

Constitution of the Pennsylvania Academy of Science, Inc.

As Adopted April 11, 1925 and
May 2, 1975

As Amended: April 11, 1983,
April 13, 1987,
April 16, 1988,
April 5, 1992,
April 4, 1998,
March 31, 2001, and
March 27, 2004
April 1, 2006
April 24, 2012
March 24, 2014

Articles of Incorporation

As adopted May 2, 1975

As amended: April 11, 1983
April 13, 1987
April 16, 1988 and
April 5, 1992

PENNSYLVANIA ACADEMY OF SCIENCE

March 2014

Constitution of the Pennsylvania Academy of Science, Inc.

ARTICLE I - INITIAL MEMBERSHIP

SECTION 1 The initial membership of the Academy shall consist of those members of the various classes of membership who have heretofore been members of the Pennsylvania Academy of Science as an unincorporated association.

ARTICLE II - MEMBERSHIP

SECTION 1 Membership to the Academy shall be made up of the following classes: a. active members; b. student members; c. life members d. honorary members; e. emeritus members; f. sustaining members; and g. institutional members.

SECTION 2 Any person engaged or interested in scientific work shall be eligible to active membership

SECTION 3 Honorary members may be elected by the Board of Directors to this class of membership in the Academy on account of special prominence in science or other branches of learning. They shall be exempt from the payment of dues.

SECTION 4 Active members who elect to pay an increased rate of annual dues shall be designated as sustaining members.

SECTION 5 Members in current standing will be allowed to attend the annual meeting.

SECTION 6 Any business or professional organization, or educational institution, that is interested in science may be elected to institutional membership.

SECTION 7 Applications for membership will be accepted by the Chairperson of the Membership Committee. Upon receipt of the official notification of acceptance to membership, the new member will have all the rights and privileges of membership.

SECTION 8 Election of honorary members shall be by a three-fourths vote of the active, life, sustaining, honorary, and emeritus members, present at any meeting. No election is required to permit active members to advance to the sustaining or emeritus membership category.

SECTION 9 To qualify for emeritus status, a member must have been in good standing for a minimum of ten years, active in the Academy as judged by the Board of Directors and no longer gainfully employed either because of disability or retirement.

SECTION 10 Members of all categories shall pay at a rate set annually by the Board of Directors and subject to a three-fourths vote of the voting members present at the Annual Meeting. The rates set should reflect the programs and operating costs of

the Academy as determined by the membership. Life membership is conferred upon active members upon payment of an amount equal to fifteen (15) times the regular annual membership dues rate. Honorary members shall be exempt from the payment of dues.

SECTION 11 Scientific organizations within the Commonwealth, following application and approval by the Board of Directors and the General Membership, shall have the right to affiliate with the Pennsylvania Academy of Science.

SECTION 12 The privilege of voting in the Academy shall be restricted to the classes of: active, life, sustaining, student, emeritus and honorary membership who are in good standing prior to the Annual Meeting. The privilege of speaking from the floor at meetings of the Academy shall be available to all classes of membership.

ARTICLE III - DIRECTORS AND OFFICERS

SECTION 1 The Board of Directors shall be composed of the persons holding office as provided in this article and four Academy Directors-at-Large elected to staggered two-year terms by the membership. The at-large Directors will serve as chairs of Academy committees, defined in Article VI, Section 4 of this Constitution.

SECTION 2 The officers of the Academy shall be and consist of the President, the President-Elect, the Immediate Past-President, the Recording Secretary/Archivist, the Corresponding Secretary, the Treasurer, the Treasurer-Elect, the Book Treasurer, the Editor of the *Journal*, the Editor of the *Newsletter* the Webmaster, and the State Director of the Junior Academy of Science

SECTION 3 With the exception of the President-Elect, all nominees must have two years of prior membership and have attended one annual meeting to be considered for the above offices. Nominees for President-Elect must have satisfied the completion of one full-term as an officer in the Academy.

