth by the U.S. IOOS, and the priorities established by CeNCOOS Members.
- Improve the safety and efficiency of marine operations
 - More effectively mitigate the effects of natural hazards
 - Improve predictions of climate change and its effects on coastal populations
 - Improve national security
 - Reduce public health risks
 - More effectively protect and restore healthy coastal marine ecosystems
 - Enable the sustained use of marine resources

ARTICLE II: Consortium and Membership

Section 1. Memorandum of Agreement

The organization and governance of CeNCOOS is established through a Memorandum of Agreement (MOA) and the established Bylaws. The MOA is entered into by the signatories (representatives of institutions, agencies, etc. with legal status) and any other entities that may become signatories in the future. The MOA may be used to form the basis of the Bylaws and Articles of Incorporation for a possible future nonprofit organization.

Section 2. Purpose of MOA

The MOA and the Bylaws will provide a framework for the signatories to maintain, monitor, and protect long-term sustainability and health of marine and estuarine

ecosystems, their habitats, functions, services and abundant resources. CeNCOOS and its members will work collaboratively to more effectively accomplish their individual and common missions and enhance broad user access to ocean knowledge, data, tools and products.

Section 3. Membership Categories and Options

CeNCOOS is designed to facilitate broad membership among all sectors, including tribal, regional, state and federal government agencies, non-profit organizations, academic and research organizations, and industry or for-profit corporations. CeNCOOS is continuously establishing relationships with organizations throughout the region and nation. The following membership categories allow each type of organization/individual to establish a relationship with CeNCOOS at different levels of roles and obligations. Party Members must sign the Memorandum of Agreement (MOA) while Affiliate Members are not required to do so. Party Members have voting privileges for, and may serve, as voting members of the Governing Council. Any organization is invited to sign the MOA at all times. Individuals whose host organization has not signed the MOA may also sign the MOA. Upon signing the MOA, the CeNCOOS Program Director, in consultation with the organization or individual, will determine, for the purposes of Governing Council representation, which of the following categories best describe the organization or individual:

- Academic and/or Research Organization
- Industry or For-profit Corporation
- Federal Government
- State Government
- Local, Regional or Tribal Government or Agency
- Non-profit organization with a primary advocacy, conservation, outreach, and/or education mission (Non-profits whose primary mission is research will be classified as research organizations for this purpose.)

All members shall have the right to attend meetings of CeNCOOS and contribute to and participate in discussions relating to the activities, plans, and organization of CeNCOOS. However, only the Governing Council members have the power to vote and pass an item on the floor.

- a. **Party Members** – Any organization or individual substantially engaged in the collection, delivery or use of ocean observing data or information that maintains regular contact with CeNCOOS and is a signatory to the MOA shall be referred to as a “Party Member”. Party Members:

- Designate representative(s) to CeNCOOS from within the organization, or are themselves representatives.
- Maintain regular contact with and are responsive to CeNCOOS.
- Sign the Memorandum of Agreement, or have it signed by a representative of the organization.
- Can nominate and vote for Governing Council members.

- Are eligible for nomination and election to the Governing Council, with voting rights.
 - May attend and participate in CeNCOOS meetings and events.
 - Are eligible to lead and participate in any established CeNCOOS committees.
- b. **Affiliate Members** – Any organization or individual substantially engaged in the collection, delivery or use of ocean observing data or information that maintains regular contact with CeNCOOS but elects not to sign the MOA shall be referred to as an "Affiliate Member." Affiliate Members:
- Designate representative(s) to CeNCOOS from within the organization, or are themselves representatives.
 - Agree to promote mechanisms to enhance and ease integration and collaboration.
 - Maintain regular contact with and are responsive to CeNCOOS.
 - May attend and participate in CeNCOOS meetings and events.
 - Are eligible to participate in any established CeNCOOS committees.

Section 4. Member Resignation

Any member may resign by filing a written letter of resignation with the CeNCOOS Governing Council. A member can have its membership terminated for cause by a majority vote of the Council or the voting membership.

ARTICLE III: Elected Officers and Governing Council

Section 1. Council Composition and Representation

The Governing Council will be comprised of 15 voting volunteer representatives, from throughout the entire CeNCOOS geographical region, who are Party Members or are designated as representatives of Party Member organizations representing the following categories: industry or for-profit corporations; federal agencies; state, local, regional and tribal governments or agencies; research organizations; non-profit organizations; and educators. Educators may be individual signatories, or may be affiliated with any category of member organization. The Elections Committee will determine who is eligible to stand for open educator seats. The Governing Council may vote to appoint additional representatives, such as those from neighboring Regional Associations or organizations legally unable to sign the MOA but still wishing to participate in Council activities, to serve in an Ex Officio (non-voting) capacity. If the CeNCOOS host institution (as defined in Article IV) does not have an elected member on the Governing Council, the host may appoint a representative to the Council in an Ex-Officio capacity. No more than one person from any given Party Member organization may serve on the Council at the same time. Given that CeNCOOS includes members that are consortia of other member organizations, or divisions of the same larger organization, it is further specified that no more than two persons that are salaried by the same employer, such as a university campus or state or federal agency, may simultaneously serve on the Council.

