

# **CONSTITUTION**

## **Illinois State Academy of Science**

Revised April 2022

### **ARTICLE I. NAME**

This Society shall be known as the Illinois State Academy of Science, hereinafter known as the Academy.

### **ARTICLE II. OBJECTIVES**

1. The objectives of the Academy shall be the promotion of scientific research and education, the diffusion of scientific knowledge, and the unification of the scientific interests of the State of Illinois.

2. No substantial part of the activities of the Academy shall be devoted to any but scientific and educational objectives.

3. The net assets of the Academy shall be used for and only for the objectives of the Academy and shall not in any way accrue to any private individual or groups thereof. The assets shall be administered and operated in such a manner that it will at all times maintain a tax exempt status under the provisions of the United States Internal Revenue Code, both for income tax and gift tax purposes.

### **ARTICLE III. COMPOSITION OF THE ACADEMY**

The Academy shall be composed of members, a Council, an Executive Committee, Committees of the Council, Technical Divisions, and such officers and employees as are necessary to effectuate its purposes.

### **ARTICLE IV. MEMBERSHIP**

1. Membership shall be open to any individual or organization interested in the objectives of the Academy and who pays the current dues and meets the special requirements of the appropriate membership category, as provided in the Bylaws.

2. Individual members in good standing shall have the privilege of voting, holding office, offering papers for presentation at the Annual Meeting, and submitting papers for publication, except that student members may not vote or hold office except for positions specifically designated for students.

3. Organizations and Corporations holding Academy membership shall have the privilege of exhibiting at annual meetings subject to the policies of the Council. Such members may not vote or hold office.

### **ARTICLE V. OFFICERS**

1. The officers of the Academy shall be a President, a President-Elect, Vice Presidents, a Secretary, and a Treasurer.

2. The President, President-Elect, Secretary, and Treasurer all shall serve for two-year terms. The President and President-Elect shall commence and finish their terms in odd numbered years, and the Secretary and Treasurer shall do so in even numbered years.

3. The Vice Presidents shall preferably be residents of communities in which their respective Annual Meetings will be held, shall serve as chairs of local arrangements for those meetings, and shall take full charge of implementation of all details of these Annual Meetings.

4. The President, President-Elect, Secretary, and Treasurer shall take office at the close of the Annual Meeting at which their election is announced and shall hold office two years or until their successors qualify. The Vice Presidents shall take office immediately upon election by the Council.

5. Officers shall perform the duties usually associated with their respective offices, those set forth in the Constitution and the Bylaws, and those assigned by the Council.

6. If the office of President becomes vacant, the President-Elect shall become President; if both positions become vacant, the last available Past President, or if none is available a Council member elected by the Council, shall serve as acting President until the next Annual Election, when the vacancies will be filled by vote of the membership.

7. In the event of temporary absence or incapacitation of the President, the duties shall be performed by the first available person in the following order: President-Elect, Immediate Past President, Secretary, Treasurer.

8. Interim vacancies in the other offices shall be filled by *pro-tem* officers elected by the Council to serve until the next Annual Election, when any vacancy shall be filled by vote of the membership.

#### **ARTICLE VI. COUNCIL**

1. The deliberative assembly of the Academy shall be known as the Council, which shall be composed of the President, President-Elect, Vice Presidents, immediate past Vice President, a representative from the Illinois State Museum, Secretary, Treasurer, Immediate Past President, Chairs of all Technical Divisions, Editor of Transactions, Director of Communications and Program Planning, and 9 Councilors-at-Large, all of whom shall be voting Councilors. Chairs of Standing Council Committees not designated in the Bylaws shall be *ex officio* members without vote.

2. Three Councilors-at-Large shall be elected annually to three-year terms by the membership, and interim vacancies shall be filled by the Council.

3. The Council shall manage the affairs of the Academy and shall be responsible for the general planning, policies, and programs for all Academy activities.

