

**CONSTITUTION AND BYLAWS**  
**OF**  
**THE NEBRASKA ACADEMY OF SCIENCES, INC.**  
(as amended through April 23, 2021)

The Constitution of the Nebraska Academy of Sciences, Inc. as filed on June 30, 2010 and recorded on film roll number 1000992239, page 2 has been amended as follows:

**ARTICLE I**  
**NAME**

This association, a non-profit corporation (organized in 1880 and first incorporated on September 20, 1950) shall be known as The Nebraska Academy of Sciences, Inc., hereinafter referred to as NAS or the Academy. It shall be an affiliate of the American Association for the Advancement of Science (AAAS) and a member of the National Association of Academies of Science (NAAS). The Nebraska Junior Academy of Sciences (NJAS, Junior Academy) and the Nebraska Association of Teachers of Science (NATS, Teachers Association) are Affiliated organizations of the Academy.

**ARTICLE II**  
**OBJECTIVES**

The objectives of the Academy are to further the work of scientists, to facilitate cooperation among them, to improve the effectiveness of science in the promotion of human welfare, to increase public science literacy and appreciation of the importance and promise of science in human progress, and to stimulate science education through communication, cooperation, and public outreach.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1.** Membership in the Academy is open to any person, institution, or organization wishing to support the Academy's objectives, upon completing application materials as prescribed, and payment of the relevant dues. The Academy shall maintain a policy of nondiscrimination and equal opportunity in membership, support, engagement, and employment.

**Section 2.** The term for all memberships shall be 12 months.

**Section 3.** The Board shall maintain categories of individual, participating membership based on involvement with the enterprise of science, which shall include Regular, Collegiate, and Junior. Each member shall have such rights and privileges as appropriate to their category. For each category, the board shall maintain minimum payments due annually to maintain participation including, for regular members, extended-participation and charitable levels (such as Emeritus, Life, Sustaining). Members whose dues are not paid for the current year are not in good standing.

**Section 4.** The Board shall establish and maintain levels of institutional/corporate support, determine the contribution necessary for each such level, and the participation privileges of individuals associated with the institution or corporation. Such individuals shall be termed private sector members.

**ARTICLE IV**  
**OFFICERS**

**Section 1. Officers of the Academy** shall be a President, President-Elect, Treasurer, Secretary, Counselor(s), Presidents and Presidents-Elect of the Academy's Divisions, Presidents of the Academy's Affiliated Societies, and the State Representative to AAAS/NAAS.

**Section 2. A President** shall be the chief executive officer for the Academy across a one-year term, shall preside at Board and Executive Committee meetings, shall organize the Annual Meeting, shall be the chief representative of the Academy in all matters, and shall approve purchases recommended by the Treasurer or Academy staff. The President shall appoint a member to fill any vacancy in a standing committee. The President will conduct the annual performance review of Academy staff, with input from other members of the Executive Committee. An individual may serve as elected President for one term only.

**Section 3. A President-Elect** shall be elected annually and, at the close of a one-year term of office shall become President and serve for one year as President. In the event of a vacancy in the office of President, the President-Elect shall become President. If the remaining duration of Presidential term is less than six months, the President-Elect will also serve as President to the full year term for which the person was elected. President-Elect shall assume these responsibilities in the absence or unavailability of the President.

**Section 4.** A **Treasurer** shall be elected in odd-numbered years and shall serve a two-year term, up to a maximum of two terms; and shall work with the Executive Secretary and have responsibility for management of all accounts, securities, and property of the Academy in consultation with the President and Board; shall work with the Executive Secretary to manage the fiscal duties associated with grants and contracts; shall be responsible for all tax communications and preparations; and shall perform such other duties as prescribed by the Board.

**Section 5.** A **Secretary** shall be elected in even-numbered years and serve a two-year term, up to a maximum of two terms; shall work with the Executive Secretary and be responsible for records of the Academy, membership inventory and solicitation, and minutes and records of Board and Executive Committee meetings; and shall perform such other duties as prescribed by the Board.

