

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; collecting, collating, and disseminating scientific knowledge in the field of audio engineering and its allied arts; advancing such science in both theoretical and practical applications; 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.

ARTICLE III Membership

Section 1.

- (a) 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, practices, 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.
- (b) The purpose of the membership shall be advancing, improving, and increasing scientific and practical knowledge in the field of audio engineering and allied arts.

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

- (a) Members:
 - (i) 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 the rights, privileges, and benefits thereof. Members shall be eligible to serve as a member or Chair of a Standing Committee, to nominate and vote for candidates in the Society's elections, and to become a Director or Governor of the Society.¹

¹ Throughout this document, whenever the word "Member" is capitalized, it refers to this classification of membership; when the word is not capitalized or modified by one of the other specific classification descriptors, it refers to membership in general.

- (ii) Membership: Candidates for election to Member status shall submit an application in writing or electronically to the Society on such forms as shall be provided. Upon acceptance, the candidate shall be so notified by a representative of the AES Headquarters Office.

(b) Associate Members:

- (i) 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 the rights, privileges, and benefits thereof. An Associate Member shall be eligible to vote in, to serve on committees of, and to hold office in their local Section, but shall not be entitled to nominate candidates for office or vote in the Society's elections, serve as the Chair of a Standing Committee, or become a Director or Governor of the Society.
- (ii) Associate Membership: Candidates for Associate Membership shall make application in writing or electronically to the Society on such forms as shall be provided. Upon acceptance the candidate shall be so notified by a representative of the AES Headquarters Office.

(c) Student Members:

- (i) A student interested in audio engineering and enrolled in a school shall be eligible for appointment as a Student Member of the Society, and upon such appointment shall become eligible to the rights, privileges, and benefits thereof. A Student Member shall be eligible to vote in, to serve on committees of, and to hold office in, Student Sections and the Student Delegate Assembly, but shall not be entitled to nominate candidates for office or vote in the Society's elections, serve as a Chair or Vice Chair of a Standing Committee, or become a Director or Governor of the Society.
- (ii) Student Membership: Candidates for Student Membership shall submit an application to the Society. Upon acceptance, the candidate shall be notified by the Society.
- (iii) An active student may remain a Student Member for a maximum of ten cumulative years. Upon graduation, a Student Member shall have the opportunity to upgrade their membership depending on qualifications and experience, subject to payment of applicable fees and fulfillment of all other obligations of membership.

(d) Fellows:

- (i) A Member who has rendered exceptional service to the Society, 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.
- (ii) Fellowship: Candidates for election to Fellowship in the Society shall be proposed in writing by a Member to the AES Awards Committee. Such proposal shall include a brief professional biography of the candidate and the endorsement of five Members; if approved by the Awards Committee, it 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 may confer the Fellowship in such fashion as it deems appropriate.

(e) Honorary Members:

- (i) A person of outstanding repute and eminence in the science and practice of audio engineering or its allied arts may be elected to Honorary Membership by the Board of Governors and thus become entitled to the rights, privileges, and benefits thereof.
- (ii) Honorary Membership: Candidates for election to Honorary Membership in the Society shall be proposed in writing by a Member to the AES Awards Committee. Such proposal shall include a brief professional biography of the candidate and the endorsement of ten Members; if approved by the Awards Committee, it 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 may confer the Honorary Membership in such fashion as it deems appropriate.

(f) Life Members:

- (i) At the age of 65 years or more, any Member in good standing, who has been a member of the Society for 25 years or more - and a Member for at least the past five years - may, at the Member's request, be placed on the Life Member list, to remain a Member for life, entitled to the rights, privileges, and benefits thereof.

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

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 Board of Governors.

Section 2:

- (a) Whenever possible, all individual or sustaining membership dues shall be paid according to the prevailing fee structure to the AES Headquarters.
- (b) In countries where membership dues are collected in local currencies, these funds shall be conveyed to the AES Headquarters Office periodically, but at a minimum annually.