4. The Council shall hold at least three meetings annually. The Council may hold additional meetings on reasonable notice, upon the call of the President. In any session of the Council 10 voting Councilors shall constitute a quorum.

5. If and when a member of the Council does not attend any two meetings of the Council during an operating year, the position of that member may be declared vacant and a replacement elected by the Council for the remainder of the term.

#### **ARTICLE VII. EXECUTIVE COMMITTEE**

1. There shall be an Executive Committee consisting of the President, President-Elect, Immediate Past President, Vice Presidents, Secretary, and Treasurer.

2. The Executive Committee shall convene as soon as practical after the election, and at such other times as are appropriate. The President may invite other individuals to participate in these meetings.

3. The Executive Committee shall:

A. Oversee Academy operations between Council meetings in accordance with Council policy.

B. Hire and fix the compensation and duties of Academy employees, subject to budget limitations.

C. Act on behalf of the Council in matters requiring urgent action, subject to subsequent Council ratification where appropriate.

D. Draft future plans for Council deliberation.

E. Prior to the first Council meeting, consult with appropriate officers and chairs to develop a detailed program of goals and objectives for the coming year, this program, and rationale for it, to be presented to the Council for consideration, possible modification, and necessary action.

### **ARTICLE VIII. COMMITTEES OF THE COUNCIL**

1. The Standing Committees, and their functions and duties are as established in the Bylaws.

2. Chairs of the Standing Committees not designated in the Bylaws shall be appointed by the President, subject to Council ratification, and shall serve through the presidential term unless replaced sooner.

3. The President and either the Secretary or Treasurer, as appropriate, shall be members or *ex officio* members of all standing committee.

4. All standing committees shall operate under the supervision of, and report to the Council, which may assign duties in addition to those specified in the Bylaws.

5. In addition to the Standing Committees, the President may create any ad hoc Committees and appoint their members when deemed necessary for the proper functioning of the Academy.

### **ARTICLE IX. PUBLICATIONS**

1. The Academy shall publish the *Transactions of the Illinois State Academy of Science* and such other publications as the Council may direct.

2. A Board of Editors for the *Transactions* shall be appointed by the Editor.

3. The editor of each publication shall be responsible for the editorial policy of that publication.

### **ARTICLE X. TECHNICAL DIVISIONS**

1. The Academy shall be divided into Technical Divisions, which reflect scientific and educational disciplines.

2. Technical Divisions may be established, eliminated, combined, or renamed by the Council whenever the Council deems such action advisable.

3. Each Technical Division shall operate under the direction of a Chair, who shall be a member of that Division. The Chair may call business meetings, shall represent the Division members in the Council, and shall assemble the Division's program for presentation at the annual meeting and determine acceptability of submitted papers.

4. Divisions are encouraged to engage in Council approved professional activities in addition to their annual meeting programs.

5. Division Chairs are elected or appointed as provided in the Bylaws and serve for two years, commencing with an annual meeting.

## **ARTICLE XI. MANNER OF ELECTION**

1. Since the position of President is filled automatically by the President-Elect at the appropriate time, no election procedure is necessary for this office.
2. The President-Elect, Secretary, and Treasurer shall be elected by the membership of the Academy as provided in the Bylaws.
3. The Vice Presidents shall be elected by the Council.
4. Each year three Council Members-at-Large shall be elected by the membership of the Academy as provided in the Bylaws.
5. Division Chairs shall be elected for two-year terms by the members of the appropriate divisions as provided in the Bylaws.
6. The Editor (of the *Transactions*) shall be elected by majority vote of the Council and shall serve at the pleasure of the Council.
7. The Director of Communications and Program Planning shall be elected by majority vote of the Council and shall serve at the pleasure of the Council.

