

ARTICLE I: NAME

The name of the Association shall be the **INDIANA AQUACULTURE ASSOCIATION, INCORPORATED** (hereinafter referred to as the "Association", "IAA, Inc." or "IAAI"), as incorporated under the laws of the State of Indiana on Wednesday, December 10, 2003. The Association is classified as a Non-Profit organization recognized by the Internal Revenue Service as a 501 (C) (5).

ARTICLE II: PURPOSE

The purpose for which the Association is formed shall be to assist in promoting and marketing of aquaculture products, to provide for the scientific and educational advancement of members, to encourage scientific research, to promote an exchange of information among members, and to extend and develop public interest in the discipline.

ARTICLE III: MEMBERSHIP

Section A.

All memberships shall be subject to the approval of the Officers and Board of Directors. Dues are to be paid by January 1st of each year.

1. **FULL MEMBERS:** Any person who is interested in the advancement of the Association, its purpose and its goals.
 - a. Any member of the Indiana Aquaculture Association, Inc. ("IAAI"), in good-standing at the time of any such meeting, shall by virtue of their "good-standing" membership, have the right to bring ONE (1) guest with them to the meeting at the MEMBER RATE for that meeting attendance.
2. **STUDENT MEMBERS:** Any Full-Time student. Applications must be accompanied with the signature of an Academic Advisor.
3. **SUSTAINING MEMBERS:** Institutions or Organizations interested in the advancement of the Association, its purpose and its goals.

Sustaining members shall have all of the rights and privileges of Full Members except that of holding office. Sustaining Members shall have one (1) vote cast by a duly authorized delegate.

4. **VISITING PARTICIPANTS (Visitor):** Any person who wishes to attend a meeting of the IAAI shall be assessed the then current visitors meeting fee as outlined by the then current IAAI fee schedule for Dues & Meetings found in the policies and procedures manual.
5. **LIFE-TIME HONORARY MEMBER:** A member in "good standing" who has attained the age of 65 years and has been a member of the Indiana Aquaculture Association, Inc. (IAAI) for TEN (10) or more continuous years shall be eligible to become a LIFE-TIME HONORARY MEMBER. The individual can only achieve this level of membership by a majority vote of the active membership of the IAAI, consisting of a quorum of eligible membership at the meeting in which the vote is to be taken. If any such member is granted an HONORARY MEMBER status, said individual shall be considered a member in good-standing for the membership fee of \$1 per year. However, Any other, additional fees required at any such meeting, Spring or Fall events, (i.e., fees required to order a lunch or special location event fees) shall be paid by the HONORARY MEMEBER prior to the beginning of the meeting or special event.

Section B.

All Full, Sustaining, and Life-Time Honorary Members shall have the right to vote. In order to vote at the annual membership meeting(s), the annual dues must be paid (as applicable) before the beginning of the annual membership meeting held for which a certain vote of membership will be taken. Each membership is granted ONE (1) vote.

Section C.

The IAAI Officers and Board of Directors shall, from time to time, establish in writing, the Current Membership Dues

payment levels and Visiting Participant payment levels. These will be included in the policies and procedures manual.

Section D.

IAAI will set up the fee schedule per workshop, meeting, or event. Members will be notified of the fees THIRTY (30) days prior to each workshop, meeting, or event.

ARTICLE IV: LOCATION

The Principal Place of Business shall be located at a place as decided upon by the Officers and the Board of Directors. The Registered Agent for the Corporation shall be listed as the contact for the Association at the Principal Place of Business for reporting to the Indiana Secretary of State and other legal purposes as necessary.

ARTICLE V: OFFICERS

Section A.

The Officers of the Association shall be the President, Vice President, Secretary, and Treasurer. Officers must be members in good standing.

Section B.

The Duties of each of the respective Officers shall consist primarily of, but not necessarily limited to, the following responsibilities:

1. **PRESIDENT:** The President shall:
 - a. Preside at all business meetings of the Association, annual and special, and all meetings of the Board of Directors.
 - b. The President shall discharge such other duties as usually pertains to such office and upon completion of his/her term should become the Past President to serve as an advisor of the Board of Directors for ONE (1) year.
 - c. Shall call for the Annual meeting(s) of all Membership and Special Meetings of the Board of Directors (to convene on important matters and projects or to fill vacancies to one or more Officer or Board of Director positions).

