

BYLAWS
OF THE
WORLD AQUACULTURE SOCIETY
(A Corporation Not for Profit)

BYLAW 1. NAME AND PURPOSE

Section 1. The name of the Society shall be World Aquaculture Society, as described in the Articles of Incorporation.

Section 2. The Home Office of the World Aquaculture Society shall be located at 143 J.M. Parker Coliseum, Louisiana State University, Baton Rouge, Louisiana 70803 USA. (Moved from Policy Rule and Regulations by Board Action; August 1994)

Section 3. The purposes and activities of this Society shall be as described in the Articles of Incorporation under Article V. (Revised September 2003)

BYLAW 2. MEMBERSHIP AND DUES

Section 1. Any individual or institution that qualifies for membership under these Articles and Bylaws may become a member in good standing of the Society by having a genuine interest in the purpose of the Society, by paying the appropriate dues, and by adhering to the rules and regulations laid down in the various sections and subsections of these Articles and Bylaws. Libraries are not eligible for membership. (Amended by Board action August 1995)

Section 2. There shall be seven classes of membership in the Society: (a) Individual; (b) Student; (c) Corporate; (d) Sustaining; (e) Life; (f) Honorary Life and (g) E-Member.

- (a) Individual membership shall be available to all persons. Individual members shall be eligible to all rights, benefits and privileges of full membership in the Society.
- (b) Student membership shall be available to any individual registered as a student at any educational institution recognized as such by the Board of Directors. Student members shall be eligible to all rights, benefits and privileges of full membership in the Society.
- (c) Corporate membership shall be available to any for-profit corporation. Membership shall be listed in the name of the organization and one individual should be designated to receive all rights, benefits and privileges of membership. In addition, all employees of the corporate member shall be eligible to attend conferences and tradeshow sponsored by the WAS at current member rates. (Amended by Board action and ratified by membership March 2002)

- (d) Sustaining membership shall be available to any individual, company, corporation, institution, agency, or organization. Sustaining membership provides additional financial support to the Society. One person should be designated by the company, corporation, institution, agency or organization to receive all of the benefits that are provided for an Individual Member. If no individual is designated, then ballots will not be sent, but all publications and correspondence will be sent to the Sustaining Member
- (e) Life membership shall be available to all individual members of the Society. Life members shall be eligible to all rights, benefits and privileges of full membership in the Society
- (f) Honorary Life membership may be conferred upon any individual who has rendered notable service to the profession. Candidates for Honorary Life membership may be nominated by any members of the Society by submission of the name and appropriate supporting documents to the Honors and Awards Committee. The Honors and Awards Committee shall be chaired by the President-Elect who shall act in accordance with Honors and Awards Committee policy. The action of the Honors and Awards Committee must be ratified by two-thirds vote of the Board of Directors. Honorary Life members shall be eligible to all rights, benefits and privileges of membership in the Society. (Revised September 2003; amended by Board action June 2011; ratified August 2012).
- (g) E-Membership shall be available to all persons who have not been an individual or student member of the Society during the preceding 5 years. Individuals shall be eligible to the rights and privileges as determined by the Board of Directors and specified in the WAS membership policy. (Amended by Board Action and ratified by membership 2004).

Section 3. Dues shall be paid annually by or for all members with the exception of Life members and Members that are serving as Associate Editors of the Journal of the World Aquaculture Society. (Revised September 2003)

Section 4. The amount of dues to be paid by each class of membership shall be decided by the Board Of Directors. (Note: Affiliated Membership deleted by Board action February 1993)

BYLAW 3. MEETINGS, VOTING, ELECTIONS

Section 1. The Annual Meeting of the membership shall be held at the time and place set by the Board of Directors of the Society. The Secretary shall serve written notice thereof, not less than sixty (60) days previous to such meeting. Said notice shall contain a description of any proposed or contemplated amendments to the Bylaws or Articles of Incorporation.

Section 2. The Board of Directors meets at least once each year to conduct Society business, and one Meeting shall be in conjunction with the Annual Meeting of the Society.

Section 3. In all matters of business on which a class of membership is entitled to vote, all members

in that class shall be eligible to cast one vote.

