



## Constitution and Bylaws: April 30, 1991 (1991)

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# National Academy of Sciences

Constitution and Bylaws

April 30, 1991

Peter H. Raven  
Home Secretary

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Constitution and bylaws,  
April 30, 1991 /

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# Constitution

As amended and adopted Apr. 17, 1872, and further amended Apr. 20, 1875; Apr. 21, 1881; Apr. 19, 1882; Apr. 18, 1883; Apr. 19, 1888; Apr. 18, 1895; Apr. 20, 1899; Apr. 17, 1902; Apr. 18, 1906; Nov. 20, 1906; Apr. 17, 1907; Nov. 20, 1907; Apr. 20, 1911; Apr. 16, 1912; Apr. 21, 1915; Nov. 11, 1924; Nov. 9, 1925; Oct. 18, 1927; Nov. 18, 1929; Sept 18, 1930; Apr. 24, 1933; Apr. 27, 1936; Apr. 28, 1937; Apr. 22, 1940; Oct. 26, 1942; Apr. 26, 1949; Nov. 15, 1960; Oct. 12, 1964; Oct. 25, 1971; Oct. 23, 1973; Apr. 27, 1976; Apr. 23, 1985.

## Preamble

Empowered by the act of incorporation enacted by Congress and approved by the President of the United States, on the 3d day of March A.D. 1863, and in conformity with amendments to said act approved July 14, 1870, June 20, 1884, and May 27, 1914, the National Academy of Sciences adopts the following amended Constitution and Bylaws:

## Article I. of Members

**Section 1.** The Academy shall consist of members, members emeriti, and foreign associates. Members must be citizens of the United States.

## Article II. of the Officers and Organization

**Section 1.** The officers of the Academy shall be a president, a vice president, a foreign secretary, a home secretary, and a treasurer to be chosen from the membership.

The president shall be elected for a term to be established in each individual case by the Council and may be reelected. The election of the president shall be by a mail ballot conducted

prior to the annual meeting next preceding the July 1 on which he or she is to take office.

The vice president, the home secretary, the foreign secretary, and the treasurer shall be elected for terms of four years and may be reelected. The election of these officers shall be by a mail ballot conducted as further provided in the Bylaws prior to the annual meeting next preceding the July 1 on which they are to take office.

The date of expiration of the terms of all offices shall be June 30. Should a vacancy occur in any office, except that of the president, the Council may appoint an officer to serve until June 30 following the annual meeting at which that officer's successor is elected. Should the office of president become vacant, the vice president shall become acting president until the Council can arrange for an election to take place.

## **Council**

**Section 2.** The officers of the Academy, together with twelve members to be elected by the Academy, shall constitute a Council for the transaction of such business as may be assigned to it by the Constitution, the Bylaws, or the Academy.

## **Executive Committee**

**Section 3.** There shall be an executive committee of the Council of the Academy, composed of seven members, consisting of the president and vice president of the Academy, the home secretary of the Academy, the treasurer of the Academy, and additional members of the Council of the Academy appointed by the president.

Their terms as members of the executive committee shall be coterminous with the term of their other office.

Except those powers dealing with nominations to membership in the Academy, the executive committee between the meetings of the Council shall have all the powers of the Council of the Academy, unless otherwise ordered by the Council.

The president and home secretary of the Academy shall, respectively, be chairman and secretary of the executive committee.

## **Sections**

**Section 4.** The Academy shall be divided by the Council into sections representing the principal branches of scientific research. Each section shall elect its own chairman to serve for three years. The section chairman shall be responsible to the Academy for the work of that section.

## **Finance Committee**

**Section 5.** There shall be a finance committee, of which the treasurer shall be chairman, consisting of the president of the Academy (or the vice president as president pro tempore), the treasurer, and not more than six other members of the Academy appointed by the president, one of whom shall be a member of the Governing Board of the National Research Council.

It shall be the duty of the finance committee to provide for the safe custody of all financial resources of the Academy and to determine all matters relating to the purchase and sale of securities held absolutely or in trust.



## **President**

**Section 6.** The president of the Academy, or, in case of absence or inability to act, the vice president shall preside at the meetings of the Academy and of the Academy Council; shall name all committees except such as are otherwise especially provided for; and shall, as authorized by the Council, refer all investigations requested by the Government of the United States to members or other persons especially conversant with the subjects. In the event of the need for expeditious action, the president may act on requests by the Government of the United States and report such actions to the Council at its next meeting.

The president shall serve as chairman of the National Research Council and of its Governing Board, except that in case of the president's prolonged absence or inability to act, the Academy Council shall designate the vice president as the acting chairman.

## **Government Requests**

The president shall be ex officio a member of all committees empowered to consider questions referred to the Academy by the Government of the United States.

## **Secretaries**

**Section 7.** The foreign and home secretaries shall conduct the correspondence proper to their respective departments, advising with the president and Council in cases of doubt, and reporting their action to the Academy at one of the stated meetings in each year.

## **Treasurer**

**Section 8.** The treasurer shall attend to all receipts and disbursements of the Academy, giving such bond and furnishing such vouchers as the Council may require; shall collect all dues, assessments, and subscriptions, and keep a set of books showing a full account of receipts and disbursements and the condition of all funds of the Academy; and shall be the custodian of the corporate seal of the Academy.

## **National Academy of Engineering**

**Section 9.** The National Academy of Engineering is established as a separate membership organization of the National Academy of Sciences, under Articles of Organization adopted by the Council of the National Academy of Sciences.

## **Institute of Medicine**

**Section 10.** The Institute of Medicine is established as a separate membership organization of the National Academy of Sciences under terms of a charter adopted by the Council of the National Academy of Sciences.

## **National Research Council**

**Section 11.** Pursuant to requests by the President of the United States in 1918 and 1956 the Academy shall perpetuate the National Research Council.

## **Article III. of the Meetings**

### **Academy**

**Section 1.** The Academy shall hold one stated meeting, called the annual meeting, in April of each year in the city of Washington and such other meetings as may be scheduled by the Council. The Council shall have the power to determine the location for such other meetings, and to fix the date of each meeting. The members shall be notified of such other scheduled meetings at least sixty (60) days in advance of the fixed date for such meeting.