2. **VICE-PRESIDENT:** The Vice-President shall:
 - a. Exercise the powers and perform the duties of the President in the absence, disability or a vacancy in the Office of the President.
 - b. He/She shall also perform such duties as may be assigned by the President or the Board of Directors.
 - c. Shall act as the “Lead Coordinator” on all GRANTS and grant activity pursued through and in the name of the Association—either as a SPONSOR on a grant or as a PRIMARY GRANT APPLICANT. He/She shall gather, collect and coordinate the paperwork and information necessary to complete the final paperwork to the Grant Provider to collect funds back to the organization as reimbursement on all grant project(s).
 - d. Provide a verbal report at the annual meeting to membership on all matters demanding action by the Board of Directors between meetings and shall submit, in writing, a copy of said report to the Secretary, at the same meeting of the Association as outlined by Article IX, Section B, Item 2G.

3. **SECRETARY:** The Secretary shall:
 - a. Keep full and complete minutes of all meetings of the Association, special meetings, and meetings of the Board of Directors.
 - b. Notify the Membership of any upcoming elections and provide a means for each member to cast a vote when needed.
 - c. Issue notices of meetings and conduct any necessary correspondence.
 - d. Mailing of all annual membership renewal forms to the Association members by the 1st of December of each year.
 - e. Maintain, or have maintained, a proper membership roster showing name, address, telephone, and other available contact information for each member to include a record of membership dues paid by such member(s) by membership class.

- f. Maintain the “Roster of Officers and Board of Directors” (Officer & BOD Genealogy) for the corporation files, distribution to members (upon written request) as well as delivery to the IAAI webmaster for posting to the IAAI website.
- g. Maintenance, development and safekeeping of all the Association records and file system (tracking all relevant documents related to relationships established with external entities).
- h. Develop and maintain a membership-mailing database for the Association.
- i. Perform other duties as may be conferred upon him/her by the Board of Directors.

4. **Treasurer:** The Treasurer shall:

- a. Be responsible for all banking institution transactions, to include but not limited to: (i) establishing new bank accounts, as may be required from time to time, with “OR” designation established on the signature approvals to each separate checking or operational account, and (ii) each savings account where the current PRESIDENT, VICE-PRESIDENT and TREASURER are all designated signatures on the association accounts.
- b. Collect and receipt all membership dues, assessments and other income and promptly deposit all such funds of the Association in such banking depository as approved and designated by the Board of Directors.
- c. Issue payment drawn against Association bank funds, in payment of obligations of the Association, either in accordance with normal business operations or as approved, in advance, by the Board of Directors (All transactions exceeding \$ 1,000 require such approval by the Board of Directors). Checks shall be signed by the Treasurer and he/she shall pay all bills, invoices, and obligations, and make such other disbursements as are necessary to the operation of the Association (Accounts Payable).
- d. Maintain an ACCRUAL based accounting system

record of all transactions related to the operation of the Association, providing monthly statements for the financial files of the corporation, to include but not limited to a: balance sheet, income statement, statement of retained earnings and statement of cash flow.

- e. Act as Grant Administrator for the Association
- f. Maintain written financial “operational guidelines” for the internal and external operational relationships of the Association.
- g. Make a true and full report of the financial condition of the Association at the ANNUAL MEETING of the ASSOCIATION. Provide for an annual Audit of all fiscal, financial documents of the Association, either by external review or by the Internal Audit Committee (as established by the Board of Directors), prior to each Annual meeting of the Association. The financial statements, as prepared and reviewed under an Audit, shall be included as part of the annual proceedings of the Association. Such audit reviews shall include, but not be limited to, the financial reporting of the Association but also the financial “operational guidelines” established by the Treasurer.
- h. Be responsible for completion and filing of the “ANNUAL – Indiana Business Entity Report” (prior to December 10th of each calendar year) to the Indiana Secretary of State office for the non-profit corporation.
- i. Be responsible for the preparation of or securing professional, competent services of a tax accountant, for the preparation of the ANNUAL Federal and State of Indiana Non-Profit tax returns prior to the current established deadline (on or before May 15th of the following calendar year).
- j. Perform other duties as may be conferred upon him/her by the Board of Directors.
- k. For any meeting or event held or sponsored by the Indiana Aquaculture Association, Inc. (“IAAI”), the treasurer shall communicate with any guest speaker/presenter who will be reimbursed for

