

State of West Virginia

AGREEMENT FOR INCORPORATION
of
WEST VIRGINIA ACADEMY OF SCIENCE, INC.

Under the provisions of chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, as amended, the undersigned incorporators agree to associate themselves for the purpose of establishing a nonstick corporation, which is not organized for profit but for the advancement of learning and scientific knowledge, as follows:

ARTICLE I. NAME

The name of the corporation shall be WEST VIRGINIA ACADEMY OF SCIENCE, INCORPORATED.

ARTICLE II. PRINCIPAL OFFICE

The post office address of the principal office of the corporation shall be West Virginia University, Morgantown, West Virginia.

ARTICLE III. PURPOSE

The purpose and objects for which the corporation is formed are the advancement of scientific knowledge and the promotion of scientific work in West Virginia.

The corporation is organized and shall be operated exclusively for the educational purposes set forth in the preceding paragraph, and in furtherance thereof it is authorized to accept, hold, administer, invest, and disburse such funds and properties of any kind or character as may from time to time be given to it by any persons or corporations, absolutely or in trust, as the case may be, and in general to do all things that may appear necessary and useful in accomplishing these purposes. All of the assets and earnings of the corporations shall be used exclusively for educational purposes as hereinabove set forth, including the payment of expenses necessarily incident thereto, and no part of such assets and earnings shall inure to the benefit of any employee, officer or member of the corporation, or of any other individual, except in payment of reasonable compensation for services actually rendered or expenses necessarily incurred. No part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ACTICLE IV. MEMBERSHIP

The initial member of the corporation shall be composed of the original incorporators and all existing members of the former unincorporated West Virginia Academy of Science. Eligibility for future membership shall be determined by the by-laws adopted by the corporation.

ARTICLE V. MANAGEMENT

The direction and management of the corporation shall be vested in an Executive Committee composed of the President, the Past President, the President Elect, the Secretary, and the Treasurer.

ARTICLE VI. INCORPORATORS

The names and addresses of the incorporators are as follows:

Virgil G. Lilly.....	Morgantown, West Virginia
Walter A. Kochler.....	Morgantown, West Virginia
George Hunt.....	Fairmont, West Virginia
John D. Draper.....	Bethany, West Virginia
Herald D. Bennett.....	Morgantown, West Virginia
B. R. Weimer.....	Bethany, West Virginia
Nellie Ammons.....	Morgantown, West Virginia
E. E. Myers.....	Philippi, West Virginia
A. R. Collett.....	Morgantown, West Virginia

WE, THE UNDERSIGNED, for the purpose of forming a corporation do make and file this agreement; and IN WITNESS THEREOF, we have hereunto affixed our signatures this 24th day of April, 1959.

Virgil G. Lilly	George Hunt	B. R. Weimer
Walter A. Koehler	John D. Draper	Nellie Ammons
E. E. Myers	A. R. Collett	Herald D. Bennett

Note: The Certificate of Incorporation of the West Virginia Academy of Science was issued by the Honorable Joe F. Burdett, Secretary of State for West Virginia on May 9, 1959. The Certificate of Incorporation was admitted to the record by Robert H. Bowlby, Clerk of the County Court of Monongalia County, May 25, 1959. At present the Charter is on deposit in the Rare Book Collection of the West Virginia University Library.

**BY-LAWS of the
WEST VIRGINIA ACADEMY OF SCIENCE**

SECTION I

Membership

(1). The Academy shall consist of regular members, sustaining members, life members, and emeritus members.

(2). Regular members shall be persons who are engaged in or interested in any field of science, and each shall pay in advance an annual fee as established by the Executive Committee.

(3). Any individual, institution, or organization may become a sustaining member by payment of a minimum annual fee as established by the Executive Committee.

(4). By a single payment as established by the Executive Committee any regular member of the Academy may become a life member, retaining all the privileges of regular membership.

(5). Emeritus membership may be extended to any person who has been a regular member for a minimum of fifteen (15) years and who has retired from service. An emeritus member shall be exempt from further payment of dues but shall retain all rights of regular membership. By majority vote the Executive Committee may elect to emeritus membership in the Academy any qualified member.

(6). Candidates for membership in the Academy shall submit an application accompanied by the first year's dues. Election to membership in the Academy shall be by a majority vote of the Executive Committee subject to final review by the membership at the next annual meeting.

(7). The dues submitted by any person, organization, or institution with the application for membership shall be accepted in settlement for the current fiscal year if election occurs between July 1 and December 31 and for the ensuing fiscal year if election occurs between January 1 and June 30.

SECTION II

Fees

(1). Each member with the exception of life members and emeritus members, shall pay in advance to the Treasurer of the Academy the annual fee established by the Executive Committee and due on July 1.

(2). Immediately after the annual meeting the Treasurer shall send to each member a statement of dues payable, and after November 1 a second notice shall be sent to persons whose dues are in arrears. Members who shall allow their dues to be unpaid for two years, having been duly notified by the Treasurer, shall be dropped from membership by the Executive Committee.