The Council shall define the objectives and general content of all meetings and shall establish, under direction of the home secretary, committees on arrangements for the meetings as it deems appropriate.

## **Article IV. of Elections and Regulations**

**Section 1.** All elections of officers and members shall be by ballot, and each election shall be held separately.

**Section 2.** The Council shall have general supervision over the election of the officers of the Academy. It shall set the dates for holding the elections and shall appoint any necessary nominating committees.

### **Election Procedure**

**Section 3.** Election of members shall be held at the annual meeting in Washington in the following manner: There shall be two ballots — a preference ballot, which shall be transmitted by

mail, and a final ballot, to be taken at the meeting.

## **Article V. of Reports**

### **Annual Report**

**Section 1.** An annual report shall be presented to Congress by the president and shall contain the annual reports of the treasurer and the auditing committee, a suitable summary of the reports of the committees in charge of trust funds, and a record of the activities of the Academy for the fiscal year immediately preceding, and other appropriate matter. This report shall be presented to Congress by the president after authorization by the Council. It shall also be presented to the Academy at the annual meeting next following.

### **Treasurer's Report**

**Section 2.** The treasurer shall prepare a full report of the financial affairs of the Academy at the end of the fiscal year. This report shall be submitted to the Council for approval and afterward presented to the Academy at the next stated meeting. The treasurer shall also prepare a supplementary financial statement to December 31 of the ensuing fiscal year for presentation at the annual meeting.

### **Government Requests**

**Section 3.** Propositions for investigations or reports by the Academy shall be submitted to the Council for approval, after which they shall be acted on by the president, who will report their results to the sponsoring body.

## **Article VI. of Trust Funds and their Administration**

### **Trusts**

**Section 1.** Devises, bequests, donations, or gifts having for their object the promotion of science or the welfare of the Academy may be accepted by the Council for the Academy. Before the acceptance of any such trust the Council shall consider the object of the trust and all conditions or specifications attaching thereto. The Council shall make a report of its action to the Academy.

### **Medals**

**Section 2.** Medals and prizes may be established in accordance with the provisions of trusts or by action of the Academy.

### **Trust Fund Committees**

**Section 3.** Unless otherwise provided by the deed of gift, the income of each trust fund shall be applied to the objects of that trust by the action of the Academy on the recommendation of a standing committee on that fund.

## **Article VII. of Delegations of Authority**

**Section 1.** The Council, the president, and other officers may delegate their several authorities to appropriate officials of the National Academy of Sciences or the National Research Council except with respect to those authorities concerning membership affairs.

## **Article VIII. of Additions and Amendments**

**Section 1.** Additions and amendments to the Constitution shall be made only at a stated meeting of the Academy. Notice of a proposition for such a change must be submitted to the Council, which may amend the proposition and shall report thereon to the Academy. Its report shall be considered by the Academy in committee of the whole for amendment.

The proposition as amended, if adopted in committee of the whole, shall be voted on at the next stated meeting, and if it receives two-thirds of the votes cast it shall be declared adopted.

Absent members may send their votes on pending changes in the Constitution to the home secretary in writing, and such votes shall be counted as if the members were present.

# Bylaws

Revised and adopted Apr. 25, 1950; amended Apr. 26, 1954; Apr. 28, 1959; Apr. 26, 1960; Apr. 24, 1962; Nov. 30, 1962; Oct. 12, 1964; Apr. 27, 1965; Oct. 11, 1965; Apr. 26, 1966; Oct. 17, 1966; Oct. 23, 1967; Apr. 23, 1966; Apr. 27, 1971; Oct. 25, 1971; Apr. 23, 1973; Oct. 23, 1973; Apr. 22, 1975; Apr. 27, 1976; Apr. 26, 1977; Apr. 25, 1978; Apr. 28, 1981; Apr. 26, 1983; Apr. 23, 1985; Apr. 28, 1987; Apr. 26, 1988; Apr. 30, 1991.

## I. of Members

1. The holders of the medal for eminence in the application of science to the public welfare shall be notified, like members, of the meetings of the Academy and invited to participate in its scientific sessions.

2. The Academy may elect not more than fifteen foreign associates each year. Not more than two of these may be resident foreign associates.

3. A member of the Academy who relinquishes United States citizenship shall become a foreign associate; a foreign associate of the Academy who becomes a citizen of the United States may remain a foreign associate, or may elect to become a member of the Academy.

4. A member who wishes to be relieved of the duties of active membership and requests emeritus status, or whose dues fall in arrears for three successive years, shall be transferred to the roll of emeritus members by action of the home secretary.

5. Emeritus members and foreign associates shall have the privilege of participating in the

meetings of the Academy, and communicating papers, and shall be entitled to a copy of the publications of the Academy, but shall not be subject to its assessments. They shall neither vote nor sign instruments of election of members or officers of the Academy.

6. Resignations from membership shall be addressed to the home secretary, who will report them to the Council.

Not earlier than four years after a member's resignation the Council, by a two-thirds vote, may provide for reinstatement to membership.

## **II. of the Officers and Organization**

### **Council of the Academy**

1. Stated meetings of the Council shall be held at least four times annually, and six members shall constitute a quorum for the transaction of business. Special meetings of the Council may be convened at the call either of the president and two other members of the Council or of four members of the Council. A vote of the Council may be taken by mail, the result being promptly reported to all members of the Council.

The home secretary shall keep minutes of the Council meetings and maintain a record of Council actions.

The Council, after considering the recommendations of a committee of its members, shall have the power to fix the compensation and allowances of the president of the Academy and of other officers for whom the Council may find it desirable to provide compensations and allowances. Members of this committee shall be selected from those members of the Council who



are not in receipt of any compensation from the Academy.

The Council shall have the power to approve the appointment of and to fix the compensation of the principal personnel necessary for the conduct of the affairs of the Academy.

