

**CODE OF REGULATIONS
OF THE
OHIO ACADEMY OF SCIENCE**

March 1, 2019

Table of Contents

Code of Regulations

Article One Name, Purpose and Powers	1
Section 1.01 Name	1
Section 1.02 Organization and Purpose	1
Section 1.03 Principal Office.....	1
Section 1.04 Powers.....	1
Article Two Membership.....	1
Section 2.01 Members.....	1
Section 2.02 Additional Classes of Members	3
Section 2.03 Termination of Membership Interest	3
Section 2.04 Transfer of Memberships	3
Article Three Board of Trustees.....	3
Section 3.01 Authority of Board of Trustees	3
Section 3.02 Composition of Board of Trustees	3
Section 3.03 Nomination, Election and Appointment of At-Large Trustees	4
Section 3.04 Removal	4
Section 3.05 Resignation.....	4
Section 3.06 Death or Mental Incapacity	4
Section 3.07 Vacancies	5
Section 3.08 Compensation.....	5
Article Four Meetings of Members and Trustees	5
Section 4.01 Annual Meeting of the Members	5
Section 4.02 Regular Meetings of Board of Trustees	5
Section 4.03 Special Meetings of Board of Trustees	5
Section 4.04 Notice of Meetings	5
Section 4.05 Waiver of Notice	6
Section 4.06 Alternative Communication	6
Section 4.07 Actions Taken Without Meeting	6
Section 4.08 Conduct of Board of Trustees Meetings	7
Section 4.09 Record of Meetings.....	7
Section 4.10 Quorum.....	7
Section 4.11 Vote Requirements – Trustees	7
Section 4.12 Vote Requirements – Members	7
Article Five Powers and Limitations of the Board of Trustees	8
Section 5.01 Powers.....	8
Section 5.02 Limitations.....	8

Article Six Officers, Duties, & Election Process	8
Section 6.01	Titles of Officers.....8
Section 6.02	Automatic Succession of President-Elect8
Section 6.03	Call for Nominations8
Section 6.04	Slate of Candidates9
Section 6.05	Notification of Slate & Ballot Participation9
Section 6.06	Electronic Ballot.....9
Section 6.07	Election Results Certification9
Section 6.08	Method of Notice.....9
Section 6.09	Resignation.....9
Section 6.10	Removal9
Section 6.11	Death or Mental Incapacity10
Section 6.12	Vacancies10
Section 6.13	President.....10
Section 6.14	President-Elect10
Section 6.15	Treasurer11
Section 6.16	Secretary11
Section 6.17	Simultaneous Office Prohibited.....11
Section 6.18	Other Officers11

Article Seven Councils & Committees	11
Section 7.01	Purpose of Councils & Committees11
Section 7.02	Junior Academy Council12
Section 7.03	Senior Academy Council12
Section 7.04	Permanent Committees12
(a)	Executive Committee.....12
(b)	Finance Committee.....13
(c)	Personnel Committee13
(d)	Fellowship Committee13
(e)	Nomination & Election Committee13
(f)	Code of Regulations Committee13
(g)	Publications Committee14
Section 7.05	Special Committees.....14
Section 7.06	Subcommittees.....14
Section 7.07	Committee Records.....14
Section 7.08	Limitation of Authority14

Article Eight Employees, Agents and Volunteers	15
Section 8.01	Executive Director.....15
Section 8.02	Other Employees.....15
Section 8.03	Volunteers.....15
Section 8.04	Professional Advisors16
Section 8.05	Other Agents.....16
Section 8.06	Limitations.....16

Article Nine Financial Obligations	16
Section 9.01 Budget	16
Section 9.02 Internal Financial Statements	16
Section 9.03 Bank Accounts.....	16
Section 9.04 Checks.....	17
Section 9.05 Loans.....	17
Section 9.06 Investments	17
Section 9.07 Sale of Assets.....	17
Section 9.08 Prohibited Organizations	17
Section 9.09 Tax Requirements	17
Section 9.10 Financial Review.....	18
 Article Ten Conflicts of Interest	 18
Section 10.01 Conflicts of Interest	18
 Article Eleven Indemnification	 18
Section 11.01 Indemnification.....	18
 Article Twelve Dissolution.....	 19
Section 12.01 Dissolution Process	19
Section 12.02 Payment of Liabilities.....	19
Section 12.03 Dissolution	19
 Article Thirteen General Provisions	 19
Section 13.01 Corporate Seal.....	19
Section 13.02 Fiscal Year.....	19
Section 13.03 Notices.....	20
Section 13.04 Governing Law.....	20
Section 13.05 Amendment	20

CODE OF REGULATIONS OF THE OHIO ACADEMY OF SCIENCE

An Ohio Non-Profit Corporation

Article One

Name, Purpose and Powers

Section 1.01 Name

The name of this Corporation is **THE OHIO ACADEMY OF SCIENCE** (the "Academy").

Section 1.02 Organization and Purpose

The Academy is a non-profit Corporation under Chapter 1702 of the *Ohio Revised Code*. The Academy was formed in 1891 for the sole purpose of engaging in exclusively charitable, scientific (including, but not limited to, the advancement of science and science education in Ohio), literary and/or educational activities within the meaning of Section 501(c)(3) of the *Internal Revenue Code*, or any future amendments to that section or the corresponding section(s) of any future federal tax code (the "Code"). The Articles of Incorporation state the specific purposes for which the Academy was formed.

Section 1.03 Principal Office

The principal office of the Academy is located in Franklin County, Ohio. The Board of Trustees may change the principal office to any location within Ohio, at any time and for any reason.

Section 1.04 Powers

The Academy has such powers as are now or may in the future be granted for non-profit corporations under Ohio law. The Academy also has such powers as are now or may in the future be permitted for non-profit corporations that qualify under Section 501(c)(3) of the Code.

