

1 BYLAWS OF

2
3 THE ACADEMY OF SCIENCE, ENGINEERING AND MEDICINE OF FLORIDA

4
5 a Florida non-profit corporation

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

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10 1. Purposes and Powers.

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12 1.1. Purposes. The purpose of this corporation is to establish an association in Florida
13 that undertakes studies, or contracts on its behalf, that are of interest to the State of Florida
14 and/or intend to inform the Florida community of current and future challenges that face our
15 global society, and in particular the State of Florida, and engage in discussions of how these
16 challenges can be addressed.

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18 1.2. Powers. The Academy shall have all of the powers, duties, authorizations and
19 responsibilities as provided in the Florida Non-Profit Corporation Act; provided, however,
20 that the Academy shall neither have nor exercise any power, nor engage directly or
21 indirectly in any activity, that would invalidate its status as an corporation that is exempt
22 from federal income tax as an corporation described in Section 501(c)(3) of the Code.

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24 2. Offices and Fiscal Agent.

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26 2.1. Principal Office. The Academy's principal office in Florida shall be located
27 at The University of Central Florida, 4000 Central Florida Boulevard, Orlando, FL 32816. The
28 Academy may have such other offices, in Florida or elsewhere, as the Board (as defined in
29 Section 5 hereof) may determine. The Board at its discretion may change the location of any
30 office of the Academy after the first three years.

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32 2.2. Fiscal Agent. The University of Central Florida (“UCF”) shall be the
33 fiscal agent of the Academy and shall maintain the financial records of the Academy. As
34 the fiscal agent, UCF shall provide payroll, purchasing, accounting, and other systems to
35 support the fiscal obligations of the Academy and others working for the Academy. The
36 Academy shall prepare annual budgets and provide UCF with direction in matters of fiscal
37 responsibility. UCF shall share prepared quarterly and annual reports and financial
38 information for the Academy. UCF shall also manage reimbursement of funds for Academy
39 members, officers, and directors for qualifying activities. The Board at its discretion may
40 change the fiscal agent after the first three years.

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42 3. Members.

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44 3.1. Membership. The Academy shall have one primary class of members (the
45 Members). Other classes of membership include Emeritus, Corresponding and Honorary,

46 the criteria of which will be decided by the board. The Board or a Board-designated
47 committee may adopt and amend nomination procedures for membership in the Academy.
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49 3.2. Member Qualification and Election.

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51 (a) Qualification. To be eligible for admission to the Academy as a
52 Member, a candidate must satisfy either of the following qualifications: (i) Members of
53 NASEM (National Academies of Science, Engineering or Medicine) and reside or have
54 employment in the State of Florida; or (ii) Individuals who are not in NASEM but reside
55 and/or work in the State of Florida and have an outstanding record of accomplishments,
56 national and international recognition. Up to 10% of total Academy membership will be
57 inducted every year. The total membership of the Academy at any one point in time shall
58 consist of at least 51% of members who are members of NASEM.
59

60 (b) Nomination and Election. An individual who is not a member of NASEM
61 must be nominated by one member of the Academy by completing a nomination form
62 documenting the accomplishments of the candidate. At least three members of the Academy
63 should provide completed reference forms for the candidate. The nomination form shall be
64 sent to the Executive Officer who shall record all nominations and forward the package of
65 all nominations to all the members of the Governing Board of Directors at least 30 days prior
66 to each Board meeting. The members of the Governing Board of Directors shall discuss
67 and vote on each candidate. A candidate must receive at least 80% positive votes of the
68 Board's attendees for a candidate to be recommended to the Members for admission into
69 the Academy. Recommended candidates shall be presented to the Members for a
70 vote of admission. Candidates must receive at least 80% positive votes (only yes, no
71 votes count) received for admission into the Academy as a Member.
72

