

BYLAWS OF THE FRIENDS OF FRANZ THEODORE STONE LABORATORY OF THE OHIO STATE UNIVERSITY

ARTICLE I. Name.

The name of this organization shall be the Friends of Franz Theodore Stone Laboratory of The Ohio State University, hereinafter referred to as the Friends of Stone Laboratory (FOSL). Members of the Friends of Stone Laboratory shall be referred to as Friends. The Board of Directors of the Friends of Stone Laboratory, hereinafter referred to as the Board, shall govern this organization according to these bylaws.

ARTICLE II. Purpose.

The FOSL board will serve as an advisory body to Stone Lab / Ohio Sea Grant (SL/OHSG) and will work with the Director to enhance the program's mission by performing the following functions:

1. **Visibility:** The FOSL board will work with SL/OHSG and its associated programs to promote visibility of the program at the university, local, state, regional and national levels.
2. **Fund raising:** The FOSL board will strive to increase funding for SL/OHSG from federal, state and private sources.
3. **Relevance:** The FOSL board, through its connections with a broad range of stakeholders, will assure that SL/OHSG activities are relevant to real-world problems and priorities on a local, regional, national and/or international scale.
4. **Strategic Growth:** The FOSL board will, as appropriate, help SL/OHSG build new partnerships.
5. **Advice:** The FOSL board will advise SL/OHSG by recommending general program direction including strategic planning and general program funding.

ARTICLE III. Membership.

Section 1. Any individual, organization, business, or corporate body interested in the purposes of the Friends of Stone Laboratory may become a Friend upon donation of a contribution to The Ohio State University Development Fund, designated for the Friends of Stone Laboratory, as specified in the Appendices to these Bylaws.

Section 2. Member benefits can be found in Appendix A: Membership and Donation

ARTICLE IV. Executive Committee Officers.

Section 1. The Executive Committee Officers of the Friends of Stone Laboratory shall be a President, Vice-President, Immediate Past-President, and member-at-large elected from Board membership and not on the Ohio Sea Grant or Stone Lab Staff. Secretary and Treasurer, nonvoting members of the Executive Committee, will be Ohio Sea Grant Staff; Business Coordinator and Fiscal Officer, respectively.

Section 2. The officers shall perform the duties as prescribed in these Bylaws and their Appendices, and in the parliamentary authority adopted by the Friends of Stone Laboratory.

Section 3. The President shall preside over the assembly at its meetings, serve as Chairperson of the Executive Committee of Officers and Board of Directors, prepare the agenda for the annual and special membership meetings and board meetings, appoint committee chairpersons, unless otherwise specified in these Bylaws and/or Appendices, serve as an ex officio member of all standing committees except the Nominating and Awards Committee, and shall keep Director of Ohio Sea Grant and Stone Laboratory fully informed of all activities of the Friends of Stone Laboratory.

Section 4. The Vice-President shall serve in the absence of the President and shall be the President-Elect.

Section 5. The Secretary shall keep the minutes of the Executive Committee, the Board, and the general membership meetings and shall prepare correspondence as appropriate.

Section 6. The Treasurer shall keep a record of all donations to Stone Laboratory, prepare an annual financial statement, and prepare a current financial report for each Board meeting.

Section 7. The immediate Past-President shall serve as an advisor to the Board, shall be a member of the Executive Committee, and shall act as chairperson of the Nominating and Awards Committee.

Section 8. All officers shall perform such other duties as the Board deems appropriate and necessary.

ARTICLE V. Board of Directors.

Section 1. The Board shall be composed of the Executive Committee Officers, and no less than four (4) or more than ten (10) elected members. The following shall also be non-voting members of the Board: Ohio Sea Grant and Stone Laboratory Director.

Section 2. The Board shall manage the affairs of the organization between Annual Meetings and suggest use of bookstore general funds (Shop on the Rock) and the Friends of Stone Lab Fund Endowment (303701). The Board may set forth procedures, consistent with these Bylaws, in order to increase the efficient operation of the Friends of Stone Laboratory.

Section 3. A Board member who has a conflict of interest in a matter will abstain from voting on any relevant motion.

Section 4. The Board, in consultation with the Director of Ohio Sea Grant and Stone Laboratory, shall determine levels of contribution required for Membership and/or other purposes. These amounts are to be specified in the Appendices to these Bylaws.

Section 5. The Board shall hold at least four meetings each year. Members of the Board shall attend at least 75 percent of these meetings.

Section 6. The Board shall elect a Member-at-Large during the first Board meeting after the Annual Meeting, to serve on the Executive Committee until the following Annual Meeting. This member-at-large must be a member of the Board of Directors.

