

IAAAM CONSTITUTION AND BY-LAWS

CONSTITUTION

Article I Name

Section 1 The name of this organization shall be the International Association for Aquatic Animal Medicine (IAAAM), hereafter called the Association.

Section 2 The Association is defined as an organization of individuals who are professionally involved in the practice of aquatic animal medicine or in teaching and research in aquatic animal medicine or in the husbandry and management of aquatic animals.

Article II Objectives

Section 1 To advance the art and science of aquatic animal medicine and health and promote the free exchange of knowledge in the interest of improving the health care and husbandry of aquatic animals held in human care and the proper conservation and management of aquatic animal resources in the wild.

Section 2 To provide an organization within which interested and professionally qualified individuals can work together to achieve these objectives.

Section 3 To provide a setting in which the development of the practice of aquatic animal medicine may be facilitated and enhanced.

Section 4 To promote the application of the principles of veterinary medicine to aquatic animal disease problems.

Article III Membership

Section 1 Membership of this Association shall be divided into the following categories:

- a. Member
- b. Student Member
- c. Life Member
- d. Honorary Life Member
- e. Sustaining Member

- Section 2 Qualifications for Membership. Membership shall be limited to:
- a. Member. Persons who are professionally involved in aquatic animal medicine, research or teaching aquatic animal medical science, are engaged in the management of aquatic animals, and support the objectives of the Association as defined in Article II and whom the Executive Board of the Association determines to be eligible as members.
 - b. Student Member. Duly enrolled college or university students, post docs, or interns/residents at AZA accredited or equivalent institutions having an interest in conservation, veterinary practice, research, husbandry or management related to aquatic animals.
 - c. Life Member. Upon professional retirement, full members in good standing for a minimum of 10 consecutive years of active membership may be afforded life membership by the Executive Committee upon petition by the member.
 - d. Honorary Life Member. Individuals who have made an outstanding contribution to the promotion of aquatic animal medical science and the objectives of the Association.
 - e. Sustaining Member. Available on an annual basis to interested individuals or institutions who wish to make financial contributions of \$250.00 or more to sustain the work of the Association.

Section 3 All applications for membership and requests for change in membership status must be approved by the Executive Board.

Section 4 Only Members, Life Members, and Honorary Life Members may vote and hold office in the Association. Student and Sustaining Members are entitled to receive the Association communications and attend scientific sessions of the Association.

Article IV Officers

Section 1 The officers of the Association shall be those of President, President-Elect, Past President, Secretary, and Treasurer.

Section 2 The term of office for the President, President-Elect, and Past President shall be one year beginning at the close of the annual business meeting and continuing until their successors are installed. Individuals elected to the office of Secretary and Treasurer will serve a three-year term, which may be renewable for one additional term.

Section 3 The President-Elect shall be installed as President and assume the duties and responsibilities of the President at the end of the business meeting of the annual meeting following the annual meeting at which he/she is elected.

Section 4 The Past President shall become Acting-President to fill out the unexpired term if, for any reason, the President should be unable to fulfill the duties of that office. If both the President and Past President are unable to fulfill the duties of the office of President, the President-Elect shall become Acting President. In such case, the President-Elect shall become eligible to serve his or her own full term as President. The Executive Board shall fill other vacancies, which might occur.

Article V Executive Board

Section 1 The Executive Board Shall be composed of eight (8) members: The five officers and three other qualified members elected at large at the annual meetings. One of these positions will be designated to fulfill the role of Communications Advisor. A majority of the members of the Executive Board shall, at all times, be Doctors of Veterinary Medicine.

Section 2 Elected at large Board Members shall serve three-year terms and shall be eligible for re-election for one additional term.

Section 3 Terms of office for the Executive Board members shall begin at the close of the annual business meeting and continue until their successors are installed.

Section 4 The Board shall be the executive body of the Association and shall have the responsibility of administering Association affairs.

Article VI Meetings

Section 1 The time and place of the regular annual meeting and of all special meetings shall be chosen by the Executive Board.

Section 2

All members shall be given at least thirty (30) days notice, either electronically or via a postal service, of the time and place of meetings.