It shall be the responsibility of the president to prepare and present to the Council an annual general budget for the activities of the Academy. The Council shall provide for a review of the proposed budget by a committee designated from among its members. After consideration of the committee recommendations, the Council shall adopt the annual general budget for the Academy including that for the National Research Council.

The Council shall designate four of its members and officers, in addition to the president and vice president, to represent the Council in the governance of the National Research Council.

### **Executive Committee of the Council**

2. In the absence of the president and the vice president or home secretary, the Executive Committee may select from among its members a chairman or a secretary pro tempore.

The Executive Committee shall keep regular minutes and shall, after each of its meetings and before the next scheduled meeting of the full Council, report all of its proceedings to the Council for their information.

Meetings of the Executive Committee shall be held at any time, on call of the chairman, on reasonable notice.

Four members of the Executive Committee shall constitute a quorum.

## **National Research Council**

3. The Governing Board of the National Research Council shall consist of (1) the president and vice president of the National Academy of Sciences, and four other members of the Council of the National Academy of Sciences designated by the Council; (2) the president of the National Academy of Engineering and four other members of the Council of the National Academy of Engineering, designated by that Council; and (3) the president of the Institute of Medicine and one other member of the Council of the Institute of Medicine, designated by that Council.

4. There shall be an Executive Committee of the Governing Board consisting of six members of the Governing Board as follows: the president of the National Academy of Sciences, who shall serve as chairman, and two other members of the Council of the National Academy of Sciences designated by the president of the National Academy of Sciences; the president of the National Academy of Engineering and one other member of the Council of the National Academy of Engineering designated by the president of the National Academy of Engineering; and the president of the Institute of Medicine. The president of each organization may also designate from their respective Councils an alternative member of the Executive Committee who may attend and serve as a member of the Executive Committee at any meeting of the Committee at which the president, or a designated member if any, from that organization is absent.

5. The Council of the National Academy of Sciences shall have continuing authority to amend the Articles of Organization of the Nation-

al Research Council, but the Council may not change the corporate relationship of the National Academy of Sciences to the National Research Council.

### **Section Chairmen**

6. The term of service of each section chairman shall be three years, to date from the May 1 following election; provided however that in order to secure continuity and rotation in office, the Council may on occasion, after consultation with the Section, set a different term not to exceed three years for any section chairman. The chairman of each Section shall be elected by mail ballot of the Section, the member receiving the highest number of votes cast to be deemed elected. In each vote by secret ballot, each member shall be entitled to vote for no more candidates than the number of vacancies to be filled. Each chairman shall solicit nominations for a successor, either at the Section meeting preceding the chairman's last year of service or by mail, as specified by the Sectional Procedures. The chairman shall then conduct the election at a time not later than the Informal Ballot (September 20) in the chairman's last year of service, and shall report the results to the home secretary. No chairman shall be elected to serve two successive terms. Should an office of section chairman become vacant, the president is empowered to appoint a temporary chairman to serve until a successor is elected.

### **Classes and Class Officers**

7. After consideration of recommendations from the Council, the Academy may establish several Classes, each of which shall be com-

posed of members of one or more Sections grouped according to the relationships among their respective branches of science.

Each Class shall hold an annual meeting at the time of the annual meeting of the Academy.

Each Class shall elect from its own membership by mail ballot a chairman and a secretary from nominations made at the annual meeting of the Class. In each vote by secret ballot, each member shall be entitled to vote for no more candidates than the number of vacancies to be filled. The chairman and secretary shall serve for three years from the July 1 following their election; provided however that in order to secure continuity and rotation in office, the Council may on occasion, after consultation with the Class, set a different term not to exceed three years for any class officer. Should either office become vacant, the president is empowered to appoint a temporary chairman or secretary to serve until a successor is elected. No chairman or secretary shall be elected to the same office for two successive terms.

### **Class Membership Committees**

8. Each Class shall have a membership committee broadly representative of the various disciplines included in the Class, whose voting members shall not serve for more than three successive years, and shall be selected from among Class members other than class officers as follows:

(a) Each Section shall be represented by the section chairman, unless a Section representative is otherwise appointed or elected not later than September 20 in accordance with duly adopted Sectional Procedures. If the Section

representative cannot serve, the chairman of the Section shall appoint an alternate.

(b) Members-at-large, in number equal to the number of Sections in the Class, plus an additional number not to exceed three, shall be elected annually by mail ballot of the entire Class from a list of Candidates nominated at the annual meeting of the Class; there shall be at least one but not more than two members-at-large from each Section. In each vote by secret ballot, each member shall be entitled to vote for no more candidates than the number of vacancies to be filled. The ballot shall be sealed in an envelope bearing the typed or printed name and the signature of the member. If a member-at-large cannot serve, the chairman of the Class shall appoint an alternate.

(c) As many as three members, no two from the same Section, may be designated annually by the Council before December 31. In the event a Council designee cannot serve, the president shall appoint an alternate.

(d) Each Temporary Nominating Group shall send its chairman, or a designated representative, who shall meet with the appropriate Class Membership Committee, but shall not vote.

### **Secretaries**

9. It shall be the duty of the home secretary to give notice to the members of the place and time of all meetings, of all nominations for membership, and of all proposed amendments to the Constitution and Bylaws.

It shall be the duty of the home secretary to keep the minutes of each business and scientific

session, and after approval to enter these upon the permanent records of the Academy.

The home secretary shall keep a record of all grants of money or awards of prizes or medals made from trust funds of the Academy. The record for each grant of money shall include the following items: name of fund, date and number of the grant, name and address of recipient, amount of grant, and date or dates of payment, purpose of grant, record of report of progress.

10. The foreign secretary shall be responsible for conducting business with foreign Academies and shall supervise the nomination of foreign associates.

### **Treasurer**

11. The treasurer shall, upon appropriate authority, defray all the proper expenses of committees appointed to make scientific investigations, and in each case look to the organization requesting the investigation for reimbursement to the Academy.

The treasurer is authorized to act ex officio as the treasurer of the National Research Council.

