

By-Laws
of the
American Ecological Engineering Society

ARTICLE I. NAME

Par. 1.01 The name of the Society shall be the American Ecological Engineering Society, herein referred to as “the Society” and also known as “AEES”.

Par. 1.02 The Society is a corporation, chartered under the laws of the State of Florida, May 26, 2004, with executive office located at Gainesville, Florida.

Par. 1.03 The Society shall be governed by its By-Laws.

ARTICLE II. PURPOSE

The Society is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue law or laws).

Par. 2.01 The mission of the Society is to promote ecological design for the common benefit of society and nature.

Par. 2.02 The vision of the Society is that AEES is the lead organization integrating ecological design principles in engineering education and practice.

Par. 2.03 The core values of the Society are as follows:

1. Integration of ecological principles and engineering practice;
2. Professional development through lifelong learning, career mentoring, and certification;
3. Advancement of our understanding of ecological engineering through research and practice; and,
4. Education of and outreach to future professionals, decision-makers, and the public.

Par. 2.04 The focus areas of the Society are as follows:

1. Advancement of ecological engineering in research, practice, and policy;
2. Communication of advancements in ecological engineering;
3. Standardization of ecological engineering curricula; and,
4. Professional certification for ecological engineering.

ARTICLE III. GOVERNANCE

Par. 3.01 The affairs of the Society shall be managed by a Board of Directors, known as the Executive Committee, which shall have control of the activities of the Society subject to the limitations of the By-Laws and the laws of the State of Florida, and shall be elected from its membership.

Par. 3.02 The Executive Committee shall consist of the President, the Past-President, the Vice-President, the Secretary, the Treasurer, and the Student Representative. Terms for the President, the Past-President, the Vice-President, and the Student Representative shall be one year, beginning and ending at the Annual Meeting of the Society. Terms for the Secretary and the Treasurer shall be two years, beginning and ending at the Annual Meeting of the Society. The Secretary shall be elected in odd years, while the Treasurer will be elected in even years. All Officers shall be a member of the society.

Par. 3.03 The President immediately succeeds to Past-President upon expiration of their term.

Par. 3.04 The Vice-President immediately succeeds to President upon expiration of their term.

Par. 3.05 The Executive Committee shall have the power to fill Committee vacancies by appointment. Appointed Officers will serve the remaining term until the next election.

Par. 3.06 The Executive Committee may at any time, whenever there is sufficient cause, delegate to any active member of the Society the performance of any duties required by the By-Laws to be performed by any committee member.

Par. 3.07 The Executive Committee shall meet at the Annual Meeting of the Society, at such other times as the Executive Committee may select, and at the call of the President. Four members of the Executive Committee shall constitute a quorum.

Par. 3.08 The Executive Committee shall provide a complete annual report of the business affairs of the Society, which shall be presented at and form a part of proceedings of the annual business meeting.

Par. 3.09 Every question that shall come before a meeting of the Society or of the Executive Committee or of a committee or other organized group within the Society, shall be decided by a majority of the votes cast. Votes may be taken by mail or other communications, except on matters on which action in a meeting is specifically required.

Par. 3.10 The rules contained in the current edition of “Roberts’ Rules of Order Revised” shall govern the Society in all cases to which they are applicable, when not inconsistent with the By-laws of the Society.

Par. 3.11 Except where otherwise specified, a simple majority of any group within the Society shall constitute a quorum of the group; action will be determined by a simple majority of the members who voted.

Par. 3.12 Any member of the Society may submit any question or proposed change in policies of the Society to the Executive Committee for consideration for vote by the Society as a whole.

Par. 3.13 The papers, publications, and website of the Society shall be issued in such manner as the Executive Committee may direct.

ARTICLE IV. QUALIFICATIONS FOR ADMISSION AND MEMBERSHIP

Par. 4.01 Admission for membership to the Society shall not be limited by age, race, color, creed, gender, national origin, sexual orientation or identity, or disability status, but shall be limited to those individuals who fulfill membership requirements as limited to payment of dues and fees and as shall be established by the Executive Committee.

Par. 4.02 There shall be four classifications of membership.

