By-Laws of the Southern California Academy of Sciences

ARTICLE I - NAME

The name of this organization shall be the SOUTHERN CALIFORNIA ACADEMY OF SCIENCES.

ARTICLE II - OBJECTIVES

The objectives of the Academy are to promote fellowship among scientists and those interested in science; to contribute to scientific literature through publication of pertinent manuscripts; to encourage and promote scholarship among young scientists; and to provide information to the membership, to the public, and to the public agencies on such matters as may be of joint interest to the sciences and society.

ARTICLE III - MEMBERSHIP

Section I - Members. Any individual who supports and promotes the objectives of the Academy is qualified for membership. A Member shall be eligible to attend all meetings of the Academy, to hold elective and appointive positions, and to vote:

(a) in elections as defined in Articles VI and VIII of these By-Laws;

(b) on the recall of officers or members of the Board of Directors;

(c) on amendments to the By-Laws.

Members shall also have the right, by petition, to nominate candidates for elective positions as outlined in Article VIII, Section 2, of these By-Laws, and to propose amendments to the By-Laws.
In addition to the rights stated above, members shall be eligible to submit manuscripts for any publication of the Academy, subject to editorial approval; and, except as restricted by Section 2 of this article, shall receive the Bulletin of the Academy.

Other privileges and benefits that become available shall accrue to all members unless otherwise restricted in other Sections of these By-Laws, or by action of the Board of Directors.

**Section 2 - Categories of Membership.** These are:

(a) Annual Professional Memberships -- available in these two classifications:

(1) Professional. Any individual who qualifies under Article III, Section 1, of these By-Laws shall be eligible to become a Professional Member upon approval of written application (see Section 3) and payment of annual dues in an amount to be determined by the Board of Directors.

(2) Student. Any individual who qualifies as a full-time student at an educational institution and who otherwise qualifies for membership under Article III, Section 1, of these By-Laws shall be eligible to become a Student Member. This class of membership shall differ from Professional membership only in being available at a reduced rate of annual dues, as determined by the Board of Directors. However, the student status of an applicant for student membership must be verified by a faculty member of the institution in which the applicant is a student or by a member of the Academy.

(b) Annual Affiliate Memberships. These are:

(1) Friend. Any individual who qualifies under Article III, Section 1, of these By-Laws shall be eligible to become a Friend and shall enjoy the rights and other privileges of membership under annual dues as determined by the Board of Directors. These members do not receive the Bulletin of the Academy.

(2) Supporting. Any individual who qualifies under Article III, Section 1, of these By-Laws shall be eligible to become a Supporting member and shall enjoy the rights and other privileges of membership. The annual dues for Supporting reflect a higher level of support as compared with Friends and may include additional privileges as determined by the Board of Directors.

(3) Sustaining. Any individual who qualifies under Article III, Section 1, of these By-Laws shall be eligible to become a Sustaining member and shall enjoy the rights and other privileges of membership. The annual dues for Sustaining reflect a significantly higher level of support as compared with Supporting and may include additional privileges as determined by the Board of Directors.
(4) Patron. Any individual who qualifies under Article III, Section 1, of these By-Laws shall be eligible to become a Patron and shall enjoy the rights and other privileges of membership. The annual dues for Patron reflect high level of support for the Academy and may include additional privileges as determined by the Board of Directors.

(5) Institutional. Any nonprofit organization that supports and promotes the objectives of the Academy is qualified for membership. These organizations pay annual dues as determined by the Board of Directors. They receive two copies of all regular publications of the Academy and may also receive additional privileges as determined by the Board of Directors. The organization shall designate an individual who represents the organization.

(6) Corporate. Any for-profit organization that supports and promotes the objectives of the Academy is qualified for membership. These organizations pay annual dues as determined by the Board of Directors. They receive two copies of all regular publications of the Academy and may also receive additional privileges as determined by the Board of Directors. The organization shall designate an individual who represents the organization.

(c) Honorary Membership (as amended in 1984). Two types of Honorary Membership recognize individuals for their contributions to the objectives of the Academy. Honorary Memberships may be awarded at the discretion of the Board of Directors, subject to the limitations below. Such members shall be exempt from dues, but shall enjoy all rights and privileges accruing to a Professional Member.

