

# Constitution of The Texas Academy of Science

As amended and adopted March 1, 2013, and further amended and approved March 4, 2017.

## **Article I - Name**

The name of this organization shall be *The Texas Academy of Science, Inc.*, hereinafter referred to as *the Academy*.

## **Article II - Purpose**

The purpose of the Academy shall be strictly educational, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Revenue Laws). The purpose of the Academy is to encourage excellence in science and science education, to stimulate communication among scientists and between scientists and the citizens of the state, and to provide specialists that can be called upon when needed by the executive and legislative branches of state government or by state agencies. No part of the net earnings of the organization shall inure to the benefit of any private shareholder or individual. Nor shall the organization participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office or be partisan in its approach to such political campaigns.

In the event of liquidation or dissolution of the organization, whether voluntary or involuntary, no Member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the organization from any source, after payment of all debts and obligations of the organization, shall be used or distributed exclusively for purposes within those set forth in these Articles and within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

## **Article III - Membership**

### **SECTION 1. Dues Paying Members**

The membership, from which Annual Dues will be required, shall consist of the following categories:

- (1) Regular Member  
Any person engaged in scientific work or in the promotion of science is eligible for membership upon receipt of annual dues. Regular Members shall have voting privileges and receive all publications, mailings, and other benefits established by the Board of Directors.
- (2) Student Member  
Any student enrolled in a High School or an undergraduate or graduate program at a recognized degree-granting Institution is eligible for membership upon

receipt of annual dues. All rights, privileges, and benefits shall be the same as for Regular Members.

(3) Emeritus Member

Qualified individuals are eligible for membership upon receipt of annual dues. A member at least sixty (60) years of age is qualified, if in good standing with the Academy, for at least ten (10) years as verified by the Executive Secretary. All rights, privileges, and benefits shall be the same as for Regular Members.

(4) Patron Member

A Member who chooses to support the Academy by paying a minimum of twice the annual Regular Member dues, shall be recognized in *The Texas Journal of Science*, as a Patron Member. All rights, privileges, and benefits shall be the same as for Regular Members.

Annual dues for each Membership class shall be recommended by the Board of Directors and approved by a majority vote of the Members present at an Annual Business Meeting of the Academy.

## **SECTION 2. Fellow of the Texas Academy of Science**

Any Member of the Academy who has made a distinguished or substantial contribution to the areas of teaching, research, and service in any area of science in Texas may be invited to become a Fellow, an Honorary Member Designation.

Individual nominations from at least two Existing Fellows shall be submitted to the Vice-President. Approval requires a two-thirds vote of the Board of Directors.

Any Fellow of the American Association for the Advancement of Science or any member of the National Academy of Science, National Academy of Engineering, or National Academy of Medicine who is, or becomes, a member of the Academy shall automatically become a Fellow.

## **Article IV – Sections**

### **SECTION 1. Purposes and Designations of Sections**

The Academy shall be divided into Sections according to the interests of the Academy members. Sections are formed for the purposes of facilitating interaction among members with similar interests, to organize sessions at the Annual Meeting, and to undertake activities which further the purposes of the Academy. The Board of Directors may approve new Sections upon petition and may disband Sections that are inactive. Section organization and structure shall be specified in the Bylaws.

### **SECTION 2. Sections Council**

The Chairpersons of the Sections, under the Chairmanship of the President-Elect, shall constitute the Sections Council. The purpose of the Sections Council shall be to review the function and operation of the Sections and of the Annual Meeting presentations, to

serve as the Annual Program Committee, and to make recommendations to the Board of Directors on matters of interest to the Sections and their members.

## **Article V - Intra-Organizations**

### **SECTION 1. The Texas Junior Academy of Science**

The Texas Junior Academy of Science shall promote the organization and operation of science clubs or similar organizations in connection with accredited public and private high schools in the State of Texas, or other organizations approved by the Board of Directors. These organizations, when duly affiliated, shall together constitute and be known as the Texas Junior Academy of Science.

### **SECTION 2. The Texas Collegiate Academy of Science**

The Texas Collegiate Academy of Science shall promote scientific interest among the colleges and universities of the State of Texas, to promote undergraduate research, and to enhance the professional development of its members.

### **SECTION 3. The Texas Graduate Academy of Science**

The Texas Graduate Academy of Science promote scientific interest among the colleges and universities of the State of Texas, to promote graduate research, and to enhance the professional development of its members.

### **SECTION 4. The International Programs Academy of Science**

The International Programs Academy of Science shall promote scientific interest among International colleges and universities, to promote undergraduate and graduate research, and to enhance the professional development of its members.

