Constitution and By-Laws
October 2007

CONSTITUTION

ARTICLE I. Purpose
Sec. 1. The Montana Academy of Sciences was incorporated on the 20th day of March, 1961, as a non-profit, educational organization.

Sec. 2. The objectives of the Montana Academy of Sciences are to encourage interest and participation in the sciences and to promote public understanding of science and its contribution to society, with the meaning of Section 501 © (3) of the United States Internal Revenue Code of 1954.

ARTICLE II. Membership
Any person, organization or institution may be admitted to membership. Each member has rights and privileges after paying annual dues and fees established by the Board of Directors.

The following are classes of Membership:

a. Regular – Anyone not limited to the other classes of membership.
b. Collegiate – Any duly enrolled student in an institution of higher education.
c. High School – any duly-enrolled student in a high school.
d. Honorary – Any person whom the Board of Directors deems worthy of being honored for activities in the fields of science.
e. Sustaining – Any person, organization or institution making a contribution to the funds of the Academy of such an amount as prescribed by the Board of Directors.
f. Emeritus – Any member regardless of age, who is fully retired professionally, and who was employed full-time at the time of retirement.

ARTICLE III. Officers: The Board of Directors

Sec. 1. The officers of the Montana Academy of Sciences Board of Directors shall be:
1) President: a two-year term with succeeding terms possible, all by appointment by the Board of Directors, by re-election by the members of MAS.
2) President-Elect (if appropriate)
3) Past-President (if appropriate)
4) Treasurer: appointed by the Board of Directors (BoD) and can be appointed to consecutive one-year terms.
5) “Recording Secretary” – takes minutes of meetings and runs the website. Appointed by the BoD for one-year consecutive terms.
6) Board members:
   a. (when appropriate) Section Vice-Presidents: elected by the section for 3-year terms and are eligible for re-election.
   b. An unspecified number of at-large members (but a minimum of 3) to encourage participation from all campuses and agencies.
7) A non-voting Executive Director.

Sec. 2 A quorum will be 5 voting members.

Sec. 3. Meetings are open to anyone who wishes to attend.

Sec. 4. A year is July 1 through June 30, to correspond with the fiscal year.

Sec. 5. Election timing: we will advertise positions and candidates on the website at least two weeks before the Annual Meeting, and ballots will be cast at the Annual Meeting when dues are paid.
Sec. 6. The Board of Directors shall meet at least twice each year; one of these meetings shall be during the Annual Meeting of the Academy.

Sec. 7. The Board of Directors shall appoint such committees as may be necessary to aid in the management of the academy.

ARTICLE IV. Board of Directors.

Sec. 1. The Board of Directors is the legal representative of the Academy.

Sec. 2. The Board of Directors shall consist of the president-elect (if applicable), president, past-president (if applicable), the recording secretary, treasurer, the section vice-presidents (if applicable), and at-large representatives from campuses and organizations as described in Article III (6). Each of the elected at-large members shall serve for three years, except as otherwise provided in Article III of the By-Laws. The term of office of one of these will expire on June 30 of each year. The executive director shall be an ex-officio non-voting member. The president shall be chair. A quorum for the transaction of business shall be five of the voting members.

Sec. 3. Unless specified otherwise by the Board (e.g., in case of resignation of an officer), the term of office of a member of the Board of Directors shall begin on July 1 following the election or appointment, and the individual shall serve until a successor is chosen except as otherwise indicated in Article III of the By-Laws.

Sec. 4. Any member shall be removed from the Board of Directors upon missing three consecutive meetings, and the remainder of the term filled by appointment by the remaining members of the Board of Directors. A Director may designate in written or verbal form to the Executive Director an individual to carry their vote at a board meeting in the event of an absence, but this will not excuse the absence as it relates to dismissal.

ARTICLE V. Sections.

Sec. 1. The Academy may be organized into Sections in accordance with the fields of interest of its members, as determined by the Council or Board of Directors. Each member of the Academy may designate the Section or Sections in which the member wishes to be enrolled.

Sec. 2. The vice-president (if appropriate) of each Section is the ex-officio chair of that Section.

ARTICLE VI. Affiliated Societies

Sec. 1. To facilitate cooperation between the Academy and organizations of a similar nature, the Council or Board of Directors may, on recommendation of the Board of Directors, elect such an organization to be an official affiliate.

Sec. 2. Such affiliates shall have the privileges and responsibilities as specified by the Board of Directors.

Sec. 3. Each organization thus selected shall be entitled to designate on member of the Academy to represent it on the Council or Board of Directors.

ARTICLE VII. Meetings

The Academy meets annually at a time and place determined by the Board of Directors.

ARTICLE VIII. Funds

Sec. 1. Funds of the Academy shall include dues of members, all receipts from publications, gifts, donations and all other funds received in the operation of the Academy.
Sec. 2. The deposit, investment, and disbursement of all funds shall be subject to the approval of the Board of Directors.

Sec. 3. Upon dissolution of the Montana Academy of Sciences, such assets as may remain paying or making provisions for the payment of all the liabilities of the Academy shall be distributed exclusively for charitable, educational or scientific purposes within the purview of Section 501 (c)(3) of the U.S. Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed shall be disposed by the Court of Common Pleas of the County in which the principal office of the Academy is then located, exclusively for such purposes or to such organization or organizations as such Court shall determined which is/are organized and operated exclusively for such purposes.

ARTICLE IX. Procedure
Robert’s Rules of Order, except when inconsistent with the Constitution and By-Laws of the Academy shall govern meetings of the Board of Directors and the Annual Meetings of the Academy.