Section 3. When a member's dues are in arrears, the member shall no longer be considered in good standing. When a member's dues are in arrears for a period determined by the Board of Governors, that membership shall be terminated. Any membership so terminated may be resumed on payment of current dues. To maintain continuity of membership, however, all dues in arrears must be paid.

ARTICLE V Board of Directors

Section 1. Establishment

- (a) The governing body of the Society shall be known as the Board of Directors. It shall be responsible for the activities, growth, and well-being of the Society.
- (b) The Board of Directors shall consist of the President, immediate Past President, President-Elect, Secretary, Treasurer, and two Directors selected by the Board of Governors, each of which is a "Director" or "Officer" of the Society.
- (c) The Executive Director shall be an ex-officio member of the Board of Directors.

- (d) The Editor of the *Journal of the Audio Engineering Society* (the “*Journal*”), the Chair of the Standards Committee, and legal counsel shall, at the discretion of the President or the Board of Directors, be invited guests to Board of Directors meetings.
- (e) The Board of Directors shall have the power to:
 - (i) Create and terminate Committees of the Board of Directors.
 - (ii) Define the duties of Committees of the Board of Directors.

Section 2. Duties of Directors:

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 direction of the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also preside at the regular meetings of the Society, of the Board of Directors, and of the Board of Governors. The President shall appoint the Chairs of all Standing Committees subject to the consent of the Board of Governors. In the case of any Policy Committees, the Chair of each such committee should be chosen preferably from among the Governors.

- (f) The President-Elect shall assist the President in the normal governance of the Society.
- (g) The immediate Past President shall assist the President as an advisor in the normal governance of the Society. 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.
- (h) The Secretary:
 - (i) shall be responsible for the recording of the minutes of the annual meeting of the Society and all meetings of the Board of Directors and the Board of Governors;
 - (ii) shall have charge of the records and, in coordination with the Treasurer, the books of account of the Society;
 - (iii) shall provide regular and timely reports of the actions of the Board of Directors to the Board of Governors;
 - (iv) shall conduct the correspondence of the Society, the Board of Directors, and the Board of Governors;
 - (v) shall maintain and revise the Organization Guide of the Society pursuant to decisions by the Board of Directors.
- (i) The Treasurer:
 - (i) shall be responsible for the supervision and management of the financial affairs of the Society;
 - (ii) shall maintain procedures requiring that all funds received by the Society be deposited in an account (or accounts) designated by the Board of Directors;
 - (iii) shall, in consultation with the Board of Directors and the Executive Director, contract with an independent auditing firm to audit the Society’s financial affairs on an annual basis and may contract with an independent accounting firm to assist in the keeping of the Society’s financial books and records of account. The Treasurer shall maintain transaction records of all of the Society’s accounts available for inspection by the Board of Directors;

- (iv) shall provide regular and timely budget projections and reports of the Society's financial condition to the Board of Directors and Board of Governors.

Section 3. Terms of Office

- (a) The term of office for the President-Elect, President, and immediate Past President of the Society shall be for one year or until their successors have been elected and have assumed office.
- (b) The President-Elect shall automatically assume the office of President at the commencement of the following year.
- (c) The term of office of the Secretary shall be for two years or until a successor has been elected and has assumed office. Election for the office of Secretary shall be held every two years, during the first year of the incumbent Secretary's two-year term of office.
 - (i) A person newly elected to the office of Secretary shall serve a first year as Secretary-Elect. At the commencement of the following year, the Secretary-Elect shall assume the office of Secretary and serve for two years.
 - (ii) The Secretary-Elect shall be a non-voting invitee to meetings of the Board of Directors and a voting member of the Board of Governors.
- (d) The term of office of the Treasurer shall be two years or until a successor has been elected and has assumed office. Election for the office of Treasurer shall be held every two years, during the first year of the incumbent Treasurer's two-year term of office.
 - (i) 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 Treasurer-Elect shall assume the office of Treasurer and serve for two years.
 - (ii) The Treasurer-Elect shall be a non-voting invitee to meetings of the Board of Directors and a voting member of the Board of Governors.
- (e) The two Directors elected by the Board of Governors shall serve for a two-year term.
 - (i) Candidates for the two Directors elected by the Board of Governors shall be either a current member of the Board of Governors or have been a member of the Board of Governors during the two years prior to the year of their nomination.
 - (ii) They shall be elected as Directors by the Board of Governors within 60 days of the ratification of the Society's annual election.
 - (iii) Their terms of office shall commence the following January 1.
- (f) With the exception of the Secretary and Treasurer, no elected Directors shall be eligible to succeed themselves in the same elected Officer position, except that a Director appointed by the Board of Governors to fill a vacancy shall be eligible for election for the next succeeding full term.
- (g) The year of the term of office for any elected officer shall begin on the 1st day of January in the year following the annual meeting of the Society at which election results are announced and shall end on December 31 following the next appropriate succeeding annual meeting.
 - (i) Officers may be removed, with or without cause, by a majority vote of the members entitled to vote at a meeting where quorum exists. Notwithstanding the foregoing, the Board of Directors may suspend an officer's authority for cause upon the affirmative vote of at least two-thirds of the members of the Board of Directors at a meeting where a quorum exists.

