

BYLAWS

ARTICLE I - NAME

The name of this association shall be the **Aquacultural Engineering Society (AES)**, herein after referred to as the Society.

ARTICLE II - HEADQUARTERS

The headquarters of the Society shall be located with the AES Secretary/Treasurer or designee and their local business address. For legal purposes and for filing any legal papers the address of record is: Crossmore Law Office, 115 West Green Street, Ithaca, NY 14850.

ARTICLE III - PURPOSE

The purpose of the Society shall be:

1. to promote the science and art of aquacultural engineering
2. to promote the transfer of technology and encourage original research, and
3. to develop and advance standards associated with the practice of aquacultural engineering.

The Society **shall not** be operated for profit. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the preceding purpose. No substantial part of the activities of the Society shall be the promulgation of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Society shall not, except to an insubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of the exclusively charitable and educational purposes of the Society.

ARTICLE IV - MEMBERSHIP AND DUES

1. The members of the Society shall be such persons as may be admitted to membership by the Board of Directors (BOD). The BOD shall determine the dues and assessments corresponding to the qualifications and rights of each class of membership.
2. The Society shall have two or more classes of membership, namely individual members and honorary members; classes of membership can be altered from time to time by resolution of the BOD. The designation and characteristics of each class of Members and the qualifications and the rights and limitations thereupon of each class

Amended on July 23, 2008 by vote of the AES Board of Directors.

of Members, including the voting rights of Members and any limitations thereupon, shall be set forth in a resolution of the BOD or as described in this article. There shall be one or more classes of membership with full voting rights.

2.1 Individual Members. There shall be at least two categories of Individual Members which shall be as follows and have such rights and privileges as provided herein or as otherwise determined by the BOD:

- (i) Individual Members;
- (ii) Individual Student Members.

Individual Members are **eligible to join** the Society by having a sincere interest in the broad area of Aquacultural Engineering. Individual Student Members are eligible to join the Society upon recommendation of a single member of AES in good standing. Student Members pay no annual fee for membership in order to encourage students to join the AES and start a professional relationship.

Individual Members shall have full voting rights on matters brought before the Society.

2.2 Honorary Membership. The BOD of the Society may at any time and from time to time and in its discretion, grant Honorary Membership in the Society to any individual who, in the opinion of the BOD, has made significant contributions to the Society and its activities. Honorary Members shall have all rights and privileges associated with Individual Members in the Society.

3. Members of the Society shall have the right to vote on all matters which are submitted to the membership for approval as required by the Bylaws and on all matters which come properly before a Meeting of the Members of the Society. Votes may be collected either at an official meeting of the Society or can be solicited by electronic means (email).
4. The membership in the Society of any Member may be suspended or terminated for nonpayment of dues or assessments.
5. A member may withdraw from the Society by giving written notice to the Secretary.
6. Annual Dues¹. Each Member of the Society shall pay annual dues, which dues shall be payable in full, the first day of January of each calendar year. Applications to join AES shall be submitted with their **annual dues** attached as noted on the application form. Members joining after September 1 of a calendar year are exempt from their first annual dues. The BOD of the Society shall, from time to time, establish by resolution and publish the annual dues to be paid by each category of membership in the Society.
7. Failure to Pay Dues. Any Member whose dues remain delinquent for more than 1 year shall, at the discretion of the BOD, be removed as a Member of the Society.

¹Amended 6-20-93 by BOD to replace specific fees with intent behind fees.

8. Re-Admission. Any Member, whose membership has been terminated by reason of failure to pay annual dues may, upon payment of all delinquent dues and submission of a written request to the President, or his designee, be readmitted as a Member of the Society, subject to the approval of the BOD.

ARTICLE V - OFFICERS

1. The officers of the Society shall be: President, First Vice President, Second Vice President, Secretary/Treasurer, and Past President. The President shall also serve as the Chairman of the BOD. An officer in the Society must have either an engineering degree from an ABET accredited program or a professional license granting the holder the privilege to practice engineering.²
2. Officers of the Society shall be elected at its initial organizational meeting by the BOD to serve until their successors are elected and qualified, or until their resignation or removal and thereafter every year at the annual AES Business meeting by the General Membership from a slate of officers nominated by the BOD (see Article VII.2). There is a natural progression from 2nd Vice President to 1st Vice President to President to Past President; thus, each year only the 2nd Vice President is elected. The Secretary/treasurer is appointed or removed by the BOD by a 2/3 majority vote. There is no term for the Secretary/treasurer position.
3. An officer shall not execute, acknowledge or verify an instrument in more than one capacity.

