BYLAWS OF

THE ACADEMY OF SCIENCE, ENGINEERING AND MEDICINE OF FLORIDA

a Florida non-profit corporation

These Bylaws govern the affairs of The Academy of Science, Engineering and Medicine of Florida ("the Academy"), a Florida non-profit corporation.

The corporation is governed by a Board of Directors. In the first three-year cycle (2018-2021) the Corporation is governed by a Board of Directors referred to as the Inaugural Board. After 2021 the Corporation is governed by a Board of Directors referred to as the Governing Board. In the Bylaws below, we refer to the Inaugural Board if the reference pertains only to the Inaugural Board, the Governing Board if the reference pertains to the Governing Board and the Board if the reference pertains to either the Inaugural Board or the Governing Board.


1.1. Purposes. The purpose of this corporation is to establish an association in Florida that undertakes studies, or contracts on its behalf, that are of interest to the State of Florida or/and intend to inform the Florida community of current and future challenges that face our global society, and in particular the State of Florida, and engage in discussions of how these challenges can be addressed.

1.2. Powers. The Academy shall have all of the powers, duties, authorizations and responsibilities as provided in the Florida Non-Profit Corporation Act; provided, however, that the Academy shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as a corporation described in Section 501(c)(3) of the Code.

2. Offices and Fiscal Agent.

2.1. Principal Office. The Academy's principal office in Florida shall be located at The University of Central Florida, 4000 Central Florida Boulevard, Orlando, FL 32816. The Academy may have such other offices, in Florida or elsewhere, as the Board (as defined in Section 5 hereof) may determine. The Board at its discretion may change the location of any office of the Academy after the first three years.

2.2. Fiscal Agent. The University of Central Florida ("UCF") shall be the fiscal agent of the Academy and shall maintain the financial records of the Academy. As the fiscal agent, UCF shall provide payroll, purchasing, accounting, and other systems to support the fiscal obligations of the Academy and others working for the Academy. The Academy shall prepare annual budgets and provide UCF with direction in matters of fiscal responsibility. UCF shall share prepared quarterly and annual reports and financial information for the Academy. UCF shall also manage reimbursement of funds for Academy members, officers, and directors for qualifying activities. The Governing Board, as defined
in Section 5.2a hereof, at its discretion may change the fiscal agent after the first three years.

3. Members.

3.1. Membership. The Academy shall have one primary class of members (the Members). Other classes of membership include Emeritus, Corresponding and Honorary, the criteria of which will be decided by the Board. The Board or a Board-designated committee may adopt and amend nomination procedures for membership in the Academy.

3.2. Member Qualification and Election.

(a) Qualification. To be eligible for admission to the Academy as a Member, a candidate must satisfy either of the following qualifications: (i) Member of NASEM (National Academies of Science, Engineering or Medicine) and reside or have employment in the State of Florida; or (ii) Individual who is not in NASEM but reside and/or work in the State of Florida and has an outstanding record of accomplishments, national and international recognition. Up to 10% of total Academy membership will be inducted every year. The total membership of the Academy at any one point in time shall consist of at least 51% of members who are members of NASEM.

(b) Nomination and Election. An individual who is not a member of NASEM must be nominated by one member of the Academy by completing a nomination form documenting the accomplishments of the candidate. Three members of the Academy should provide completed reference forms for the candidate. No more than two of the total number of four (nominator plus references) shall be affiliated (employed or retired) with the nominee’s institution(s) in the past five years. Each year, the President of the Board (see section 5.2a) shall appoint a Membership Committee of at least 5 members but not exceeding 7 members of ASEMFL, including at least one member of NAE, at least one member of NAS and at least one member of the NAM. The membership committee will follow guidelines outlined in separate documents, the Membership Committee Charter document, and the Suggested Procedure for Selecting Recommended Nominees for Induction document. The completed nomination and reference forms shall be sent to the Executive Officer who shall record all nominations and forward the package of all nominations to all members of ASEMFL for their comments by completing a Comments Form for each nominee. The completed Comments Forms shall be sent to the Executive officer by a specified date. The Nomination, Reference and Comment Forms shall be sent to each member of the Membership Committee at least 30 days prior to the meeting of the Membership Committee. The members of the Membership Committee shall discuss and vote on each candidate and select the candidates that will be recommended for election. The number of recommended candidates each year shall not exceed that stipulated by the Board. Recommended candidates shall be presented to the Members of ASEMFL for a vote of admission. Candidates must receive at least 80% positive votes (only yes, no votes count) for admission into the Academy as a Member.

