

# Washington Academy of Sciences

## By-Laws\*

### ARTICLE I. OBJECTIVES

**Section 1.** The objectives of the Washington Academy of Sciences (hereinafter called the Academy) shall be: (a) to stimulate interest in the sciences, both pure and applied; and (b) to promote their advancement and the development of their philosophical aspects by the Academy membership and through cooperative action by the Affiliated Societies.

**Section 2.** These objectives may be attained by, but are not limited to: (a) publishing a periodical, occasional scientific monographs and such other books or pamphlets as may be deemed desirable; (b) conducting public lectures of broad scope and interest in the fields of science; (c) sponsoring a Washington Junior Academy of Sciences (WJAS); (d) promoting science education and a professional interest in science; (e) accepting or making grants of funds to aid special research projects; (f) convening symposia, both formal and informal, on any aspects of science; (g) calling scientific conferences; (h) organizing or assisting in scientific assemblies or bodies; (i) cooperating with other academies and scientific organizations; (j) awarding prizes and citations for special merit in science; (k) maintaining an office to aid in carrying out the objectives of the Academy.

**Section 3.** The Washington Academy of Sciences is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the U.S. Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE II. MEMBERSHIP

**Section 1.** The Academy shall be comprised of individuals and Affiliated Societies.

**Section 2.** *Members* shall be individuals who are interested in and will support the objectives of the Academy. Admission shall be through an application to WAS.

**Section 3.** *Fellows* shall be individuals who by reason of original research or other outstanding service to the sciences, mathematics, or engineering are deemed worthy of the honor of election to academy fellowship.

**Section 3(a).** Nominations of Fellows shall be presented to the Committee on Membership on a form approved by the Committee. The form shall be signed by the sponsor (a Fellow who is in good standing and has knowledge of the nominee's field) and shall be endorsed by at least one other Fellow. An explanatory letter from the sponsor and supporting material shall accompany the completed nomination form.

**Section 3(b).** Election to Fellowship shall be by vote of the Board of Managers upon recommendation of the Committee on Membership. Final action on nominations shall be deferred at least one week after presentation to the Board of Managers, where two-thirds of the vote cast shall be necessary to elect.

**Section 3(c).** Each individual (not already a Fellow) who has been chosen to be the recipient of an Academy Award for Scientific Achievement shall be considered nominated for election as a Fellow.

**Section 3(d).** Any Fellow of the Academy may recommend in writing that an individual of national eminence be considered for election as a Fellow by the Board of Managers, without the necessity of compliance with the procedures of Sections 3(a) and 3(b) of this Article.

**Section 3(e).** Fellows agree their name, affiliation, date of affiliation, field(s) or specialty, etc. may be used by the Academy in support of its mission.

**Section 4. Patrons.** Members or Fellows who have given to the Academy not less than one thousand dollars, or its equivalent in property or tangible assets, shall be eligible for election by the Board of Managers as Patrons of the Academy (for life).

**Section 5. Life Members or Life Fellows** shall be those individuals who have made a single payment in accordance with [Article II, Section 9\(a\)](#) in lieu of annual dues.

**Section 6.** Members or Fellows in good standing who are retired and are no longer engaged in regular gainful employment may be placed in emeritus status. Individuals in emeritus status shall be designated an *Emeritus Member* or *Emeritus Fellow* as appropriate. Upon request to the Vice President for Membership Affairs for transfer to this status, they shall be relieved of further payment of dues, beginning with the following January first; shall retain rights to hold office and attend meetings, shall receive notices of meetings without charge; and at their request, shall be entitled to receive the Academy periodical at cost.

**Section 7.** Elections to any dues-paying membership class shall be void if the candidates do not within three months thereafter pay their dues or satisfactorily explain their failure to do so.

**Section 8.** Former Members or Fellows who resigned in good standing may be reinstated upon application to the Vice President for Membership Affairs and payment of current dues. No reconsideration of the applicant's qualifications need be made by the Membership Committee in these cases.

