
HANDBOOK

CONSTITUTION OF THE NATIONAL ASSOCIATION OF ACADEMIES OF SCIENCE

Article I. PURPOSES

The purposes of the National Association of Academies of Science of the American Association for the Advancement of Science are (1) to provide an organization for the promotion through mutual cooperation of the common aims and purposes of the several state and municipal academies and of the American Association for the Advancement of Science; and (2) specifically, to provide appropriate means for consultation on an investigation of the problems of academies with a view to aiding all in their common purposes and their accomplishments.

Article II. MEETING

The meeting of the National Association of Academies of Science shall be held annually and shall be open to members as described herein and to interested guests.

Article III. MEMBERSHIP

Membership shall be composed of two representatives from each affiliated academy. One of these shall be the officially designated delegate to the Council of the American Association for the Advancement of Science; the other shall be an officer of the affiliated academy. In the event either or both of the above shall be unable to attend a meeting of the National Association of Academies of Science, the officers of the academy concerned may appoint duly accredited alternates. All National Association of Academies of Science delegates should be members in good standing in the American Association for the Advancement of Science.

Article IV. OFFICERS

The officers of the National Association of Academies of Science shall be (1) a president-elect, who shall serve for one year, following which he shall become president; (2) a president, who shall have served one year as president-elect, and whose term of office shall be one year; (3) a retiring president, whose term of office shall be one year following his retirement as president; (4) a secretary, whose term of office shall be one year; (5) a treasurer, who shall be elected every third year and may succeed himself in office by re-election; (6) an archivist, who may be continued in office by re-election for an indefinite number of terms, and (7) a director of the American Junior Academy of Science who shall be elected for a three-year term and who may be re-elected for an indefinite number of terms. The president-elect, the secretary, and the archivist shall be elected at each annual meeting and the director of the American Junior Academy of Science at every third annual meeting by a majority vote. Only members of the AAAS are eligible to hold office in the National Association of Academies of Science.

Article V. COMMITTEES

Section 1. Committee membership shall, as far as possible, be representative of the wide geographical distribution of the affiliated academies.

Section 2. There shall be an Executive Committee composed of the elected officers of the National Association of Academies of Science.

Section 3. A nominating committee shall be appointed by the president at a reasonable time before the annual meeting.

Section 4. A committee to sponsor the Junior Scientists Assembly shall be appointed by the president.

Section 5. Special committees shall be appointed by the president as the occasion may demand.

Article VI. AMENDMENTS

Section 1. Amendments to this Constitution may be proposed by majority vote of the Executive Committee or by majority vote of the members present at an annual meeting.

Section 2. The Constitution may be amended when the following requirements have been met: (1) the proposed amendment has been submitted to an annual meeting one year prior to the date on which action may be taken; and (2) the proposed amendment has been approved by a two-thirds vote of members voting at the time action is taken.

Article VII. STANDING COMMITTEES

Standing committees shall be appointed by the president subject to the approval of the Executive Committee. These standing committees shall be composed of three members with a rotating membership; one member being appointed to each committee each year. Standing committees are: Junior Academies, Collegiate Academies, and Program. The chairman of the Junior Academies committee shall be the elected Director of the American Junior Academy of Science

(As amended February 20, 1994)

BY-LAWS OF THE NATIONAL ASSOCIATION OF ACADEMIES OF SCIENCE

ARTICLE I. MEMBERSHIP AND DUES

Section 1. Any regional, state, or local academy of science (or organization with objectives that are comparable to those of the member academies of science) that is affiliated with the American Association for the Advancement of Science may become a member of the National Association of Academies of Science on approval of the Board of Directors and payment of the required dues.

Section 2. Each member organization may designate two representatives, both of whom are members in good standing of the American Association for the Advancement of Science, who shall serve as delegates to the Assembly of Delegates.

Section 3. The annual dues for member organizations shall be recommended by the Board of Directors and approved by majority vote of the delegates voting at any Assembly of Delegates at which a quorum is present.