Article VII

Amendments

Proposed amendments to this Constitution initially shall be considered by the Executive Committee. Upon a unanimous vote by the Executive Committee to formally consider the amendment(s), the proposed amendment(s) shall be submitted to the full membership for their action by one of the following mechanisms, at the discretion of the Executive Committee.

- A. Proposed amendments shall be placed on the agenda of the Annual Meeting or any Special Meeting of the Association called for this purpose. All Association members in good standing shall be given notification of the proposed amendment(s) not less than thirty (30) days prior to the meeting at which the amendment(s) are to be considered. The required notification may be effected by a postal distribution of the proposed amendment(s) or by a listing of the proposed amendment(s) in the Members Section of the Association Website. Amendments shall be adopted upon a 2/3rds majority vote in favor of the amendment(s) cast by those members present and voting at a duly authorized Annual or Special Meeting of the Association. OR
- B. Proposed amendment(s) shall be considered by the Association members in good standing utilizing an electronic balloting system by which votes shall be cast electronically within a twenty (20) day period immediately following termination of the thirty (30) day notification period as defined in Article VII, Paragraph A above. Amendments shall be adopted upon a 2/3rds majority vote in favor of the amendment(s) of those votes cast electronically providing at least 51% of the Association members in good standing cast an electronic ballot within the twenty (20) day voting period. Failure to receive votes from at least 51% of the members eligible to vote shall constitute a failure of the motion to amend.

As amended (May 3rd 2009)

BY-LAWS

Article I Membership

Section 1 Membership applications shall be submitted to the Executive Board member in charge of membership issues on a form authorized by the Association, signed by the applicant and at least one member in good standing, and be accompanied by a resume or curriculum vitae.

Section 2 The Executive Board member in charge of membership will act upon applications for membership based in accordance with the decision of the Executive Board as defined in Article III, Section 2a of the Constitution.

Section 3 Membership in this Association shall be terminated by the Executive Board for the following reasons:

- a. For conduct unbecoming a professional individual.
- b. For nonpayment of dues by March 1.
- c. When requested by the member.

Article II Dues and Finances

Section 1 The fiscal year of the Association shall begin on July 1 and end on June 30. Members shall pay annual dues for the next fiscal year in an amount specified by the Executive Board of the Association at the Annual Meeting of the current fiscal year in accordance with Article IV, Section 1. All dues shall become payable by March 1 of the current fiscal year. The Executive Board shall be authorized to waive membership dues partially or entirely in cases of hardship and upon retirement because of age.

Section 2 No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles II and III, hereof, and reimburse the Executive Board for reasonable expenses, excluding salaries, associated with the execution of their duties set forth in Article III. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by any Association, contributions to which are deductible under Section 1760(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Section 3 Upon the dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Executive Board shall determine. Any of such assets not so disposed of shall be disposed of by the court of Common Pleas of the country in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III Duties of Officers

Section 1 The President shall preside at all meetings; shall serve as Chairman of the Executive Board; shall appoint all committees and at the conclusion of his/her term of office, shall serve for 1 year as a member of the Executive Board.

Section 2 The President-Elect shall:

- a. Become Acting-President to fill out the un-expired term if, for any reason, the President and Past President should be unable to fulfill the duties of office.
- b. Become President of the Association and shall serve as President after the President has completed his/her term of office.

- c. Serve as Chairman of the Program Committee for the annual meeting.

Section 3 The Secretary shall record complete minutes of any meetings of the Executive Board and the annual business meeting; shall sign all legal documents; and shall be custodian of all properties of the Association. The Secretary is responsible for mailing copies of the proceedings to members who did not attend the annual conference and for correspondence from members of the Association to the board, with libraries and institutions, and with non-members via the website or sent directly to the Executive Board.

Section 4 The Past President shall serve on the Executive Board and shall become Acting-President to fill out the un-expired term if, for any reason, the President should be unable to fulfill the duties of that office.

Section 5 The Treasurer shall make one billing for dues; receive all fees, dues, and contributions; shall pay all debts of the Association subject to approval by the Executive Board; shall prepare a proposed budget for the ensuing fiscal year, and this budget, in final form, shall be, if necessary, modified, and ratified by the Executive Board; shall submit a Treasurer's report for auditing at the annual business meeting; shall prepare a final budget for the coming fiscal year and final accounting of the current fiscal year for publication in the newsletter following the end of the fiscal year; and shall prepare and submit the appropriate tax returns within the required time frames.