SECTION 4 Officers elected hereafter shall hold office for terms in accord with the following schedule: President, President-Elect, Immediate Past-President, Recording Secretary/archivist, Corresponding Secretary, Treasurer, Treasurer-Elect, and Book Treasurer - Two Years; Editor of the *Journal*, Editor of the *Newsletter*, and Webmaster - Four Years; State Director of the Junior Academy - Three Years (limited to two successive terms).

SECTION 5 The duties of the officers shall be those that usually pertain to the respective offices. The Recording Secretary/Archivist shall take minutes, and keep a record of all official business, shall collect and preserve all information of interest to the Academy and submit it to the Pennsylvania State Archives. The Corresponding Secretary is responsible for all Academy correspondence. The Treasurer shall accept, deposit, and disburse funds, maintain investments and records (including records of the Academy's membership) and issue membership cards. The

Treasurer-Elect shall assist the treasurer and become familiar with financial operations of the Academy. The Book Treasurer is responsible for all financial matters relating to book publication including the book fund. The Webmaster shall maintain the Academy website.

SECTION 6 In case of the inability of the President to perform the functions of his office, the following succession shall assume responsibility of the Office of the President: President-Elect, Recording Secretary/Archivist, Corresponding Secretary, Treasurer, Treasurer-Elect and Book Treasurer. In the case of the inability of the Treasurer to perform the duties of the office, the following succession shall assume responsibility of the office of Treasurer: Treasurer-Elect, and Book Treasurer.

SECTION 7 Interim vacancies on the Board of Directors may be filled by appointment by the President with the approval by the majority of the Board of Directors. The office will be open for election at the next annual meeting. In the event that any officer, other than the President or Treasurer, is unable to complete the term of office by virtue of inability, resignation, disability, or death, the interim vacancy may be filled by the President with the approval by a majority of the Board of Directors. The Board position will be open for election at the next annual meeting.

SECTION 8 Voting privileges at Board of Directors Meetings are restricted to the Board of Directors, as defined in Article III, Section 2 of this constitution.

ARTICLE IV - ELECTION OF OFFICERS AND DIRECTORS

SECTION 1 The officers and directors of the Academy shall be elected at the Annual Meeting of the Academy by majority vote of the membership entitled to vote by provisions in this constitution.

ARTICLE V - MEETINGS

SECTION 1 The Annual Meeting of the membership of the Academy shall be held in the spring of each year, at such a time, date and place as may be determined by the Board of Directors, and need not be held at the registered office of the corporation.

SECTION 2 Other meetings of the membership shall be held at such time and place as may be determined by the Board of Directors from time to time.

ARTICLE VI - COUNCILS AND COMMITTEES

SECTION 1 The membership may elect an Honorary Council to consist of the Governor of the Commonwealth and others as may be determined from year to year.

SECTION 2 The President shall appoint an Advisory Council to be composed of twelve to

fifteen members appointed for three-year terms with reappointment at the discretion of the President.

SECTION 3 All Past-Presidents of the Academy, including those who held the office of president prior to the incorporation hereof, shall constitute a committee representing the membership delegates to any and all meetings of the Board of Directors.

SECTION 4 The following standing committee chairpersons shall be appointed by the President: a. Membership; b. Editorial; c. Time and Place of Meetings; d. Local Arrangements; e. Program; f. Auditing; g. Finance; and h. Investment. Special committees may be appointed by the President.

SECTION 5 The Nominating Committee shall consist of the immediate Past-President as chairperson, the other two members being the second Past President and a current long-standing member of the Academy to be appointed by the President.

ARTICLE VII - DUTIES OF COUNCILS AND COMMITTEES

SECTION 1 The Honorary Council shall assist the Academy in Resource Planning.

SECTION 2 The Advisory Council shall promote greater Academy interaction with the public, industry, and public and private educational institutions.

SECTION 3 The Membership Committee shall direct the maintenance and development of the membership of the Academy.