ARTICLE VI - DUTIES OF OFFICERS

1. The President of the Society shall be a member of the BOD and serve as its Chairman, shall be the chief policy officer of the Society with full power to manage its affairs, subject always to the powers of the BOD, and shall preside at all meetings of the members and the BOD. He or she shall perform such other duties and functions as shall be assigned to him or her from time to time by the BOD. He or she shall be, ex-officio, a member of all committees. The President shall possess the power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Society which may be authorized by the BOD.
2. In the absence of the President or in the event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. The First Vice President shall chair the **Program Committee** and perform such other duties as may be delegated by the President, the BOD or the Executive Committee.

²Amended to include this last statement on 6-20-93 by the BOD; also during the incorporation of AES, the NY State Board of Education required that the officers listed under incorporation be certified as engineers; thus, the rationale to include this statement in the by-laws.

3. The Second Vice President shall chair the **Membership and Publications Committee** and perform such other duties as may be delegated by the President, the BOD or the Executive Committee.
4. The Secretary/Treasurer shall act as Secretary and Treasurer personally or by designate for the Society, the BOD and the Executive Committee. He or she shall cause to be preserved in the books of the Society true minutes of the proceedings of all meetings, shall safely keep in his or her custody the seal of the Society, shall have authority to affix the same to all instruments where its use is required or permitted, shall give all notices required by statute, these Bylaws or resolutions, shall perform all duties incident to the offices of Treasurer and Secretary and such other administrative duties as may be prescribed by the President, the BOD or the Executive Committee.

The Secretary/Treasurer shall also be the chief operating officer (COO) of the Society and shall have full responsibility for the management of the activities and expenditures, including staff hiring of the Society, subject always to the general directions of the BOD and to the BOD's approval of staff positions and budgets, and shall also perform such other duties as from time to time may be assigned to him or her by the BOD or the Executive Committee.

5. The Past President shall chair the Nominating Committee. The Nominating Committee shall prepare a list of eligible candidates for Board of Director members for each election and provide nominees for any other office in need of a candidate(s) in a timely fashion as directed by the President. The Nominating Committee shall also prepare a list of possible candidates to the BOD that exceeds the number of open positions and present the list to the BOD for action by ballot prior to the annual meeting.

ARTICLE VII - MEETING OF MEMBERS

1. An **Annual business meeting** of the Members of the Society shall be held each year to transact such business as may properly come before such a Meeting at such time and place as shall be determined by the President of the Society. In general, this meeting shall occur simultaneously with the annual meeting of one of the Companion Societies (ASAE, WAS, AFS).

Election of Officers. The Officers of the BOD shall be elected by the **General Membership** by ballot prior to the annual business meeting from a slate of candidates presented by the BOD³. There is an automatic progression of Officers from 2nd Vice President forward, so the General Membership will only vote on the 2nd Vice President position. The Secretary/Treasurer position is non-rotating and shall serve at the discretion of the BOD.

2. A special meeting of the Members of the Society may be called at any time by any member of the BOD with the approval of the Executive Committee. A special

³Amended by the BOD in June 2002, the AES no longer allows proxy voting.

meeting must be called upon the receipt of a request in writing, stating the purposes of the special meeting proposed and signed by a least 25% of the Members of the Society entitled to vote. A special meeting may act only upon the subjects for which the special meeting was called.