(c) Re-Nominations. A candidate not elected at his/her first year of nomination, will automatically be considered as being re-nominated for two more consecutive years, ensuring that each candidate has a total of three consecutive opportunities
for election. If the candidate is not elected during these first three years, he/she will not be
eligible for nomination for the following two years. The candidate is eligible for re-
nomination after these two years, and that re-nomination will be considered as his/her first
nomination and shall be treated as such. The nominator of any candidate being automatically
nominated or re-nominated shall be given an opportunity to upgrade/revise the existing
nomination form of the candidate.

3.3. Rights. Upon admission, a Member shall be entitled to all rights and
privileges of the Academy, including the right to attend all meetings of the membership, the
right to vote in all matters put before the membership and the right to hold elective or
appropriate office. Each Member shall be entitled to one vote on any matter put before the
membership.

3.4. Resolving Disputes. In any dispute between Members relating to the
Academy’s activities, all parties involved shall cooperate in good faith to resolve the dispute.

3.5. Sanctioning, Suspending or Terminating Members. The Board may
impose reasonable sanctions on a Member, or suspend or expel a Member from the
Academy, for good cause, after a hearing. Good cause includes defaulting on an obligation
to the Academy to pay fees or dues (if applicable) for a period of ninety (90) days following
delivery of notice of default or a material and serious violation of the Academy’s articles of
incorporation, Bylaws or rules of law. The Board may delegate powers to a regular or ad
hoc committee to conduct a hearing, make recommendations to the Board or take action
on the Board’s behalf. The Board or a committee designated by the Board to handle a
matter involving sanctioning, suspension or expulsion may not take any action against a
Member without giving the Member adequate notice and an opportunity to be heard.

3.6. Resignation, Relocation. Any Member may resign from the Academy by
submitting a written resignation to the Secretary. The resignation need not be accepted by
the Academy to be effective. A Member’s resignation shall not relieve him/her of any
obligations to pay any dues, assessments or other charges (if applicable) that had accrued
and were unpaid before the effective date of the resignation. If a member leaves the state but
maintains meaningful connection with the Academy, he/she will be given the opportunity to
resign or become a Corresponding member.

3.7. Reinstatement. A former Member may submit a written request for
reinstatement of membership. The Board or a committee designated by the Board to handle
the matter may reinstate membership on any reasonable terms that the Board or committee
deems appropriate.

3.8. Waiving Interest in Corporate Property. A Member has no interest in
specific property of the Academy and each Member waives the right to require partition of
all or part of the Academy’s property.

4. Meetings of Members.
4.1. Annual Meeting. An annual meeting of the Academy shall be held at the University of Central Florida for the first three years, at which members will be inducted and individuals honored. After the first three years, a new meeting place will be determined by the Governing Board. At least one meeting will be held annually with a specific thematic focus to inform the scientific community of current and future challenges that face our global society and engage in discussions of how these challenges can be addressed. All business for which action by members of the Academy is necessary shall be conducted at a session or sessions during one or both of these meetings.

4.2. Place of Meeting. The Board may designate any place, inside or outside Florida, as the place of meeting for any annual meeting or for any Special Meeting called by the Board. If the Board does not designate the place of meeting, the meeting shall be held at the Academy's principal office.

4.3. Notice of Meetings. Written or printed notice of any Members' meeting, including the annual meeting, shall be delivered to each Member entitled to vote at the meeting, not less than thirty (30) days nor more than required by law, before the date of the meeting. Notice shall be given by or at the direction of the President or Secretary, or the officers or persons calling the meeting. If all of the Members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

4.4. Eligibility to Vote at Members' Meetings. A Member in good standing is entitled to vote by mail or at a meeting of the Members of the Academy. A Member in good standing is one who is not suspended as of the date thirty (30) days before the meeting or thirty (30) days before the mailing of ballots in a vote by mail.

4.5. Quorum. Members holding one-tenth of the votes that may be cast at a meeting who attend the meeting in person or vote under Section 4.4 shall constitute a quorum for the purposes of a vote by the Members. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough Members leave so that less than a quorum remains; provided, however, that no action may be approved without the vote of at least a majority of the number of Members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the Members who are present may adjourn the meeting and reconvene the meeting one time, once a quorum is achieved, without further notice.

4.6. Voting by Mail, Facsimile or Electronic Transmission. The Board may authorize Members to vote by mail, facsimile or electronic transmission, or any combination thereof, on the election of directors or on any other matter on which the Members may vote.

