

**Bylaws of the
Central and Northern California Ocean Observing System
Amended 20 Dec 2022**

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 2004.

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

A healthy and prosperous California coastal ocean powered by information solutions.

Section 4. Mission Statement

Translating data into action through the production, curation, and delivery of high-quality ocean information.

Section 5. Strategies

CeNCOOS will accelerate the region’s capacity to observe for, adapt to, and manage changing ocean conditions through four high-level strategies:

- Strategy 1. Engage marine stakeholders to drive the creation of integrated information products that are valuable for decision-making.
- Strategy 2. Observe coastal and ocean physical, biogeochemical, biology, and ecosystem variables to meet regional stakeholder needs.
- Strategy 3. Streamline access to information, including through a publicly accessible Data Portal.
- Strategy 4. Provide access to improved ocean models and other tools to scale information from individual observations and to make data relevant for policy and management.

Section 6. Functions and Responsibilities as a Regional Information Coordination Entity (approved by the Governing Council on May 3, 2017)

As the representative Regional Information Coordination Entity for Central and Northern California, CeNCOOS agrees to:

- a. Demonstrate an organizational structure capable of addressing the vision, mission, goals and objectives described in Bylaws Article I (Sec. 2-5);
- b. Meet the information needs of user groups in the region while adhering to national standards;
- c. Meet the certification standards and compliance procedures and guidelines issued by the US IOOS in accordance with the ICOOS Act mandates;
- d. Comply with all financial oversight requirements established by the national IOOS, including requirements relating to audits;
- e. Participate as a member of the IOOS Association (an incorporated non-profit representing the interests of the regional component of IOOS);
- f. Develop and operate under a strategic operational plan;
- g. Work cooperatively with government and non-government entities at all levels to identify and provide information products for multiple users within the Central and Northern California region;
- h. Share data and ensure compatible data standards where appropriate and in accordance with applicable laws, regulations, and policies of the participating entities; and
- i. Fund any advocacy efforts with non-binding contributions from private (nongovernmental) Parties and other private funds.

Section 7. Liability Indemnification (approved by the Governing Council on May 3, 2018)

Liability protection for CeNCOOS employees is provided by their employer (the host institution). Similarly, for employees of sub-award institutions, liability protection shall be provided by the sub-award institution.

Section 8. Commitment to diversity and equity statement (approved by the Governing Council on Sept 30, 2020)

CeNCOOS embodies the values of diversity, equity and inclusion. We recognize the legacies of institutional, systemic oppression that persist within the fields of science, technology, engineering and mathematics (STEM), and consider it part of our mission to work against racist, sexist, discriminatory and prejudicial behavior, policies, and practices in the CeNCOOS community and in our work. Within our program office and among our membership, CeNCOOS seeks to bring together groups of people from diverse backgrounds, and with diverse skills and experiences to advance ocean observing and its relevance to our region and to our local and regional communities. Embracing equity, inclusion, and diversity is integral to achieving one of our fundamental goals: providing freely accessible, relevant, and accurate information about our ocean, coasts, and estuaries for all. To accomplish this goal, we commit to developing more meaningful engagements with diverse stakeholders including Indigenous and Black communities, other communities of color and low income and marginalized groups, and those most vulnerable to climate change to learn about their needs for ocean and coastal information. Understanding the disproportionate impacts of climate change is critical to addressing environmental justice and enhancing community resilience. We renew our commitment to creating a safe, welcoming, and collaborative environment and to ensuring that our data creation and sharing processes are accessible, diverse, and equitable.

ARTICLE II: Consortium and Membership

Section 1. Purpose of Membership

CeNCOOS is designed to facilitate broad membership among all relevant sectors, including tribal, regional, state and federal government agencies, non-profit organizations, academic and research organizations, and industry or for-profit corporations. CeNCOOS regularly establishes relationships with organizations throughout the region and nation. CeNCOOS works because of the commitment from our partners and members to sustain observations, collect and share high quality data, produce end-user driven analytical products and tools, and collaborate to ensure system coordination and efficiency. CeNCOOS and its partners and members work collaboratively to effectively accomplish individual and common missions and to enhance broad user access to ocean knowledge, data, tools and products.

Section 2. Types of Membership

A. CeNCOOS Partners

CeNCOOS is a consortium formed primarily of contributing partners from tribal, government, research/academia, non-profit, education, industry and other sectors contributing to the collection, curation and use of ocean and coastal information. CeNCOOS Partners consist of funded Principle Investigators, Governing Council members, JSAC members, committee members, and organizations that provide and contribute observations, data management and infrastructure, models, analysis, outreach and product development, as well as ocean observing technology developers and regular users of information we produce. CeNCOOS Partners reinforce a shared commitment to maintain, monitor, and protect long-term sustainability and health of marine and estuarine ecosystems, their habitats, functions, services and resources. CeNCOOS Partners are required to submit a partnership agreement, which is renewed every 5-years as part of the grant renewal process with NOAA.