1. Member: An individual may be considered for membership as a Member in the Society if they have paid their dues and has interest in the field of ecological engineering.
2. Student Member: An individual may be considered for membership as a Student Member in the Society if they are a full-time student-in-good-standing. A Student Member may remain in this grade one calendar year beyond the date of graduation or termination of enrollment as a full-time student.
3. Early Career Membership: An individual may be considered for membership as an Early Career Member in the Society if they meet one of these conditions: 1) 30 years old or younger, 2) been active as a professional in the AEES field for 5 years or less after career change, or 3) are a post-doctoral researcher.
4. Lifetime Member: An individual may hold membership for the duration of their life if the designated fee amount for this membership classification is paid.

Par. 4.04 Every person admitted to membership shall be subject to the By-Laws of the Society.

Par. 4.05 The Executive Committee may remove members from active membership for actions deemed inappropriate, unprofessional, damaging to the society, and/or violations of the Code of Conduct (Appendix A). Annual dues will not be refunded should a member be removed from membership

ARTICLE V. FEES AND DUES

Par. 5.01 The annual dues shall be set by the Executive Committee for all members.

Par. 5.02 Annual membership is defined by the calendar year.

Par. 5.03 The annual membership dues shall be due and payable in advance on the first day of January for that calendar year. A notification for annual dues shall be communicated in newsletters or email each year by the Secretary.

Par. 5.04 After the close of the fiscal year on December 31 all members who have been delinquent in payment of dues for the year, unless previously excused by the Executive Committee, shall have their names placed on the list of inactive members. If dues are delinquent for two consecutive years, at the end of the second fiscal year the name of the member shall be stricken from the membership rolls, and shall cease to have any further membership rights.

Par. 5.05 If, in the case of nonpayment of dues, the right to conduct business of the Society or to vote is questioned, the books of the Society, a cancelled check, a credit card statement, or an invoice indicating payment from the member in question shall be conclusive evidence.

Par. 5.06 The Executive Committee may temporarily excuse from payment of annual membership dues any member who, from ill health, advanced age, or other good reason, is unable to pay such dues; the Executive Committee may excuse the whole or part of dues in arrears. At their request, excused members will be continued on the active rolls at fifty percent of the regular dues schedule for a maximum additional period of two years.

ARTICLE VI. COMMITTEES AND REPRESENTATIVES

Par. 6.01 The Executive Committee shall be responsible for creating ad hoc and standing committees. The President shall be responsible for appointing committee chairs and defining the function of the committee. The Executive Committee shall establish the terms and conditions of members of standing committees. New regular appointments and reappointments shall be arranged by the annual business meeting at the close of which they shall take effect. The President may remove any or all members of a committee for just cause, with approval of the Executive Committee.

Par. 6.02 The Executive Committee must authorize expenditures proposed by committees.

Par. 6.03 Each committee shall provide to the Executive Committee an interim or progress report one month prior to the annual business meeting and a final report of activities at the annual business meeting.

Par. 6.04 The Executive Committee may appoint representatives of the Society to other professional organizations. Each representative must submit an annual report to the Executive Committee prior to the annual business meeting of the Society, or as otherwise pre-determined by the Executive Committee.

Par. 6.05. Each standing committee shall develop a guidance document that clearly defines its charge and its structure. The committee's guidance document, and changes thereof, must be unanimously approved by the Executive Committee.

ARTICLE VII. THE BOARD OF DIRECTORS

Par. 7.01 The Board of Directors shall be known as the Executive Committee.

Par. 7.02 The Executive Committee shall consider the failure of an incumbent Executive Committee member, from inability or otherwise, to perform the duties of their office, and may, by a unanimous vote (excluding incumbent in question), decree any elective office vacant. The Executive Committee shall thereupon appoint a member to fill the vacancy until the next election of officers. Such appointment shall not render the appointee ineligible for election to any office.

Par. 7.03 An act of the Executive Committee shall have received the expressed or implied sanction of the membership, and shall be deemed to be an act of the Society and cannot afterward be recalled by any member.

Par. 7.04 The officers shall perform the duties regularly or customarily attached to their offices under the laws of the State of Florida, and such other duties as may be required of them by the Executive Committee, or the By-laws.

Par. 7.05 In the absence of the President, another member of the Executive Committee designated by the Executive Committee shall perform their duties.

