

# **BY-LAWS OF THE NORTH CAROLINA ACADEMY OF SCIENCE, INC.**

## **Article I Offices**

The registered office of the Academy is located at Meredith College, Department of Biology/Health Sciences, 3800 Hillsborough Street, Raleigh, North Carolina, 27607-5298.

## **Article II Membership and Dues**

### **Section 1 -- Categories of Membership**

(a) Regular Membership. Application for regular membership shall be in writing to the Office Manager, accompanied by payment of the appropriate annual dues.

(b) Joint Membership. Couples, both of whom meet the qualifications for regular membership and who submit their membership applications together, may become joint members upon payment of the appropriate annual dues for joint members.

(c) Graduate Student Membership. Any person who meets the qualification for regular membership and is enrolled as a graduate student may become a graduate student member. Application for graduate student membership shall be in writing to the Office Manager, accompanied by payment of the appropriate annual dues and certification of student status.

(d) Emeritus Membership. Any person who meets the qualification for regular membership, is retired, and has been an active member of the academy for ten years, may become an emeritus member upon election by the Board of Directors.

(e) Life Membership. Members of the Academy who have held regular membership for at least ten years and have served the Academy as an officer or in some other significant capacity may be nominated by the Board of Directors and elected by the membership to the category of life membership.

(f) Patron Membership. Any regular member, upon payment of the appropriate annual dues for patron membership, may become a patron member.

(g) Sustaining Membership. Commercial and industrial corporations and other organizations may become sustaining members upon the payment of the appropriate annual dues.

(h) Institutional Membership. Schools, colleges, and universities within the State of North Carolina and other states may become institutional members upon election by the Board of Directors and payment of the annual institutional membership dues.

(i) Associate Membership. An active organization, upon written application to the Executive Secretary and payment of the annual dues for regular members, may become an associate member.

(j) Honorary Membership. No more than one Honorary Membership should be conferred each year. Honorary membership shall be awarded by a majority vote of the Board of Directors. Honorary membership should be reserved for those individuals who have given extraordinary service to science, including public service and science education. Honorary membership shall be lifetime membership in the Academy with full privileges and exemption from payment of annual dues.

### **Section 2 -- Annual Dues**

The annual dues for the different categories of individual and associate members shall be established by the membership upon recommendation of the Board of Directors. They shall continue in effect unless and until changed by action of the voting members at any regular or special meeting. Dues for sustaining and institutional members shall be established by the Board of Directors, upon recommendation of the Finance Committee. Annual dues shall cover a twelve- month period extending from January 1 through December 31.

**Article III  
Meetings of Members**

Section 1 -- Annual Meetings

The annual business meeting shall be for the purpose of electing officers and directors of the Academy and for the transaction of such other business as may be properly brought before the meeting.

Section 2 -- Special Meetings

Special meetings of the members may be called at any time by the Board of Directors of the Academy and may be held at such time and place as determined by the Board of Directors.

Section 3 -- Notice of Meetings

Written or printed notice stating the place, day, and hour of every meeting and, in case of a special meeting, the purpose(s) for which the meeting is called shall be delivered not less than ten or more than ninety days before the date of the meeting to each voting member of the Academy. In the case of an annual business meeting, the notice of the meeting need not specifically state the business to be transacted at such meeting.

Section 4 -- Quorum and Votes required for Action

The members of the Academy present at any meeting shall constitute a quorum for conducting business, and a majority of those voting shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. Members shall not have a right to vote by proxy. Delegates authorized to vote shall be considered as members for voting purposes. The Board of Directors may authorize the use of mail ballots for election of officers and for voting on Academy policy statements and business affairs.

**Article IV  
Use of Dues, Fees, And Other Funds**

Section 1 -- Contributions and Grants

In addition to dues, the Academy may accept contributions, fees, and grants from persons, firms, corporation, institutions, foundations, governmental agencies, and other organizations. The Office Manager shall determine whether to accept and receive any contributions, fees, or grants offered to the Academy; none shall be accepted upon any condition which is inconsistent with the charitable, scientific, and educational purposes for which the Academy exists and within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2 -- Donations

The Academy may make donations for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to individuals, institutions, agencies, and organizations, as determined by the Board of Directors.