SECTION III

Officers and Executive Committee

(1). The Officers of the Academy shall be a President, a President-Elect, a Secretary, a Treasurer, an Assistant Treasurer, the Editor of the Proceedings, and the Director of the West Virginia State Science and Engineering Fair. The term of office shall be two (2) years. Each will serve for the term indicated or until a successor has been elected. The president shall not be eligible to succeed himself/herself in that office, unless filling an unexpired term, but he/she shall be succeeded automatically by the President-Elect. The election of officers shall take place at the annual meeting, and the term of office of each shall start at the beginning of the next fiscal

year following election. Nominations shall be made by a nominating committee and may also be made from the floor at the time of the meeting.

(2). In addition to any specific duty of duties hereinafter mentioned and to any special duties which may be assigned by the Executive Committee or the Academy, the duties of the officers shall be those commonly assigned to officers of associations.

(3). The Executive Committee shall consist of the President, the President Elect, the Secretary, the Treasurer, and the immediate past President and shall have the authority to fix the time and place of meetings; to appoint all standing committees and special committees—except the Auditing Committee, which as is hereinafter provided in Section XII (1) of these By-Laws, is appointed by the President—the Editor of the Proceedings, the Editor of the News Letter, and the Delegate to the American Association for the Advancement of Science; to prepare a budget; and to transact such other business as may need attention between the meetings of the Academy. The Delegate to the American Association for the Advancement of Science shall be expected to attend all meetings of the Executive Committee and to act in an advisory capacity to that committee. Three members of the Executive Committee shall constitute a quorum.

(4). The Executive Committee shall hold no fewer than two meetings each year. It may hold additional meetings at the call of the President.

(5). The Secretary and the Treasurer shall be eligible for re-election for consecutive terms.

(6). If for any reason the office of the President is vacated during the fiscal year, the President-Elect shall become President immediately. If any other office is vacated during the fiscal year, the Executive Committee shall elect a successor to serve until the end of that fiscal year.

SECTION IV

Standing Committees

(1). The standing committees of the Academy shall be: Membership, Publications, Speakers Bureau, State Science Fair, Necrology.

(2). The Membership Committee, consisting of three members, shall seek to increase the membership. It shall be empowered to appoint subcommittees to assist in the work.

(3). The Publications Committee, consisting of a representative from each section of the Academy shall be responsible for editing and publishing the official publications of the Academy.

(4). The Speakers Bureau Committee shall secure and furnish to interested groups information concerning members of the Academy who are currently available for addresses on scientific subjects.

(5). The State Science Fair Committee shall assist and cooperate with the Junior Academy of Science in the promotion of the State Science Fair.

(6). The Necrology Committee shall report to each annual meeting the name of every member of the Academy who died since the last meeting and shall prepare appropriate resolutions for Academy records and for each family concerned.

SECTION V

Meetings

(1). The regular annual meeting of the Academy shall be held in the spring at the time and the place determined by the Executive Committee. A special session shall be called at any time at the written request of twenty regular members or by a majority vote of the Executive Committee.

(2). Robert's *Rules of Order* revised shall govern the conduct of meetings where not otherwise provided for in the Charter and By-Laws of this Academy.

(3). No meeting of this Academy shall be held without thirty days notice to the membership.

(4). Twenty regular members shall constitute a quorum of the Academy for the transaction of business.

SECTION VI

Fiscal Year

(1). The fiscal year of the Academy shall be from July 1 to June 30, inclusive.

SECTION VII

Publications

(1). The Academy shall publish its Proceedings and other papers approved by the Publications Committee. All papers presented to the Academy for publication shall be of a scientific nature. A copy of the Proceedings shall be sent to each member in good standing.

(2). A News Letter shall be issued quarterly and sent to each member.

SECTION VIII

Sections of the Academy

(1). Members, not less than ten in number, may be special permission of the Academy form a section for the investigation of any branch of science. Each section shall bear the name of the science which it represents, for example: The Geology Section of the West Virginia Academy of Science. Each section shall be empowered to perfect its own organization as limited by the Charter and By-Laws of the Academy.

SECTION IX

Affiliated Societies

(1). Any group of workers, numbering at least ten individuals, in any field of scientific interest may be recognized by the Academy as an affiliated society and be provided with facilities for its sessions in connection with the regular meetings of the Academy. The prospective affiliate shall make application to the Academy for the affiliation. The petition, with the approval of the Executive Committee, shall be submitted to the Academy in annual session, and a two-thirds vote of the Academy members present shall be required for affiliation. At least ten of the members of the affiliating organization shall maintain membership in the Academy.

SECTION X

Miscellaneous

(1). The President shall appoint annually an Auditing Committee of three who shall examine and report in writing upon the accounts of the Treasurer.

(2). The Articles of Incorporation and By-Laws shall be published in the Proceedings at intervals and shall be available from the Secretary at any time. The membership list in its entirety may be published in the Proceedings at intervals.

(3). The Nominating Committee appointed by the President shall consist of three members and shall nominate candidates for the offices of President-Elect, Secretary, and Treasurer, taking into account, so far as feasible, a fair distribution of officers in the different fields of the science.

(4). These By-Laws may be amended by a three-fourths vote of the members present at any regular meeting of the Academy.

Note: These By-Laws were adopted at the regular business meeting of the Academy on April 23, 1994.