ARTICLE X. Amendment
Amendment to the Constitution may be proposed by the Board of Directors or by a petition signed by twenty (20) members of the Academy. Proposed amendments must be submitted to the Academy membership at least one month prior to the vote on the Amendment. They become effective upon adoption when approved by two-thirds of those participating in the ballot.

By-Laws

Article I. Purpose
The Academy shall accomplish its objectives by conducting meetings of those interested in sciences and the education of scientists by publishing contributions to scientific knowledge, by supporting research, by making awards to recognize accomplishments in science, by administering gifts and contributions to accomplish these aims, by assigning and cooperating with affiliated and other organizations with similar objectives, and by engaging in such other activities as deemed necessary to accomplish its objectives.

Article II. Membership
A member shall be in good standing and entitled to the rights and privileges of membership as long as current dues are paid. The Board of Directors may prescribe circumstances under which dues may be waived.

Article III. Elections
Sec. 1. The members of the Board of Directors shall be elected in a ballot of the membership conducted during the Annual Meeting, after publicizing candidates on the web site at least two weeks before the Annual Meeting. New members of the Board of Directors shall be appointed by the existing BOD members. Nominations for vacant positions shall be made by the BOD members.

Sec. 2. At the first election following incorporation, one elected member shall be elected to a term of one year, one to a term of two, and one to a term of three years. Thereafter, as provided in Article IV, Section 2 of the constitution, all elected members shall be elected for terms of three years.

Sec. 3. The officers elected at the first election following incorporation shall take office immediately. Thereafter, they shall take office as specified in Article III, Section 2 of the constitution.

Article IV. Officers
Sec. 1. The Executive Director shall serve as corresponding secretary to the Board of Directors, shall be in charge of the Academy’s office, shall manage the affairs of the Academy in accordance with procedures determined by the Board of Directors, and shall be an ex-officio member of all standing committees. Specific duties include: serving on the Budget Committee, communicating with personnel at Piper Jaffray in Great Falls regarding the Brumley Trust account, ensuring that MAS is registered with the Montana
Department of State each year, ensuring (along with the Treasurer) that the tax form gets filed with the IRS each year, and adding annual records to the archives of the Montana Academy of Sciences at the Montana State University-Bozeman library when appropriate.

Sec. 2. The President shall preside at the BOD meetings, serve on the Budget Committee (if applicable), and work with the Executive Director to arrange for the Annual Meeting.

Sec. 3. The Treasurer shall perform the usual duties and those assigned in the By-Laws. The Treasurer will serve on the Budget Committee, along with the Executive Director and the President.

Sec. 4. Reports of the Executive Director and the Treasurer shall be made as prescribed by the Board of Directors.

Sec. 5. The recording secretary shall record minutes of business meetings of the Academy, its Board of Directors, and shall make those minutes available for distribution to full membership of the Academy.

Sec. 6. Terms for Board of Directors members – representatives from campuses and section vice-presidents (if applicable) – shall be for three years, with succeeding terms possible.

Article V. Committees.
Sec. 1. The Budget Committee, consisting of the Executive Director, Treasurer and President, shall oversee the budget of the Academy and maintain contact with Piper Jaffray in Great Falls concerning the Brumley account. All major expenditures must be brought first to the Budget Committee for consideration.

Sec. 2. An Awards Committee, to be decided annually, will choose recipients of the Mershon Award and the Brumley Family “Science Mentor of the Year” (when appropriate).

Sec. 2. The Board of Directors may designate the purpose, members, chair and term of committees for special purposes not herein specified.

Article VI. Meetings.
The program and arrangement for Annual Meeting shall be under the direction of the Board of Directors, especially the Executive Director and President.

Article VII. Publications.
The publications of the Academy are those deemed necessary and/or desirable by the Board of Directors to achieve the Academy’s objectives.

Article VIII. Funds.
Sec. 1. All funds shall be paid to the treasurer who shall enter them in the account books of the Academy and deposit them in a bank designated by the Board of Directors.

Sec. 2. All bills against members and others shall be presented by the executive director.

Sec. 3. All expenditures shall be subject to the approval of the Board of Directors.

Sec. 4. Checks drawn against accounts of the Academy shall bear the signature of the Treasurer or the Executive Director.

Sec. 5. The Treasurer shall keep proper accounts of all business and other financial transactions of the Academy.

Sec. 6. The accounts of the Academy shall be audited independently and approved annually by competent personnel.
Sec. 7. Budgeting for expenses shall be as follows: The Annual Meeting shall be self-supporting with registration fees and membership dues. Income from the Brumley-Trust account shall be used as sparingly as possible for awards, and a maximum amount shall be kept in the accounts to accrue income.

Sec. 8. Upon dissolution of the Montana Academy of Sciences, such assets as may remain upon paying or making provisions for the payment of all liabilities of the Academy shall be distributed exclusively for charitable, educational or scientific purposes within the purview of Section 501 ( c ) (3) of the U.S. Internal Revenue Code of 1954 as the Board of Directors shall determined. Any such assets not so disposed shall be disposed by the Court of Common Pleas of the County in which the principal office of the Academy is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which is/are organized exclusively for such purposes.

Article IX. Amendment

Amendments to these By-Laws of the Montana Academy of Sciences may be proposed by the Board of Directors or by a petition signed by twenty (20) members of the Academy. Proposed amendments must be submitted to the Academy membership at least one month prior to the vote on an amendment. Amendments become effective upon adoption when approved by two-thirds of those participating in the ballot.