Article Two Membership

Section 2.01 Members

The Academy has two classes of membership: individual and institutional. The Academy may create additional classes of membership in the manner described in Section 2.02. To qualify as a member, an individual or institutional member must meet the requirements of commitment, dedication and service to the purposes of the Academy that the Board of Trustees deem necessary. The Board of Trustees will establish dues for each class of membership, which may be amended from time to time by a majority vote of the Board of Trustees. The classes and definitions of membership are as follows:

- 1) Individual Member – Any dues paying person interested in supporting the Academy and its purposes, or any person receiving a complimentary membership under the auspices of an institutional member. All individual members have one vote.
 - a) An individual member may become an Honorary Life Member if they meet the following criteria:
 - i) Honorary Life Members shall be active Individual Members of long standing who have rendered distinguished service to the Academy.
 - ii) Nomination of Honorary Life Members shall be by the Executive Committee.
 - iii) The Board of Trustees shall vote upon the nominations. A three-fourths favorable vote shall be necessary for election.
Honorary Life Membership shall be perpetual unless said member resigns or is removed as provided herein.
 - b) An individual member may be elected a Fellow if they meet the following criteria:
 - i) Fellows shall be active Individual Members who have rendered special service to the Academy and/or have made extensive, productive scientific, technical or educational contribution to science and society.
 - ii) Nomination of Fellows shall be by any Individual Member, including self-nomination.
 - iii) The Board of Trustees shall vote upon the nominations. A three-fourths favorable vote shall be necessary for election.
Fellow membership shall continue so long as the particular member remains a dues paying member of the Academy; or is a complimentary member under institutional membership. Fellow membership may become perpetual if said member also becomes an Honorary Life Member or an Emeritus Member.
 - c) An individual member may be awarded Emeritus Member status if they meet the following criteria:
 - i) Any Individual Member who has retired and who has been a member of the Academy for at least fifteen years may request to become an Emeritus Member.
 - ii) The Board of Trustees shall vote upon the request. A three-fourths favorable vote shall be necessary for election.
Emeritus Membership shall be perpetual, unless said member resigns or is removed as provided herein. Emeritus Members' votes shall be advisory only. Emeritus Members shall be exempt from the payment of dues.
- 2) Institutional Member – Businesses, academic institutions, governmental entities, trade and professional organizations, and not-for-profit corporations that support and participate in the purposes of the Academy. Institutional Members shall be issued individual complimentary memberships for which their employees or full-time students may apply. Annual dues and the number of complimentary individual memberships for Institutional Members shall be based on organizational size and shall be determined by the Board of Trustees. The institution does not have a vote.

Section 2.02 Additional Classes of Members

The Board of Trustees may create additional classes of membership in the Academy by amending this Code of Regulations in the manner required for all other amendments. The amendment creating the additional membership class must describe the qualifications, admission procedures and voting rights of the membership class. This provision does not require or imply that the Academy will ever have or create any additional classes of membership.

Section 2.03 Termination of Membership Interest

Membership will terminate upon non-payment of dues, resignation, death or incapacity, or removal by the Board of Trustees in the same fashion as that set forth for Trustees in Sections 3.04, 3.05, and 3.06.

Section 2.04 Transfer of Memberships

No membership, or any right arising from membership, is transferable. Any purported transfer of membership will be void.

Article Three Board of Trustees

Section 3.01 Authority of Board of Trustees

All power and authority of the Academy, and the conduct of the Academy's business affairs, will be exercised by or under the direction of the Academy's Board of Trustees. The rights, powers, duties and obligations of all Officers, committees, employees, volunteers, agents and advisors of the Academy are subordinate to the power and authority of the Board.

Section 3.02 Composition of Board of Trustees

The Board of Trustees shall consist of the six elected and six appointed At-Large Trustees as set forth in Section 3.03, below, the Editor of *The Ohio Journal of Science*, the Director of the Junior Academy Council, and the Officers elected pursuant to Article Six, below. The number of Trustees on the Board shall always comply with *Ohio Revised Code § 1702.27* and any amendments thereto, but shall never exceed eighteen (18). The Trustees may increase or decrease the number of Trustees at any time and for any reason by majority vote, as long as the number of Trustees on the Board remains in compliance with *Ohio Revised Code § 1702.27* and any amendments thereto. No vote to reduce the number of Trustees will serve as a termination of any Trustees then serving, but will only become effective as terms of existing Trustees expire or otherwise terminate.

The Academy's Executive Director (ED) shall serve as a non-voting, ex-officio member of the Board of Trustees and will not be counted toward the 18-member Board limit. The Immediate Past President shall also serve as a non-voting, ex-officio member of the Board of Trustees and will not be counted toward the 18-member Board limit. The President may also appoint three (3) additional non-voting, ex-officio members to the

Board of Trustees, who shall not be counted toward the 18-member Board limit, where the interests of the Academy so dictate.

Section 3.03 Nomination, Election and Appointment of At-Large Trustees

- (i) The members shall nominate and elect, as set forth in Article Six below, six (6) At-Large Trustees to the Board, two (2) each from academia, government, and industry fields. These Trustees shall serve two-year, staggered terms, with three (3) Trustees beginning at the close of the Annual Meeting for Members in even numbered years and three (3) Trustees beginning at the close of the Annual Meeting for Members in odd numbered years.
- (ii) The President, with the advice and consent of the Executive Committee, shall appoint six (6) additional At-Large Trustees to the Board, two (2) each from academia, government, and industry fields. These Trustees shall serve two-year, staggered terms, with three (3) Trustees beginning at the close of the Annual Meeting for Members in even numbered years and three (3) Trustees beginning at the close of the Annual Meeting for Members in odd numbered years.

