

BYLAWS OF THE AQUAPONICS ASSOCIATION

(a Colorado nonprofit corporation)

Section 1: The Organization of the Association

Article 1. Name and Address

1. There shall be known internationally under the name **“The Aquaponics Association”**, (hereinafter referred to as, **“The Association”**).
2. The Association is incorporated in accordance with the Colorado Nonprofit Corporation Act (the “Act”).
3. The original headquarters of the Association was located in Lakewood, Colorado and can be reassigned or transferred. The current headquarters of the Association is Annandale, Virginia.
4. The official currency of The Association shall be the US Dollar.
5. The website address of The Association shall be www.aquaponicsassociation.org.
6. This charter shall be the supreme governing law of The Association and all of its members and shall be the sole instrument by which The Association is operated and managed to fulfill the objectives as set out in Article 2 hereinafter.
7. The Bylaws of The Association shall govern all internal workings of each and every Branch of the Association.

Article 2. Objectives

2.1 The Aims and Objectives of The Association shall be:

1. to organize and maintain The Association to promote aquaponics technology globally;
2. to encourage and promote the benefits of aquaponically grow food;
3. to encourage and promote the creation of aquaponic growers and systems of all sizes;
4. to encourage and promote the education of consumers and food safety officials on the inherent benefits of aquaponically grown food;

5. to encourage and promote the use of aquaponic technology as a viable choice for sustainable organic food production.

Article 3. Membership

All members must be in good standing as that term is defined in the Charter.

3.1 There shall be three (3) categories of members in The Association, namely:

1. Individual Members;
2. Affiliate Members;

3.2 Individual Members shall be:

1. persons of not less than eighteen (18) years of age who subscribe to the conditions of membership of The Association AND provided that all such members pledge to support and to uphold the philosophy and mission of The Association.

3.3 Affiliate Members shall be commercial aquaponic growers, retailers, manufacturers and/or any such business entity which provides a product or service which is specific to aquaponics who pledge to support and uphold the philosophy and mission of The Association.

Article 4. Conditions of Membership

4.1 Individual members of The Association must:

1. conform to the provision of Article 3.2 of this Charter;
2. accept and conform to the Charter, Bylaws, Programs, Objectives and Policies of The Association;
3. be a general Individual member of The Association.

4.2 Each Affiliate Member of The Association must:

1. conform to the provision of Article 3.3 of this Charter;
2. accept and conform to the Charter, Bylaws, Programs, Objectives and Policies of The Association.

4.3 Student members of The Association must:

1. conform to the provision of Article 3.4 of this Charter;

2. accept and conform to the Charter, Bylaws, Programs, Objectives and Policies of The Association.

NOTE RE Article V & VI: No Branch activity since 2012. The entirety of proposed Branch-related deletions from these bylaws will be archived by the Secretary with other active documents of The Association to allow access to future Association Boards, should they choose to reinstate Association Branch Chapters. BF 8/14/2020

Section 2: The Institutions of The Association

Article 5. The Annual Association Conference

5.1 There shall be a General Meeting of The Association every year in the month of September or as is otherwise determined by the Board of Governors, but in any event at least every two (2) years, which shall be called the Annual Association Conference.

5.2 The Annual Association Conference in session shall be the Supreme Authority of The Association.

5.3 The Annual Association Conference shall be comprised of the following sessions:

1. Open Session – This comprises the bulk of the conference and includes the speakers, workshops, keynote sessions, and other social and learning activities. Anyone who has paid their registration fees may attend this part of the conference.

2. General Session – This comprises the working session to conduct the business of the Association. While anyone who has paid their registrations fees may attend, only people who may speak are:

a. all Financial Members of The Association.

Unless the Chairman decides to open the floor to general discussion.

3. Closed Session – These are private sessions that only the Financial Members and the Financial Members of the Board of Governors may attend.

5.4 The Annual Association Conference shall meet to:

1. review the work of The Association;

2. modify and/or to establish new policies, programs and Standing Orders of The Association;

3. make any amendments by resolution to the Charter, Bylaws, Objectives and Policies of the Association;
4. receive and adopt the reports of the Board of Governors and Branches of The Association; and
5. present new topics and information related to Aquaponics and the industry;
7. encourage fellowship among Aquaponics enthusiasts and professionals.

