

AUDIO ENGINEERING SOCIETY, INC.

BYLAWS*

ARTICLE I

Name, Purpose and Corporate Seal

The name of this organization shall be the Audio Engineering Society, Inc., a corporation formed pursuant to Section 10 of the Membership Corporations Law of the State of New York, with the purpose of uniting persons performing professional services in the audio engineering field and its allied arts, of collecting, collating and disseminating scientific knowledge in the field of audio engineering and its allied arts, of advancing such science in both theoretical and practical applications, of preparing, publishing and distributing literature and periodicals relative to the foregoing purposes and policies.

ARTICLE II

Regional Groups

When the establishment thereof shall be authorized by the Board of Governors of the Society, geographical groupings of members shall be known as Regions of the Audio Engineering Society, Inc., comprising local organized groups of members known as Sections of the Audio Engineering Society, Inc., and Sections composed exclusively of students known as Student Sections of the Audio Engineering Society, Inc. The territory not covered by a specified Region shall be known as the International Region.

ARTICLE III

Membership

Section 1. The membership shall be made up of individuals who have an academic degree, or its equivalent in scientific or professional experience, in the field of audio engineering and its allied arts, and who are familiar with the application of engineering principles and data in connection with machines, equipment and processes affecting property related to the field of audio engineering and allied engineering fields, such as consultation, investigation, evaluation, planning, design and responsible supervision. The purpose of the membership shall be advancing, improving, and increasing scientific knowledge in the field of audio engineering and allied arts.

Section 2. The membership of the Society shall consist of:

(a) Honorary Members: A person of outstanding repute and eminence in the science of audio engineering or its allied arts, may be elected to Honorary Membership by the Board of Governors and thus become entitled to all the rights and privileges of the Society.

Honorary Membership: Candidates for election to Honorary Membership in the Society shall be proposed in writing by a member. Such proposal shall include a brief professional biography of the candidate and the endorsement of ten members, and shall be submitted to the Board of Governors for consideration. If elected, the candidate shall be so notified by the Secretary. The Board of Governors will confer the Honorary Membership in such fashion as it shall deem appropriate.

(b) Fellows: A member who has rendered conspicuous

service, or is recognized to have made a valuable contribution to the advancement in or dissemination of knowledge of audio engineering, or to the promotion of its application in practice, may be elected a Fellow of the Society.

Fellowship: Candidates for election to Fellowship in the Society shall be proposed in writing by a member. Such proposal shall include a brief professional biography of the candidate and the endorsement of five members, and shall be submitted to the Board of Governors for consideration. If elected, the candidate shall be so notified by the Secretary. The Board of Governors will confer the Fellowship in such fashion as it shall deem appropriate.

(c) Members: Any person active in audio engineering who meets the requirements set out in Section 1 herein shall be eligible for election to Membership in the Society and upon election shall be entitled to all the rights and privileges of the Society.

Membership: Candidates for election to membership shall make application in writing to the Admissions Committee on such forms as shall be provided. Upon acceptance by the Admissions Committee the candidate shall be so notified by the Secretary.

(d) Associate Members: Any person interested in the objectives of the Audio Engineering Society, Inc. shall be eligible for appointment as an Associate Member of the Society, and upon such appointment shall become entitled to all the rights and privileges of the Society, except the right to vote, or to hold any office, or to serve as the Chair of a standing committee.

Associate Membership: Candidates for Associate Membership shall make application in writing to the Admissions Committee on such forms as shall be provided. Upon acceptance by the Admissions Committee the candidate shall be so notified by the Secretary.

(e) Student Members: A student interested in audio engineering and enrolled in a recognized school, college, or university shall be eligible for appointment as a Student Member of the Society, and upon such appointment shall become eligible to all the rights and privileges of the Society, except the right to vote, or to hold any office, or to serve on a standing committee. However, student members shall be eligible to vote in, to serve on committees of, and to hold office in student sections.

Student Membership: Candidates for Student Membership shall make application in writing to the Admissions Committee on such forms as shall be provided. Upon acceptance by the Admissions Committee the candidate shall be so notified by the Secretary. Students may retain their status as Student Members during absences from academic training which do not exceed one year in duration, but they may not continue in Student grade for longer than one year following graduation or resignation from their educational institution.

