

# Charter and Bylaws of the Florida Academy of Sciences, Inc.

## Charter Florida Academy of Sciences, Inc.

**ARTICLE I – Name.** The name of this corporation shall be FLORIDA ACADEMY OF SCIENCES, INC.

**ARTICLE II – Purposes.** The purposes of the Corporation shall be to promote scientific research, to stimulate interest in the sciences, to encourage the diffusion of scientific knowledge, to sponsor good scientific teaching, to foster public and governmental understanding and appreciation of the sciences and the industries that apply them, to assist in the formulation of long-range plans together with a time sequence of priorities for the disposition of both natural and technical resources, to promote ethical application of the sciences to the service of humanity, to bring suitable recognition for scientific achievement, to arrange meetings for the presentation and exchange of scientific findings and to publish a journal together with other scientific works as may further the purposes of the Corporation.

**ARTICLE III – Membership.** Any person or organization interested in the purposes of the Corporation shall be eligible for membership and shall be admitted to membership upon written application to the Membership Committee, election by the Council or Executive Committee and payment of dues.

**ARTICLE IV – Term.** This Corporation shall have perpetual existence unless dissolved pursuant to the provisions of F. S. 617.05.

**ARTICLE V – Officers.** The affairs of the Corporation are to be managed by a President, a President-Elect, a Secretary, and a Treasurer.

**ARTICLE VI – Council.** The Council shall exercise general supervision over all the affairs of the Corporation and shall consist of the elected officers, the two immediate Past-Presidents, the Chairmen of the Standing Committees, the Editor of Publications, the *Florida Scientist* Business Manager, the Section Chairmen, the Chairmen-Elect of Sections, the representatives of the Academy to the AAAS and NAAS, the State Director of the Junior Academy, the State Director-Elect of the Junior Academy, the State Coordinator of the Junior Academy, the State Science Talent Search Coordinator, and four (4) Councilors-at-Large, two (2) elected by the membership, and two (2) appointed by the Council.

**ARTICLE VII – Classes of Membership.** Membership in the Corporation shall be divided into classes of members, which shall be Patron Members, Life Members, Sustaining Members, Regular Members, Junior Members, Student Members, Institutional

Members, Corporate Members, Honorary Members, and Emeritus Members. Each member, regardless of class, shall be entitled to one (1) vote and in case of Institutional and Corporate Members, such vote shall be cast by the representative designated by such Institutional or Corporate Member; provided, however, that voting rights of Junior Members shall be restricted as provided in the BYLAWS.

**ARTICLE VIII – Executive Committee.** An Executive Committee, consisting of the President, President-Elect, Secretary, Treasurer, and two (2) other Council Members designated by the Council shall handle the business of the Corporation in the intervals between Council meetings.

**ARTICLE IX – Meetings.** There shall be at least one meeting of the Academy and one business meeting of the Corporation annually. The Council shall determine the time and place of the meetings, and notice in writing thereof shall be given to each member by the Secretary or other person designated by the Council, not less than thirty (30) days prior to the time of each meeting.

**ARTICLE X – Emolument.** No part of the net earnings of the Corporation shall enure to the benefit of any officer, member of the Council, private member or individual within the meaning of the United States Internal Revenue Code Section 501; provided, however, any member officer or member of the Council may be paid compensation in a reasonable amount for services rendered the Corporation upon such terms and conditions as may be approved by the Council. In the event of dissolution or final liquidation of the Corporation, the net assets belonging to the Corporation shall be assigned to and become the property of a non-profit organization selected by majority vote of the Council. At the time of dissolution or liquidation, no part of the assets of the Corporation shall enure to the benefit of any officer, member of the Council, private member or individual within the meaning of the United States Internal Revenue Code Section 501; provided that if the Corporation reincorporates, all assets and liabilities are to be transferred to the new Corporation.

**ARTICLE XI – Amendments.**

Section 1 – Amendments to the CHARTER may be proposed by the Council and shall be adopted by a three-fourths (3/4) vote of the members present and voting at any Annual Business Meeting of the Corporation, provided notice of the proposed amendments shall have been given to all members of the Corporation at least thirty (30) days prior to such meeting.

