

**BYLAWS of the UNITED STATES AQUACULTURE SOCIETY,
a CHAPTER of the WORLD AQUACULTURE SOCIETY
(A corporation Not for Profit) Revised March 2012**

BYLAW 1. NAME AND PURPOSE

Section 1. The name of the organization shall be the United States Aquaculture Society (USAS), a Chapter of the World Aquaculture Society (WAS), herein referred to as the "CHAPTER". The CHAPTER may also be referred to as U.S. Aquaculture Society, a Chapter of the WAS.

Section 2. Insofar as permitted to corporations without profit under the laws of the State of Louisiana, the mission of the CHAPTER shall be to provide a national forum for the exchange of timely information within the U.S. aquaculture community through workshops, meetings, educational programs, and publications.

BYLAW 2. LOCATION

Section 1. The mailing address of the CHAPTER shall be, 143 J.M. Parker Coliseum, Louisiana State University, Baton Rouge, Louisiana 70803.

BYLAW 3. MEMBERSHIP AND DUES

Section 1. Any individual or institution that is a member in good standing of the World Aquaculture Society and has a genuine interest in the purpose of the CHAPTER, by paying the appropriate dues, and by adhering to the rules and regulations laid down in the various sections and subsections of these Bylaws, may become a member in good standing of the CHAPTER.

Section 2. There shall be five classes of membership in the Society: (a) Charter; (b) Individual; (c) Institutional, (d) Life and (e) Honorary Life. (amended March 2012)

(a) Charter membership shall be available to all persons who have joined the CHAPTER by paying dues on or before the official close of the June, 1990 World Aquaculture Society meeting in Halifax, Nova Scotia. A certificate to indicate Charter membership will be mailed to each member joining during this period.

(b) Individual membership shall be available to all persons. Individual members shall be eligible to all rights, benefits and privileges of full membership in the CHAPTER.

(c) Institutional membership shall be available to any company, corporation, agency, organization or institution upon approval by the Executive Board. Institutional membership shall be in the name of the institution. Each Institutional Member may designate one person 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 Institutional Member.

(d) Life membership shall be available to all individual members of the CHAPTER; the individual must also be a Life member of the World Aquaculture Society. Life members shall be eligible to all rights, benefits and privileges of full membership in the CHAPTER.

(e) 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 member of the CHAPTER by submission of the name and appropriate supporting documents to the Awards Committee. The action of the 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 CHAPTER.

Section 3. Dues shall be paid annually by or for all members with no exceptions. U.S. Aquaculture Society membership expiration will coincide with the expiration date of membership in the World Aquaculture Society.

Section 4. The amount of dues to be paid by CHAPTER membership shall be decided by vote by simple majority of the CHAPTER membership in attendance at the CHAPTER Annual Business Meeting.

BYLAW 4. MEETINGS

Section 1. The annual meeting of the membership shall be held at the time and place set by the Executive Board of the CHAPTER. The Secretary/Treasurer shall provide, through appropriate published materials a written notice thereof, not less than three months previous to such meeting, to each member at his/her address as it appears on the records of the World Aquaculture Society. Said notice shall contain a description of any proposed or contemplated amendments to the Bylaws of the CHAPTER.

Section 2. The Executive Board should meet in person or through communication technologies at least twice each year to conduct CHAPTER business. One meeting shall be in conjunction with the annual meeting of the CHAPTER, and the other (the mid-year meeting) should be called by the President for some convenient time between consecutive annual meetings.

Section 3. Any meeting of the U.S. Aquaculture Society will be held in conjunction with scheduled meetings of the W.A.S. when such meetings are held within the U.S.A. This does not exclude sponsoring and organizing symposiums or workshops either independently or with other aquaculture organizations in the U.S.A.

These activities should be commensurate with the goals of the W.A.S. and not conflict with W.A.S. sponsored events.

BYLAWS 5. VOTING AND ELECTIONS

Section 1. In all matters of business on which membership is entitled to vote, all members shall be eligible to cast one vote.

