

BYLAWS
OF
THE TALLAHASSEE SCIENTIFIC SOCIETY, INCORPORATED
(A Not-for-Profit Corporation)

ARTICLE I - OFFICES

The principal office of the Corporation shall be located in the City of Tallahassee, in the County of Leon, and State of Florida. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II - MEMBERS

1. (a) The persons designated as the initial Board of Directors in the Articles of Incorporation shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the Bylaws of the Corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership. The Board is delegated the full discretionary power to admit or expel members.

(b) The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, or dissolution or liquidation of the Corporation.

2. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the Seal of the Corporation or a facsimile thereof.

3. The Board of Directors may, by resolution, create classes of members, including, but not limited to, one or more classes which may not have voting authority but be designated "honorary members" or other title deemed appropriate by the Board. Such title shall be evidenced on the membership certificate and in the Membership Book. Such members shall not count towards the determination of a quorum.

ARTICLE III - MEETINGS

1. (a) The Annual Meeting of Members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation. The first Annual Meeting shall be held on a date within the first twelve months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than fifteen months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

(b) Any Annual or Special Meeting of Members shall be held at such place within or without the State as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

(c) Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings of members. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of Directors and for the transaction of such other business as may properly come before the meeting. Notice of a Special Meeting shall state the purpose for which the meeting is called. At any Special Meeting, only the business stated in the Notice of such meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than five days nor more than fifty days before the date of the meeting to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. In the event that an amendment to the Articles of Incorporation is to be made at the meeting, the minimum period of notice shall be thirty days. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Postal Service. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so

adjourned. In the event the Board of Directors fixes a new record date for the adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before, during or after the meeting. The attendance of a member in person or in proxy at the meeting, without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member.

(e) At every meeting of members, there shall be presented a list of record of members as of the record date, certified by the officer responsible for its preparation. Any member who has given written notice to the Corporation at least ten days prior to a meeting shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

2. The Secretary or an Assistant Secretary of the Corporation shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

3. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney-in-fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

4. Except as provided by law, twenty percent of members shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote, except as provided in Article II Section 3. A majority of the votes cast, including any proxies, shall constitute an action by the Corporation, except that amendment of the Articles of Incorporation shall require a two-thirds majority of the votes cast. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken, signed by all members entitled to vote.

5. The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distribution or allotment of rights, or for any other purpose. Such record date shall not be more than fifty nor less than five days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event that no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members

for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

ARTICLE IV - BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each Director shall be at least eighteen years of age. The initial Board of Directors shall consist of eight persons. Thereafter, the number of Directors constituting the entire Board shall be no less than six. Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by the action of the members or of the directors. The number of directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require a majority vote of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The first Board of Directors shall consist of those persons named as the initial Board of Directors in the Articles of Incorporation, and shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Directors elected at the first Annual Meeting shall serve for periods as follows:

One-third for a period of one year,
One-third for a period of two years, and
One third for a period of three years.

Determination of the terms shall be made by random drawing after the directors are elected.

At the expiration of a director's term of office, s/he shall be eligible for re-election.

Only the one-third of the directorships which expire in any one year will be open for election in that year, after the first Annual Meeting.

Each director shall hold office until the expiration of the term for which s/he was elected and until his successor is duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

3. (a) Any or all of the members of the Board of Directors may be removed with or without cause either by vote of the members of the Corporation or the Board of Directors.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly created directorships or vacancies in the Board of Directors may be filled by a vote of a majority of the Board of Directors then in office, although less than a quorum; however, vacancies occurring by reason of the removal of directors by a vote of the members shall be filled by the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5. (a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the Directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of any meeting may be waived by any director who signs a waiver of Notice before, during, or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent provided herein, a majority of the entire members of the Board of Directors shall constitute a quorum. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act by the Board of Directors shall be by a majority of the directors present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman, or in his absence, the President shall preside and, if there be no President or in his absence, any other director chosen by the Board shall preside.

8. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such Committees shall have such authority as the Board of Directors may

delegate, except to the extent allowed by law. In addition, the Board of Directors may establish ad hoc committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE V - OFFICERS

1. The Officers of the Corporation shall be the President, one or more Vice Presidents, the Secretary, one or more Assistant Secretaries, the Treasurer, and one or more Assistant Treasurers. Officers shall be elected for a one-year term at the Annual Meeting of the Corporation.

