

CODE OF THE INTERNATIONAL SEAWEED ASSOCIATION

Circulated electronically to members of the International Seaweed Association Council (ISAC) by Thierry Chopin (ISAC Secretary General), on June 15, 2016, and adopted in Copenhagen (Denmark) during its face-to-face meeting on June 19, 2016.

The Code of the International Seaweed Association (ISA) highlights the major policies and procedures for its governance and activities. It is an annotated set of Bylaws. For more details on all levels of operation and governance refer to the Manual of Operations.

A. CORPORATE STRUCTURE

The name of the organization is the International Seaweed Association (ISA). It was incorporated in 1998 as a registered corporation in the State of Maine, USA, under the provisions of Title 13-B of the Maine Revised Statutes and amendments thereto; it, however, did not obtain the non-for-profit status. It has an account at the Camden National Bank, in Camden, Maine, USA. The fiscal year of the organization shall be from January 1 until December 31 of the same year.

The governing body of the ISA (the ISA Council) may, at its discretion, change the country or state/province of incorporation of the ISA.

B. MISSION AND OBJECTIVES

The mission of the ISA is to promote applied phycology on a global basis, and to stimulate interactions among researchers, industrialists and government representatives in all relevant institutions, organizations and industries and in all countries.

Within this mission, the objectives of the ISA are primarily directed toward seaweeds, but also include other algae including microalgae and cyanobacteria as well as algal constituents. Disciplines being served are the basic biology, ecology, physiology and chemistry of utilized or potentially utilizable algae, algal biotechnology, molecular biology, resource management, improved harvesting, cultivation, processing of algae, and utilization of algal products and their derivatives.

The core functions of the ISA are to secure the continuation of the International Seaweed Symposia (ISS) held at regular intervals as specified herein and to publish the *Proceedings* of each ISS.

The ISAC should also communicate with the ISA membership by appropriate means and attract new participants to ISS/new members to the ISA.

C. MEMBERSHIP

Membership in the ISA is open to all persons engaged in or interested in the study and/or utilization of algae in general. At present, registered participants in the most recent ISS are considered members until the next ISS.

Honorary Life Membership may be bestowed by the Association on individuals who have made outstanding contributions to the ISA through their fields of research or development, or the application of seaweeds and their products, or through outstanding leadership in the ISA. Nominations for Honorary Life Membership may come from any member of the ISA, and should be directed to the Secretary General of the ISAC. The proposal and justification for honorary status will be distributed to ISAC members. At the next ISS, the ISAC will hold a meeting at which a vote will be taken by secret ballot. A minimum of two thirds of the quorum of the ISAC is necessary for approval. For those approved, their Honorary Life Membership status will be announced during the closing ceremony of the relevant ISS.

D. INTERNATIONAL SEAWEED ASSOCIATION COUNCIL (ISAC)

1. General

The ISAC serves as the governing body of the ISA. The continuity of the ISA is maintained and directed through the ISAC. Any member of the ISA is eligible for membership in the ISAC. Members of the ISAC shall not exceed twelve and shall not be fewer than ten.

Members of the ISAC will normally serve a term that extends from the closing ceremony of one ISS to the closing of the third subsequent ISS, as long as they are attending the intervening ISS or have been excused (see 3. below). Members of the ISAC may not be reelected.

The ISAC will meet immediately before an ISS, and at other times as necessary. The quorum of the ISAC is 50% of its actual membership, and the quorum must be present at a meeting to conduct the business of the ISA. Meetings between ISS may be conducted by conference call or electronic correspondence (see 5. below).

Honorary Life Members, who are not otherwise members of the ISAC, may participate (without voting rights) in meetings of the ISAC, and may serve on ISAC committees.

2. Election of Members

When there is an actual or expected vacancy in the ISAC, the President of the ISAC will appoint a Nominating Committee of not less than three ISAC members which will solicit nominations and supporting documents from all ISAC members. In addition, any member of the ISA may at any time nominate any eligible member for election to the ISAC by forwarding a letter and supporting documents, including a curriculum vitae and a letter of motivation to join the ISAC, to the ISAC Secretary General who will turn the documents over to the Nominating Committee.