The accounts of the treasurer shall, immediately after the close of each fiscal year, be audited by independent certified public accountants selected for the purpose by the Council. The report of these auditors shall be transmitted to the members together with the annual report of the treasurer.

12. All investments and reinvestments of either principal or accumulations of income of the trust and other funds of the Academy shall be made by the treasurer, in accordance with the policies specified by the Finance Committee, in the cor-

porate name of the Academy, in the manner and in the securities designated or specified in the instruments creating the several funds, or in the absence of such designation or specification, as prescribed by the Uniform Management of Institutional Funds Act, as adopted in the District of Columbia. Notwithstanding the foregoing, the treasurer, or in case of absence or inability to act, the president, shall have authority to execute investment transactions upon the written recommendation of the financial adviser without prior consultation with or approval by the Finance Committee, provided, however, that all such transactions promptly shall be reported to the Finance Committee. The treasurer shall report to the Council on the status of the funds invested for each trust fund committee, the amount of accumulated income, and the amount available for making awards as provided by the trust. On the basis of this report the Council shall allocate to the various trust fund committees an amount sufficient for making awards in that year.

The treasurer may invest the capital of all trust funds of the Academy that are not required by the instruments creating such funds to be kept separate and distinct in a consolidated fund, and shall apportion the income received from such consolidated fund among the various funds composing the same in the proportion that each of said funds shall bear to the total amount of funds so invested; provided, however, that the treasurer shall at all times keep accurate accounts showing the amount of each trust fund, the proportion of the income from the consolidated fund to which it is entitled, and the expenses and disbursements properly chargeable to such fund.

The treasurer shall have authority, under policies specified by the Finance Committee, to sell,

transfer, convey, and deliver in the corporate name and for the benefit of the Academy any stocks, bonds, or other securities standing in the corporate name.

### **Auditing Committee**

13. The president, with the approval of the Council, shall appoint a committee of three (3) members of the Academy to serve as an Auditing Committee. It shall be the function of this committee to review the report of the independent certified public accountants and make such recommendations to the Council as the committee may deem appropriate. The committee may cause to be made any other examinations of the financial records, the accounting records, and the system of internal control of the Academy that in its judgment, are necessary for the determination of the adequacy and accuracy of the treasurer's accounts.

### **Finance Committee**

14. The Finance Committee shall be empowered, subject to the approval of the Council, to employ competent investment counsel (hereinafter called the financial adviser) to advise with the committee upon the purchase and sale of all securities, mortgages, or other investments.

15. On the recommendation of the Finance Committee, the Council shall contract with a bank, trust company, or corresponding fiduciary institution, to serve as the custodian of securities, held in trust in the form of bonds, mortgages, and other property held for investment, to collect the income from them, to protect the Academy in respect to expirations, reissues, and



notifications, and to buy or sell securities on the order of the treasurer, in accordance with policies specified by the Finance Committee.

### **Contracts**

16. No contract shall be binding upon the Academy which has not been signed by the president or an agent designated by the president pursuant to approved policies and regulations established by the Council.

### **Dues**

17. The assessments required for the support of the Academy shall be fixed by the Academy on the recommendation of the Council and shall be payable within the fiscal year for which they are assessed.

### **III. of the Meetings**

1. Scientific sessions of the Academy, unless otherwise ordered by a majority of the members present, shall be open to the public; sessions for the transaction of business shall be closed.

2. The home secretary shall make provision for the registration of members in attendance at a meeting, and the names of the members who registered shall be entered in the minutes of the meeting.

3. At a business session one hundred members shall constitute a quorum and only members shall vote.

4. At the business sessions of the Academy the order of procedure shall be as follows:

- (a) Chair taken by the president or, in the absence of the president, by the vice president.
- (b) Minutes of the preceding session approved.
- (c) Stated business.
- (d) Reports of the president, vice president, secretaries, treasurer, and committees.
- (e) Business from Council.
- (f) Other business.

The rules of order of the Academy shall be Robert's Rules of Order Revised, unless otherwise provided by the Constitution or Bylaws of the Academy.

## **Deaths**

5. At each meeting any deaths of members, members emeriti, foreign associates, and public welfare medalists since the preceding meeting shall be announced. As soon as practicable, the home secretary shall designate a member to write, or to secure from other source approved by the home secretary, a biographical memoir of each deceased member.

## **IV. of Elections and Regulations**

### **Officers and Council of the Academy**

1. **Nominating Committee:** Before each annual meeting, the Council shall appoint a Nominating Committee of not fewer than nine members to serve for the ensuing year. No officer of the Academy or member of the Council, while holding office, shall be a member of the Nominating Committee. In the appointment of the Nominating Committee due regard shall be

given to broad representation of the Academy's geographic distribution and scientific interests. Not later than the time of the annual meeting, the home secretary shall notify all members of the Academy of the membership of this committee. This notice shall include an invitation to send to any member of the Nominating Committee suggestions of possible candidates.

**2. Composition of the Council of the Academy:** Four members of the Council shall be elected annually to serve for three years from the next July 1. The election of members of the Council shall be by mail ballot. Should a vacancy in the Council occur, it shall be filled for the unexpired term at the next annual election of the Academy, except that the Council may make an interim appointment to this vacancy from among the members to serve until the vacancy is filled by election.

**3. Nominations of Officers (Other than President) and Council Members:** By August 15, the home secretary shall circulate to the membership a request for nominations for officers — other than that of the president — and for positions on the Council that will fall vacant. All such nominations must be received in the office of the home secretary by September 30. Nominations from the membership shall be made in writing and signed by at least twelve members, who have verified that their candidate is willing to serve if elected. The signatories of the petition shall satisfy the following requirements:

- (a) no more than five from any one Section;
- (b) no more than three from any one institution;
- (c) no more than one an officer or councilor;

- (d) at least one from a Class different from that of the nominee;
- (e) at least three states represented;
- (f) no signatory signing more than one petition for a given office (other than councilor).

No nominee for officer of the Academy, other than president, or for the Council shall have reached his or her sixty-ninth birthday at the time of election.