## **ARTICLE XII. MEETINGS AND EXPOSITIONS**

1. The regular Annual Meeting of the Academy, including technical sessions and a business meeting, shall be held at such time and place as the Council may designate.
2. During the Annual Meeting there may be scientific expositions by commercial firms, scientific societies, and other accepted organizations. Such exposition shall be free of charge to Organizations and Corporations holding Academy membership and will be governed by a fee schedule established for others by the Council.
3. Special meetings of the Academy shall be called by the President upon written request of 10% of the voting members.
4. No special business meeting of the Academy shall be held without 30 days previous written notice to the membership.
5. The Council may schedule technical sessions in addition to those held at the Annual Meeting.

## **ARTICLE XIII. ILLINOIS JUNIOR ACADEMY OF SCIENCE**

In order to foster science among youth, the Academy is committed to cooperation with Illinois Junior Academy of Science.

## **ARTICLE XIV. FINANCE**

1. Prior to each fiscal year the Council shall approve a budget indicative of anticipated expenditures. Such budget may be modified by the Council at subsequent meetings. Expenditures may not exceed budget authorizations without prior approval of the Council.
2. No non-budgeted expenditure may be made and no non-budgeted encumbrances or other liabilities may be incurred by any officer, individual, or committee chair on behalf of the Academy without prior approval of the Council.

3. No disbursement in excess of five hundred dollars (\$500.00) may be transacted without the approval of the Executive Committee unless specifically included in the budget or authorized by the Council.

4. The principal generated from life membership fees shall be considered as endowed income which shall be invested in guaranteed securities. Until such time as the Academy becomes aware of the death of such life members, only the interest earned from such invested funds may be used by the Academy. A sum equal to the original amount invested for any given life member may be withdrawn from the investment pool at the time of the member's death.

5. All Academy funds shall be maintained in interest or dividend bearing accounts.

6. Academy revenue may be co-mingled for investment purposes at the discretion of the Budget and Finance Committee.

#### **ARTICLE XV. AFFILIATIONS**

1. The Academy may enter into such relations or affiliation with other organizations of appropriate character as may be approved by the Council.

2. Delegates to such affiliated organizations, when required, shall be appointed by the President.

#### **ARTICLE XVI. BYLAWS**

1. The Council shall make such Bylaws not in conflict with the Constitution as may be necessary for the proper governance of the Academy. Bylaws shall become operative immediately upon their passage by the Council, unless a later date is specified.

2. The Bylaws may be amended by the Council in the manner provided in the Bylaws.

#### **ARTICLE XVII. AMENDMENTS TO THE CONSTITUTION**

1. Amendments to this Constitution may be proposed by petition of ten (10) regular members who submit the exact wording of the changes and their reasons therefore.

2. Proposed amendments to this Constitution shall become effective upon approval of the members voting, provided that notice of the proposed changes has been sent to all members of the Academy at least thirty days before such voting. The notice must contain the exact wording of any change proposed, the explanation provided by the petitioners, and may also contain an analysis of the impact the changes will have upon the Academy if enacted.

#### **ARTICLE XVIII. DISSOLUTION**

In the event of dissolution of this corporation all of its assets shall be distributed by the Council in accordance with Section 45 and/or Section 55C of the General Not for Profit Corporation Act - 1963, to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code for Income Tax purposes. Only organizations that promote physical or biological sciences in the State of Illinois may be beneficiaries.

# **BYLAWS**

Proposed version for April 2022

## **ARTICLE I. MEMBERSHIP**

1. The membership year shall be for one year from acceptance of membership and payment of dues. Renewal of lapsed membership is retroactive to the first day of expiration, up to one year. After one year of lapsed membership, the membership year is set to a new date of acceptance of membership and payment of dues.

2. Membership categories shall be:

A. Regular: available upon payment of dues by any individual who has an interest in the physical or biological sciences and the objectives of the Academy.