- (ii) Any Director, except the Directors elected by the Board of Governors, may be removed, with or without cause by majority vote of the members entitled to vote at a meeting where a quorum exists. Directors elected by the Board of Governors may be removed, with or without cause, by majority vote of the members of the Board of Governors at a meeting where a quorum exists.

Section 4. Meetings

- (a) Meetings of the Board of Directors shall be held as are necessary to carry on the functions of the Board of Directors. Meetings shall be scheduled with written notice, including appropriate electronic communications, to all Directors, the Executive Director, and, as appropriate, invited guests.
- (b) The annual meeting of the Board of Directors shall be held proximate to the annual meeting of the Society.
- (c) Additional meetings of the Board of Directors may be called by the President. Meetings of the Board of Directors may also be called by any three Directors on written notice, including appropriate electronic communications, to all other Directors and the Executive Director not less than three days before the date proposed for the meeting. In the event that all Directors are in attendance at a meeting, the Board of Directors may vote to waive the requirement of notice of meetings.
- (d) Half of the Directors shall constitute a quorum.
 - (i) When votes are conducted in a meeting, a simple majority is all that is required for passage. When votes are instead conducted by on-line balloting, a unanimous vote is required for passage.
- (e) The President shall preside at the meetings of the Board of Directors. In the event that the President is not available, the meeting shall be presided over by the next Director listed in the order of Article V, Section 1(b).
- (f) The Board of Directors may maintain and revise the Organization Guide of the Society, which shall, subject to these Bylaws and New York State Law, define the operation of the Society.
- (g) In consultation with the Board of Governors, and/or the appropriate standing committee, the Board of Directors shall establish the date and location of all International AES Conventions, the date, location, and topic of all International AES Conferences, and all other AES Events except when this authority is otherwise delegated and documented in the AES Organization Guide.
- (h) There shall be an Audit Committee under the Board of Directors which, in accordance with policies and procedures adopted by the Board of Directors or the Audit Committee, shall be responsible for supervising the audit of the financial transactions of the AES not less often than annually by independent auditors selected by the Audit Committee.
- (i) The Board of Directors may delegate such powers as are not already permitted by these Bylaws, except those powers enumerated in Section 712 of the State of New York Not-For-Profit Corporation Law.

ARTICLE VI Board of Governors

Section 1. Establishment

- (a) The Board of Governors shall consist of each of the seven Directors, the Treasurer-Elect when

one exists, the three most recent Past Presidents², each of the regional Vice Presidents, and the six Governors at large. Each member of the Board of Governors is a “Governor.