Members of the ISAC should reflect (insofar as is practical) a balance among disciplines, geographical regions, institutions, and genders, as well as a mix of research, governmental, and industrial members.

A nominee for ISAC membership must have attended at least two previous ISS and have an established association with seaweed research, utilization, or processing.

The Nominating Committee will select from among the nominees at least two candidates for each open seat on the ISAC, and report these selections to the ISAC President, who in turn will instruct the ISAC Secretary General to conduct the election. The election may be either by written ballot at a meeting of the ISAC or by mail or electronic ballot between meetings. To be elected a nominee must receive a majority vote from among all ISAC members. Election of new members will normally be conducted during the year immediately preceding an ISS.

Vacancies on the ISAC, created by death or for cause (see 3. below), may be filled by an election carried out by the remaining ISAC members without recourse to the Nominating Committee. Members so elected will serve for the remaining term of the vacancy.

3. Retention and Removal of ISAC Members

Members of the ISAC who are unable to attend an ISS must inform the President or the Secretary General in writing before the ISS. Members of the ISAC who fail to attend an ISS, and the ISAC meeting immediately preceding it, will not be eligible for election to any office, unless the reason for nonattendance is accepted by the ISAC.

A member of the ISAC who misses two consecutive ISS is automatically removed from the ISAC and that position will immediately be considered vacant.

4. Officers of the ISAC

The officers of the ISAC are the President, the Treasurer and the Secretary General.

The Vice-President will be elected by a majority of the ISAC members present at an ISAC meeting held in conjunction with an ISS so long as the quorum is present. Only members newly elected to the ISAC, or completing their first term of membership shall be eligible to stand for election as Vice-President. The Vice-President of the ISAC should become President at the conclusion of the next ISS. The tenure of the President is for a term extending from the closing ceremony of one ISS to the closing ceremony of the ISS immediately following.

Should the Vice-President be unable to become President, a President shall be elected by the ISAC from among its members completing their first or second term of membership. In the rare case when no qualified member is available, a President can be asked by the ISAC to serve a second term.

The ISAC shall appoint a Secretary General, a Treasurer, an Editor-in-Chief of the *Proceedings* and a Webmaster on recommendation of the President. While expected to serve for as long as they are willing and capable, these appointments shall be reconfirmed at each ISS. Persons filling these positions may be any members of the ISA, including ISAC members. These appointees report to the ISAC, who must approve their actions.

The Secretary General and the Webmaster shall be paid an annual stipend to be determined by the ISAC.

Duties and responsibilities of the officers are contained in the Appendix to this Code.

5. Meetings

The ISAC is scheduled to meet *in camera* only at ISS. Only in exceptional circumstances could ISAC members attend that meeting through electronic means.

As pointed out in the next section, an Executive Council (EC) is charged with managing the affairs of the ISA between ISAC meetings at ISS. However, this Code provides for certain matters to be handled by ISAC meetings *in absentia* through conference call or electronic correspondence.

Once a year, the ISAC should meet *in absentia* electronically.

If for some unusual reason an *in camera* meeting is needed between regularly scheduled meetings, a three week notice by electronic mail will be required.

6. Executive Council (EC)

In the period between meetings of the ISAC, the EC will carry out the business of the ISA. The President, the Vice-President, the Treasurer and the Secretary General will constitute the EC.

The EC actions requiring ISAC approval between scheduled meetings shall be communicated and voted upon by conference call or electronic correspondence.

The EC will meet as necessary to ensure that the objectives and functions of the ISA are maintained in the inter-ISS periods and to propose to the ISAC a budget for the forthcoming period. This group will also be responsible for coordinating with the National Organizing Committee (NOC) to oversee the planning, organization, and delivery of the next ISS.

E. ISAC DOCUMENTS

1. Minutes

Minutes of recent ISAC meetings, summaries of meetings of the EC held between ISS, and the financial statements appropriate to the time period will be made available by the Secretary General and the Treasurer, respectively, to all ISAC members attending an ISS.

An oral summary report on the ISA and ISAC affairs will be made by the Secretary General to all ISA members at the opening ceremony of an ISS.