**Article V  
Board of Directors**

Section 1 -- Terms of Directors

The terms of all members of the Board of Directors shall correspond to the terms of such offices or positions to which they are elected or appointed. Each of the three Directors elected as such by the voting members shall serve terms of three years.

Section 2 -- Meetings

(a) Designation of Time and Place. The Board of Directors may by resolution at any regular or special meeting prescribe the time and place of regular meetings of the Board of Directors. Special

meetings of the Board may be held at any time and place determined by the Board of Directors or may be called by the President or by two or more members of the Board of Directors.

(b) Notice of Meetings. Written notice of any regular meeting of the Board of Directors shall be transmitted to each Director at least fifteen days prior to the date of such meeting. At least three days' written or verbal notice of any special meeting shall be given to each Director. The Directors may change the conditions of notice for any meeting at their discretion.

#### Section 3 – Actions

(a) Manner of Acting. Any action of the majority of a quorum of Directors present at any meeting shall constitute an act of the Board of Directors.

(b) Informal Action. The Board of Directors may take any action without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors and filed with the Secretary of the Academy.

#### Section 4 -- Vacancies

Any vacancy occurring on the Board of Directors with respect to the three Directors elected as such may be filled by action of the Board of Directors until the next succeeding annual meeting of the Academy, at which the voting members and delegates shall elect someone to fill the vacancy for the duration of the vacant term if necessary.

#### Section 5 -- Chair of the Board

The President of the Academy shall act as Chair of the Board of Directors and shall preside at all meetings of the Board of Directors. If the Chair is absent, the Vice President or, if he/she is absent, a temporary Chair appointed by the Board shall preside.

#### Section 6 -- Section Chairs Advisory Committee

The Section Chairs of all sections active in a given year shall constitute an Advisory Committee to the Board of Directors, with the immediate Past President of the Academy acting as convenor and Chair Pro Tem of at least one meeting each year. On this occasion, the Advisory Committee should take the following actions:

(a) select one person to serve for a term of one year as an ex-officio representative of the Committee to the Board of Directors. In making this choice, the Advisory Committee should be sensitive to the need for balanced disciplinary representation to the Board.

(b) make recommendations to the Board of Directors on matters relating to section business that would contribute to the efficient functioning of the Academy.

### **Article VI Officers**

#### Section 1 -- Compensation of Officers

The officers and directors of the corporation shall serve without compensation, excepting the Secretary and the Treasurer, each of whom shall be paid an annual honorarium in such amount as may be determined by the Board of Directors, and any such additional officers or directors specified by the Board of Directors and the membership to which an honorarium shall be paid. However, officers working on Academy programs may receive salary money from grants obtained by the Academy for those programs. Furthermore, an Academy officer may be hired and paid by the Academy in some other capacity, including that of Executive Director.

#### Section 2 -- Bonds

The Board of Directors may require any officer, agent, or employee of the corporation to give an appropriate surety bond to the corporation, conditioned on the faithful performance of the duties of the

office or position and the faithful accounting for all funds of the corporation in their custody and being handled by them, and may require any other conditions they deem necessary.

### Section 3 -- Duties of Officers

(a) President. The President shall (i) be the principal officer of the Academy and, subject to the control of the Board of Directors, supervise all affairs of the Academy; (ii) when present, preside at all meetings of the members and of the Board of Directors; (iii) sign, together with any other proper officer of the Academy, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution of said instruments shall be expressly delegated to some other officer or agent of the Academy by the Board of Directors or these by-laws or shall be required by law to be otherwise signed or executed; and (iv) in general, perform all duties incident to the office of President and any other duties prescribed for him/her by the Board of Directors.

(b) Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, the Vice President shall have all of the powers and responsibilities of and be subject to all the restrictions upon the President.