**Section 6. Counselors.** The immediate Past-President shall serve a two-year term as Counselor, and the immediate Past-President of the Division(s) shall serve a one-year term as Counselor, in a role as advisors and consultants to the President to provide continuity in policies and planning.

**Section 7.** Elections shall be by ballot of the regular members, conducted electronically at least fourteen (14) business days in advance of the Annual Meeting of the Academy. In the event of a vacancy in any office, except that of President, the Board shall make a *pro tempore* appointment.

**Section 8.** Presidents of Divisions, and Presidents of Affiliated Societies, shall be elected by members of these organizations per their respective bylaws.

**Section 9.** The State Representative to AAAS/NAAS shall be elected annually by the Board.

**Section 10.** Unless otherwise stated herein, **terms** for each elected office begin at the close of the Annual Meeting following a member's election to the office, and continue until a successor is confirmed.

**Section 11.** The Board shall appoint an **Executive Secretary**, whose duties shall include serving as resident agent of the Academy, as well as any other duties as determined by the President, in consultation with the President-Elect. The Executive Secretary reports to the President.

## **ARTICLE V MEETINGS**

**Section 1. Annual Meeting.** The Academy shall hold an Annual Meeting at a time and place specified at least 90 days in advance. This meeting shall be open to all Academy members in good standing. The Board may establish a minimum contribution with which interested and supportive nonmember individuals may register to attend Section meetings.

**Section 2. Presentations.** The Annual Meeting shall allow presentations of the scientific studies of members, organized by Section.

**Section 3. Maiben Memorial Lecture.** The Maiben Lecture is open to the public without cost of admission.

**Section 4. State of the Academy.** During each Annual Meeting, the Executive Committee will host a 'State of the Academy' session, open to all members, wherein activities since the prior Annual Meeting and plans for future activities are presented for the comment and suggestion of members. This session will precede the Annual Business Meeting.

**Section 5. Annual Business Meeting.** Near the conclusion of each Annual Meeting the **Policy, Executive, and Program (PEP)** Committees shall meet jointly with the Board, functioning as the Academy's annual business meeting.

## **ARTICLE VI BOARD AND COMMITTEES**

**Section 1.** The **Board** shall conduct the business of the Academy.

- A.** The Board shall exercise all **powers** usually assumed by Board of Directors or Board of Trustees not specifically assigned to officers and including, without limitation, the right to delegate its functions to officers of the Academy.
- B. Membership.** Voting members of the Board shall be the officers, acting as Academy members-at-large. They shall meet with *ex-officio* (non-voting) appointees: a representative of the University of Nebraska State Museum, the Nebraska Department of Education's Science Education Specialist or representative, and at least one representative from the private sector. *Ex-officio* members are appointed annually by officers of the Board and may serve multiple years.
- C.** A minimum of two-thirds of the voting members of the Board must be present to constitute a **quorum**.
- D.** Meetings of the board are **open** to the extent there is seating available. Representative of the Policy and Long-Range Planning Committees are encouraged to attend, particularly when reporting for their committee. The Board may meet in closed/executive session for part of any scheduled meeting to consider personnel matters, but for no other business.
- E.** The Board shall exercise all **powers** usually assumed by Board of Directors or Board of Trustees not specifically assigned to officers and including, without limitation, the right to delegate its functions to officers of the Academy.
- F.** The Board reserves the **authority to offer honorary recognition** to recipients in categories including but not limited to: *Friend of the Academy, Friend of Science, Honorary Life Membership, and Certificate of Appreciation*. The rights and privileges of each category are determined by Board recommendations.