At a time and place designated by the home secretary, the Nominating Committee shall meet and prepare a slate of nominees for officers and Council positions to fall vacant. The slate shall include, but need not be limited to, all eligible members nominated in writing by the membership as provided above. The committee shall also assure itself of the availability of the members nominated for the respective office or Council position. The Nominating Committee shall see that two or more members are nominated for the position of officer of the Academy to fall vacant and any candidates nominated by the Nominating Committee shall be so designated on the ballot.

The Nominating Committee shall see that the slate of nominees for positions on the Council to fall vacant shall include not fewer than twice as many nominees as there are positions to be filled and that the geographic distribution and scientific interests of the Academy are broadly represented on the slate. If, for two consecutive years, the Council, excluding the officers of the Academy, does not include a member of a given Class then the home secretary shall establish in the next annual election a separate slate of Council nominees for election from that Class to one of the four memberships on the Council

becoming vacant. The Nominating Committee shall assure that not fewer than two candidates from the Class shall appear on this separate slate.

The chairman of the Nominating Committee shall bring the proposed slate of nominees to the Council for discussion prior to the submission by the Nominating Committee of such slate to the home secretary for preparation of a ballot.

#### **4. Election of Officers (Other than President) and Council Members:**

##### ***A. Ballot:***

Prior to December 15 preceding the June in which an office or Council position is to fall vacant, the home secretary shall prepare and mail to all members of the Academy a secret ballot containing the slate of nominees submitted by the Nominating Committee and shall accompany such ballot by a brief biography listing the professional accomplishments of each nominee.

In each vote by secret ballot, each member shall be entitled to vote for no more candidates than the number of vacancies to be filled.

The ballot shall be marked by each member and thus inscribed shall be sealed in an envelope bearing the printed or typed name and the signature of the member, and transmitted to the home secretary. The home secretary shall cause to be tabulated only those ballots received by January 31.

##### ***B. Officers:***

With respect to the election of officers of the Academy, other than president, the candidate receiving a majority of the votes cast is elected.

In case no candidate receives a majority, the home secretary shall inform the Council and shall then arrange for additional ballots. If there are more than two nominees, the home secretary shall remove from each successive ballot the name of the nominee receiving the smallest number of votes on the previous ballot. The home secretary shall promptly inform the membership of the outcome of the election.

### *C. Council Members:*

With respect to the election of members of the Council, when there is only one slate, the four candidates receiving the highest number of votes among those ballots cast are elected. In the event that there are separate slates for given Classes, the candidate in each separate slate receiving the highest number of votes from among those ballots cast on that separate slate is elected; and those candidates on the general slate receiving the highest number of votes among those ballots cast on the general slate are likewise elected to the remaining vacant memberships on the Council.

A tie vote affecting the election of the councilors shall be resolved by an additional mail ballot. The home secretary shall promptly inform the membership of the outcome of the election.

**5. Nomination of a President:** When a president is to be nominated, the Council shall set the term of office of the next president. No term shall be longer than six years; no individual shall serve for more than twelve years or past his or her seventy-first birthday. The Nominating Committee shall solicit suggestions on prospective candidates from each section chairman. Prior to submitting its recommendation to the Council,

the committee shall assure itself that each proposed nominee is willing and able to serve under such conditions as may be established by the Council.

At the June meeting of the Council, the Nominating Committee shall discuss with the Council an ordered list of potential nominees, and not later than the August meeting of the Council shall present its recommendations for approval. No later than November 1, the home secretary shall inform the membership of the nominee(s) recommended by the Nominating Committee and approved by the Council.

Additional nominations may be submitted to the home secretary; such nominations must be received in the office of the home secretary not later than December 10 immediately preceding the election. Each nomination must be supported by the signatures of at least fifty members of the Academy, and must be accompanied by evidence that the nominee is willing and able to serve under such conditions as may be established by the Council.

**6. Election of a President:** By December 15 prior to the June in which the office of president is to fall vacant, the home secretary shall mail to all members of the Academy a secret ballot containing the name(s) approved by the Council and designated as such, along with the names of other properly certified nominees together with a list of the names of those who have supported each such independent nomination.

In each vote by secret ballot, each member shall be entitled to vote for a single candidate.

To be valid, each member's ballot, shall be sealed in an envelope bearing the printed or typed name and the signature of the member, and must be received by the home secretary by

January 31, and election shall be by a majority of those voting. In case no candidate receives a majority, the home secretary shall inform the membership of the result of the ballot; the Council shall then arrange for additional ballots, and shall, if there are more than two nominees, remove from each successive ballot the name of the nominee receiving the smallest number of votes on the previous ballot. The home secretary shall promptly inform the membership of the outcome of the election.

**7. Special Elections:** The Council shall provide for special elections, following as nearly as possible the procedures for regular election, whenever a vacancy occurs in any of the five elected offices of the Academy.

**8. Removal of Officers:** By a vote of eight or more of the councilors, any officer may be suspended from office on the grounds of malfeasance, nonfeasance, or inability to perform the duties of the office. A complete explanation for such action by the councilors, together with a statement which may be volunteered by the suspended officer, shall promptly be submitted to the membership together with a mail ballot for ratification. If two-thirds of the members voting support the action of the councilors, that officer will have been removed from office and the Council shall arrange for a special election to fill that position.

### **Nomination and Election of Members**

**9. Total Number Elected:** Not more than sixty members shall be elected at the 1977 annual meeting and in later years.



**10. Annual Election Quotas:** The Council shall recommend to the Academy each year within the maximum number of new members established in the Bylaws, a quota for each Class, i.e., the number of members to be elected from the Nominees of that Class in the following year. These recommended numbers shall be open for discussion at the annual meeting of the Academy prior to their final determination by the Council.

The Class Membership Committees shall report to the Council, at the time the preference lists are submitted to the home secretary, on the number and quality of the Nominees and on such other matters as they deem relevant for consideration by the Council in establishing quotas for the following year.