Section 7. The Board shall meet on the call of the President or by the request of a majority of the members of the Board. A majority of voting members of the Board, including the President or Vice-President and the Secretary or Treasurer shall constitute a quorum. Should a quorum not be present, or a full vote by all board members be desired, the President, with the agreement of the Director, can request a vote be taken via electronic communication.

Section 8. If a vacancy on the Board occurs, the Board, upon recommendation of the President, may appoint a replacement to serve until the next Annual Meeting.

Section 9. The Board shall have discretion to remove from office or membership any officer or member of the Board who fails to maintain membership requirements as specified in Article III, and/or who has a conflict of interest but fails to abstain as specified in Section 3 above, and/or who fails to fulfill minimum attendance requirements as specified in Section 6 above, and/or who fails to perform the duties of their office or position as specified in these Bylaws and their Appendices.

ARTICLE VI. Election of Officers and Directors.

Section 1. Executive Committee Officers, with the exception of the Immediate Past President, shall be elected at each Annual Meeting and shall serve without compensation. Their term of office shall begin at the conclusion of the Annual Meeting. Officer terms shall be for one (1) year and officers may be elected to successive terms. The maximum term for the President shall be three (3) consecutive years.

Section 2. Board of Director Members shall be elected to the Board each year at the Annual Meeting. They shall serve two-year terms, beginning at the conclusion of the Annual Meeting. Terms shall be staggered such that each year approximately half of the member terms will expire. Board Members may be elected to two (2) consecutive terms. If a resignation or vacancy occurs during the year, or as a result of officer elections, additional members may be elected at the next Annual Meeting such that there will always be between four (4) and ten (10) non-officer Board Members.

Section 3. A slate of new Officers and Directors shall be published by the Nominating and Awards Committee at least thirty days in advance of the Annual Meeting. Nominations may also be made by any Friend in good standing and must be received by the Nominations Committee at least thirty days in advance of the Annual Meeting. No person shall be nominated without prior consultation and agreement about their willingness to serve.

Section 4. All officers, elected members of the Board, and committee chairpersons, shall be members in good standing and shall be subject to removal by the Board pursuant to Article VI,

Section 10.

ARTICLE VII. Committees.

Section 1. The Friends of Stone Laboratory shall have an Executive Committee, a Nominating and Awards committee, and such other committees as determined by the President and/or enumerated in the Appendices to these Bylaws.

Section 2. The Executive Committee, of which the President shall be chairperson, shall provide leadership for the Board of Directors, to act for the Board in emergency situations between Board meetings, and to report any actions to the Board at the next meeting. A simple majority, including the President or Vice-President, shall constitute a quorum.

Section 3. The Nominating and Awards Committee shall be chaired by the immediate Past-President and shall consist of a minimum of two other members, who at some time have served on the Board. Other qualified persons approved by the Board may also serve on this committee. It shall be the responsibility of this committee to nominate a slate of officers and members of the Board for election. This committee shall also nominate individuals for awards and recognize their scholarship, research, or service accomplishments.

Section 4. Chairpersons of committees and ad hoc "Task Teams" not already specified in these Bylaws and Appendices shall be approved during the first Board meeting following the Annual Meeting. They may be Executive Committee Officers, Board of Director Members, Friends of Stone Lab or staff members, contingent on approval by the Board, and shall serve from one Annual Meeting to the following Annual Meeting.

Section 5. All chairpersons shall make recommendations to the President concerning the membership of their committees, which must be approved by the Board of Directors. They shall be expected to present reports at the Annual Meeting and each meeting of the Board of Directors, shall provide the President with copies of all reports and minutes, shall keep the President fully informed about their activities on behalf of the Friends of Stone Laboratory, and shall perform other such duties as the Board deems necessary and appropriate.

Section 6. Other committees of the Friends of Stone Laboratory are enumerated in the Appendices to these Bylaws. The President shall prescribe the responsibility of these committees, or any others that may be established.

ARTICLE VIII. Meetings.

Section 1. The Annual Meeting of the Friends of Stone Laboratory shall be held at such time and place as determined by the Board, in consultation with the Director of Ohio Sea Grant and Stone Laboratory.

Section 2. Special Meetings may be called at any time by the President or by a simple majority of the Board.

Section 3. Quorum for Meetings shall be the total number of Officers, Board Members and Friends present, provided there is a quorum of the Board. Every Friend shall be entitled to one

vote on all matters brought before the Friends of Stone Laboratory.

ARTICLE IX. Parliamentary Authority.

Robert's Rules of Order shall govern the Friends of Stone Laboratory in all cases in which they are applicable, and where they are not inconsistent with these Bylaws.

