

**BYLAWS OF THE  
NATIONAL ACADEMY OF SCIENCES**

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**ARTICLE I. OF MEMBERS**

1. A member of the Academy who relinquishes United States citizenship will become an international member. An international member of the Academy who becomes a citizen of the United States may remain an international member or may elect to become a member.

2. A member who wishes to be relieved of the duties of active membership and requests emeritus status or whose dues fall in arrears for three successive years will be transferred to the roll of emeritus members by action of the home secretary.

3. Emeritus members, international members, and recipients of the Public Welfare Medal are not required to pay dues. They cannot hold office or participate in Academy elections or other ballots, except that international members can vote on Sectional straw and preliminary ballots if permitted by Section procedures, can nominate candidates for election as international members, and can formally endorse candidates for election as members.

4. Resignations from membership must be addressed to the home secretary, who will report them to the Council. Not earlier than four years after a member's resignation, the Council, by a two-thirds vote, may provide for reinstatement to membership.

5. After receiving the recommendation of a committee established under the review process for alleged violations of the Code of Conduct for members, the Council, by a two-thirds vote, may rescind or suspend membership. A suspension of membership may be ended by a two-thirds vote of the Council.

**ARTICLE II. OF OFFICERS AND ORGANIZATION**

**COUNCIL OF THE ACADEMY**

1. Four members of the Council will be elected annually to serve for three-year terms beginning the July 1 following their election. Should a vacancy on the Council occur, the Council may make an interim appointment to serve until the vacancy is filled by election.

The Council will meet at least four times annually, and six members will constitute a quorum. Special meetings of Council may be convened by the president and two other members of the Council or by four members of the Council. The Council may act between meetings and report the result at the subsequent Council meeting. The Council may conduct any meeting, or permit any member to participate in a meeting, using the Internet or other means of electronic communication technology by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means will be considered to be present in person at the meeting.

The home secretary will keep minutes of Council meetings and maintain a record of Council actions. The Council will appoint a committee of its members that will have the power to fix the compensation and allowances of the president of the Academy and of other officers and staff as required. Members of this committee will be selected from members of the Council whose service is not compensated by the Academy.

The treasurer will prepare and present to the Council an annual budget for the activities of the Academy. The Council will provide for a review of the proposed budget by a committee designated from among its members.

After consideration of the committee recommendations, the Council will adopt the annual budget for the Academy, including the budget for the National Research Council.

**EXECUTIVE COMMITTEE OF THE COUNCIL**

2. The president may convene a meeting of the Executive Committee at any time with reasonable notice. Four members of the Executive Committee will constitute a quorum. In the absence of the president and the vice president or home secretary, the Executive

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Committee may select from among its members a chair or a secretary pro tempore. The Executive Committee will keep regular minutes and after each of its meetings will report its actions to the Council. The Executive Committee may conduct any meeting, or permit any member to participate in a meeting, using the Internet or other means of electronic communication technology by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means will be considered to be present in person at the meeting.

### **NATIONAL RESEARCH COUNCIL**

3. The Governing Board of the National Research Council will consist of: (1) the president, vice president, and treasurer of the National Academy of Sciences, and three other members of the Council of the National Academy of Sciences appointed by that Council to serve on the Governing Board at the pleasure of that Council for terms not to exceed four consecutive years, which may exceed their terms on the Council, except that the Governing Board will always include at least one sitting member of the Council who is not an officer; (2) the president of the National Academy of Engineering, and three other members of the Council of the National Academy of Engineering, appointed by that Council to serve on the Governing Board at the pleasure of that Council for terms not to exceed four consecutive years, which may exceed their terms on the Council; and (3) the president of the National Academy of Medicine and three other members of the Council of the National Academy of Medicine appointed by that Council to serve on the Governing Board at the pleasure of that Council for a term not to exceed four consecutive years, which may exceed their terms on the Council.