his/her time and or travel. The Board of Directors shall agree upon this and the details shall be communicated to both the board and the presenter in writing. The Treasurer will make full reimbursement on the agreed reasonable expenses incurred by the guest speaker/presenter to attend and present their educational portion of the scheduled program. The original receipt(s) must support all expenses and the Treasurer will pay all reimbursement of claims (expenses) after the meeting within thirty (30) days after the event. No checks or cash will be paid at the time of the event. Special circumstances, if any, must be reviewed and approved, in writing, in advance by the then presiding President of the IAAI.

5. **THE BOARD OF DIRECTORS:** Shall consist of TEN (10) members who shall include: the FOUR (4) active Officers, and SIX (6) Members-At-Large. All Board of Directors must be members of the Association in “good standing” prior to their appointment.
6. **MEMBERS-AT-LARGE:** The Members-At-Large shall:
 - a. Consist of active Association members in “good-standing;”
 - b. Assist in administering the affairs of the association;
 - c. Serve in an Advisory Capacity to the Association;
 - d. Provide leadership in developing and directing special projects to promote and advance the mission, purpose, goals and objectives of the Association;
 - e. Appoint no less than One (1) of its members to serve on the Internal Audit Committee for the review of financial operations of the Association.

ARTICLE VI: TERM OF OFFICE

The term of office for each of the Officers of the Indiana Aquaculture Association, Inc. (“IAAI”) shall be as follows at each of these levels so as to decrease turnover and improve stability in the operations and

administration of the IAAI. In the event that a vacancy is filled in the middle of a term, that office will be held for the remainder of the term. The newly elected Officers and Board of Director Members, elected at the annual meeting(s), shall begin their duties and term of office effective immediately at the close of the meeting at which they are elected.

1. **PRESIDENT, VICE-PRESIDENT**, shall serve a TWO (2) year term (which shall be automatically renewed should no action be taken by the membership of the Association to elect or re-elect a new slate of candidates).
 - a. PRESIDENT – shall serve in this capacity for the two (2) years. The PRESIDENT, at the end of his/her term as President, should serve one (1) year as PAST PRESIDENT as an advisor of the Board of Directors.
 - b. VICE-PRESIDENT – shall serve in this capacity for two (2) years
2. **SECRETARY** shall serve for a TWO (2) year term, (which shall be automatically renewed should no action be taken by the membership of the Association to elect or re-elect a new candidate)
3. **TREASURER** Shall serve a TWO (2) year term, (which shall be automatically renewed should no action be taken by the membership of the Association to elect or re-elect a new candidate)
4. **MEMBERS-AT-LARGE** shall serve for a THREE (3) year term:
 - a. TWO (2) “Members-At-Large” will be elected at each annual meeting;
 - b. Vacancies to a “Member-At-Large” appointment, prior to the completion of the elected term of office, shall be replaced by a quorum vote of the Board of Directors (by special meeting) or should a lack of quorum exist; by the appointment and at the discretion of the Association President.

Article VII: Election of Officers

Officers of the Association shall be elected by a majority vote of the voting membership present at the location, of the date and time of the annual meeting.

Should an Association member, in good standing not be able to attend the annual meeting, said absent member may cast an absentee ballot in the form of a letter written and addressed to the secretary. Said letter, containing the absentee votes to be counted, must be received by the Secretary prior to the meeting in which the elections are to take place in order to be considered valid, eligible votes for the candidates(s) they wish to have elected. The secretary shall record date received on the absentee ballot and bring the ballot to the meeting. The Secretary shall by mail, or email, notify each Association member of the elections and candidates of each election at least THIRTY (30) days prior to the meeting.

The Board of Directors shall fill vacancies in offices other than the President through appointment. Such appointments(s) are to be made in a Special Meeting called for such purpose by the then current highest Officer-in-Charge. Should it be necessary, the Officer-in-Charge may call for letters written by the other remaining officers and the Board of Director members to appoint a replacement should a vacancy occur during a particular term (in lieu of or the inability to schedule and convene a Special Meeting for the purpose of making the appointment). Such letters are to be mailed (physically or electronically) to the Officer-in Charge.