**Section 9. Dues.** Annual dues for each membership class shall be fixed by the Board of Managers and are due at the start of the calendar year. No dues shall be required to be paid by Emeritus Members, Emeritus Fellow, Life Members, Life Fellows, Patrons, or Affiliated Societies.

**Section 9(a). Life Members and Fellows.** Members and Fellows in good standing may be relieved of further payment of dues by making a single payment that has a value equal to ten years of dues current at the time of payment. (see [Article II, Section 5](#)). Such persons are to be identified as Life Members or Life Fellows as appropriate. Income from this source shall be identified as the Life Membership Endowment Fund (LMEF). All decisions regarding investments in the LMEF will be made by a two-thirds vote of the Board of Managers, after Board members have received advance notice of such an action.

**Section 9(b).** Individuals whose dues are in arrears for one year (counting from the "dues payable date" on the latest dues payment bill) shall neither be entitled to receive Academy publications nor vote in Academy elections.

**Section 9(c).** Individuals whose dues are in arrears for twenty-four (24) months (counting from the “dues payable date” on the latest dues payment bill) shall be dropped from the rolls of the Academy after notifying the Board of Managers. Those who have been dropped from membership for nonpayment of dues may be reinstated upon payment of current dues.

**Section 10. Affiliated Societies.** *Bona fide* scientific and technological societies may apply for affiliation with the Academy by furnishing to the Vice President, Affiliated Societies of the Academy an outline of their objectives, organizational structure, and requirements for membership in their society. The Vice President, Affiliated Societies will bring the application to the Board of Managers for action.

**Section 10(a).** Each Affiliated Society shall select one of its members, who is also a Member or Fellow of the Academy, to serve as its delegate to the Board of Managers. Delegates shall serve until replaced by their society.

**Section 10(b).** Each Affiliated Society shall cooperate with the Academy in sponsoring joint meetings of general scientific interest.

**Section 11. Sustaining Associates.** Any association, corporation, firm, institution, or subdivision thereof, which has an interest in promoting the objectives of the Academy, may be invited by the President of the Academy, with the approval of the Board of Managers, to become a Sustaining Associate for the purpose of supporting the Academy and its programs. The minimum contribution of the Sustaining Associates shall be set by the Board of Managers in accord with the provisions of [Article IV Section 2](#). The names of the Sustaining Associates shall be listed annually in the Journal of the Washington Academy of Sciences.

**Section 11(a).** Each Sustaining Associate shall designate a person to serve as liaison to the Washington Academy of Sciences. This individual shall receive the Journal of the Washington Academy of Sciences and communications regarding upcoming technical meetings and the annual meeting of the Academy. The position shall be non-voting unless the liaison is concurrently an individual Member or Fellow of the Academy.

**Section 12. Affiliated Institutions.** Institutions that serve as repositories of materials for scientific research and which have an interest in promoting the objectives of the Academy, may apply for affiliation with the Academy by furnishing to the Secretary of the Academy a description of their role in furthering scientific research. These Institutions include, but are not limited to, museums and libraries. Upon receiving such application, the Secretary will transmit the application to the Board of Managers for action.

**Section 12(a).** Each Affiliated Institution may cooperate with the Academy in sponsoring joint meetings of general scientific interest.

### ARTICLE III. OFFICERS AND BOARD MEMBERS

**Section 1.** Officers of the Washington Academy of Sciences shall be *President, President-Elect, Vice President for Administrative Affairs, Vice President for Membership Affairs, Vice President for Affiliate Affairs, Vice President for WJAS Affairs, Secretary, and Treasurer.*

**Section 2.** The *President* shall appoint all committees and such nonelective officials as needed unless otherwise directed by the Board of Managers or provided in the Bylaws. The *President* (or the substitute; the *President-Elect*, the *Vice President* for

Administrative Affairs, the Vice President for Membership Affairs, the Vice President for Affiliate Affairs, the Vice President for WJAS Affairs, the Secretary, or the Treasurer, in that order, unless specifically designated by the President) shall preside at all meetings of the Academy, the Board of Managers and the Executive Committee.