Section 3.04 Removal

Any Trustee may be removed from the Board at any time by, and at the sole discretion of, the Board of Trustees. Removal of any Trustee must be approved by the affirmative vote of a majority of the members who are present at an Annual Meeting of the Members or a Regular Meeting of the Board of Trustees, or at a special meeting called for the purpose of considering the removal. A Trustee's failure to attend 2 or more consecutive duly called meetings of the Board of Trustees, without the absences being excused by the remaining Trustees, may constitute valid grounds for removal of that Trustee.

Section 3.05 Resignation

A Trustee may resign at any time by giving written notice to the President or to the Secretary of the Academy. The resignation will take effect at the time specified in the written notice and, unless otherwise specified in the document of resignation, acceptance of the resignation will not be necessary to make it effective.

Section 3.06 Death or Mental Incapacity

A Trustee's term will automatically terminate upon the death or mental incapacity of the Trustee. A Trustee will be deemed mentally incapacitated if a court of proper jurisdiction declares him or her a ward under a guardianship, or if two board-certified physicians who have examined the Trustee certify in writing that he or she is not able to properly understand and handle ordinary business or financial affairs. A Trustee will also be deemed mentally incapacitated if his or her location is unknown without explanation for a period of more than 60 days.

Section 3.07 Vacancies

Upon the occurrence of any removal, resignation, death or mental incapacity of a Trustee, the President may appoint a member from the appropriate field to fill the vacancy for the balance of the unexpired term. A vacancy will also be deemed to exist if the members at any time fail to elect the full number of Trustees. No action of the Board will be invalid because of an unfilled vacancy of an available position on the Board if there is a minimum of three Trustees then serving on the Board.

Section 3.08 Compensation

No Trustee will receive compensation for service as a Trustee of the Academy, but any Trustee may be reimbursed for expenses incurred in connection with the performance of his or her duties.

Article Four Meetings of Members and Trustees

Section 4.01 Annual Meeting of the Members

The Academy will hold one annual meeting of the members each calendar year. The annual meeting will take place during the first or second calendar quarter of each year, and will be held at a time and place that the Board designates. The purpose of each annual meeting will be to conclude any old business and conduct any new business that may properly come before the members. The business session of this meeting shall be conducted in accordance with the most recently published edition of "Robert's Rules of Order" or "the Modern Rules of Order."

Section 4.02 Regular Meetings of Board of Trustees

The Board may hold periodic regular meetings, and may fix the date, time, place and means of access via "Authorized Communication Equipment" (see Section 4.06) for those meetings. There is no maximum or minimum number of regular meetings that the Board is required to hold in any year. As long as each Trustee was present when the time and place of the regular meetings was designated, or subsequently received notice of that action of the Board, no further notice of each regular meeting will be required.

Section 4.03 Special Meetings of Board of Trustees

The President, President-Elect or any two Trustees may call a special meeting of the Board at any time and for any reason.

Section 4.04 Notice of Meetings

Written notice of the annual meeting will be given not less than Sixty (60) days before the date of the meeting. All special Board meetings, and any regular Board meetings as to which notice is required, will be given not less than 7 nor more than 30 days before the date of the meeting. Notice of the annual meeting and any regular or special Board meeting will state the date, time, place and means of access via "Authorized

Communication Equipment” (see Section 4.06) for the meeting; and for special meetings will also state the purpose of the meeting.

Section 4.05 Waiver of Notice

All aspects of required notice of any meeting may be waived: (i) in writing before, during or after the holding of the meeting; or (ii) by the attendance of the member/Trustee at the meeting.

Section 4.06 Alternative Communication

For purposes of this Code of Regulations, the phrase “Authorized Communications Equipment” means any type of communications equipment that provides a transmission, including without limitation by telephone, telecopy or any other electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or Trustee involved, and with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

This Code of Regulations specifically permits the use of Authorized Communications Equipment for the purpose of: (i) giving notice of meetings or any other notice required under this Code of Regulations or applicable law; (ii) attending and participating in meetings; (iii) giving a copy of any document; (iv) transmitting any writing required or permitted under this Code of Regulations or applicable law; or (v) voting to the extent described in this Section. Attending and participating in meetings, and voting on matters presented for decision during the course of those meetings, requires using such forms of Authorized Communications Equipment that allow contemporaneous communication among all persons participating in the meeting. Voting on actions taken without meeting, as described in the next Section of this Code of Regulations, may be conducted through Authorized Communications Equipment, whether or not it enables contemporaneous communication. Participating in meetings through permitted forms of Authorized Communications Equipment constitutes presence at the meeting. The use of Authorized Communications Equipment also constitutes writing for purposes of satisfying written requirements under this Code of Regulations or applicable law.

Section 4.07 Actions Taken Without Meeting

In accordance with §1702.25 of the *Ohio Revised Code*, any action which may be authorized or taken at a meeting of the Trustees may be authorized or taken without a meeting by the affirmative vote, consent or approval of, and in a writing or writings signed by, all of the Trustees who would be entitled to notice of a meeting to be held for the purpose of accomplishing that action. With respect to matters authorized or taken by the Trustees acting in their capacity as members, the writing or writings must be signed by the same proportion or number of Trustee-Members that would be required to approve the action at a meeting in person. A transmission by Authorized Communications Equipment constitutes a signed writing for purposes of this Section, effective as of the date that the transmission is sent. Any action taken without meeting under this Section will be maintained in the records of the Academy.