Interpretation of “employer” is left to the Council, with the intent being to maintain a diverse Council and to limit the influence of any one organization.

Each of the categories will be represented as listed below, with the goal of providing fair, balanced, and geographically distributed representation. The elected Governing Council may modify the list, but must preserve diverse stakeholder representation.

It is the intent that the 15 voting members of the Governing Council will be distributed among sector categories in designated seats as follows:

Category	Number of Members
Research Organizations	2
Industry and For-profit Corporations	2
Federal Government	2
State, Regional, Local, and Tribal Government or Agencies	2
Educators (any affiliation)	2
Non-profit organizations	2
At-Large (any affiliation)	3

Should the targeted number of designated seats within a category not be filled in any given election, those vacant seats may be filled At-Large by any member with the next highest number of votes.

Section 2. Council Powers and Duties

The final decision-making authority within CeNCOOS lies with the Governing Council. The Governing Council will provide general oversight and make major decisions such as those dealing with the organization’s development, funding, and representation at the regional and national levels. The Council will provide policy guidance, obtain sustained support by all Members, and approve implementing documents. The Council will also have the authority to:

- Represent individual members’ regions, organizations and interests in ocean observing system operation, function and products.
- Represent CeNCOOS to the members’ regions, organizations and constituencies.
- Approve and provide oversight for business and strategic plans of CeNCOOS, including budgets.
- Establish policies and guidelines for the development of CeNCOOS.
- Recommend and/or approve amendments to the MOA or other implementing documents of CeNCOOS.
- Request the Director to call special meetings of the Council.
- Make recommendations and/or approve the funding plan for system implementation, operation and administration provided by the CeNCOOS professional staff.
- Provide evaluation, oversight and advice to the CeNCOOS Program Director and staff.

- Elevate CeNCOOS visibility through various avenues, including conferences and workshops.
- Secure additional membership by encouraging organizations to sign the MOA.
- Carry out other such powers and responsibilities designated by terms of agreement(s) among the members comprising CeNCOOS.
- Provide CeNCOOS representation to the IOOS Association, U.S. IOOS[®], and all associated OOS committees and organizations.
- Review and recommend communication strategies to provide effective national IOOS coordination as needed.
- Influence the development of CeNCOOS and distribution of funds.

Section 3. Qualifications of Governing Council Members

Each Governing Council member must:

- Represent a constituency of CeNCOOS stakeholders.
- Have signed the MOA or be associated with an entity, association, or other consortia that is a Party Member.
- Attend Council meetings (nominally 2 meetings/yr).
- Be willing to be a Committee Chair.
- Be an active and effective advocate of CeNCOOS, both within and beyond the region. (This entails submitting abstracts and making oral and poster presentations at conferences, representing CeNCOOS at meetings, etc.)
- Be willing to commit the time and energy to implement CeNCOOS recommendations, and be willing to undertake the duties of a Council member, and to abide by the Bylaws, the MOA, and any other applicable documents.

Individual Council members must be elected according to the process described below.

Section 4. Terms of Office

Governing Council members will be elected to a three-year term, with the terms staggered so that one-third of the Council (five members) is elected each year. Elections will take place annually between January and March. Council members whose terms are expiring are eligible to stand for re-election.

Section 5. Election Procedures

Party Members can participate in the nomination and election process. Elections will be held annually and take place during the months of January-March. For each election, a standing Elections Committee consisting of 2-4 members, will be appointed by the Governing Council, and shall present a slate of candidates which will be nominated by the Council and by the Party Members. The Elections Committee shall strive to present a choice of candidates for each open seat. If this condition is not met for a designated seat for which the incumbent is not a nominee for re-election, the seat reverts to an At-Large seat for that election. The Elections Committee will be responsible for resolving any discrepancies in the process. All those with voting rights shall vote on the nominees.