3. Notice of each Meeting of the Members of the Society shall be mailed to each Member entitled to vote according to the listing maintained by the President at least fifteen (15) days prior to the date of the meeting. The notice of the Meeting shall contain the date, time, and place of the Meeting, and the purpose or purposes for which the Meeting has been called.
4. The President (Chairman of the BOD) shall act as chairman of a Meeting of the Members of the Society. If the President is absent or unable to act as chairman of the Meeting, the Meeting shall be chaired by a Vice President of the Society. The Secretary of the Society shall act as secretary of the Meeting. If the Secretary is absent or unable to act, the chairman of the Meeting shall appoint a Member to act as secretary of the Meeting.
5. A quorum shall consist of those members (minimum of 5) present at any regularly scheduled Meeting of the Members of the Society.
6. The affirmative vote of a majority of the votes entitled to be cast by the Members present at a Meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE VIII - BOARD OF DIRECTORS (BOD)

1. All rights, powers, duties and responsibilities relative to the management and the control of the Society's property, business and affairs are vested in the BOD consisting of at least five (5) directors and not to exceed 15 directors. All members of the BOD shall be members of the Society. At least 5 director positions should be designated for members within the USA and at least 5 director positions should be designated for members outside the USA. All director positions need not be filled at all times.
2. The initial directors designated in the Articles of Incorporation of the Society shall serve on the BOD until the first organizational meeting of the members of the Society and until their successors are elected and qualified. Thereafter, directors shall be elected annually by the general membership and shall serve a term of two years.
3. Directors shall not be compensated for the performance of services for the Society, but may, by resolution of the BOD, be reimbursed for expenses incurred on behalf of the Society.

ARTICLE IX- MEETINGS OF THE BOD

1. Regular meetings of the BOD shall be held on such dates and at such times and places as shall be designated by the President .
2. Special meetings of the BOD may be called at any time by the President on his or her own motion.
3. At least ten (10) and not more than a sixty (60) day notice of the time and place of all regular meetings of the BOD shall be given to each director. Special meetings of the BOD may be called by the Chairman of the BOD (President of the Society), or by a majority of the persons then constituting the BOD, on any item by giving not less than five (5) days notice of the time and place thereof to each director.
4. Each director present in person shall be entitled to one vote upon each matter properly submitted to vote. Unless required by law or otherwise provided by the Articles or Bylaws of the Society, all matters shall be decided by a majority vote of the directors present.

ARTICLE X - EXECUTIVE COMMITTEE

1. Except to the extent otherwise provided by law, by the Articles of Incorporation or herein, the BOD shall designate an Executive Committee, who to the extent provided in such resolution, shall possess and exercise the full authority of the BOD in the management of the business of the Society between meetings of the BOD. The President shall be chairman of the Executive Committee.
2. Vacancies on the Executive Committee, occurring for any reason except for expiration of term of office, shall be filled by vote of the BOD at its next meeting.
3. The Executive Committee shall consist of the Society's President, First Vice President, Second Vice President, Secretary/Treasurer, and Past-President.
4. Members of the Executive Committee shall serve a succession of one year terms by following an automatic progression from Second Vice President to First Vice President to President. If a member of the Executive Committee should be replaced, then the replacement member shall become the Second Vice President, with remaining officers progressing accordingly. Officers of the Executive Committee shall not replace themselves, except for the position of Secretary/Treasurer. All members of the Executive Committee shall remain members of BOD while serving office, including Past-President.

ARTICLE XI - OTHER COMMITTEES

The BOD may by resolution, adopted by a majority of the Directors, designate additional committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Society, and the individuals to serve as members and chairs of such committees.

ARTICLE XII - HONORARY MEMBERS

1. The BOD may appoint as Honorary Members such distinguished individuals as the Board deems proper.
2. Honorary Members shall enjoy all the privileges of the Society. They shall not be liable for the payment of dues.

ARTICLE XIII - FUNDS

1. The funds of the Society shall be deposited in such bank or trust company within the USA, one or more, as may be designated by the BOD. Such deposit shall be made subject to withdrawal on the signature of the Treasurer or such person or persons as the BOD shall designate from time to time.
2. The funds of the Society shall be disbursed only pursuant to resolutions of the BOD, but any depository of such funds so designated shall be fully protected in acting upon the orders of withdrawal, including checks, drafts, and other customary banking orders, signed in accordance with the provision of section 1 of this Article of the Bylaws or duly certified Society resolutions.
3. The BOD may take such appropriate steps (including bonding) to insure the fidelity of those indicated by the Board.