Section 4.08 Conduct of Board of Trustees Meetings

The presiding Officer at each meeting of the Board will be determined in the following order of priority: (i) the President; (ii) the President-Elect; (iii) the Treasurer; or (iv) in the absence of all three identified officers, a chairman of the meeting chosen by a majority of the Trustees present. To the extent practical, the Board will follow Robert's Rules of Order or the Modern Rules of Order in the conduct of its meetings, unless the Trustees agree to a different format. In addition to the minutes of the previous Board meeting and a treasurer's report, a brief written report of meetings and activities of the ED and of each Council and committee shall be presented at each regular Board meeting, and shall be accepted into the minutes of the meeting.

Section 4.09 Record of Meetings

The Board will maintain written minutes summarizing the discussions and actions that the Trustees and members take at each meeting. The Secretary of the Academy will maintain all meeting minutes in the Academy's record book, including, but not limited to an electronic share-file system.

Section 4.10 Quorum

A quorum of Trustees for purposes of any properly scheduled or called meeting of Trustees is the actual number of Trustees that are present at the meeting in person or by permitted Authorized Communications Equipment, but in no event less than one-third ($\frac{1}{3}$) of the total number of Trustees then serving on the Board of Trustees.

A quorum of members, for purposes of any matter requiring a vote or action of members under applicable law, is the actual number of members that are present at the meeting in person, or by permitted Authorized Communications Equipment.

Section 4.11 Vote Requirements – Trustees

In order to constitute a valid action of the Academy, the Board must approve a decision or action by the affirmative vote of a majority of the Trustees present at a properly held meeting at which a quorum of Trustees is present, unless a greater voting percentage is required in this Code of Regulations or by applicable law. Each Trustee will be entitled to one vote. This requirement will be deemed satisfied if the Board properly takes action by written consent without meeting, as permitted in these Regulations. Proxies are not permitted for purposes of voting on matters before the Board of Trustees.

Section 4.12 Vote Requirements – Members

In order to constitute a valid action of members, the members must approve a decision or action by the affirmative vote of a majority of the members present at a properly held meeting at which a quorum of members is present, unless a greater voting percentage is required in this Code of Regulations or by applicable law. Each member will be entitled to one vote.

Article Five

Powers and Limitations of the Board of Trustees

Section 5.01 Powers

All of the power and authority of the Academy will be exercised by or under the authority of the Board of Trustees, except in those limited situations in which Ohio law, the Articles of Incorporation, or this Code of Regulations requires that specific action be authorized or taken by a vote of the members. In those situations, the action will be authorized or taken by the Trustees acting in their capacity in place of the members.

Section 5.02 Limitations

The Board of Trustees will not have any power or authority to take any action, or fail or refuse to take any action, that would jeopardize the Academy's status as a tax-exempt organization, or that would otherwise violate the Academy's purpose of operating exclusively for educational, scientific or other similar purposes that qualify for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

Article Six

Officers, Duties, & Election Process

Section 6.01 Titles of Officers

Pursuant to §1702.34 of the *Ohio Revised Code*, the Board of Trustees shall include a President, a Secretary, and a Treasurer. The members shall also elect a President-Elect. Excluding the Secretary and Treasurer, these required Officers must be persons who are then serving as Trustees.

Section 6.02 Automatic Succession of President-Elect

At the conclusion of the Annual Meeting of Members in even-numbered years, the office of the President shall be filled by the President-Elect without election; unless, prior to said meeting, the President-Elect has notified the President and Secretary in writing of his or her intention to not succeed to the office of the President or has been removed from office as provided this Code. (See Section 6.12 regarding filling of a vacancy).

Section 6.03 Call for Nominations

The Executive Director shall communicate to the members a request for nominations, with an accompanying *Ohio Academy of Science Nomination Form* established by the Nominations & Elections Committee, on or before December 15th each year; but no sooner than December 1st of each year. This call for nominations shall identify those offices and At-Large Trustee positions that are due for election and generally describe the duties and responsibilities of these positions as set forth in this Code of Regulation. This call for nominations shall instruct the members that the time period to accept nominations shall close on the immediately following January 15th.

Section 6.04 Slate of Candidates

Utilizing nominations received in response to the call for nominations identified in Section 6.03 of this Article, the Nomination & Election Committee shall select candidates for each position vacancy identified in the call for nominations and present the selected slate of candidates for Board approval, which shall not be unreasonably withheld, on or before February 7th of each year.

Section 6.05 Notification of Slate & Ballot Participation

Upon Board approval, the Executive Director shall notify the members of the slate of candidates on or before February 14th of each year. To the extent any member desires to be considered for any vacancy that he/she was not otherwise slated, he/she shall be included on the ballot as a candidate for the desired position upon submitting a *Request for Ballot Participation*, in the form established by the Nomination & Election Committee, bearing the signatures of no less than fifty (50) members and providing proof of the candidate's eligibility for the desired position, as identified in this Article and Article 3.

Section 6.06 Electronic Ballot

On or before March 1st of each year, the Nomination & Election Committee shall circulate to the members, via email, an invitation to participate in the electronic/on-line voting process to elect the candidates slated by the Nomination & Election Committee as well as those candidates who successfully completed the *Request for Ballot Participation* identified in Section 6.05, above. Voting shall remain open until the fourth Friday of March of each year, at which time on-line voting will close.

Section 6.07 Election Results Certification

On or before April 1 of each year, the Nomination & Election Committee shall compute the vote and promptly report and certify as elected the candidate for each office and Board of Trustees position who has received a plurality of the votes.

Section 6.08 Method of Notice

All notices and methods of communication referenced or identified in this Section may be completed via electronic means, including email.

Section 6.09 Resignation

Any Officer may resign at any time by giving written notice to the President or to the Secretary. A resignation will take effect at the time specified in the notice of resignation. Unless specified in the written resignation, the Board's acceptance of the resignation will not be necessary to make it effective.