(c) Secretary. The Secretary shall (i) keep the minutes of the meetings of the members and of the Board of Directors; (ii) see that all notices are given in accordance with the provisions of these by-laws or as required by law; (iii) be custodian of the Academy's records and of the seal of the Academy and see that the seal of the Academy is affixed to all documents, the execution of which is authorized by the Academy; and (iv) in general, perform all duties incident to the office of Secretary and any other duties prescribed for him/her by the Board of Directors.

(d) Treasurer. The Treasurer shall (i) maintain custody of all monies and securities of the Academy and shall keep or cause to be kept proper accounts of the finances of the Academy; (ii) disburse the funds of the Academy in payment of any justified demands against the Academy and as may be ordered by the Board of Directors; (iii) report to the Board of Directors, annually or as they may require, an account of all transactions as Treasurer and of the financial condition of the Academy; and (iv) in general, perform all duties incident to the office of Treasurer and any other duties prescribed for him/her by the Board of Directors.

(e) Executive Secretary. The Executive Secretary shall (i) perform all duties customarily performed and incident to that office and such duties and functions as are properly assigned by the President or required by the Board of Directors; (ii) solicit financial support from corporations, institutions, and organizations for the Academy; (iii) submit grant proposals for the Academy; (iv) coordinate efforts of various Academy committees; (v) act as a liaison with other organizations which share the Academy's goals; and (vi) arrange for continuity in the Academy's affairs.

## Article VII Committees

### Section 1 -- Standing Committees

There shall be the following Standing Committees, with such functions and duties as may be defined and prescribed by the Board of Directors: Membership, Publications, Education, and Finance. The Chairs of Standing Committees shall serve as members of the Board of Directors.

### Section 2 -- Appointment of Members and Chairs of Standing Committees

The Board of Directors, on the recommendation of the President, shall appoint the Chairs of the Standing Committees, who shall serve terms of one year until their successors have been appointed. The President shall appoint the members of the Standing Committees. Appointments shall be made immediately after the annual meeting of the members. No person shall serve more than five consecutive one-year terms as Chair of a Standing Committee. All members of Standing Committees shall be members in good standing of the Academy. Subcommittees of Standing Committees may be designated by the Board of Directors, the President, or the Chair of the committee.

### Section 3 -- Duties of Standing Committees

All Standing Committees shall meet at least once a year and shall present a written annual report to the Board of Directors. The duties of Standing Committees shall be the following:

(a) The Membership Committee shall work with the Office Manager in (i) developing membership forms; in (ii) contacting potential individual, corporate, institutional, and affiliate members; and in (iii) arranging publicity to increase awareness of the Academy.

(b) The Finance Committee shall work with the Treasurer in (i) determining guidelines for handling Academy funds; in (ii) preparing an annual budget, and in (iii) identifying potential sources of monies for Academy programs.

(c) The Education Committee shall coordinate the efforts of the Academy to assist and support efforts to improve science education in North Carolina at all academic levels.

(d) The Publications Committee shall cooperate with the Office Manager or any other appropriate officer in (i) preparing the Academy newsletter and in (ii) handling other publications of the Academy, including their writing, design, printing, and distribution.

### Section 4 -- Other Committees

The President or Board of Directors may from time to time create other committees and define and prescribe their functions. The immediate Past President shall chair the Nominating Committee, which shall present to the members two or more names for each open position on the Board of Directors; members of the Nominating Committee shall be appointed by the President.

## **Article VIII Publications**

### Section 1 -- Control

All publications of the Academy shall be under the control of the Board of Directors and the Publications Committee. The Board of Directors, with the advice of the Publications Committee, shall have authority to determine what publications shall be undertaken by the Academy.

### Section 2 -- Journal of the North Carolina Academy of Science

The Academy shall publish the "Journal of the North Carolina Academy of Science," hereinafter referred to as the "Journal." The Journal shall publish articles from all fields of science, by both members and non-members of the Academy, and from both within and without the state. All papers and articles will be refereed.