4. There will be an Executive Committee of the Governing Board consisting of seven members of the Governing Board as follows: the president of the National Academy of Sciences, who will serve as chair, and two other members of the Council of the National Academy of Sciences designated by the president of the National Academy of Sciences; the president of the National Academy of Engineering and one other member of the Council of the National Academy of Engineering designated by the president of the National Academy of Engineering; and the president of the National Academy of Medicine and one other member of the Council of the National Academy of Medicine designated by the president of the National Academy of Medicine. The president of each organization may also designate from their respective Councils an alternative

member of the Executive Committee who may attend and serve as a member of the Executive Committee at any meeting of the Committee at which the president, or a designated member if any, from that organization is absent. The Governing Board or Executive Committee of the Governing Board may conduct any meeting, or permit any member to participate in a meeting, using the Internet or other means of electronic communication technology by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means will be considered to be present in person at the meeting.

5. The Council of the National Academy of Sciences has the continuing authority to amend the Articles of Organization of the National Research Council, but the Council may not change the corporate relationship of the National Academy of Sciences to the National Research Council.

### **SECTION CHAIRS**

6. Each Section will elect a chair for a term of three years beginning on May 1. The chair will solicit nominations for a successor to be elected not later than December 1 of the previous year. The election will be conducted using secure electronic voting in accordance with procedures approved by the home secretary. The member receiving the highest number of votes cast will be elected. After consultation with the Section, the Council may set a different term not to exceed three years to secure continuity and rotation in office. No chair will serve two successive terms. Should the office of section chair become vacant, the president will appoint a temporary chair to serve until a successor is elected.

### **CLASSES AND CLASS OFFICERS**

7. After consideration of recommendations from the Council, the Academy membership may establish Classes, each of which will be composed of members of one or more Sections grouped according to the relationships among their respective branches of science. Each Class will meet at the time of the annual meeting.

Each Class will elect from its membership a chair and a secretary from nominations received from members of the Class. The election will be conducted using secure electronic voting in accordance with procedures approved by the home secretary. The term of office for

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chair and secretary will be three years beginning on July 1 following their election. After consultation with the Class, the Council may, set a different term not to exceed three years for any class officer in order to ensure continuity and rotation in office. No chair or secretary will be elected to the same office for two successive terms. Should either office become vacant, the president will appoint a temporary chair or secretary to serve until a successor is elected.

**CLASS MEMBERSHIP COMMITTEES**

8. Each Class will have a membership committee broadly representative of the various disciplines included in the Class and will be selected from among Class members other than class officers as follows:

(a) Section Representative: Each Section will be represented by the section chair. The section chair will appoint an alternate representative if the chair cannot serve.

(b) Members-at-Large: By November 15, each Section chair will forward to the Class chair the names of members who are willing to serve as members-at-large. Members-at-Large will be selected within each Section taking into account the disciplines likely to be considered by the Class Membership Committee. The Class chair will provide to the Council a balanced roster of CMC members no later than November 30. The roster will include one or two members-at-large from each Section in addition to the Section chair. If a member-at-large cannot serve, the Class chair will appoint an alternate.

(c) Council Designees: The Council may designate as many as three members, no two from the same Section. If a Council Designee cannot serve, the president will appoint an alternate.

Voting members will not serve for more than three successive years, except that a section chair may serve on the committee for the duration of his or her term as section chair.

Each Temporary Nominating Group will send its chair or a designated representative, who will meet with the appropriate Class Membership Committee but will not vote.

Each Class will establish written procedures for its Class Membership Committee and after approval by a majority vote of the Class members, will file these procedures with the home secretary.

**HOME SECRETARY**

9. The home secretary will notify members of the place and time of all meetings and of all proposed amendments to the Constitution and Bylaws; keep the minutes of each Council meeting and business session, and after approval will enter these into the permanent records of the Academy; and keep a record of all grants of money for research and the awards of prizes or medals.

**INTERNATIONAL SECRETARY**

10. The international secretary will be responsible for conducting business with foreign Academies and will supervise the nomination and election of international members.

**TREASURER**

11. The treasurer will pay the expenses of National Research Council activities and seek reimbursement to the Academy. The treasurer is also the treasurer of the National Research Council. The accounts of the Academy will, immediately after the close of each fiscal year, be audited by independent certified public accountants selected for the purpose by the Council. The report of these auditors and the annual report of the treasurer will be provided to members upon request.

