

MISSOURI AQUACULTURE ASSOCIATION BY-LAWS

ARTICLE I - Ideals and Purposes

The ideals and purposes of the Missouri Aquaculture Association, referred to herein as the Association, shall be to promote the success of aquaculture in Missouri. The Association will work to improve the quantity, quality, and efficiency of aquaculture production in the private waters of the state. The Association will serve as an organized and cooperative voice to encourage a healthy, successful industry.

ARTICLE II - Offices

The registered office of the Association shall be identified by the Board of Directors. A registered office of the Association is required by the corporation laws of the State of Missouri. The address of the registered office may be changed as needed by the Board of Directors

ARTICLE III - Membership

There shall be three or more types of membership of the Association as designated by the Board of Directors. The three types of membership established at this time are: Active, Sustaining, and Honorary.

Active members: Active members will be those interested in aquaculture, those engaged in aquaculture, and those involved in promoting aquaculture products.

Sustaining members: Anyone associated with or interested in aquaculture in Missouri may become sustaining members upon payment of specified dues. Sustaining members may designate one representative to serve as an active member of the Association. Sustaining members shall receive special recognition and benefits as deemed appropriate by the Board of Directors.

Honorary members: Honorary members are individuals that the Association deems should receive such honor for the performance of distinguished service for the Association on a local, state, or national basis with membership to be accomplished only by the unanimous vote of the Board of Directors. Such honorary membership shall grant to such individual the privilege of being an active member without the payment of dues

ARTICLE IV - Admission to Membership

All individuals, partnerships, firms, and corporations that are interested in the ideals and purposes of the Missouri Aquaculture Association shall make application for membership in this organization by completing a Membership Form provided by the Association.

Membership may be sustained by the payment of annual dues as prescribed in the By-Laws and any special fees as approved by the Board of Directors. The membership year will be on a calendar year basis.

ARTICLE V- Fees and Dues

Active membership annual dues will be determined by the Board of Directors due from active members on the first day of January, annually.

Sustaining membership annual dues will be determined by the Board of Directors with full payment due within the first quarter, annually.

The Board of Directors shall have the authority to change the amount of annual dues, provided however, that such changes are approved by a 2/3 majority vote of the Board of Directors.

ARTICLE VI - Meetings of the Membership

Members of the Association shall hold an annual business meeting within the first quarter of each year, at such time and place in Missouri as the Board of Directors may select.

Special meetings of the membership may be called by the President and a majority of the Board of Directors with the members to have ten (10) days notice in writing of the meeting. Notice of the annual meeting or any special meeting shall be mailed to each member of the Association at least ten (10) days prior to the date set for the meeting. The notice should include a brief statement as to the business to be transacted at the meeting. At any annual meeting or special meeting the President, or in their absence, the President-Elect shall preside. Every active member of the Association, in good standing and having a representative present either in person or by proxy, is authorized to vote with one vote granted to each active member. Unless otherwise specified in these By-Laws, issues will be decided by a majority of votes cast.

ARTICLE VII - Board of Directors

The operation, management, and control of the business of the Association shall be vested in the Board of Directors consisting of twelve members hereinafter referred to as the Board. Members of the Board are to be elected for a three year term. Three Ex-Officio members, one member each, from the Department of Agriculture, the Department of Conservation, and the Department of Natural Resources shall serve a one year term. The Ex-Officio members shall be appointed by the Directors of each Department. The Ex-Officio members shall not have the right of vote but shall have a full right to participate in the discussion of the Board.

New members to the Board shall be elected by the membership at its annual meeting.

The President shall appoint a committee to nominate new Board members and to report to the members at the annual meeting. Additional nominations may be made from the floor for the election of any Director. Election may be made by oral vote, show of hands, or by ballot.

The Board shall meet semi-annually. Special meetings may be called by the President or by seven (7) members of the Board after a ten (10) day notice is given.

The management, control, and operation of the Association is vested in the Board and they shall have power to make such rules and requirements as are consistent with the Articles of Incorporation and By-Laws of this Association. All matters in dispute between members of the Association or between the Association and its members shall be referred to the Board for decision. A decision by the Board on any matter of controversy shall be final.

Directors as such shall not receive any stated salary for their services but, by resolution of the Board, a reimbursement for expenses at meetings may be allowed. Nothing herein contained shall be interpreted to preclude any Director from serving the Association in any other capacity and as such receiving compensation. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

In case a vacancy shall occur on the Board between annual meetings of the membership, the Board shall fill such vacancy by appointment from within the membership. The member so selected shall serve until the next annual meeting at which time the vacancy shall be filled by election for the balance of the unexpired term.

ARTICLE VIII - Officers

The officers of the Association shall be a President, a President-Elect, a Secretary, and a Treasurer. The President and President-Elect are to be elected by the Board from the membership of the Board. By virtue of their election as President or President-Elect, they shall be members of the Board. The offices of Secretary and Treasurer may be elected for a three year term and may be appointed from the general membership. The offices of Secretary and Treasurer may be combined.

President: It shall be the duty of the President to preside at all meetings of the members of the Association. He/she shall also preside at all meetings of the Board and exercise such resolution of the Board. The President may hold this position for a term of two years on the Board. The Board of Directors may extend the term by a 2/3 majority vote.

President-Elect: The President-Elect shall act in case of the disability, inability, or neglect of the President to perform and to succeed the President. The President-Elect may hold this position for a term of two years on the Board.

Secretary: The Secretary, who may or may not be a member of the Board, shall perform clerical duties.

Treasurer: The Treasurer, who may or may not be a member of the Board, shall keep on deposit all monies belonging to the Association and shall approve payment of all bills necessary for conduct of business of the Association. The Treasurer shall keep a correct account of all funds of the Association and make reports at the annual meeting and as requested by the Board.

Both the Secretary and Treasurer may attend Board meetings as determined by the President.

ARTICLE IX - Committees

The Board or the President shall have the right to create such standing committees as deemed proper. The Board shall further have the right to create an Executive Committee to act upon such matters as shall arise and must be promptly cared for when a meeting of the Board is not advisable or possible. The Board or President shall have the right to establish Ad-Hoc committees as deemed necessary to address short-term issues that may arise. Ad-Hoc Committees will have specific objectives and time frame established for their existence.

ARTICLE X - Amendments

The By-Laws may be amended at any annual meeting of the Association with 60 percent of the votes cast voting in favor of such amendment, or they may be amended at any special meeting called for the specific purpose of amendment. Proposed amendments to be acted on at either an annual meeting or a special meeting shall be in writing.

Any proposed amendment to these By-Laws or to the Articles of Incorporation, which if approved by the Board, may be submitted to the entire membership in writing by letter with a ballot therein enclosed. If 60 percent of the votes cast are in favor of such proposed amendment, it shall be declared as adopted. All members will be advised of the results of any vote on the Articles of Incorporation or the By-Laws.