Par. 7.06 The Treasurer shall be the legal custodian of all funds of the Society. The Treasurer, with the approval of the Executive Committee, shall make the investment of all funds unless a proxy is designated, as agreed upon in writing (email acceptable) by the Treasurer and the proxy and as unanimously approved by the Executive Committee (e.g. in the case of conference business).

Par. 7.07 Any officer may be subject to removal for cause by a unanimous vote (excluding officer under question) of the Executive Committee at any time, after a one month written notice (email acceptable) has been given the officer to show cause why they should not be removed, and after the officer has been heard in their own defense if they so desire.

ARTICLE VIII. ELECTION OF THE BOARD OF DIRECTORS

Par. 8.01 Nominations for Officers shall be requested from the membership by the Secretary on March 1 of each year.

Par. 8.02 Any active member may be a candidate for any elective office, with the exclusion that no member may serve as more than one Officer concurrently.

Par. 8.03 By May 1 of each year, the President shall publish the names and qualifications of nominees for the various offices proposed by the membership and shall open the electronic ballot. Voting by the membership shall extend from May 1 through the first day of the annual meeting.

Par. 8.04 By the second day of the annual meeting, the President shall notify the candidates having the greatest number of votes for their respective offices and their terms of office shall begin on the close of the Annual Meeting of the Society.

Par. 8.05 If a tie occurs in the vote for any office, the Executive Committee shall cast votes between the two candidates receiving the greatest votes, which shall be completed prior to the annual business meeting.

Par. 8.06 A member in office shall not be eligible for immediate reelection to the same office at the expiration of the term for which they were elected.

Par. 8.07 Members in office shall continue in their respective offices until their successors have been elected or appointed, and have accepted their offices.

ARTICLE IX. BUSINESS MEETINGS OF THE SOCIETY

Par. 9.01 All business meetings of the Society shall be under the direction of the Executive Committee.

Par. 9.02 A business meeting shall be called by the Executive Committee at least once per year.

Par. 9.03 The President shall give notice of each business meeting to each member of the Society, not less than sixty (60) days before the date of the meeting. Announcements of all meetings of the Society shall be publicized in writing to the membership by letter or electronic mail.

ARTICLE X. FUNDS

Par. 10.01 The deposit, investment, and disbursement of all funds by the Treasurer or a pre-designated proxy (see Par. 7.06) shall be subject to the direction of the Executive Committee.

Par. 10.02 Funds may be solicited from sources outside of the Society for society business such as annual conference sponsorship. No gifts or bequests to the Society shall be accepted until they have been approved by the Executive Committee. Such gifts shall be invested and managed according to the wishes of grantor and the By-Laws of the Society.

Par. 10.03 The Treasurer shall receive all funds paid to the Society, deposit them to the account of the Society in federally insured banks, insured savings and loan associations, or other

commercial and government money market investments, and enter the transactions in the record keeping files of the Society.

Par. 10.04 The Secretary/Treasurer shall pay all bills against the Society and enter the transactions into the record keeping files of the Society.

Par. 10.05 The accounts of the Society shall be audited and approved on a periodic basis by a certified public accountant.

Par. 10.06 Any Society member acting on behalf of the Society as proxy, such as a conference organizing chair or a committee chair, shall receive Executive Committee approval before encumbering any costs to the Society (see Par. 7.06).

ARTICLE XI. LIABILITY AND INDEMNIFICATION

Par. 11.01 No Director, Officer, Employee, Committee Member or other agent appointed by the Executive Committee of the Society shall incur any personal liability for any acts, omissions or errors in such capacity except for their own negligent or willful misconduct. No person shall be liable for the acts, neglect, default, omissions, and errors or misconduct of any fellow director, officer, employee, committee member or other agent of the Society in which they have not participated, concurred or acquiesced. No person dealing with the Society shall be obliged to see to the application of any money or other property contributed, loaned or otherwise paid or delivered to the Society.

Par. 11.02 Each Director shall be a Volunteer Director as defined in the [Florida Volunteer Protection Act, statute 768.1355](#), and, as such, shall not receive anything of value from the Society for serving as a Director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by a Director in their capacity as a Director.