B. Student: open to students so certified annually by their advisors or instructors.

C. Junior: open to high school and junior high students who must register annually

D. Life: availability is the same as that of regular membership upon one-time payment of the sum set by these Bylaws.

E. Fellow: bestowed by the Council upon deserving regular, life, or honorary members.

F. Contributing: regular members who pay more than the established dues as provided by Bylaw II.

G. Organizational: open to commercial organizations, societies, governmental, and educational institutions upon payment of the established annual fee.

H. Honorary: restricted to past or present residents of Illinois who have made outstanding contributions to science and have been elected by the Council.

I. Emeritus: restricted to individuals who have been regular members for at least fifteen years and have retired from full-time salaried professional positions. Members in this category are entitled to receipt of all Academy communications.

J. Family:

1. Family membership includes the principal member and immediate family members.

2. Full names of all ISAS family members are required with each membership application and/or renewal.

3. Family membership dues will be one and one half times that of a regular membership.

4. Family membership entitles the family to access to the *Transactions* (including supplements) and other publications, announcements, etc., through the principal member. Mailings will be sent to the principal member address on file at the ISAS Central Office. Only the principal member may vote in Academy business.

5. Family members may register for the ISAS Annual Meeting and participate in other ISAS activities and/or offers at the rates summarized below:

a. First Family Member--at the same rate as a regular Individual Member.

b. Other Family Member(s)--same rate as a regular Student Member.

**ARTICLE II. DUES AND SUBSCRIPTIONS**

- 1. Dues shall be as follows:

Regular member, annual	\$ 45.00
Student member, annual	One half Regular membership
Junior member, annual	No dues
Life Member, single payment	15 times Regular Member dues
Fellow	Same as for regular or life member.
Contributing member, annual	\$ 100.00 or more
Organizational Member, annual	\$500.00 or more
Emeritus member	No dues
Honorary member	One per year; no dues; this is a life appointment for which the Council shall budget the cost of one Life Membership each year.
Family membership	1 1/2 times Regular membership

- 2. If a member chooses to convert to a Life Membership, the dues therefore may be reduced by \$4.00 for each year that regular dues were paid by the member.
- 3. The annual library subscription rate for the *Transactions* of the Academy shall be \$60.00.

**ARTICLE III. REMOVAL FROM MEMBERSHIP**

If no appropriate dues have been received by the Academy from a member within three months following the dues anniversary, that member will be removed from the roster and will lose all privileges of membership.

**ARTICLE IV. ELECTIONS AND OTHER VOTING PROCEDURES**

- 1. Amendments to the Constitution will be effected and elections for office will be conducted by electronic or postal mail balloting of the general membership of the Academy. Any Constitutional change and election require a simple majority of those members voting.
- 2. A slate of candidates shall be prepared by the Committee on Nominations and Elections, containing at least one candidate for each position to be filled, and sent to the membership at least four (4) months prior to the Annual Meeting. If members wish to add candidates by petition, they must submit such a petition two (2) months prior to the Annual Meeting. The petition must contain name of the petition candidate, a letter from the candidate stating willingness to serve if elected, and ten (10) signatures of voting members in good standing supporting the nomination. One month before the Annual Meeting, the final slate and ballot will be provided to the members.
- 3. The members must be allowed a minimum of two (2) weeks to return their ballots after the balloting has been initiated.
- 4. Completed ballots must be returned electronically, or in the case of postal mail voting to the designated address in an envelope that is clearly marked by sender with signature, printed name and full address to be considered a valid ballot.
- 5. Upon receipt of the ballots, a majority of the Nominations and Elections Committee will certify the vote was conducted fairly and according to Academy rules. Candidates may not serve in certification of their own election races; in those elections where a conflict exists, the chair will designate a replacement for certification purposes. Upon certification of the count, the results will be forwarded in a written report to the Academy President for further dissemination. A simple majority of votes cast is required for election to office or Council.

6. Divisions may conduct their elections for Division Chairs and other Division officers by electronic ballot, postal mail or at the annual meetings. If no willing candidates for office can be nominated for election, the Council reserves the right to appoint.