Article 6. The Advisory Board

6.1 There shall be an Advisory Board of The Association which shall consist of:

1. no more than 7 active members, appointed by the Board of Governors, on recommendation of The Chairman, in consultation with the Officers of The Association,
2. The Chairman of The Association,

6.2 Appointed members shall serve for a term of one (1) year.

6.3 Each appointed member shall be offered Honorary Membership, during the term of office.

6.4 Members should be recognized individuals in their various fields with substantive experience.

6.5 Member shall meet via web conference 3-4 times per year, or more often as determined by the members.

6.6 Expectations of members of the Advisory Board:

1. Members are expected to attend the majority of meetings (recognizing that meetings will be scheduled in consultation with the members).
2. Become sufficiently familiar with The Association's goals, objectives, programs and activities to provide meaningful and helpful advice.
3. Provide advice and feedback to The Association's Board of Governors based on personal experience as business leaders in their respective fields, and on the needs of The Association and its members.

6.7 The expectation of The Association and its Board of Governors is its commitment to an effective Advisory Board by:

- 1.** Devoting sufficient time to educate members and provide the necessary background information.
- 2.** Devoting the necessary time to understand The Advisory Board's recommendations.
- 3.** Conducting well-organized and efficient meetings.
- 4.** Implementing the recommendations deemed appropriate by the appropriate officer(s).

Article 7. The Board of Governors

7.1 There shall be a Board of Governors of The Association which shall consist of:

1. The Officers of The Association;

7.2 One-half (1/2) of the total members of the Board of Governors shall constitute a quorum.

7.3 The Officers of The Association shall be:

1. The Chairman

3. The Vice Chairman,

4. The Secretary,

5. The Treasurer,

6. The Directors (whose duties shall be defined and assigned by the Chairman in consultation with the Officers of The Association, and appointed by the Board of Governors on recommendation of The Chairman);

7.4 All Officers of The Association shall serve until the expiration of their term and shall be eligible for re-election at the Conference.

7.5 No elected Officer of the Association shall serve simultaneously in more than one elected position.

7.6 The Board of Governors shall meet not less than twice per year or more as needed to coordinate the work of The Association and to discuss matters of relevance to the further growth and development of The Association and shall be the supreme authority of The Association outside of the Annual Association Conference. Such meetings may include "digital" meeting and conference calls.

7.7 A special meeting of the Board of Governors shall be held at the written request of not less than one-quarter (1/4) of the total number of the Board of Governors or at the discretion of the Chairman and shall be to conduct urgent matters of The Association.

7.10 The duties of the Board of Governors shall be to:

- 1.** promote, represent and maintain The Association globally;
- 2.** guide and monitor the work of The Association globally;
- 3.** outline from time to time the duties of the Officers of The Association;
- 4.** maintain the funds of The Association;
- 5.** approve the appointment by the Chairman of Directors with specific responsibilities;
- 6** produce to the Annual Conference statements concerning the work of The Association;
- 7.** any other matter deemed necessary to the smooth operation and functioning of The Association.
- 8.** submit to the Annual Conference any resolutions or amendments relative to The Association's Charter, Bylaws, Programs and Policies;

Article 8. Disciplinary Committee

8.1 At the discretion of the Chairman a Disciplinary Committee of the Association may be convened. This committee will be composed of five (5) members of the Board of Governors appointed by the Chairman in consultation with the Officers of The Association as soon as practicable after the Annual Association Conference.

8.2 The Committee shall oversee the discipline, attendance, and other obligations and responsibilities of members of The Association and may report any member to the Board of Governors for appropriate action according to the provisions of the Charter.

8.3 In the event a member of the Committee is called in for disciplinary action by the Committee, that member shall withdraw from the Committee during the discussion of his case.

8.4 After the Officers of The Association considers a report from the Disciplinary Committee, the Board of Governors shall have the power to expel, suspend or otherwise discipline a member for the following reasons:

- 1.** acting contrary to the interests of The Association or its Objectives, Programs, Policy or Principles;
- 2.** acting in a manner detrimental to the best interests of The Association;
- 3.** any other matter or behavior that is deemed to be prejudicial to the interests of The Association and its membership.

8.5 The Board of Governors may:

- 1.** expel a member;
- 2.** reprimand a member;
- 3.** suspend a member from The Association for any period of up to two (2) years.

8.6 The member shall have the right of appealing to the Board of Governors, provided he gives written notice of his intention to appeal within thirty (30) days of the Board of Governors decision.

