

08/01

**BYLAWS of the
FLORIDA AQUACULTURE ASSOCIATION**

ARTICLE I

Name

Section 1. The name of the Association shall be the FLORIDA AQUACULTURE ASSOCIATION, INC., a nonprofit association incorporated in the State of Florida.

Section 2. The office of the Association shall be located at such locality as determined by the board of directors.

ARTICLE II

Objective

Section 1. The objective of this Association shall be:

To promote and develop friendly relationships among its members, provide a medium of exchange of experiences and discussions of industry problems; to advocate just and proper laws and regulations that impact aquaculture; to conduct activities necessary for the advancement, promotion, expansion, and well-being of the aquaculture Industry. The term aquaculture used herein includes the cultivation, harvesting, and selling of animal and plant life grown or produced in a water environment.

Subject to prior approval of the board of directors, the Association may take a position and express an opinion on issues directly and generally affecting the aquacultural Industry, provided that no action shall be taken on such matters as clearly fall solely within the purview of individual members.

ARTICLE III

Membership

Section 1. Active. Any person, firm, or organization actively cultivating aquaculture products within the state of Florida is eligible to become an active member.

Section 2. Associate. Any individual or entity engaged in providing equipment, supplies, materials, or services used in Florida's aquaculture Industry or any individual with an interest in Florida's aquaculture and shares the objectives of the Florida Aquaculture Association.

Section 3. Affiliate. Any established trade Association is eligible to become an affiliate member of the Florida Aquaculture Association.

Section 4. Student. Any individual currently enrolled in an accredited educational institution.

Section 5. Voting. Only active members in good standing are eligible to cast one vote. In the case of the active member being a firm or organization, that member shall have one person to be its representative to the Florida Aquaculture Association and who shall represent, vote, and act as the member in all affairs of the Association. Voting by proxy requires written documentation sufficient to satisfy the election committee board of directors. All other membership classifications shall have the right of voice but without vote.

Section 6. Approval of Members. Any person, firm, corporation, or organization eligible for membership under these bylaws may be elected, by the board of directors, to membership under the appropriate membership category upon written application and the submission of appropriate dues. Prospective new members shall be proposed as a candidate for membership to the board of directors by the chairman of the membership committee or his designee, after the conditions of the appropriate membership classification have been confirmed. For such election, a majority of the directors is required for membership approval. No member shall be denied membership on the basis of race, sex, creed, or national origin.

Section 7. Duration of membership and resignation. Membership in this Association may terminate by voluntary withdrawal, or otherwise in pursuance of these Bylaws. All membership rights and privileges shall cease on the termination of membership. Any member may withdraw from membership by giving written notice of such intention. Such notice shall be presented to the board of directors. The withdrawing member shall forfeit all prepaid dues at the time of withdrawal.

Section 9. Suspension and expulsion. Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws, any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by two-thirds (2/3) vote of the board of directors. Statement of the charges shall be sent by certified or registered mail to the recorded address of the member at least twenty (20) days before final action is taken. This statement shall include notice of the time and place of the meeting of the board of directors at which the charges will be considered. The member shall have the opportunity to appear in person and to be represented by counsel to present any defense to such charges before action is taken.

ARTICLE IV

Dues

Section 1. Amount. The annual dues for each member and classification of the Association shall be determined by the board of directors.

Section 2. Past Due Members. Members who are thirty (30) days overdue in their Association dues payments shall be notified by the Secretary. If payment is not made within the succeeding thirty (30) days of the written notice, the member shall be dropped from the membership rolls and forfeit all privileges of membership. The board of directors may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE V

Meetings of Members

Section 1. Annual Meeting. There shall be an annual meeting of the Association at such time and place as may be determined by the board of directors, for the announcement of the results of the election of the members of the board of directors, for receiving the annual reports, and the transaction of other business. Notice of the annual meeting, specifying the time and place of the meeting, shall be mailed to the last recorded address of each member not less than thirty (30) days nor more than ninety (90) days before the date of the meeting.

