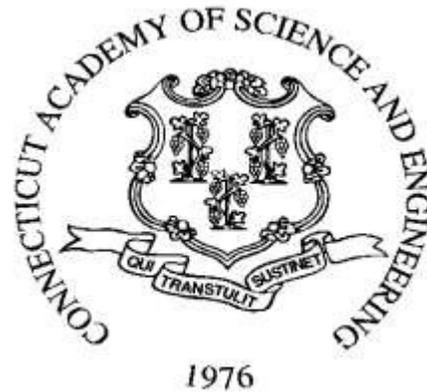


BYLAWS

CONNECTICUT ACADEMY OF SCIENCE AND ENGINEERING



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ARTICLE I. NAME

The name of this organization shall be the Connecticut Academy of Science and Engineering, Incorporated, hereinafter referred to as "the Academy."

ARTICLE II. MEMBERS

Section 1. The Academy shall consist of not more than the number of members as of July 1 of each fiscal year, plus the number of members elected in such year, and an unlimited number of Members Emeriti and Corresponding Members. The number of candidates to be considered for election each year shall be determined by the Council to achieve an annual growth rate of 3% in membership. The Council shall consider the prior fiscal year growth rate and projected attrition rate to set the maximum number of candidates for election from nominations submitted in the upcoming fiscal year.

Section 2. Scientists and engineers who work or live in Connecticut may be considered for membership on the basis of fulfillment of either or both of the following criteria:

(a) scientific distinction achieved through significant original contributions in theory or applications;

(b) unusual accomplishments in the pioneering of new and developing fields of applied science and technology.

A candidate for membership shall be recognized by associates for professional integrity, as well as for accomplishments in science or engineering. Notable contributions to science or engineering education, particularly effective leadership of organizations that have conducted pioneering or complex programs, and signal achievements in the domain of the social relations of science and technology are to be treated as factors supplementing the primary criteria.

Section 3. The membership shall include a reasonable representation among the broad categories of (1) the physical and mathematical sciences, (2) the biological sciences, (3) the social and behavioral sciences, and (4) engineering, and among those engaged in academic, governmental, and industrial or other private activities, regardless of sex or of racial or cultural origin. Membership is by election by the Academy, in accordance with procedures established by the Council.

Section 4. Members of the Academy who have retired from full-time professional activities and who have so requested shall become Members Emeriti. Members Emeriti shall be entitled to all the privileges of Members except those of voting and holding elective office.

Section 5. A Member who, because of changed circumstances, neither works nor lives in Connecticut shall cease to be a Member but may on request become a Corresponding Member, and as such shall retain all the privileges of a Member except those of voting and holding elective office. A Corresponding Member who returns to work or live in Connecticut and writes to the Council requesting to be reinstated shall be reinstated.

Section 6. An Individual, who is not otherwise eligible for membership, may after: nomination, a 2/3rds vote of the Council and written acceptance, be designated as an Honorary Member. Selection of Honorary Members shall be limited to no more than two per year. Honorary Members shall be entitled to all privileges of membership except voting and holding elective office.

ARTICLE III. OFFICERS

Section 1. The officers of the Academy shall consist of President, Vice President, Past President, Secretary, and Treasurer, all of whom shall be Members.

Section 2. A Vice President shall be elected by the Members every two years, who shall succeed automatically to the position of President for a term of two years, and then to the position of Past President for a term of two years. The Nominating Committee shall prefer candidates for Vice President who have evidenced interest and understanding of Academy activities through previous service on Council and/or committees. Should the office of the Vice President become prematurely vacant, the Council will, at its earliest convenience, propose a revised schedule for Presidential succession and charge the Nominating Committee to propose one or more candidates for Vice President to the Council, The Council will conduct a special election of the members to approve the revised succession schedule and elect the Vice President.

Section 3. The duties of the President shall be those appropriate to that office, in addition to any provided elsewhere in these Bylaws, but shall include direct responsibility for the funding of the Academy. Should the office of President fall prematurely vacant, the Vice President shall immediately assume the duties of President, and shall continue in that office both through the remainder of the term of the previous incumbent and through the normal term of the President, succeeding then to the Past Presidency. At the time the Presidency falls prematurely vacant, or thereafter, the Council may invite the incumbent Past President to continue in that office another two years to fill the term that would have fallen to the departed President.