- (b) The Executive Director, Editor of the Journal, and the Chairs of all Standing Committees shall be non-voting invitees to all meetings of the Board of Governors at the discretion of the President.
- (c) The Board of Governors shall have the power to:
 - (i) Elect Honorary Members
 - (ii) Confer Fellowships
 - (iii) Establish and dissolve regional groups
 - (iv) Establish and dissolve Sections
 - (v) Create and terminate Standing Committees except for Committees of the Board of Directors as well as Standing Committees mentioned in these Bylaws: Audit, Awards, Nominations, Regions & Sections, Standards, and Tellers
 - (vi) Review, amend as deemed appropriate, and submit to the Board of Directors proposals and reports from the Standing Committees
 - (vii) Define the duties of Standing Committees except to the extent that the duties of Standing Committees conflict with duties or decisions of the Board of Directors
 - (viii) Establish rights, privileges, and benefits of membership in the Society subject to these Bylaws and subject to decisions made by the Board of Directors
 - (ix) Terminate the membership of any member
 - (x) Establish dues for all classes of membership
 - (xi) Establish the term for which a member’s dues may be sufficiently in arrears for that member’s membership to be inactivated
 - (xii) Fix the date of the annual election of Officers and Governors
 - (xiii) Annually nominate candidate(s) and elect one as a Director to a two-year term
 - (xiv) Elect Directors to fill vacancies on the Board of Directors created by the withdrawal of a Director, for the remainder of the departing Director’s term

Section 2: Duties of Governors

- (a) The regional Vice Presidents shall each serve the interests of those members, Sections, and Student Sections within their geographical area and assist in the development of new memberships (recruitment of new members), and the establishment and proper functioning of all Sections within their Regions.
- (b) The Governors shall:
 - (i) assist the Vice Presidents in the Regions in which they reside in the development and maintenance of the local Sections and activities within the Region;

² The immediate Past President also is a Director.

- (ii) work with the Board of Governors to further the goals and activities of the Society as a whole;
- (iii) participate in activities of the Society's committees.

Section 3. Terms of service.

- (a) The term of an elected Governor at large shall be for two years.
- (b) No Governor at large 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.
- (c) 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.
- (d) The number of consecutive full terms for a Vice President shall be limited to two.
- (e) Each year of a term of office for any Governor shall begin on the 1st day of January following the annual meeting of the Society and shall end after the 31st day of December following the next succeeding annual meeting.

Section 4. Meetings

- (a) Meetings of the Board of Governors shall be held as are necessary to carry on the functions of the Board of Governors. Meetings shall be scheduled with written notice, including appropriate electronic communications, to all members of the Board of Governors.
- (b) The annual meeting of the Board of Governors shall be held proximate to the annual meeting of the Society.
- (c) Additional 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, including appropriate electronic communications, to all other Governors not less than 21 days before the dates proposed for the special meetings. In the event that all the Governors are in attendance at a special or regular meeting, the Board of Governors may vote to waive the requirement of notice of meetings.
- (d) Half the members of the Board of Governors shall constitute a quorum.
- (e) The President shall preside at meetings of the Board of Governors. In the event that the President is not available, the meeting shall be presided over by the next Director listed in the order of Article V, Section 1(b).
- (f) The Board of Governors shall fill any vacancies occurring among the Board of Governors. Each person selected shall assume the duties of office and remain in office until a successor is elected and assumes office.

ARTICLE VII
Meetings of Members

Section 1. There shall be an annual meeting of the Society in the Fall.

Section 2. Additional meetings of the Society may be called by the President upon 21 days written notice, including appropriate electronic communications.

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

Section 4. Established Rules of Procedures regarding decorum shall govern all meetings of the Society.

ARTICLE VIII Membership Election of Officers and Governors

Section 1.

- (a) There shall be a Nominations Committee consisting of at least ten members. The immediate Past President and all Vice Presidents shall be members of the Nominations Committee.
- (b) At least 90 days prior to the date fixed for the annual election of Officers and Governors, the Nominations Committee shall notify all Members of the Society of such forthcoming election and of the Nomination Committee's nominations for the offices or governorship positions to be filled.
- (c) At least two candidates shall be nominated for each office to be filled, except for the offices of Secretary, Treasurer or Treasurer-Elect for which only one candidate each need be nominated.
- (d) Any Member in good standing, by letter or electronic communication 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 Members in good standing shall be entered on the ballot.
- (e) There shall be no limitations on the geographical residence of any candidate for office or governorship in the Society, except that the Regional Vice Presidents shall reside in the Regions for which they are candidates.
- (f) No Governors may be nominated for another office if the election of such member would result in a vacancy on the Board of Governors.