**11. Candidacy and Nomination:** To be considered for membership in the Academy, a person must be a citizen of the United States and must be proposed by a member of the Academy. Such proposal shall be in writing, addressed to a Section or Sections, or to a Temporary Nominating Group or Voluntary Nominating Group, or to the Council. The proposal must include a summary, not to exceed two hundred fifty words, of the person's scientific accomplishments and a selected bibliography of not more than twelve publications. The nomination shall include a statement, in the form of a citation not to exceed fifty words, identifying the primary scientific achievements of the Nominee. A *Candidate* so formally proposed will be considered according to appropriate Sectional or Intersectional Procedures, or those appropriate to a Temporary Nominating Group or Voluntary Nominating Group; favorable consideration as indicated below will place the name as a *Nomi-*

*nee* before the appropriate Class Membership Committee. Favorable action by the Class Membership Committee will place the name before the full membership of the Academy as a *Class Nominee* on the Preference Ballot.

## **12. Consideration of Candidates:**

### ***A. Sectional:***

Each Section is encouraged to develop appropriate procedures, consistent with article IV.19 and other articles of these Bylaws, to identify individuals in the field who should be considered, and to avoid unprofitable repetitions in succeeding years. At an appropriate time each year, each section chairman shall bring to the attention of the members of the Section a list of all names which have been submitted by the members of the Academy or by others, as worthy of being proposed for nomination, inquiring for which of these names each Section member is willing to prepare a proposal for candidacy.

A Section may formulate a Sectional Procedure to identify Candidates with the strongest support, to review credentials, and to eliminate unprofitable repetitions. Such a Sectional Procedure shall lead to an Informal and Formal Ballot as defined below. A Sectional Procedure, after approval by a majority of the Section members voting in a mail ballot, shall become effective for the next election cycle and until revised by the Section. A copy of the Sectional Procedures shall be filed with the home secretary and with the chairman and secretary of the Class.

In default of a Sectional Procedure so adopted, all Candidates properly proposed to the Section by September 6 shall be voted upon in

the Informal Ballot conducted by the section chairman as prescribed in article IV.13 below.

***B. Intersectional:***

Candidates may be considered jointly by any two Sections; proposals for such Intersectional consideration shall be cosponsored by at least one member in each of the designated Sections. Such proposals shall be prepared in the same format as Sectional proposals and shall be submitted in writing to the chairman of each designated Section. Proposals to be considered intersectionally must be reported to the home secretary not later than September 15. Consideration of an Intersectional Candidate for placement on the Informal Ballot must conform to Sectional Procedures in each designated Section. An Intersectional Candidate who meets the requirements of any one Section may be carried forward as a Sectional Candidate of that Section. To be carried forward to the Formal Ballots of the two Sections, Intersectional Candidates must receive at least twenty-five percent of the vote on the Informal Ballot of each of the two Sections. The chairman of each Section or Temporary Nominating Group shall then certify to the home secretary, prior to December 8, the names of all Candidates who have been voted for on the Formal Ballots, together with a statement of the number of votes each Candidate received and of the number of members voting. Of these, all Candidates who receive the votes of two-thirds of the members voting in any one Section or Temporary Nominating Group, or a majority (however distributed) of the members voting in any two Sections on an Intersectional proposal, shall be declared Nominees. When the name of an Intersectional Nominee is transmitted to the

home secretary with the results of the Formal Ballots, the cognate section chairmen shall indicate their joint recommendation of the Class Membership Committee to which the Intersectional Nominee shall be assigned by the home secretary.

### *C. Voluntary Nominating Groups:*

A Voluntary Nominating Group may recommend a Nominee for consideration by a Class Membership Committee. Such a group must consist of at least twenty but not more than thirty members of the Academy, with no more than five affiliated with any one institution, and no more than twelve from any one Section of the Academy; and no member shall sign more than one Voluntary Nominating Group petition in any one year.

The Council may also act as a Voluntary Nominating Group, not subject to the above restrictions.

Each such nomination, accompanied by a properly edited statement of the Nominee's scientific accomplishments and principal contributions to science, shall be submitted by the chairman of the group to the home secretary prior to December 8, together with a recommendation as to the Class to which the home secretary should refer the nomination for consideration by the Class Membership Committee.

### *D. Temporary Nominating Groups:*

The Council, after consultation with the chairmen of the Sections and the chairmen of the Classes, may organize Temporary Nominating Groups either by subdividing a present Section into two or more groups or by forming new In-

tersectional or extrasectional groups. Such Temporary Nominating Groups may then nominate new members in accordance with the rules laid down for Sections.

A member who has been asked to serve on a Temporary Nominating Group by the Council shall retain Section and Class membership and shall continue to be entitled to the voting privileges of such membership.

When a Temporary Nominating Group is organized by the Council, the member of the group who is designated as chairman by the Council shall immediately notify each person in the group of its creation and composition and shall further transmit the specifications of the special branch of science which the group is to canvass. The chairman shall then obtain from the members of the group and other members of the Academy before September 6, proposals of names of persons in that special branch of science, to be considered in the election of new members by the Academy. Such proposals shall be placed before the group by the chairman, for discussion in conference and for informal balloting, not later than September 20. The Informal and Formal Ballots shall be governed by the same rules as ballots of Sections. The chairman shall report to the home secretary the results of the Formal Ballot of the group under the same rules as apply to Sections, together with a recommendation as to the Class to which each nomination should be referred for consideration by the Class Membership Committee.

#### *E. Foreign Associates:*

The foreign secretary shall solicit from each Section proposals for Candidates for foreign associate. Such Sectional proposals shall be

based upon Sectional ballots beginning with the Informal Ballot, unless otherwise provided by Sectional Procedures. The results of the Formal Ballot, accompanied by suitable biobibliographical information, shall be reported to the foreign secretary no later than December 8. No Section shall submit more than three nominations per year. The foreign secretary shall use these Sectional nominations to develop recommendations to the Council, which shall prepare a slate of Nominees for presentation at the annual meeting. Biobibliographic information on these Nominees shall be sent by the foreign secretary to members of the Academy at least two weeks before the annual meeting. These Nominees may be elected by a two-thirds vote of the members present at the annual meeting.

