

2025 AES Bylaws Amendment Proposals

In the following proposed amendments to the AES Bylaws Revised 2024, where Bylaws text is shown, words and characters to be deleted are printed in ~~red strikethrough type~~, and the words to be added are printed in *red italics*.

Amendment Proposal One

Allow students to participate in Standing Committees to encourage engagement, however not as Chair or Vice Chair

Reasoning:

Students are currently able to be involved in both local student sections and local professional sections, but are currently unable to serve on Standing Committees. This change will encourage greater involvement from students.

Proposed amendment to Bylaws:

Article III Section 2

(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.

Proposed amended Bylaws text, clean

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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.

Amendment Proposal Two

Introducing a Secretary-Elect option:

Reasoning:

The Secretary performs many complicated tasks in service to AES, and a one-year overlap between the incoming and outgoing Secretaries would benefit the Society.

Proposed amendment to Bylaws:

Article V Section 3

(c)

The term of office of the Secretary shall be for two years or until a successor has been elected and has assumed office. ~~When a new Secretary is elected and assumed office, the outgoing Secretary shall remain as a non-voting invitee to meetings of the Board of Directors and Board of Governors until the conclusion of the first subsequent Board of Directors meeting~~ 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.*

Proposed amended Bylaws text, clean

Article V Section 3

(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.

Amendment Proposal Three

Removing term limits on Secretary and Treasurer:

Reasoning:

The Secretary and Treasurer are positions that benefit from long-term continuity. By removing the term limits they are unencumbered to perform their duties. A change is simultaneously being introduced in Proposed amendment #4 to document the legal options for removing a Secretary or Treasurer if it becomes necessary.

Proposed amendment to Bylaws:

Article V Section 3

~~(g) The number of consecutive full terms for the Treasurer and Secretary shall be limited to five.~~

(Change 3(h) to 3(g) if approved)

Proposed amended Bylaws text, clean

Article V Section 3

(g) 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.

Amendment Proposal Four

Adding language regarding removal of Officers and Members.

Reasoning:

The New York nonprofit corporate statute only allows the voting group of Members who elects officers and Directors to remove them. Since the Members elect the Secretary and Treasurer, only the Members can vote to remove them. However, under the New York law, the Board of Directors can suspend an officer's authority for cause; note that this authority does not apply to the removal of a Director who was elected by the Board of Governors, who retain the authority to remove BoG-elected Directors. As such, we propose adding the following verbiage to Article VI Section 3 as (h) or (i) depending on whether or not Amendment Proposal Three passes:

Proposed amendment to Bylaws:

Article V Section 3 (h) or (i)

1. 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.

2. 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.

Proposed amended Bylaws text, clean

Article V Section 3 (h) or (i)

1. 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.

2. 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.