

AUDIO ENGINEERING SOCIETY, INC.

BYLAWS

As approved by AES Membership in 2012 elections ^{1,2,3,4}

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:

(a) (i) Honorary Members: 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 all the rights and privileges of the Society.

(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 will confer the Honorary Membership in such fashion as it deems appropriate.

(b) (i) 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.

¹ AES Bylaws Revisions; approved by AES Membership 2012 June-July; amended in 2013 July

² Amended by AES Membership 2014 July

³ Amended by AES Membership 2016 July

⁴ Amended by AES Membership 2017 & 2018

(ii) Fellowship: Candidates for election to Fellowship in the Society shall be proposed to the Awards Committee 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 will confer the Fellowship in such fashion as it deems appropriate.

(c) (i) 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 the rights, privileges, and benefits afforded to a Member as determined by the Board of Governors. 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 an Officer of the Society.

(ii) Membership: Candidates for election to membership 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.

(d) (i) 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 the rights, privileges, and benefits afforded to an Associate Member as determined by the Board of Governors. 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 an officer 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.

(e) (i) 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 the rights, privileges, and benefits afforded to a Student Member as determined by the Board of Governors. 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 on a Standing Committee, or become an officer of the Society.

(ii) Student Membership: Candidates for Student Membership shall make application in writing to the Society on such forms or electronically as shall be provided. Upon acceptance the candidate shall be so notified by a representative of the AES Headquarters Office.

(iii) Students may retain their status as Student Members during absences from academic training that do not exceed one year in duration, but they may not continue in Student grade for longer than one year following graduation or withdrawal from their educational institution. A Student Member who remains in academic training is entitled to a cumulative maximum 10 years in this grade. After 10 years he or she will be converted to a Member or Associate Member, at the prevailing fees, depending on qualifications and experience.

(f) Sustaining Members: (i) Any person, corporation, or organization making a substantial annual 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 vote, or to hold any office, or to serve on a standing committee.

¹ AES Bylaws Revisions; approved by AES Membership 2012 June-July; amended in 2013 July

² Amended by AES Membership 2014 July

³ Amended by AES Membership 2016 July

⁴ Amended by AES Membership 2017 & 2018

(ii) Existing Members appointed as Sustaining Members shall retain all rights and privileges of their grade of membership.

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

Section 4. 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: (i) Whenever possible, all individual or sustaining membership dues shall be paid according to the prevailing fee structure to the AES Headquarters.

(ii) 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 Governors

Section 1. (i) 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.

(ii) The Editor and the Executive Director shall be ex-officio members of the Board of Governors.

(iii) Appointed officers (i.e. those not elected by the voting members of the Society) shall not be voting members of the Board of Governors, the Executive Committee, or any Standing Committee of which they are ex-officio members.

Section 2. Terms of office:

(i) The President-Elect will automatically become President at the end of the first term in office.

(ii) The term of an elected Governor shall be for two years.

(iii) 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.

(iv) Each year of a term of office for any Governor shall begin on the 10th day following the annual

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meeting of the Society and shall end after the 9th day following the next succeeding annual meeting.

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

(vi) Terms of office for the members of the Board of Governors are further defined in Article VI, Sections 4-8.

Section 3. (i) 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 written notice, including appropriate electronic communications, to all members of the Board of Governors.

(ii) 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.

(iii) 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, including appropriate electronic communications, to all other members not less than 21 days before the dates proposed for 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.

(iv) 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: The Board of Governors shall fill any vacancies occurring among the Corporate Officers or Board of Governors. Each person selected shall assume the duties of office and remain in office until a successor is elected and assumes office.

Section 7. The Board of Governors and the Executive Committee, or either of them, shall have the power to retain General Legal 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. (i) The Executive Committee shall have the power to employ an Executive Director. The terms, duties, and conditions of the Executive Director's employment shall be defined contractually through agreement with the Executive Committee and approval by the Board of Governors.

(ii) The Executive Director shall operate and manage the AES Headquarters office in New York.

(iii) The Executive Director shall provide activity reports as required by the Executive Committee, and shall inform this Committee without delay of any pertinent issues or concerns relating to the operations of the Headquarters Office and/or the Society.