2. Manual of Operations

The ISAC will maintain detailed terms of reference for hosting an ISS, for all awards offered at an ISS, for publishing the *Proceedings* of an ISS, and for any other matters needed to satisfy the ISA's mission and objectives in a Manual of Operations.

In the event of disagreement between this Code and the Manual of Operations, this Code shall take precedence.

3. Maintenance of the Code and the Manual of Operations

Changes in the Code and Manual of Operations can be recommended by any ISAC member and will be communicated through the Secretary General. Changes to the Code will become effective if approved by a two-thirds majority of all ISAC members. The President in consultation with the EC may decide changes to the Manual of Operations.

Copies of the Code and Manual of Operations will be made available to ISA members and other interested parties upon written request to the Secretary General. The most updated version of the Code will be posted on the website of the ISA by the Webmaster.

F. LANGUAGE OF THE ISA

The working language of the ISA, ISAC, EC and ISS will be English. Exceptions to the latter may be made by the ISAC during the opening and closing ceremonies and other special events of an ISS, *e.g.* to accommodate local officials. All official documents of the ISA will be published in English.

G. INTERNATIONAL SEAWEED SYMPOSIA (ISS)

1. General

The ISS are held every three years, or more or less frequently, as decided by the ISAC. The locations for ISS will be based on written applications made by potential host institutions or organizations. The ISAC will encourage applications from parts of the world where science and/or industry of seaweeds are strong and where ISS have not previously been held or not held recently. At any given time, the locations and hosts of the next two ISS will have been decided by the ISAC.

The ISAC has the sole authority to decide on the locations and hosts of ISS.

2. Application for and Approval of an ISS

Applications for holding an ISS may be submitted to the ISAC at any time. The Secretary General will distribute applications to ISAC members as soon as they are received. In the event insufficient applications are tendered, the ISAC may at its discretion send invitations to specific entities.

Applications shall clearly spell out the themes for the technical program and facilities for holding the ISS, and will be evaluated on these bases. The application shall name the host organization, or organizations, and the proposed members of the NOC. Sources of funding for the ISS must also be indicated.

At each ISS, the ISAC will meet to consider applications on hand for future ISS. Applicants will be advised to send a representative to these meetings to make a presentation of the application and to answer questions. The ISAC will select at these meetings the location and host(s) of the second succeeding ISS (the location and host(s) of the next ISS will already have been chosen at the previous ISS). The new selection will normally be announced during the closing ceremony of the ISS.

A formal written acknowledgment from the ISA President will be sent to the representative(s) of the newly chosen host(s).

3. National Organizing Committee (NOC)

After the ISAC has chosen a location and host(s) for an ISS, a NOC will be formally organized with the support of the host(s).

The NOC may be invited to recommend its Chair, but final appointment rests with the ISAC. If two or more members of the ISAC are from the host country and wish to serve as Chair of the NOC, the EC will decide which member will chair the NOC or if Co-Chairs should be named.

The Chair of the NOC will be responsible to the EC for planning and operation of the ISS and will provide liaison with the ISAC and the ISA as required.

The NOC is responsible for the ISS technical program as well as all facilities and logistical matters. The NOC may decide to contract a conference-organizing professional or organization to handle facilities and logistics.

The NOC is responsible for all activities relating to the promotion of the ISS, including the preparation and distribution of the first and second circular.

The duties and responsibilities of the NOC are included in Section H of the Appendix.

4. ISS Agreement, Site Visit and Overview Program

The EC, through the Secretary General and the Treasurer, will obtain a signed agreement from the NOC spelling out the terms of reference established by the ISAC for hosting the ISS. The agreement will indicate that the registration fees must cover ISS costs and a small ISA membership fee, set by the EC, to finance ongoing activities or new initiatives of the ISA. ISS registration fees will also include the costs of producing and distributing a copy of the *Proceedings* to registrants and financial contributors (of \$1,000 or more) who desire a copy of the *Proceedings*.

The NOC collects the registration fees and transfers the amounts dedicated to the ISA membership fees and the costs of the *Proceedings* to the ISAC, who manages the payment for publishing and distributing the *Proceedings*.