The Board of Directors shall present a slate of proposals for Officers to the members of the Corporation along with the Notice for the Annual Meeting. The members will be free to nominate alternate officers at the Annual Meeting, prior to voting.

The Board of Directors may, at its discretion, elect a Chairman, to preside at meetings of the Board only. Otherwise, the President shall preside at meetings of the Board.

Vacancies in offices arising during the year shall be filled by the Board, and the officers thus appointed shall serve until the next Annual Meeting.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time.

3. (a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the Corporation, the Vice President, or, if there be more than one, the Executive Vice President, shall have all the powers and functions of the President. The Vice President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit such funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer may, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; s/he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

(d) The Secretary shall keep the Minutes of the Board of Directors and the Minutes of the Members. S/He shall have custody of the Seal of the Corporation and shall affix and attest the same to documents duly authorized by the Board of Directors. S/He shall serve all notices for the Corporation which shall have been authorized by the Board of Directors and shall have charge of all books and records of the Corporation.

ARTICLE VI - COMMITTEES

The Corporation shall appoint Committees for carrying out specific functions related to its objectives and purpose. Committees shall be appointed by the Board, as indicated in Article IV Section 8. Members of the Committees shall be appointed from among the membership of the Corporation. Committee Chairs may be appointed by the Board or elected by the Committee members. Members of the Board are eligible for membership of Committees, except as restricted in Article V Section 1.

The following are the Committees for the time being.

1. **EXECUTIVE COMMITTEE:** Carries general responsibility for the operations of the organization. Initiates development and explores new areas of activity, drafting resolutions for presentation to the Board of Directors. Membership comprises the Officers (President, Vice President(s), Secretary, Assistant Secretary(ies), Treasurer, Assistant Treasurer(s)) and Chairmen of all Committees. The President acts as Chairman of this Committee.
2. **AWARDS COMMITTEE:** Monitors the activities of members and other scientists, and nominates those with outstanding achievements in certain specified fields for awards on an annual basis.
3. **FINANCE COMMITTEE:** Works with the Treasurer to solicit funds from donor agencies and any other available source, for the Society's activities. Plans the Society's Annual Budget and Financial Operations. This Committee will consist of the Treasurer and three or four other members with a financial flair, appointed by the Board.
4. **GENERAL MEETINGS PLANNING COMMITTEE (COMMITTEE ON ACADEMIC AFFAIRS):** Organizes forums for scientists, engineers and others about timely issues, especially those impinging upon multiple disciplines in science and technology; organizes meetings of members on at least a quarterly basis, for presentation of papers on subjects of technical interest; identifies scientific issues in the public eye and arranges for the presentation of the technical information required to produce informed decisions, as well as for public information, in keeping with the objectives of the Society; arranges for local speakers to visit elsewhere, and for speakers from elsewhere to visit Tallahassee.
5. **JOHN GORRIE TRAVELING LECTURE PLANNING COMMITTEE:** Undertakes the planning, programming and execution of this Lecture, presented annually to communities within a fifty-mile radius of Tallahassee. This annual sight-and-sound, illustrated presentation helps participants to understand the technical features of a well-known subject, system or article.

Among the functions of this Committee are: identifying a subject item or system for the Lecture; arranging with an organization involved with similar items to be the presenter of the Lecture; meeting with the organizing committee (the School Advisory Council of the High School) in each location to make all arrangements for the presentation in that location, and facilitating the event.

6. LANNUTTI LECTURE PLANNING COMMITTEE: Undertakes all arrangements for the Society's Annual Lannutti Memorial Lecture. Among these are the selection of the Lannutti Lecturer, coordination of the date (normally in April of each year) for the lecture, the venue, invitations, Dinner, program, and other details.

7. MEDIA COMMITTEE: Seeks to increase public awareness of, and interest in, science and technology. Prepares articles on technical subjects for publication in the news media, in a manner to effectively attract public interest. Encourages and assists the news media to present news of technical activities as real and technical. Arranges and assists the news media to cover events of a technical nature. Assists the printed media to develop a regularly published "Science Page," to include articles, reports, etc., on scientific matters. Solicits information regarding scheduled technical activities from the several technical organizations, and prepares a calendar for public information. Works as a liaison between the press and the scientific community.