ARTICLE XIV - ANNUAL AUDITS

The AES should contract for an independent audit of the society's finances every five years. The audit shall cover the previous five years' finances. The audit may be a true audit, a review, or a compilation, at the discretion of the BOD. The incumbent AES Past President should select an independent certified public accountant to perform the audit. The results of the audit shall be provided to the BOD.

ARTICLE XV - CONTRACTS AND INVESTMENTS

1. The Society shall, without limitation, to the fullest extent permissible under New York law, indemnify any director, officer, employee of the Society against expenses, including attorney fees, judgments, decrees, fines, penalties or amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense of any pending, threatened or completed action suit, or proceeding, criminal, civil, administrative or investigative, to which he or she was, is or may be made a

party by reason of being or having been such director, officer, or employee of the Society.

2. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 of the Article may be paid by the Society in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employer or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society.

ARTICLE XVI - AMENDMENTS AND ADDITIONS

1. These Bylaws may be altered or amended by majority vote only of the BOD, by written consent or at a duly called meeting of the BOD, provided that written notice containing the substance of the proposed amendment has been sent to each director of the BOD at least ten (10) days in advance of the date of meeting.
2. These Bylaws may also be amended by a 3/4 majority vote of the general membership, provided that a written notice containing the substance of the proposed amendment has been sent to each Society member at least thirty (30) days in advance of the date of meeting.

ARTICLE XVII - FISCAL YEAR: SEAL: NOTICES:

1. The fiscal year of the Society shall end on the 31st day of December each year.
2. The Secretary shall obtain a suitable seal for use by the Society.
3. Whenever any notice of communication is required to be given to any director or member under any provision of statute, the Articles of Incorporation or of these Bylaws, it may be given in writing, by mail, addressed to such director or member, at the address designated by him or her for that purpose or, if none is designated, at his last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository of the United States or other country's postal service. Notice may also be given orally in person or by electronic mail, or FAX, and such notice shall be deemed to be given when the recipient receives the notice personally, by telephone or when the notice, addressed as provided above, has been delivered to the member, or to the equipment transmitting such notice. Unless otherwise required, neither the business to be transacted at, nor the purpose of, a regular or special meeting of the BOD need be specified in the notice of the meeting.

ARTICLE XVIII - AES Awards

1. The following two awards, listed in order of their importance and prestige, are considered on an annual basis by AES Board of Directors. No more than one award in each category can be made in any one year. These awards are conferred on a need-

only basis – they are not mandatory. Nominations are solicited from the AES membership through notice in the fall AES newsletter. Award nominations and supporting data received prior to December 1 are forwarded to the AES Award Committee Chair appointed annually by the AES President. The Chair ensures nomination packages are complete then distributes nomination packages to all AES board members prior to the annual (winter) AES board meeting. During this meeting, the Board, by majority vote, selects award recipient(s), if any. Awards are presented by the President of AES during the subsequent AES general membership meeting.

1.1. Award of Excellence

This award recognizes outstanding science or technical contributions to the field of aquacultural engineering. The award can reflect very substantial single contributions or an extended record of smaller contributions. The recipient must be a member of AES.

1.2. Meritorious Service Award

This award recognizes an AES member's unswerving loyalty, dedication, and meritorious service to the society over a long period of time; and for exceptional commitment to the programs, ideals, objectives and long-term goals of AES.

2. The AES shall honor peer-reviewed journal publications of its members by awarding best paper awards. The Awards Committee Chair shall establish the process for judging and giving out these awards.

ARTICLE XVIII - OFFICIAL JOURNAL

The official journal of the Society shall be the Journal of Aquacultural Engineering (JAE). The Society will encourage its members to submit papers to the JAE.

ARTICLE XIX - DISSOLUTION

In the event of the dissolution of the Society, any balance of unexpended funds or other assets in excess of the liabilities shall be distributed to an organization or organizations qualifying as tax-exempt, non-profit, charitable, or educational organizations under Section 501(c)3 of the Internal Revenue Code of 1954 as may from time to time be amended, such organization or organizations to be chosen by the BOD of the Society.