Section 4. Voting for Officers and Directors of WAS shall be by internet, email, fax or mail. The election shall be conducted under the supervision of the chairman of the Election Committee, the immediate past President, and ballots should be mailed to all voting members and posted on the WAS website at least three (3) months prior to the next Annual Meeting. No returned ballots shall be accepted later than one (1) month prior to the date of the next Annual Meeting. (Revised September 2003)

Section 5. Other business matters may be voted on by the membership at the Annual Meeting or at other times by internet, email, fax or mail ballot from the Board of Directors. (Revised September 2003; Amended by Board action and ratified by membership 2007)

BYLAW 4. OFFICERS OF THE SOCIETY

Section 1. The officers of the Society shall be: (a) President, (b) President-Elect; (c) Immediate Past- President; (d) Secretary, and; (e) Treasurer. (Revised September 2003, Amended by Board action 2006 and ratified by membership 2007)

Section 2. The President, President-Elect, Immediate Past-President, shall serve for one term, extending from one annual meeting to the next annual meeting. The Treasurer and Secretary shall serve two terms, extending from one annual meeting to another annual meeting two years later. Therefore, annual elections shall be for President-Elect, and staggered, biannual elections will be held for Treasurer and Secretary. The President-Elect will be installed as President at the opening of New Business of each regular annual business meeting. (Amended by Board action October 1998, Revised September 2003, Amended by Board action 2005 and ratified by membership 2007)

Section 3. Individuals elected to the office of Secretary or Treasurer may be re-elected to serve two or more consecutive terms.

Section 4. Nominations for office shall be made by the Election Committee (Bylaw 9, section 1-A). All persons nominated by this committee shall be members in good standing and eligible to hold office in the Society.

Section 5. In the event that any officer other than the President-Elect resigns or otherwise leaves a position vacant, the Board of Directors shall, by majority vote of Directors present at a properly constituted meeting at which business may be conducted, appoint a replacement to fill the remainder of the term. Any vacancy in the office of President-Elect must be filled through membership ballot.

BYLAW 5. DUTIES OF OFFICERS

Section 1. The PRESIDENT is responsible for the conduct of business and the organization of the Society. He shall preside over all annual, special, and Board meetings, shall make such appointments as reauthorized in the Bylaws, and shall exercise such other functions and responsibilities as may be determined from time to time by action of the Society or the Board of Directors of which he is chairman. The President is authorized to, from time to time, appoint ad hoc committees from the membership of the Society to perform various duties as, in the discretion of the President, may seem appropriate. The President chairs the Executive Committee (EXCOM, see Bylaw 8) and shall also serve as ex-officio member of all committees. (Revised September 2003)

Section 2. The PRESIDENT-ELECT shall, at the end of his term, accede to the Presidency. During his term as President-Elect he shall perform the duties of the President in the absence of the President. The President-Elect serves as a member of the Executive Committee (EXCOM). The President-Elect shall serve as chairman of the Honors and Awards Committee and shall appoint other committee members. (Revised by Board action 2006 and ratified by membership 2007)

Section 3. The IMMEDIATE PAST-PRESIDENT shall serve as mentor to the President and President-Elect and shall chair the Elections and Past Presidents committees. The Immediate Past-President shall serve as a member of the Executive Committee (EXCOM). (Revised September 2003)

Section 4. The SECRETARY shall ensure that accurate and current membership and mailing lists are maintained for the Society, that minutes of membership and Board meetings are recorded, that proper notification of scheduled meetings is given, and that the Bylaws, Rules and Regulations of the Society are updated and distributed to the Board of Directors. The Secretary shall also serve as a member of the Rules and Regulations Committee. (Revised September 2003)

Section 5. The TREASURER shall ensure that documented accounts of all transactions are maintained, that accepted bookkeeping and accounting practices are followed and that the Society's financial resources are managed according to procedures adopted by the Board of Directors. The Treasurer shall, at the annual Board meeting, present a provisional budget for the next fiscal year, and shall at all Board meetings submit a detailed financial report. The Treasurer shall ensure that an annual audit of The Society's financial records is conducted by a certified public accountant and presented to the membership at the annual business meeting. The Treasurer shall ensure that Form 990, or the equivalent, is filed annually with the Internal Revenue Service, that all documents required to maintain charitable status are filed annually with the appropriate agencies, and that all state and federal documents pertaining to corporate status are filed annually. (Amended by Board action August 1995) The Treasurer shall serve as a member of the Executive Committee (EXCOM). (Revised September 2003)

BYLAW 6. FINANCIAL

Section 1. Motions that direct or require the expenditure of funds of the Society shall not be

accepted from the floor at an annual meeting of the general membership. Such expenditures can only be authorized by the Board of Directors after evaluation by the Finance Committee.

Section 2. The signing officers of the Society are the President, the President-Elect, and the Treasurer.