(1) Honorary Membership for Scholarly Accomplishment. Any individual who has made a distinguished contribution to science may be considered. The total number of Honorary Members for Scholarly Accomplishment may not exceed the greater of five (5) or one percent (1%) of the membership of the Academy, except that Honorary Members may not be dropped in the event of a decline in membership of the Academy.

(2) Honorary Membership for Science Reporting. Any individual who has made outstanding contributions toward public understanding of science through reporting in print or the electronic media may be considered. The total number of Honorary Members for Science Reporting may not exceed the greater of three (3) or one-half percent (1/2 of 1%) of the membership of the Academy, except that Honorary Members may not be dropped in the event of a decline in the membership of the Academy.

(d) Emeritus Membership. Any member who is retired from gainful employment and who has been a member in good standing for not less than twenty-five (25) years shall be eligible to become an Emeritus Member. Thereafter, the Emeritus Member shall be exempt from all dues but shall continue to enjoy all rights and privileges accruing to a Professional Member.

(e) Life Members. Only existing Life Members are eligible for this category. The Life Member shall be exempt from all dues, but shall continue to enjoy all rights and privileges accruing to a Professional Member.
(f) Other Categories of Membership. Subject to approval by the membership, the Board of Directors may establish and define other categories of membership should such additions to this subsection be deemed of benefit to the Academy.

Section 3 - Conditions of Membership. Application for membership in any category (other than those of Emeritus or Honorary Member) shall be in writing on a form prescribed by the Board of Directors. Acceptance to membership shall be contingent on payment of dues in categories where dues are required. Thereafter, the member shall retain membership in the same category until:

(a) a change is requested in writing by the member and approved by the Board of Directors; an Emeritus or Honorary Membership is awarded to the member; or the member's status as a student is terminated; or until: (b) membership is terminated under conditions set forth in Section 4 of this Article.

Acceptance to membership in Emeritus or Patron categories shall require an affirmative vote of at least a simple majority of the quorum at a meeting of the Board of Directors. Honorary Membership shall require an affirmative vote by each member of the Board of Directors. Annual members shall pay such dues as determined by the Board of Directors. Annual dues shall be payable on the first day of each calendar year.

Section 4 - Termination of Membership. Membership may be terminated:

(a) on death of the member;

(b) by written notice of resignation or termination by the member;

(c) by failure of the member to pay dues by March 1st following notification;

(d) by action of the Board of Directors for conduct deemed detrimental to the Academy. Charges of such conduct shall not be entertained against a member unless the precise nature of the charges is submitted in writing to the elective officers of the Academy by no fewer than two members. Upon receipt of such charges, the elective officers of the Academy shall have the power to determine whether the charges shall be dropped, whether the charged member shall be given opportunity to resign, or whether the charges shall be referred to the Board of Directors for action. If the charges are referred to the Board of Directors, the Board shall give the charged member opportunity to be heard. The charged member shall not be dropped from membership unless at least a two-thirds majority of the full Board of Directors votes in favor of such action.

Section 5 - Reinstatement of Delinquent Memberships. An individual whose membership has been terminated under the condition set forth in Section 4(c) of this Article may be reinstated upon payment of dues.
Section 6 - Fellows. Any member who is deemed to have made a meritorious contribution to the advancement of the objectives of the Academy may be considered for the status of Fellow. The President annually shall appoint three members who are Fellows of the Academy to serve as a Committee for the nomination of Fellows. Fellows shall be elected by the Board of Directors from the nominations proposed by this Committee. Election shall require an affirmative vote of at least a two-thirds majority of the full Board of Directors.

ARTICLE IV - MEETINGS OF THE ACADEMY

Section 1 - Annual Meeting. The Academy shall hold an Annual Meeting at a time and place to be determined by the Board of Directors.

Section 2 - Other Meetings. The Board of Directors, at its discretion, may schedule meetings other than the Annual Meeting in order to further the purposes of the Academy.