A student registration fee, set by the EC, will also be designated in the agreement. The policy on these fees is to cover direct symposium costs only, and thereby yield a satisfactory discount to student attendees.

Approximately one year after the immediate past ISS, a site visit for the next ISS will be conducted by the ISAC, the purpose of which is to determine if progress is satisfactory for a successful ISS. The President, Treasurer and Secretary General will make the site visit for the ISAC, their expenses being paid by the ISA. Any other ISAC member and officer may join the site visit at their own expenses.

If concerns are raised about the potential success of the ISS, the ISAC may step in to assist the NOC.

The Chair of the NOC will submit an overview program for the ISS to the EC for review at least twelve months in advance of the date of that ISS.

5. Opening and Closing Sessions of ISS

These sessions will be under the responsibility of the ISAC. Planning will be done in cooperation with the NOC, which will be invited to participate in each session. The President of the ISA will be in charge of these sessions, but may designate particular areas of responsibility to the EC and the Chair of the NOC.

6. Final Actions of the NOC

After all accounts are closed, the NOC will submit to the Treasurer of the ISA a final accounting of income and expenses in a form acceptable to the Treasurer and will arrange for the transfer of excess revenues according to the following formula: 50% to the ISA and 50% to the NOC for the first US\$20,000.00 of excess, and 40% to the ISA and 60% to the NOC for any excess over US\$20,000.00.

H. PUBLICATION OF THE *PROCEEDINGS* OF AN ISS

The ISAC will be responsible for publishing the *Proceedings* of the ISS. The ISAC may, at its pleasure, delegate this responsibility to the Editor-in-Chief.

The ISAC, through its Editor-in-Chief, will select a publisher to undertake printing and distribution of the *Proceedings*. The contract with the publisher must be approved by the ISAC. The ISAC may, at its discretion, delegate contract approval to the EC. The contract will be signed by the President and the Editor-in-Chief.

The ISAC, through its Editor-in-Chief, will appoint guest editors, reflecting a diversity of expertise to evaluate appropriately the diverse fields contained in the submitted papers. In consultation with the NOC, the ISAC will ensure that one of the guest editors is from the host country, if possible. Guest editors will be paid reasonable out-of-pocket expenses and a stipend to be recommended by the Editor-in-Chief for approval by the ISAC.

The policy for accepting manuscripts for the *Proceedings* will be established by the Editor-in-Chief, in consultation with the guest editors. Oral presentations and posters will be equally considered for publication.

I. OTHER ISA-SPONSORED ACTIVITIES

The ISA may sponsor or co-sponsor other activities, consistent with its mission and objectives, as long as they are within the organization's financial capacity. These may include specialized regional workshops, training courses, lectures or symposia in congresses of other organizations, scholarships or travel funds, prizes, awards, publications, a newsletter, etc. These activities must not conflict with the organization or interests of an ISS.

APPENDIX: DUTIES AND RESPONSIBILITIES OF OFFICERS AND COMMITTEES

A. President

1. Chair all meetings of the ISAC and the EC.
2. Be responsible for the opening and closing sessions of the ISS in concert with the EC and the NOC.
3. Convene the site visit for the forthcoming ISS.
4. The President should, however, not be directly involved with the NOC in organizing an ISS during his/her tenure.
5. Serve as President of the ISA.
6. Represent or delegate the representation of the ISA at any external activities.

B. Vice-President

1. Immediately undertake duties and responsibilities of the President if he or she is unable to perform them.
2. Serve as Vice-President of the ISA.
3. Begin establishing direct contact with the NOC Chair for the ISS at which he or she will be President as soon as possible.
4. Participate in the site visit for the forthcoming ISS, if requested.

C. Past President

1. Assist the President and the Vice-President in their duties when requested. Could participate in the EC if still a member of the ISAC or requested by the President.
2. Assume responsibility, on an interim basis, if for any reason the President and the Vice-President are both unable to perform the duties of President.
3. Participate in the site visit for the forthcoming ISS, if requested.