Article IV Duties of the Executive Board

Section 1 The Executive Board shall be the governing body of this Association and as such shall act on behalf of the membership between scheduled meetings of the organization; shall give majority approval of all bills; shall act upon all membership applications; shall act upon all petitions for Life Member status; shall receive reports of all committees; shall determine the levels of membership Dues to be levied in the year following the current Annual Meeting; shall have the power to remove any member from any appointed post by a simple majority vote by the total board membership or from any elected post by a two-thirds majority vote by the total board membership; shall have the authority to revoke membership in the Association by a unanimous vote of members; shall have the authority to waive membership dues partially or entirely; and shall carry out all other required actions appropriate to its role.

Section 2 A majority of the members of the Executive Board must be present to constitute a quorum.

Section 3 Proposed amendments to the Constitution and By-Laws shall require unanimous approval by the board for transfer to the members for action.

Article V Meetings

Section 1 The annual business and scientific meeting shall be held at appropriate times and places as determined by the Executive Board. Business appropriate for action by the membership shall be considered at the annual meeting.

Section 2 Special meetings of the membership may be called by the President for the purpose of considering actions requiring decision by the membership. Such meetings shall require a minimum 30 day prior notice concerning the stated purpose, time and place. The time and place of such meetings shall be selected by the Executive Board

Section 3 Fifteen (15) percent of the membership eligible to vote shall constitute a quorum.

Article VI Order of Business

Section 1 The order of business at the annual meeting shall be as follows:

- a. Call to order
- b. Reading of the minutes
- c. Unfinished business
- d. Board and Committee reports
- e. New business
- f. Nominations
- g. Election of officers
- h. Induction of officers
- i. Adjournment

Article VII Elections

Section 1 The Association shall elect (by ballot or other acceptable voting method) at the annual meeting members to fill vacant positions within the Executive Board.

Section 2 A nomination committee shall be appointed by the Executive Board, and it shall be their duty to prepare a list of agreeable nominees who shall have consented to serve if elected for all elective offices. This list shall be forwarded to all Members, Life Members, and Honorary Life Members thirty (30) days prior to the annual business meeting. Additional nominations may be made from the floor by any Member, Life Member, or Honorary Life Member in good standing.

Section 3 A majority vote by those members eligible to vote and present at the annual meeting shall be necessary to elect the officers and Board Members from the nominees proposed by the Nominating Committee or by nomination from the floor.

Article VIII Parliamentary Procedure

Section 1 All parliamentary proceedings at the meetings of this Association, its boards or committees shall be governed by Robert's Rules of Order, Revised, except where otherwise provided in these By-laws.

Section 2 A parliamentarian may be appointed by the President at any regular or special meeting of the Association and shall serve in an advisory capacity.

Article IX Amendments

Proposed amendments to these Bylaws initially shall be considered by the Executive Committee. Upon a unanimous vote by the Executive Committee to formally consider the amendment(s), the proposed amendment(s) shall be submitted to the full membership for their action by one of the following mechanisms, at the discretion of the Executive Committee.

A. Proposed amendments shall be placed on the agenda of the Annual Meeting or any Special Meeting of the Association called for this purpose. All Association members in good standing shall be given notification of the proposed amendment(s) not less than thirty (30) days prior to the meeting at which the amendment(s) are to be considered. The required notification may be effected by a postal distribution of the proposed amendment(s) or by a listing of the proposed amendment(s) in the Members Section of the Association Website. Amendments shall be adopted upon a 2/3rds majority vote in favor of the amendment(s) cast by those members present and voting at a duly authorized Annual or Special Meeting of the Association. OR

B. Proposed amendment(s) shall be considered by the Association members in good standing utilizing an electronic balloting system by which votes shall be cast electronically within a twenty (20) day period immediately following termination of the thirty (30) day notification period as defined in Article IX, Paragraph A above. Amendments shall be adopted upon a 2/3rds majority vote in favor of the amendment(s) of those votes cast electronically providing at least 51% of the Association members in good standing cast an electronic ballot within the twenty (20) day voting period. Failure to receive votes from at least 51% of the members eligible to vote shall constitute a failure of the motion to amend.

As amended (May 3rd, 2009)