

BY-LAWS OF THE ROCHESTER ACADEMY OF SCIENCE

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CHAPTER I. Membership and Dues.

1. Active members (including Life Members and Fellows) shall be those over eighteen years of age excepting Student Members. A Family membership shall include husband and wife to whom membership cards are issued.
2. Student members shall be full-time students regardless of age enrolled in a post high school educational institution as undergraduates.
3. Non-resident members shall be Active members who, because of distant residence, are not able to participate actively in the affairs of the Academy.
4. Junior members shall be those under eighteen years of age.
5. Honorary members shall be such outstanding or preeminent scientists as the Board of Directors may elect to receive this honor. It shall not be conferred upon members of the Academy.
6. Any Active member who shall at one time contribute the sum of \$180 to the Academy, may be elected to Life membership.
7. Fellows shall be chosen from the Active membership in recognition of scientific attainment or distinguished service to the Academy, by recommendation of a member and election by the Board of Directors. A permanent roll of those chosen shall be maintained. Any member may present to the Board of Directors in writing a candidate for Fellowship, with the reasons for such recommendation.
8. The annual dues of Active members, including Fellows, Non-resident, Student, and Junior members shall be determined by action of the Board of Directors.
9. Life members and Honorary members shall not be obligated to pay dues.
10. The Board of Directors shall have the power to waive the dues of individual members for adequate reasons, and to confer emeritus status on deserving members.
11. If the dues of any member remain unpaid for over three months from the due date thereof, a reminder notice shall be sent to said member. Failure to pay the delinquent dues within one month from the date of the reminder notice shall make the member subject to being dropped from membership by vote of the Board of Directors.
12. No applicant shall be considered a member until the required dues have been paid.

CHAPTER II. Duties of Officers.

1. The President, or, in the absence of the President, the Vice-President, or, in the latter's absence, a chairman pro tempore, shall preside at all meetings of the Academy and of the Board of Directors, shall exercise the customary authority of the office, shall have a vote, and shall appoint all committees of the Academy and of the Board of Directors.
2. The Vice-President shall perform the duties of the President in the absence of the President and shall be Chairperson of the Program Committee.
3. The Recording Secretary shall keep a record of the proceedings of the Academy and of the Board of Directors, shall be responsible for issuing notices of all Academy and Board meetings, shall take charge of all papers and documents belonging to the Academy, shall conduct its ordinary correspondence, and shall bring before the Board, matters requiring its attention. In the absence of the Secretary from any meeting of the Academy or Board, a secretary pro tempore shall be appointed by the officer presiding at the meeting.
4. The Treasurer shall have charge of all monies of the Academy and shall invest them as voted by the Board in conformity with paragraph 5 of Chapter I, shall receive all monies accruing to the Academy from whatever source, pay all bills against the Academy which have been approved by the Board, and shall report annually to the Board the condition of the Academy finances and the receipts and

expenditures for the entire year. The Treasurer shall also receive in January of each year a report from each Section of financial data in a form as requested by the Board of Directors and shall distribute to the Sections at least quarterly the dues collected for that Section together with the names of members who have paid. The Treasurer shall also serve as chairman of the Finance Committee and file any financial reports required by any governmental authority.

5. The Corresponding Secretary shall also perform the duties of Assistant Treasurer, shall prepare annual bills, collect all membership dues and report to the Board of Directors the names of all members who are delinquent in paying dues for more than four months. It shall also be the Corresponding Secretary's responsibility to keep a current list of all members and furnish a copy thereof to the Circulation Chairman, to receive all applications for membership, present them to the Board of Directors for action, and notify the applicants of the Board's action.

CHAPTER III. The Librarian.

The Librarian of the University of Rochester shall be the Librarian of the Academy in accordance with the agreement between the Academy and the University of Rochester. The Librarian shall have the immediate supervision of the Library, with the assistance of members of the Library staff, under the authority of the Board. All accessions to the library shall pass through the Librarian's hands and shall be suitably recorded. Every book, pamphlet, paper, or other material shall be indelibly stamped with the stamp of the Academy, as prescribed by the Board. The Librarian shall be responsible for the sale, distribution and exchange of the publications of the Academy and at the request of the Board shall furnish a report on accessions and exchanges.

CHAPTER IV. The Board of Directors.

1. The elected directors shall serve for a term of three years — two to be elected each year by the Academy. The Chairpersons of the active sections shall serve on the Board only as long as they chair their respective sections.

