

By-laws
of the
American Ecological Engineering Society, Inc.

ARTICLE I. PRINCIPAL OFFICE

Par. 1.01 The American Ecological Engineering Society, Inc. (“Society”) is a corporation, organized April 30, 2001, and chartered under the laws of the State of Florida, May 26, 2004, with its principal office located at: (PO Box 116350, University of Florida, Gainesville, Florida).

Comment: We eliminated two of the provisions in the original Article I because they are now in the Articles of Incorporation.

ARTICLE II. PURPOSE

Par. 2.01 The Society is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended.

Par. 2.02 The Objectives of the Society are to:

- (a) Encourage research that increases our fundamental understanding of ecological systems as related to human systems.
- (b) Disseminate knowledge by preparing original papers on ecological engineering topics, by holding meetings for the presentation and discussion of original papers, by participating in international ecological engineering congresses, and by publishing papers and reports of value to the engineering and ecological professions.
- (c) Promote and maintain high standards of ecological engineering education by cooperating with educational institutions.
- (d) Broaden engineering scientific scholarship by encouraging the study of the principles of science and engineering, the social sciences, and other fields relevant to the profession.
- (e) Reward professional achievement by giving awards and other honors that encourage extraordinary contributions to ecological engineering.
- (f) Maintain high technical and ethical standards for entrance to the Society.
- (g) Encourage the personal and professional development of aspiring ecological engineers.
- (h) Encourage a high standard of citizenship among ecological engineers. **and a high rate of participation in public affairs.**

- (i) Aid in the adoption of a high standard of attainment for the granting of the legal right to practice professional ecological engineering.
(Comment: For purposes of 501(c)(3) qualification, We would suggest eliminating these or at least restating the wording to eliminate the suggestion of advocating legislation or political affiliation.)
- (j) Support activities that increase employment opportunities for ecological engineers.
- (k) Expand the public and private utility of the profession.
- (l) Publicize the activities of the Society to ensure public recognition of the ecological engineering profession.
- (m) Encourage and facilitate sustainable design.
- (n) Cooperate with governmental agencies in ecological engineering matters.
- (o) Develop technical standards when deemed appropriate.
- (p) Develop and promulgate model standards, codes, formulae, and recommended practices.

ARTICLE III. GOVERNANCE

Par. 3.01 The affairs of the Society shall be managed by a Board of Directors, which shall have control of the activities of the Society subject to the limitations of the Constitution and laws of the State of Florida, and these by-laws and shall be elected from its membership.

Par. 3.02 The Board of Directors shall consist of the President, the Past-President, the Vice-President and the Secretary/Treasurer. Terms for Office of the President, Past-President, and Vice-President shall be one year, beginning and ending at the Annual Meeting of the Society. Term for Office of the Secretary/Treasurer shall be two years, beginning and ending at the Annual Meeting of the Society. All Officers shall have achieved at least the grade of Member. (Comment: change "Officers" to "Directors.")

Par. 3.03 The President immediately succeeds to Past-President upon expiration of his term.

Par. 3.04 The Vice-President immediately succeeds to President upon expiration of his term.

Par. 3.05 The Board of Directors shall have the power to fill Board vacancies by appointment. Appointed Officers will serve the remaining term until the next election. (Comment: change "Officers" to "Directors.")

Par. 3.06 The Board of Directors may at any time, whenever there shall appear to be sufficient cause, delegate to any active member of the Society the performance of any duties required by the **Constitution** to be performed by any Director. (**Comment:** change “Constitution” to “bylaws”)

Par. 3.07 The Board of Directors shall meet at the Annual Meeting of the Society, at such other times as the Board of Directors may select, **and** at the call of the President. (**Comment:** change “and” to “or”)

Par. 3.08 A majority of the directors (at least three of the four directors) on the Board of Directors shall constitute a quorum.

(**Comment:** We made this its own paragraph to highlight it, because it is an important point to which the Florida Statutes require adherence. In case in the future the size of the Board is changed, keep in mind that Florida requires that there be at least three directors on the board, and a quorum to have a board vote is a majority of board members. You could drop the quorum requirement to one-third of the board but only by stating so in the Articles of Incorporation, not the bylaws.)