Section 2. Special Meetings. A special general membership meeting of the Association may be called by a two-thirds (2/3) vote of the board of directors. Twenty-five (25) percent of the active members or more may request a special meeting by written request to the president. The request must state the purpose of the special meeting and be signed by the requesting members. The president shall then call a special meeting within thirty (30) days. Notice of any special meeting shall be mailed to each member not less than fourteen (14) days nor more than forty (40) days before the meeting. The notice shall include a statement of time, place, and purpose of the meeting.

Section 3. Quorum. At least twenty-five (25) active members, including one (1) officer of the Association, present at any meeting of the Association shall constitute a quorum. In the case these be less than this number, the presiding officer may adjourn or delay the meeting until a quorum is present.

Section 4. Meeting Procedures. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The parliamentary rules established in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws. The order of business at meetings shall be as follows:

1. Call to order
2. Reading of minutes of previous meeting
3. Reports of officers
4. Reports of committees
 - a. Standing
 - b. Special
5. Unfinished business
6. New Business
7. Approval of new members
8. Elections
9. Adjournment

ARTICLE VI

Board of Directors

Section 1. The board of directors shall have supervision, control, and direction of the affairs of the Association. They shall have the authority to retain or employ any counsel, agents, or assistants they deem necessary to conduct the business of the organization and to designate their titles, define their duties, and fix their compensation. The board of directors may appoint an executive committee to manage the affairs of the Association when the board of directors is not in session.

Section 2. Composition. The board of directors shall be composed of ~~twenty-one (21)~~ nineteen (19) members. Directors at-large shall be either active or associate members. ~~Fifteen (15)~~ Twelve (12) members of the Board of Directors shall be Directors-at-large and ~~six (6)~~ seven (7) members of the Board of Directors shall represent one of each of the following commodity groups provided that each group has at least seven (7) active members on the respective commodity group committee. The equipment suppliers & services group must include at least seven (7) members but may include associate members actively involved in supplying products or services to the aquaculture industry:

1. Tropical Fish
2. Alligators
3. Food & Bait Fish
4. Shellfish & Shrimp
5. Aquatic Plants
6. Aquaculture Equipment Suppliers & Services
7. Other Aquaculture Crops

In the event that the commodity committees contain less than seven (7) members, the Board seat should be held vacant until more members are recruited.

Section 3. Elections & Terms. The board of directors shall be elected by a vote of the active membership. The vote shall be conducted by mail. The election ballots shall be compiled, the results announced, and implemented at the annual meeting. Adequate election security measures must be observed to the satisfaction of the board of directors. The election ballot shall be mailed to each active member not less than thirty (30) days nor more than forty-five (45) days before the annual meeting. The election ballot shall include the recommendations of the nominating committee. The directors representing each of the commodity groups will serve annual terms. At-large directors shall be classed so that one-third of the directors at-large will be elected each for a three (3) year term. The results shall be determined according to the highest plurality of the votes received by mail within twenty (20) days submission to the active membership.

Section 4. Meetings. The board of directors shall hold at least three (3) meetings per year, one of which shall be held at the annual meeting after the new board of directors have been installed. Special meetings of the board of directors may be called at any time or frequency by the president or seven (7) directors. Notice of time, date, and the location of all meetings of the board of directors shall be sent by mail to each member of the Board at least seven (7) days in advance of such meetings.

Section 5. Quorum. A majority of the members of the Board, which is ~~11~~ 10, shall constitute a quorum at any meeting of the board of directors. Any less number may adjourn until a quorum be present.

Section 6. Absence. Any member of the board of directors unable to attend a meeting shall notify the president or secretary prior to the meeting and state the reason for his absence. The President will announce to the board of directors at the meeting the reason for the absence. If a director is absent from two (2) consecutive meetings for reasons that the board has not been notified or declared to be insufficient, his resignation shall be deemed to have been tendered and accepted.

