

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 24<sup>th</sup> 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, life members, emeritus members, student members, and institutional members.

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

(3). 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.

(4). 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 who applies.

(5). Student members shall be persons enrolled as a student in any college or university who are interested in any field of science, and each shall pay in advance annual dues as established by the Executive Committee.

(6). Institutional members shall be organizations who wish to support the purposes of the Academy and each shall pay in advance annual dues as established by the Executive Committee.

(7). To join the Academy, a person shall submit an application accompanied by the first year's dues. No person shall be denied membership on the basis of sex, race, ethnicity, religion, citizenship or other irrelevant characteristics.

(8). The dues submitted by any person, organization, or institution with the application for membership shall be accepted in settlement for the current fiscal year.

## SECTION II

### *Dues*

(1). Each member with the exception of life members and emeritus members, shall pay to the Treasurer of the Academy when billed the annual dues established by the Executive Committee.

(2). Members who shall allow their dues to be unpaid for two years, having been duly notified by the Treasurer, shall be dropped from membership.

## SECTION III

### *Officers and Executive Committee*

(1). The Officers of the Academy shall be a President, a President-Elect, the immediate Past President, a Secretary, a Treasurer, an Assistant Treasurer, the Editor of the Proceedings, the Director of Communications, and the Director of the West Virginia State Science and Engineering Fair.

(2). In addition to any specific duty or 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, the immediate Past President. 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 or herself in that office, unless filling an unexpired term, but he or she shall be succeeded automatically by the President-Elect. The election of members of the Executive Committee shall take place at the annual business meeting of the membership, 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.

The Executive Committee shall have the authority

- (a) to fix the time and place of meetings;
- (b) to appoint the Editor of the Proceedings, the Director of Communications, the Assistant Treasurer, the Director of the West Virginia State Science and Engineering Fair, and the Delegate to the American Association for the Advancement of Science;
- (c) to appoint all Standing Committees (except the Auditing Committee) and Special Committees (The President shall appoint the Auditing Committee as provided in Section X (1) of these By-Laws.);
- (d) to prepare a budget;
- (e) and to transact such other business as may need attention between the meetings of the Academy.

The Editor of the Proceedings, the Director of Communications, the Delegate to the American Association for the Advancement of Science, and the Director of the West Virginia State Science and Engineering Fair 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 and Special Committees*

(1). The Executive Committee may establish Standing Committees and Special Committees and appoint their members in order to advance the purposes of the Academy.

## 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. A business meeting for the election of Executive Committee members and other purposes shall be held during the annual meeting.

(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). Ten 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 scholarly publications.. All papers presented to the Academy for publication shall be of a scientific nature and be subjected to peer review. A copy of the Proceedings shall be sent to each member in good standing and to the Archives of the State of West Virginia . The Editor of the Proceedings shall direct the publication of the Proceedings and may appoint Assistant Editors.

(2). An Academy web site shall be maintained and updated by the Director of Communications. It shall include news about Academy members or items of interest to them as judged by the Director of Communications.

## SECTION VIII

### *Sections of the Academy*

(1). Members, not less than ten in number, may by 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 as needed 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 on the web site or 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 business meeting of the Academy.

Note: These By-Laws were adopted at the regular business meeting of the Academy on April 10, 2010.