Section 6.10 Removal

Any Officer may be removed from office at any time by, and at the sole discretion of, the Board of Trustees. Removal of any Officer must be approved by the affirmative vote of not less than two-thirds ($\frac{2}{3}$) of the Trustees then serving on the Board.

Section 6.11 Death or Mental Incapacity

An Officer's term will automatically terminate upon the death or mental incapacity of the Officer. An Officer will be deemed incapacitated if a court of proper jurisdiction declares him or her a ward under a guardianship, or if two board-certified physicians who have examined the Officer certify in writing that he or she is not able to properly understand and handle ordinary business or financial affairs. An Officer will also be deemed mentally incapacitated if his or her location is unknown without explanation for a period of more than 60 days.

Section 6.12 Vacancies

Upon the occurrence of any removal, resignation, death or mental incapacity of an Officer, the Board of Trustees by majority vote must fill any vacancy in any of the Officer positions which this Academy is required to have by electing a new Officer for that position at the next regular meeting of the Board, or at a special meeting called for that purpose. A quorum of Trustees is not required in order to constitute a valid vote for the purpose of filling any vacancy in an office if a quorum is not possible as a result of the vacancy.

Section 6.13 President

The President shall serve two-year term. The President shall have general supervision over the business of the Academy, subject to control of the Trustees. The President shall preside at all meetings of the members and at all meetings of the Trustees. The President shall execute for and on behalf of the Academy, contracts and agreements, and other legal instruments if and to the extent that attestation may be approved or required by other parties to the transactions involved. The President shall supervise the ED, and execute a mutually developed written annual performance plan with the ED. The President shall be responsible for recruiting and appointing, at the onset of his or her term of office, At-Large Trustees as needed to fill vacancies, and a chairperson for each committee. The President shall be responsible for appointing different standing committees and special committees, if deemed necessary. The President shall also perform all duties incident to the office of President and such other duties as may be designated from time to time by the Board of Trustees. Upon completion of the two-year term, as the immediate Past-President, this individual shall serve as an ex-officio member of both the Board of Trustees and the Executive Committee.

Section 6.14 President-Elect

The President-Elect shall serve a two-year term and shall be elected on even-numbered years. To be eligible for nomination for the office of President-Elect, an individual must be a member of the Academy, must have been a member of the Academy continuously for one-year prior to his/her nomination, and have served on the Academy's Board of Trustees for at least one full term as a Trustee. The President-Elect shall chair the Senior Academy Council and will jointly develop and present for Board approval a revised Strategic Plan to be implemented during her/his ensuing term as President.

Section 6.15 Treasurer

The Treasurer shall serve a two year term and shall be elected on even-numbered years. To be eligible for nomination for the office of Treasurer, an individual must be member of the Academy and must have been a member of the Academy continuously for one-year prior to his/her nomination. The Treasurer shall chair the Finance Committee, monitor bank accounts and investment activities, disperse such funds as directed by the President or by resolution of the Trustees, and shall read a report of the Academy's financial status at the Annual Meeting of Members and at each meeting of the Board. The Treasurer shall perform all duties incident to that office and such other duties as may from time to time be assigned by the Trustees or by the President. The Treasurer may serve consecutive terms.

Section 6.16 Secretary

The Secretary shall serve a two year term and shall be elected on odd-numbered years. To be eligible for nomination for the office of Secretary, an individual must be member of the Academy and must have been a member of the Academy continuously for one-year prior to his/her nomination. The Secretary shall keep minutes of meetings of the members, the Executive Committee, and the Board of Trustees, and shall distribute said minutes to all Board Members for review and comment within 10 days following each meeting. The Secretary shall perform such other duties as may from time to time be assigned by the Trustees or by the President. The Secretary may serve consecutive terms.

Section 6.17 Simultaneous Office Prohibited

No person shall serve simultaneously as President, President-Elect, Treasurer, Secretary, or At-Large Trustee during the same term.

Section 6.18 Other Officers

If the Board creates and elects any assistant Officers, those Officers shall serve at the direction of, and be subordinate to, the primary Officer to whom they are affiliated. Any assistant Officers shall perform such duties as the Board or the President may prescribe for those positions.

Article Seven Councils & Committees

Section 7.01 Purpose of Councils & Committees

The Board of Trustees may establish various councils and committees to carry out particular aspects of the business of the Academy. All councils and committees are advisory in nature, and may not act independently of the Board. Each council and committee will be established by resolution of the Board, and may be modified or eliminated by subsequent resolution. In establishing any council or committee, the Board will set the purpose, scope of responsibility, number of committee members, procedures, length of existence and other requirements of the committee that the Board

may deem necessary or appropriate. Each council and committee shall establish a set of bylaws governing their formal business meeting and operation, which shall be submitted to the Board for approval on an as needed basis as determined by the Board.

Section 7.02 Junior Academy Council

The purpose of the Junior Academy Council is to discover and foster ability and interest in science, technology, engineering and mathematics among Ohio students in grades 5-12. Members of this council shall consist of a Director, an Assistant Director, a Secretary, two Councilpersons (a Host Institution representative and a pre-college teacher) for each district, State Science Day Committee Chair and others as appointed by the Director. The Director shall be an Academy member appointed by the Board of Trustees of the Academy after consultation with the Junior Academy Council. The Director's term of office shall be for three years, subject to annual approval of the Academy Board of Trustees and the Executive Committee. The Director of the Junior Academy Council shall be a voting member of the Executive Committee and the Academy Board of Trustees. The Assistant Director shall be an Academy Member appointed by the Executive Committee of the Academy after consultation with the Junior Academy Council. The Assistant Director's term of office shall be for three years, subject to annual approval of the Executive Committee. The Junior Academy Secretary shall be appointed by the Junior Academy Director for a term of three years. The Council shall also perform such other functions as the Board of Trustees may direct.