### Section 3 -- Editor of the Journal

The Editor shall manage the production of the Journal, including soliciting manuscripts, obtaining peer reviews, coordinating with authors, final preparation of accepted manuscripts, and coordination with the publisher. The Editor shall call upon the Editorial Board of the Journal for assistance with reviewing and for editorial policy decisions as appropriate. The Editor shall strive to produce the Journal in a timely fashion. The Editor shall be appointed for renewable three-year terms and be a member of the Board of Directors.

### Section 4 -- Editorial Board

The Editorial Board shall be a policy-making board with broad oversight of the Journal and its contents. The Editorial Board shall establish detailed policies regarding operation of the Journal, and its members may review manuscripts when their particular expertise is required. The Editorial Board shall consist of nine members plus the Journal Editor, all of whom must be members of the Academy. Three members of the Editorial Board shall be appointed each year. Members of the Editorial Board shall serve terms of three years, with no person serving more than two consecutive terms.

**Article IX**  
**The Collegiate Academy of the North Carolina Academy of Science**

Section 1 -- Establishment

The Academy shall sponsor the "Collegiate Academy of the North Carolina Academy of Science," hereinafter referred to as the "Collegiate Academy." The Collegiate Academy shall be composed of undergraduate college and university students interested in and engaged in the study of the sciences. The President of the Collegiate Academy shall be a member of the Board of Directors of the Academy.

Section 2 -- Organizational Relationship

The Collegiate Academy shall be a part of the Academy and shall operate within the constitution and by-laws of the Academy. Any part of the constitution and by-laws of the Collegiate Academy that is inconsistent with the constitution and by-laws of the Academy shall be null and void.

Section 3 -- Financial Relationship

The Collegiate Academy may solicit its own funds and may receive funds from the Academy. Money acquired by the Academy or the Collegiate Academy for programs of the Collegiate Academy shall not be used for other purposes. The Finance Committee of the Academy shall determine the means for handling funds of the Collegiate Academy. If any funds are handled directly by officers of the Collegiate Academy, an accounting for them must be made annually to the Treasurer of the Academy for tax purposes.

Section 4 -- Governance

The Collegiate Academy shall have its own officers and Board of Advisors, who shall determine and execute the activities of the Collegiate Academy. The Collegiate Academy shall have no programs or activities that are inconsistent with the charitable, scientific, and educational purposes of the Academy within the meaning of Section 501(c)(3) of the Internal Revenue Code or are inconsistent with the policies and goals of the Academy as prescribed by the Academy's Board of Directors. A report of the activities of the Collegiate Academy shall be made annually by the Executive Director(s) of the Collegiate Academy to the Academy's Board of Directors.

Section 5 -- Executive Director(s)

An Executive Director(s) of the Collegiate Academy shall be appointed by the Board of Directors of the Academy and shall be a member of the Board of Directors of the Academy during the term of his/her appointment. There shall be a five-year limit on the term of the Executive Director(s), subject to annual review by the Board of Directors, with the terminal year being a transitional year for training of the incoming Executive Director(s) by the incumbent Executive Director(s). The incoming Executive Director(s) shall be nominated by the President-Elect of the Academy at the beginning of the transitional year, and the appointment must be ratified by the Board of Directors. The term of the incumbent Executive Director(s) shall end with adjournment of the annual meeting of members at the end of the transitional year. The Executive Director(s) shall keep in close contact and communication with the officers of the Collegiate Academy and consult with and advise them and the members of the Collegiate Academy in connection with the activities of the Collegiate Academy. The Executive Director(s) shall also act as Treasurer of the Collegiate Academy.

**Article X**  
**The North Carolina Student Academy of Science**

Section 1 -- Establishment

The Academy shall sponsor or co-sponsor the "North Carolina Student Academy of Science," hereinafter referred to as the "Student Academy," which shall be composed of pre-college students.

## Section 2 -- Organizational Relationship

The Student Academy shall be a part of the Academy and shall operate within the constitution and by-laws of the Academy. Any part of the constitution or by-laws of the Student Academy that is inconsistent with the constitution and by-laws of the Academy shall be null and void.

## Section 3 -- Financial Relationship

(a) The Boards of Directors of the Academy and the Student Academy shall have joint authority and responsibility to raise funds for the Student Academy. All funds specifically raised for or contributed to the Student Academy shall be considered funds of the Academy for tax purposes; however, such funds may be received by the Treasurer of the Student Academy and shall be expended only for purposes of the Student Academy.