Section 2 – The BYLAWS may be adopted, altered, amended or rescinded at any Annual Business Meeting of the Corporation by a two-thirds (2/3) majority of the members present, provided that notice of such change shall have been given to all members of the Corporation at least thirty (30) days prior to the meeting.

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#### History of Charter Amendments

Adopted at the 48<sup>th</sup> Annual Meeting, 30 March 1984.

Amended at the 62<sup>nd</sup> Annual Meeting, 27 March 1998.

**Bylaws**  
**Florida Academy of Sciences, Inc.**

**ARTICLE I – Membership.**

**Section 1 – Eligibility, Admission, and Classes.** Eligibility and admission to membership and class thereof shall be as provided in the CHARTER.

**Section 2 – Definition of Classes**

- a. Members who contribute as individuals shall be designated Patron Members, Life Members, Sustaining Members or Regular Members based on annual dues as determined by the Council and voted on by the Corporation.
- b. Members who contribute as individuals who are regularly enrolled students in accredited colleges and universities shall be designated Student Members and regularly enrolled students in grades six through twelve shall be designated Junior Members. Annuals dues are determined by the Council and voted on by the Corporation.
- c. Individual members as designated in Section 2a. who have been in good standing for ten (10) years and who are active in the Academy at time of their retirement shall be designated Emeritus Members. They shall pay one-half the current annual dues.
- d. Honorary Members may be elected by the Council.
- e. Industrial or commercial organizations shall be designated Corporate Members and colleges, universities and other educational institutions as Institutional members. Annuals dues are determined by the Council and voted on by the Corporation.

**Section 3 – Limitation Upon Certain Members.** Junior Members may attend the sessions of the members of the Corporation and may vote and hold office in the Junior Academy, but shall not vote or hold office in the Corporation.

**Section 4 – Dues.**

- a. Periodically the Council will propose changes in the amount of dues for each of the classes of membership.
- b. These proposed dues changes will be voted on at the annual meeting of the Corporation.

**Section 5 – Termination of Membership.** Any member may be dropped for cause by action of the Council. Members whose dues become one year in arrears shall be dropped from membership and a notice thereof shall be sent to each such member by the Treasurer.

**ARTICLE II – Academies and Sections.**

**Section 1 –** The Corporation shall be divided into Sections and Academies.

**Section 2** – The Sections of the Corporation shall be open to all members and shall consist of the following sections: Agricultural and Natural Resources, Anthropological Sciences, Atmospheric and Oceanographic Sciences, Biological Sciences, Computer Sciences and Mathematics, Engineering, Environmental and Chemical Sciences, Florida Committee on Rare and Endangered Plants and Animals, Geosciences, Medical Sciences, Physics and Space Sciences, Science Teaching, Social Sciences, and such other Sections as the Council may authorize, subject to the approval of the members.

**Section 3** – The Academies of the Corporation shall be the Senior Academy, the Junior Academy, and such other Academies as the Council may authorize, subject to the approval of the members. The officers of the Senior Academy shall be the officers of the Corporation.

**Section 4** – Each Academy and each Section of the Corporation may adopt a Constitution and Bylaws; provided, however, such Constitution and Bylaws shall not be effective until approved by the Council.

**ARTICLE III – Affiliations.** The Corporation may enter into affiliation with other organization as may be arranged by the Council, subject to the approval of the majority of Council members.

#### **ARTICLE IV – Committees.**

**Section 1-** The Standing Committees of the Academy are the Executive, Awards, Charter and Bylaws, Finance, History and Archives, Honors, Local Arrangements, Membership, Nominating, and Development. Additional *ad hoc* committees may be appointed by the President as necessary.

**Section 2** – The Executive Committee is defined in Article VIII of the CHARTER. The Nominating Committee shall be elected by the Council. The Program and Membership Committees are defined herein. All other committees are appointed by the President.