**Section 3.** The *President-Elect* shall succeed to the office of President following one term as President-Elect. The President-Elect shall serve as Chair of the Program Planning Committee to arrange speakers and meeting places and as Chair of the Nominating Committee that nominates members of the Board on Managers in the term year before the President-Elect succeeds to President.

**Section 4.** The *Vice President for Administrative Affairs* shall have general responsibility for operation of the Business Office of the Academy and the Journal of the Washington Academy of Sciences. The VP for Administrative Affairs shall oversee the activities of the Editorial Advisory Committee. The Vice President for Administrative Affairs shall ensure that the historical records of the Academy are maintained permanently at a secure and accessible location.

**Section 5.** The *Vice President for Membership Affairs* shall have general responsibilities for committees related to membership; including but not limited to the Membership Committee and the Committee on Awards for Scientific Achievement. These duties include assurance that newly elected members are notified promptly of their election and informed of the requirements for membership.

**Section 6.** The Vice President for Affiliate Affairs shall serve as Chair of the Affiliated Society Representatives. The VP for Affiliate Affairs shall maintain a current list of Affiliated Societies, their presidents, and representatives to WAS. The VP for Affiliate Affairs shall communicate with the delegates of the Affiliates and keep them informed of WAS meetings and events.

**Section 7.** The *Vice President for WJAS Affairs* shall have a general responsibility for the committees relating to organizing and maintaining the Washington Junior Academy of Sciences (WJAS). The VP for the Junior Academy shall support joint activities with the affiliate societies and organizations, local schools, and other partner organizations on behalf of pre-college students.

**Section 8.** The *Secretary* shall act as secretary to the Board of Managers and to the Academy as a whole. The Secretary shall record and distribute the minutes of the meetings of the Board of Managers and such other meetings as the Board of Managers may direct. The Secretary shall conduct all correspondence relating thereto except as otherwise provided and shall be the custodian of the Corporate Seal of the Academy. The Secretary shall be responsible for keeping the working records of the Academy current.

**Section 9.** The *Treasurer*, in cooperation with the Vice Presidents for the functional areas described in Sections 4, 5, 6, and 7, above, shall be responsible for preparing the Budget of the Academy and submitting it to the Board of Managers for approval. The Treasurer shall also be responsible for distributing to the Board of Managers a monthly report of funds received and expended. The Treasurer shall be responsible for maintaining records of

funds deposited in banks or other savings instruments. The Treasurer and/or other designated persons shall sign checks for disbursements of funds as directed by the Board of Managers. The Treasurer shall prepare annual reports including but not limited to those required by the Internal Revenue Service.

**Section 10.** The President and the Treasurer, as directed by the Board of Managers, shall jointly assign securities belonging to the Academy and endorse financial and legal papers necessary for the uses of the Academy, except those relating to current expenditures authorized by the Board of Managers. In case of absence of the President or Treasurer, the Board of Managers may designate the President-Elect or another elected officer as Acting President and/or another elected officer.

**Section 11.** When for approved Academy obligations, circumstances necessitate payment by persons other than the Academy officers who sign checks, reimbursement to such persons shall be made only when appropriate documentation is submitted to the Treasurer of the Academy.

**Section 12.** Two Members or Fellows of the Academy shall be elected each year to serve a three-year term as Members of the Board of Managers. To initiate staggered terms or to fill vacancies, additional Members of the Board of Managers may be selected in the annual election.

**Section 13.** The newly elected officers and Members of the Board of Managers shall take office at the close of the annual meeting when the President-Elect of the previous year becomes President.

#### **ARTICLE IV. BOARD OF MANAGERS**

**Section 1.** The activities of the Academy shall be guided by the Board of Managers, consisting of the President, President-Elect, immediate Past President, four Vice Presidents, Secretary, Treasurer, six elected members of the Board of Managers, and one delegate nominated by each of the Affiliated Societies.

**Section 2.** The Board of Managers shall set the dues for individual members and the minimum contribution for Life Members, Life Fellows, Patrons and Sustaining Associates. For prolonged, diligent and well-documented service in the administrative work of the Academy, the Board of Managers may recognize such service of a Member or Fellow by citation including dues paid for life.