ARTICLE X. Amendment.

These bylaws may be amended at any Annual Meeting or Special Meeting of the Friends of Stone Laboratory, by a two-thirds vote of Friends present, provided notice was given at the previous meeting or at least twenty days in advance of the meeting. These bylaws may also be amended by a two-thirds vote of Friends responding to an electronic ballot.

Article XI. Appendices.

Appendices may be included with these Bylaws. Appendices contain formal FOSL policy and cannot be in conflict with the Bylaws, but they are not technically a part of the Bylaws and do not require approval of the general membership. They are intended to address less important or transient issues and may be adopted, amended, or rescinded by a majority vote of the Board of Directors, at any regular or special meeting, provided a Board quorum is present.

Adopted February 20, 1982
Amended August 31, 1985
Amended August 29, 1992
Amended September 6, 1997
Amended September 9, 2006
Amended September 6, 2008
Amended September 8, 2012
Amended October 27, 2018
Amended July 15, 2023
Amended November 13, 2025

Appendices
to the
BYLAWS OF THE FRIENDS OF FRANZ THEODORE STONE LABORATORY
OF THE OHIO STATE UNIVERSITY

Introduction.

These Appendices contain formal policies of the Friends of Stone Laboratory. They are to be used or referenced in conjunction with the Bylaws and cannot conflict with the Bylaws, but they are not technically a part of the Bylaws and do not require approval of the general membership. They are intended to address transient issues and may be adopted, amended, or rescinded by a majority vote of the Board of Directors, at any regular or special meeting, provided a Board quorum is present.

The following Appendices are currently active:

A. Membership and Donations

B. Committees

C. Fiduciary Responsibilities

Appendix A: Membership and Donations

[Revised and adopted by the FOSL Board January 23, 2016]

[Revised by the FOSL Board on July 15th, 2023]

[Revised November 13, 2025]

1. Friends of Stone Laboratory Member.

- a. Recognition as a Friend of Stone Laboratory Member is granted to any individual upon making an annual contribution to any General, Scholarship, Research and/or Education Fund established by the Friends of Stone Laboratory (FOSL), and administered by The Ohio State University Development Fund. General membership confers (1) an invite to the Annual Meeting of the Friends of Stone Laboratory and (2) regular correspondence via Stone Lab and Ohio Sea Grant's monthly e-newsletter.

- b. Friend/Member recognitions are on a giving year basis, and contributions must be made annually to maintain status as a Friend/Member.

Appendix B: Committees

[Adopted by the FOSL Board April 21, 2013]

[Revised by the FOSL Board on July 15th, 2023]

[Revised November 13, 2025]

The Friends of Stone Laboratory shall have the following committees.

A. Executive Committee (See Bylaws, Article VII; section 2)

B. Nominating & Awards Committee (See Bylaws, Article VII; Section 3)

C. Bylaws, Recruitment, and Archival Committee

Committee role and responsibility:

- Assist in maintaining FOSL historical and archival material. This responsibility includes tracking of FOSL Board Alumni. Board Alumni are critical ambassadors of FOSL and Stone Lab. In support of our engagement, onboarding, and retention mission, “Board Alumni” will be invited to volunteer at all events in support of FOSL and Stone Lab. Board alumni will play this ambassador role without an official advisory function.
- Assist with Stone Lab photo collection.
- Assist in recruiting students.
- Develop onboarding materials to welcome new FOSL members and new board members.
- Update and maintain FOSL Bylaws

D. Philanthropy Committee

Committee role and responsibility:

- Assist the Director's Office with fundraising, donor development, donor identification, and donor recognition
- Assist with promotion of Stone Lab and FOSL
- Assign liaison to the Director's Office

Appendix C: Fiduciary Responsibilities

[Adopted by the FOSL Board April, 2019]

[Revised by the FOSL Board on July 15th, 2023]

[Revised November 13, 2025]

1. The entire unencumbered balance in the FOSL General Fund (303701), less any minimum balance that may be necessary to maintain the fund, shall be periodically distributed as follows:
 - 30% to the Director's discretionary; 30% to fundraising initiatives;
 - 20% to scholarships/access; (e.g., courses, field trips, Research for Undergraduates Fellowship (REU), and internships)
 - 20% to event support.
2. Any balances in the Bookstore Fund (110679), over and above that necessary for the bookstore and/or merchandise sales operations, shall likewise be distributed in accordance with #1, above.
3. The above distributions shall be made as appropriate, as determined by the Director and/or the fiscal officer.
4. This action shall take effect immediately and will continue until such time as it is amended or revoked.