ARTICLE V - SECTIONS OF THE ACADEMY

At the discretion of the Board of Directors, various fields or disciplines represented by the Academy membership may be organized into Sections which may act as functional subdivisions of the Academy. The specific organization and functions of such Sections shall be set forth by the Board.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Composition. The control and conduct of the property and business of this organization shall be vested in a Board of Directors which shall consist of fifteen elected members, plus up to six Past Presidents. Each of the fifteen elected Board members shall serve a three-year term, with one-third of the elected Board membership being elected at each annual election. The manner of nomination and election is defined in Article VIII of these By-Laws. Responsibilities of the officers are enumerated in Article VII. The officers, except as specified here and in Article VII, Section 1, of these By-Laws, shall be elected annually from among its membership and serve one-year terms.

Section 2 - Meetings. The Board of Directors shall hold meetings at such times and places as it may by resolution determine, but must meet at least once a year. The President may call a meeting of the Board when it is determined that such a meeting is necessary for the transaction of business. Any action required or permitted may be taken by the Board without a meeting, but passage of such action in the absence of a meeting shall require the consent in writing of a simple majority of the full Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3 - Quorum. A simple majority of the membership of the Board of Directors shall constitute a quorum. A written proxy from an absent member of the Board may count toward the constitution of a quorum; such proxy shall give full voting rights to the
designated Director. Unless otherwise specified in these By-Laws, decisions by the Board may be made by a simple majority of the quorum at a meeting of the Board.

**Section 4 - Duties.** The Board of Directors shall have the power to:

(a) Call meetings of the members of the Academy and provide an agenda in advance of the meeting;

(b) Conduct, manage, and control the affairs and business of the Academy;

(c) Adopt, by resolution, rules and regulations consistent with the laws of the State of California and the By-Laws of the Academy;

(d) Contract for, incur, or create any indebtedness in any lawful manner and in any amount required for the purposes of the Academy;

(e) Make, do, or perform any acts necessary and proper to carry out all or any of the purposes of the Academy;

(f) Supervise all acts of the officers and employees and cause the monies and all other assets of the Academy to be kept safely, directing from time to time where the same shall be kept or deposited;

(g) Invest surplus funds, or funds from the Reserve Fund, in stocks and other securities as determined and recommended by the Finance Committee; and

(h) Establish policies. Regulations, and overall objectives and enforce the same.

**Section 5 - Vacancies.** Any vacancy occurring on the Board of Directors shall be filled by Presidential appointment, subject to approval by the Board, for the remainder of the unexpired term.

**Section 6 - Removal of a Director.** At the discretion of the Board, a Director may be removed from office after missing four meetings in any one calendar year.

**Section 7 - Advisory Board.** All past presidents, as long as they remain members of the Academy, become members of the Advisory Board, unless currently serving as members of the Board of Directors. The members of the Advisory Board may sit with the Board of Directors in an advisory capacity, and may take part in all discussions.

**ARTICLE V - SECTIONS OF THE ACADEMY**

At the discretion of the Board of Directors, various fields or disciplines represented by the Academy membership may be organized into Sections which may act as functional subdivisions of the Academy. The specific organization and functions of such Sections shall be set forth by the Board.
ARTICLE VII - OFFICERS

Section 1 - Officers. The officers of the Academy shall be the President, Vice-President, Recording Secretary, Corresponding Secretary, Bulletin Editor, Academy Archivist, and Treasurer. The President, Vice-President, and Recording Secretary shall be chosen from and elected by the Board of Directors from a slate of candidates submitted by the Nominating Committee. The Treasurer and Corresponding Secretary may be elected from and by the Board of Directors or may be appointed by the President from the general membership with the concurrence of a two-thirds majority of the full Board.

The Treasurer and Corresponding Secretary, if not current members of the Board, thus appointed, become ex-officio members of the Board of Directors, with voting privileges.

The Bulletin Editor and Academy Archivist, if not current members of the Board, thus appointed, become ex-officio members of the Board of Directors, with voting privileges.

The term of office for the President shall be two years and the President shall serve no more than two consecutive terms, beginning the first day of July. The term of all other officers shall be one year, beginning the first day of July. The Vice-President shall serve no more than two consecutive terms.

Past Presidents may serve as voting members of the Board for up to six years past the end of their term of office. These Board memberships shall be open only to Past Presidents and, if they are unavailable, the positions shall remain unfilled. Past Presidents may attend Board meetings without voting privileges beyond six years as members of the President’s Advisor Board.