Section 7. Compensation. Directors shall not receive any compensation for their services as directors. The board of directors may authorize reimbursements of expenses incurred in the performance of their duties. Such

authorization shall prescribe procedures for approval and payment of such expenses by designated officers of the Association.

page 4

Section 8. Resignation or Removal. Any director may resign by giving written notice to the board of directors. Such resignation shall take effect at the time specified in the resignation, or if no time is specified, at the time of the acceptance by the board of directors. Any director may be removed by a majority vote of the directors at any meeting where a quorum is present. Directors that are removed shall be provided written notice of such action within seven (7) days after the vote.

Section 9. Vacancies. Any vacancies in the at-large positions that occur on the Board may be filled by an associate or active member chosen by the remaining members of the Board for the unexpired term. Any vacancies in the commodity positions that occur on the Board may be filled by a member chosen by the respective commodity committee for the unexpired term provided that each group has at least seven (7) active members on the respective commodity group committee producing that commodity. The equipment suppliers & services group must include at least seven (7) members, but may include associate members, actively involved in supplying products or services to the aquaculture industry

ARTICLE VII

Officers

Section 1. Composition. The elective officers of the Association shall be a president, vice president, secretary, and treasurer all of whom shall be members of the board of directors. These officers shall be elected annually by the board of directors at the board meeting held immediately after the installation of the new board at the Association's annual meeting. Election shall be by ballot and a majority of the votes cast shall elect.

Section 2. Term. Officers shall serve for a term of one (1) year that expires at the conclusion of the annual meeting. The retiring officer should make certain the newly elected officer has been adequately trained in order to ensure an orderly transition of the responsibilities of office.

Section 3. Officer Vacancies in any office may be filled for the balance of the unexpired term by the directors at any regular or special meeting.

Section 4. President. The president shall be the principal officer of the organization. The president shall preside at meetings of the Association, the board of directors, and the executive committee. The president shall appoint all committees and designate their chairmen. The president shall be a member of all committees with right to vote, except the nominating committee. He shall communicate to the Association membership or to the board of directors such matters and make suggestions as to promote the goals, objectives, and welfare of the Association. The president shall perform other duties incidental to the office of president or as may be prescribed by the board of directors.

Section 5. Vice president. The vice president may perform the duties of the president in the event of his temporary disability, absence from meetings, and as directed by the president.

Section 6. Treasurer. The Treasurer shall keep an account of all Association moneys received and expended. The Treasurer shall make disbursements authorized by the board. All sums received shall be deposited by the treasurer into financial institutions approved by the board of directors. The treasurer shall make a report at the annual meeting, at regular board of directors meetings, or when called upon by the president. The funds, books, and records in his hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the board of directors. The president shall appoint an audit committee to verify the records of the association. The annual audit shall be completed and reported to the board of directors at the last board of directors meeting of the year, before the records are turned over to the incoming treasurer.

Section 7. Secretary. It shall be the duty of the secretary or his designated assistant to give notice of all meetings of the Association membership and board of directors and to keep a record of all proceedings. The secretary

or his designated assistant shall deliver copies of the minutes of board of directors meetings to the board members within forty-five (45) days from the date that the meeting was held. The secretary or his designated assistant shall attest to documents and perform such other duties as are usual for such an official or as may be duly assigned to him.

page 5

Section 8. Administration. The administration and management of the Association may be performed by a salaried staff, employed or appointed by, and directly responsible to, the board of directors. He shall have the title of executive director or such other title as the board shall designate. Subject to the president and the board, he shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association. He shall manage and direct all functions and activities of the Association and perform such other duties as may be specified by the board.

Section 9. Bonding. At the direction of the board of directors, any officer or employee of the Association may be secured by a fidelity bond, in such a sum as the Board shall prescribe.