5. Board of Directors.

5.1. Management of the Academy. A Board of Directors (the Board) elected in accordance with the provisions of this Section 5 shall manage the Academy's affairs.
5.2. Number, Qualifications, Tenure of Directors, Responsibilities of the Board.

(a) Required Composition. There shall be an Inaugural Board that will serve for three years. Some members of the Inaugural Board will serve for more than 3 years as the Inaugural Board transitions, after the first three years, into a Governing Board. Members of the Inaugural Board shall consist of three Founding Members (Salvendy, Garber and Georgiopoulos) of the Academy and at least nine other invited members from NASEM membership of the National Academy of Science, the National Academy of Medicine, and the National Academy of Engineering. The Inaugural Board will include at least one member who is a member of the National Academy of Science, one member who is a member of the National Academy of Engineering and one member who is a member of the National Academy of Medicine. Other members will include a number of deans from the colleges of Sciences, Engineering and Medicine in Florida Universities. Members of the Board should reside or have employment in Florida. The Board will have a President, a Treasurer, a Vice President, and a Secretary. The President of the Inaugural Board will be Gavriel Salvendy (UCF, NAE) and the Treasurer of the Inaugural Board will be Nicholas Garber (UCF, NAE), reflecting UCF’s efforts to initiate and help establish the Academy. The Executive Officer of the Inaugural Board will be Michael Georgiopoulos and will serve until the Board hires an Executive Officer. The corporation shall be governed by the Inaugural Board (first three years) and beyond this period by the Governing Board. The Governing Board will consist of no less than 9 members and no greater than 15 members. The members of the Governing Board include the Elected Officers and an Executive Officer. At least one member of the Governing Board will be an Academy member from the membership of the National Academy of Science, the National Academy of Medicine and the National Academy of Engineering. At least 51% of the members of the Governing Board will be members of NASEM. The President, Vice President, Secretary, Treasurer and Executive Officer shall be voting members of the Board and shall serve on the Board as officers of the Academy pursuant to Section 5.2(c).

(b) Responsibilities. The responsibilities of the Inaugural Board will be: (1) Selection of the name of the corporation, (2) Finalize the constitution and by-laws, (3) Expand the Membership in the Academy, (4) Obtain state and philanthropic support (5) Market the Academy to the State, (6) Coordinate and conduct the Annual Meeting, (7) Address the Grand Challenges in Florida and other matters as deemed appropriate. The responsibilities of the Governing Board will be: (1) Set the policies of the Academy, (2) Propose additions, deletions, or any changes to the constitution and bylaws, (3) Set dates for election of new officers and other members of the Board in accordance with the bylaws, (4) Meet twice (annually) including the meeting prior to the Annual meeting of the Academy.

(c) Term. All members and officers of the Board shall serve for 3 years and can be re-elected for another 3-year term. Michael Georgiopoulos shall serve as an Executive Officer of the Board until the Board hires a permanent Executive Officer. No elected member of the Board may serve for more than two consecutive terms of three years each. Board members could be re-elected to the board after a 2-year hiatus.

(d) Other Characteristics. To the extent it is possible to do so, the
“Nominations and Election” Committee shall seek to include at least one director who
does not have an active affiliation with a college, university or other institution of
higher learning, but does have experience as an executive of a corporation (or other
business entity) engaged in the scientific, engineering and/or healthcare industries.

5.3. Nominating Officers and other Directors. Each year a “Nominations and
Election Committee” consisting of the Immediate Past President, the President and three
members of the Academy, appointed by the President, shall develop a list of candidates for
the positions of President (if needed), Vice President (if needed), Secretary (if needed),
Treasurer (if needed) and other Directors (if needed). In addition, any candidate nominated
(including their credentials) for any officer position (as needed) or director position (as needed)
by ten or more members of the Academy shall be included in the nomination list.

5.4. Electing Officers and other Directors: The nominations lists shall be widely
distributed to the members of the Academy at least thirty days before voting. Voting shall be
carried out for a period of thirty days. The candidate with the highest number of votes shall
be elected for each position. A Director may be elected to succeed himself or herself as
director, but not for more than two consecutive three-year terms. Notwithstanding the above,
the Academy’s Board should have members such that 51% of the members are members of
NASEM and at least one member is from each of the Academy of Science, the Academy of
Medicine, and the Academy of Engineering.

5.5. Vacancies. The Board shall fill any vacancy in the Board by the affirmative
vote of a majority of the remaining directors. A director selected to fill a vacancy shall
serve for the unexpired term of his or her predecessor in office.