73 3.3. Rights. Upon admission, a Member shall be entitled to all rights and
74 privileges of the Academy, including the right to attend all meetings of the membership, the
75 right to vote in all matters put before the membership and the right to hold elective or
76 appropriate office. Each Member shall be entitled to one vote on any matter put before the
77 membership.
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79 3.4. Resolving Disputes. In any dispute between Members relating to the
80 Academy's activities, all parties involved shall cooperate in good faith to resolve the dispute.
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82 3.5. Sanctioning, Suspending or Terminating Members. The Board may
83 impose reasonable sanctions on a Member, or suspend or expel a Member from the
84 Academy, for good cause, after a hearing. Good cause includes defaulting on an obligation
85 to the Academy to pay fees or dues (if applicable) for a period of ninety (90) days following
86 delivery of notice of default or a material and serious violation of the Academy's articles of
87 incorporation, Bylaws or rules of law. The Board may delegate powers to a regular or ad
88 hoc committee to conduct a hearing, make recommendations to the Board or take action
89 on the Board's behalf. The Board or a committee designated by the Board to handle a
90 matter involving sanctioning, suspension or expulsion may not take any action against a
91 Member without giving the Member adequate notice and an opportunity to be heard.
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93 3.6. Resignation, Relocation. Any Member may resign from the Academy by
94 submitting a written resignation to the Secretary. The resignation need not be accepted by
95 the Academy to be effective. A Member's resignation shall not relieve him/her of any
96 obligations to pay any dues, assessments or other charges (if applicable) that had accrued
97 and were unpaid before the effective date of the resignation. If a member leaves the state but
98 maintains meaningful connection with the Academy, he/she will be given the opportunity to
99 resign or become a Corresponding member.

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101 3.7. Reinstatement. A former Member may submit a written request for
102 reinstatement of membership. The Board or a committee designated by the Board to handle
103 the matter may reinstate membership on any reasonable terms that the Board or committee
104 deems appropriate.

105
106 3.8. Waiving Interest in Corporate Property. A Member has no interest in
107 specific property of the Academy and each Member waives the right to require partition of
108 all or part of the Academy's property.

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110 4. Meetings of Members.

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112 4.1. Annual Meeting. An annual meeting of the Academy shall be held at the
113 University of Central Florida for the first three years, at which members will be inducted and
114 individuals honored. After the first three years, a new meeting place may be determined by
115 the board. At least one meeting will be held annually with a specific thematic focus to inform
116 the scientific community of current and future challenges that face our global society and
117 engage in discussions of how these challenges can be addressed. All business for which action
118 by members of the Academy is necessary shall be conducted at a session or sessions during
119 one or both of these meetings.

120
121 4.2. Place of Meeting. The Board may designate any place, inside or outside
122 Florida, as the place of meeting for any annual meeting or for any Special Meeting called
123 by the Board. If the Board does not designate the place of meeting, the meeting shall
124 be held at the Academy's principal office.

125
126 4.3. Notice of Meetings. Written or printed notice of any Members' meeting,
127 including the annual meeting, shall be delivered to each Member entitled to vote at the
128 meeting, not less than thirty (30) days nor more than required by law, before the date of
129 the meeting. Notice shall be given by or at the direction of the President or Secretary, or
130 the officers or persons calling the meeting. If all of the Members meet and consent to holding
131 a meeting, any corporate action may be taken at the meeting regardless of lack of proper
132 notice.

133
134 4.4. Eligibility to Vote at Members' Meetings. A Member in good standing is
135 entitled to vote by mail or at a meeting of the Members of the Academy. A Member in
136 good standing is one who is not suspended as of the date thirty (30) days before the meeting
137 or thirty (30) days before the mailing of ballots in a vote by mail.

