

ATLANTIC ESTUARINE RESEARCH SOCIETY, INC.
CONSTITUTION AND BY-LAWS
CONSTITUTION

NAME OF ORGANIZATION: The name of this organization shall be Atlantic Estuarine Research Society, Inc. (AERS).

PURPOSE OF ORGANIZATION: AERS is organized as a non-profit society to serve the scientific and management community and shall be operated exclusively to foster educational and research purposes. The objectives shall be the exploration, discussion and exchange of ideas upon estuarine and related research problems, from New Jersey to North Carolina, but not necessarily restricted to that area. Emphasis will be placed on the consideration of interdisciplinary studies that span basic and applied topics. Especially desirable are reports of work in progress, including negative results. AERS shall be an affiliate society of the Coastal and Estuarine Research Federation (CERF).

AERS is an inclusive organization and does not discriminate based on an individual's age, ancestry, disability, ethnicity, gender, gender identity, national origin, race, religious affiliation, sexual orientation or veteran status. AERS does not tolerate unwanted verbal, physical, or visual conduct relating to any of those characteristics.

MEMBERSHIP: Active membership shall be open to students, professionals and others with an interest in the scientific study or management of estuaries.

DIRECTORS: The Board of Directors (Board) of the Society shall consist of the Immediate Past President, President, President Elect, Secretary, Treasurer, Treasurer Elect, the Chairperson (or one representative) of each Standing Committee and three At-Large members appointed by the President. Decisions shall be determined by a simple majority vote of the Board, unless specified elsewhere in the constitution or by laws.

At-large members, the President-Elect, the immediate Past-President, and the Treasurer-Elect shall serve for one year, and the elected Board member's terms shall be restricted to their terms in office. Any vacant office may be filled for the unexpired portion of its term by the President. No elected Director may serve consecutive terms. Terms for non-elected Directors shall be at the discretion of the President.

COMMITTEES: Standing Committees are responsible for core functions and are long-standing, whereas Ad Hoc Committees are responsible for supplemental functions or are short duration. The Board may recommend the creation or dissolution of Standing Committees through revision of the By-Laws. The Board may recommend the creation or dissolution of Ad Hoc Committees at its

discretion. Chairs of Standing and Ad Hoc Committees shall be appointed by the President.

BY-LAWS: The structure and function of AERS within the context of the Constitution shall be described in By-Laws.

CHANGES TO CONSTITUTION or BY-LAWS: Members may propose changes to the Constitution or By-Laws at any general meeting. The membership shall be informed by electronic means of the proposed changes at least four weeks before a regularly scheduled meeting. Members may vote to accept or reject proposed changes by a secure electronic voting mechanism approved by the Board. All votes received will be tallied and the results announced during the business meeting. Changes to the Constitution must be approved by a two-thirds majority. Changes to the By-Laws may be approved by simple majority of those voting.

DISTRIBUTION OF ASSETS: In the event of dissolution, any assets of AERS shall be distributed to a non-profit fund, foundation, or corporate organization operated exclusively for the purpose as specified in Section 501(C) (3) of the Internal Revenue Code. The fund, foundation, or corporate organization to which AERS assets will be distributed shall be selected by the AERS Board at its last meeting.

End of Constitution

BY-LAWS

ATTENDANCE AT MEETINGS: Attendance at meetings shall be limited to individuals who have paid the registration fee, honorary members, keynote speakers, or guests invited by the Board. The press shall attend only at the direct invitation of the Board except at meetings held under the auspices of CERF

MEMBERSHIP: Individuals who have paid dues to the society shall be deemed members. Individuals who have been recognized by the Board for outstanding work or interest in the field of estuarine research may be made Honorary Members with the same rights and perquisites as Active Members but shall not be required to pay dues.

STANDARDS OF CONDUCT: AERS is an inclusive organization and does not discriminate based on an individual's age, ancestry, disability, ethnicity, gender, gender identity, national origin, race, religious affiliation, sexual orientation or veteran status. AERS will not tolerate unwanted verbal, physical, or visual conduct relating to any of those characteristics. Members shall report to the Board any breach of these standards witnessed at AERS functions or evidenced in AERS communications media.

DUES: The annual dues of the active members shall be set by the Board. The period for which dues apply is one calendar year from receipt of payment.

DUTIES OF THE ELECTED DIRECTORS: The President shall preside at all meetings. Three At-Large members and all Committee Chairs shall be appointed by the President. The President or his/her designated representative (e.g., President Elect or immediate Past President) shall serve on the governing board of CERF, and the President shall direct Society activities of the Board.

It shall be the duties of the Treasurer to collect, disburse, and account for all moneys, and to file income tax returns. The annual accounting period will end on 31 December each year. The Treasurer shall summarize the state of the society's finances in a report at each regular meeting of the Board. In the Treasurer's last year in office, he/she shall also mentor the Treasurer Elect.

The President Elect and Treasurer Elect will support the President and Treasurer, respectively, may represent them in their absence and shall become familiar with the responsibilities of those positions. The immediate Past President may counsel the President and fulfill the role of President in his or her absence.

It shall be the duties of the Secretary to keep minutes of regular meetings of the Board and business meetings of the society, and to distribute notices and send copies of meeting minutes. The Secretary shall submit meeting minutes and other pertinent data to the Historian for placement in the official Repository of the Society.