5.6. Annual Meeting. Meetings of the Board and other committees of the
Academy may be located within the State of Florida, other than the headquarters of the
Academy, with the approval of at least 70% of the board members. When a selection is not
made, the meeting shall be held at the headquarters of the Academy.

5.7. Other Regular Meetings. The Board may provide for regular meetings by
resolution stating the time and place of such meetings.

5.8. Special Meetings. Special Board meetings may be called by the President.

5.9. Notice. Written or printed notice of any special meeting of the Board shall
be delivered to each director not less than ten (10) days, nor more than thirty (30) days
before the date of the meeting. The notice shall state (a) the day and time of the meeting,
(b) who called it and (c) the purpose or purposes for which it is called.

5.10. Duties of Directors. Directors shall discharge their duties, including any
duties as committee members, in good faith, with ordinary care and in a manner they
reasonably believe to be in the Academy's best interest. In this context, the term "ordinary
care" means the care that ordinarily prudent persons in similar positions would exercise
under similar circumstances.

5.11. Conflicts of Interest. Contracts or transactions between directors, officers
or Members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer or Member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party’s votes are counted for the purpose; provided, however, that every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.


5.13. Compensation. Directors will not receive salaries for their services. The Board may adopt a resolution providing for paying directors expenses of attendance, if any, for each Board meeting. A director may serve the Academy in any other capacity and receive compensation for those services.

5.14. Removing Directors. The Board or Members may vote to remove any elected director at any time only for good cause. An elected director may be removed by the affirmative vote of a majority of the Board or Members.

6. Officers.

6.1. Officer Positions. The Academy's officers shall be a President, a Secretary, a Vice President, a Treasurer, and an Executive Officer. The Board may create additional officer positions, define the authority and duties of each such position and elect or appoint persons to fill the positions. The same person may not hold any two or more offices.

6.2. Election and Term of Office. When necessary, the Academy's officers shall be elected annually by the Governing Board at the annual Governing Board meeting with the exception of the Executive Officer, who shall be appointed by the President. If officers are not elected at this time, they shall be elected as soon thereafter as possible. Each elected officer shall hold office until a successor is duly elected.

6.3. Removal. Any officer elected or appointed by the Board may be removed by the Board with or without good cause. Removing an officer shall be without prejudice to the officer's contractual rights, if any.

6.4. Vacancies. The Board may select a person from among the membership at large to fill a vacancy in any office for the unexpired portion of the officer's term.

6.5. Compensation. No compensation shall be paid to elected officers. The Executive Officer may be paid a salary through the fiscal agent.

6.6. Executive Officer. The Executive Officer shall act as the Academy's officer in charge of daily operations. He or she shall supervise and control all of the Academy's business and affairs. The Executive Officer shall serve as the liaison of the
Academy and the Government entities to identify issues for which studies will be undertaken. The Executive Officer shall perform other duties prescribed by the President and the Board and all duties incident to the office of Executive Officer.

6.7. President. The President shall be the leader of the Academy, shall chair all business and annual meetings of the Academy, shall establish standing committees as necessary and appoint members of these committees. The President shall perform such duties as are necessary to ensure efficient operations of the Academy and shall perform any other duties as may be assigned by the Board. In the absence of the Executive Officer or in the event of his or her inability or refusal to act, the President shall perform the duties of and be subject to all the restrictions of the Executive Officer.

6.8. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of and be subject to all the restrictions of the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board. Unless removed by the Governing Board prior to the expiration of his/her three-year term as Vice President, the Vice President shall automatically assume the office of President for the succeeding term.

6.9. Treasurer. The Treasurer shall work with the Academy’s fiscal agent and report to the Board the financial status of the Academy and present these to the board at the two annual meetings of the board (fiscal year is from July 1st to June 30th of the following year); and perform other duties as assigned by the President or the Board.

6.10. Secretary. The Secretary shall: give all notices as provided in the Bylaws or as required by law; take minutes of the meetings of the Members and the Board and keep the minutes as part of the corporate records; maintain custody of the corporate records and seal; affix the corporate seal to all documents as authorized; keep a register of the mailing address of each Member, director, officer and employee of the Academy; have the responsibility of obtaining all records of standing committees and submit these to the Executive Officer for timely distribution to the members of the Academy. The secretary should perform duties as assigned by the President or the Board; and perform all duties incident to the office of Secretary.