Section 4. The duties of the Vice President shall be those appropriate to that office, in addition to any provided elsewhere in these Bylaws, but shall include responsibility for implementation of policy in the conduct of the scientific affairs of the Academy, including the operations of the Technical Boards or any equivalent function established by Council.

Section 5. The duties of the Past President shall include assisting the President in securing funding for the Academy and overseeing Academy public relations.

Section 6. The Secretary and the Treasurer shall be elected by the Members for coincident terms of four years and are each eligible for one self-succession. The two positions may be filled by the same incumbent. The duties of these officers shall be those normally appropriate to these offices, in addition to any specified elsewhere in these Bylaws. Should either, or both, of these offices fall prematurely vacant, the Council may fill the interim vacancy(ies) until the end of the current fiscal year after which a successor will be elected in accordance with the provisions of ARTICLE VI. The successor shall be elected to serve out the original term, and shall be eligible for reelection once.

ARTICLE IV. COUNCIL

Section 1. There shall be a Council of the Academy, which shall manage the property, affairs, and activities of the Academy. The membership of the Council shall be reasonably representative among the broad categories of science and engineering and among those engaged in academic, governmental, and industrial or other private activities.

Section 2. The Council shall consist of the officers of the Academy, ex officio, and six other Members elected by the Members of the Academy for terms of six years each, with two Councilors being elected every two years. Councilors shall not be eligible for immediate reelection. The President and Secretary of the Academy shall serve as the President and the Secretary, respectively, of the Council. In the event of an interim vacancy among the Councilors, the Council may fill the vacancy until the end of the current fiscal year after which a successor will be elected in accordance with the provisions of ARTICLE VI. The successor shall be elected to serve out the original term, and shall be eligible for reelection to a full term.

Section 3. The Council shall meet at least four times annually. Additional meetings of the Council may be called by the President or upon the request of any three Council members, on two weeks notice. The Council may conduct its business by electronic voting when not in

session.

Section 4. The Council is authorized, within the limits of the budget, to employ such staff as may be necessary to conduct the business of the Academy.

Section 5. The President or the Council may create committees of the Council, consisting entirely of members of the Council.

ARTICLE V. COMMITTEES OF THE ACADEMY

Section 1. The Standing Committees of the Academy shall be a Nominating Committee, a Finance Committee, and a Membership Committee.

Section 2. The Nominating Committee shall consist of at least five members and shall be appointed annually by the President, with the consent of the Council, not later than three months after the start of the fiscal year. Its duties are set forth in ARTICLE VI.

Section 3. The Executive Committee shall consist of the President, Vice President, Past President, Secretary, and Treasurer. The Executive Director shall be an ex-officio member of the committee without vote and shall attend its meetings. It shall be the duty of the Executive Committee to supervise the financial affairs of the Academy, to propose an annual budget, and to recommend dues, and act on behalf of the Academy, all subject to the approval of the Council.

Section 4. The Membership Committee shall consist of at least five Members and shall be appointed annually by the President, with the consent of Council, not later than three months after the start of the fiscal year. It shall be the duty of the Membership Committee to recommend candidates for election to membership by the Academy. The membership of the Membership Committee shall be reasonably representative among the broad categories of science and engineering and among those engaged in academic, governmental, and industrial or other private activities.

Section 5. The President may, with the consent of the Council, appoint such other committees of the Academy, for business or technical purposes, as may be needed to further the purposes of the Academy. Technical committees may include scientists, engineers, and other specialists who are not Members of the Academy, but the Chairman and Vice Chairman of any such committees shall be Members of the Academy.

ARTICLE VI. ELECTION OF OFFICERS AND COUNCIL

Section 1. Each year the Nominating Committee shall nominate a slate of at least one candidate for each prospective and interim vacancy among the officers and the members of the Council. Having ascertained that the candidates are willing to serve if elected, the Committee shall submit this slate to the Secretary by December 1 of that year.