**13. Informal Ballot:** The chairman of each Section of the Academy shall submit to the members of the Section, not later than September 20 of each year, an Informal Ballot containing in alphabetical order, the names of all Candidates successful in preliminary ballots prescribed by Sectional Procedure or, in default of specific Sectional Procedures, the names of all Candidates proposed to the Section. On this Informal Ballot, each member shall place a mark by the names of those Candidates endorsed for nomination. The ballot thus inscribed shall be sealed in an envelope bearing the printed or typed name and the signature of the member, and transmitted to the section chairman. Ballots shall be received by the section chairman within four weeks. The results of this Informal Ballot shall be reported to the home secretary and to the members of the Section.

**14. Formal Ballot:** The chairman of each Section shall then, not later than November 1 of each year, submit to the members of the Section a new ballot based upon the results of the Informal Ballot. This Formal Ballot shall include all Candidates, ranked according to the Informal Ballot, who received forty percent, or more as specified by the Sectional Procedures, of the votes cast on the Informal Ballot, or in the case of Intersectional Candidates twenty-five percent or more of the vote on the Informal Ballot of each of the two Sections. Each member shall be expected to return this marked Formal Ballot to the chairman within four weeks, enclosed in an envelope bearing the printed or typed name and signature of the member.

In order to secure an adequate number of nominations the chairman, when necessary, shall obtain by personal solicitation a fuller vote of the Section.

The chairman of each Section or Temporary Nominating Group shall then certify to the home secretary, prior to December 8, the names of all Candidates who have been voted for on the Formal Ballots, together with a statement of the number of votes each Candidate received and of the number of members voting. Of these, all Candidates who receive the votes of two-thirds of the members voting in any one Section or Temporary Nominating Group, or a majority (however distributed) of the members voting in any two Sections on an Intersectional proposal, shall be declared Nominees.

A properly edited statement of the accomplishments of each Section Nominee shall be sent by the section chairmen to the home secretary along with the report on the Formal Ballot. The nomination should include a statement, in the form of a citation not to exceed fifty words,

identifying the primary scientific achievements of the Nominee. The home secretary shall establish guidelines to be used in the preparation of supporting statements for each nomination. These statements will be reproduced and distributed to the members of the Academy at the time of the Preference Ballot.

A Candidate receiving forty percent or more, but less than two-thirds, of the votes on the Formal Ballot shall continue in the status of Candidate.

**15. Preference Lists:** The home secretary shall convene the Class Membership Committees before March 1 to consider in detail the qualifications of each Nominee. At this meeting each committee shall be chaired by its class chairman and recorded by the class secretary, neither of whom shall vote. In the chairman's absence, the class secretary shall chair the meeting. In the absence of these class officers each committee shall then elect its own chairman and secretary pro tempore as needed; and such officers pro tempore shall retain their voting rights in the committee action. The home secretary shall provide each committee with statements of the accomplishments of each Nominee. Where appropriate, consideration of individual Nominees may be transferred from one Class Membership Committee to another; differences of opinion between committees on this point shall be decided by the home secretary.

From all the Nominees assigned to it, each Class Membership Committee shall prepare a preference list in which the Nominees shall be entered in the order determined by the committee, up to a total of 150 percent of the quota previously assigned to the Class by the Council, as this limit may be interpreted in the discretion of



the home secretary. The list shall then be certified by the committee chairman to the home secretary.

Sectional and Intersectional Nominees considered by the Class Membership Committees but not placed on the preference lists shall return to the status of Candidate for the following year.

Nominees of Temporary Nominating Groups and Voluntary Nominating Groups may be repropose as specified in IV.12.C and IV.12.D.

**16. Preference Ballot:** The home secretary shall then distribute to the entire membership a ballot containing separately the preference list of each Class Membership Committee, accompanied by (a) a copy of the statement of accomplishments of each Nominee and (b) the record of the voting in each Section and Temporary Nominating Group. The nomination should include a statement, in the form of a citation not to exceed fifty words, identifying the primary scientific achievements of the Nominee.

On this Preference Ballot so distributed by the home secretary, each member shall place a mark by the names of those Nominees judged worthy of election, to an extent not greater than one-half nor less than one-third of each list, as these limits shall be interpreted by the home secretary.

The ballot thus inscribed shall be sealed in an envelope bearing the typed or printed name and the signature of the member, and which shall be transmitted to the home secretary. The home secretary shall cause to be tabulated only those ballots received at least two weeks in advance of the business session of the annual meeting. If in any case it is impossible to determine who cast a ballot, or if more or fewer names have been

selected than the numbers specified by the home secretary, the ballot shall be rejected; but minor defects in a ballot shall be disregarded when the intent of the voter seems obvious to the home secretary.

**17. Final Lists:** On the basis of the Preference Ballot for each Class the home secretary shall prepare two combined lists: on List I the Nominees shall be entered in the order of the number of votes received by each in the Preference Ballot, provided that the total number of Nominees so entered for each Class shall not exceed the quota previously fixed for the Class by the Council; on List II the remaining Nominees shall be entered in the order of the number of votes received by each in the Preference Ballot.

**18. Final Ballot:** The final lists shall be presented to the membership of the Academy at the annual meeting. If because of a tie vote on the Preference Ballot it is impossible for the home secretary to determine on which list a Nominee should appear, the determination shall be made by a majority vote of the members present.

(a) The president, acting for the Council, may request permission to exchange a name on List II for one on List I, or to add a name or names from List II to List I, on grounds of the general interests of the Academy, without regard to previously assigned quotas, provided that the total number on List I shall not thereby exceed the maximum number that may be elected, as established by the Bylaws. If a majority of the members present favor the proposed change it shall be made.

(b) The chairman of any Section or any Temporary Nominating Group may request permission to interchange any Nominees of that Section or Temporary Nominating Group between List I and List II, without altering in any way the positions of other Nominees. If a majority of the members present favor such an interchange it shall be made.