139 4.5. Quorum. Members holding one-tenth of the votes that may be cast at a
140 meeting who attend the meeting in person or vote under Section 4.4 shall constitute a
141 quorum for the purposes of a vote by the Members. The Members present at a duly
142 called or held meeting at which a quorum is present may continue to transact business,
143 even if enough Members leave so that less than a quorum remains; provided, however,
144 that no action may be approved without the vote of at least a majority of the number
145 of Members required for a quorum. If a quorum is not present at any time during a meeting,
146 a majority of the Members who are present may adjourn the meeting and reconvene the
147 meeting one time, once a quorum is achieved, without further notice.
148

149 4.6. Voting by Mail, Facsimile or Electronic Transmission. The Board may
150 authorize Members to vote by mail, facsimile or electronic transmission, or any
151 combination thereof, on the election of directors or on any other matter on which the
152 Members may vote.
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154 5. Board of Directors.

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156 5.1. Management of the Academy. A Board of Directors (the "Board") elected
157 in accordance with the provisions of this Section 5 shall manage the Academy's affairs.
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159 5.2. Number, Qualifications, Tenure of Directors, Responsibilities of the Board.

160
161 (a) Required Composition. There shall be an Inaugural Board of Directors that
162 will serve for three years. Members of the Inaugural Board of Directors shall consist of three
163 Founding Members (Salvendy, Garber and Georgiopoulos) of the Academy and at least ten
164 other invited members from NASEM membership of the National Academy of Science, the
165 National Academy of Medicine, and the National Academy of Engineering. The Inaugural
166 Board of Directors will include at least one member who is a member of the National
167 Academy of Science, one member who is a member of the National Academy of Engineering
168 and one member who is a member of the National Academy of Medicine. Other members
169 will include a number of deans from the colleges of Sciences, Engineering and Medicine in
170 Florida Universities. Members of the Inaugural Board of Directors should reside or have
171 employment in Florida. The Inaugural Board of Directors will have a President, a Treasurer,
172 a Vice President, and a Secretary. The President of the Inaugural Board of Directors will be
173 Gavriel Salvendy (UCF, NAE) and the Treasurer of the Inaugural Board of Directors will be
174 Nicholas Garber (UCF, NAE), reflecting UCF's efforts to initiate and help establish the
175 Academy.. The Executive Officer of the Inaugural Board of Directors will be Michael
176 Georgiopoulos and will serve until the Inaugural Board hires an Executive Officer. The
177 corporation shall be governed by the Inaugural Board of Directors for the first three years
178 and beyond this period by the Governing Board of Directors. The Governing Board of
179 Directors will consist of no less than 9 members and no greater than 13 members. The
180 members of the Governing Board of Directors include the Elected Officers and an Executive
181 Officer. At least one member of the Governing Board of Directors will be an Academy
182 member from the membership of the National Academy of Science, the National Academy
183 of Medicine and the National Academy of Engineering. At least 51% of the members of the
184 Governing Board of Directors will be members of NASEM. The President, Vice President,
185 Secretary, Treasurer and Executive Officer shall be voting members of the Board and shall

186 serve on the Board as officers of the Academy pursuant to Section 5.2(c).
187

188 (b) Responsibilities. The responsibilities of the Inaugural Board will be:
189 (1) Selection of the name of the corporation, (2) Finalize the constitution and by-laws,
190 (3) Expand the Membership in the Academy, (4) Obtain state and philanthropic support
191 (5) Market the Academy to the State, (6) Coordinate and conduct the Annual Meeting,
192 (7) Address the Grand Challenges in Florida and other matters as deemed appropriate. The
193 responsibilities of the Governing Board will be: (1) Set the policies of the Academy,
194 (2) Propose additions, deletions, or any changes to the constitution and bylaws, (3) Set dates
195 for election of new officers and other members of the Board in accordance with the bylaws,
196 (4) Meet twice (annually) including the meeting prior to the Annual meeting of the Academy.
197

198 (c) Term. All members and officers of the Inaugural/Governing Board of
199 Directors shall serve for 3 years and can be re-elected for another 3-year term. Michael
200 Georgiopoulos shall serve as an Executive Officer of the Inaugural Board of Directors
201 until the Board hires a permanent Executive Officer. No elected member of the Board
202 of Directors (Inaugural or Governing) may serve for more than two consecutive terms
203 of three years each. Board members could be re-elected to the board after a 2 year hiatus.
204