B. Friends of CeNCOOS

CeNCOOS membership also consists of 'Friends of CeNCOOS.' Anyone interested in the Central and Northern California coasts, ocean, and estuaries can become a Friend of CeNCOOS member. CeNCOOS membership provides a framework for collaboration among the many ocean observing enthusiasts and stakeholders. Anyone with an interest in CeNCOOS can sign up for our newsletters, meetings and events through the cencoos.org website. CeNCOOS members engage in communication with CeNCOOS to jointly deliver the information solutions needed by the Central and Northern California ocean users.

Section 3. CeNCOOS Member Responsibilities

CeNCOOS Partners and Friends of CeNCOOS:

- Provide community insight to help shape the impact of CeNCOOS and ensure that priority observing needs of the your community are met;
- Maintain regular contact with CeNCOOS through annual meetings, newsletters, an individual communications and are responsive to CeNCOOS requests for information;
- Are eligible to participate on community roundtable discussions and meetings, and product testing;
- CeNCOOS members submit a [membership form](#).

CeNCOOS Partners only:

- Submit a [partnership agreement form](#) affirming commitment to our bylaws;
- Are eligible to serve on the Governing Council, working groups, and committees.
- Commit to best practices, standards and protocols, as well as FAIR data principles;
- Participate in CeNCOOS Science Impact and other community outreach events.

Section 4. CeNCOOS Services Provided to Members and Partners

All members and partners have the opportunity to attend CeNCOOS meetings, contribute to, and participate in the planning and execution of CeNCOOS strategies and objectives. However, only the Governing Council members have the power to vote and pass any items pertaining to the operation and management of CeNCOOS including budgetary issues.

Section 5. Membership Renewal

Individuals and organizations can be CeNCOOS Members in perpetuity with the option to be removed ('opt-out') at any time. Members and partners must maintain respectful conduct and will be reviewed by the CeNCOOS Program as needed. Contributing partners should be renewed every 5-years via a letter of support and coordinated with the development of 5-year awards.

ARTICLE III: Elected Officers and Governing Council

Section 1. Council Composition and Representation

The Governing Council will be comprised of 16-18 voting volunteer representatives, from throughout the entire CeNCOOS geographical region, who are partners or are designated as representatives of 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; educators, and representatives of traditionally underrepresented communities. Educators may be individual signatories, or may be affiliated with any category of member organization.

The CeNCOOS Nominating Committee will determine eligibility 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 partner 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.

Community Representation (New; 2022): As a community, CeNCOOS has a responsibility to enhance and support the diversity of people, skills, and wisdom within our network, including its program leadership. Enhanced representation from Indigenous and Black communities, other communities of color and low income and marginalized groups, and those most vulnerable to climate change provides opportunities to learn about, collect, and deliver information to address needs for ocean and coastal information.

To expand the representation of the Council, we will establish 1-3 ‘Community’ seats on the CeNCOOS Governing Council to provide traditionally underrepresented and underserved community members a voice in decision-making at the highest levels. Community representatives will help enable high-level coordination and sharing between CeNCOOS, tribal governments, and underserved communities and to ensure thorough consideration of Indigenous and BIPOC issues are incorporated into every level of the decision-making process. Communities seats will be held for two-year terms with an option for renewal. These positions will be considered advisory and therefore labor and travel support will be provided as needed.

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 16-18 voting members of the Governing Council will be distributed among sector categories in designated seats as follows:

Category	Number of Members
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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
Community Representative	1-3

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 agreed to the CeNCOOS Bylaws.
- 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

GC members are elected to one, 3-year term with check-ins with the NC thereafter. The NC, with GC consent, may make changes to the election process as the organization evolves with the purpose of maintaining fair and balanced representation.

Section 5. Election Procedures

The Governing Council (GC) will maintain a Nominating Committee (NC) consisting of 2-4 GC members responsible for oversight of board membership, participation, communicating with GC members about interest and willingness to continue to serve, and filling vacant seats. When seats become available, the nominating committee is to develop recommendations for candidates, one person per open seat, and present nominees to the GC for an up or down vote. The nominating committee is responsible for soliciting nominations from CeNCOOS members, identifying candidates, confirming interest and commitment to serving prior to recommending candidates to fill vacant seats. The nominating committee will strive to include members from a broad geographic range, different backgrounds, and strive for diversity.

Governing Council Members can participate in the election process. Elections will be held periodically as open seats arise. All those with voting rights shall vote on the nominees. All those with voting rights shall vote on the nominees. 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 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 Bylaws.
- 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. 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 5. 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 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 Bylaws.

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