Par. 3.09 The Board of Directors shall provide a complete annual report of the business affairs of the Society, which shall be presented at and form a part of proceedings of the annual meeting. (**Comment:** Florida requires you to submit an annual report to the Department of State. Florida also requires you to keep accurate records (annual reports, meeting minutes, accounting records, etc.) and a membership book listing all known members (and former members) that is kept current. These records need to be in a form easily convertible to a written document. At least a copy of all these records needs to be kept at the Registered Office of the corporation. The Office is specified in the Articles of Incorporation.)

Par. 3.10 Every question that shall come before a meeting of the Society or of the Board of Directors or of a committee or other organized group within the Society, shall be decided by a majority of the votes cast. Votes may be taken by mail or other communications, except on matters on which action in a meeting is specifically required.

Par. 3.11 The rules contained in the current edition of “Roberts’ Rules of Order Revised” shall govern the Society in all cases to which they are applicable, when not inconsistent with the By-laws of the Society.

Par. 3.12 Except where otherwise specified, a simple majority of any group within the Society shall constitute a quorum of the group; action will be determined by a simple majority of members present and voting.

ARTICLE IV. QUALIFICATIONS FOR ADMISSION AND MEMBERSHIP

Par. 4.01 Admission for membership to the Society shall not be limited by age, race, color, creed, sex, national origin, or disability status, but shall be limited to those individuals who fulfill membership requirements, including payment of dues and fees, and who receive endorsement of qualifications for membership as shall be established by the Board of Directors.

Par. 4.02 There shall be three classifications of membership. (**Comment:** Need to specify somewhere what the voting rights for each classification are. It's not clear what issues the members vote on and which just the board vote on, might want to clarify that by defining exactly what the members can vote on (i.e. elections, bylaw amendments, etc.) and the rest of the decisions are voted on by just the Board.)

- (a) Member--An individual may be considered for membership as a Member in the Society if she has paid his dues and is professionally associated with the field of ecological engineering as determined by the Board of Directors.
- (b) Student Member--An individual may be considered for membership as a Student Member in the Society if he is a full-time student-in-good-standing in an ecological engineering or related program. A Student Member may remain in this grade one calendar year beyond the date of graduation or termination of enrollment as a full-time student.
- (c) Honorary Member - An individual may be elected as an Honorary Member of the Society by the Board of Directors in recognition of their outstanding service to the Society, or in recognition of distinguished professional achievement in the fields the Society embraces.

Par. 4.03 The Board of Directors may, upon a two-thirds vote of its members, designate any member as a life member. (**Comment:** This is ambiguous, do you need at least two-thirds of a board vote, or two-thirds of the voting members of the corporation.)

Par. 4.04 Every person admitted to membership shall be subject to the By-laws of the Society.

Par. 4.05 The Board of Directors may remove members from active membership for actions deemed inappropriate, unprofessional or damaging to the society. Annual dues will not be refunded should a member be removed from membership. (**Comment:** Florida law requires you to give notice and an opportunity to be heard before removing membership. You might consider adding the following language: "If the Society decides to terminate a member, the Secretary shall send written notice of a meeting to the member. At the meeting before the Board or the committee the member shall be given the opportunity to be heard by those making the decision. If the member is terminated, the Secretary shall record the termination in the membership book.")

ARTICLE V. FEES AND DUES

Par. 5.01 The annual dues, admission fees and reinstatement fees shall be set by the Board of Directors for all members except Honorary Members who shall pay no annual dues or fees. (**Comment:** Might want to amend bylaws to specify the exact cost for membership.)

Par. 5.02 The annual dues shall be due and payable in advance on the first day of February. A bill for annual dues shall be mailed to each member by January first of each year. Notice of arrears shall be sent thereafter as directed by the Treasurer.

Par. 5.03 After the close of the fiscal year on December 31 all members who have been delinquent in payment of dues for the year, unless previously excused by the Board of Directors, shall have their names placed on the list of inactive members. If dues are delinquent for two consecutive years, at the end of the second fiscal year the name of the member shall be stricken from the membership rolls, and shall cease to have any further membership rights.

Par. 5.04 If, in the case of nonpayment of dues, the right to receive the publications of the Society or to vote is questioned, the books of the Society or a cancelled check or a credit card statement indicating payment from the member in question shall be conclusive evidence.