### **SECTION 5. The Board of Development for the Texas Academy of Science Endowment Fund.**

#### **(1) Purpose**

The Board of Development is responsible for securing the funding for, and making recommendations for the management of, an Endowment Fund for the benefit of the Texas Academy of Science.

#### **(2) Membership and Terms of Office**

The Board of Development shall have six members. The Chairperson will be confirmed by a vote of the Board of Directors. The term of office shall be three years, with two members being replaced each year. Members shall be appointed by action of the Board of Directors of the Texas Academy of Science. Vacancies occurring during a term of office shall be filled by appointment by the President of the Academy, with approval of the Board of Directors of the Academy, and shall be for the unexpired term only. Members so appointed are eligible for appointment for a full term.

## **Article VI - Affiliated Organizations**

Any scientific society or organization in Texas that promotes science or science education may become an Affiliate Society of the Academy upon its request, and after approval of the Board of Directors.

## **Article VII - Academy Officers**

### **SECTION 1. Composition of the Board of Directors**

The elected officers of the Academy will be: President, President-Elect, Vice-President, Immediate Past President, three Academic Directors, three Non-Academic Directors, and two Student Directors for a total of twelve elected officers. They will be elected to these positions as provide herein and in the Bylaws. These officers shall perform the duties usually expected of such officers and as provided herein and in the Bylaws.

The appointed officers of the Academy will be: Executive Secretary, Corresponding Secretary, Treasurer, Manuscript Editor of *The Texas Journal of Science*, Managing Editor of *The Texas Journal of Science*, Coordinator of Information Technology, Junior Academy Counselor, Collegiate Academy Counselor, Graduate Academy Counselor, International Programs Counselor, Historian, Academy Representative to the American Association for the Advancement of Science, Chairperson of the Board of Development, and Local Host. They shall assume their appointed positions as provided herein and in the Bylaws. These officers shall perform the duties usually expected of such officers and as provided herein and in the Bylaws.

### **SECTION 2. Appointed Officers**

The Executive Secretary, Corresponding Secretary, Treasurer, Manuscript Editor of The Texas Journal of Science, Managing Editor of The Texas Journal of Science, Coordinator of Information Technology, Junior Academy Counselor, Collegiate Academy Counselor, Graduate Academy Counselor, International Programs Counselor, Historian, Academy Representative to the American Association for the Advancement of Science, Chairperson of the Board of Development, and Local Host. They shall be nominated by the President and approved by a majority vote of the Board of Directors. The Treasurer shall be bonded, at the expense of the Academy, at an amount set by the Board of Directors.

### **SECTION 3. Executive Committee**

The President, Immediate Past President, President-Elect, Vice President, Executive Secretary, Corresponding Secretary, Treasurer, Manuscript Editor of *The Texas Journal of Science*, and Managing Editor of *The Texas Journal of Science* shall constitute the Executive Committee.

### **SECTION 4. Section Officers**

The officers of a Section shall be a Chairperson, and if the Section desires, a Vice-Chairperson.

### **SECTION 5. Terms of Office**

- (1) The President, President-Elect, and Vice President shall hold office for one year, or until their successors have been elected and are duly qualified. A Vice President shall be elected each year, and shall then succeed to the office of President-Elect.
- (2) Academic and Non-Academic Directors shall hold office for a term of three years and may not immediately succeed themselves. One Academic and one Non-Academic Director shall be elected annually. Student Directors shall hold office for a term of two years and may not immediately succeed themselves. One Student Director shall be elected annually.
- (3) The Executive Secretary, Corresponding Secretary, Treasurer, Manuscript Editor of *The Texas Journal of Science*, Managing Editor of *The Texas Journal of Science*, Coordinator of Information Technology, Junior Academy Counselor, Collegiate Academy Counselor, Graduate Academy Counselor, International Programs Counselor, Historian, Academy Representative to the American Association for the Advancement of Science, and Local Host shall serve at the pleasure of the Board of Directors until their successors have been selected and are duly qualified.
- (4) If the office of President or President-Elect becomes vacant, the remaining officers shall automatically move up to fill the vacancy or vacancies. Any offices then vacant, shall be filled by vote of the membership at the next election, with the Elections Committee providing candidates for the vacant offices. A person moving into the office of President or President-Elect to fill a vacancy shall serve the unexpired term and then a full term.
- (5) If the office of a Director becomes vacant, the President shall appoint a replacement to serve out the unexpired term, subject to approval by a majority vote of the Board of Directors.
- (6) If the office of an Appointed Officer becomes vacant, the President shall nominate a replacement for approval by the Board of Directors.
- (7) Officers of the Sections shall be elected, as needed, at the Section Business Meeting during the Annual Meeting of the Academy. If Section leadership positions become vacant prior to the Annual Meeting, the President-Elect shall appoint a Section Chairperson to act until the Annual Meeting.