ARTICLE VIII: Removal From Office

Any officer can be removed from their position by a minimum of 2/3 of the members of the board. Each member of the board must be notified of the vote and cast a vote.

Article IX: Board of Directors

Section A.

The President of the Association shall be Chairman of the Board of Directors and preside at all meetings of the Board. Should the President not be available, The Vice-President shall serve in such capacity for the meeting.

Section B.

The Board of Directors shall:

1. Meet as specified in Article IX, Section B, Number 2, or upon the call of the President or upon the request of FOUR (4) or more members of the Board of Directors in writing to the Secretary. Such writing can be sent by either conventional or electronic mail. At least FIVE (5) days notice shall be given to all members of the Board of Directors of any such meeting(s). The date, time and place of such meetings shall be designated and coordinated by the President of the Association. A majority of the members of the Board of Directors shall constitute a QUORUM for the transaction of business. Therefore, an action of and by the Board of Directors, at such a meeting, shall be based upon the vote of the majority of the Board of Directors present at such meeting. Such decisions shall be considered final.

2. The Board of Directors shall manage the affairs of the Association and shall have the following powers
 - a. To fill vacancies among the Officers of the Board and members of the Board of Directors of the Association except as provided under Article VII.
 - b. To define the duties of the Officers and Members of the Board of Directors that are not defined in the current Bylaws of the Association.
 - c. To provide rules, regulations, policies and procedures for the conduct of the affairs of this Association as consistent with the provisions of the Bylaws of this Association.
 - d. To accept or reject applications for membership to this Association.
 - e. To suggest changes for the creation of formal amendments to these Bylaws as may be necessary and prudent to the effective operation of the Association.
 - f. To vote and decide, with or without the input of the voting membership of the Association, with a quorum vote of the Board of Directors, any such formal amendments to change these Bylaws, or the Articles of Incorporation of the Association.
 - g. Full power of the Association in all matters demanding action between meetings and shall submit at the next meeting of the Association a report of all actions taken by them under the authority of this section of the Bylaws.

Article X: Quorum

A quorum for any ASSOCIATION MEETING shall consist of not less than THIRTY-THREE PERCENT (33%) of the total Association membership in good standing and at least TWO (2) of whom shall be Officers of the Association.

Article XI: General & Financial Administration

1. NO INSURANCE COVERAGE: Transportation to and from any outside event sponsored through the Association for its membership shall be the sole responsibility and liability of the member wanting to attend the outside event. The Association will not maintain any form of risk insurance for its Officers, Board of Directors, Members, or guest speakers or presenters in their travels to or from any such event.
2. DONATIONS: the Indiana Aquaculture Association as a tax-exempt entity can receive no cash or other assets of a specific or specified value, given by a member or outside party. Cash or other assets of a specific or specified value given by a member or outside "interested party", can be received by the IAAI as an outright donation to the organization; however, no letter can or will be sent by the IAAI to that individual or company for their benefit toward a tax deduction as the result of the donation made. The IAAI due to its current tax designating status as a 501 (c) (5) can not and will not provide any confirmation of receipt of a "charitable donation" to the donor as doing so would jeopardize the associations Federal and State of Indiana tax exempt status. Any donations received by the IAAI during the course of any fiscal year must be footnoted in the financial statements of the IAAI and written notification of the donation must be sent to all other Officers and Board of Directors within fourteen (14) business days of any such receipt. The notification shall include in detail the nature of the value received, the date received, where the donation was received, and from whom the donation was received. All conveyances of tangible property to the IAAI must be fully documented and signed and dated by the person making the donation (i.e., Property Transfer Agreement or Warranty Deed etc.) The original copy of such documentation shall be given to the Secretary of the IAAI for safekeeping.

ARTICLE XII: MOTIONS AND RESOLUTIONS

All motions and resolutions presented at any annual meeting of the Association involving matters of policy, administration or business shall be referred to the Board of Directors who shall consider the same and report its recommendation back to the Association; provided, however, that should any matter require immediate action by the Association, such matters may be considered immediately by consent of THREE-FOURTHS (3/4) of the active members, in good-standing present and voting.

All motions and resolutions presented at any annual or special meeting of the Association involving matters or decisions requiring a vote which could be directly related to the advancement or business matters of one or more of the Officer(s) or a member(s) of the Board of Directors, requires said Officer(s) and/or member(s) of the Board of Directors to RECUSE himself/herself/themselves from participation in such vote. At all times, the Association requires honest action(s) to remove the potential for a "conflict of interest" and "self-dealing."