(f) Sustaining Members: Any person, corporation, or organization making annually a substantial contribution to the Society shall be eligible for appointment as a Sustaining Member of the Society, and upon such appointment shall become entitled to all the rights and privileges of the Society, except the right to

* Revised 2009 July

vote, or to hold any office, or to serve on a standing committee. Existing Members appointed as Sustaining Members shall retain all rights and privileges of their grade of membership.

Section 3. Upon a two-thirds majority vote, the Board of Governors may terminate the membership of any person.

ARTICLE IV

Dues

Section 1. The annual dues of all classes of membership shall be determined by resolution of the Board of Governors approved by not less than two-thirds of the members of the Board.

Section 2. When a member's dues are one month in arrears the member shall no longer be considered in good standing. When a member's dues are one year in arrears that membership shall be terminated. Any membership so terminated may be resumed on payment of all dues in arrears, or on payment of dues for the current year and a reinstatement fee determined by resolution of the Board of Governors.

Section 3. At the age of 65 years or more, any Member, Associate Member, or Fellow in good standing, who has been a member of the Society for 25 years or more, may, at his request, be placed on the life membership list and be exempt from further payment of dues.

ARTICLE V

Board of Governors

Section 1. The governing body of the Society shall be known as the Board of Governors, which shall consist of the President, President-Elect, Regional Vice-Presidents, Secretary, Treasurer, a newly elected Treasurer, six Governors, all elected by the voting members of the Society, and the three most recent Past Presidents. The Editor, and the Executive Director shall be ex-officio members of the Board of Governors. Appointed officers shall not be voting members of the Board or Committee of which they are ex-officio members.

Section 2. The President-Elect will automatically become President at the end of the first term in office.

The term of an elected Governor shall be for two years. No Governor may serve consecutive terms in office, except that a person appointed to fill a vacancy shall be eligible for election to the next succeeding term. Each year of a term of office for any Governor shall begin on the 10th day following the annual meeting of the Society and shall end on the 9th day following the next succeeding annual meeting.

Each Past President shall serve as a Governor for the period of three years immediately following the term of office as President.

Section 3. Meetings of the Board of Governors may be held at such times as are necessary to carry on the functions of the Board of Governors on suitable written notice to all members of the Board of Governors.

The time or place of a regular meeting of the Board of Governors may be altered or cancelled by a majority vote of the Board of Governors. Special meetings of the Board of Governors may be called by the President or by any five members of the Board of Governors on written notice to all other members not less than 21 days before the dates of the special meetings.

In the event that all the members of the Board are in attendance at a special or regular meeting, the Board may vote to waive the requirement of notice of meetings.

The annual meeting of the Board of Governors shall be held immediately before or after the annual meeting of the Society.

Section 4. Half the members of the Board of Governors shall constitute a quorum.

Section 5. The President shall preside at the regular meetings of the Board of Governors.

Section 6. Except as hereinafter provided in this Section, a vacancy occurring in the Board of Governors shall be filled by appointment made by the remaining Governors who shall constitute a quorum for this purpose. Each person so appointed to fill a vacancy shall assume the duties of office immediately upon notification of the appointment and shall serve until a successor has been elected and has assumed office.

In the event of a vacancy in the office of President-Elect occurring within six months of the commencement of that term, a special election shall be held for voting members of the Society to fill such a vacancy. To the extent feasible, such a special election shall follow the election procedures set forth in Article IX except that nominations shall be made only by the Nominating Committee. If the vacancy of office occurs during the second half of the term of office, the vacancy shall not be filled; at the next annual election of Officers and Governors the members shall then elect both a President and President-Elect for the ensuing term.

Section 7. The Board of Governors and the Executive Committee, or either of them, shall have the power to retain General Counsel as required.

Section 8. The Executive Committee shall have the power to appoint an Editor who shall serve for a term of one year and until a successor is appointed and has assumed office.

Section 9. The Executive Committee shall have the power to appoint an Executive Director. The terms, duties and conditions under which the Executive Director shall serve shall be defined contractually through agreement with the Executive Committee and approval by the Board of Governors.

Section 10. The Board of Governors shall have the power to fill by appointment any vacancies in any corporate office occurring for any reason whatsoever. Each person so appointed to fill a vacancy shall assume the duties of office immediately upon notification of the appointment and shall remain an officer until a successor is elected and has assumed office.

Section 11. The Board of Governors may, as it wishes, from time to time delegate to the Executive Committee such powers as are not already permitted by these Bylaws, except those powers enumerated in Section 712 of the State of New York Business Corporation Law, as amended.