Section 2 - Duties of the Officers.

(a) The President shall preside at all meetings of the Academy and of the Directors and shall have the authority to enter into contracts for the Academy that have been approved by the Board. The President shall appoint committees and shall be an ex-officio member of all committees. The President shall have the power to call special meetings of the Academy, with agenda stipulated, and to convene the Board and/or any committee at his discretion. The President shall fill any vacancy on the Board of Directors by appointment from the membership. Such appointments must be approved by the Board. The President may appoint a member of the Board of Directors to perform duties of any absent officer unless otherwise specified in this Article.

(b) In the President's absence or inability to act, the Vice-President shall assume the President's duties. The Vice-President shall be responsible for such other duties as may be assigned by the President or the Board of Directors. The Vice-President shall be the chair of the Annual Meeting Committee, directing all activities of the committee.
(c) The Recording Secretary shall record all proceedings of the Academy and of the Board of Directors. These records shall be transmitted at least once annually to the Archivist for cataloguing and permanent storage. The Recording Secretary shall certify all acts of the Academy and of the Board and, when required, authenticate them under seal. The President shall have charge of the corporate seal and of all records of the Academy except those pertaining to the duties of the Treasurer.

(d) The Treasurer shall conduct the business affairs of the Academy, present financial reports to the President when requested, and make an annual report to the Board of Directors. The Treasurer shall be responsible for the preparation of all necessary tax returns. Subject to the regulations of the Board, the treasurer shall be responsible for the administration of all funds of the Academy except for the Reserve Funds which shall be under the supervision of the Finance Committee. The General Fund accounts shall be subject to the signatures of the Treasurer plus any one of the other Academy officers. Whenever circumstances warrant, the Treasurer may be bonded at the Academy's expense in an amount specified by the Board of Directors. In the Treasurer's absence or inability to act, the Corresponding Secretary shall assume the Treasurer's duties.

(e) The Recording Secretary, Corresponding Secretary, and the Treasurer may each choose an assistant to help with Academy business. Assistants may not replace the Recording Secretary, Corresponding Secretary, or Treasurer as Academy officers.

(f) The Corresponding Secretary shall conduct the correspondence and perform such other duties as the Board may require. The Corresponding Secretary shall maintain the membership list and coordinate other such lists with the Treasurer. The Corresponding Secretary shall also supervise the printing and distribution of all notices and communications. The Corresponding Secretary will coordinate with the Host of the Annual meeting to prepare the program for the annual meeting and the abstracts for the annual meeting. The Corresponding Secretary will work with the Nominating Committee and the Board to send out the ballots for the annual election of Board members and tabulate the votes from the ballots.

(g) The Bulletin Editor shall be appointed by the President from the membership at large or the elected Board members, and elected by two-thirds majority of the Board of Directors. The Bulletin Editor shall be responsible for the overall scientific quality of the Bulletin and shall evaluate all manuscripts for acceptance or rejection. The Bulletin Editor also shall be responsible for all communications and liaison with authors, the Publications Committee, and the Board of Directors, as to manuscript adequacy; shall have authority to solicit and select cover illustrations for the Bulletin; and shall be responsible for the overall physical format of the Bulletin and for liaison with the printer, authors, and Board of Directors as to format policy. Further, the Bulletin Editor shall be responsible for the preparation of an annual publications budget which shall include an itemized list of all Bulletin expenses. Tenure of the Bulletin Editor may continue as long as his/her services are satisfactory to the Board of Directors. Upon Board of Directors’ approval, the Bulletin Editor may be granted a stipend. The Bulletin Editor may also be granted assistant(s).
(h) The Academy Archivist shall be appointed by the President from the membership at large or the elected Board of Directors members, and elected by a simple majority of the Board of Directors. The Archivist shall be responsible for cataloguing, curating, and storing materials related to the history and activities of the Academy, including (but not necessarily limited to) the Bulletin and other publications of the Academy, and minutes of Board of Directors meetings, and other correspondence related to Academy business.