ARTICLE XIII: MEETINGS

Section A.

There shall be an annual meeting of the Association for the election of Officers and the Board of Directors (filling vacancies), the presentation and discussion of pertinent information on aquaculture and related subjects, and other such business as may be brought properly before it. The Business Meeting agenda shall be distributed by the President to the Officers and the Board of Directors at least SEVEN (7) DAYS prior to the established date of the annual meeting. Such annual meeting shall be held at such time and place as the Board of Directors may decide. At least THIRTY (30) DAYS before the scheduled date of the annual meeting, the SECRETARY shall provide written notice to the Association membership as to the day, date, time and

location of such meeting.

Section B.

Special meetings of the Association may be held whenever the Board of Directors deem such meetings necessary or whenever a Quorum or more of the membership shall make a written request for such a meeting to the Secretary. Such request shall be placed with the Board of Directors which shall then designate a day, date, time and place for such special meeting. The Secretary shall be required to give written notice of all such special meetings of the Association to all members at least THIRTY (30) DAYS prior to the scheduled special meeting.

Section C.

There shall be at least ONE (1) meeting of the Board of Directors THIRTY (30) DAYS prior to the ANNUAL ASSOCIATION MEETING.

ARTICLE XIV: FISCAL YEAR & ORGANIZATIONAL TAXES

The fiscal year of the Association shall be the calendar year. Federal ("IRS") and State of Indiana Taxes must be filed on or before May 15th of each year following the specific year of operation in accordance by law.

ARTICLE XV: MEMBERSHIP DUES

The annual dues of the members shall be determined by a majority vote of the BOARD OF DIRECTORS and published in the policy and procedures manual.

ARTICLE XVI: COMMITTEES

The President of the IAAI has the power to form and appoint members to committees as needed to achieve the goals of the organization. Other executive committees are listed in the policy manual. The internal Audit committees shall be appointed by the President to serve during his/her term as President as follows:

1. **INTERNAL AUDIT COMMITTEE:** This committee shall consist of at least TWO (2) active members in good standing who shall audit all the books, membership records, financial records and fiscal documents of the Association annually, prior to the annual meeting.

ARTICLE XVII: RULES OF ORDER

Business sessions of the Association shall be conducted in accordance with Roberts Rules of Order.

ARTICLE XVIII: ADMENDMENTS

AMENDMENTS: All amendments or modifications to the BYLAWS of the Indiana Aquaculture Association, Inc. (IAAI) must be formally drafted by the Secretary, Officer of the Board of Directors designated by the President of the IAAI, or by a committee designated by the President of the IAAI. The BOARD OF DIRECTORS will then approve all AMENDMENTS for the purpose of presenting the AMENDMENTS to the GENEREAL MEMBERSHIP. The author or authors of the BYLAWS shall be open to comments and suggestions of any member in good standing. The proposed changes will be sent to the GENERAL MEMBERSHIP and they will have THIRTY (30) days for any of suggestions to be conveyed. If any changes were made to the proposed AMENDMENTS, the current proposed BYLAWS must be sent to the all MEMBERS IN GOOD STANDING at least THIRTY (30) days prior to the meeting that the AMENDMENTS will be voted on. AMENDMENTS to the BYLAWS requires BOTH a TWO-THIRDS (2/3) vote of the active membership and a TWO-THIRDS (2/3) vote of the BOARD OF DIRECTORS. The AMENDMENTS must also bear the signatures of the members of the BOARD OF DIRECTORS that voted for the amendments. All votes, both MEMBERS IN GOOD STANDING and BOARD OF DIRECTORS can be cast in person, over video or telephone conference, or by proxy. Any verbal or written proxies received, and used at the time of the vote, will require that the acting secretary or other designee follow-up to obtain the requisite signature of the person who was not in attendance at the time of the original signatory action by those originally present. All BOARD OF DIRECTOR members who voted by proxy must sign and date SIX (6) original copies of the document accepting the amendments and/or modifications using the date of the meeting that the AMENDMENTS were voted into action. Therefore, all of the copies of the amendments and/or modifications shall include all original signatures, and all signatures shall be dated the date that the amendments and/or modifications were called to a vote. The secretary is required to

maintained control of the newest version of published and signed BYLAWS. The secretary is required to file with the Indiana Secretary of State as part of the required "annual Entities Report," a copy of each new FULL and COMPLETE VERSION of the BYLAWS currently in effect for the year.

