

San Diego, Calif., Feb. 16, 1912.

To the Members of the Biological
Association of San Diego,

You are hereby notified that pursuant to the call of the President, a special meeting of the members of the Marine Biological Association of San Diego will be held in the Directors' room of the Chamber of Commerce, at the Northwest corner of 2nd and "D" Sts., in the City of San Diego, California, at 4 o'clock P. M., on Friday the 23rd day of February, 1912, to consider and vote upon the question of the adoption of a resolution, authorizing the transfer by the Association of all its properties to the Regents of the University of California, in pursuance of Article "C" of the Articles of Incorporation of the Association.

W. C. Caudall

Secretary of Marine Biological
Association of San Diego.

BY-LAWS
of the
SCRIPPS INSTITUTION FOR BIOLOGICAL RESEARCH.

1 All property, real and personal, together with all rights, fran-
2 chises and interests of every kind whatever, are vested as a trust in
3 the University of California, a corporation, subject to their agreement
4 with the Marine Biological Association of San Diego that the management
5 and control of the affairs of the station and properties shall be in
6 the hands of a local board at San Diego, consisting of Miss Ellen B.
7 Scripps, President Benjamin Ide Wheeler, E.W. Scripps, and Wm.E. Ritter,
8 and such other persons as may be mutually agreed upon by them, with au-
9 thority to name an executive committee of three members.

10
11 ARTICLE I. MEMBERS. The members of the Local Board of Directors shall
12 consist of active members to which associate members may be added.

13 1. ACTIVE MEMBERS. The active members shall be the charter
14 members and those elected as such by a two thirds vote of the active
15 members at any meeting with the approval of the charter members.

16 2. Associate members shall be those elected as such by a two
17 thirds vote of the active members at any meeting. Associate members
18 shall be scientists and those notably interested in scientific research
19 and shall be put upon the mailing list of the Institution, and may att-
20 tend all meetings of the Board but shall have no vote, it being the
21 intention that through such associate members the Institution may be
22 kept in touch widely with scientific work and interest, and cooperate
23 where possible with other scientific research.

24
25 ARTICLE II. OFFICERS. The officers of the Local Board of Directors
26 shall be a President and Secretary.

27 1. The President shall be elected by a two thirds vote of the
28 active members of the Board at any meeting, and shall hold office until
29 resignation or removal. He shall be the presiding officer of the Board
30 and ex-officio the presiding member of the executive committee.

31 2. The Secretary shall be nominated by a two thirds vote of the
32 active members of the Board at any meeting, and approved by the Regents
33 of the University of California, and shall hold office for one year
34 provided that he shall continue the duties of the office until his suc-
35 cessor is elected and approved.

36 3. The President and Secretary may be removed only by a two
37 thirds vote of the Active members of the Board.

38
39 ARTICLE III. POWERS OF BOARD. The Local Board of Directors shall
40 have the following powers:

41 1. To appoint and remove, at pleasure, all agents and employ-
42 ees of the Institution, prescribe their duties and fix their compensat-
ion.

BY-LAWS OF THE S.I.B.R. (continued).

2. To incur indebtedness to an amount not at any one time to exceed one thousand dollars.

3. To authorize disbursements of funds in the hands of the Secretary.

4. To manage and control the property of the Institution, subject to the provision herein.

5. To determine the policy and carry on the work of biological investigation of the Institution and to do all things necessary or incidental to the powers vested in them.

ARTICLE IV. EXECUTIVE COMMITTEE. The powers of the Local Board of Directors shall be exercised by an executive committee, to consist of the President of the Board and two Directors, who shall be elected annually by the active members of the board, but who shall hold office until their successors are elected.

1. All acts of the Executive Committee shall be reported from time to time to the Local Board of Directors for their approval.

ARTICLE V. FUNDS. The funds of the Institution shall be placed in the hands of the Regents of the University of California, who shall maintain a permanent fund in the hands of the Secretary of the Local Board of Directors to be by him disbursed upon authorization by the Executive Committee of the Board, and the Regents shall maintain such fund by transmitting to the Secretary of the Board, the amounts from time to time, shown by vouchers approved by the Regents, to have been drawn from the fund by the Secretary.

ARTICLE VI. MEETINGS. Meetings of the Local Board of Directors shall be held upon the call of the President or Secretary, and notice thereof sent to each active member whose address is filed with the Secretary, at least forty-eight hours before such meeting; provided that members by their presence may waive notice each for himself, and two thirds of the active members may by their presence or otherwise waive all notice. The Executive Committee shall meet upon the call of the President.

ARTICLE VII. QUORUM. Four active members shall constitute a quorum for the transaction of business.

ARTICLE VIII. RECORDS. The Secretary shall keep the records and the minutes of all meetings of the Board and Executive Committee.

ARTICLE IX. AMENDMENT. These by-laws may be amended by a two thirds vote of all the active members of the Institution at any regular meeting, or by written ballots.