The documents that the Archivist is charged to include in the Archives have been designated by the Board of Directors: designated documents include the following at a minimum:
1. Publications, including special reports and documentation,
2. Financial reports,
4. Officers’ correspondence,
5. Board members’ correspondence,
6. Committee correspondence and reports,
7. Editor’s correspondence (except correspondence soliciting reviews and old manuscripts),
8. Photographs of important Academy activities,
9. Résumés of all officers, editors, board members, honorary members, and awardees, and
10. Photographs of Presidents, honorary members, and awardees.

ARTICLE VIII - NOMINATIONS AND ELECTIONS OF DIRECTORS AND OFFICERS

Section 1 - Nominating Committee. In September of each year, the President shall appoint a Nominating Committee subject to approval by a two-thirds majority of the full Board of Directors. This Committee shall consist of no less than three members, at least one of whom shall be a Director, and shall have the following responsibilities:

(a) To select from the membership a slate of no less than six of the most qualified and willing candidates for Board of Directors, which slate is subject to the approval of the Board;

(b) To select from the Board a slate of the most qualified and willing candidates for elective office, one candidate per office, which slate is subject to the approval of the board;

(c) To solicit and approve petitions of candidacy from the membership, as provided in Section 2 of this Article;

(d) To oversee the election, tabulation, and announcement of the results.

Section 2 - Petitions. A call for petitions for candidacy for the Board of Directors shall be issued to the membership. Any interested member in good standing may be
petitioned to run for the Board if he has ten (10) valid member signatures. The candidate so nominated is then included on the general ballot.

Section 3 - Write-ins. Space on the ballot must be included to accommodate write-in votes for the Board of Directors.

Section 4 - Elections. A ballot shall be mailed to every member in good standing, as defined by Article III. The returned ballots shall be tabulated by the Nominating Committee and the election results announced to the membership. Any valid candidate (slate, petition, or write-in) receiving the majority of the votes returned shall be elected. The five candidates receiving the highest number of votes for positions on the Board of Directors shall be elected to fill the regular three-year terms of office. Any tie vote resulting shall be decided by a simple majority of the Board.

Section 5 - Implementation Dates. The deadline dates for the administration of elections to the Board of Directors shall be:

(a) September -- The President shall appoint the members of the Nominating Committee and the Board shall act on their approval.

(b) September -- The Nominating Committee shall review the membership for the best possible and willing candidates. All nominations, including those made by petition, shall be due to the Nominating Committee by February 1.

(c) February -- The Nominating Committee shall submit a slate to the Board for approval.

(d) March -- Ballots shall be prepared and mailed to the membership by March 1 or to coincide with a mailing of announcement of the annual meeting.

(e) April 15. -- The last day for receipt of ballots.

(f) May -- Election results shall be announced at the Board's May meeting and officers for the coming year shall be elected at that time. Election results and the newly elected officers shall be announced to the membership in June.

Section 6 - Past Presidents. Past Presidents, if willing, shall serve as unelected members of the Board of Directors for six years after the expiration of their last term on the Board.

ARTICLE IX - COMMITTEES

Section 1 - Appointment. In September of each year the President, with the approval of the Board of Directors, shall create and appoint such standing or advisory committees as may be deemed necessary for the promotion and proper conduct of the objectives of the Academy. The President also, with approval of the Board of Directors, at any time
may create and appoint ad hoc committees for specific projects; such committees are temporary and cease to exist when their charge is completed.

**Section 2 - Responsibilities.** Each committee, whether standing or ad hoc, shall make evaluations and recommendations to the Board regarding Academy activities in its respective area. The chairman of each committee shall report to the Board when requested by the President to do so, or as otherwise specified in these By-Laws.

**Section 3 - Composition.** All committees shall be appointed by the President, who shall designate the chairman of each. Except as provided in Sections 5, 6, 7, and 8 of this Article, any member of the Academy shall be eligible for appointment to any committee so created.

**Section 4 – Annual Meeting Committee.** As stipulated in Article VII, Section 2 of these By-Laws, an Annual Meeting Committee shall be chaired by the Vice President. The committee shall be composed of two members and work with the ad hoc Local Organizing Committee formed for each annual meeting.

**Section 5 - Fellows Committee.** As stipulated in Article III, Section 6, of these By-Laws, the Fellows Committee shall be composed of three members who are Fellows of the Academy.