12. The treasurer will make all investments and reinvestments of either principal or accumulations of income of endowments and other funds of the Academy in accordance with the policies specified by the Investment Committee, in the corporate name of the Academy, in the manner and in the securities designated or specified in the instruments creating the several funds, or in the absence of such designation or specification, as prescribed by the Uniform Prudent Management of Institutional Funds Act, as adopted in the District of Columbia. Notwithstanding the foregoing, the treasurer, or in case of absence or inability to act, the president, will have authority to execute investment transactions without prior consultation with or approval by the Investment Committee, provided that all such transactions are promptly reported to the Investment Committee. The treasurer will report to the Council for each endowment fund the amount of accumulated income and the amount available for distribution. The treasurer may invest the capital of all endowment funds of the Academy, unless otherwise required, in a consolidated fund and will distribute the income to the funds proportionately. The treasurer will at all times keep accurate accounts showing the amount of each

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endowment fund, the proportion of the income from the consolidated fund to which it is entitled, and the expenses and disbursements properly chargeable to such fund.

The treasurer has the authority, under policies specified by the Investment Committee, to sell, transfer, convey, and deliver in the corporate name and for the benefit of the Academy any stocks, bonds, or other securities held in the corporate name.

The treasurer will prepare an annual report in accordance with generally accepted accounting principles for the fiscal year of the Academy as established by the Council. It will be presented to the Academy after approval by the Council and provided to members upon request.

**AUDIT COMMITTEE**

13. The president, with the approval of the Council, will appoint a committee consisting of a chair, who will be an Academy member, and no more than four other committee members, all of whom will be Academy members, except that one may be a nonmember who is knowledgeable in financial management and auditing matters. This committee will be responsible for reviewing the report of the independent certified public accountants and make such recommendations to the Council as the committee may deem appropriate. The committee may cause to be made any other examinations of the financial records, the accounting records, and the system of internal control of the Academy that in its judgment, are necessary for the determination of the adequacy and accuracy of the treasurer's accounts.

**INVESTMENT COMMITTEE**

14. On the recommendation of the Investment Committee, the Council will contract with a bank, trust company, or corresponding fiduciary institution, to serve as the custodian of securities, held in trust in the form of bonds, mortgages, and other property held for investment, to collect the income from them, to protect the Academy in respect to expirations, reissues, and notifications, and to buy or sell securities on the order of the treasurer, in accordance with policies specified by the Investment Committee.

**CONTRACTS**

15. No contract will be binding upon the Academy that has not been signed by the president or an agent designated by the president pursuant to approved policies and procedures established by the Council.

**DUES**

16. The amount of members' dues will be fixed by the Council and payable within the calendar year for which they are assessed.

**ARTICLE III. OF THE ANNUAL MEETING**

1. Scientific sessions of the annual meeting will be open to the public unless otherwise directed by the Council. Sessions for the transaction of business will be closed.

2. The home secretary will make provision for the registration of members attending the annual meeting, and the names of the members who registered will be entered in the minutes of the meeting.

3. At the annual business session, one hundred members will constitute a quorum and only members can vote. The business session will be conducted according to Robert's Rules of Order Revised, unless otherwise provided by the Constitution or Bylaws of the Academy. The order of procedure will be as follows: (a) chair taken by the president or, in the absence of the president, by the vice president; (b) minutes of the preceding session approved; (c) stated business; (d) reports of the president, vice president, secretaries, treasurer, and committees; (e) business from Council; and (f) other business. The Council may provide that the annual meeting be held by means of the Internet or other electronic communications technology that provides members the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

4. Deaths of members, members emeriti, international members, and public welfare medalists since the preceding meeting will be announced at the annual business session.

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**ARTICLE IV. OF ELECTIONS**

**OFFICERS AND COUNCIL OF THE ACADEMY**

**1. Nominating Committee:** The Council will appoint a Nominating Committee of not fewer than nine members to serve for the ensuing year, which will not include an officer of the Academy or member of the Council, and which will take into account the Academy's geographic distribution and scientific disciplines. The home secretary will notify all members of the Academy of the membership of this committee with an invitation to send suggestions of possible nominees to any member of the committee.