8. MEMBERSHIP COMMITTEE: Makes recommendations to the Board regarding categories of members. Plans and organizes membership drives. Follows up on members to facilitate their continued involvement in the activities of the Society. Seeks to resolve any questions members may have regarding the operations of the Society.

9. PLANT TOURS ORGANIZING COMMITTEE (COMMITTEE ON SCIENTIFIC APPLICATIONS): Organizes tours of industrial plants, and other technical operations such as analytical laboratories, testing facilities, etc., for students and Society members (and other groups as desired or requested), thereby enabling them to see science at work in daily life. The Committee's functions will include preparation of a schedule of visits in coordination to science teaching activities in schools; making arrangements with facility owners/operators; organizing transportation, meals, etc. as necessary; and determining funding and/or charges to cover costs, as appropriate

10. CLASSROOM RESOURCES COMMITTEE (i. COMMITTEE ON TEACHING MATERIALS AND ii. COMMITTEE ON MENTORING): This Committee brings high school and middle school students into direct contact with professional scientists. Among its varied activities will be: maintaining a roll of Tallahassee Scientific Society members willing to volunteer participation in this program; arranging for scientists to visit schools to promote scientific careers; as coordinated with teachers, arranges for members of the professional scientific and technological community to assist with teaching classes/courses in schools, especially where field experience will be an asset; arranges for scientists to be mentors to individual students for preparation of projects for Science Fairs, as well as for studies in the sciences; establishes liaison with the Capital Region Science and Engineering Fair Committee, and assists with organizing and promoting the Fair; establishes liaison with the Tallahassee

Museum of History and Natural Science, the Mary Brogan Museum of Science and Art, and other similar organizations.

In coordination with science department heads in the high schools in the Tallahassee Region, determines the school's need for science teaching materials for school laboratories, and arranges for funding and procures these materials on the market. As desired by the teachers involved, the Committee will also arrange for demonstration of materials and equipment, to ensure safety and proper use.

11. LEON ASSOCIATION FOR SCIENCE TEACHING: The Leon Association for Science Teaching (LAST) seeks to establish lines of communication among all persons involved in science education in the local area, to foster life-long interest in the sciences, to foster increased knowledge and skill of science teachers, to co-ordinate curricula and services most conducive to outstanding science education in Leon County, and to provide monetary support for special science teacher and student projects. LAST is also affiliated to the Florida Association of Science Teachers.

LAST, with a specific field of endeavor, has its own membership structure and membership subscriptions, and elects its operating committee from among its membership. However, it operates under the umbrella of the Tallahassee Scientific Society.

12. COMMITTEE ON PUBLIC AFFAIRS: Seeks to inform the membership of the kinds of political and legislative activities at the state and local levels that affect scientists, educators in the teaching of science, and the lay public in its understanding of science.. Working in concert with the Media Committee, and as determined consistent with the Society's aims and objectives, it identifies topics that should be brought before the public on important policy matters in science, especially with reference to their societal significance. It develops procedures to gather and provide information to assist government executives, state and local legislators, and other decision-makers, on matters where the expertise of members of the TSS can be utilized. In providing legislative representatives with scientific information as needed to carry out their duties, that information is to be of a technical nature and free of bias.

In implementing such objectives, the duties of this committee would include establishing contact points for volunteers from TSS membership with special expertise in different scientific fields to assist with its functions. Such points would also be established and maintained to local leaders in the community who have an interest and understanding of the legislative processes to help direct the activities of the committee.

Membership of the committee would be those TSS members who volunteer for this committee, and would include a chair to coordinate the activities carried out by the committee members. The chair would be elected annually by a majority vote of the members of the committee, and approved by the Board of Directors.

ARTICLE VII - MISCELLANEOUS

1. The Corporation shall keep complete and correct records and books of account and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and addresses of all members. These records shall be kept initially by the parties having responsibility therefor, and, in due course, when an office shall have been established, they shall be kept at the office.

2. The Corporate Seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

4. (a) All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made, by a majority vote of the members entitled to vote in the election of directors, or at a special meeting of the members called for such purpose. Notice of such alteration or repeal shall be included in the notice of the meeting.

(b) The Board of Directors shall have the power to make, alter or repeal, from time to time, Bylaws of the Corporation, except that the Board may not amend or repeal any Bylaw in which control thereof is vested exclusively in the members. If any Bylaw regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the Bylaw so made, amended or repealed, together with a concise statement of the changes made.