Section 2. By submitting a signed petition to the Secretary by December 1, any twenty (20) Members may nominate a Member as a candidate for any vacancy among the officers or the members of the Council, provided that they have ascertained that the Member nominated is willing to serve if elected.

Section 3. By January 1 of each year, the Secretary shall send to the Members in good standing by US Mail or electronic mail a ballot including the slate of the Nominating Committee together with the names of any candidates nominated by petition. A plurality of the valid ballots shall determine election. Ballots shall not be valid unless received by the Secretary by January 20.

Section 4. The officers and members of the Council elected by the ballot shall take office on July 1, the beginning of Academy's fiscal year, to serve their respective terms or until their respective successors have been elected.

ARTICLE VII. MEETINGS

Section 1. There shall be an Annual Meeting of the Academy during the spring of each calendar year, at which time each officer shall deliver an annual report.

Section 2. The Academy may hold such other general meetings as may be called by the Council.

Section 3. The Academy may hold or sponsor such symposia, seminars, or other special meetings on topics within its competence as the Council may determine.

ARTICLE VIII. PUBLICATIONS AND PAPERS

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

Section 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 Council or the organizing committee of that technical session rules otherwise.

Section 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 Council deems within the competence of the Academy. However, any Academy report shall be issued only after approval by the Council.

ARTICLE IX. FINANCES AND STAFF

Section 1. The fiscal year of the Academy shall end on June 30.

Section 2. The Council shall establish the annual budget and the dues of Members, Members Emeriti, and Corresponding Members.

Section 3. Members whose dues are in arrears six months shall have all privileges suspended. Members whose dues are in arrears one year shall, upon order of the Council, be dropped from Membership.

Section 4. The Academy, by vote of the Council, may accept gifts, devises, bequests, or trusts intended to further the purposes of the Academy.

Section 5. The Academy, by vote of the Council, may establish medals and prizes, and may administer those of other institutions upon request.

Section 6. As provided in ARTICLE IV, Section 4, the President, with the consent of Council, may establish and fill the staff position of Executive Director, reporting to the President, to perform the duties equivalent to a chief operating officer for the Academy. The Executive Director need not be a member of the Academy. The appointment may be for a term up to five years, and shall be renewable without limit. The President, with the consent of Council, shall determine the level of effort and the compensation for the position. Such an appointment may be terminated by the President for cause or inadequate performance, with the consent of Council.

Section 7. As provided in ARTICLE IV, Section 4, the President, with the consent of Council, may establish and fill the staff position of Executive Scientist, reporting to the President, to coordinate and facilitate the operation of the Technical Boards, or other entities created by Council to perform and publish technical studies. The Executive Scientist must be a member of the Academy. The appointment shall be for a term of two years, and shall be renewable without limit. The President, with the consent of Council, shall determine the level of effort and the compensation for the position. Such an appointment may be terminated by the President for cause or inadequate performance, with the consent of Council.

Section 8. The President, with the consent of Council, may have a single incumbent assume the position and fulfill the duties of both Executive Director and Executive Scientist, and shall set the level of effort and compensation for the single position. The appointment for such a

combined position may be for a term up to five years, and shall be renewable without limit. Such an appointment may be terminated by the President for cause or inadequate performance, with the consent of Council.

ARTICLE X. RESTRICTION TO CHARITABLE FUNCTIONS

Section 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.

Section 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.

Section 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.

Section 4. Upon the dissolution of the Academy, the Council 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.

Section 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.

ARTICLE XI. AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed either by recommendation of the Council or upon the petition of twenty (20) Members. The text of a proposed amendment, the text of the existing Bylaw, if any, and an explanation of the proposed change shall be circulated to the membership by the Secretary, either by US Mail or electronic mail, or by presentation at the Annual Meeting.

Section 2. After a period of at least two weeks following such circulation, the Secretary shall send to each Member by US Mail or electronic mail a ballot, including the text of the proposed amendment or new Bylaw, the text of the existing Bylaw, if any, and an explanation. An affirmative vote of two-thirds of the valid ballots cast shall be required for adoption of the proposed amendment. Ballots shall not be valid unless received by the Secretary within two weeks of the date of mailing.