Par. 5.05 The Board of Directors may temporarily excuse from payment of annual dues any member who, from ill health, advanced age, or other good reason, is unable to pay such dues; the Board of Directors may excuse the whole or part of dues in arrears. At their request, unemployed members will be continued on the active rolls at fifty percent of the regular dues schedule for a maximum period of two years.

Par. 5.06 The Board of Directors may restore to membership any person dropped from the rolls for nonpayment of dues or otherwise, upon such conditions as it may deem best.

ARTICLE VI. COMMITTEES AND REPRESENTATIVES

Par. 6.01 The Board of Directors shall be responsible for creating *ad hoc* and standing committees. The President shall be responsible for appointing committee chairs and defining the function of the committee. The Board of Directors shall establish the terms and conditions of members of standing committees. New regular appointments and reappointments shall be arranged well in advance of the Annual Meeting at the close of the Annual Meeting. The President may remove any or all members of a committee for cause, with approval of the Board of Directors.

Par. 6.02 The Board of Directors must authorize expenditures proposed by committees.

Par. 6.03 Each committee shall provide to the Board of Directors an interim or progress report and a final report of activities one month prior to the annual Business Meeting.

Par. 6.04 The Board of Directors may appoint representatives of the Society to other professional organizations. Each representative must submit an annual report to the Board of Directors prior to the Annual Meeting of the Society.

ARTICLE VII. THE BOARD OF DIRECTORS

Par. 7.01 The Board of Directors shall consider the failure of an incumbent, from inability or otherwise, to perform the duties of her office, and may, by a two-thirds vote, decree any elective office vacant. The Board of Directors shall thereupon appoint a member to fill the vacancy until the next election of officers. Such appointment shall not render the appointee ineligible for election to any office.

Par. 7.02 An act of the Board of Directors shall have received the expressed or implied sanction of the membership, and shall be deemed to be an act of the Society and cannot afterward be recalled by any member.

Par. 7.03 The President shall order the submission to the membership for decision by letter ballot any question of major importance involving a departure from usual custom. The Board of Directors shall appoint tellers to canvas such a ballot, the result of which shall be binding.

Par. 7.04 The officers shall perform the duties regularly or customarily attached to their offices under the laws of the State of Florida, and such other duties as may be required of them by the Board of Directors, or the By-laws.

Par. 7.05 In the absence of the President, another **member** of the Board of Directors designated by the Board of Directors shall perform his duties. (**Comment:** Might want to change “member” with “director.”)

Par. 7.06 The Secretary/Treasurer shall be the legal custodian of all funds of the Society. The Secretary/Treasurer with the approval of the Board of Directors shall make the investment of all funds.

Par. 7.07 Any officer may be subject to removal for cause by a vote of two-thirds of the Board of Directors at any time, after one month’s written notice has been given the officer to show cause why she should not be removed, and after the officer has been heard in his own defense if he so desires.

ARTICLE VIII. ELECTION OF THE BOARD OF DIRECTORS

Par. 8.01 The regular Nominating Committee of the Society shall consist of at least three members, who shall be appointed by the Board of Directors from the Society

membership for two-year terms. Terms for Nominating Committee members shall be staggered. The chair of the Nominating Committee shall be the immediate living Past President of the Society.

Par. 8.02 The names of those appointed to serve on the regular Nominating Committee shall be published by the Secretary/Treasurer before October 1st of each year, accompanied by a request for suggested nominees for Officers.

Par. 8.03 The Board of Directors shall fill a vacancy in the regular Nominating Committee.

Par. 8.04 A special nominating committee may be organized by any group of ten or more members of the Society in good standing certifying to the President in writing their joint intention to organize such a committee.

Par. 8.05 The names of nominees presented by a special nominating committee must be in the hands of the President by January 1, and must be accompanied by the written consent of each nominee.

Par. 8.06 Before January 1 the regular Nominating Committee shall deliver to the President in writing the names of its nominees for the elective offices to be filled at the next election, together with the written consent of the nominees.

Par. 8.07 By January 10th of each year, the President shall publish the names and qualifications of nominees for the various offices proposed by the regular Nominating Committee and any special nominating committee.

Par. 8.08 Any active member may be a candidate for any elective office, with the exclusion that no member may serve as more than one Officer concurrently.