#### **SECTION 6. Removal from Office**

- (1) **Elected Officers**  
Upon the recommendation of the presiding officer at a Board of Directors Meeting, with a quorum present, an elected officer may be removed from office by a unanimous vote of the remaining members of the Board of Directors.
- (2) **Appointed Officers**  
An appointed officer may be removed from office by a two-thirds vote of the Board of Directors.

#### **SECTION 7. Board of Directors**

- (1) The Board of Directors shall be the governing body of the Academy, with the President as Chairperson.

- (2) The Board of Directors shall consist of the following twenty voting members: President, President-Elect, Vice President, Immediate Past President, Executive Secretary, Corresponding Secretary, Treasurer, Manuscript Editor of *The Texas Journal of Science*, Managing Editor of *The Texas Journal of Science*, eight elected Directors (Academic, Non-Academic, and Student), Coordinator of Information Technology, Chairperson of the Board of Development, and Academy Representative to the American Association for the Advancement of Science.
- (3) The four Academy Counselors (Junior, Collegiate, Graduate, and International Programs), the Historian, and the Local Host shall be six nonvoting members of the Board. Associate Counselors may attend Board of Directors Meetings, at their discretion, but will not carry a vote.
- (4) Eleven voting members of the Board shall constitute a quorum. The requirements for special majorities such as two-thirds and three-fourths shall be applied to the number of qualified voters constituting the quorum in attendance at the Meeting, with fractional requirements rounded up to the next whole number.

### **SECTION 8. Resignation by Non-Attendance**

Any member of the Board of Directors, who shall fail to attend three consecutive Meetings of the Board of Directors, without being excused by that body, shall be deemed to have resigned.

## **Article VIII - Committees**

### **SECTION 1. Standing Committees**

- (1) The Standing Committees shall be as follows:
  - (a) Annual Program.
  - (b) Elections.
  - (c) Science Education.
  - (d) Research Grants.
  - (e) Honors and Awards.
  - (f) Strategic Planning.
  - (g) Publications.
- (2) Appointments  
The President shall be authorized to appoint, subject to confirmation by the Board of Directors, all members of the standing committees, except where membership is specified in the Constitution and/or Bylaws.

### **SECTION 2. Special Committees**

The President shall be authorized to appoint such special committees as the welfare of the Academy shall require.

## **Article IX - Finances**

## **SECTION 1.**

No financial obligations shall be incurred on behalf of the Academy by an officer or member unless authorized by a majority vote of the Board of Directors. Financial appropriations (budgeted or otherwise) in support of activities or publications outside the State of Texas or unrelated to the annual operation of the Academy shall be subject to approval by a unanimous vote of the Board of Directors followed by a majority approval of the general membership.

## **SECTION 2.**

No Officer, Director, or Member of the Academy may accept a gift, donation or grant to the Academy which would incur a financial obligation on the part of the Academy without the approval of the Board of Directors; nor may anyone solicit funds for a special purpose for the Academy without the approval of the Board of Directors.

## **SECTION 3.**

All fees and changes not specified in the Constitution or Bylaws shall be set by the Board of Directors.

## **SECTION 4.**

The funds of the Academy shall consist of a:

- (1) Endowment Fund
  - (a) The Endowment Fund shall include contributions specifically designated as such.
  - (b) The Endowment Fund may include both restricted and unrestricted funds.
    - (i) Each restricted contribution to the Endowment Fund must be accepted by the Board of Directors as appropriate to the aims of the Academy and each such fund shall be separately accounted to assure that proceeds from such contributions are used in accord with the restrictions established by the donor.
    - (ii) The proceeds from all unrestricted contributions to the Endowment Fund shall be used as deemed appropriate by the Board of Directors, to further the objectives of the Academy. The Endowment Fund principal shall be encumbered only upon a unanimous vote of both the Board of Development and the Board of Directors certifying that a financial emergency exists.
  - (c) Fund Management: the Treasurer is the designated Fund Manager and shall be responsible for all management and reporting of the Fund's activity. The Treasurer shall submit a report to the Board of Directors and the Board of Development regarding the principal, fund contributions, capital gains and distributions, interest income, and fund expenses at the end of each fiscal year. The Board of Development shall make recommendations to the Board of Directors for the use of income from the Fund. The Board of Directors shall determine the portion of unrestricted income to be used for Academy projects and the remaining funds shall be reinvested in the Endowment Fund as increased principal.
  - (d) Cash contributions to the Endowment Fund may be invested in U.S. Government Securities (100 percent guaranteed); bank obligations (certificates of deposits and money market instruments); commercial paper issued by corporations rated A or better; and publicly traded common or preferred stocks in