ARTICLE VI

Officers

Section 1. The corporate officers of the Society are the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

Section 2. The officers of the Society comprise the corporate officers and the Regional Vice Presidents.

Section 3. When the Board of Governors authorizes the creation of an additional specified Region, a Regional Vice

President, with suitable modifying words to indicate the territory and title of the new Region, shall be elected at the next following general election.

Section 4. The term of office for the President, Immediate Past President and President-Elect of the Society shall be for one year and until their successors have been elected and have assumed office.

Section 5. The term of office of the Treasurer and Secretary shall be two years and until their successors have been elected and have assumed office. A person newly elected to the office of Treasurer shall serve a first year as Treasurer Elect. At the commencement of the following year, the newly elected Treasurer shall assume the full responsibility of office. Elections for the office of Treasurer shall be held one year prior to the expiry of the term of office of the incumbent.

Section 6. The term of office for the Regional Vice Presidents of the Society shall be for two years and until their successors have been elected and have assumed office.

Section 7. The year of the term of office for any elected officer shall begin on the 10th day following the annual meeting of the Society at which election results are announced and shall end on the 9th day following the next appropriate succeeding annual meeting.

Section 8. With the exception of the Secretary, Treasurer, and Regional Vice Presidents, no elected officers shall be eligible to succeed themselves, except that an officer appointed by the Board of Governors to fill a vacancy shall be eligible for election for the next succeeding full term. The number of consecutive full terms for the Treasurer and Secretary shall be limited to five. The number of consecutive full terms for a Vice President shall be limited to two.

Section 9. Duties of Officers:

The President shall be the chief executive officer of the Society and shall have general and active management of the business of the Society subject to the supervision and direction of the Board of Governors, and shall see that all orders and resolutions of the Board are carried into effect. The President shall also preside at the regular meetings of the Society or the Board.

The President-Elect shall assist the President in the normal governance of the Society. However, should the President become unable to fulfill the responsibilities of office due to absence or incapacitation, the Immediate Past President shall assume the duties of the presidency.

The Regional Vice Presidents shall each serve as the Society's representative within their geographical area and assist in the proper functioning of the Sections.

The Vice President, International shall serve the interests of those members, Sections, and Student Sections which are not covered by the activities of Regional Vice Presidents of specified geographical Regions and shall assist in the proper functioning of the Sections.

The Secretary shall be responsible for the recording of the minutes of the annual meeting of the Society and all meetings of the Board of Governors, and shall have charge of the records and books of account of the Society. The Secretary shall also conduct the correspondence of the Society and the Board of Governors.

The Treasurer, under direction of the Board of

Governors, shall generally supervise the financial affairs of the Society, and shall cause all funds received by the Society to be deposited in an account or accounts designated by the Board of Governors, requiring the signature of at least two of the following for withdrawal: President, President-Elect, Immediate Past President, Secretary, Treasurer.

ARTICLE VII

Meetings of Members

Section 1. There shall be an annual Business Meeting of the Society during September, October, or November of each year.

Section 2. Special meetings of the Society, the Executive Committee, or the Board of Governors may be called by the President upon 21 days written notice.

Section 3. Order of business: At each annual meeting of the Society the general order of business shall be as follows:

- (a) Remarks or address of President
- (b) Report of Secretary
- (c) Report of Treasurer
- (d) Results of elections
- (e) Unfinished business
- (f) New business

Established Rules of Procedures as will permit facility and decorum shall govern all meetings of the Society.

ARTICLE VIII

Committees

Section 1. Executive Committee: This committee may execute the policies of the Society as delineated in these Bylaws, and as determined by the Board of Governors. It shall not assume any of those powers specifically reserved in these Bylaws or in the Business Corporation law to the Board of Governors, except as the Board may wish to delegate one or more of such powers to it from time to time. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The Editor, and Executive Director shall be ex-officio members of the Executive Committee. Appointed officers shall not be voting members of the committee of which they are ex-officio members. A newly elected Treasurer during the first year of office shall be a non-voting member of the Executive Committee and a voting member of the Board of Governors.

Section 2. The President shall appoint the Chairs of all Standing Committees subject to the consent and approval of the Board of Governors. These can include the following:

- (a) Awards
- (b) Convention Policy
- (c) Education
- (d) Finance
- (e) Future Directions
- (f) Historical
- (g) Laws & Resolutions
- (h) Membership/Admissions
- (i) Nominations
- (j) Publications Policy
- (k) Regions & Sections
- (l) Standards

- (m) Technical Council
- (n) Tellers

Such other chairs of committees as the Board of Governors shall from time to time find necessary or desirable may be added; and if the work of any such committee is no longer necessary the Board of Governors may delete such committee from the above list.

