

BYLAWS OF
THE TALLAHASSEE SCIENTIFIC SOCIETY, INCORPORATED

(A Not-for-profit Corporation)

AS AMENDED ON SEPTEMBER 14, 2016

ARTICLE I – OFFICES

The principal office of the Tallahassee Scientific Society (the “CORPORATION” or the “SOCIETY”) 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 of Florida as the Board of Directors of the CORPORATION (“BOARD”) may from time to time determine.

ARTICLE II – MEMBERS

1. (a) The eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by the BOARD. The BOARD may prescribe, with respect to all members of the CORPORATION (“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 death, resignation, failure to timely pay dues, expulsion of the MEMBER, or the dissolution or liquidation of the CORPORATION.

2. The BOARD 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 signatures or facsimile signatures of an officer or officers designated by the BOARD and may bear the Seal of the CORPORATION or a facsimile thereof.

3. The BOARD may 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 any membership certificate and on the membership list. Members not entitled to vote shall not count towards the determination of a quorum.

ARTICLE III – MEETINGS

1. (a) The annual meeting of MEMBERS shall be held on such date or dates as shall be fixed from time to time by the BOARD. Each annual meeting of MEMBERS shall be held on a date

not more than fifteen months following the preceding annual meeting of MEMBERS. Special meetings of MEMBERS may be held on such date or dates as may be fixed by the BOARD from time to time.

(b) Any annual or special meeting of MEMBERS shall be held at such place within or without the State as the BOARD may from time to time fix. In the event the BOARD 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 such meeting shall be held at a location designated by the BOARD.

(c) Annual or special meetings of MEMBERS may be called by the BOARD or by any officer of the CORPORATION instructed to do so by the BOARD, except to the extent that the BOARD 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 or electronic notice stating the place, day and hour of the meeting shall be given for all meetings of MEMBERS. Notice for an annual meeting of MEMBERS shall state that the meeting is being called for the election of members of the BOARD and for the transaction of such other business as may properly come before the meeting. Notice of a special meeting of MEMBERS shall state the purpose for which the meeting is called. At any special meeting of MEMBERS, only the business stated in the notice of such meeting may be transacted. Notice of meetings shall be given either personally, electronically, or by United States Postal Service ("USPS") mail not less than five days nor more than fifty days before the date of the meeting to each MEMBER at his or her 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 sent electronically to any valid email address which the MEMBER may have furnished in writing to the Secretary of the CORPORATION, or deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the USPS. Any meeting of MEMBERS may be temporarily adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the continuation of the meeting if announcement of the time and place of the continuation of the meeting is given at the meeting that is temporarily adjourned. In the event the BOARD 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 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 available a list of record MEMBERS as of the record date, as maintained by the person 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 listed thereon 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 of the CORPORATION shall act as Secretary of every meeting. When the Secretary is not available, the President, or in the absence of the President, the other member of the BOARD chosen to preside pursuant to Article IV, Section 7, may appoint a Secretary of the meeting.

3. There shall be no proxies.

4. Except as provided by law, a quorum at a meeting of MEMBERS for the transaction of any business shall be any number of MEMBERS attending, so long as proper notice has been given to the MEMBERS, and at least 30% plus one of the members of the current BOARD are in attendance. 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 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 consent, setting forth the action being taken, by all MEMBERS entitled to vote, either in writing or electronically.

5. The BOARD shall fix a record date for the purposes 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 of allotment of rights, or for any other purpose. Such record date shall not be more than fifty or 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 the MEMBERS shall be the close of business on the day next preceding the day on which the 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 the BOARD 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 for such adjourned meeting.

ARTICLE IV – BOARD OF DIRECTORS

1. The CORPORATION shall be managed by a BOARD. Each member of the BOARD (“DIRECTOR”) shall be at least eighteen years of age. The number of DIRECTORS constituting the entire BOARD shall be no less than six. Subject to the foregoing, the number of DIRECTORS constituting the BOARD may be fixed from time to time by the action of the MEMBERS or of the BOARD. The number of DIRECTORS may be increased or decreased by action of the MEMBERS or of the BOARD, provided that any such action by the BOARD shall require a majority vote of the entire BOARD. No decrease shall shorten the term of any DIRECTOR then in office.

2. DIRECTORS shall be elected for three year staggered terms, with the term of one-third of the DIRECTORS expiring in any given year. 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, except that additional DIRECTORS may be elected in a given year to fill any directorships vacated by resignation, death or removal. 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 or her predecessor.

Each DIRECTOR shall hold office until the expiration of the term for which s/he was elected and until his or her successor is duly elected and qualified, or until his or her prior resignation or removal as hereinafter provided. The death or disability of any DIRECTOR to serve shall be deemed to be a resignation for purposes of this provision.

3. (a) Any or all of the members of the BOARD may be removed with or without cause either by a majority vote of the MEMBERS, or of the BOARD.

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

4. Newly created directorships or vacancies in the BOARD may be filled by a vote of the majority of the BOARD 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 a vote of a majority of the MEMBERS.

5. (a) A regular annual meeting of the BOARD shall be held as soon as practicable, but in no event more than 30 days, following the annual meeting of MEMBERS. All other meetings of the BOARD shall be held at such time and place as shall be fixed by the BOARD from time to time.

(b) No notice shall be required for regular meetings of the BOARD for which the time and place have been fixed. Special meetings may be called by or at the direction of 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 in sufficient time for the convenient assembly of the BOARD. 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 gives a waiver of notice before, during, or after the meeting or who attends the meeting without protesting the lack of notice to him or her.