TERMS OF OFFICE: The President Elect will serve a one-year term commencing at the Spring Meeting preceding the Biennial CERF Meeting, followed by a two-year term as President that commences at the Spring Meeting following the Biennial CERF Meeting. The Past-President will commence a one-year term as Past-President at the Spring Meeting following the Biennial CERF meeting.

The Treasurer-Elect will serve a one-year term commencing at the Spring Meeting following the Biennial CERF Meeting, followed by a two-year term as Treasurer that commences at the Spring Meeting preceding the Biennial CERF Meeting.

The Secretary shall serve a two-year term commencing at the Spring Meeting preceding a CERF Meeting.

NOMINATION COMMITTEE: The Nomination Committee will nominate at least two candidates for President Elect, Treasurer Elect and Secretary, and disseminate

by electronic communications those nominations to the membership at least three weeks prior to the spring meeting at which the election will occur.

ELECTION OF DIRECTORS: Elections shall be by a secure electronic voting mechanism that is approved by the Board and available to the full membership at least four weeks before a regularly scheduled spring meeting. The end of the electronic voting period will be announced during the spring business meeting. Votes will be tallied and the results announced at the end of the business meeting. The Nominations Committee Chair and one member of the outgoing Board shall be responsible for overseeing the voting and counting the electronic ballots. There shall be no public tally. The President will cast the deciding vote in case of a tie.

The President-Elect, Treasurer and Secretary shall take office as the last order of business of the Spring Meeting preceding the Biennial CERF Meeting. The President-Elect shall take office as President, the President shall become Past-President, and the Treasurer-Elect shall take office as the last order of business of the Spring Meeting following the Biennial CERF Meeting.

STANDING COMMITTEES: Standing Committees will be Communications, Membership, Program, Student Affairs, and Student Awards.

The Chairperson (or co-Chairs) of each standing committee shall be appointed by the President and serve on the Board. In cases where a committee has co-chairs, only one will be designated as the voting representative of the committee on the Board.

DUTIES OF STANDING COMMITTEES:

The Communications Committee shall be responsible for disseminating any written and electronic communications from AERS using mechanisms and guidelines approved by the Board. Mechanisms may include mailed or e-mailed letters, notices, newsletters, social media posts, and website updates. The Communications Committee shall be comprised of three subcommittees: Website, Newsletter, and Social Media.

The Membership Committee shall facilitate all applications for membership to the Society, maintain current membership rolls, reconcile membership data between AERS and CERF, furnish reports to the Board, and promote membership and recruit new members to the Society.

The Program Committee shall be responsible for following the AERS Meeting Manual in planning the theme and platform for regular conferences that support the society's mission, including engagement of invited speakers and scheduling,

in conjunction with an Ad Hoc Local Organizing Committee. The Program Committee shall also promote adherence to the society's Standards of Conduct at AERS events. With the approval of the Board, it shall have the power to initiate new ideas in meeting format, topic selection, and any other area they believe would add to free information exchange.

The Student Affairs Committee shall be responsible for coordinating student-themed events and workshops at Society meetings and facilitating communications among the Society's students.

The Student Awards Committee shall be responsible for coordinating student travel applications and awards to assist students in attending AERS and CERF meetings, when funding is available. Student travel awards shall be given via check at the AERS business meeting, and a photo shall be taken of awardees for use by the Communications Committee. The committee shall also coordinate student presentation awards and judging at AERS meetings, including preparation and delivery of award certificates at the close of the meeting.

SUPPLEMENTAL and AD HOC COMMITTEES: Supplemental committees include Nominations, Constitution, and Honorary Membership. Ad Hoc Committees such as the Local Arrangements Committee for specific meetings may be created and dissolved at the discretion of the Board. The chairperson of the Nominations Committee shall be the most immediate Past-President, or their designee. Chairpersons for other Supplemental and Ad Hoc Committees shall be determined by the President.

The Nominations Committee shall be responsible for identifying and soliciting candidates for elected offices of the Society. Candidates must be current members in good standing. An election ballot shall be prepared and mailed to all current members at least four weeks prior to the spring meeting. Mailing of the ballot and voting shall be via electronic means, except for members who request to vote by postal mail. Election ballots shall include instructions for electronic voting.

The Constitution Committee shall be responsible for a continuing update of the Constitution and By-Laws to enable the Society to better meet its broad objectives as stated in the Purpose section of the Constitution.

The Honorary Membership Committee shall be responsible for soliciting nominations for Honorary Membership, managing the Board discussion of nominees and the selection of awardees, preparing framed award certificates and managing their presentation by the appropriate person(s), and maintaining the list of past awardees and their information. In addition, the Committee shall prepare a memorial entry for the AERS website for each awardee, including a brief bio sketch and notes concerning their particular contributions to estuarine science and to AERS, and a photo if available.

The Local Arrangements Committee shall be formed when a new meeting venue is proposed and accepted by the Board. The committee shall be responsible for finding a suitable meeting venue and arranging a contract for consideration and approval by the Board. The committee also is expected to identify and share information regarding lodging, field trips, and other amenities associated with the venue.

APPOINTEES:

The President shall appoint a Parliamentarian and a Historian. The Historian shall keep and maintain the Society's records. The Parliamentarian shall provide advice as needed during meetings.

End of By-Laws