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

210 5.3. Nominating Directors. Each year a "Nominations and Election
211 Committee" consisting of the Immediate Past President, the President and three members of
212 the Academy, appointed by the President, shall develop a list of candidates for the positions
213 of President (if needed), Vice President(if needed), Secretary (if needed) and Treasurer (if
214 needed). In addition, any candidate nominated (including their credentials) for any office by
215 ten or more members of the Academy shall be included in the nomination list. The
216 "Nominations and Election Committee" shall also develop each year, as needed, a list of
217 Academy members for election as additional members of the Board of Directors (Inaugural
218 or Governing). In addition, any candidate nominated (including their credentials) for any office
219 by ten or more members of the Academy shall be included in the nomination list.

220 5.4. Electing Directors: The nominations lists shall be widely distributed to the
221 members of the Academy at least thirty days before voting. Voting shall be carried out for a
222 period of thirty days. The candidate with the highest number of votes shall be elected for each
223 position. A Director may be elected to succeed himself or herself as director, but not for more
224 than two consecutive three-year terms. Notwithstanding the above, the Academy's Governing
225 Board of Directors should have members such that 51% of the members are members of
226 NASEM and at least one member is from each of the Academy of Science, the Academy of
227 Medicine and the Academy of Engineering.
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229 5.5. Vacancies. The Board shall fill any vacancy in the Board by the affirmative
230 vote of a majority of the remaining directors. A director selected to fill a vacancy shall
231 serve for the unexpired term of his or her predecessor in office.

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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.

5.12. Proxies. A director may not vote by proxy.

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,

278 a Vice President, a Treasurer, and an Executive Officer. The Board may create additional
279 officer positions, define the authority and duties of each such position and elect or
280 appoint persons to fill the positions. The same person may not hold any two or more offices.
281

282 6.2. Election and Term of Office. The Academy's officers shall be elected
283 annually by the Board at the annual Board meeting with the exception of the Executive
284 Officer, who shall be appointed by the President. If officers are not elected at this time,
285 they shall be elected as soon thereafter as possible. Each elected officer shall hold office
286 until a successor is duly elected.
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288 6.3. Removal. Any officer elected or appointed by the Board may be removed
289 by the Board with or without good cause. Removing an officer shall be without prejudice
290 to the officer's contractual rights, if any.
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292 6.4. Vacancies. The Board may select a person from among the membership at
293 large to fill a vacancy in any office for the unexpired portion of the officer's term.
294

295 6.5. Compensation. No compensation shall be paid to elected officers. The
296 Executive Officer shall be paid a salary through the fiscal agent.
297

298 6.6. Executive Officer. The Executive Officer shall act as the Academy's
299 officer in charge of daily operations. He or she shall supervise and control all of the
300 Academy's business and affairs. The Executive Officer shall serve as the liaison of the
301 Academy and the Government entities to identify issues for which studies will be
302 undertaken. The Executive Officer shall perform other duties prescribed by the President
303 and the Board and all duties incident to the office of Executive Officer.
304

305 6.7. President. The President shall be the leader of the Academy, shall chair
306 all business and annual meetings of the Academy, shall establish standing committees as
307 necessary and appoint members of these committees. The President shall perform such
308 duties as are necessary to ensure efficient operations of the Academy, and shall perform
309 any other duties as may be assigned by the Board of Directors. In the absence of the
310 Executive Officer or in the event of his or her inability or refusal to act, the President
311 shall perform the duties of and be subject to all the restrictions of the Executive Officer.
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313 6.8. Vice President. In the absence of the President or in the event of his or
314 her inability or refusal to act, the Vice President shall perform the duties of and be
315 subject to all the restrictions of the President. The Vice President shall perform such
316 other duties as from time to time may be assigned to him or her by the President or
317 by the Board. Unless removed by the Board prior to the expiration of his three-year
318 term as Vice President, the Vice President shall automatically assume the office of
319 President for the succeeding term.
320

321 6.9. Treasurer. The Treasurer shall work with the Academy's fiscal agent and
322 report to the Board the financial status of the Academy and present these to the board
323 at the two annual meetings of the board (fiscal year is from July 1st to June 30th of the
324 following year); and perform other duties as assigned by the President or the Board.