**2. Nominations of Officers (Other than President) and Council Members:** Not later than August 15, the home secretary will circulate to the membership a request for nominations to succeed councilors or officers—other than that of the president—whose terms will end on June 30 of the following year. All such nominations must be received by the home secretary not later than September 30. Nominations must be supported by at least one percent (1.0%) of the number of active members as of June 30 of that year, who have verified that the nominee is willing to serve if elected, as follows: (a) no more than half of this number can be from the same Section; (b) no more than one-quarter of this number can be from the same institution; (c) no more than one can be a current officer or councilor; (d) at least one-third of this number must be from a Class different from that of the nominee; (e) at least five states must be represented; and (f) no member can support more than one nomination for an officer.

The Nominating Committee will meet to prepare a slate of all nominees for officers and Council positions that will be vacant the following year, which will include members nominated in accordance with the paragraph above. The slate will consist of at least two nominees for each vacant position and will take into account the demographic characteristics of the nominees. The committee will confirm that all nominees are willing to serve if elected.

In any year in which the Council, excluding the officers of the Academy, will not include a member of any Class, the home secretary will establish in the election for that year a separate slate of at least two nominees from that Class for election to one of the four vacancies on the Council.

The chair of the Nominating Committee will discuss the proposed slate of nominees with the Council prior to the submission of the slate to the home secretary for preparation of the ballot described in the paragraphs below.

**3. Election of Officers (Other than President) and Council Members:**

(a) Ballot: Not later than December 15, the home secretary will send a ballot to all voting members that contains the slate of nominees prepared by the Nominating Committee, accompanied by a brief summary of the professional accomplishments of each nominee. The election will be conducted using secure electronic voting in accordance with procedures approved by the home secretary. Each member will be entitled to vote for no more nominees than the number of vacancies to be filled. The home secretary will tabulate only those ballots submitted by January 15.

(b) Officers: The nominee for an office—other than president—who receives a majority of the votes cast is elected. If no nominee receives a majority, the home secretary will arrange for additional ballots. If there are more than two nominees, the home secretary will remove from each successive ballot the name of the nominee receiving the smallest number of votes on the previous ballot. The home secretary will promptly inform the membership of the outcome of the election.

(c) Council Members: When there is only one slate for election to the Council, the four nominees receiving the highest number of votes cast are elected. If there are one or more separate slates for a Class, the nominee receiving the highest number of votes cast on that slate is elected. Nominees on the slate for other vacancies who receive the highest number of votes cast on that slate are elected to the remaining vacancies on the Council. A tie vote affecting the election of councilors will be resolved by an additional ballot. The home secretary will promptly inform the membership of the outcome of the election.

**4. Nomination of a President:** The Council will set the term of the president before that office is to become vacant. That term will not exceed six years, and no president will serve for more than twelve years. The Nominating Committee will solicit suggestions of prospective nominees from each section chair. Prior to submitting its recommendation to the Council, the committee will ensure that each proposed nominee is willing and able to serve under such conditions as may be established by the Council.

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Not later than June of the year before a president is to be elected, the Nominating Committee will discuss with the Council an ordered list of potential nominees, and not later than August of the same year will present its recommendation(s) for approval. Not later than November 1, the home secretary will inform the membership of the nominee(s) recommended by the Nominating Committee and approved by the Council.

Additional nominations may be submitted to the home secretary, which must be received not later than December 1. Each nomination must be supported by the signatures of at least five percent (5.0%) of the number of active members as of June 30 of that year and must be accompanied by evidence that the nominee is willing and able to serve under such conditions as may be established by the Council.

**5. Election of a President:** Not later than December 15 prior to the July in which the office of president is to be vacant, the home secretary will send to all voting members a ballot containing the nominee(s) approved by the Council and nominee(s) submitted in accordance with the paragraph above with the names of members supporting each such nomination.

The election will be conducted using secure electronic voting in accordance with procedures approved by the home secretary. Each member will be entitled to vote for a single nominee. The home secretary will tabulate only those ballots submitted by January 15. Election will be by a majority of those voting. In case no nominee receives a majority, the home secretary will inform the membership of the result of the ballot; the Council will then arrange for additional ballots, and if there are more than two nominees will remove from each successive ballot the name of the nominee receiving the smallest number of votes on the previous ballot. The home secretary will promptly inform the membership of the outcome of the election.