Par. 11.03 A Volunteer Director of the Society shall not be personally liable to the Society or its members for monetary damages for a breach of the Director's fiduciary duty. This provision shall not eliminate or limit the liability of a Director for any of the following:

- a. breach of the Director's duty of loyalty to the Society or its members.
- b. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- c. a violation of Section 768.1355 of said State of Florida Act.
- d. a transaction from which the Director derived an improper personal benefit.

Par. 11.04 The Society shall assume all liability to any person other than the corporation or its members for all acts or omissions of a Volunteer Director occurring after the date of filing of these By-Laws.

Par. 11.05 The Society shall indemnify any Director, Officer, Member and other agent appointed by the Directors, or any person formerly in any of the foregoing positions, against any expense actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a Director, Officer, Employee, Committee Member or other agent appointed by the Executive Committee, except as to matters with respect to which they shall be adjudged to be liable for negligent or willful misconduct in the performance of their duties in such capacities. The Society also shall reimburse any such Director, Officer, Employee, Committee Member or other agent appointed by the Directors for the reasonable costs of settlement of any such action, suit or proceeding, if prior to such settlement it shall be found by a majority of the disinterested members of the Executive Committee that it is in the best interest of the Society that such settlement be made and that such person was not guilty of negligent or willful misconduct in the performance of the duties which gave rise to such action, suit or proceeding. The Society may insure itself and its Directors, Officers, Employees, Committee Members and other agents appointed by the Directors against such risks as may be determined by the Directors from time to time.

ARTICLE XII. AMENDMENTS

Par. 12.01 By-Laws of the Society may be amended by the members of the Society in the manner set forth in Par. 12.02 of Article XII.

Par. 12.02 Any person entitled to vote may propose in writing an amendment to these By-Laws provided that it shall bear the written endorsement of at least one-tenth of the members. Such proposed amendment shall be open to discussion, modification, and a vote by a majority of the Executive Committee as to whether, in its original or modified form, it shall be considered by the Society by the following procedure:

1. If an Executive Committee majority favors the amendment (with modifications as appropriate), the proposed amendment shall be mailed or e-mailed to Society members for a review and comment period not to exceed 30 days.
2. Following this review and comment period, the amendment may be further modified by the Executive Committee as a final proposed amendment.
3. If an Executive Committee majority favors the final proposed amendment, the Secretary shall then mail or e-mail to each voting Society member, at least 30 days prior to the next business meeting of the Society, a copy of the final proposed amendment and a ballot, as so decided by said vote and accompanied by any comments by the Executive Committee and discussion results from the member review period, either by letter or e-mail.
4. Voting shall be by letter, email, or electronic ballot, closing on the first day of the annual conference.

5. The Secretary shall canvass the ballots and certify the results to the presiding officer at the meeting of the Society at which the result is to be announced.

Par. 12.03 The adoption of the amendment shall require an affirmative vote of two-thirds of the votes cast.

Par. 12.04 A By-Law or an amendment to a By-Law shall take effect immediately upon its adoption, except that the Executive Committee may stipulate a schedule when it considers that a change in practice directed by an amendment might best be affected over a reasonable period of time.

Par. 12.05 Proposals to change the decisions, policies, or procedures of the Executive Committee shall be made to the Board in writing and be signed by at least one-tenth of the voting membership of the Society. Such proposals, unless withdrawn within 60 (sixty) days of receipt by the Board, shall be placed on a ballot and voted upon by the members of the Society at the next annual business meeting of the Society. A majority of votes cast by the membership in favor of a proposal shall determine that the proposal is adopted.

ARTICLE XIII. STUDENT BRANCHES

Par. 13.01 The Executive Committee shall, upon receiving a written request from at least five students who have demonstrated a desire to form a branch, foster the Student Branch. Such branch shall be designated as the “selected name” Student Branch of the American Ecological Engineering Society.

Par. 13.02 All members of the Student Branch must be members of AEES.

Par. 13.03 The provisions of the By-Laws shall cover the procedures of all student branches, but no action or obligation of a student branch shall be considered an action or obligation of the Society as a whole.

Par. 13.04 Each Student Branch shall have a faculty or organizational advisor who is an AEES member. The Society headquarters will utilize the advisor as its primary contact with the Student Branch.