Par. 8.09 By January 15 of each year, the President shall mail to each member entitled to vote a ballot stating the names of the candidates for the elective offices to be filled at the next election. Voting for the election of officers shall close by March 1 in each year, and the ballots shall be canvassed.

Par. 8.10 The President shall appoint tellers of election whose duty it shall be to canvass the votes cast in the election of officers. The term of office of the tellers shall expire when their report of the canvass has been presented and accepted.

Par. 8.11 By March 15 the President shall notify the candidates having the greatest number of votes for their respective offices and their terms of office shall begin on the close of the next Annual Meeting of the Society.

Par. 8.12 If a tie occurs in the vote for any office, the Board of Directors shall cast votes between the two candidates receiving the greatest votes, which shall be completed prior to the annual business meeting.

Par. 8.13 A member in office shall not be eligible for immediate reelection to the same office at the expiration of the term for which she was elected.

Par. 8.14 Members in office shall continue in their respective offices until their successors have been elected or appointed, and have accepted their offices.

ARTICLE IX. BUSINESS MEETINGS OF THE SOCIETY

Par. 9.01 Any business meeting of the Society at which a quorum is present may order the submission of any questions or changes in policies of the Society to the membership for letter or electronic ballot, and the result of the ballot shall be binding. A quorum shall consist of ten members, voting in person or by proxy.

Par. 9.02 All business meetings of the Society shall be under the direction of the Board of Directors.

Par. 9.03 A business meeting shall be called by the Board of Directors at least once per year.

Par. 9.04 The President shall give notice of each business meeting to each member of the Society, not less than ninety (90) days before the date of the meeting. Announcements of all meetings of the Society shall be publicized in writing to the membership by letter or electronic mail.

Par. 9.05 The papers and publications of the Society shall be issued in such manner as the Board of Directors may direct.

ARTICLE X. FUNDS

Par. 10.01 The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Directors.

Par. 10.02 Funds may be solicited from sources outside of the Society for the conduct of research. No gifts or bequests to the Society shall be accepted until they have been approved by the Board of Directors. Such gifts shall be invested and managed according to the wishes of grantor and the By-Laws of the Society.

Par. 10.03 The Secretary/Treasurer shall receive all funds paid to the Society, deposit them to the account of the Society in federally insured banks, insured savings and loan associations, or other commercial and government money market investments, and enter the transactions in the record keeping books of the Society.

Par. 10.04 The Secretary/Treasurer shall pay all bills against the Society and enter the transactions into the record keeping books of the Society.

Par. 10.05 The accounts of the Society shall be audited and approved on a periodic basis by a certified public accountant.

Par. 10.06 Any Society member acting on behalf of the Society, such as a conference organizing chair or committee chair, shall receive Board of Director approval before encumbering any costs to the Society.

ARTICLE XI. LIABILITY AND INDEMNIFICATION

Par. 11.01 No Director, Officer, Employee, Committee Member or other agent appointed by the Board of Directors of the Society shall incur any personal liability for any acts, omissions or errors in such capacity except for his own negligent or willful misconduct. No person shall be liable for the acts, neglect, default, omissions, and errors or misconduct of any fellow director, officer, employee, committee member or other agent of the Society in which she has not participated, concurred or acquiesced. No person dealing with the Society shall be obliged to see to the application of any money or other property contributed, loaned or otherwise paid or delivered to the Society.

Par. 11.02 Each Director shall be a Volunteer Director as defined in **Florida Law Section __ (insert section number) __**, as amended, and, as such, shall not receive anything of value from the Society for serving as a Director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by a Director in his capacity as a Director. **(Comment: I don't know what Florida Law that is referring to. 617.08101 Compensation of directors.--Unless the articles of incorporation or the bylaws provide otherwise, the board of directors may fix the compensation of directors.)**

Par. 11.03 A Volunteer Director of the Society shall not be personally liable to the Society or its members for monetary damages for a breach of the Director's fiduciary duty. This provision shall not eliminate or limit the liability of a Director for any of the following:

- (a) a breach of the Director's duty of loyalty to the Society or its members.
- (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- (c) a violation of Section **__ (insert section number) __** of said *state* Act. **(Comment: I don't know what Florida Law that is referring to. 617.08101 Compensation of directors.--Unless the articles of incorporation or the bylaws provide otherwise, the board of directors may fix the compensation of directors.)**
- (d) a transaction from which the Director derived an improper personal benefit.