(b) The Treasurer of the Student Academy shall submit semi-annually to the Treasurer of the Academy an accounting of funds received, held, and expended by the Student Academy and shall submit annually to the Board of Directors of the Academy a proposed budget for the Student Academy for the next fiscal year. Upon approval of this budget by the Board of Directors of the Academy, the Board of Directors of the Student Academy shall be responsible for assuring that all expenditures made by the Treasurer of the Student Academy are consistent with the approved budget.

(c) In the event of the dissolution of the Student Academy, all funds remaining in the accounts of the Student Academy shall revert to the Academy.

## Section 4 -- Governance

The Student Academy shall have its own officers and Board of Directors, who shall determine and execute the activities of the Student Academy. The Student Academy shall have no programs or activities that are inconsistent with the charitable, scientific, and educational purposes of the Academy within the meaning of Section 501(c)(3) of the Internal Revenue Code or are inconsistent with the policies and goals of the Academy as prescribed by the Academy's Board of Directors.

## Section 5 -- Executive Director(s)

The Executive Director(s) of the Student Academy shall be nominated by the Board of Directors of the Student Academy and approved by the Academy's Board of Directors. The Executive Director(s) shall serve a term of two years and is eligible for reappointment. The term shall end on June 30 following the annual meeting of the Student Academy in the appropriate year. The Executive Director(s) of the Student Academy shall perform such functions and duties as defined and prescribed by the Boards of Directors of the Student Academy and the Academy and as defined and prescribed by the by-laws of the Student Academy. The Executive Director(s) shall keep in close contact and communication with the officers of the Student Academy and consult with and advise them and the members of the Student Academy in connection with the activities of the Student Academy. The Executive Director(s) shall also act as Treasurer of the Student Academy.

## Article XI

### Contracts, Loans, Checks, And Deposits

#### Section 1 -- Contracts

The Board of Directors may authorize an officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances. There shall be no contract inconsistent with the charitable, scientific, and educational purposes for which this Academy exists.

#### Section 2 -- Loans

No loans shall be contracted on behalf of the Academy and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### Section 3 -- Checks and Drafts

All checks, drafts, or other orders for the payment of money, issued in the name of the Academy, shall be signed by such officer or officers, agent or agents of the Academy and in such manner as shall be determined by resolution of the Board of Directors.

### Section 4 -- Deposits

All funds of the Academy not otherwise employed shall be deposited to the credit of the Academy in such depositories as the Board of Directors may select.

### Section 5 -- Trust Fund

The Academy shall maintain a Trust Fund for the purpose of receiving contributions to be invested as the Board of Directors shall decide and using the income derived thereby to support the Academy's grant programs for student research. Members may contribute directly to the Trust Fund and the Board shall direct that efforts be made as appropriate to seek additional funding sources to support development of the Trust Fund. The Trust Fund may not be used to support other operational expenses of the Academy unless the Board approves specific action to this effect.

## **Article XII Public Policy Activities of The Academy**

### Section 1 -- Responsibilities

The Academy has a responsibility to communicate with the people of North Carolina about public concerns having a scientific dimension and to provide scientific knowledge and professional opinion within its expertise to policy makers and the general public. Accordingly, it will be the practice of the Academy to identify and study existing and potential public policy issues involving science, to promote discussion about these topics between relevant parties, and to prepare statements giving the Academy's position on these matters.

### Section 2 -- Selection of Issues

(a) Any topic of public importance and related to science may be considered by the Academy. The Academy can act most effectively by anticipating policy problems and dealing with them before they become the subject of heated public debate, but issues will not be excluded from consideration just because they are controversial.

(b) The Academy should deal with issues that are of interest to its members. The current policy concerns of the members should be ascertained periodically by a survey in the Academy newsletter or by other means, and individual members who have information about developing policy issues should be encouraged to notify the Board of Directors.