#### **ARTICLE V. COUNCIL**

1. In addition to the three regular meetings of the Council, additional meetings may or must be called by the President for the purpose of dealing with governance matters of such a serious nature that postponement would not be in the best interest of the Academy.

2. For any special meeting, notice of its physical or electronic location, date, time, and agenda must be received at least 10 days before the intended date.

3. The President may call special meetings of the Council upon approval or recommendation of the Executive Committee. The President must call special meetings upon petition by 10 voting Council members or 50 voting members of the Academy.

4. Upon resignation of a Council Member or when a Council Member's position has been declared vacant, such vacancies are filled by candidates nominated by the President and elected by Council. Council members so elected serve only for the remainder of the term or until the next regular election.

5. The representative from the Illinois State Museum on the Council is appointed by the Director of the Museum.

#### **ARTICLE VI. OFFICERS AND EXECUTIVE COMMITTEE**

1. The functions, duties, and tasks for each Officer of the Academy are set forth in position descriptions and detailed instructions, which are presented to the officers upon election and which are available upon request to all candidates for office before election. The most recent versions of position descriptions and instructions shall be maintained by the Secretary as well as at the Business Office of the Academy.

2. The Executive Committee shall meet minimally twice yearly in addition to the Council meetings.

3. The first of these meetings shall be held soon after the annual meeting. The purpose of this meeting is to develop the program plans for the coming year which are to be presented to the Council at its first meeting, as specified in the Constitution (Article VII, Section 3 E).

#### **ARTICLE VII. COUNCIL COMMITTEES**

1. Standing committees of the Council, each consisting of at least three (3) members, shall be:

*A. Budget and Finance*

*Duties: Prepares an annual budget for the upcoming fiscal year reflecting both anticipated income and expenditures, to be presented to Council for approval at its regular Winter meeting. Oversees and advises on appropriate investment of the Academy's financial assets. Prepares analyses of anticipated financial impact of newly proposed legislation or programming. The Treasurer shall chair this committee and the President shall be an ex officio member.*

#### B. Communications

*Duties: Organizes, maintains, and oversees consistent and appropriate internet, social media, and printed presence of the Academy. Advises the executive officers and propose communications changes for the Academy to the Council. Collaborate with other committees to draft statements of advocacy. Monitors security of the Academy's online presence and recommends changes in consultation with the webmaster and other platform contributors. The Secretary shall chair this committee and the Director of Communications and Program Planning and the Academy's Webmaster shall be a members of the committee. The President shall be an ex officio member.*

#### C. Nominations and Elections

*Duties: Develops the slate of officers, councilors, and other positions for the annual elections. Consults with President on potential candidates for interim appointments for vacated Council or Committee positions. Approves the ballots for all elections, receives the results of all elections and communicates the results to the President, and decides a resolution to any ballot or election concerns. Chaired by the President-elect, with the Immediate Past-President as ex officio.*

#### D. Science Education and Outreach

*Duties: Promotes science teaching programs at the Annual Meeting. Establishes linkages and maintains liaison activities with state and national science and science teaching organizations, including junior academies of science. Recommends to the President and Council activities for adoption by the Academy or its members for the advancement of science education in schools, colleges and universities in the State of Illinois, consistent with Article II of the Constitution. A member of the Executive Committee will be appointed by the President to chair this committee.*

#### E. Constitution and Bylaws

*Duties: Reviews the complete official documents of the Academy for consistency and applicability every four years from the start of the previous full review. The mandated committee review will produce a proposal for updating the Constitution and Bylaws, or a report that no changes are needed, at a time no later than the first fall Council meeting one year following reconstitution of this committee. This committee will be charged to begin review at the time of the Annual Meeting in an even-numbered year, appointed by the President. At least two members of the next Executive Committee shall be included on this committee. This committee does not preclude the membership or Council from proposing changes and amending the Academy's Constitution or Bylaws by the processes described within those documents at other times, as warranted.*

2. When deemed necessary for the proper conduct for the Academy's operation, the President may create additional committees, provided that the tasks of such committees are specified and the duration of each committee's existence is established at the time of its creation.