**Section 3.** The Board of Managers shall transact all business of the Academy not otherwise provided for in these Bylaws. A quorum of the Board shall be one half plus one of the elected officers and members at large of the Board of Managers. To be eligible to vote the officer or member of the Board of Managers must be in good standing, casting one vote only regardless of the number of offices or Affiliated Societies that they may represent.

**Section 4.** The Board of Managers may provide for such standing and special committees as it deems necessary.

**Section 5.** The Board of Managers shall have power to fill all vacancies in its elected membership until the next general election. This does not apply to the offices of the President and Treasurer or to delegates of Affiliated Societies.

**Section 6.** The Board of Managers shall appoint an Editor for the Journal of the Washington Academy of Sciences. The Editor shall receive advice from the Editorial Advisory Committee. The Editor shall be responsible to the Vice President for Administrative Affairs for administrative policy and related activities and serve as an ex officio member of the Board of Managers.

**Section 7.** The Board of Managers shall have the power to appoint other non-voting officials to execute functions not elsewhere included in responsibilities outlined herein but considered important to achieving objectives of the Academy.

## **ARTICLE V. COMMITTEES**

**Section 1.** An **Executive Committee** shall have cognizance of Academy finances by reviewing the Treasurer's monthly reports of budgeted expenses and anticipated income, and by reviewing the status of several internal accounts; the Life Membership Endowment Fund, the I.R.S. Form 990 accounts the WJAS Account, etc.

**Section 2.** The **Executive Committee** shall meet at the call of the President. It shall conduct all day-to-day business not requiring Board approval, and it shall prepare issues and positions in advance of Board of Managers meetings.

**Section 3.** The **Executive Committee** shall consist of the incumbent officers of the Academy plus two non-elected members appointed by the President.

**Section 4.** Committees under the cognizance of the President are the **Executive Committee, the Nominating Committee, and the Audit Committee.**

**Section 5.** The committee under the cognizance of the President-Elect is the **Program Planning Committee.**

**Section 6.** The committee under the cognizance of the Editor is the is the **Editorial Advisory Committee.**

**Section 7.** Committees under the cognizance of the Vice President for Membership Affairs are the **Membership Committee and the Committee on Awards for Scientific Achievement.**

**Section 8.** Committees under the cognizance of the Vice President for WJAS Affairs are the **Committee on the Encouragement of Science Talent, and the Committee on Grants-in-Aid for Scientific Research.**

**Section 9.** The President shall appoint from the Academy membership such *ad hoc* committees as are authorized by the Board of Managers and such special committees as necessary to carry out the Board's functions. Committee appointments shall be

staggered as to term whenever it is determined by the Board of Managers to be in the interest of continuity of committee operations.

**Section 10.** The President, with the approval of the Board of Managers, shall appoint a Nominating Committee of six members of the Academy, (see [Article V, Section 4](#)). The Nominating Committee shall be chaired by the President-elect and contain at least one Past President of the Academy, and at least three members who have served as representatives of Affiliated Societies for at least one year. The Nominating Committee shall be appointed no later than the November meeting of the Board of Managers (or November 15).

**Section 11.** The President shall appoint a **Committee of Tellers**, of three Members or Fellows no later than the December meeting of the Board of Managers (or December 15).

**Section 12.** The **Nominating Committee** shall solicit nominations for each of the offices of President-Elect, the four Vice Presidents, Secretary, Treasurer, and four or more persons for the two Members of the Board of Managers whose terms expire after three years and at least two persons for each vacant unexpired term of such position (see [Article III, Section 12](#)). The Nominating Committee shall make every effort to ensure that the slate reflects the diversity of Societies affiliated with the Academy.

**Section 13.** Not later than February 15, the Vice President for Administrative Affairs shall send ballots to Members and Fellows. Nominees' names shall be arranged in alphabetical order. When more than two candidates are nominated for the same office, the voting shall be by preferential ballot in a manner prescribed by the Board of Managers. The ballot shall contain a notice to the effect that votes not received by the Vice President for Administrative Affairs before the first Thursday of March, and votes of individuals whose dues are in arrears for one year or more, will not be counted. The Committee of Tellers shall count the votes and report the results at the April Meeting of the Board of Managers.