U.S. Government Securities or bank obligations, not more than twenty (20) percent being invested in common or preferred stocks or bonds. In no case shall any funds be invested in future contracts, options or futures, nor shall assets be pledged for the purpose of borrowing money. The Fund may invest in mutual funds which meet these investment restrictions, or portions of the fund may be invested in mutual funds so long as the overall investment restrictions are met.

(e) The Board of Development shall approve any changes in investment of the Endowment Fund. Changes may be approved by telephone poll of the Board of Development when necessary. Upon approval and funding by the Board of Directors, the Board of Development may retain professional advice regarding investment of the Fund.

(2) Special Funds

(a) Special Funds shall consist of gifts, grants, awards, etc., which are to be expended in total within a specified period of time for a specific purpose.

(b) Special funds will be separately accounted.

(3) General Funds

All funds or monies other than Endowment Funds and Special Funds shall be expended as directed by the Board of Directors, following an Annual Budget which shall be prepared by the Board of Directors, and presented to the membership at the Annual Business Meeting.

(4) Financial Report

A financial report listing the balances of funds in all of the Academy accounts as of the beginning of the calendar year, along with any encumbrances on those funds, shall be prepared by the Treasurer, circulated to the Board of Directors, and presented at the Annual Business Meeting.

## **SECTION 5.**

*The Texas Journal of Science* shall be sent only to paid Members and subscribers. Members in arrears will be sent *The Texas Journal of Science*, as available, upon payment of dues for the year in question. Complimentary subscriptions must be authorized by the Board of Directors.

## **SECTION 6.**

Funds collected by the Junior Academy, Collegiate Academy, Graduate Academy, and International Programs Academy shall be deposited in the General Funds, and accounted for by a line item of the General Funds budget.

## **SECTION 7.**

An external Audit shall be performed by a Certified Accounting Firm at a Minimum of every 5 years.

## **Article X - Bylaws**

The Board of Directors shall establish such Bylaws, not in conflict with the Constitution, as they deem necessary to govern the Academy, subject to the approval procedure outlined in Section XIII of the Constitution.



## **Article XI - Publications**

The Academy shall publish a scientific journal, *The Texas Journal of Science*, and such other publications for the dissemination of information about Academy affairs to the membership, and about science and science education to the people of the State of Texas, as are proposed by the Board of Directors and approved at the Annual Business Meeting.

## **Article XII - Archives**

The Texas Collection at Baylor University shall be the official repository for the Archives of the Academy.

## **Article XIII - Amendments**

### **SECTION 1. Constitution Amendments**

The Constitution shall be amended by the following procedure:

- (1) Initiation of Amendments
  - (a) The Board of Directors may propose amendments.
  - (b) Amendments shall be considered, if presented, by a petition signed by five percent of the active membership of the Academy.
- (2) Copies of the Constitution sections to be amended, with the proposed changes annotated, shall be distributed to the membership with a request for comment. A deadline for reply shall be given.
- (3) The proposed amendments shall be distributed to all Members around the time of the next regularly scheduled Annual Meeting.
- (4) The amendments shall be adopted, if approved, by a majority of the Members voting.
- (5) The date upon which the amendments will become effective, if approved, shall be given on the ballot.

### **SECTION 2. Bylaws Amendments**

The Bylaws shall be amended by the following procedure:

- (1) Initiation of Amendments
  - (a) The Board of Directors may propose amendments.
  - (b) Amendments shall be considered, if presented, by a petition signed by five percent of the active membership of the Academy.
- (2) Copies of the Bylaws sections to be amended, with the proposed changes annotated, shall be distributed to the membership with a request for comment. A deadline for reply shall be given.
- (3) The proposed amendments shall be distributed to all Members around the time of the next regularly scheduled Annual Meeting.
- (4) The amendments shall be adopted, if approved, by a majority of the Members voting.

- (5) The date upon which the amendments will become effective, if approved, shall be given on the ballot.