7. Committees.

7.1. Establishing Committees. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee and appointing or removing members of a committee. A committee may include persons who are not directors.

8. Transactions of the Academy.

8.1. Contracts. The Board may authorize any officer or agent of the Academy to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Academy. This authority may be limited to a specific contract or instrument
or it may extend to any number and type of possible contracts and instruments. Contracts whose cumulative value exceeds $100,000 must be approved by the Board.

8.2. Deposits. All of the Academy's funds shall be deposited to the credit of the Academy in banks, trust companies or other depositaries that the Board selects.

8.3. Gifts. The Board may accept, on the Academy's behalf, any contribution, gift, bequest or device for the general purposes or for any special purpose of the Academy. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law and provisions set out in federal tax law that must be complied with to maintain the Academy's federal and state tax status.

8.4. Potential Conflicts of Interest. The Academy may not make any loan to a director or officer of the Academy.

8.5. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Academy shall be signed by such officer or officers, or agent or agents, of the Academy and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be approved by the executive director for all amounts below $5,000. Approval for expenditures above $5,000 but below $25,000 will be approved by the Executive Director and the Treasurer. Any approvals needed in excess of $25,000 shall be signed by the President and countersigned by the Executive Director and the Treasurer of the Academy.


9.1. Required Books and Records. The Academy shall keep correct and complete books and records of account. These records shall include: Minutes of the proceedings of the Members, Board and committees having any of the authority of the Board; A list of the names and addresses of the Members, directors, officers and any committee members of the Academy; A financial statement showing the Academy's assets, liabilities and net worth at the end of the three most recent fiscal years; A financial statement showing the Academy's income and expenses for the three most recent fiscal years; All rulings, letters and other documents relating to the Academy's federal, state and local tax status; and The Academy's federal, state and local tax information or income-tax returns for each of the Academy's three most recent tax years.

9.2. Inspection and Copying. Any Member, director, officer or committee member of the Academy may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Academy. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five (5) business days after the Academy receives a proper written request.
9.3. Audits. The Board shall cause an audit of the books and records of this Corporation to be made at least once each fiscal year. If the total annual expenses of the corporation are less than $100k the audit will be conducted by a Finance Committee appointed by the President. If the total annual expenses of the corporation are more than $100k the audit will be conducted by a professional accounting firm.

10. Fiscal Year. The Academy's fiscal year shall begin on the first day of July and end on the last day in June in each year.

11. Indemnification and Insurance. The Academy may, by resolution of the Board, indemnify a director, officer, committee member, employee or agent of the Academy who was, is, or may be named defendant or respondent in any proceeding as a result of his, her or its actions or omissions within the scope of his, her or its official capacity in the Academy. For the purposes of Section 11, an agent includes one who is or was serving, at the Academy's request, as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan or other enterprise. The Academy shall obtain general liability insurance and directors and officers liability insurance for the Academy and its directors and officers.

12. Notices. Any notice required or permitted by these Bylaws to be given to a Member, director, officer or committee member of the Academy may be given in person, by mail or by facsimile or electronic transmission. Any notice will be effective only upon actual receipt by the party, except that, in the case of notice by mail, notice shall be deemed received on the earlier of (i) actual receipt or (ii) five days following deposit in the United States mail, postage prepaid, and addressed to the person at his or her address as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the Secretary of the Academy.

13. Special Procedures Concerning Meetings.

13.1. Meeting by Teleconference. The Members, Board and any committee of the Academy may hold a meeting by telephone conferencing, video conferencing or other technological procedures.

13.2. Action Without Meeting of Members.

(a) Written Consents. Any action required or permitted to be taken at a meeting of the Members, the Board or any committee of the Academy may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Members, directors, or committee members as would be necessary to take that action at a meeting at which all of the Members, directors or members of the committee were present and voted.

(b) Electronic Consents. A telegram, telex, cablegram, electronic mail, or other electronic transmission by a Member, director, or committee member consenting
to an action to be taken is considered to be written, signed, and dated for the purposes
of this Section if the transmission sets forth or is delivered with information from which
the Academy can determine that the transmission was transmitted by the Member,
director, or committee member, as the case may be, and the date on which the Member,
director, or committee member transmitted the transmission.