- Each Party Member may submit nominations for the Council. Nominees must be Party Members or represent a Party Member organization. Each nominee must be assigned to one of the categories defined in Article II Section 3 and listed in the Council composition in Article III Section 1.
- Each individual Party Member will have one ballot and each signatory organization will be allowed three voters (one ballot for each) who are identified at the discretion of the signatory organization.
- Once all nominations are received, the Elections Committee shall supply a ballot and information on the vacancies and nominees to each designated voter. Each voter will be allowed to cast as many votes as there are open seats - generally this will be five.
- Final selections for the designated seats will be made according to the number of votes received by each of the nominees eligible for the designated seats, provided there shall not be more than one representative elected from any one signatory organization. At-Large representatives will be selected after category representatives, based on the total number of votes regardless of category.
- The Elections Committee, or their designee, will tally the ballots and maintain records of election.

The Governing Council may make changes to the election process as the organization evolves with the purpose of maintaining fair and balanced representation.

Section 6. Governing Council Voting and Quorum

At least sixty percent (60%) of the voting members (9 of the 15 members) must be present to constitute a quorum, and to hold a vote.

Each Governing Council member shall be entitled to one vote upon any matter properly submitted to the Governing Council. Unless specifically identified below, any act or decision done or made by the Governing Council members shall require majority vote of those present and eligible to vote at a meeting duly held in which a quorum is present in order to be a binding act of the Governing Council. If a Governing Council member with voting privileges is unable to attend, he or she may designate a proxy to vote on behalf of the Member upon a written request to the Governing Council at least seven days prior to the scheduled vote.

The Governing Council may occasionally require a closed session to protect the privacy of individuals.

Section 7. Resignation and Vacancies

A Council member may resign by filing a written letter of resignation to the Governing Council and staff. Any Council member can have the membership terminated for cause by a majority vote of the Council.

If a Council member resigns with more than six months left on the term, then the Council can replace that individual, maintaining the same categorical representation. If less than six months remain on the Council member's term, the position will remain vacant until

the next election. Successors must also be or represent a signatory to the MOA. As well, the Council must maintain fair and balanced representation.

Section 8. Executive Committee (EC)

The Executive Committee will be a subset of the Council and will be elected by the Council. Due to the staggered three-year terms of the Council members, the EC must be elected each year to one-year terms. Council members may nominate themselves for a position on the EC. The EC may make assignments to the other Committees of the Council and can consider recommendations from the staff and Council. The EC, in consultation with CeNCOOS staff, will make fast-response decisions that do not require the input of the full Governing Council. The EC has authority over the CeNCOOS budget and must approve any major departures from the budgets as approved by the granting agencies. The EC may also serve on the JSAC and JTSC and are encouraged to attend those meetings in addition to the regular Governing Council meetings. The EC consists of four members, the Chair, Past-Chair, Chair-Elect (who will succeed the Chair when his/her term expires), and one At-Large member from the Governing Council. If the Past-Chair cannot or will not continue, the Council will elect a replacement. The Chair-Elect must be someone who has at least two years remaining on his/her term of office.

Article IV. Functioning Bodies and Committees

Section 1. Host Institution

Regional Associations (RAs) in the United States may be independent non-profit corporations [tax exempt under Section 501(c)(3) of the Internal Revenue Code] or may operate within a host institution. When an RA chooses a host institution, that host institution will:

- Employ the professional staff of the Regional Association.
- Provide office space for the RA.
- Provide grant administration and administrative support.
- Act as the responsible fiscal agent for the RA.
- Be a signatory of CeNCOOS under this MOA.
- Be capable of entering into a Cooperative Agreement with the National Oceanic and Atmospheric Administration (NOAA).
- Be able to receive and distribute IOOS-related funding from NOAA and any other entity wishing to assign funds to advance CeNCOOS purposes. These entities include other federal and state agencies, private foundations, corporations, and individuals.
- Be supportive of the long-range goals and objectives of the national Integrated Ocean Observing System.
- Charge an indirect cost rate (IDC) which is consistent with national standards as established by the National Science Foundation, the Office of Naval Research, and the National Oceanic and Atmospheric Administration.
- Obtain legal advice for CeNCOOS as needed.

Section 2. CeNCOOS Office

The CeNCOOS Office will function as the official representative of CeNCOOS and establish and have cognizance over the components of an ocean observation and prediction system. The office will be located at the host institution, presently the Monterey Bay Aquarium Research Institute. The office staff shall consist of the Director, Coordinator or Manager, and additional staff as budgeting allows, as outlined in the strategic plan and conceptual design. The professional staff report to the Director, who reports to and serves at the discretion of the Governing Council.