D. Secretary General

1. Maintain the office of the ISA, including all records and archival material, and respond to routine requests for information from the ISAC or ISA members and any other person or organization.
2. Attend all meetings of the ISAC and the EC, prepare minutes of those meetings, and following the ISS, send the minutes to the members of the ISAC.
3. Participate in the discussions at these meetings as a non-voting appointee, unless he or she is an elected member of the ISAC.
4. Maintain a computerized listing of dates and locations of recent ISS, of participants and organizations represented at the immediately previous ISS and their contact information (provided by the NOC).
5. Supply information as needed to update and maintain the ISA website.
6. Participate, with the NOC, in the preparation and circulation of the "First Circular" and "Second Circular", announcing the forthcoming ISS.
7. Participate in the site visit for the forthcoming ISS, with the President and the Treasurer, to verify that the NOC is taking all the adequate measures to organize a successful ISS.
8. Cover himself or herself small expenses with air or electronic correspondence and duplication of documents to distribute to the ISAC, when necessary.

E. Treasurer

1. Maintain in good order all financial accounts of the ISA. The operating currency of the ISA will be in US dollars. The ISAC may select another operating currency at its discretion.
2. Any cash available to the ISAC will be maintained in checking and saving accounts of a reputable international bank or a local bank with an international corresponding bank.
3. Attend all meetings of the ISAC and the EC.

4. Participate in the discussions at these meetings as a non-voting appointee, unless he or she is an elected member of the ISAC.
5. Prepare financial statements of the ISA and a budget for appropriate time periods to be presented to the ISAC or the EC, as requested by the President.
6. Participate in the site visit for the forthcoming ISS.
7. Manage any tax and related matters for the ISA.
8. Maintain liaison with the NOC of an ISS for proper collection of funds due to the ISA.
9. Cover himself or herself small expenses with air or electronic correspondence and duplications of documents to distribute to the ISAC, when necessary.

F. Editor-in-Chief

1. After receiving approval from the ISAC or the EC, contract with a publisher for the publication and distribution of the *Proceedings* of the-subsequent ISS.
2. After consultation with the ISAC and the NOC appoint, oversee, and if necessary replace, one or more guest editors for the *Proceedings* of the subsequent ISS.
3. Apply the duties and responsibilities set forth in 1 and 2 above to any other publications sponsored by the ISA.
4. Prepare a statement of activities for the ISAC or the EC, as requested by the President.
5. Cover himself or herself small expenses with air or electronic correspondence and duplications of documents to distribute to the ISAC when necessary.
6. Attend all meetings of the ISAC, participating in the discussions but not voting unless he or she is an elected member of the ISAC.

G. Webmaster

1. Maintain the website of the ISA up to date and working continuously online. In order to comply with that, the Webmaster will be paid a variable amount of money to cover the cost of maintaining the website online.
2. Cover himself or herself small expenses with air or electronic correspondence and duplications of documents to distribute to the ISAC when necessary.
3. Attend all meetings of the ISAC, participating in the discussions but not voting unless he or she is an elected member of the ISAC.

H. National Organizing Committee (NOC)

1. Organize an ISS in the name of the ISA.
2. Ensure that the organization of the ISS follows the terms of reference set up by the ISAC.
3. Adhere to all contracts and other agreements between the host institution and the ISA or the ISAC.
4. Raise national supporting funds for the ISS, but coordinate with the ISA Treasurer, who carries out similar fund raising activities at the international level.
5. Collect from each ISS registrant, as part of the registration fees, an ISA membership fee set in advance by the EC.
6. Maintain, for future ISA and publisher use, a computerized listing of all registrants with their postal (no P.O. numbers) and e-mail addresses, and their telephone and fax numbers. After the ISS, this listing is transferred to the Secretary General, who remains the depository of this information.
7. Is not allowed to circulate the above listing to other institutions, organizations or companies, for commercial or non-commercial purposes.
8. Prepare a budget for the ISS, set up an internal financial control system, and report results periodically to the EC.
9. Prepare a final financial report on the ISS and transfer funds due to the ISA within six months after the closure of the ISS.

I. Signing authorities

The ISA signing authorities on what concerns fiscal responsibilities, contracts, other official documents, and money exchange in excess of US\$1,000.00 will be 2 of the 3 officers (the President, the Treasurer and the Secretary General).