Section 7.03 Senior Academy Council

The purpose of the Senior Academy Council is to lead in planning and implementing activities that promote science, engineering, technology and education in Ohio. The Senior Academy Council is chaired by the President-Elect and consists of all past members of the Board of Trustees, unless, when so notified, they request in writing to not serve on the Council. The Senior Academy Council shall advise and assist the President-Elect to develop strategic goals and plans pursuant to financial support (development), membership growth, marketing activities, officer and board nominations, elections, and the planning of the Annual Meeting of the members. The Council will also perform such other functions as the Board may direct.

Section 7.04 Permanent Committees

The Board of Trustees shall establish the following named permanent committees. Each permanent committee will perform such functions as the Board may direct in its resolution establishing the committee. The chairperson of each permanent committee must be a present member of the Board of Trustees of the Academy. No other committee members have to be a present member of the Board of Trustees.

(a) Executive Committee

At any time when there are five or more Trustees on the Board, the Board will establish an executive committee. The executive committee will be comprised of the President, President-Elect, Treasurer, Secretary, Director of the Junior Academy Council, immediate Past-President, and Executive Director (ex-officio)

of the Academy. The purpose of the executive committee is to enhance the efficiency of the Board of Trustees by setting meeting agendas, establishing budgets, priorities, goals and other corporate objectives, strategic planning, reviewing and coordinating the work of committees, and submitting final recommendations to the Board for discussion and approval. The executive committee will also perform such other functions as the Board may direct.

(b) Finance Committee

The Finance Committee is chaired by the Treasurer, and includes the President, the Chairs of all councils and committees, the Editor of the *Ohio Journal of Science*, and the Executive Director. The purpose is to supervise the management of the investment portfolio of the Academy, provide input and consultation in preparation of the annual budget, and recommend changes in the structure of dues and fees. The committee will also perform such other functions as the Board may direct.

(c) Personnel Committee

The Personnel Committee is chaired by an At-Large Trustee from the industry field and shall consist of three (3) additional At-Large Trustees from the government and industry fields. The purpose is to establish and review personnel policies, initiate recruitment and employment actions, perform an annual performance and salary review of the Executive Director and report the results and recommendations to the Executive Committee for action. The committee will also perform such other functions as the Board may direct.

(d) Fellowship Committee

The Fellowship Committee solicits, encourages and reviews nominations of Fellows of The Ohio Academy of Science and recommends applicants for Fellow to the Board of Trustees for consideration. This committee is chaired by the President and shall consist of three (3) Fellows, one appointed each year for a 3 year term. The committee will also perform such other functions as the Board may direct.

(e) Nomination & Election Committee

The Nomination & Election Committee shall be comprised of the President-Elect of the Academy who shall serve as the chair of the committee, the President and Immediate Past President of the Academy, and one other person who shall be appointed by the President, but who shall not be a candidate for office. The Nomination & Election Committee shall ensure the election procedures outlined in Article VI are enforced and followed.

(f) Code of Regulations Committee

This Code of Regulations shall be reviewed by the Senior Academy Council during each even numbered year to determine whether any proposed amendment should be reported to the Executive Committee.

(g) Publications Committee

The Publications Committee shall have general oversight of all Academy publications including, but not limited to, the official publication of the Academy; namely, the *Ohio Journal of Science*. The *Journal* shall publish peer-reviewed papers contributing original knowledge to science, technology, engineering, mathematics, and science education and their application. Special papers, books, proceedings and other publications of The Ohio Academy of Science may be published from time to time as needs arise. The Academy President shall appoint members to the Publications Committee which shall be chaired by the Editor of the *Ohio Journal of Science*. The Editor shall be a Member who has an interest in and knowledge of editing and publishing, and shall be appointed by the Executive Committee for a term of three years. The Editor shall be a voting member of the Board of Trustees.

Section 7.05 Special Committees

The Board of Trustees may also establish special committees. Each special committee will perform such functions, and exist for such length of time, as the Board may direct in its resolution establishing the committee. The chairperson of each special committee must be a present member of the Board of Trustees of the Academy. No other committee members have to be a present member of the Board of Trustees.

Section 7.06 Subcommittees

Any permanent or special committee may at any time and for any reason establish one or more subcommittees if the committee believes that a division of specific tasks will better facilitate the committee's objectives. In establishing a subcommittee, the committee will define the purpose, scope of responsibility, number of subcommittee members, procedures, length of existence and other requirements that the committee may deem necessary or appropriate. All subcommittees are advisory in nature, and may not act independently of the committee to which it is subordinate.

Section 7.07 Committee Records

The Secretary of the Academy will maintain in the Academy's records a complete and current list of all permanent and special committees and all subcommittees, the names of those persons who are then appointed to or serving on those committees and subcommittees, and such other information as the Board or the President may direct. The chairperson of each committee or subcommittee will provide the Secretary of the Academy with complete copies of the minutes of each committee or subcommittee meeting, which the Secretary will maintain in the Academy's records.

Section 7.08 Limitation of Authority

All committee and subcommittees of the Academy will operate under the supervision of, and be accountable to, the Board either directly or through the chairperson of the committee. No committee or subcommittee will have any authority to bind the Academy to any obligation without the prior approval of the Board.