8.7 The Board of Governors must give the member whose conduct is being inquired into fourteen (14) clear days notice in writing to afford him the opportunity of defending himself.

8.8 Any person suspended from The Association may after the period of suspension has expired, assume full membership of The Association unless the Board of Governors has decided on motion to continue the suspension of the member for a longer period and such period is not to exceed four (4) years.

Section 3: General Provisions

Article 9. Term of office for Officers of The Association

9.1 The term of office for the Chairman of the Association shall be three (3) years;

9.1a Membership on the Board be restricted to two consecutive terms (a maximum of six (6) years);

9.1bA Board member leaving the Board due to term limits must take a minimum one (1) year hiatus before seeking re-election to the Board.

9.2 The term of office for the Vice Chairman, Secretary and Treasurer shall be two (2) years.

9.3 The committee directors serve at the discretion of the Chairman.

9.4 The 2019-2020 Board should identify Classes to establish a staggered replacement of Board members. As the current Board consists of seven (7) individuals (four (4) officers and three (3) Directors, it is recommended that each class be two individuals. Every third year, the “graduating class” may consist of three (3) members.

Article 10. Duties of Officers of The Association

10.1 THE CHAIRMAN

1. The Chairman shall be the Chief Executive Officer of The Association. He may assign such duties to other officers of The Association as may be consistent with the Charter and he may appoint specialist policy committees as is deemed appropriate.

2. The Chairman shall preside over the Board of Governors and any other committee as appropriate and shall implement the programs and policies of The Association consistent with the provisions of this Charter.

4. The Chairman shall:

a. uphold and promote the principals, objectives, programs and policies of The Association;

b. secure the observance of the Charter and Bylaws of The Association;

c. superintend the general administration of The Association;

d. recruit members for The Association;

e. regularly visit Branches of the Association, as practical;

f. recruit staff from time to time with the approval of the Board of Governors, and may appoint Committee Directors in consultation with the Officers of The Association and subject to the approval of the Board of Governors; and

g. sign the minutes of each meeting of the Board of Governors and other official documents of The Association.

5. The Chairman may give general and specific directives from time to time to the Secretary, The Vice Chairman, the Directors, and the Treasurer.

6. The Chairman in consultation with the Officers of The Association shall appoint Standing Committees at the first meeting of the Board of Governors after the Annual General Conference or as soon as is reasonable practicable:

a. Finance Committee,

b. Public Relations Committee,

c. Programs and Policies Committee,

d. any other Committee called by whatever name to advance the general work of The Association.

7. The Director of each Standing Committee shall in consultation with his committee and the Chairman of The Association draw up a program of work for such Committee and present it to the Board of Governors for approval within six (6) weeks of the establishment of the Committee.

8. Standing Committees should submit quarterly written reports of their activities for consideration to the Chairman of The Association for onward tabling at the regular meetings of the Board of Governors.

9. Each Standing Committee shall submit an annual report to the Annual General Conference.

10.2 THE VICE CHAIRMAN

1. The Chairman may assign to the Vice Chairman whatever duties and responsibilities he may deem appropriate.

2. In the absence of the Chairman, the Chairman shall assign to the Vice Chairman the authority to perform the duties of the Chairman.

3. In the event that the Chairman shall for any reason be unable to perform his duties, the Vice Chairman shall assume his duties.

10.3 THE SECRETARY

1. The Secretary is the Chief Administrative Officer of The Association and shall be the custodian of all records of The Association.

2. The Secretary shall:

- a. be an ex-officio member of the Standing Committees of The Association;
- b. make periodic reports to the Board of Governors;
- c. carry out the instructions of the Chairman;
- d. receive from the Secretaries of the various Branches changes of Officers during the year, a copy of the list of members in good standing of Branches, its financial records and standing and any other information that is deemed critical to the work of The Association; and
- e. be responsible for all correspondence and the proper filing and securing of the same.

10.4 THE TREASURER

- 1. The Treasurer shall receive all monies tendered to him by the Secretary and shall deposit same to the bank account of The Association.
- 2. The Treasurer shall keep proper accounts of receipts and disbursements of The Association.
- 3. The Treasurer shall prepare an annual Budget for the Annual Conference of the funds needed by The Association to meet its annual outgoings and shall be the ex-officio chair of any fundraising committee of The Association.
- 4. In the absence of the Chairman and the Vice Chairman, the Chairman shall assign to the Treasurer the authority to perform the duties of the Chairman.