**Section 14.** The President shall, in advance of the Annual Meeting, appoint an Audit Committee consisting of three persons, none of whom is a current officer, to audit the accounts of the Academy. The Audit Committee shall render its report at the Annual Meeting.

## ARTICLE VI. MEETINGS OF THE ACADEMY

**Section 1.** The annual meeting of the Academy shall be held in the Washington, D.C. area each year in May on a date as directed by the Board of Managers. At this meeting, the reports of the President and the Audit Committee shall be presented and reports from the Secretary and Treasurer may also be included.

**Section 2.** *Regular meetings* of the Board of Managers shall be set preferably for a fixed place, hour, day of week, and sequence of months excepting July and August. Other meetings may be held at such time and place as the Board of Managers may determine.

**Section 3.** *Special Meetings* of the Board of Managers shall be convened as called by the President, or in the President's absence by the President-Elect, or within ten days after written requests by six members of the Board of Managers have been received by the

Secretary, to address the specific issues for which the meeting was requested. Special meetings may be convened using synchronous electronic means such as conference phone or video calls.

**Section 4.** The rules contained in “Robert’s Rules of Order Revised” shall govern the Academy in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws or special rules of order of the Academy.

#### **ARTICLE VII. REMOVAL FROM OFFICE**

**Section 1.** Members of the Board of Managers and the Executive Committee shall assure that all business of the Academy is conducted in the highest spirit of ethics and integrity.

**Section 2.** If any member of the Board of Managers or the Executive Committee is found by a vote of two-thirds of the Board of Managers to be unwilling or unable to perform the duties of office (for two or more months) as stated in these bylaws; or to have violated the spirit of ethics and integrity or the conflict of interest requirements, they may be removed from office by a two-thirds vote at a Board of Manager’s regular or special meeting that has been convened at least thirty days after notification of the pending removal action.

**Section 3.** The position vacated by such removal shall be filled temporarily by appointment by the Board of Managers until the next general scheduled election or regular appointment to the affected position.

#### **ARTICLE VIII. AMENDMENTS**

Amendments to these Bylaws shall be proposed to the Board of Managers and submitted sent to the members of the Academy with a ballot including a statement of the reason for the proposed amendment. A two thirds majority of those members voting is required for adoption. At least two weeks shall be allowed for the ballots to be returned to the Secretary.

#### **ARTICLE IX. DISTRIBUTION OF FUNDS ON DISSOLUTION**

In the event of a liquidation, dissolution, or termination of the Washington Academy of Sciences (whether voluntary, involuntary, or by operation of law), the total assets of the Washington Academy of Sciences shall be distributed by the Board of Managers, provided that none of the property or assets of the Washington Academy of Sciences shall be made available in any way to any individual, corporation or other organization, except to one or more corporations, or other organization which qualify as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as may be from time to time amended.

#### **ARTICLE X. CONTROL OF FUNDS**

No part of the net earnings of the Washington Academy of Sciences shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Washington Academy of Sciences 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 [Article IX](#) hereof. No substantial part of the activities of the Washington Academy of Sciences shall involve the carrying on of propaganda, or otherwise attempting to influence legislation. The Washington Academy of Sciences shall not participate in or intervene (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 Washington Academy of Sciences shall not carry on any other activities not permitted to be carried on (a) an association 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 an association, contributions to which are deductible under Section 170(c)(2) of the U.S. Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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\* Approved by the Board of Managers March 12, 1997 and the Membership of the Academy by vote in 1997. Article II, Section 13 amended Approved by the Board of Managers and the Membership of the Academy in 2004. Article II Section 12, Article III Section 5, Article VI Section 12, Article VIII Section 2 were amended and approved in 2005. Article II Section 2 was amended and approved in 2006. Article III Sections 2 and 3, Article V Section 3, and Article VI Section 10 amended and approved in 2009. All articles revised and approved by the Board of Managers and the Membership of the Academy by vote in 2023.