Section 2.

- (a) There shall be a Tellers Committee. The Tellers Committee shall consist of two Members of the Society in good standing, who shall be designated as the Chair and Alternate. The Chair and Alternate shall not be Officers, Directors, Governors, or AES staff.
- (b) The Chair and Alternate of the Tellers Committee shall be appointed by the incoming President, with the approval of the Board of Governors.
- (c) The responsibility of the Chair of the Tellers Committee shall be to oversee the conduct of the annual election of the Society. To maintain continuity, the Chair may be reappointed for multiple terms.

Section 3.

- (a) Election ballots shall be sent—either via conventional postal mail or electronic means—to each voting Member in good standing at least 30 days prior to the election date.
- (b) Distribution and counting of the ballots shall be conducted by the Tellers Committee—or an independent designated agency—under the supervision of the Chair of the Committee.
- (c) Completed ballots, in order to be counted, must be returned to the Tellers Committee—or the agency designated to tabulate the vote—on or before the announced election date.
- (d) The results of the election shall be reported by the Chair of the Tellers Committee to the Secretary as soon as possible after the tabulation is completed.
- (e) As soon as practical following notification by the Secretary to the candidates, the Board of Directors, and the Board of Governors of the results of the election, publication of the results of the election shall be made in the *Journal* and on the Society Website. Notice of the results also shall be sent to the general audio trade press.
- (f) An official announcement of the election results also shall be made by the Chair of the Tellers Committee to the membership at the Annual Business Meeting and to the Board of Directors and the Board of Governors at their next meetings.
- (g) In the event of a tie vote between candidates in the election, the Tellers Committee shall oversee a coin-toss(es) to determine the winner.

**ARTICLE IX
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 the Society’s Legal Counsel, the proposed amendment or amendments shall be submitted to the voting membership for ratification during the next Election of the Society. Once ratified by membership, the amendment(s) shall become part of the Bylaws, and shall take effect in 30 days.

Section 2. As soon as may be practicable after adoption, an updated version of the Society Bylaws shall be published in the *Journal* and posted on the Society website.

**ARTICLE X
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 and may include such other local provisions as are not inconsistent with the Bylaws or Organizational Guide of the Society.

Section 2. The Bylaws of such Sections and Student Sections shall be approved by the Society’s legal counsel, the Regions and Sections 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 or logo of the Society in dealings with others without the written consent and authorization of the Board of Directors.

ARTICLE XI

Assets

Section 1. Society income and donations from all sources shall be maintained in an account (or accounts) designated by the Board of Directors, as detailed in Article V Section 2 (e). The Treasurer shall supervise these accounts, in coordination with the firm(s) accounting and auditing the Society's finances.

Section 2. Disbursements of funds from these accounts, whether by paper or electronic means, shall require the authorization or approval (and/or signatures where appropriate) of at least two of the following: President, President-Elect, immediate Past President, Secretary, Treasurer.

Section 3. Whenever funds are collected on behalf of the Society in a foreign country, these funds shall be reported and forwarded to the Treasurer annually, or as requested by the Treasurer.

Section 4. Funds collected by local sections specifically for their own activities may be retained by those sections and must be reported in their annual budget reports to AES Headquarters.

Section 5. The Board of Directors may establish an Endowment Fund designed to maximize investment returns consistent with the preservation of capital and maintenance of liquidity.

Section 6. All interests of any member in the assets belonging to the Society shall *ipso facto* immediately cease 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 XII

Indemnification of Governors, Officers, and Employees

Directors of the Society shall, as incident to their elective office, be entitled to indemnification to the fullest extent provided in the Not-For-Profit Corporation Law. Employees of the Society other than Directors 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 Directors of the Society under the provisions of the Not-For-Profit Corporation Law.