ARTICLE II. OFFICERS: ELECTION AND DUTIES

Section 1. The officers of the National Association of Academies of Science shall be the President-elect, the President, the Immediate Past-president, the Secretary, the Treasurer, the Archivist, the Director of the American Junior Academy of Science. Two delegates to the council of the American Association for the Advancement of Science, if not already among the aforementioned officers, shall be considered additional officers of the Association.

Section 2. All officers of the Association shall be elected by majority vote of the delegates voting at the annual meeting of the Assembly of Delegates. The President-elect, the Secretary, and the Archivist shall be elected annually for one-year terms. The Secretary may serve continuously by re-election for not more than three years. The Archivist may be re-elected for an indefinite number of terms. The President-elect shall serve one year as such before becoming President, serving one year in that office and then one year as Immediate Past-president. A Treasurer shall be elected every third year and may succeed himself in office by re-election. A complete audit must be conducted at the end of each term. The Director of the American Junior Academy of Science shall be elected for an indefinite number of terms.

Each delegate to the Council of the American Association for the Advancement of Science shall be elected to a three-year term with only one to be elected in a given year.

Section 3. Newly-elected officers shall assume office immediately following adjournment of the last session of the annual meeting at which they were elected. These officers shall continue to serve until replacements are duly elected. If the annual meeting is not held or a quorum is not present, the Board of Directors may conduct an election by mail ballot. Any officer other than the President who is unable to complete his term of office by virtue of resignation, disability, or death, shall be replaced for the balance of the term by election by the Board of Directors.

Section 4. Only members of the American Association for the Advancement of Science shall be eligible to hold office in the National Association of Academies of Science.

Section 5. Duties.

5a. The President shall appoint all committees with Board of Directors' approval, preside at all meetings of the Association and of the Board of Directors, and perform such other duties as ordinarily pertain to the office. The President shall be an ex-officio member of all committees except the Nominating Committee.

5b. The Immediate Past-president shall chair the Nominating Committee and the Annual Program Committee. He shall prepare and arrange for all sessions of the annual meeting, except those of the Junior Academy, and act as liaison with AAAS Meetings Office and the Association Secretary.

5c. The President-elect shall familiarize himself with all Association affairs in preparation for assuming the presidency, working under and in cooperation with the President. In the event of the death or resignation of the President during his term, the President-elect will thereupon become President for the remainder of the unexpired term and for the term for which he was originally elected.

5d. The Secretary shall record attendance at meetings of the Association and the Board of Directors; record and preserve the minutes of such meetings; make a report of all such meetings to the membership; notify officers and committee members of their appointments and furnish committees with all papers referred to them; prepare the Proceedings of the Association; conduct the correspondence of the Association; and perform such other duties as customarily pertain to the office.

5e. The Treasurer shall be responsible for the collection, disbursement, and custody of all Association monies, accounting for the same to the Association at its annual meetings and at each meeting of the Board of Directors or at other times upon request of the Board of Directors, and shall perform such other duties as customarily pertain to the office.

5f. The Archivist shall be responsible for the preservation, filing, and storage of all records and publications of the Association. The Archivist shall assume responsibility for recording a history of all changes made to the constitution, bylaws, and articles of incorporation and shall provide an up-to-date copy of these documents for inclusion in the Directory and Proceedings.

5g. The Director of the American Junior Academy of Science shall direct the preparation and all arrangements for the annual meeting of the American Junior Academy of Science and shall serve as chairman of the Junior Academies committee as an ex-officio member of the Annual Program Committee.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The Association shall have a Board of Directors which shall be the representative of the Association, having control and management of its affairs and funds and acting as its administrative body.