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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; the Secretary shall 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 signed by the President and countersigned by the Treasurer of the Academy, except where the amount of the instrument is less than \$1,000 in which case the signature of either of the President or the Treasurer shall be sufficient.

371 9. Books and Records.
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373 9.1. Required Books and Records. The Academy shall keep correct and
374 complete books and records of account. These records shall include: Minutes of the
375 proceedings of the Members, Board and committees having any of the authority of the
376 Board; A list of the names and addresses of the Members, directors, officers and any
377 committee members of the Academy; A financial statement showing the Academy's
378 assets, liabilities and net worth at the end of the three most recent fiscal years; A financial
379 statement showing the Academy's income and expenses for the three most recent fiscal
380 years; All rulings, letters and other documents relating to the Academy's federal, state
381 and local tax status; and The Academy's federal, state and local tax information or
382 income- tax returns for each of the Academy's three most recent tax years.
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384 9.2. Inspection and Copying. Any Member, director, officer or committee
385 member of the Academy may inspect and receive copies of all the corporate books and
386 records required to be kept under the Bylaws. Such a person may, by written request,
387 inspect or receive copies if he or she has a proper purpose related to his or her interest
388 in the Academy. He or she may do so through his or her attorney or other duly
389 authorized representative. The inspection may take place at a reasonable time, no
390 later than five (5) business days after the Academy receives a proper written request.
391

392 9.3. Audits. The Board shall cause an audit of the books and records of this
393 Corporation to be made at least once each fiscal year.
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395 10. Fiscal Year. The Academy's fiscal year shall begin on the first day of
396 July and end on the last day in June in each year.
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398 11. Indemnification and Insurance. The Academy may, by resolution of the
399 Board, indemnify a director, officer, committee member, employee or agent of the
400 Academy who was, is, or may be named defendant or respondent in any proceeding as a
401 result of his, her or its actions or omissions within the scope of his, her or its official
402 capacity in the Academy. For the purposes of Section 11, an agent includes one who is
403 or was serving, at the Academy's request, as a director, officer, partner, venturer,
404 proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-
405 benefit plan or other enterprise. The Academy shall obtain general liability insurance for
406 the Academy, and liability insurance for its directors and officers.
407

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

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419 13.1. Meeting by Teleconference. The Members, Board and any committee
420 of the Academy may hold a meeting by telephone conferencing, video conferencing or
421 other technological procedures.
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423 13.2. Action Without Meeting of Members.
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425 (a) Written Consents. Any action required or permitted to be taken at a
426 meeting of the Members, the Board or any committee of the Academy may be taken
427 without a meeting if a consent in writing, setting forth the action to be taken, is signed
428 by a sufficient number of Members, directors, or committee members as would be
429 necessary to take that action at a meeting at which all of the Members, directors or
430 members of the committee were present and voted.
431

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

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

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

465 approved if at least eighty percent of those voting at the Board meeting are in favor of the
466 proposed changes.

467 16. Publications and Papers

468 Section 1. The Academy may establish publications, including an official organ,
469 issue reports, and hear papers.

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472 Section 2. Any Member may present a paper at any technical session of the
473 Academy, but papers by non-members must be sponsored by Members, unless the Board
474 or the organizing committee of that technical session rules otherwise.

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477 Section 3. The Academy may, at the request of any governmental body or of any
478 public or private institution, study and report on any topic the Board deems within the
479 competence of the Academy. However, any Academy report shall be issued only after
480 approval by the Board.