SECTION 4 The Editor shall study all submissions to determine their quality and suitability for publication in the *Journal*. The Editor shall appoint an Editorial Committee. The purpose of the Editorial Committee will be to advise the Editor.

SECTION 5 The Nominating Committee shall prepare the slate of nominees for the Academy offices, and shall present the slate at the Annual Meeting.

SECTION 6 The committee on Time and Place of Meetings shall determine the dates and the location of the annual spring meetings subject to the final vote of the Board of Directors.

SECTION 7 The program committee shall develop a program suitable for the annual spring meeting.

SECTION 8 The committee on Local Arrangements shall make all necessary arrangements for the Annual Spring Meeting.

SECTION 9 The Audit Committee shall audit the Treasurer's books.

SECTION 10 The Finance and Investment committees shall oversee and recommend action on Academy finances and investments.

SECTION 11 Special committees shall function in accordance with the purpose for which they were appointed.

ARTICLE VIII - JUNIOR ACADEMY OF SCIENCE

SECTION 1 This Academy shall sponsor a Junior Academy of Science open to students in secondary schools and preparatory schools who have exhibited an interest in science.

SECTION 2 The officer of this Academy who serves as State Director of the Junior Academy of Science shall attend the meetings of the Academy and report to the PAS Board of Directors and membership for approval of the activities of the Junior Academy.

SECTION 3 Th Junior Academy shall conduct its own meetings and election in accordance with its own and PAS constitution.

ARTICLE IX - PUBLICATIONS

SECTION 1 The regular publication of the Academy shall be the *Journal of the Pennsylvania Academy of Science*, which shall include the transactions and all papers deemed acceptable by the Editor and his/her committee.

SECTION 2 The Academy shall sponsor the *Pennsylvania Academy of Science Newsletter* which shall include notices pertinent to Academy business, and information about the activities of the Academy and its members.

SECTION 3 The Academy shall sponsor PAS Books.

SECTION 4 Current members will be able to publish in the open access *Journal of the Pennsylvania Academy of Science*, as a privilege of membership. Books and other publications shall be sold to members at a predetermined price.

ARTICLE X - ASSETS UPON DISSOLUTION OF THE ACADEMY

SECTION 1 In the event of the dissolution of the Academy, the monetary and other assets of the organization shall be transferred to the American Association for the Advancement of Science for its use and benefits.

ARTICLE XI - AMENDMENTS

SECTION 1 This Constitution may be amended at any Annual Meeting by a favorable vote of three-fourths of the members present and entitled to vote thereon, provided that a copy of the proposed amendment shall be sent to all members at least thirty (30) days prior to the annual meeting. For purposes of this section, publication of the proposed amendment in the *Newsletter* shall be sufficient notice, provided that copies thereof are mailed at least thirty (30) days prior to the annual meeting.

ARTICLE XII

All matters not covered by this Constitution shall be governed by Robert's Rules of Order.

ARTICLES OF INCORPORATION FOR THE PENNSYLVANIA ACADEMY OF SCIENCE AND CONSTITUTION AS ADOPTED MAY 2, 1975 AND AS AMENDED APRIL 11, 1983 APRIL 13, 1987; APRIL 16, 1988; and April 5, 1992

Articles of Incorporation

1. The name of this corporation shall be Pennsylvania Academy of Science which name has been registered with the Department of State of the Commonwealth of Pennsylvania within six (6) months prior to the date of application made to the Court of Common Pleas of North Hampton County for approval of corporate charter
2. The registered office of the corporation is in East Stroudsburg, Pennsylvania with post office address as follows: Biological Sciences, 200 Prospect Street, East Stroudsburg, Pennsylvania 18301.
3. This corporation is formed for the following purposes: To encourage scientific research; to promote interest in the teaching of science; to stimulate exchange of idea among those engaged in scientific work especially in Pennsylvania; to assist in the development and distribution of information about the material, educational, and other resource and riches of the Commonwealth; and to arrange and prepare for publication such reports as may further these objectives, all of which purposes do not contemplate pecuniary gain or profit,

incidental or otherwise, to the members of the corporation.