(c) List I, as modified in accordance with the previous paragraphs, shall then be voted upon. Prior to this vote, however, any member may call for discussion of any Nominee on List I, and such Nominee shall be removed from List I unless a two-thirds majority of the members present and voting oppose the removal of the Nominee. A Nominee removed from List I in this way may not be replaced by another. If a member intends so to challenge any nomination at the annual meeting, the member should advise the home secretary, in writing, at least two weeks in advance of the business session of the annual meeting.

(d) The vote shall then be taken on the remainder of List I. If List I as modified receives a two-thirds majority of the members present and voting, the Nominees on this List are elected. If not, Nominees on the modified List I shall be voted upon individually, in the order of the number of votes received on the Preference Ballot. A Nominee who has received a majority of the votes cast on the Preference Ballot can be elected by a two-thirds voice vote; a Nominee who has received less than a majority of the votes cast on the Preference Ballot must, to be elected, receive two-thirds of the votes cast on a written ballot.

(e) After List I has been so considered, any Nominees who have been removed from List I for discussion as provided in article IV.18 (c) shall be voted on individually by ballot in the order of the number of votes received by each in the Preference Ballot, and any such Nominee receiving two-thirds of the votes cast shall be declared elected. Unless terminated earlier as provided below, the election shall terminate when all the Nominees on List I, modified as provided above, together with all those removed from List I for discussion as provided above, have been voted upon. [See IV.18 (d) above.]

(f) It shall be in order at any point in the course of an election to move that the election be closed. If two-thirds of those present vote in favor of such motion, it shall prevail, and the election shall thereupon terminate.

(g) The sizes of quotas shall be held strictly confidential as shall all discussions and communications regarding claims and qualifications of persons proposed for membership. Remarks and criticism made in this connection may not be communicated to any person who was not a member of the Academy at the time of the discussion; nor shall any instruments of election be released to any individual not a member of the Academy.

(h) A Nominee listed on the Preference Ballot who dies after the meeting of the Class Membership Committee may be elected posthumously by a majority vote of the members present at the annual meeting, voting without reference to quotas. There shall be no other posthumous election.

**19. Return to Candidacy:** Sectional and Intersectional Nominees appearing on the Preference Ballot and not elected shall return to the status of Candidate for the following year.

**20. Acceptance of Election:** Every Nominee elected shall accept membership, in writing, before the next annual meeting after the date of election. Otherwise, on proof that the home secretary sent appropriate formal notification of election, the name of the elected Nominee shall not be entered on the roll of members. A diploma, with the corporate seal of the Academy and the signatures of the officers, shall be sent to members and foreign associates on their acceptance of election.

Members of the Academy are permitted to choose the Section with which they wish to be affiliated, and no one shall be a member of more than one Section; but this does not preclude service on a Temporary Nominating Group at the request of the Council. Members may also change their Sectional affiliation by notification to the home secretary but such changes cannot be made oftener than once every three years unless the change is to a newly established Section or to a Section newly assigned to a new or different Class.

## **V. of Scientific Communications and Reports**

1. The Council may from time to time schedule sessions for contributed papers at scientific meetings of the Academy at which any member shall have the right to read a paper with notice of the same having been previously given to the home secretary.

2. Persons who are not members may read papers in scientific sessions of the Academy on invitation of the Council or of the home secretary, or on recommendation by an Academy member and approval by the home secretary.

### **Publications**

3. The Academy may provide for the publication, under the direction of the Council, of Proceedings, Scientific Memoirs, Biographical Memoirs, and Reports.

4. The Proceedings shall be primarily a medium of first publication for original articles, in brief form, of permanent scientific value.

The Scientific Memoirs shall provide opportunity for the publication of longer and more detailed scientific investigation.

The Biographical Memoirs shall contain an appropriate record of the life and work of the deceased members of the Academy.

The publication of the Proceedings, Scientific Memoirs, and Biographical Memoirs shall be under the general charge of the Council, which shall have final jurisdiction upon all questions of policy relating thereto.

### **Treasurer's Report**

5. The annual report of the treasurer shall be prepared in accordance with generally accepted accounting principles for the fiscal year of the Academy which shall end on June 30 of each year. It shall be presented to the Academy at the next stated meeting after approval by the Council and shall be published with that of the president to Congress and distributed to the members of the Academy in printed form.

## **VI. of Trust Funds**

### **Standing Committee — Research Funds**

1. Standing committees of the Academy on awards shall consist of at least three and not more than five members. In order to secure continuity and rotation in office in such committees, when not in conflict with the provisions of the deeds of gift, the members of the committee shall be appointed for staggered terms, each term of appointment to cover at least one award.

2. The annual reports of the committees on research funds shall, so far as the Academy has authority to determine their content, be in such form as to furnish the home secretary the information needed to fulfill the requirements of these Bylaws (II.9).

3. The committees on awards from trust funds shall be empowered to evaluate recommendations and to determine the recipients of the awards provided by the trust fund, consistent with the allocation of funds as determined by the Council.

## **VII. of Academy Property**

1. The property of the Academy is irrevocably dedicated to scientific and charitable purposes and no part of the net income or assets of the Academy shall inure to the benefit of private persons.

2. Upon the dissolution or winding up of the Academy, its assets remaining after payment or provision for payment of all debts and liabilities of the Academy shall be distributed to a nonprof-

it fund, foundation or corporation which is organized and operated for scientific and charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. The use and disposition on dissolution or winding up of real or personal property owned or used by the Academy in the various states of the United States and the District of Columbia shall be limited to the purposes stated in the foregoing sentence in such a manner as to satisfy the requirements of federal law and the laws of such states and the District of Columbia for exemption of such property from property taxation in such jurisdictions.

### **VIII. of Amendments**

1. On resolution of the Academy, on resolution of the Council, or on written proposal signed by five members, these Bylaws may be amended at any stated or special meeting of the Academy by a majority of the votes cast, provided thirty days' notice of the substance of the amendment be sent to all members.



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