**Section 6 - Finance Committee.** As stipulated in Article X, Section 10-b, of these By-Laws, the Finance Committee shall consist of the Treasurer and two other members. At least two members of this Committee shall be members of the Board of Directors.

**Section 7 – Nominating Committee.** As stipulated in Article VIII, Section 1, of these By-Laws, the Nominating Committee shall consist of no less than three members, of whom at least one shall be a Director; and must have the approval of two-thirds of the full Board of Directors.

**Section 8 - Publications and Editorial Board Committee.** The Publications Committee shall consist of the Editor of the Bulletin plus one or more current members of the Board of Directors. At least one member of the Publications Committee shall be on the Board of Directors. The Editor shall be Chair of the Publications Committee. Together they will form the Academy’s Editorial Board. The role of the Publications Committee and Editorial Board is to invite papers, to provide potential lists of reviewers, and to balance the papers appearing in the Bulletin. The committee also will direct activities associated with the Academy’s internet website, and all other electronic and written communications disseminated to the membership and the public.

**Section 9 – Grants and Scholarship Committee.** The Grants and Scholarship Committee shall be composed of three members focusing on general development and administration of Grants, Awards, and Scholarship Program. They will solicit and evaluate applications for student research grants, scholarships and awards, and make recommendations for grants, awards and scholarships.
**Section 10 – Junior Academy Committee.** This committee shall be composed of up to eight members, focusing on activities of the Junior Academy and its Research Training Program for high school students. Key activities include selecting Junior Academy members from high school candidates, arranging mentors, working with junior academy students on research methods and communication skills, and judging student performance during annual meetings.

**Section 11 – Membership Development Committee.** This committee shall consist of three members who will focus on maintaining and expanding membership of the Academy.

**ARTICLE X - FUNDS AND FINANCIAL ADMINISTRATION**

**Section 1 - Reserve Fund.** All monies received from Life Members and Patrons in consideration of their election as such, all gifts for undesignated purposes, and such other funds, properties, or assets as the Board of Directors shall stipulate, shall be designated collectively as the Reserve Fund.

**Section 2 - General Fund.** All other funds or assets shall be designated collectively as the General Fund.

**Section 3 - Bequests and Trusts.** Bequests and trusts having for their object the purpose or welfare of the Academy may be accepted and administered by the Academy. Before acceptance of any such trust, the Board of Directors shall consider the object of the trust and all conditions and specifications attached thereto, and shall report its action to the Academy. Unless otherwise specified by the donor, bequests shall be added to the Reserve Fund and managed by the Finance Committee, which shall also manage trusts as agreed to in the trust instructions.

**Section 4 - Control and Administration.**

(a) Reserve Fund. As designated in Section 10 of this Article, a Finance Committee shall hold the Reserve Fund in trust with power to sell and to reinvest according to its judgment under the investment policy and guidelines adopted by the Board of Directors. Principal and income from the Reserve Fund may, with the approval of a two-thirds majority of the Board of Directors, be returned to the General Fund for the conduct of the Academy's business. Both the principal and income of the Reserve Fund shall be used solely to further the objectives and purposes of the Academy; but the Reserve Fund shall be administered and operated in such manner that it will at all times maintain a tax-exempt status under the provisions of the United States Internal Revenue Code, both for income tax and gift tax purposes.

(b) General Fund. Subject to the general direction and regulations of the Board of Directors, the Treasurer shall be responsible for all funds of the Academy except for the Reserve Fund, which shall be under the supervision of the Finance Committee. The
General Fund accounts shall be subject to the signatures of the Treasurer and one other officer.

**Section 5 - Accounting.** All incoming funds shall be received by the Treasurer, entered into the Academy's books, and deposited or invested as shall have been prescribed by the Board of Directors or the Finance Committee. The Treasurer shall keep proper accounts of all financial transactions of the Academy and shall be responsible for the preparation of all necessary tax and corporate returns. By February 1 of each year, the Treasurer shall render to the Board a year-end accounting for the preceding year of all receipts, disbursements, assets, and liabilities and shall submit the Academy accounts to the Audit Committee for audit.

**Section 6 - Budget.** The Board of Directors annually shall adopt, by December 31, a budget allocating funds of the Academy for the purpose of carrying out its objective during the following year.