Par. 13.05 Each Student Branch shall elect and maintain a president, vice-president and secretary/treasurer from its Branch membership.

Par. 13.06 Each Student Branch shall be responsible for maintaining their own finances and assessing Student Branch dues as necessary.

These by-laws were adopted by vote of the members of the American Ecological Engineering Society, closing on June 2, 2023. These by-laws supersede any prior by-laws of the society.



June 8, 2023

President –

Date



Secretary –

Date

Appendix A: Code of Conduct

AEES values the diversity of views, expertise, opinions, backgrounds, and experiences reflected among AEES members and the broader ecological engineering community, and is committed to providing a safe, productive, and welcoming environment for all participants of AEES meetings and events. AEES meetings and events can serve as an effective forum to consider and debate science-relevant viewpoints in an orderly, respectful, and fair manner. This Code of Conduct is important to promoting diversity and creating an inclusive, supportive, and collaborative environment for all peoples.

All AEES meetings and events participants – including, but not limited to, attendees, speakers, volunteers, exhibitors, members of the media, vendors, and service providers (hereinafter “participants”) – are expected to abide by this Code of Conduct. This Code of Conduct applies in all venues, including ancillary events and social gatherings, and online forums and discussions associated with AEES.

Expected Behavior

- Treat all participants with kindness, respect, and consideration, valuing a diversity of views and opinions (including those you may not share).
- Communicate openly, with respect for other participants, critiquing ideas rather than individuals.
- Refrain from demeaning, discriminatory, or harassing behavior and speech directed toward other participants.
- Be mindful of your surroundings and of your fellow participants. Alert AEES officers if you notice a dangerous situation or someone in distress.
- Respect the rules and policies of the meeting venue, hotels, AEES-contracted facility, or any other venue.

Unacceptable Behavior

- Harassment, intimidation, or discrimination in any form. Harassment includes speech or behavior that is not welcome or is personally offensive. Behavior that is acceptable to one person may not be acceptable to another, so use discretion to be certain respect is communicated. Harassment intended in a joking manner still constitutes unacceptable behavior.
- Examples of unacceptable behavior include, but are not limited to:
 - Physical or verbal abuse of any participant
 - Unwelcome or offensive verbal comments or exclusionary behavior related to age, appearance or body size, employment or military status, ethnicity, gender identity and expression, individual lifestyle, marital status, national origin, physical or cognitive ability, political affiliation, sexual orientation, race, or religion
 - Inappropriate physical contact
 - Unwanted sexual attention
 - Use of sexual or discriminatory images in public spaces or in presentations
 - Deliberate intimidation, stalking or following

- Harassing photography or recording, including taking photographs or recording of another individual's oral presentation or poster without the explicit permission of that individual and of AEES
- Sustained disruption of talks or other events
- Bullying behavior
- Retaliation for reporting unacceptable behavior

Immediate serious threat to public safety

- Anyone experiencing or witnessing behavior that constitutes an immediate or serious threat to public safety at any time should contact local law enforcement (by calling 911) and immediately notify facility security.

Reporting Unacceptable Behavior

- If you are not in immediate danger but feel that you are the subject of unacceptable behavior, have witnessed any such behavior, or have other concerns, please notify an AEES officer (as soon as possible) who can work with appropriate leadership to resolve the situation. All reports will be treated seriously and responded to promptly.
- To report incidents please use the reporting link on the AEES website.
- Once AEES is notified, officers will discuss the details first with the individual filing the complaint, then with any witnesses who have been identified, and then the alleged offender before determining an appropriate course of action. Confidentiality will be maintained to the extent that it does not compromise the rights of others.

Consequences

- Anyone requested to stop unacceptable behavior is expected to comply immediately.
- AEES officers (or their designee) or security may take any immediate action deemed necessary and appropriate, including removal from the meeting or event without warning or refund.
- The matter may be referred to the AEES Diversity, Equity, Inclusion, and Justice Committee for consideration of further consequences, which may include prohibition from attending future meetings and events.

Resources

- This Code of Conduct was largely inspired and adopted with permission from the Ecological Society of American (ESA) and their Code of Conduct.

For any questions about this policy, please contact the current AEES President or other AEES officers.