10.5 THE DIRECTORS

- 1. The Directors shall perform such duties assigned to them by the Chairman.

12.6 The Annual Association Conference shall have the authority to determine whether any Officer of The Association shall be bestowed the honor of Association Officer Emeritus and once such honor is bestowed upon a serving Officer that Association Office shall be deemed vacant and eligible for election. The Association Officer Emeritus shall be recognized as a Life Time Officer of The Association.

Article 11. Voting

11.1 Voting shall be orchestrated via the Association website and facilitated by sending each financial member an invitation to vote in the form of electronic media or email and instructing the member to cast votes via the website.

11.2 Each Member in Good Standing shall be entitled to one (1) vote, except Affiliate Members who shall be non-voting members.

11.3 Voting at the meetings of the Board of Governors shall be open unless the contrary is approved by a majority decision.

11.4 At meetings of the Board of Governors, the Chairman shall exercise a casting vote only.

11.5 In an election for any office in The Association the successful candidate need only obtain more votes than any other candidate.

11.6 Should a Board member resign their position in the middle of a term, the Board Chair shall select, and the remaining Board officers and members shall, by consensus, confirm an individual to complete the balance of the vacated term. The replacing individual will be a part of the same "class" as the person who was replaced.

Article 12. Dues and Finances

12.1 Every Member of the Association shall pay dues to the Association of:

1. Individual Members, annually in the amount of \$60;
2. Affiliate Members, annually in the amount of \$180;

12.2 Annual Association dues shall be calculated by the Board of Governors for each fiscal year.

12.3 Branches may raise funds for specific projects, which must be approved by The Association, and the funds raised must be used only by the Branch for the approved project.

12.4 All funds collected, received and held by the Branches of The Association shall be held by them to defray operating expenses.

12.5 In the event that a Branch becomes defunct all funds held in the Branch, or its accounts shall be converted to Treasurer of The Association for crediting to The Association's account.

Article 13. Alterations, Amendments and Interpretation

13.1 The Board of Governors shall settle any questions or disputes as to the interpretation of this Charter.

13.2 Alterations, additions and amendments to this Charter and its Bylaws may be made by Resolution and carried by a majority vote at the Annual Association Conference. Alterations, additions and amendments may be made via membership vote conducted between conferences, but shall be ratified at the subsequent Annual Association Conference.

Any proposed alteration or amendment to this Charter and its Bylaws must be published to the membership at least thirty (30) days prior to the date set for voting on the proposed alteration or amendment to this Charter.

Article 14. General Provisions

14.1 Any reference to meet or meeting shall be in person and or electronically (to include but not be limited to web conferencing, Voice over Internet Protocol and any similar technology which would allow all parties to have a presence) whereby all parties attending can be heard.

14.2 This Charter is intended to be pragmatic in its operation and interpretation and must be construed at all times in the best interest of The Association and its continued survival.

14.3 Where this Charter speaks of a financial member or a member in good standing in The Association, the terms financial member or good standing must at all times be interpreted to mean a member who is a financial member of The Association for at least three (3) months prior to any election or motion which he may be eligible to participate in and whose dues are fully paid.

Section 4: Approval of this Charter

We the Charter Members of The Association and the duly elected and serving Officers of The Association place our hands and seals on the day and year hereinafter mentioned to confirm and signify that this Charter, has been duly approved by us at the second (2nd) Aquaponics Association Conference held at the, Denver Downtown Sheraton Hotel, Denver, Colorado, USA **AND** that on the date of our signing this Charter shall be the official Charter of The Association and shall come immediately into effect.

Dated this 23rd day of September, 2011 A.D.

- “The original Charter has been most recently modified by the Members of the Association on September 23, 2018, at the 2018 Annual Meeting in Hartford, Connecticut.” - VOID

- NOTE: Most recently edited by Brian Filipowich 8/14/2020 to incorporate 2018 hartford and 2019 kentucky amendments into the body of the bylaws.

Addendum:

Conflict of Interest Policy

Aquaponics Association Board of Governors

Adopted: May 10, 2018

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.]

2. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing

board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting

on matters pertaining to that member's compensation. c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: a. Has received a copy of the conflicts of interest policy, b. Has read and understands the policy, c. Has agreed to comply with the policy, and d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its taxexempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.