Section 3. Joint Strategic Advisory Committee (JSAC)

The primary mission of the JSAC is to advise the Regional Associations in the State of California, to include both SCCOOS and CeNCOOS, on how best to meet end user needs within the state. The JSAC will meet nominally once a year, alternating between the CeNCOOS and SCCOOS regions, to continually update the two Regional Associations on management needs, industry needs, best products, etc. Membership in the JSAC is state-wide, and is determined by invitations extended by the joint leadership of CeNCOOS and SCCOOS. Members of the Governing Council's EC are invited to the JSAC meetings.

Section 4. Joint Technical Steering Committee (JTSC)

The primary mission of the JTSC is to advise the leadership of both CeNCOOS and SCCOOS on the best available technologies and scientific methods to be employed in executing the design, construction, and maintenance of a sustained ocean observing system. The members will be chosen from both SCCOOS and CeNCOOS, and will be members who are actively engaged in making the system operational. The team will share successes and challenges and work together to improve the technical quality of both observing systems. The JTSC will meet in person at least once per year, and will also assist with proposal writing in an on-demand basis. Members of the Governing Council's EC are invited to the JTSC meetings.

Section 5. Core Capability Committees

CeNCOOS maintains committees aligned with the major areas of emphasis established by the national IOOS office, such as observations, modeling, data management and communications, products, and education and outreach. These committees handle special issues in depth as they arise, and report to the Director and the Governing Council. Each committee chair must be from a CeNCOOS signatory organization, and may be called upon to represent CeNCOOS at the national level via meetings and conference calls. Committee members need not be from a signatory organization, and should include individuals most expert on the subject at hand. Core capability committee members will be proposed by the Committee Chair and approved by the CeNCOOS staff and the Executive Committee. All committees will coordinate activities through the Chair or through a liaison appointed by the Chair. Committee decisions will be made by a simple majority vote.

Section 6. Action/Implementation Committees

The Director and the Governing Council may create additional committees as needed to support the objectives and successful operation of CeNCOOS. Examples include committees to write a proposal, downsize a budget, focus on a specific regional issue, or to launch a new observational technology or program. Committee members will select a chair to report progress to the Director and the Governing Council.

ARTICLE V: Meetings

Section 1. Council Meetings

The Council will host at least one meeting per year. These meetings will be open to the public for input and discussion. All CeNCOOS Members will be invited. The meetings will be held to elect Committee Chairs, receive reports on activities from the CeNCOOS Governing Council, staff, committees and others; review and make recommendations on the allocation of monies; approve an annual budget and spending plan, and determine future direction and activities.

Section 2. Notice of Meetings

CeNCOOS Staff will notify the public and Members of a meeting at least two weeks in advance via email and posting on the CeNCOOS website. The notice will include a draft agenda of topics and speakers. A final agenda should be distributed at least one week prior to the scheduled meeting. Additional items to be distributed include background information and documentation for any items requiring a vote of the Council.

Section 3. Procedures

All business shall proceed according to *Robert's Rules of Order*.

ARTICLE VI: CeNCOOS Business

Section 1. Grants

The host institution, presently the Monterey Bay Aquarium Research Institute, will oversee and coordinate CeNCOOS grants operations.

Section 2. Fiscal Year

The fiscal year shall be the same as that of the host institution, presently the Monterey Bay Aquarium Research Institute, January 1 – December 31.

Section 3. Books and Records

CeNCOOS shall keep correct and complete books and records of accounts and also keep minutes of the proceedings of any Council meetings. The books and records will be available to any CeNCOOS Member and the public.

Section 4. Strategic Plan

CeNCOOS Members will contribute to the development of a strategic plan and operate in a manner that supports the implementation of the strategic plan.

ARTICLE: VII: Amendments

Amendments to Bylaws

Proposed amendments to this MOA and to the Bylaws must be submitted to the CeNCOOS Director. A two-thirds majority vote of the Council is required to alter, amend, or repeal the MOA and Bylaws.

The MOA and Bylaws outline the general intention of the CeNCOOS and CeNCOOS Members and may be used for the purpose of further discussion. This MOA does not create any legal obligations between the Members, including, without limitation, any duty to negotiate.

Memorandum of Agreement and Bylaws are effective and supported as of January 14, 2014, as affirmed by our signatures below:

Signatures can be e-mailed to cencoos_communications@mbari.org or faxed to 831.775.1918.

Categories include:

- Academic and/or Research Organization
- Industry or For-profit Corporation
- Federal Government
- State Government
- Local, Regional or Tribal Government or Agency
- Non-profit organization with a primary advocacy, conservation, outreach, and/or education mission (Non-profits whose primary mission is research will be classified as research organizations for this purpose.)

Name _____

Signature _____

Date _____

Organization Represented _____

Category (see above) _____