Section 2. Voting for CHAPTER officers and elected Members-at-Large shall be by mail with options for a secure and non-redundant electronic submission (email or web-based). The election shall be conducted under the supervision of the chair of the Election Committee, and ballots should be mailed to all voting members at least three (3) months prior to the next Annual General Meeting. No returned ballots shall be accepted later than one (1) month prior to the date of the next Annual General Meeting (as amended Feb. 18, 2003):

(a) If a valid election of officers occurs but the annual meeting is canceled or postponed more than one month, new officers will be installed without formal ceremony at the originally scheduled time of the meeting. Should an annual meeting be postponed one month or less, the transition of officers will occur at that meeting, as usual.

(b) If an election of new officers cannot be completed before that year's annual meeting, the installation and transition of officers shall occur without formal ceremony as soon after the meeting as election results are validated. Current officers and appointed committee members retain their positions and responsibilities until that time.

Section 3. Other business matters may be voted on by the membership at the Annual Meeting or at other times by internet, e-mail, fax, mail ballot or as determined by the Executive Board. (as amended March 2010)

Section 4. Any Active Member who cannot attend a meeting may request the President, in writing, to register her or his vote on a previously published question. Such proxy votes must be assigned before the meeting at which the question is considered, and may not be used to establish a quorum.

BYLAW 6. OFFICERS OF THE SOCIETY

Section 1. The officers of the Society shall be: (a) President; (b) President-Elect; (c) Vice-President; and (d) Secretary/Treasurer.

Section 2. All officers, except Secretary/Treasurer and Vice-President, shall be elected for one year. The Secretary/Treasurer and Vice-President shall be elected for two-year terms. The President-Elect shall, upon completion of his/her term, accede to the Presidency. Therefore, annual elections shall be for President-Elect, with elections for Secretary/Treasurer and Vice-President held every other year. The new officers shall be installed at the opening of New Business of each regular annual business meeting. (amended March 2010)

Section 3. Individuals elected to the office of President, President-Elect, and Vice-President shall not be permitted to hold the same office for two or more consecutive terms. Individuals elected to the office of Secretary/Treasurer may be re-elected to serve two consecutive terms (four years).

Section 4. Nominations for office shall be made by the Election Committee appointed by the President. All person nominated by this committee shall be members in good standing, eligible to hold office in the CHAPTER, and reside within the United States of America or its trust territories for the term of their office.

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

BYLAW 7. DUTIES OF OFFICERS

Section 1. The PRESIDENT is responsible for the conduct of business and the organization of the CHAPTER. He/she shall preside over all annual, special, and Board meeting, shall make such appointments as are authorized in the Bylaws, and shall exercise such other functions and responsibilities as may be determined from time to time by action of the CHAPTER or the Executive Board of which he/she is the Chair. The President shall also serve as the voting representative on the Board of Directors of the World Aquaculture Society. The President is authorized to from time to time, appoint ad hoc committees from the membership of the CHAPTER to perform various duties as, in the discretion of the President, may seem appropriate. The President shall also serve as ex-officio member of all committees.

Section 2. The PRESIDENT-ELECT shall, at the end of his/her term, accede to the Presidency. During his/her term as President-Elect he/she shall perform the duties of the President in the absence of the President.

Section 3. The VICE-PRESIDENT shall act in the capacity of President-Elect in his/her absence or, in the absence of both the President and the PresidentElect, shall perform the duties of the President until a new President-Elect has been elected. He/she shall serve as Chair of the Awards Committee and shall appoint other committee members.

Section 4. The SECRETARY/TREASURER shall ensure that accurate and current membership and mailing lists are maintained for the CHAPTER by the World Aquaculture Society, that minutes of membership and Board meetings are recorded, that proper notification of scheduled meetings is given, and that the Bylaws of the CHAPTER are updated and distributed to the Executive Board and notification of changes are given to the membership. The SECRETARY/TREASURER shall also ensure that documented accounts of all transactions are maintained, that accepted bookkeeping and accounting practices are followed and that the CHAPTER's financial resources are managed according to procedures adopted by the Executive Board. The SECRETARY/TREASURER shall, at the annual Board meeting, present a draft budget for the next fiscal year, and shall at the mid-year Board meeting submit a detailed financial report, audited in such a manner as shall be specified by the Board.

BYLAW 8. FINANCIAL

Section 1. Motions that direct or require the expenditure of funds of the CHAPTER shall not be accepted from the floor at an annual meeting of the general membership. Such expenditures can only be authorized by the Executive Board after evaluation by the Finance Committee.

