

MICHIGAN AQUACULTURE ASSOCIATION

BY-LAWS

ARTICLE I.

Members and Membership

Individual membership shall be any individual, family or other entity who pays annual membership fees. Every member in good standing shall have the right to participate in activities open to the membership of the Association. Only paid Sustaining and Active members shall be eligible to hold any office in the Association and shall have voting rights as provided in the by-laws. **There shall be three classes of membership: Sustaining, Active and Associate.**

ARTICLE II.

Meeting and Voting

Section 1. Place for holding meetings: All meetings of the membership shall be in such place within the state of Michigan as shall be designated in the notice of meeting issued by the Board of Directors of the Association.

Section 2. There shall be an annual meeting of the membership, for the purpose of electing officers and directors of the Association, for receiving annual reports, and for the transaction of business. Notice of such meetings, signed by the Secretary-Treasurer, shall be mailed to each member not less than 30 nor more than 60 days before the date of the meeting. The first annual meeting shall be held in March, 1988 and thereafter between the period beginning January 1 and ending April 1 of each year. The exact date, place and time are to be determined by the Board of Directors.

Section 3. The order of business for all meeting shall be:

1. Registration of members
2. Proof of notice of meeting
3. Reading and disposal of all unapproved minutes
4. Annual reports of officers and committees
5. Election of officers and committees
6. Unfinished business
7. New business
8. Adjournment

Section 4. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

Section 5. Special meeting of the membership may be called by the Board of Directors of the Association when necessary. The notice provisions for calling the annual meeting shall apply to calling a special meeting.

Section 6. A quorum of the membership at meetings, annual or special, shall be the number of paid Active members present.

Section 7. Every Sustaining or Active member in good standing, one who has paid annual membership fees during the current fiscal year which begins on January 1, is entitled to vote on Association affairs. Voting on Association affairs shall be conducted as follows: All members in good standing shall receive notice of all meetings by mail at least 30 but not more than 60 days prior the meeting. All elections/resolutions shall be determined by a majority of Active members present at the meeting.

ARTICLE III.

Board of Directors

Section 1. The Board of Directors shall consist a combination of five Sustaining or Active members elected by ballot at the annual meeting. The President and one Director shall be elected for a one year term initially, and thereafter for a two year term. The Vice-President, the Secretary-Treasurer and one Director shall be elected for a two year term.

Section 2. The Board of Directors shall have and may exercise all the powers of the Association, except as are conferred upon the members and the officers by law, by the Articles of Incorporation and by these by-laws.

Section 3. Regular meetings of the board of Directors shall be held three times a year, unless the Board shall otherwise deem necessary. The exact date, place and time of meetings shall be determined by the President and the Secretary-Treasurer.

Section 4. Special meetings of the Board of Directors may be called by the President or by a majority of the Board. No business except that mentioned in the call for a special meeting shall receive final action at such a meeting, unless all of the members of the Board are in attendance.

Section 5. A quorum at any meeting of the Board of Directors shall consist of a minimum of three Directors. A simple majority of the votes cast shall decide the issue under consideration at any meeting of the Board.

Section 6. There shall be no proxy vote on the Board of Directors.

Section 7. There shall be no compensation for members of the Board. However, Board members shall be entitled to reimbursement for special expenses incurred in directing the business of the Association when such expense are authorized by a majority of the Directors.

ARTICLE IV.

Officers

Section 1. The officers of this Association shall be a President, a Vice-President and a Secretary-Treasurer. The officers shall be elected from the Sustaining or Active membership of the Association. No person shall hold more than one office.

Section 2. The names of the present officers and directors of the Association are as follows:

_____, President
_____, Vice-President
_____, Secretary-Treasurer
_____, Director
_____, Director

ARTICLE V.

Duties of Officers

Section 1. The President shall preside at all meetings of the Board and or the members. He/She shall appoint all committees and shall perform other duties that may be assigned by the Board.

Section 2. The Vice-President shall exercise the duties of the President in his/her absence and shall perform

such other duties as the President shall assign.

Section 3. The Secretary-Treasurer shall keep and disseminate the minutes, the financial reports and other information pertinent to the affairs of the Association, shall keep the financial records and shall issue all checks as authorized by the Board.

ARTICLE VI.

Committees

There shall be three committees from the membership consisting of three members each: The Nominating Committee, Audit Committee and Program Committee. The Audit and Program Committee members will be open to both voting and nonvoting members of this Association.

ARTICLE VII.

Official Publication

A newsletter shall be the official publication of the Association. The exact format and publishing dates are to be determined by the Board.

ARTICLE VIII.

Membership Fees

The annual membership fee shall be \$100.00 for Sustaining members (voting), \$50.00 per year for Active members (voting), \$25.00 per year for Associate members (nonvoting).

ARTICLE IX.

Amendments

These By-Laws may be amended, in whole or in part, by a majority vote of the eligible voting members in attendance at a duly organized meeting of the Association. Written notice of the proposed amendment shall be mailed to members not less than 15 nor more than 30 days prior to the meeting.

Revised and amended 6/30/97