**6. Special Elections:** The Council will provide for special elections whenever a vacancy occurs in any of the five elected offices of the Academy, following as closely as possible the procedures for a regular election.

**7. Removal of Officers:** By a vote of eight or more of the councilors, any officer may be suspended from office on the grounds of malfeasance, nonfeasance, or inability to perform the duties of the office. A complete explanation for such action by the councilors, together with a statement which may be volunteered by the

suspended officer, will promptly be submitted to the membership together with a ballot for ratification. If two-thirds of the members voting support the action of the councilors, that officer will be removed from office and the Council will arrange for a special election to fill that position.

### NOMINATION AND ELECTION OF MEMBERS

**8. Number of Members Elected:** Not more than 120 members will be elected each year at the annual meeting. Not more than 25 percent of the number of members to be elected in that year will be elected as international members, not more than 15 percent of whom can reside in the United States.

**9. Class Allocations for Election:** Within the maximum number of members to be elected each year, the Council will establish the maximum number of members to be elected in each Class. These Class allocations will be open for discussion at the annual meeting prior to their final determination by the Council.

**10. Eligibility:** To be considered for membership, a person must be a citizen of the United States and must be proposed by a member of the Academy to a Section or Sections, to a Temporary Nominating Group or Voluntary Nominating Group, or to the Council. To be considered for international membership, a person must not be a citizen of the United States and must be proposed by a member or international member of the Academy.

**11. Nominations:** Nominations must be submitted in a format approved by the home secretary, which will include: a citation not to exceed 50 words that summarizes the nominee's primary scientific accomplishments; a statement not to exceed 250 words that describes the nominee's scientific accomplishments; and a selected bibliography of not more than 12 publications.

**12. Confidentiality:** All discussions and communications regarding nominees proposed for membership are confidential and will not be provided to any person who was not a member at the time of the discussion.

**13. Consideration of Nominees:**

(a) Sectional Nominees: Sections may establish procedures consistent with the bylaws for considering nominees proposed for election as members or international members in that Section. Section

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procedures must be approved by members of that Section in consultation with the home secretary. Approved procedures will become effective for the next election cycle.

(b) Intersectional Nominees: Nominees may be considered jointly by two Sections, must be sponsored by at least one member of each Section, and must conform with the procedures of each Section.

(c) Temporary Nominating Groups: After consultation with section and class chairs, the Council may appoint Temporary Nominating Groups (TNGs) to consider nominees who might not otherwise be identified by a Section. TNGs will follow the same procedures as Sections for ballots. TNG members will retain the nomination and voting privileges of their Section and Class.

(d) Voluntary Nominating Groups: A Voluntary Nominating Group (VNG) may submit a nomination for consideration by a Class Membership Committee. VNG nominations must be submitted in the standard format for membership nominations, and the accompanying petition must be supported by at least 20 but not more than 30 members, with no more than 5 from the same institution and no more than 12 from the same Section. A member may sign not more than one VNG petition in any year. A VNG nomination must be received by the home secretary not later than November 30, with a recommendation of the Class Membership Committee that should consider the nomination. The Council may act as a VNG not subject to the above restrictions.

**14. First Formal Ballot:** The First Formal Ballot of the Section will be sent not later than September 20. This ballot will include separately, in alphabetic order, all nominations of members and international members that have advanced through Section procedures, or in the absence of these procedures, all nominations proposed to the Section. An intersectional nominee who meets the requirements of only one Section may be carried forward as a Sectional Nomination. The election will be conducted using secure electronic voting in accordance with procedures approved by the home secretary. Ballots must be submitted within two weeks. Nominees who receive at least 40 percent of the votes cast, or intersectional nominees who receive at least 25 percent of the votes cast in each Section, will advance to the Second Formal Ballot. The ballot results will be reported to the members of the Section.