14. Amending Bylaws. The Board may make changes to the bylaws or clarify the
articles of these bylaws provided that these changes and clarifications have first been
approved by at least eighty percent of the voting members of the Board. Notice of any Board
meeting at which these Bylaws may be amended or repealed or at which new Bylaws may
be adopted shall be given to the Members in accordance with the provisions of Section 4
of the Bylaws and such notice shall include the text of the proposed bylaw amendments
as well as the text of any existing provisions proposed to be amended or repealed. The
notice may also include a fair summary of those provisions. Each Member shall have
the right to express his support or criticism of the proposed actions described in such
notice by submitting same in writing and delivering it to the Board. The Board shall review
such material prior to voting on the proposed action but shall not be bound by any such
material. These changes shall be approved if at least eighty percent of those voting at the
Board meeting are in favor of the proposed changes.

15. Amending the Constitution. Changes to the Constitution may be made
following the recommendation of not less than eighty percent of the full voting membership
of the Board, provided that all proposed changes are submitted in writing to all members of
the Board at least thirty days prior to the Board meeting at which these changes will be
discussed. Notice of any Board meeting at which these changes may be adopted shall be
given to the Members in accordance with the provisions of Section 4 of the Bylaws and
such notice shall include the text of the proposed constitutional amendments as well as the
text of any existing provisions proposed to be amended or repealed. The notice may
also include a fair summary of those provisions. Each Member shall have the right to
express his support or criticism of the proposed actions described in such notice by
submitting same in writing and delivering it to the Board. The Board shall review such
material prior to voting on the proposed action but shall not be bound by any such material.
These changes shall be approved if at least eighty percent of those voting at the Board
meeting are in favor of the proposed changes.

16. Publications and Papers

16.1. The Academy may establish publications, including an official organ, issue
reports, and hear papers.

16.2. Any Member may present a paper at any technical session of the Academy,
but papers by non-members must be sponsored by Members, unless the Board or the
organizing committee of that technical session rules otherwise.

16.3. The Academy may, at the request of any governmental body or of any
public or private institution, study and report on any topic the Board deems within the
competence of the Academy. However, any Academy report shall be issued only after
approval by the Board.
17. Restriction to Charitable Functions

17.1. The Academy shall have no power to alter, amend, repeal, or add to these Bylaws in such a manner as to permit any Member, officer, agent, or employee ever to receive or be entitled to receive any compensation or pecuniary profit from the operations of the Academy except reasonable compensation for services actually rendered to the Academy in effecting one or more of its purposes, or to receive any part of the property or assets of the Academy during its continuance or upon its dissolution or termination of its corporate existence except through bona fide purchase at fair value determined at arm's length; and the Academy shall have no power to alter, amend, repeal, or add to these Bylaws so as to permit any substantial part of the activities of the Academy to consist of carrying on propaganda or otherwise attempting to influence legislation.

17.2. No compensation or payment shall ever be paid or made to any Member, officer, agent, or organizer of the Academy, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for the Academy; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of the Academy shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any Member or private individual within the meaning of Section 501(a)(3) of the Internal Revenue Code.

17.3. The Academy shall distribute such part of the current income or past accumulation of income as is necessary to avoid unreasonable accumulation of income within the meaning of Section 504 of the Internal Revenue Code.

17.4. Upon the dissolution of the Academy, the Board shall, after paying or making provision for payment of all of the liabilities of the Academy, dispose of all of the assets of the Academy exclusively for the purposes of the Academy or to organizations for charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit.

17.5. Notwithstanding other provisions of this Article, no Member shall receive remuneration for professional services provided in support of any study performed by the Academy when such services are provided in the capacity of a Member rather than in the capacity of an employee.

18. Miscellaneous.

18.1. Legal Authorities Governing Construction of Bylaws. These Bylaws shall be construed under Florida law. All references in these Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

18.2. Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and
maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if they had not included the invalid, illegal or unenforceable provision.

18.3. Headings. The headings used in the Bylaws are for convenience and may not be considered in construing the Bylaws.

18.4. Seal. The Board may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "The Academy of Science, Engineering and Medicine of Florida" in one circle and the word "Florida" in the other circle.

18.5. Power of Attorney. A person may execute any instrument related to the Academy by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records.

18.6. Parties Bound. These Bylaws shall bind and inure to the benefit of the Members, directors, officers, committee members, employees and agents of the Academy except as the Bylaws otherwise provide.

Certificate of Secretary

I certify that I am the duly elected Secretary of The Academy of Science, Engineering and Medicine of Florida, a Florida not for Profit Corporation, and that these Bylaws constitute such corporation's Bylaws. These Bylaws were voted by the members of the Inaugural Board on August 19, 2020,

Dated: __August 19, 2020_____________________

By: _____________
Print: _______Charles Stanish______________
Secretary of the Corporation