Section 10. The Executive Committee shall provide timely reports of its activities as required by the Board of Governors and shall inform the Board of Governors of any pertinent issues concerning the Society.

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Section 11. The Board of Governors may 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 Not-For-Profit Corporation Law.

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-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.

Section 5: Terms of office for the Secretary and Treasurer:

(i) (a) The term of office of the Secretary shall be for two years or until his/her successor has been elected and has assumed office.

(b) When a new Secretary is elected and assumed office, the outgoing Secretary shall remain as a non-voting member of the Executive Committee and Board of Governors until the conclusion of the first subsequent Executive Committee meeting.

(ii) (a) The term of office of the Treasurer shall be two years. 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.

(b) 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.

(c) The Treasurer-Elect shall be a non-voting member of the Executive Committee and a voting member of the Board of Governors.

Section 6. The term of office for the Regional Vice Presidents of the Society shall be for two years or 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. (i) 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.

(ii) 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:

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² Amended by AES Membership 2014 July

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(i) 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 and of the Board.

(ii) The President-Elect shall assist the President in the normal governance of the Society.

(iii) 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.

(iv) 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.

(v) 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.

(vi) The Treasurer under direction of the Board of Governors:

(a) shall be responsible for the supervision and management of the financial affairs of the Society;

(b) shall maintain procedures requiring that all funds received by the Society be deposited in an account (or accounts) designated by the Board of Governors and/or Executive Committee. 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; and

(c) shall 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 Executive Committee and Board of Governors, and shall report financial results to the Executive Committee and the Board of Governors as requested.

ARTICLE VII

Meetings of Members

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

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 and/or 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

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(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. (i) Executive Committee: This committee may execute the policies of the Society as delineated in these Bylaws, and as determined at the discretion of the Board of Governors. It shall not assume any of those powers specifically reserved in these Bylaws or in the Not-For-Profit 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.

(ii) 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. 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. (i) Standing Committees may be created or terminated by a majority vote of the Board of Governors. The President shall appoint the Chairs of all Standing Committees subject to the consent and approval of the Board of Governors. 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.

(ii) Such other chairs of committees as the Board of Governors shall from time to time find necessary or desirable may be added. If the work of any such committee is no longer necessary, the Board of Governors may delete such committee from the above list.

(iii) 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.

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. (i) 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.

(ii) 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.

(iii) 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.

(iv) 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 Members in good standing shall be entered on the ballot.

(v) 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.

(vi) 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.

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Section 2. (i) The Tellers Committee shall consist of two members in good standing, the Chair and Alternate, who are not Officers, Governors, or AES staff and shall be appointed by the Board of Governors.
(ii) The Chair of the Tellers Committee shall be appointed by the incoming President, with the approval of the Board of Governors.
(iii) 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. (i) Elections 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.
(ii) 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.
(iii) 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.
(iv) 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.
(v) As soon as practical following notification by the Secretary to the candidates and Board of Governors of the results of the election, publication of the results of the election should be made in the *Journal* and on the AES Website. Notice of the results also should be sent to the general audio trade press.
(vi) 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 Governors at the next Board of Governors meeting.
(vii) 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 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 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.

Section 2. The Tellers Committee or the designated tabulating agency under the supervision of the Chair 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 3. 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 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 and may include such other local provisions as are not inconsistent with the Bylaws or Rules and Regulations 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 Governors or the Executive Committee.

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⁴ Amended by AES Membership 2017 & 2018

ARTICLE XII

Assets

Section 1. (i) Society income from all sources shall be maintained in an account (or accounts) designated by the Executive Committee and/or Board of Governors, as detailed in Article VI Section 9 (vii). The Treasurer shall supervise these accounts, in coordination with the firm(s) accounting and auditing the Society's finances.

(ii) Whenever funds are collected on behalf of the Society in a foreign country, these funds shall be reported to the Treasurer as requested.

(iii) 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 Headquarters.

Section 2. 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 XIII

Indemnification of Governors, Officers, and Employees

Governors and officers 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 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.

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