**Section 7 - Contracts.** The President is empowered and authorized to enter into contracts for the Academy that have been approved by the Board of Directors.

**Section 8 - Fiscal Year.** The fiscal year of the Academy shall be from January 1 through December 31.

**Section 9 - Finance Committee.**

(a) Function. The Finance Committee shall make recommendations to the Board of Directors on the investment of the Academy's Reserve Fund and on financial questions, and shall be responsible for the control and administration of all properties, investment funds, endowment, trust, and gift funds, and of such other funds as the Board may designate to the Reserve Fund. The Board may grant limited discretionary powers to the Finance Committee to sell and reinvest. At the direction of the Treasurer, the Committee will arrange for an annual external audit and report that will be presented to the Academy’s Board of Directors.

(b) Composition. The Finance Committee shall consist of the Treasurer and two members appointed by the President with the approval of the Board of Directors. At least two of the members of this committee shall be members of the Board. Each appointment to the committee shall be for one year; reappointments for successive annual terms of service may be made as long as the member continues to carry out his responsibilities to the satisfaction of the Board.

**ARTICLE XI - TAX-EXEMPT STATUS**

No part of the assets of the Academy shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in
Article II. No substantial part of the activities of the Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Academy shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this Academy shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purpose.

ARTICLE XII - PUBLICATIONS OF THE ACADEMY

Section 1 - Bulletin.

(a) The official publications of the Academy shall be known as the Bulletin of the Southern California Academy of Sciences. The Bulletin shall be sent to members except as restricted under Article III, Section 2, of these By-Laws. Other persons or institutions may subscribe to the Bulletin under published prices as set by the Board of Directors.

(b) Articles in the Bulletin as a whole should emphasize topics of importance to the region.

(c) Articles of broad interest as well as technical articles will be considered. An attempt will be made to achieve a balance among the various scientific disciplines.

(d) All articles submitted for publication shall be reviewed by at least two persons from the same discipline. The Publications Committee may assist the Editor in making decisions on such reviews.

Section 2 - Editor. The duties of the Bulletin Editor are described in Article VII, Section 2 of these By-Laws.

Section 3 - Other Publications. At the discretion of the Board of Directors, the Academy may publish Memoirs, a Newsletter, or any other publications which may be appropriate to the functioning of the Academy. Such publications shall be available to all members under conditions prescribed by the Board or as set forth in other Articles of these By-Laws.

ARTICLE XIII - ORGANIZATIONAL AFFILIATIONS

At the discretion of the Board of Directors, the Academy may enter into mutual relationships with other academic or scientific organizations or institutions for the purpose of furthering the aims of the Academy. The specific nature of such relationships shall be determined by the Board. Any organization with which a formal relationship has been established shall have the right to designate a representative to the Board of Directors. The representative will then receive minutes and notices of all Board meetings and may participate at these meetings, except that the representative may not vote on issues before the Board.
ARTICLE XIV - OFFICIAL STATEMENTS

Official statements on questions of public policy shall be issued only with the approval of the Board of Directors. Any statement purporting to represent the viewpoint of the Academy must be formally approved by the Board. No official statements shall violate Article XI of these By-Laws.

ARTICLE XV - PARLIAMENTARY AUTHORITY

Parliamentary procedure not covered in these By-Laws should follow Roberts' Rules of Order. The President may designate a Parliamentarian if he so wishes.

ARTICLE XVI - AMENDMENTS

Amendments to these By-Laws may be initiated by recommendation of the Board of Directors or by petition of twenty-five (25) valid member signatures. Proposed amendments shall be approved by a simple majority of those members voting on the question, either through the mail or at a stated meeting; provided that the notice of each proposed amendment has been sent to each member at least two months prior to such meeting. Members unable to attend the meeting may vote by mail.

ARTICLE XVII - DISSOLUTION

Upon the dissolution of the Academy, the Board of Directors, after paying or making provisions for the payment of all liabilities of the Academy, shall dispose of all of the assets of the Academy exclusively for the purposes of the Academy in such manner, or to such organization or organizations located in Southern California and organized and operated exclusively for scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the State of California exclusively for such purposes, or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for scientific purposes.

ARTICLE XVIII - EFFECTIVE DATE

Last amendments effective January 1, 2008