- G. The Board reserves the right to repudiate and **terminate membership** of any member for cause, and the right to veto or **rescind the action** or actions of any officer, committee, person, or group acting for or in the name of the Academy.
- H. The Board shall **meet as a body**, in person, at least once each year, typically in association with the Annual Meeting of the Academy.
- I. **Regular Meetings.** The Executive Committee shall determine the **time and place of regular business meetings** of the Board. Such meetings may be conducted electronically, provided all members in attendance can be recognized throughout the meeting, and a full agenda (with materials bearing on business items) is distributed at least a day in advance.
- J. **Special Meetings.** The Executive Committee may call special meetings of the Board as it may deem necessary to accomplish specific business. The President shall call a special meeting at the written request/petition of a majority of the Board. A requested special meeting must be held within two weeks of the receipt of the request.

**Section 2.** The **Executive Committee** shall comprise the President, the President-Elect, the Secretary, the Treasurer, and the Counselor(s).

- A. The Executive Committee, chaired by the President, shall be empowered to carry out duties and act on behalf of the Board, subject to subsequent ratification by the Board, and shall make recommendations for Board approval. Action taken by the Executive Committee is to be ratified at the next quarterly meeting of the Board.
- B. The Executive Committee cannot modify or overrule an action taken by the Board.
- C. A minimum of two-thirds of the voting members of the Executive Committee must be present to constitute a quorum for official business. Meetings of the Executive Committee may be conducted electronically, provided all members in attendance can be recognized to participate throughout the meeting.
- D. The President shall determine the time and place of **Executive Committee meetings**.
- E. If immediate action on behalf of the Board is imperative, action may be taken without meeting using two rounds of polling. Wording of the motion is distributed in the first round and members respond with any motion to amend and any comment. If two thirds respond without amendment, the motion passes. If amendment is moved, these need to be approved by simple majority, and the amended wording distributed for final vote by simple majority.
- F. The Executive Committee shall call and arrange during the year for such joint and separate meetings of itself or the Board with the Program and Policy Committees, as it deems necessary.

### **Section 3. Standing Committees**

- A. The **Program Committee** membership shall consist of the Chairperson elected by each active Section from among its members, a designated representative of each Affiliate Society, and a Chairperson appointed by the President annually. The Program Committee shall be responsible for development of the program for the Annual Meeting and for publication of the Proceedings of that meeting. The Program Committee will work within the structure and constraints of the Annual Meeting as conveyed by the Executive Committee and Executive Secretary.
- B. The **Policy Committee** shall comprise one representative from each campus/college/university based in Nebraska. These representatives shall be recommended by the chief administrative officer from their faculty who are, or intend to become, active members of the Academy, and approved by the Board. Appointments are for a three-year term, or shorter to stagger changes in membership and ensure continuity. Individuals may serve no more than two consecutive terms. The Policy Committee shall act as the Ethics Committee for the Academy and as an advisory body to the Board, specifically in maintenance of the Academy's nondiscrimination policy. The President shall give them a charge annually.
- C. The **Long-range Planning Committee** shall comprise three members of the Academy selected by the Board to obtain diversity of perspective on, and experience with, the Academy. One person shall be elected each year to serve a three-year term, or to complete a term in case of a resignation. This person may succeed himself/herself for up to two terms.
- D. The **Nominating Committee**, chaired by the recent Past President and comprising the two most recent Past-Presidents, the Secretary, and the most recent Past-President of each Division, shall prepare a ballot of candidates for the two elective offices of the Academy that will become vacant at the end of the next Annual Meeting, and report the nominees to the Executive Committee and Executive Secretary, which will prepare and distribute election ballots.

**Section 4. Other Committees.** The Board shall establish *ad hoc* committees and working groups as necessary to support the activities of the Academy. For each, it shall establish objectives (e.g., recruitment, fund-raising) or charge, and appoint an individual as chair to report to the Board. Committee members may be enlisted by the Board, the *ad-hoc* committee chair, or the President. These *ad hoc* committees will carry a one-year default period of service unless otherwise established as multiple years. *Ad hoc* committees may be renewed, suspended, and terminated by the Board.