4. This corporation shall exist perpetually.
5. This corporation is organized upon a non-stock basis.
6. IRS Modification

Said corporation/organization is organized exclusively for charitable, educational and scientific purpose, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future Internal Revenue Service Law).

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under section 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 section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding section of any future Federal tax code or shall be distributed to the federal government, or to a state or local government, for public purposes.

Article 1

SECTION 1 This Association shall be called the Pennsylvania Academy of Science.

SECTION 2 The object of this academy shall be scientific research and the diffusion of knowledge concerning the various departments of science: to promote intercourse between those engaged in scientific work, especially in Pennsylvania; to assist by investigation and discussion in developing and making known the material, educational, and other resources and riches of the Commonwealth; to arrange and prepare for publication such reports of investigation and discussion as may further the aims and objects of the Academy as set forth in these articles.

Article 2

SECTION 1 Membership in this academy shall be made up of the following classes: 1. active members; 2. associate members; 3. honorary members, and 4. nonresident members.

SECTION 2 Any person engaged in any department of scientific work, or in any original research in any department of science, shall be eligible for active membership. Active members shall pay an admission fee of two dollars which shall also cover the first year's membership fee, and thereafter an annual fee of two dollars. Active members who have removed from the commonwealth may continue as active members by the payment of annual dues.

SECTION 3 Any resident of Pennsylvania interested in science but who does not qualify for active membership may be elected to associate membership. Fees for associate members shall be the same as for active members.

SECTION 4 Honorary members may be elected to this class of membership in the Academy on account of special prominence in science or other branches of learning. They shall be exempt from the payment of dues.

SECTION 5 Any persons not residing in Pennsylvania who are eligible for membership in the Academy may be elected to non-resident membership. Such members shall pay the regular admission fee and annual dues.

SECTION 6 Application for membership in any of the foregoing classes shall be referred to a Membership Committee, which shall consider such application and report to the Academy before the election. In any case a three-fourths vote of the active members present at any meeting shall elect membership.

SECTION 7 The privilege of voting in this Academy shall be restricted to the class of active membership.

Article 3

- SECTION 1 The officers of this Academy shall be chosen by ballot at that annual meeting and shall hold office one year or until their successors may be chosen. They shall consist of a President, Vice President, Secretary, Assistant Secretary, Press Secretary, Editor, and Treasurer, who shall perform the duties usually pertaining to their respective offices and in addition, with the ex-Presidents of the Academy, shall constitute and Executive Committee. Additional members of the Executive Committee shall be elected annually, sufficient to bring the total number of such additional members to four, until such time as past-Presidents become available. The President shall, at each annual meeting, appoint a Program Committee and a Local Arrangements Committee, each of two or more members, which shall prepare the programs and have charge of the arrangements for all meetings for one year. There shall also be a Committee on Publications, consisting of the President, Secretary and Editor.
- SECTION 2 The Academy may also elect an Advisory Council to consist of the Governor of the Commonwealth and an indefinite number of others as may be determined from year to year.
- SECTION 3 The annual meeting of the Academy shall be held during the Easter vacation of each year and at such place as may be determined by the Executive Committee. Other meetings may be called at such time and place as may be decided upon by the Executive Committee. The Executive Committee shall transact any necessary business not especially provided for in this constitution, in the interim between general meetings.
- SECTION 4 The regular publications of the Academy shall, include the transactions and all other papers deemed suitable by the Committee on Publication. All members shall receive gratis all current publications of the Academy.
- SECTION 5 This constitution may be altered or amended at any annual meeting by a favorable vote of three-fourths of the members present, provided that a copy of the proposed amendment shall be sent to all members at least thirty days previous to the annual meeting.

Document Last Updated 9/12/06
by S. Hendrix, Constitution Committee Chair