**Section 3** – The Finance Committee shall engage the services of a certified Public Accountant, or a recognized Public Accountant, to examine the books of the Corporation for each calendar year.

**Section 4** – The Program Committee is responsible for the preparation of programs for the annual meetings. The Chair of this Committee shall be appointed by the Council for a term of three (3) years with the possibility of succession. The Committee shall include, but not be restricted to, the President-Elect, the Secretary, the Chair and Chair-Elect of the Academy Sections, and the Chair of the Committee on Local Arrangements.

**Section 5** – The Membership Committee shall consist of, but not be limited to, the President-Elect, who serves as Chair, the Treasurer, and the Chairs of the Sections of the Academy.

**Section 6** – The Development Committee will actively seek opportunities and write grant proposals and contracts to fund educational, research and outreach activities and maintain the operation of the Corporation.

**Section 7** – The President of the Academy, after consultation with the administration of the host institution, shall appoint the Chairman of the Committee on Local Arrangements.

**Section 8** – The Executive Director of the Corporation shall serve as an ex-officio non-voting member on all Standing Committees.

**Section 9** – All committees shall report in writing to the Corporation at the Annual Business Meeting.

#### **ARTICLE V – Council.**

**Section 1** – The Council shall exercise general supervision over all of the affairs of the Corporation as constituted and provided in the CHARTER.

**Section 2** – One Councilor-at-Large shall be elected by the members at each Annual Business Meeting, and a second Councilor-at-Large shall be appointed by the Council at the first meeting of the new Council, each Councilor-at-Large to serve for a two-year term.

**Section 3** – The Council shall have the following specific duties: (a) handling all publications of the Corporation; (b) filling vacancies occurring in any of the offices of the Corporation; (c) investing the funds of the Corporation; (d) making recommendations to the members regarding general policy; (e) electing a Nominating Committee of at least three (3) members; (f) advising appointments by the President; (g) appointing Editors of Publications and approving the Editorial Board; (h) appointing the Business Manager of the *Florida Scientist*; (i) appointing the Chair of the Program Committee for a period of three (3) years; a prospective Chair shall be asked to serve on the Program Committee for one (1) year prior to taking office as Chair; (j) arranging affiliations with other organizations; (k) designating the time and place of meetings of members; (l) approving the agenda for the Annual Meeting of the members; (m) authorizing the formation of Sections and Academies, subject to the approval of the members; (n) approving assistance to the officers of the Corporation; (o) electing new members; (p) appointing the State Coordinator of the Junior Academy who shall serve for a period of three (3) years and shall be eligible for reappointment; (q) appointing the website administrator; (r) removing an officer for cause or for failure to perform the duties of the office.

**Section 4** – The Council shall require all reports to it, including Committee reports, to be in writing.

**Section 5** – The Council may hire, by majority vote, an Executive Director. The responsibilities of the Executive Director shall be to facilitate execution of the duties held by the Council and such other services as shall aid in the advancement of the objectives of the Corporation. The Executive Director may hire, upon approval by Council, staff needed to assist in carrying out the duties and other services. The Executive Director shall be responsible for the supervision of additional staff. The Executive Director shall serve for such time period as the Council shall determine.

**ARTICLE VI – Meeting of Members – Notice.** The members of the Corporation shall meet not less often than annually. The time and place of meetings shall be determined by the Council and notice thereof shall be given to each member by the Executive Director, or other person designated by the Council, not less than thirty (30) days prior to the time of each meeting. Such notice shall be in writing and shall be sent by electronic mail unless no electronic mail address is available or a member requests United States mail, postage pre-paid. All mail will be sent to the last address shown on the record of membership kept by the Corporation. The Council shall call a special meeting of the members upon written request by 10 percent of the members, within ninety (90) days from the date of such request.