Section 2. The signing officers of the CHAPTER are the President, the President-Elect, the Secretary/Treasurer, and the WAS Home Office Manager.

Section 3. No officer or Board member may receive any compensation for services rendered. Certain travel expenses may be defrayed when authorized by the President with the concurrence of the Secretary/Treasurer. Clerical and other operations funds may be paid by the Secretary/Treasurer when so authorized by the President.

Section 4. At each Board meeting prior to the annual meeting the President-Elect, with coordination of the Secretary/Treasurer, shall submit for Board approval a proposed budget for the ensuing year.

BYLAW 9. EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the elected Officers of the CHAPTER, four Members at Large who are elected from the membership, the Immediate Past-President, and the Student Liaison. The Student Liaison shall serve as an ex-officio member of the Executive Board.

Section 2. The Student Liaison is a member of the Student Activities Committee and is appointed by the USAS Executive Board upon recommendation of the Student Activities Committee. The Student Liaison serves as the student representative on the Executive Board of the CHAPTER. The Student Liaison is a non-voting member of the Executive Board of the CHAPTER. The term of office of the Student Liaison is two years; however, the same person can be re-elected to serve as long as the individual is a student or no more than twelve (12) months after graduation. (as amended Feb. 18, 2003)

Section 3. Two Members at Large shall be elected annually to the Executive Board to serve a two year term.

Section 4. The Executive Board shall be responsible for the management of the business affairs of the CHAPTER.

Section 5. Business may be conducted at any meeting of the Executive Board at which the elected members present and eligible to vote constitute a quorum, which for these purposes is a majority of the elected membership of the Executive Board. A meeting may be conducted in person, over the phone, or by electronic communication (as amended Feb. 18, 2003).

Section 6. In the event that a vacancy occurs on the Executive Board, the Board may appoint a replacement to complete the unexpired term.

BYLAW 10. HOME OFFICE MANAGEMENT

Section 1. The Home Office of the World Aquaculture Society shall provide administrative support, including maintenance of mailing lists and mailings, for the CHAPTER. All costs for handling CHAPTER business will be borne by the CHAPTER.

BYLAW 11. COMMITTEES

Section 1. All activities and recommendations of the Standing and Ad Hoc Committees are subject to approval of the Executive Board. All appointments to committees shall be for a period of one year; however, members may be re-appointed to serve on the same or different committees. Committee members must remain in good standing and adhere to all Chapter policies and procedures. Except as noted below, the President shall appoint CHAPTER members in good standing to the following committees (as amended Feb. 18 2003):

(a) Election Committee: The Election Committee shall consist of the Past President as chairperson, the President-Elect, and at least three other members to be appointed by 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.

(b) Finance Committee: The Finance Committee shall consist of the Treasurer and three or more appointed members. Pursuant to Bylaw 7(4), the committee shall ensure a properly audited financial statement is prepared for the Executive Board. It shall also be responsible for evaluating the financial aspects of proposed projects and activities of the CHAPTER.

(c) Conference Committee: The Conference Committee shall consist of a Chair and at least two other Chapter members, who are appointed by the Executive Board. The committee shall evaluate potential dates and locations for CHAPTER-sponsored meetings other than the Aquaculture America or triennial meetings and make recommendations to the Executive Board. Upon selection of the site, the Committee shall make all necessary arrangements for the conference including the solicitation for and compilation of the technical program. The Committee will work closely with the Publication Committee in the printing of the conference program/abstract package and any other publications coming from these conferences. (as amended Feb. 18, 2003)

(d) Awards Committee: This committee shall consist of two co-chairs, who are the Vice-President and President-Elect, and five or more additional members appointed by the Vice-President. This committee shall establish criteria for awards, review award nominees, provide judging for competitive awards and make award recommendations to the Board. (as amended March 2010)

(e) Publication Committee: The Publication Committee shall consist of a chair and at least three members in good standing of the CHAPTER. The committee shall be responsible for the content, production, and fiscal management of the CHAPTER 's publications, the appointment of editors, the enforcement of publication policy, and the preparation of an annual publication budget. Requests for funds relating to operational expenses shall be submitted to the Treasurer at least one month before the annual meeting. (as amended Feb. 18, 2003)

(f) Student Activities Committee: The Student Activities Committee shall consist of a chair, who shall be a member of the Board, and at least two student members in good standing in the CHAPTER to be appointed by the President.