Section 2. The Board of Directors shall consist of the elected officers of the Association and two members-at-large elected by the Assembly of Delegates, plus the newsletter editor as a non-voting ex-officio member, plus two members of the staff of the American Association for the Advancement of Science ex-officio. The members-at-large are to be

elected for a two-year term, the terms of the office to be staggered so that one member-at-large is elected each year. The initial members-at-large are to be appointed by the Board of Directors for one- and two-year terms respectively to initiate proper succession. Members at-large- are not eligible for re-election to that post the succeeding two years.

Section 3. The Board of Directors shall meet at least twice per year with staff of the American Association for the Advancement of Science or on call of the President at written request of a majority of its members.

Section 4. The function of the Board of Directors shall be to (a) administer the affairs of the Association; (b) control and manage the funds and other property of the Association and exercise general oversight of all business matters affecting the Association; (c) designate banks to be used as depositories of Association funds and authorize necessary bonding of officers; (d) review the budget as submitted by the Finance Committee and submit its recommendations to the Assembly of Delegates; (e) approve the appointments to standing committees by the President and act upon their reports; (f) receive, or refer to the appropriate bodies, the review of applications and the establishment of membership dues and privileges for members of the Association; and (g) with the exception of the office of President, fill a vacancy in the Board of Directors or in any appointed office.

Section 5. A quorum of the Board of Directors shall consist of a majority thereof. The action of a majority of the Directors present at a meeting at which there is a quorum shall be construed as action of the Board of Directors.

Section 6. The Board of Directors may employ appropriate full or part-time workers to effectuate the purposes of the Association; however, no elected officer of the Association may receive compensation for services rendered.

ARTICLE IV. ASSEMBLY OF DELEGATES

Section 1. The Association shall have an Assembly of Delegates which shall act as its policy-making body and have such other duties as may be prescribed in the Bylaws.

Section 2. The Assembly of Delegates shall consist of not more than two representatives of each member organization and the elected officers and past-presidents of the Association. Each delegate shall have equal voting rights; a delegate eligible as a delegate in more than one capacity shall have only one vote. No member organization shall have more than two votes.

Section 3. The Assembly of Delegates shall meet annually at the time of the annual meeting of the Association and shall take necessary action by mail ballot during the year. Delegates representing twenty percent or more of the member organizations shall constitute a quorum.

Section 4. The function of the Assembly of Delegates shall be to (a) transact business as may properly come before it, including recommendations of an action upon major policy decisions affecting the future of the association; (b) receive and act upon reports of officers, the Board of Directors, and committees; (c) adopt an annual budget, program of work, and resolutions; (d) act upon proposed changes in the Bylaws and the Articles of Incorporation; and (e) elect the officers of the Association.

ARTICLE V. COMMITTEES

Section 1. The Association shall have the following standing committees: the Junior Academies Committee, the Program Committee, the Nominating Committee, and Recognition and Awards Committee, which shall each consist of three members with rotating membership, one member being appointed to each committee each year.

Section 2. Special committees may be appointed by the President with the approval of the Board of Directors as the occasion may demand.

Section 3. The President shall appoint all committees with Board of Directors' approval. Committee membership shall, to the extent possible, be representative of the wide geographical distribution of the member organizations.

ARTICLE VI. PUBLICATIONS

Section 1. The Association shall publish the Directory and Proceedings of the National Association of the Academies of Science annually and may publish other items, occasionally that are intended for Association use and benefit. An Association newsletter may be published and distributed at the discretion of the President or the Board.

ARTICLE VII. RECOGNITION AND AWARDS

Section 1. The Association may select individuals, groups, or institutions for special recognition and commendation for distinguished service in meeting the objectives of the Association.

ARTICLE VIII. ANNUAL MEETING

The Annual Meeting of the National Association of Academies of Science shall be held with the annual meeting of the American Association for the Advancement of Science and shall be open to members as described herein and to interested guests.

ARTICLE IX. AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds vote of the delegates voting at any meeting of the Assembly of Delegates at which a quorum is present. No amendments or additions to these Bylaws shall be made that are not in conformity with the Articles of Incorporation.