In the case of any Policy Committees, the chair of each such committee shall be chosen preferably from the membership of the Board of Governors.

All officers shall be ex-officio members of all Standing Committees.

Section 3. The duties of these committees shall be as defined by the Board of Governors.

Section 4. The Editor shall be authorized to form an Editorial Board and appoint members for appropriate terms to assist in the procurement and review of papers submitted for publication in the *Journal*.

ARTICLE IX Election of Officers and Governors

Section 1. The chair of the Nominations Committee shall be the Immediate Past President. The Committee shall consist of at least ten members, including at least one from each Region.

At least 90 days prior to the date fixed by the Board of Governors for the annual election of officers and governors, the Nominations Committee shall notify all voting members of the Society of such forthcoming election and of the Committee's nominations for the offices to be filled. At least two candidates shall be nominated for each office to be filled, except for the offices of Secretary and Treasurer, for which only one candidate each need be nominated. Any voting member in good standing, by letter reaching the Secretary not less than 60 days prior to the election date, may propose a candidate for any of the offices to be filled, and the name of any eligible candidate so proposed by one hundred or more qualified members shall be entered on the ballot.

Section 2. Elections shall be by ballots which shall be mailed to each voting member in good standing at least 30 days prior to the election date. Completed ballots, in order to be counted, must be returned to the chair of the Board of Tellers or the agency designated to tabulate the vote under the supervision of the Board of Tellers on or before the announced election date. The Board of Tellers shall consist of at least three members in good standing who are not Officers, Governors or AES staff and shall be appointed by the Board of Governors. The results of the election shall be reported by the chair of the Board of Tellers to the Secretary as soon as possible after the tabulation is completed and to the membership at the Annual Business Meeting and to the Governors at the next Board of Governors meeting.

Section 3. There shall be no limitations on the geographical residence of any candidate for office in the Society, except that the Regional Vice Presidents shall reside in the Regions for which they are candidates.

Section 4. No member of the Board of Governors may be nominated for another office if the election of such member would result in a vacancy on the Board.

ARTICLE X Amendments to Bylaws

Section 1. These Bylaws may be amended as follows: On resolution of the Board of Governors or on petition of one-hundred-fifty voting members of the Society, and after approval as to legality by counsel, the proposed amendment, or amendments, or copies thereof, shall be mailed with a letter ballot to each voting member.

Section 2. The Amendment Ballot shall be mailed to every voting member in good standing at least 30 days prior to the date fixed by the Board of Governors for the ballot, together with written notice of the final date for its return to the Society.

Section 3. The Board of Tellers or the designated tabulating agency under the supervision of the Chair of the Board of Tellers shall count all votes within 30 days of the ballot date, and if two-thirds of all votes cast are in favor of the amendment or amendments, the amendment or amendments shall become part of the Bylaws, and shall take effect 30 days after the announced ballot date.

Section 4. As soon as may be practicable after adoption, the amendments shall be published in the *Journal*.

ARTICLE XI Sectional Bylaws

Section 1. Sections and Student Sections shall be governed by Bylaws substantially similar in scope and in form to the Bylaws of the Society with such other provisions as are not inconsistent with them.

Section 2. The Bylaws of such Sections and Student Sections shall be approved by counsel, the Laws and Resolutions Committee, and the Board of Governors before authorization is granted.

Section 3. No Sections or Student Sections or any person thereof shall enter into any contracts in the name of the Society or use the name of the Society in dealings with others without the written consent and authorization of the Board of Governors or the Executive Committee.

ARTICLE XII Assets

All interests of any member in the assets belonging to the Society shall ipso facto immediately cease and determine in the event that the membership of such person, corporation, or organization in the Society shall terminate for any reason. In the event of such termination, such member shall have no claim on account of such assets against the Society, or against the other members, or any of them.

ARTICLE XIII Indemnification of Governors, Officers, and Employees

Governors and officers of the Society shall, as incident to their employment, be entitled to indemnification to the fullest extent provided in the Not-For-Profit Corporation Law. Employees of the Society other than governors or officers, shall, as incident to their employment, be entitled to indemnification in the same circumstances and to the same extent as shall at any time be provided in respect of officers and governors of the Society under the provisions of the Not-For-Profit Corporation Law.