481
482 Restriction to Charitable Functions

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484 Section 1. The Academy shall have no power to alter, amend, repeal, or add to these
485 Bylaws in such a manner as to permit any Member, officer, agent, or employee ever to receive
486 or be entitled to receive any compensation or pecuniary profit from the operations of the
487 Academy except reasonable compensation for services actually rendered to the Academy in
488 effecting one or more of its purposes, or to receive any part of the property or assets of the
489 Academy during its continuance or upon its dissolution or termination of its corporate
490 existence except through bona fide purchase at fair value determined at arm's length; and the
491 Academy shall have no power to alter, amend, repeal, or add to these Bylaws so as to permit
492 any substantial part of the activities of the Academy to consist of carrying on propaganda or
493 otherwise attempting to influence legislation.

494 Section 2. No compensation or payment shall ever be paid or made to any Member,
495 officer, agent, or organizer of the Academy, or substantial contributor to it, except as a
496 reasonable allowance for actual expenditures or services actually made or rendered to or for
497 the Academy; and neither the whole nor any part or portion of the assets or net earnings,
498 current or accumulated, of the Academy shall ever be distributed to or divided among any
499 such persons; provided, further, that neither the whole nor any part or portion of such assets
500 or net earnings shall ever be used for, accrue to, or inure to the benefit of any Member or
501 private individual within the meaning of Section 501(a)(3) of the Internal Revenue Code.

502 Section 3. The Academy shall distribute such part of the current income or past
503 accumulation of income as is necessary to avoid unreasonable accumulation of income within
504 the meaning of Section 504 of the Internal Revenue Code.

505 Section 4. Upon the dissolution of the Academy, the Board shall, after paying or
506 making provision for payment of all of the liabilities of the Academy, dispose of all of the
507 assets of the Academy exclusively for the purposes of the Academy or to organizations for
508 charitable, educational, or scientific purposes as shall at the time qualify as exempt
509 organizations under Section 501(c)(3) of the Internal Revenue Code, or to a governmental
510 unit.

511 Section 5. Notwithstanding other provisions of this Article, no Member shall receive

512 remuneration for professional services provided in support of any study performed by the
513 Academy when such services are provided in the capacity of a Member rather than in the
514 capacity of an employee.

515
516 17. Miscellaneous.

517
518 17.1. Legal Authorities Governing Construction of Bylaws. These Bylaws shall be
519 construed under Florida law. All references in these Bylaws to statutes, regulations or
520 other sources of legal authority shall refer to the authorities cited, or their successors, as
521 they may be amended from time to time.

522
523 17.2. Legal Construction. To the greatest extent possible, these Bylaws shall be
524 construed to conform to all legal requirements and all requirements for obtaining and
525 maintaining all tax exemptions that may be available to nonprofit corporations. If any
526 bylaw provision is held invalid, illegal or unenforceable in any respect, the invalidity,
527 illegality or unenforceability shall not affect any other provision and the Bylaws shall be
528 construed as if they had not included the invalid, illegal or unenforceable provision.

529
530 17.3. Headings. The headings used in the Bylaws are for convenience and may
531 not be considered in construing the Bylaws.

532
533 17.4. Seal. The Board may provide for a corporate seal. Such a seal would
534 consist of two concentric circles containing the words "The Academy of Science,
535 Engineering and Medicine of Florida" in one circle and the word "Florida" in the other circle.

536
537 17.5. Power of Attorney. A person may execute any instrument related to the
538 Academy by means of a power of attorney if an original executed copy of the power of
539 attorney is provided to the Secretary to be kept with the corporate records.

540
541 17.6. Parties Bound. These Bylaws shall bind and inure to the benefit of the
542 Members, directors, officers, committee members, employees and agents of the Academy
543 except as the Bylaws otherwise provide.

544
545 Certificate of Secretary

546
547 I certify that I am the duly elected and acting Secretary of The
548 Academy of Science, Engineering and Medicine of Florida, a Florida not for
549 profit corporation, and that these Bylaws constitute such corporation's Bylaws.
550 These Bylaws were duly adopted at a meeting of the Board of Directors held
551 on [insert date].

552
553 Dated: October 20, 018

554
555 By: 
556 Print: Jeffrey Pridmore
557 Temporary Secretary of the Corporation