ARTICLE VIII

Committees

Section 1. The president, subject to the approval of the board of directors, shall annually appoint such standing, special or subcommittees as may be required by the bylaws or as he may find necessary.

Section 2. Executive Committee. The president, vice president, treasurer, and secretary shall constitute the executive committee. They may collectively exercise the powers of the board of directors when the board of directors is not in session, reporting to the board of directors at its succeeding meeting any action taken.

Section 3. Nominating Committee. At least ninety (90) days before the election mailing, the president shall appoint a nominating committee of five (5) members, two of whom shall not be Board members whose selection have been approved by the board of directors, to nominate candidates for the board of directors who will be elected at-large. The committee shall notify the secretary in writing, at least twenty (20) days before the date of the election mailing of the names of the candidates they propose. The candidates proposed by the nominating committee shall not include the names of the representatives of the commodity group committee who will serve on the board of directors as spokesmen of their commodity group.

Section 4. Independent Nominations. Nominations for directors may also be made, endorsed with the names of not less than ten (10) active members of the Association, if received by the chairman of the nomination committee at least twenty (20) days prior to the mailing of the board of directors election ballot. The chairman of the nominating committee will include the independent nominations into the ballot indicating that the names were submitted as independent nominations.

Section 5. Commodity Group Committees. The President shall appoint a chairman for each of the commodity groups listed in article IV, section 2. With the exception of the equipment suppliers & services committee, all members of the commodity groups, including the chairmen, shall be active producers of the respective commodity. Each chairman shall notify the secretary and the chairman of the nominating committee, in writing, at least twenty (20) days before the date of the election mailing of the names they recommend to represent each of the six commodity groups on the Board of Directors and assurance that they have adequate membership.

Section 6. Election Committee. The President shall appoint an election committee at least forty-five (45) days before the annual meeting. The election committee shall insure election security and conduct the election consistent with Article VI, Section 3. The election committee shall guarantee the compilation of ballots. The chairman, or his designee, shall announce the results of the election at the annual meeting.

ARTICLE IX

Mail Vote

Section 1. Whenever any question arises that the board of directors believes should be put to a vote of the active membership, and when it deems it inexpedient to call a special meeting for such purpose, the directors may, unless otherwise required by these bylaws, submit such a matter to the Active membership in writing by mail for vote

and decision. The question presented shall be determined according to a majority of the votes received by mail within twenty (20) days submission to the active membership. Actions taken by mail vote shall be binding upon the Association in the same manner as a vote taken at a duly called meeting of the active membership.

page 6

ARTICLE X

Fiscal Year

The fiscal year shall commence on the first (1st) day of September and shall end on the thirty-first (31st) day of August. The fiscal year may be changed as required by the board of directors.

ARTICLE XI

Seal

The Association shall have a seal of such design as the board of directors may adopt.

ARTICLE XII

Indemnification

By resolution of the board of directors the association may provide for indemnification of its present or former directors and officers. Indemnification may apply against expenses incurred in connection with the defense of any legal action that may develop by reason of having been directors or officers of the Association. Indemnification should not be extended in cases of established negligence or misconduct.

ARTICLE XIII

Dissolution

The Association shall use its funds only to accomplish the objectives specified in these bylaws. On dissolution of the Association any funds remaining shall be distributed to one or more qualified educational or scientific organizations to be selected by the board of directors.

ARTICLE XIV

Amendments

Article VI, Section 2. of these bylaws may be changed by the Board of directors in order to reflect the changing membership and nature of aquaculture in Florida. All other sections of these bylaws may be amended or repealed by a vote of at least twenty-five (25) percent of the active members. Any amendment proposed by the board of directors shall be mailed to the active members at least fifteen (15) days prior to the date of the meeting at which the vote would be taken. In the case of a mail vote, the ballot may satisfy the need for written notification. Votes for amendments to the bylaws may be included into the annual mail ballot for the election of the board of directors.