Article Eight

Employees, Agents and Volunteers

Section 8.01 Executive Director

The Board of Trustees shall retain the services of an Executive Director and shall define the responsibilities of the Executive Director. These responsibilities include leading and implementing the directions of the Board of Trustees, fostering science, technology, engineering, mathematics, science education and their applications; and, generally, Academy programming. The Executive Director shall be responsible for the general supervision of all Academy interests and functions. Following each Annual Meeting, the Executive Director shall meet with the President to set priorities for the coming year. Recommended priorities shall be considered and approved by the Executive Committee and Board of Trustees. The President and Executive Director shall subsequently evaluate the priorities and report the status of their achievement on a continuing basis to the Executive Committee and Board of Trustees. Further, the Executive Director shall attend all meetings of the Executive Committee and Board of Trustees. The Executive Director shall report on the status of the Academy at each of these meetings. The Executive Director shall be responsible to the Executive Committee for all aspects of the operation of the Academy's central office and shall direct the day-to-day operations of the Academy. The Executive Director, in consultation with the Academy President, shall serve as the liaison between the Academy and national, state, and local governmental bodies and offices. The Executive Director shall assist the Treasurer in preparation of the Academy budget in consultation with the Finance Committee and shall administer the budget after approval by the Executive Committee and the Board of Trustees. The Executive Director shall be responsible for planning, promoting, and directing the Annual Meeting of the Academy with the consultation of the Board of Trustees and Senior Academy Council. The Executive Director shall have oversight responsibility for all research and publication activities of the Academy. The Executive Director shall be responsible for the pursuit, coordination and support of all externally funded projects and programs. The Executive Director shall coordinate marketing efforts, including development of a needs assessment, public relations, press liaison, and promotion activities. Additional duties and responsibilities may be assigned by the President and/or the Executive Committee.

Section 8.02 Other Employees

The Board may hire one or more persons to work as paid employees of the Academy. The Board will determine if the employee's position is full or part time and temporary or permanent, and will set the compensation and other terms of employment. The Board will also establish a job description for each employment position. All employees will work under the direct supervision of the Executive Director and President of the Academy.

Section 8.03 Volunteers

The Board of Trustees may solicit and obtain the assistance of persons to serve as volunteers of the Academy. The Board will determine the responsibilities of each

volunteer. No volunteer will be paid as an employee, but the Board may establish policies for reimbursement of expenses incurred by any volunteer. All volunteers will work under the direct supervision of the Executive Director and President of the Academy.

Section 8.04 Professional Advisors

The Board may engage the services of attorneys, accountants, tax specialists, valuation experts and other professional advisors for purposes that the Board determines to be necessary, appropriate or beneficial to the Academy. The Board will determine the appropriate terms of each engagement, and the responsibilities of each advisor. All professional advisors will serve at the discretion of the Board and are subordinate to the authority of the Board.

Section 8.05 Other Agents

The Board may also engage the services of other agents for purposes that the Board determines to be necessary, appropriate or beneficial to the Academy. The Board will determine the appropriate terms of each engagement, and the responsibilities of each agent. All agents will serve at the discretion of the Board and are subordinate to the authority of the Board.

Section 8.06 Limitations

All employees, advisors, agents and volunteers of the Academy will operate under the supervision of, and be accountable to, the Board of Trustees either directly or through an authorized Officer of the Academy. No employee, advisor, agent or volunteer will have any authority act on behalf of or to bind the Academy to any obligation without the prior approval of the Board.

Article Nine Financial Obligations

Section 9.01 Budget

Before the close of each fiscal year, the Board of Trustees will adopt a budget of income and expenses for the finances of the Academy during the next fiscal year.

Section 9.02 Internal Financial Statements

The Treasurer of the Academy will prepare periodic financial statements, at least quarterly, reflecting the actual financial transactions of the Academy. The financial statements will include, at a minimum, a balance sheet and a profit and loss statement. The Treasurer will submit all financial statements to the Board for review and approval.

Section 9.03 Bank Accounts

The Academy will establish and maintain one or more accounts at banks or other financial institutions for the deposit and disbursement of the Academy's funds. The Board will determine the type and number of accounts, and will designate authorized

signers for each account. The Board may impose different signatory requirements on various accounts depending upon the nature, size and purpose of the account.

Section 9.04 Checks

All checks, drafts, bills of exchange, notes, negotiable instruments or other obligations or orders for the payment of money will be signed in the name of the Academy by the President, Treasurer, other Officer or the Executive Director, as the Board of Trustees may designate.

Section 9.05 Loans

The Academy may not make any loans to any Trustee, Officer, employee, agent or volunteer of the Academy.

Section 9.06 Investments

The assets of the Academy may be invested in obligations issued or guaranteed by the United States of America or any of its agencies, obligations of State governments or municipal corporations, real estate mortgages, savings deposits, corporate bonds and notes, and carefully selected preferred and common stocks. Stocks or bonds received by the Academy may be retained as received even though they do not meet these criteria, if the donor has so directed or if the Board determines it in for the best interest of the Academy that they be retained in their original form.

Section 9.07 Sale of Assets

Any publicly traded stocks or bonds of the Academy which the Academy receives as a gift or bequest, or in payment of a pledge or other obligation to the Academy, or in payment for an annuity, may be sold or traded with the prior approval of the Academy's President or Treasurer, and, when practical, the Board of Trustees. Any real property or intangible property (other than publicly traded stocks or bonds) which the Academy receives as a gift or bequest, or in payment of a pledge or other obligation to the Academy, or in payment of an annuity, may be sold or traded only with the prior approval of the Board of Trustees.

Section 9.08 Prohibited Organizations

The Academy is specifically prohibited from directly or indirectly engaging in any business or activities with, or contributing any income or property of the Academy to or through, any person, entity or organization that is known, suspected, listed or identified by any agency of the United States government as being involved in terrorist or subversive activities, or as being involved in aiding, abetting or financing terrorist or subversive activities. This prohibition applies even to organizations or corporations that are then qualified as tax-exempt under Section 501(c)(3) of Code.