**15. Second Formal Ballot:** The Second Formal Ballot of the Section will be sent not later than November 1 and will be based upon the results of the First Formal Ballot as described above. The election will be conducted using secure electronic voting in accordance with procedures approved by the home secretary. Ballots must be submitted within two weeks. Sectional nominees who receive at least two-thirds of the votes cast in that Section, or intersectional nominees who receive a majority of the votes cast in both Sections, however distributed, will advance to the Class Membership Committees. The chairs of the Sections in which an intersectional nomination has advanced will recommend the Class Membership Committee to which the nomination should be assigned.

**16. Class Membership Committees:** The home secretary will convene the Class Membership Committees not later than March 1 to consider the qualifications of each nominee for election as a member or international member. Each committee meeting will be chaired by the class chair and recorded by the class secretary, neither of whom will vote. In the chair's absence, the class secretary will chair the meeting. In the absence of the class chair and the class secretary, the committee will elect its own chair and secretary pro tempore, and such officers pro tempore will retain their voting rights in the committee.

Nominees may be transferred from one Class Membership Committee to another when appropriate; differences of opinion between committees will be decided by the home secretary.

Each Class Membership Committee will prepare a rank-ordered preference list of the nominees for election as members up to a total of 150 percent of the Class allocation assigned by the Council and will evaluate the qualifications of nominees for election as international members. The committee chair will send the rank-ordered preference list of nominees for election as members to the home secretary and will send the results of the deliberations on nominees for election as international members to the international secretary.

At the time the preference lists are submitted to the home secretary, the Class Membership Committees will report on the number and quality of the nominees and on such other matters as they deem relevant for consideration by the Council in establishing Class allocations for the following year.

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**17. Preference Ballot:** The home secretary will send to all voting members a Preference Ballot containing the preference list of each Class Membership Committee, accompanied by the nomination forms considered by the Class Membership Committee for each nominee and a record of the voting on the nominee in the Section and/or Temporary Nominating Group. A printed copy of the accompanying background material will be sent to members upon request. The election will be conducted using secure electronic voting in accordance with procedures approved by the home secretary. Each member must vote for at least one-third and not more than two-thirds of the nominees in each Class. The home secretary will tabulate only those ballots that include the required number of votes in each Class and that are submitted not later than three weeks before the annual meeting business session.

**18. Final Ballot:** The home secretary will prepare two lists based on the results of the Preference Ballot: List 1 will include the nominees in each Class in the order of the number of votes received on the Preference Ballot up to the allocation for that Class; List 2 will include the remaining nominees in each Class in the order of the number of votes received on the Preference Ballot. These lists will be presented to the membership at the annual meeting business session. If it is impossible for the home secretary to determine on which list a Nominee should appear due to a tie vote on the Preference Ballot, the determination will be made by a majority vote of the members present and voting.

(a) The president, acting for the Council, may request permission to exchange a name on List 1 for one on List 2, or to add a name or names from List 2 to List 1 on grounds of the general interests of the Academy, without regard to Class allocations, provided that the total number on List 1 will not thereby exceed the maximum number that may be elected. If a majority of the members present favor the proposed exchange it will be made.

(b) The chair of any Section or any Temporary Nominating Group may request permission to interchange any nominees of that Section or Temporary Nominating Group between List 1 and List 2, without altering in any way the positions of other nominees. If a majority of the members present favor such an interchange it will be made.

(c) A vote will be taken on List 1, as modified in accordance with the previous paragraphs, except that a member may call for separate discussion of any

nominee on List 1, who will be removed from List 1 if one-third or more of the members vote to approve the removal. A nominee removed from List 1 in this way may not be replaced by another nominee. A member who intends to call for a separate discussion of a nominee at the annual meeting should advise the home secretary in writing at least two weeks in advance of the business session.

(d) A vote will then be taken on the remainder of List 1, which requires a two-thirds vote to be elected. Otherwise, each nominee will be voted upon individually, in the order of the number of votes received on the Preference Ballot and must receive a two-thirds vote to be elected.

(e) After List 1 has been considered as provided above, a nominee or nominees who have been removed from List 1 for discussion as provided in section (c) above will be voted on individually, in the order of the number of votes received on the Preference Ballot and must receive a two-thirds vote to be elected.