**ARTICLE VII – Officers.**

**Section 1 – Duties.**

- a. The President shall discharge the usual duties of a presiding officer at all meetings of the members of the Corporation, of the Council, and of the Executive Committee. The President shall be ex-officio member of all Standing Committees, except the Nominating Committee. The President shall seek to obtain Corporate, Institutional, and Patron members. The President shall seek affiliations with other organizations, subject to the direction of the Council. The President may explore new activities deemed advantageous to the Academy.
- b. The President-Elect shall assume the duties of the President in the latter's absence, and when eligible shall automatically become President. The President-Elect shall serve as Chairman of the Membership Committee and as a Member of the Program Committee, Finance Committee, and Executive Committee. The President-Elect shall be an ex-officio member, without vote, on all other Standing Committees. The President-Elect shall serve in such additional capacities as assigned by the President.
- c. The Secretary shall keep a record of all meetings of the Corporation, the Council, and the Executive Committee. The Secretary shall report to the members at the Annual Business Meeting and at such other times as the Council may direct. The Secretary in collaboration with the Executive Director shall send out official notices of meetings and perform other necessary duties of the office.
- d. The Treasurer shall receive all monies of the Corporation and deposit them in a bank designated by the Council. The Treasurer shall pay out budgeted monies and all bills approved by the Council or Executive Committee. All

checks shall bear the Treasurer's signature or that of the President. The Treasurer shall keep an accurate account of all receipts and disbursements for each calendar year and shall post a bond for the faithful performance of his duties upon such terms and in such amount as the Council may direct, paying the cost thereof from the funds of the Corporation. The fiscal year for the Treasurer's report shall be the calendar year.

- e. Each Section Chair shall solicit papers in the Section, arrange sessions of papers for the Section at the Annual Meeting in consultation with the Program Chair, preside or appoint others to preside at paper sessions, appoint a Nominating Committee to nominate a new Section Chair-Elect, and designate the time and place for an Annual Business Meeting of the Section, at which meeting the Chair-Elect will be elected. The Chair and the Chair-Elect of each Section of the Academy, as members of the Program Committee, shall aid and abet the work of that committee.
- f. Each Section Chair-Elect shall assist the Section Chair and act in the Chair's absence and shall serve on the Program Committee, and after serving one (1) year shall succeed to the office of Chair of the Section.

## **Section 2 – Election of Officers.**

- a. The President-Elect shall be elected biannually; the Secretary and the Treasurer shall be elected for three (3) years, their terms to overlap by at least one year, with the possibility of succession.
- b. One or more candidates for each office other than President, Section Chair-Elect, and Section Chair shall be nominated by the Nominating Committee elected by the Council. Additional nominations may be made from the floor during the Annual Business Meeting.
- c. Officers shall be elected by a majority of the votes cast by the members present at each Annual Business Meeting and shall enter upon their duties immediately following the adjournment of the Annual Meeting at which they were elected.
- d. Vacancies in any office other than President shall be filled by the Council, or between meetings of the Council by the Executive Committee. The Council or the Executive Committee shall promptly appoint a temporary Secretary or a temporary Treasurer in the event that either of said officers becomes unavailable for service for any reason.

## **ARTICLE VIII – Publications.**

**Section 1** – There shall be published an annual volume in four numbers, to be called the *Florida Scientist*, and to be a continuation of the annual volume previously known as the *Quarterly Journal of the Florida Academy of Sciences*.

**Section 2** – The *Florida Scientist* shall be under the direct control of the Council through an Editor appointed by the Council.

**Section 3** – One copy of the *Florida Scientist* shall be supplied free to each paid-up member in good standing except Junior Members.

**Section 4** – At intervals an electronic Newsletter shall be sent to the members of the Corporation. The Newsletter, published soon after the Annual Meeting of the Corporation, shall include a roster of the Officers, the Council, and the Committee Chairs. The Newsletter shall contain information about and of interest to scientists in Florida.

#### **ARTICLE IX – Florida Endowment for the Sciences.**

**Section 1** – A fund to be designated the Florida Endowment for the Sciences (hereafter referred to as Endowment) shall be established to receive exceptional gifts to the Academy and to hold and invest those funds intended for the long-term support of the purposes of the Corporation.