Section 2. Amendments to the Articles of Incorporation may be proposed by majority vote of the Board of Directors or by majority vote of the delegates present at any annual meeting of the assembly of Delegates at which a quorum is present. The Articles of Incorporation may be amended if (1) the proposed amendment has been submitted at an annual meeting one year prior to the date on which action may be taken; and (2) the proposed amendment has been approved by a two-thirds vote of the delegates voting at the time action is taken.

ARTICLE X. TAX-EXEMPT STATUS

Section 1. The association is non-stock and non-profit. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Association shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article III of the Articles of Incorporation. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any of the provisions of the Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. If in any one year the Association is found to be a private foundation, then and in that event, its income for each such taxable year shall be distributed at such time and in such manner as not to subject the foundation to tax under Section 4942 of the Internal Revenue Code, and the foundation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), and shall not retain any excess business holdings (as defined in Section 4943(d) of the Internal Revenue Code), and shall not make any investments in such manner as to subject the foundation to tax under Section 4944 of the Internal Revenue Code, and shall not make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

ARTICLE XI. DISSOLUTION

Section 1. In the event of dissolution or termination of the Association, the Board shall, after the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for charitable, educational,

religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court of proper jurisdictions, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

(As amended February 12, 1993)

**ARTICLES OF AMENDMENT, TO THE ARTICLES OF INCORPORATION OF
NATIONAL ASSOCIATION OF ACADEMIES OF SCIENCE**

To: The Recorder of Deeds, D.C.
Washington, D.C.

Pursuant to the provisions of the District of Columbia Non-Profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is National Association of Academies of Science.

SECOND: The following amendments to the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the District of Columbia Non-Profit Corporation Act:

THIRD: The purposes for which the Corporation (hereinafter the "ASSOCIATION") is organized and operated are exclusively scientific and educational as defined in §501(c)(3) of the Internal Revenue Code as they now exist or as they may hereafter be amended. The ASSOCIATION shall provide an organization for the promotion through mutual cooperation of the common aims and purposes of the several regional, state and municipal academies of the American Association for the Advancement of Science and shall provide appropriate means for consultation on and investigation of their problems. The ASSOCIATION shall promote scientific interest, inquiry and education by meetings, projects, papers, reports, discussions and professional contacts, thereby fostering public welfare and education.

ELEVENTH: (1) The ASSOCIATION is non-stock and non-profit. No part of the net earnings of the ASSOCIATION shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the ASSOCIATION shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article III of the Articles of Incorporation. No substantial part of the activities of the ASSOCIATION shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the ASSOCIATION shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any of the provisions of the Articles of Incorporation, the ASSOCIATION shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of).

(2) If in any one year the ASSOCIATION is found to be a private foundation, then and in that event, its income for each such taxable year shall be distributed at such time and in such manner as not to subject the foundation to tax under §4942 of the Internal Revenue Code, and the foundation shall not engage in any act of self-dealing [as defined in §4943 (c) of the Internal

Revenue Code], and shall not make any investments in such manner as to subject the foundations to tax under §4944 of the Internal Revenue code, and shall not make any taxable expenditures [as defined in §4945(d) of the Internal Revenue Code].

TWELFTH: In the event of dissolution or termination of the ASSOCIATION, the Board shall, after the payment of all of the liabilities of the ASSOCIATION, dispose of all of the assets of the ASSOCIATION exclusively for the objectives of the ASSOCIATION, in such manner, or to such organization or organizations organized exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court of proper jurisdiction, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

THIRD: The amendments were adopted at a meeting of the members held on February 26, 1974, at which a quorum was present, and the amendments received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

DATE: March 1, 1974

National Association of Academies of Science
By
Dr. Charles E. DePoe, President

ATTEST:

Dr. Richard J. Raridon, Secretary

Note: Amended by name change January, 1979.