ARTICLE XIX: DISSOLUTION

This Association shall have perpetual existence; however, if dissolved, its assets shall be donated, with preference given to a non-profit organization for research on Aquaculture which will be selected by the last Board of Directors in accordance with the Laws of the State of Indiana, Indiana Code 23-17-22-5 ("For Permitted Activities Following Dissolution") as set forth in Article VII "Distribution of Assets on Dissolution or Final Liquidation" contained in the Articles of Incorporation, as approved by the Indiana Secretary of State office on Wednesday, December 10, 2003, as follows:

1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) or 501 (C) (5) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine; and
2. Any such assets, not so disposed of, shall be disposed of by the Court of General Jurisdiction of the Indiana County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IT IS HEREBY RESOLVED, that the BYLAWS of the predecessor INDIANA AQUACULTURE ASSOCIATION ("IAA") (which was operated as a Sole Proprietorship), as were originally adopted in order to effectuate the transition to an incorporated body in the State of Indiana on Wednesday, December 10, 2003, are hereby formally amended as so noted based upon the

previously ratified and approved version 1.0 Bylaws and the version 1.1 Amendments. These new Bylaws (version 3.0) have been adopted and approved, as of even date set forth herein below, and shall be and remain as the guiding directing principles for members and internal operation of the INDIANA AQUACULTURE ASSOCIATION, INCORPORATED (“IAA, INC.” or “IAAI”) until such time as may be formally amended or changed by the Board of Directors and Officers and approved by majority vote of same and the membership of the organization, and

RESOLVED FURTHER, that the current Officers and Executive Board of Director on the INDIANA AQUACULTURE ASSOCIATION, INCORPORATED (“IAA, INC.” OR “IAAI”), listed herein below, hereby approve the formal adoption of said BYLAWS and shall serve in their current capacity with the same title(s) and position(s) outlined by the aforementioned BYLAWS to fulfill the new corporate responsibility for members and internal operation of the INDIANA AQUACULTURE ASSOCIATION, INCORPORATED (“IAA, INC.” OR IAAI”) until such time as may be formally changed and approved by majority vote of the membership of the organization, and

RESOLVED, FURTHER, that we the following Officers and Board of Directors, so present at the annual 2014 meeting of the INDIANA AQUACULTURE ASSOCIATION, INCORPORATED (“IAAI”), held in Delaware County, Muncie, Indiana on Saturday, February 15, 2014, acting on behalf of the membership and the unanimous interests of the organization as so previously voted, do hereby set their hand to make their mark to carry out the unanimous directive of membership to formally effectuate and carry out the foregoing action(s):

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We, the BOARD OF DIRECTORS, of the INDIANA AQUACULTURE ASSOCIATION, INC. do hereby sign into action this current version of BYLAWS (Version 3.0) as of October 12, 2014.

Glynn Barber: *President*

Date

Lyle Andry: *Vice-President*

Date

Karlanea Brown: *Secretary*

Date

Darryl Brown: *Member-At-Large*

Date

Phillip Shambach: *Member-At-Large*

Date

John Richardson: *Member-At-Large*

Date

I certify that I am the duly elected and qualified Secretary and that the above is a true and correct of a resolution duly organized and executed and a meeting of the membership thereof, convened and held in accordance with law and the By-law of the INDIANA AQUACULTURE ASSOCIATION, INCORPORATED on October 12, 2014, and that such resolution is now in full force and effect.

Karlanea Brown: *Secretary*

Date

IN WITHNEDD WHEREOF, I have affixed my name as Secretary and have caused this instrument to be put into immediate effect on behalf of and in favor of said Indiana Non-Profit Corporation (the INDIANA AQUAACULTURE ASSOCIATION, INCORPORATED - ("IAA, INC.") or ("IAAI")) to be hereunto affixed this October 12, 2014.