(g) Student Subunit Committee: The Student Subunit Committee shall consist of a chair, the student liaison and at least three members in good standing of the CHAPTER to be appointed by the President. It shall be the duty of this committee to review all petitions for formation of new student subunits and make

recommendations to the Board. It shall also be its responsibility to periodically review all student subunits and all policies and procedures related to student subunits and make recommendations to the Board.

(h) Strategic Planning Committee: The Strategic Planning Committee shall consist of a chair and at least three members in good standing of the CHAPTER. The committee shall be responsible for evaluating the CHAPTER's five-year strategic plan on an annual basis, developing an action plan, and making recommendations to the Board for its implementation. (Added by amendment Feb. 18, 2003)

(i) Rules and Regulations Committee: The Rules and Regulations Committee shall consist of a chair and at least three members in good standing of the CHAPTER. It shall be the duty of this committee to study the Bylaws and Rules and Regulations of the CHAPTER and make recommendations to the Board for revisions. (Added by amendment Feb. 18, 2003)

(j) Promotion and Membership Committee: The Promotion and Membership Committee shall consist of a chair and at least three members in good standing of the CHAPTER. It is charged with surveying CHAPTER members to determine their needs and opinions concerning the CHAPTER and its member benefits and evaluating means for increasing CHAPTER membership. (Added by amendment Feb. 18, 2003)

(k) Presidents Committee: The Presidents Committee shall consist of the past presidents of the CHAPTER who are not serving on the CHAPTER's Board of Directors. The chairman of the committee shall be the most recent Past President who qualifies. 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 CHAPTER. 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. (Added by amendment Feb. 18, 2003)

BYLAW 12. STUDENT SUBUNITS

Section 1. STUDENT SUBUNITS are defined by academic institutions, must comply with the rules and regulations set forth by the university of affiliation, and are maintained under the auspices of the Board. Student Subunits are intended to advance the Society's objectives through involvement of student members at the level of colleges and universities.

Section 2. A petition to create a Student Subunit must be signed by at least six (6) USAS members in good standing at the university or college. All officers and faculty advisor(s) must be members in good standing of the USAS & WAS. Formation of a Student Subunit shall be reviewed by the Board and follow policies and procedures outlined by the Board.

Section 3. Student Subunits shall have bylaws that have been developed according to models provided by the USAS. Amendments to Student Subunit bylaws are subject to review by the Board.

Section 4. Each Student Subunit is responsible for the adoption and amendment of its own bylaws, the election of its own officers and directors, and the conduct of its own affairs.

Section 5. Student Subunit status, once granted to an organization, shall remain in effect until such time as the organization is dissolved or fails to qualify as a Student Subunit, serves written notice of intent to withdraw from its relationship with the USAS, fails to meet its obligations to the USAS under these bylaws, or such status is rescinded by two-thirds vote of the USAS Executive Board present and voting at a meeting for which proper notice has been given.

BYLAW 13. AMENDMENTS

Section 1. Subject to the provisions of Bylaw 4(1), these Bylaws may be amended, altered or rescinded by an affirmative vote of 3/4 of the Executive Board at any scheduled meeting of the Board for which proper notice has been given. Changes take effect immediately, but are temporary and subject to ratification by the membership. Changes in the Bylaws 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. The Secretary/Treasurer shall ensure that all such changes to the Bylaws are communicated to the membership at the earliest opportunity. (as amended Feb. 18, 2003 and March 2010)

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 Executive Board 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 Executive Board 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. (as amended March 2010)

BYLAW 14. MISCELLANEOUS

Section 1. No member, committee chair, Director, or officer of the CHAPTER shall use the seal, logo, or name of the World Aquaculture Society to endorse, condemn, or express an evaluation of any product or service of any firm or individual.

Section 2. No part of the financial resources of this CHAPTER may be used to defray the travel expense of any Officer, Board Member, or member where the purpose of such travel is to influence or intervene in the aquaculture legislation of any country.

Revised March 2012 at the USAS Annual Business Meeting.