Par. 11.04 The Society shall assume all liability to any person other than the corporation or its members for all acts or omissions of a Volunteer Director occurring after the date of filing of this Amendment to the By-laws.

Par. 11.05 The Society shall indemnify any Director, Officer, Employee, Committee Member and other agent appointed by the Directors, or any person formerly in any of the foregoing positions, against any expense actually and necessarily incurred by her in connection with the defense of any action, suit or proceeding in which she is made a party by reason of being or having been a Director, Officer, Employee, Committee Member or other agent appointed by the Directors of the Society, except as to matters with respect to which he or she shall be adjudged to be liable for negligent or willful misconduct in the performance of his duties in such capacities. The Society also shall reimburse any such Director, Officer, Employee, Committee Member or other agent appointed by the Directors for the reasonable costs of settlement of any such action, suit or proceeding, if prior to such settlement it shall be found by a majority of the disinterested members of the Directors that it is in the best interest of the Society that such settlement be made and that such person was not guilty of negligent or willful misconduct in the performance of the duties which gave rise to such action, suit or proceeding. The Society may insure itself and its Directors, Officers, Employees, Committee Members and other agents appointed by the Directors against such risks as may be determined by the Directors from time to time.

ARTICLE XII. AMENDMENTS

Par. 12.01 By-laws of the Society may be amended in harmony with **the Constitution**, by the members of the Society in the manner set forth in Par. 13.02 of this Article XIII. **(Comment: What's the Constitution? Do you mean the Articles of Incorporation?)**

Par. 12.02 Any person entitled to vote may propose in writing an amendment to these By-laws provided that it shall bear the written endorsement of at least one-tenth of the members. Such proposed amendment shall not be voted on for adoption at the next business meeting, but shall be open to discussion and modification and to a vote as to whether, in its original or modified form, it shall be mailed or e-mailed to Society members. If the members present at the meeting, not less than one-half voting in favor thereof, shall so decide, then the Secretary shall mail or e-mail to each person entitled to vote, at least sixty days prior to the next business meeting of the Society, a copy of the proposed amendment as so decided by said vote, accompanied by any comment the Board of Directors may elect to make. A ballot shall be sent with the proposed amendment, and the voting shall be by letter or e-mail ballot, closing on the twentieth day preceding the business meeting that immediately follows the ballot mailing.

Par. 12.03 The adoption of the amendment shall require an affirmative vote of two-thirds of the votes cast.

Par. 12.04 Proposals to change the decisions, policies, or procedures of the Board of Directors, shall be made to the Board in writing and be signed by at least one-tenth of the voting membership of the Society. Such proposals, unless withdrawn within 60 (sixty) days of receipt by the Board, shall be placed on a ballot and voted upon by the members of the Society at the next annual business meeting of the Society. A majority of votes cast by the membership in favor of a proposal shall determine that the proposal

is adopted.

Par. 12.05 Prior to the closing of a ballot on an amendment to the By-laws, the President shall appoint tellers whose duty it shall be to canvass the votes cast. The terms of office of such tellers shall expire when their report of the canvass has been presented and accepted.

Par. 12.06 The tellers shall canvass the ballots and certify the results to the presiding officer at the meeting of the Society at which the result is to be announced.

Par. 12.07 A By-Law or an amendment to a By-Law shall take effect immediately upon its adoption, except that the Board may stipulate a schedule when it considers that a change in practice directed by an amendment might best be effected over a reasonable period of time.

ARTICLE XIII. STUDENT BRANCHES

Par. 13.01 The Board of Directors shall, upon receiving a written request from at least five students who have demonstrated a desire to form a branch, foster the Student Branch. Such branch shall be designated as the “*selected name*” Student Branch of the American Ecological Engineering Society.

Par. 13.02 The provisions of the Constitution, By-laws and Rules of the Society shall cover the procedures of all student branches, but no action or obligation of a student branch shall be considered an action or obligation of the Society as a whole.

Par. 13.03 Each Student Branch shall have a faculty or organizational advisor who is an AEES member. The Society headquarters will utilize the advisor as its primary contact with the Student Branch.

Par. 13.04 Each Student Branch shall elect and maintain a president, vice-president and secretary/treasurer from its Branch membership.