**A True Record**

**Attest**

**This official document consists of EIGHTEEN (18) type written pages.**

There have been SIX (5) ORIGINALS of the document executed for the following purpose:

1. Delivery of one (1) Original to the Indiana Secretary of State office, Indianapolis, Indiana;
2. Maintenance of one (1) Original in Indiana Aquaculture Association, Incorporated "**Resolutions & Corporate Amendments & Actions**" file (permanent file of all corporate actions taken since inception as a corporation in the State of Indiana); and
3. Maintenance of three (3) Originals in Indiana Aquaculture Association, Incorporated files (important documents).

It is hereby acknowledged that these BYLAWS were based in large part on the bylaws written expressly by the Indiana Aquaculture Association when it was operated as a Sole Proprietorship from its inception on Saturday, February 28<sup>th</sup>, 1987; though and including September 30, 2004 (midnight) - as previously adopted on February 28<sup>th</sup>, 1987 and revised on February 25<sup>th</sup>, 1995; March 23<sup>rd</sup>, 2002; and then under the auspice of the Indiana Aquaculture Association, Inc. ("IAA") on March 23, 2005 (ver 1.0); and October 8, 2005 (ver 1.1)

**-ALL OF WHICH ARE NOW HEREBY SUPERCEDED AND REPLACED BY THIS VERSION 3.0 OF SAID BYLAWS.**

We, the BOARD OF DIRECTORS, of the INDIANA AQUACULTURE ASSOCIATION, INC. do hereby sign into action this current version of BYLAWS (Version 3.0) as of October 12, 2014.

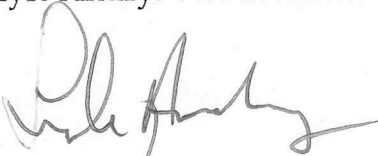
Glynn Barber: *President*



Date

10/12/14

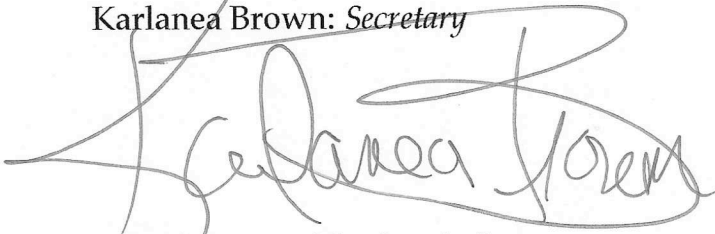
Lyle Andry: *Vice-President*



Date

10/12/14

Karlanea Brown: *Secretary*



Date

10/12/14

Darryl Brown: *Member-At-Large*



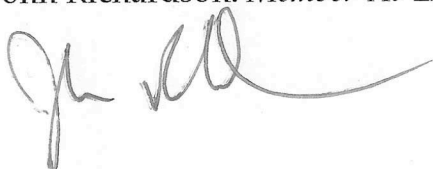
Date

10/12-14

Phillip Shambach: *Member-At-Large*

Date

John Richardson: *Member-At-Large*



Date

10/12/14

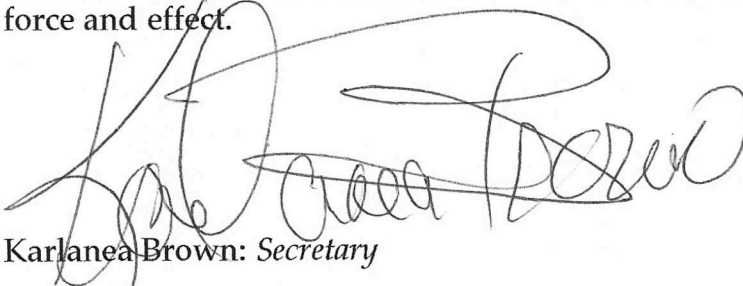
Amy Stinton: Member-At-Large

Date



10-12-2014

I certify that I am the duly elected and qualified Secretary and that the above is a true and correct of a resolution duly organized and executed and a meeting of the membership thereof, convened and held in accordance with law and the By-law of the INDIANA AQUACULTURE ASSOCIATION, INCORPORATED on October 12, 2014, and that such resolution is now in full force and effect.



Karlanea Brown: Secretary

Date

10-12-14

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused this instrument to be put into immediate effect on behalf of and in favor of said Indiana Non-Profit Corporation (the INDIANA AQUACULTURE ASSOCIATION, INCORPORATED - ("IAA, INC.") or ("IAAI")) to be hereunto affixed this October 12, 2014.

A True Record

Attest