6. (a) Except to the extent provided herein, 30% plus one of the entire BOARD shall constitute a quorum. Whenever a vacancy on the BOARD shall prevent a quorum from being present, a quorum shall consist of 30% plus one of the members of the BOARD excluding the vacancy.

(b) A majority of the DIRECTORS present, whether or not a quorum is present, may temporarily adjourn a meeting to another time and place. Except to the extent provided by law and by these Bylaws, the act by the BOARD shall be by a majority of the DIRECTORS present

either in person or by telephone or other electronic means at such time, or who votes on the act electronically.

(c) Any action authorized in writing or electronically by all the DIRECTORS entitled to vote thereon and filed with the minutes of the CORPORATION shall be the act of the BOARD 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 President shall preside at all meetings of the BOARD and, if there be no President or in his or her absence the Vice President shall preside, or in his or her absence any other DIRECTOR chosen by the BOARD shall preside.

8. Whenever the BOARD shall consist of more than three DIRECTORS, the BOARD may establish an executive committee and other standing committees. Such committees shall have such authority as the BOARD may delegate, except to the extent allowed by law. In addition, the BOARD may establish ad hoc committees for any lawful purpose, which shall have such powers as the BOARD may lawfully delegate.

ARTICLE V – OFFICERS

1. The officers of the CORPORATION shall be the President, Vice President, Secretary, and Treasurer. Officers shall be elected for a one-year term by a vote of a majority of the members present at the annual meeting of the MEMBERS.

The BOARD shall present a slate of proposals for officers to the MEMBERS along with the notice for the annual meeting of the MEMBERS, prior to voting.

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 of the MEMBERS.

2. Each officer shall hold office until the next annual meeting of the MEMBERS and until his or her successor has been duly elected and qualified. The BOARD 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 decisions of the BOARD.

(b) During the absence or disability of the President, the 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 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 may from time to time determine. The Treasurer may, when duly authorized by the BOARD or the President, sign and execute all contracts in the name of the

CORPORATION; s/he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the BOARD or the President.

(d) The Secretary shall keep the minutes of the meetings of the BOARD and the minutes of the meetings of the MEMBERS. S/He shall be responsible for the seal of the CORPORATION and shall affix and attest the same to documents duly authorized by the BOARD or the President. S/He shall serve all notices for the CORPORATION which shall have been authorized by the BOARD or the President, 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. DIRECTORS are eligible for membership of committees, except as restricted by Article V Section 1.

The following are the standing committees.

1. **EXECUTIVE COMMITTEE:** This committee has general responsibility for the operation of the organization, initiating developments and exploring new areas of activity and developing proposals for presentation to the BOARD. Membership comprises the officers (President, Vice President, Secretary and Treasurer). In addition to the officers of the CORPORATION, the immediate past President of the CORPORATION shall also be a member of the Executive Committee. The President acts as the chairman of this committee. The Executive Committee may act on behalf of the BOARD if and when necessary.
2. **FINANCE COMMITTEE:** This committee works with the Treasurer to solicit funds from donor agencies and other available sources for the SOCIETY's activities and plans the SOCIETY's annual budget and financial operations. This committee consists of the Treasurer and three or four other members, preferably with financial expertise and/or experience, appointed by the BOARD.
3. **SPECIAL FUNDS COMMITTEE:** This committee shall undertake all arrangements for the SOCIETY's annual Lannuti Memorial Lecture. Among these are the selection of the Lannuti Lecturer, coordination of the date for the lecture, the venue, invitations, dinner, program, and other details. This committee is also responsible for all similar arrangements for any other function(s) of the CORPORATION which are or may be funded, or partially funded, from sources other than the SOCIETY.
4. **MEDIA COMMITTEE:** This committee seeks to increase public awareness of, and interest in, science and technology. This committee may, and shall if so directed by the BOARD, prepare articles on technical subjects for publication in the news media in a manner to effectively attract public interest. This committee encourages and assists the news media to present news of

technical activities as real and technical and arranges and assists the news media to cover events of a technical nature. This committee 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. This committee shall work as a liaison between the press and the scientific community.

5. **MEMBERSHIP COMMITTEE:** This 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 and seeks to resolve any questions MEMBERS may have regarding the operations of the SOCIETY.

ARTICLE VII – BIG BEND and LEON ASSOCIATION FOR SCIENCE TEACHING

1. The Big Bend and Leon Association for Science Teaching (BLAST) is a separate entity with its own membership structure and membership subscriptions and its own governance. In keeping with its purpose as expressed in its Articles of Incorporation, the SOCIETY shall seek to establish lines of communication among all persons involved in science education in the local area, including BLAST.

2. The SOCIETY shall associate and cooperate with BLAST 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 the surrounding area.

3. The SOCIETY shall, to the extent authorized and directed by the BOARD, provide monetary support for special science teacher and student projects.

ARTICLE VIII - 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, or any committee appointed by the BOARD, 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 therefore, 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 shall from time to time prescribe.

3. The fiscal year of the CORPORATION shall be May 1 through April 30, as established by the Internal Revenue Service, except as otherwise fixed by the BOARD from time to time, subject to applicable law.

4. The BOARD 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 over which control 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 change made.

These amended ByLaws of THE TALLAHASSEE SCIENTIFIC SOCIETY were unanimously adopted by the Board of Directors of the CORPORATION on **September 14, 2016**.

Robert K. Henderson

President