Section 3. No officer or director may receive any compensation for services rendered in conducting Board business. Certain travel expenses may be defrayed when authorized by the President with the concurrence of the Treasurer. Clerical and other operations funds may be paid by the Treasurer when so authorized by the President. (Revised September 2003)

Section 4. As chief financial officer, the Treasurer, in consultation with the Finance Committee, shall submit for Board approval a proposed budget for the ensuing year. (Modified by Board Action August 28, 1994)

BYLAW 7. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers of the Society.

Section 2. Two Directors shall be elected annually to the Board of Directors to serve a term that includes three consecutive Annual Meetings. (Modified by Board action August 28, 1994, Revised February 1993)

Section 3. The Board of Directors shall be responsible for the management of the business affairs of the Society.

Section 4. Business may be conducted at any meeting of the Board of Directors at which the elected members present and eligible to vote constitute a quorum, which for these purposes is defined as 50% of the elected membership of the Board of Directors (Board action December 1992)

Section 5. In the event that a Director is not able to complete a term, the Board shall appoint the unelected candidate that received the most votes for Director in the most recent election to complete the remainder of the term. If none of the unelected candidates are willing or able to serve, the Board of Directors shall by majority vote of the directors appoint a replacement to fill the slot until the next annual election a replacement to complete the unexpired term as that candidate for Director, not elected in the most recent election that received the most votes. (Amended by Board action August 1995, Revised September 2003)

Section 6. The Board of Directors may declare vacant the office of an officer or director:

- a) If he is interdicted or adjudicated as incompetent (Board action June 2011; ratified August 2012)
- b) If he is convicted of a felony;

- c) If he becomes incapacitated by illness or other infirmity to perform his duties through the remainder of his term of office.
- d) If he ceases to have the qualifications required by the Articles of Incorporation or Bylaws. (Amended by Board action August 1995)

Section 7. The Board of Directors may remove an officer or director for improprieties, either financial or through his personal actions, only by a 3/4 majority vote of the Board of Directors. This action can be undertaken only after legal counsel on the appropriateness and legal ramifications of said actions. (Amended by Board action August 1995)

Section 8. The membership may remove an officer or director from office through a petition. If ten percent (10%) of the membership petition the Board for removal of the director, the Board shall review the petition and offer it, with recommendations, to the membership on the next mailed Ballot. An affirmative majority vote is required to remove the officer or director. (Amended by Board action August 1995)

BYLAW 8. EXECUTIVE COMMITTEE

Section 1. The Executive Director and the Home Office of the Society shall be administered by an Executive Committee (EXCOM) consisting of the President, the Immediate Past-President, the President-Elect and the Treasurer. The President, as Chief Executive Officer of the Society, chairs the EXCOM and is responsible for, and has sole authority, in all matters of administration, operation and employment in the Home Office, but in exercising this authority, the President is expected to consult with the other members of the EXCOM. The Treasurer will be the fiscal agent officer of the EXCOM and will be involved in all decisions regarding financial matters. (Revised September 2003)

Section 2. The EXCOM will ensure that the business of the Society is conducted within the limits of the annual budget as approved by the Board of Directors. The EXCOM will not approve expenditures beyond the total of the approved budget without approval of the Board of Directors. However, the EXCOM may adjust line items within the budget. Adjustments cannot exceed 10% (ten percent) of the total budget without Board approval.

Section 3. The EXCOM will meet up to four times annually and will be in more frequent communication among themselves and with the Home Office. The President of the WAS will be responsible for calling meetings and keeping in close communication with the Home Office and with the preparation of quarterly activity reports which will be distributed to the Board.

Section 4. All action by the EXCOM will require agreement of a majority of the membership, with a quorum being 3 (three) of the 4 (four) members.

BYLAW 9. COMMITTEES

Section 1. All activities and recommendations of the Standing and Ad Hoc Committees are subject to approval of the Board of Directors. Except as noted below, the President shall appoint Society members in good standing to the following committees:

- (a) Election Committee. The Election Committee shall consist of the Immediate Past-President as chairperson, the current President, and the President-Elect, a representative from each Chapter, two Board-approved members who have not previously served on the board, and may include one or two other members, appointed at the discretion of the President. The Election Committee shall be responsible for all matters pertaining to the conduct of the annual election, including assembling a slate of nominees for the approval of the Board, compiling and distributing the ballot, and tabulating the votes cast by the membership. (Modified by Board action October 1993)
- (b) Finance and Long Range Planning Committee. The Finance and Long Range Planning Committee shall consist of the Treasurer and three or more appointed members. The committee shall consult with the WAS Executive Director and shall also be responsible for planning and evaluating the financial aspects of proposed conferences, projects and activities of the Society. (Revised September 2003)
- (c) Affiliation Committee. The Affiliation Committee shall consist of three or more members to encourage formation of chapters, or to develop association with the World Aquaculture Society by national and multinational aquaculture organizations as described by Bylaw 10. (Modified by Board action August 1994)
- (d) Rules and Regulations Committee. The Rules and Regulations Committee shall consist of the Secretary and two or more additional members. It shall be the duty of this committee to study the Articles, Bylaws, Rules and Regulations of the Society and make recommendations for revisions.
- (e) Conference Steering Committees. WAS representatives to Conference Steering Committees shall be appointed by the President. The WAS Conference Steering Committee representatives will represent the Society's interest in planning and producing the meeting. (Revised September 2003)
- (f) Honors and Awards Committee. This committee shall consist of a chairman, who is the President-Elect, and five or more additional members appointed by the President-Elect including all Chapter Presidents and one industry representative. This committee shall establish criteria for awards, review honors candidates and award nominees, provide judging for competitive awards and make award and honor-related recommendations to the Board. (Revised September 2003; Board action November 2015; ratified February 2016)

- (g) Past Presidents Committee. The Past Presidents Committee will be chaired by the Immediate Past President. Other members will consist of the past presidents of the World Aquaculture Society who are not serving on the Society's Board of Directors. This committee shall confine its deliberations to broad policy issues and special issues as requested by the Board, and shall avoid direct involvement in routine affairs of the Society. The committee shall not meet with the Board of Directors, but shall report its findings to the Board through its chairman in the form of a committee report. (Board action August 2012; ratified August 2012; Board action September 2012; ratified January 2013).
- (h) Publication Committee. The Publication Committee shall consist of a chairman, and at least two additional members, appointed by the President. The editors of the World Aquaculture magazine, the Journal of the World Aquaculture Society and the Advances in World Aquaculture book series will serve As ex-officio members. The committee shall be responsible for the content, production, and fiscal Management of the Society's publications, the appointment of editors, the enforcement of publication policy, and the preparation of an annual publication budget. Publication editors will be responsible for submitting a budget for their publications to the Treasurer as part of the annual budgeting process. Editors will be responsible for assuring that expenditures remain within approved budgets. (Revised September 2003)
- (i) Student Activities Committee: The Student Activities Committee shall consist of a chairman and two or more additional members including the Chapter student representatives. The committee shall encourage the active participation of students in the affairs of the World Aquaculture Society, provide judging for competitive awards and pursue appropriate activities. (Defined by Board action August 1995, Revised September 2003; Board action June 2014, ratified May 2017)
- (j) Industry Relations Committee: The Industries Relations Committee shall consist of a chairman who is a board member, and at least two additional members, appointed by the President. The Industrial Relations Committee is responsible for maintaining positive relations between the World Aquaculture Society and the aquaculture industry. The Industry Relations Committee will administer a survey of the tradeshow participants at each annual meeting and report the results to the board with the goal of improving tradeshow quality. (Defined by Board action May 1993)
- (k) Promotions and Membership Committee. The Promotions and Membership Committee shall consist of a chairman or co-chairmen, at least one representative from each Chapter, and one student member appointed by the President. The Committee shall interact with the Student Activities and Industry Relations Committees to solicit ideas and coordinate promotion and membership activities. The Committee shall develop recommendations to the Board of Directors associated with expanding global awareness of the World Aquaculture Society, improving member services, and retaining and increasing membership. (Established as a Standing Committee by Board action May 1993, defined by Board action February 1998).

- (l) WAS Fellows Committee. The WAS Fellows Committee shall consist of all WAS Fellows and shall elect a Chair from within its membership. This committee shall confine its deliberations to broad policy issues, strategic recommendations, special issues as requested by the Board or the President, and to activities that further the mission and global presence of WAS. Unless so charged, the Committee shall avoid direct involvement in routine affairs of the Society. The Committee shall not meet with the Board of Directors, but shall report its findings to the Board through its Chairman in the form of a committee report. (Established as a Standing Committee and defined by Board action September 2013, ratified by the membership May 2014).

BYLAW 10. CHAPTERS, ASSOCIATES AND COMMUNITIES OF PRACTICE

Section 1. Any national or multinational aquaculture organization may apply for associate status in the World Aquaculture Society by submitting a written application to the Board of Directors. Members of the World Aquaculture Society in any national or multinational region may apply for chapter status by submitting a written application to the Board of Directors according to the procedures laid down in the Rules and Regulations under Affiliations. Any group of members of the World Aquaculture Society with common subject matter interests may apply for Community of Practice status by submitting a written application to the Board of Directors. (Modified February 1998, Amended by Board action 2006 and ratified by membership 2007, Amended by Board action November 2015).