**ARTICLE VII  
SECTIONS, DIVISIONS, AND AFFILIATED SOCIETIES**

**Section 1.** Presentations by Academy members at its Annual Meeting shall be organized in **Sections** in accordance with the fields of interest of its members, as determined by the Board. Each Regular Member of the Academy may designate the Section or Sections in which they wish to be affiliated. In the instance of (re)generation of a Section, the Board creating the Section will appoint its first chair.

**Section 2. Divisions** of the Academy may be formed by groups of Academy members whose common interests require that these groups establish an additional organizational structure within the overall structure of the Academy. Each Division shall establish its own bylaws, which must be consistent in content and intent with the Academy's Constitution and Bylaws. The Board must approve any Division and its bylaws.

**Section 3.** Organizations whose activities and interests are closely associated with those of the Academy, AAAS, or NAAS may be designated as **Affiliated Societies** of the Academy. Each Affiliate may establish its own bylaws for the purpose of conducting business; the provisions of such bylaws must be consistent in content and intent with the Academy's Constitution and Bylaws. The Nebraska Junior Academy of Sciences (NJAS) and the Nebraska Association of Teachers of Science (NATS) are affiliated Societies.

**Section 4.** Association of the Academy with any of its Divisions or Affiliates does not convey or imply endorsement of positions, products, or policies.

**ARTICLE VIII  
PUBLICATIONS AND PRODUCTS**

The publications and products of the Academy shall be issued in such manner as the Board shall direct or delegate.

**ARTICLE IX  
FINANCES**

**Section 1.** The deposit, investment, disbursement, and accounting of all funds shall be subject to the direction of the Board, which shall remain the sole fiduciary authority for the Academy.

**Section 2.** It shall be the Treasurer's responsibility to maintain a running balance of Academy finances and to aid the Executive Secretary in developing an annual budget for the principal activities of the Academy.

**Section 3.** In the event of the dissolution of the Academy, by a two-thirds majority vote of the members voting by ballot to dissolve, or in the event it shall cease to carry out the objectives and purposes herein set forth, the assets identified as having originated from or assigned to the activities of the Divisions will be distributed to those bodies if they are currently active and meeting the stated purposes as identified in its bylaws. All remaining assets of the Academy shall be distributed as directed by the Board to organizations that are interested in supporting science education and scientific research, and that are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision thereto), with preference being given, in order of priority, to (1) the Academy Divisions that remain active, (2) Nebraska organizations, and (3) national organizations. In no event shall any of the assets of the Academy, upon dissolution, go or be distributed to Academy members, or for any other purpose; it being the intent that the assets owned by the Academy upon dissolution be devoted to the carrying on of scientific education, outreach, and/or research through the investigation and dissemination of scientific knowledge.

**ARTICLE X  
INDEMNIFICATION**

Members of the Board, former members of the Board, Academy staff, and officially constituted committees, and councils of the Academy, individually and collectively, shall be indemnified and held harmless by the Academy in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where such members are adjudged guilty of willful misconduct.

**ARTICLE XI  
AMENDMENTS**

Amendments to this Constitution and Bylaws that have been recommended by the Board or requested by the petition of not less than five percent of the members may be adopted at any Annual Meeting by a two-thirds vote of the members present, or by ballot by a two-thirds majority of those voting. The proposed amendments shall be distributed to the membership at least fourteen business days in advance of the voting.

**CERTIFICATE**

Amendment of the Constitution and the Bylaws of the Nebraska Academy of Sciences, Inc. was duly adopted by ballot on 23 April 2021 by a vote of members present at the NAS Business Meeting.

For proposed revisions:	19
Against proposed revisions:	0
Abstentions	0

A copy of the revised Constitution and Bylaws was distributed to Members for review thirty (30) days in advance of the voting.

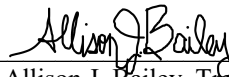
NEBRASKA ACADEMY OF SCIENCES, INC.

Dated this 24<sup>th</sup> day of April, 2021



\_\_\_\_\_  
David M. Harwood, President

Dated this 25<sup>th</sup> day of April, 2021



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Allison J. Bailey, Treasurer