(f) A nominee listed on the Preference Ballot who dies after the meeting of the Class Membership Committees may be elected posthumously by a majority vote at the business session, without reference to Class allocations. There will be no other posthumous election.

**19. Return to Nominee Status:** Nominees who receive forty percent or more, but less than two-thirds, of the votes on the Second Formal Ballot will be considered for membership in the following year. Nominees considered by the Class Membership Committees but not placed on the preference lists will be considered for membership in the following year. Nominees who appear on the Preference Ballot and who are not elected will be considered for membership in the following year.

**20. International Member Ballot:** With guidelines from the international secretary and information on the deliberations of the Class Membership Committees as provided in paragraph 16, the Council will prepare a slate of nominees for election as international members, which will be sent by the international secretary to members at least two weeks before the annual meeting. These nominees may be elected by a two-thirds vote of the members present and voting at the annual meeting.



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**21. Acceptance of Election:** Elected nominees must accept membership in writing before the next annual meeting after the date of election in order to be entered on the roll of members. A diploma, with the corporate seal of the Academy and the signatures of the officers, will be sent to members and international members on their acceptance of election.

Members are permitted to choose the Section with which they wish to be affiliated. Members may change their Section affiliation by notifying the home secretary not earlier than three years from the date of a previous Section change unless the change is to a newly established Section or to a Section newly assigned to a new or different Class. Members may change their Section affiliation at any time within the first year following their election.

**ARTICLE V. OF PUBLICATIONS**

1. The Academy may provide for the publication of Proceedings and Biographical Memoirs, the publication of which will be under the general direction of the Council, which will have final jurisdiction over all policy matters.

2. The Proceedings is a medium of first publication for original articles, in brief form, of permanent scientific value. Members may receive complimentary access to the Proceedings of the National Academy of Sciences.

3. Biographical Memoirs will contain an appropriate record of the life and work of deceased members. The home secretary will designate a member to write or to secure from another source, a Biographical Memoir of each deceased member.

**ARTICLE VI. OF ENDOWMENTS AND GIFTS**

1. The expenditure of funds from any endowment will be governed by the instrument or agreement establishing the endowment and subject to the provisions of the Uniform Prudent Management of Institutional Funds Act, as adopted in the District of Columbia.

2. Selection committees for Academy awards will consist of at least three members, who may be reappointed in order to provide for continuity.

**VII. OF ACADEMY PROPERTY**

1. The property of the Academy is irrevocably dedicated to scientific and charitable purposes and no part of the net income or assets of the Academy will inure to the benefit of private persons.

2. Upon the dissolution of the Academy, its assets remaining after payment or provision for payment of all debts and liabilities will be distributed to a nonprofit fund, foundation or corporation which is organized and operated for scientific and charitable purposes, and which has established its tax- exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. The use and disposition on dissolution of real or personal property owned or used by the Academy in the various states of the United States and the District of Columbia will be limited to the purposes stated in the foregoing sentence in such a manner as to satisfy the requirements of federal law and the laws of such states and the District of Columbia for exemption of such property from property taxation in such jurisdictions.

**ARTICLE VIII. OF AMENDMENTS**

1. These Bylaws may be amended on resolution of the Council or on written proposal signed by twenty members. The proposed Bylaw amendment will be discussed and voted on at the business session of an annual meeting of the Academy, and thirty days' notice of the substance of the amendment will be sent to all members in advance of the meeting. A majority of the votes cast by members present and voting at the business session on the proposed amendment will be required for adoption of the amendment.

2. After the vote has been taken, any provision of these Bylaws or of Robert's Rules of Order to the contrary notwithstanding, members present and voting at the business session may then vote on whether to submit the proposed amendment to a vote of the Academy membership, which requires a one-third vote of members present and voting. If the motion is approved, the home secretary will send the proposed amendment and the results of the vote taken in the business session, accompanied by pro and con statements written in consultation with proponents and opponents of the proposed amendment, to voting members within 30 days. Voting will be conducted using secure electronic voting in accordance with procedures approved by the home secretary and will be completed within 60 days of the business session. A majority of the votes received will be required for adoption of the amendment.