### **ARTICLE VIII. TECHNICAL DIVISIONS**

1. Election for Division Chairs may be conducted at the annual meeting by the members present, or by electronic or mail ballot if deemed more appropriate by the Division members.
2. Whenever the electronic or mail ballot procedure is selected, the election must be held in conjunction with Academy's annual election.
3. Division Chairs may be reelected upon completion of any number of terms.
4. In the case a Division Chair becomes vacant or non-functioning, the President of the Academy will nominate and Council approve a new Chair for the remainder of the existing term.

### **ARTICLE IX. ANNUAL MEETINGS**

1. The Annual Meetings are scheduled by the Council, in response to an invitation by the host institution, and the sites are selected with due consideration to rotation throughout the State of Illinois, so that all members have the benefit of having close proximity to the meetings on a periodic basis.
2. The Vice President elected for a particular Annual Meeting is charged with local arrangements, may appoint local committees for planning and executing the Annual Meeting.
3. The Vice President is bound by the budget approved by the Council, and is required to prepare a report to be presented at the next regularly scheduled Council meeting. The report shall include a full accounting of all the income and expenses incurred, as well as a general description of planning and operating procedures and their results.

### **ARTICLE X. FINANCE**

The fiscal year of the Academy shall be from 1 January through 31 December.

### **ARTICLE XI. CHANGES IN BYLAWS**

These Bylaws may only be changed by the following procedures:

1. Changes may be proposed by the Committee on Constitution and Bylaws, five (5) Councilors, or twenty (20) voting members of the Academy by submitting the exact text of the proposed Bylaw change, a rationale explanation of the desirability for the change, and an analysis of the impact the change will have upon the Academy if enacted.
2. Upon filing, the proposed change will be considered by the Council, and a notification will be sent to the membership.
3. Specified dates of a comments period for the membership of no less than 30 days must be provided before the Council can enact the changes by voice vote, electronic vote, or mail ballot.

### **ARTICLE XII. FELLOWS AND HONORARY MEMBERS**

1. Annually, a slate of candidates may be presented to Council for election to Fellow or Honorary Member Status. There shall be no more than one award of Honorary Membership each year.
  - a. Candidates for Fellowship must be members who have made outstanding contributions to science. Many will be recognized by their scholarly publications such as articles

in refereed journals of science or in the form of monographs with quality publishers, others by their significant and documentable service to organizations of science.

b. Candidates for Honorary Membership must be past or present residents of Illinois who are distinguished scientists with exceptional contributions to any one of the physical or biological sciences. Candidates should have established an international reputation and stature.

2. The nominations are solicited from the membership. If any nominations are suggested, an *ad hoc* committee must be formed by the President to consider the nominees, to solicit relevant information for considering the nominees, and to present those nominees who are recommended by unanimous decision of the Committee to the members of the Council for vote. Two-thirds of the responding members of the Council are required to elect Fellows or Honorary Members. This process may be completed by electronic communications.

### **ARTICLE XIII. RESEARCH GRANTS**

1. When Academy funds permit and are allocated in the budget, Research Grants may be awarded to fund worthy grant proposals.

2. An Research Grants Coordinator will be confirmed by vote of the Council and serve at the pleasure of the Council to run the grants program.

3. The Research Grants Coordinator develops and implements a program to encourage scientific inquiry by students. The Administrator will follow grants program eligibility criteria established by the Council, prepare specific guidelines to be announced to the membership, answer inquiries about the program, arrange proposal receipt, facilitate review of proposals received, suggest a yearly grants budget to the Budget and Finance Committee, notify the winners, and inform the President, Secretary, Treasurer, and Webmaster of the names and affiliations of grant recipients along with other details as needed for announcements and dispersal of the grant funds.