**Section 2** – The Endowment shall be administered by three Trustees, one of whom shall serve as chair, nominated by the Executive Committee and appointed by the Council. The Treasurer shall not serve as a Trustee of the Endowment.

**Section 3** – All funds received by the Corporation in payment of dues by Patron Members and Life Members shall be placed in the Endowment. Other funds may be allocated to the Endowment at the discretion of the Executive Committee or the Council.

**Section 4** – Funds may be removed from the Endowment only upon affirmative majority vote of the Council during its first quarterly meeting of the calendar year and in accordance with the spending policy. Such funds shall be provided to the Treasurer to be expended as directed by the Council.

**Section 5** – Funds may be removed from the Endowment for any use or activity deemed by the Council to support the purposes of the Corporation as provided in the CHARTER, except those funds whose use is restricted by terms imposed by a donor and accepted by the Council.

**Section 6** – Funds within the Endowment shall be invested by the Trustees in such ways as to produce a reasonable return consistent with prudent investment practices. Any investment other than those in listed securities and deposits in accredited institutions shall be approved in advance by the Council. Within the Endowment, funds from different sources may be commingled as deemed desirable by the Trustees.

**Section 7** – The Trustees, on an annual basis, shall provide to the Council a complete report of the investment activities of the previous year. The report shall include names and amounts of securities and deposits bought, sold, and held; the present value of securities and other investments held by the Endowment; and the internal rate of return realized by the Endowment.

**Section 8** – The Endowment shall be audited at such times and fashion as directed by the Council.

**ARTICLE X – Business Office.** The business office of the Corporation shall be the business office of the Academy and the said office shall be the repository for the files of the Corporation and maintained by the Executive Director.

**ARTICLE XI – Amendments.** The BYLAWS may be adopted, altered, amended, or rescinded at any Annual Business Meeting of the Corporation by a two-thirds (2/3) majority of the members present, provided that notice of such change shall have been sent to all members of the Corporation at least thirty (30) days prior to the meeting by electronic mail or by US mail if no electronic mail is available or by member request.

**ARTICLE XII – Ethical Behavior.** The Florida Academy of Sciences affirms and acknowledges members’ commitment and responsibility to the welfare of human participants, plant and animal populations, and cultural and natural resources in the conduct of ethical research, education, and service.

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#### History of Bylaws Amendments

Adopted at the 48<sup>th</sup> Annual Meeting, 30 March 1984.

Amended at the 50<sup>th</sup> Annual Meeting, 11 April 1986: dues increase; establishment of Florida Endowment for the Sciences.

Amended at the 54<sup>th</sup> Annual Meeting, 22 March 1990: dues increase; change in section name.

Amended at the 58<sup>th</sup> Annual Meeting, 25 March 1994: change in grade level of Junior Members.

Amended at the 62<sup>nd</sup> Annual Meeting, 27 March 1998: dues increase; change in the terms of office of the President-Elect, President and Past-President; change in gender language.

Amended at the 66<sup>th</sup> Annual Meeting, 8 March 2002: addition of Art XII, ethics statement.

Amended at the 70<sup>th</sup> Annual Meeting, 10 March 2006: definition of classes; dues; Art IV-sec 1,6,7,8; Art V-sec 5; Art VI; Art VII-sec 1c,d; Art VIII-sec 4; Art X; Art XI).

Amended at the 74<sup>th</sup> Annual Meeting, 19 March 2010: addition of two sections to list of Academy sections; changes in committee and voting status of Executive Director and President-Elect; addition of website administrator to Council; hiring of office staff.

Amended at the 77<sup>th</sup> Annual Meeting, 8 March 2013: Art IX-sec 4 revised to facilitate earlier annual distribution from the Endowment.

Amended at the 79<sup>th</sup> Annual Meeting, 20 March 2015: Art V-sec 3r added to give Council the ability to replace an officer if necessary.

Amended at the 81<sup>st</sup> Annual Meeting, 10 March 2017: Art II-sec 2 revised to combine the Geology and Hydrology Section and the Urban and Regional Planning Section into a new Geosciences Section.