Section 9.09 Tax Requirements

The Academy will take all actions necessary to comply with all requirements of the Code pertaining to tax-exempt 501(c)(3) community foundations, including without limitation those requirements provided in the Articles of Incorporation. The Board may

implement and enforce policies and procedures to assure that the Academy remains in compliance with all applicable requirements of the Code at all times.

Section 9.10 Financial Review

At least once each year, the Board of Trustees will arrange for an independent examination of the Academy's books and records by a certified public accountant that is acceptable to the Academy's Board of Trustees.

Article Ten Conflicts of Interest

Section 10.01 Conflicts of Interest

Any contract or other transaction between the Academy and any of its Trustees (or any Academy or firm in which any of its Trustees is directly or indirectly financially interested) shall be valid as long as the interest of each such Trustee is known or first disclosed to the Board of Trustees, the material facts of the contract or transaction are known or first disclosed to the Board of Trustees, and the contract or transaction is fair to the Academy as of the time it is authorized or approved by the Board of Trustees. No interested Trustee shall be counted in determining whether a quorum is present for the purpose of voting on the matter and no interested Trustee shall be entitled to vote on the matter in question.

Article Eleven Indemnification

Section 11.01 Indemnification

The Board of Trustees shall authorize the Academy to pay or reimburse any present or former Board Member, officer, or employee of the Academy, any judgments, fines, penalties, costs, or expenses actually and necessarily incurred by him in any action, suit, or proceeding, to which he is made a party by reason of his holding such position if he acted in good faith and in a manner he reasonably believed to be in, and not opposed to, the best interests of the Academy; provided, however, that he shall not receive such indemnification if he be finally adjudicated therein to be liable for negligence or misconduct in the performance of his duty to the Academy. The indemnification herein provided shall also extend to the good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Trustees may, in proper cases, extend the indemnification to cover the good faith settlement of any action, suit or proceeding, whether formally instituted or not.

The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, or by a vote of disinterested Trustees of the Academy or otherwise.

Article Twelve Dissolution

Section 12.01 Dissolution Process

The Academy may be dissolved only in the manner provided in the Articles of Incorporation and Ohio law. Upon passing appropriate resolutions to dissolve the Academy, the Board will adopt a plan to liquidate the Academy's assets, pay its liabilities, and otherwise wind-up its affairs in a timely and efficient manner.

Section 12.02 Payment of Liabilities

Before distributing any assets of the Academy upon dissolution, the Academy must pay or provide for the payment of all known and contingent debts, claims, obligations and liabilities of the Academy, to the extent that the Academy has sufficient assets for that purpose. The Board may establish a reserve for contingent or disputed claims on terms the Board deems reasonable and appropriate under the circumstances.

Section 12.03 Dissolution

After paying or making provisions for the payment of all of the liabilities of the Academy, the Trustees will dispose of and distribute all of the remaining assets of the Academy to one or more organizations formed and operated exclusively for charitable, educational, religious, scientific or other similar purposes which qualify for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. In the alternative, the Trustees may dispose of and distribute all of the remaining assets of the Academy to the federal government, or to any state or local government, to be used for a public purpose. Any assets not so disposed of will be distributed by order of the Court of Common Pleas in the county in which the principal office of the Academy is then located, exclusively for such nonprofit purposes or to such nonprofit organizations as the Court may determine to be consistent with this Article. No Trustee, Officer, employee, advisor, agent or volunteer of the Academy may personally benefit from the dissolution, liquidation or distribution of the assets of the Academy.

Article Thirteen General Provisions

Section 13.01 Corporate Seal

The Academy will not be required to have or use a corporate seal.

Section 13.02 Fiscal Year

The fiscal year of this Academy will be the same as the calendar year. The Board may change the fiscal year to a period other than a calendar year by the affirmative vote of two-thirds (b) of the Trustees at any regular meeting or at a special meeting called for that purpose. The fiscal year may only be changed if the Board first receives a written

opinion from a certified public accountant that the change will not have any adverse tax consequences to the Academy.

Section 13.03 Notices

Whenever these Regulations require notice to be given to any Trustee, it will not be construed to mean notice in person. Notice may be in writing sent by registered, certified or regular mail through the United States Postal Service, or by delivery through a reputable private delivery service. In the alternative, notices may be sent by Authorized Communications Equipment. All notices must be addressed to the Trustee at his or her postal, electronic, digital or facsimile address as it then appears on the books of the Academy. Each Officer and Trustee will keep his or her current postal, electronic, digital or facsimile address on file with the Secretary of the Academy. Any Trustee or Officer may change their postal, electronic, digital or facsimile address for notice purposes by informing the President or Secretary of his or her new address. A notice will be deemed given at the time it is sent in an appropriate manner under this Section, unless the recipient proves by a preponderance of the evidence that the notice was not actually delivered and received.

Section 13.04 Governing Law

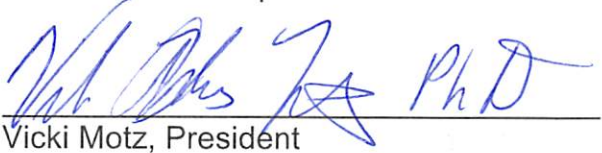
The laws of the State of Ohio and applicable federal law govern all legal aspects of this Academy. All references to Ohio or federal law, or to specific sections of the *Ohio Revised Code*, *Internal Revenue Code*, or other statute include those laws now in effect, any future amendments, and any corresponding provisions of any future Ohio or federal law.


Section 13.05 Amendment

This Code of Regulations may be amended by a majority vote of members of the Academy, who are entitled to vote on that matter at any annual or regular meeting, or at a special meeting called for that purpose.

CERTIFIED AS ADOPTED / DATE: March 1, 2019

The Ohio Academy of Science
An Ohio Non-Profit Corporation

By:  Ph.D.
Vicki Motz, President

By: 
Angela McMurry, Secretary