2. The Board shall meet at least four times a year, the time and place of its meetings to be determined by the President and Secretary with the advice of the Board. Notices of the meetings shall normally be sent out at least ten days in advance. Minutes of its proceedings shall be kept and may be called for at any business meeting upon a vote of the Academy.

3. The Board shall act on all business referred to it by the Academy and may initiate any other business at its discretion. It shall frame its own rules and regulations.

4. The Secretary shall present to the Academy any business which the Board determines should be so presented.

5. The President shall be empowered to appoint directors to fill vacancies occurring among the elected Directors. Such appointed directors shall serve until the next annual meeting, at which time the directors elected to the positions vacated shall take office for the duration remaining of the uncompleted term.

6. (a) The Board shall present at the annual meeting of members a report, verified by the President and Treasurer, showing in appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of a twelve-month fiscal period terminating not more the six months prior to said meeting.

(2) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes during said fiscal period.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.

(5) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

- (b) The annual report of directors shall be filed with the records of the corporation and a copy entered in the minutes of the proceedings of the annual meeting of members.
- (c) The Board shall provide for an annual audit of the books and financial records of the corporation, and shall report the results at the annual meeting.

CHAPTER V. Board Committees.

1. There shall be a Circulation Committee with a Chairperson appointed by the President, who shall maintain a current mailing list, shall be responsible for the mailing of the dues notices and such other mailings as may from time to time be requested by the Board of Directors. In particular, it shall be this Committee's responsibility to obtain the Academy Bulletin from the printer and get it mailed.
2. There also shall be a Program Committee, a Publication Committee, and a Finance Committee, to each of which, in the interval between meetings of the Board, matters pertaining to these several subjects may be referred. Their action shall always be subject to revision by the Board. The Chairpersons of these committees, if not members of the Board, may be invited by the Board to attend its meetings in an advisory capacity.

CHAPTER VI Sections.

1. Sections, devoted to special branches of science, may be established upon written petition of ten active members. The request must be approved by the Board and ratified at a business meeting. If the petitioners fail to organize such a section within six months after the approval by the Board, all action relative to the Section shall be void. If an established Section shall fail to hold a meeting or to report to the Academy its proceedings during any period of twelve months it may be considered inactive at the discretion of the Board.
2. Independent scientific groups or organizations, devoted to special branches of science, may become Sections of the Academy upon application by a three-fourths vote of their membership, provided their application is approved by the Board and ratified by the majority of Academy members at a business meeting. When such an application is made, it shall be accompanied by individual applications from three-quarters of the proposed Section membership. Six months will be allowed for the remaining members of the group to either join the Academy or resign from the Section.
3. Sections shall be organized with a minimum of three officers, consisting of a chairperson, a treasurer and a secretary. The section treasurer shall be a member of the Academy Finance Committee.
4. The Academy shall not be responsible for the debts contracted by any Section or by any member or officer thereof, without approval of the Board of Directors. No contracts or agreements involving any Section shall obligate the Section in excess of the Section's treasury. In the event of a potential liability in excess of the Section's treasury or of an appearance of financial responsibility by the Rochester Academy of Science, the contract or agreement shall be submitted for approval to the governing Board of the Academy.
5. Visitors and Academy members who are not members of a Section, may attend meetings of a Section as guests.
6. All Section members shall first be members of the Academy, and pay regular Academy dues. Each Section may reserve the right to make special assessments on its own membership, and to raise funds for its own use.
7. The Academy shall provide meeting places for Sections, and space for Section libraries and collections, subject to approval of the RAS Board.
8. Money, securities, collections or other property, real or personal gifts given to the Academy for the use by a specific Section shall be held by the Academy solely for the purposes designated in the gift, and in the case of money, negotiable instruments or securities shall not be commingled with other funds, negotiable instruments or securities of the Academy. The Section for whose benefit the gift was given shall be the administrator of such assets.

CHAPTER VII. Collections and Equipment.