### Section 3 -- Public Information Activities

The interest of both the scientific community and the public can best be served in some cases by means other than advocacy. In such instances, the Academy can choose to sponsor debates or symposia on the issue or to publish editorials representing opposing points of view, rather than releasing a resolution or policy statement in which it takes a stand on the issue. The Academy may also cooperate with other groups in promoting public discussion and understanding of policy questions. Such non-advocacy, public information activities will be an ongoing program of the Academy and will be the responsibility of the Executive Secretary and the Board of Directors. Individual members of the Academy are encouraged to participate in these public information activities, both those sponsored by the Academy and those organized by other organizations.

### Section 4 -- Resolutions

The Academy may prepare and release written documents dealing with public policy matters. One kind of document, a resolution, will be used to handle non-controversial topics and matters on which immediate action is required. A resolution may be prepared by any member or group of members of the

Academy and submitted to either the Board of Directors or the general membership for a vote. In the case of emergency situations dealing with controversial or potentially controversial topics, the author(s) of the resolution will be required to supply background information and documentation supporting the resolution to the Academy body voting on it. Passage of a resolution will require 2/3 majority of the members voting, with a quorum present.

#### Section 5 -- Policy Statements

(a) Policy statements will be longer, more detailed expositions of public issues. They will be prepared by ad hoc committees, which may be appointed by the Board of Directors, or by the President. Each ad hoc committee should be composed of Academy members knowledgeable about the topic under consideration and, when relevant, outside experts.

(b) Each ad hoc committee will be responsible for gathering and studying information on the issue and preparing a proposed policy statement stating the Academy's position on the matter. The exact nature of the statement will be determined by the issue. Policy statements may take an advocacy stance, may recommend a particular course of action, or may describe alternative courses of action and their probable economic, social, and ecological consequences.

(c) The chair of the ad hoc committee will have the responsibility of communicating with committee members, deciding how many times the committee will meet, and having the proposed statement checked by an officer of the Academy with editorial expertise.

(d) To be adopted as an official policy statement of the Academy, the proposed document must be approved in turn by the ad hoc committee preparing it, the Board of Directors, and the general membership. Votes on policy statements may be taken at regular or special meetings of these bodies, may be handled by telephone votes in the case of the committees and the Board of Directors, or may be done by mail ballot. Passage at each stage will require 2/3 majority of the individuals voting, with a quorum present or participating in the balloting.

#### Section 7 -- Expiration, Rescission, and Editing of Resolutions and Policy Statements

(a) Resolutions and policy statements may include an expiration date on which the document becomes void unless it is reactivated by a repeated vote of all relevant bodies of the Academy; however, an expiration date is not always appropriate and is not required.

(b) Any resolution or policy statement may be rescinded by a 2/3 majority vote of the Board of Directors and the Membership, with a quorum present or participating in the balloting.

(c) Minor revisions may be made to adopted resolutions and policy statements by consent of two members of the Board of Directors, including either the Chairman of the Publications Committee or the Journal Editor, and an officer, either the President or the Executive Secretary. Such changes should be restricted to editorial modification, such as grammatical corrections, clarification of unclear language, minor additions or deletions, and revision of out-of-date material. Furthermore, modified resolutions and policy statements must be identified as such.

#### Section 8 -- Restrictions

(a) Since the Academy holds federal tax exemptions for scientific and educational purposes, neither the Academy nor its units may endorse candidates for political office, and only that portion of the operating revenues indicated by Title XIII of the Public Law 94-455 (1976) may be used to influence legislation.

(b) Special care shall be taken to avoid involving the Academy at any level in activities, or aligning it with any other organization, which may injure or jeopardize the Academy's tax exempt status.

### **Article XIII Amendments**

These by-laws may be amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members, when a quorum is present, if the notice of such meeting contains a statement of the proposed amendment,

repeal, or new bylaw provision, or by the affirmative votes of two-thirds of all of the members of the Board of Directors at any regular or special meeting.

Note: This emended version of the By-Laws was approved by the membership present at the business meeting held on March 21, 2003 in Dobo Hall at the University of North Carolina at Wilmington.