Section 2. Each Chapter (with 200 members or more) shall be entitled to send one voting delegate to The meeting of the Board of Directors of the World Aquaculture Society. [Board action – 12/91 {modified – 12/92; Feb. 1, 1993}] Chapters with less than 200 members and Associated organizations shall be entitled to send one non-voting delegate to the Board of Directors meetings. Community of Practice officers should be members of the World Aquaculture Society with no less than 6 members of the Community of Practice being members of the WAS. (Modified February 1998, Amended by Board action November 2015)

Section 3. Each Associate is responsible for the adoption and amendment of its own Constitution and Bylaws, the election of its own Officers and Directors, and the conduct of its own affairs. (Amended by board action August 1995)

Section 4. Chapters and Communities of Practice shall have Bylaws that have been developed according to models provided by the World Aquaculture Society. Amendments to Chapter and Community of Practice Bylaws are subject to review and approval by the Board of Directors of World Aquaculture Society prior to ratification by the chapter membership. (Amended by Board action August 1995, February 1998, February 2013 [ratified May 2013], November 2015)

Section 5. If the World Aquaculture Society is responsible for any financial transaction or provides any administrative service for a Chapter or Community of Practice that would create financial liability for the WAS, then the conduct of financial matters by the Chapter or Community of Practice

is subject to review and approval by the Board of Directors of the World Aquaculture Society as defined in the Policy, Rules and Regulations of the World Aquaculture Society.(Amended by Board action August 1995, February 1998, November 2015)

Section 6. Chapter, Associate and Community of Practice status, once granted to an organization, shall remain in effect until such time as: the Chapter, Associate or Community of Practice serves written notice of intent to withdraw from the relationship with the World Aquaculture Society; fails to meet its obligations to the World Aquaculture Society under the terms of the relevant Agreement and/or Bylaws; or such status is rescinded by two-thirds vote of the WAS Board of Directors present and voting at a meeting for which proper notice has been given.(Amended by Board action February 1998, November 2015)

BYLAW 11. AMENDMENTS

Section 1. Subject to the provisions of Bylaw 7(4), these Bylaws may be amended, altered or rescinded by an affirmative vote of $\frac{3}{4}$ of the Board of Directors at any scheduled meeting of the Board of Directors for which proper notice has been given. Changes take effect immediately. Correction of clerical errors and updating the Bylaws to reflect prior ratified changes will require approval of the Board of Directors only. All other changes are temporary and subject to ratification by the membership. Changes in the Bylaws are ratified and become permanent if they receive a majority affirmative vote from the membership returning ballots within the period of time specified on the ballot. The change is void if it does not receive the required affirmative majority vote. (Amended by Board action August 1995, Revised September 2003; amended by Board action February 2012; ratified August 2012)

Section 2. Amendments to the Bylaws may be proposed by a membership petition bearing the signatures of at least 10% of the voting membership. The Board of Directors will review the proposed amendment and include it with a recommendation on the next annual election ballot. The petitioners must meet the deadlines set by the Board of Directors for material placed on the ballot. A majority affirmative vote (for a change in the Bylaws) of the membership returning ballots within the period of time specified on the ballot, constitutes ratification of the amendment.(Amended by Board action August 1995)

Section 3. Policy, Rules and Regulations may be adopted, amended, or deleted by majority vote of members of the Board of Directors present at any scheduled meeting of the Board for which proper notice has been given, or as needed by electronic vote. (Amended by Board action June 2011, ratified August 2012).

BYLAW 12. MISCELLANEOUS

Section 1. In all cases in these Articles and Bylaws the use of masculine gender is a matter of convenience and shall be interpreted and understood as applying equally to both sexes.

Section 2. No member, committee chairman, Director, or Officer of this Society shall use the seal, logo, or name of this Society to endorse, condemn, or express an evaluation of any product or service of any firm or individual.

Section 3. No part of the financial resources of this Society may be used to defray the travel expense of any Officer, Director, or member where the purpose of such travel is to influence or intervene in the internal aquaculture legislation of any country.

Section 4. No part of the deliberations or business conducted by this Society shall be concerned with the internal aquaculture legislation matters of any country unless it can be clearly demonstrated that such matters have international implications.

(Note: Section 5 deleted by Board action June 2011).