1. All collections, apparatus and books shall be owned by the Academy and shall be supervised and administered by the appropriate Section or other agency approved by the Board.
2. All specimens shall be labeled and indexed in permanent record to show from whom the specimen was acquired.
3. Each Section may accept for temporary deposit such specimens as it deems appropriate. The Section shall furnish the depositor with a receipt, which shall be cancelled when such specimens are returned to the depositor.
4. Each Section having custody of a collection shall report, upon request of the Board, the physical condition of the collection, together with all additions and deletions since the previous report.
5. In the event that any Section having custody of a collection shall disband or become inactive, the Board shall appoint a curator or other agency to supervise and administer the collection and apparatus until the Section shall again become active. Similarly, if said disbanding or inactive Section is administering assets held in Academy's name but whose use has been designated for that Section, the Board shall appoint an administrator to supervise and administer such assets. If the Section has funds which are in its own name but which are for the purpose of operating and maintaining any such assets, said funds shall be transferred to the academy to be used for the same purpose. In the event such Section is not reactivated within two years, then and in that event the Academy may dispose of such assets and retain the proceeds thereof or use the assets for its own purposes.

CHAPTER VIII. The Library.

1. In accordance with an agreement between the Academy and the University of Rochester, the library of the Academy is, and shall remain, deposited in the University of Rochester Library.
2. The Librarian shall arrange for the exchange of publications with learned societies, scientific institutions, and other publishing agencies, the material received as a result of such exchange to be treated in accordance with the agreement with the University of Rochester.

CHAPTER IX. Publications.

1. The publications of the Academy shall consist of the Proceedings, and such other documents as shall be ordered by the Board.
2. The publications shall be issued under the supervision of the Publication Committee and with the consent of the Board. The publications of the Academy shall be available to members and subscribers on such terms as shall be determined by the Board.
3. Upon the appearance of each publication each member shall be notified by mail as to the terms upon which the member may receive the particular publication.
4. The cost of the publications shall be defrayed from funds appropriated by the Board from current dues, from gifts and contributions, from the income derived from the sale of publications, and from the income from the Fairchild Endowment Fund.
5. The Fairchild Endowment Fund shall be a capital fund to which members, other interested persons and organizations may make contributions. The fund shall be invested in such securities as are approved for trust funds by the State of New York. The income from this fund shall be used for publication, for research, for grants, or for such other purpose as shall be deemed proper by the Board.

CHAPTER X. Meetings.

1. At least 38 but not more than 08 days prior to the date thereof, a notice shall be sent to every Active Member stating the time and place at which a regular meeting is to be held. The Annual Meeting shall be held at the first public meeting of the Academy each calendar year.
2. Special meetings may be called at any time by the Board of Directors or by the President, and shall be called if requested in writing by ten active members.

3. One notice of each special meeting shall be sent to each household with one or more Active Members, stating the time and place at which such meeting is to be held, and the purpose for which it is called. No business shall be transacted except that stated in the notice.

CHAPTER XI. Elections.

1. The annual election of officers and directors shall be conducted as follows: The President shall appoint a nominating committee of not less than three members on or before November first of each year. The committee shall nominate one or more candidates for each office and vacancy on the Board, obtain the consent of the nominees and report such nominations (together with a short sketch of the candidate's qualifications) to the Board at its January meeting.

Nominations for any office or Board vacancy made in writing and endorsed by not less than ten Active Members shall be included on the ballot if received by the Secretary before February 1st. Ballots containing all nominations shall be mailed to each Active Member of the Academy at least twenty-one days before the annual meeting. This ballot may also contain proposed amendments to the By-laws recommended by the Board.

The official ballot shall be cast by mail, returned to the Secretary, and opened and counted on the day of the annual meeting by two tellers appointed by the President. A plurality of the votes cast shall be sufficient to elect.

2. Newly elected officers and directors shall enter upon their terms of office on June 1st succeeding the date of their election, and continue until their successors take office.

CHAPTER XII. General Provisions.

1. Any member may be dismissed from membership for violation of the Constitution or By-laws, or for other sufficient reasons, by a vote of three-fourths of the members present at a business meeting, providing that such action shall have been recommended by the Board and that one month's notice of such recommendation and of the offense charged shall have been given the accused member. Such member shall have the right of defense before the Board and the Academy.

2. All proposed amendments to these By-laws must be read at an Academy meeting and laid on the table until they are voted on at the next annual election. All Active Members shall be notified of the proposed changes on the annual ballot and voting shall be done on such ballot. A majority of the Active Members voting shall be necessary for adoption. The amended By-laws shall go into effect at the time of adoption (namely, when announced at the annual meeting).

3. These By-laws shall never be suspended except for the purpose of expediting the business in hand, and then only by a unanimous vote of the Active Members present at a regular meeting.