

## BYLAWS OF THE UTAH ACADEMY OF SCIENCES, ARTS & LETTERS

Approved by the Executive Council and ratified by the general membership on

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### BYLAW I – OBJECTIVES OF THE UTAH ACADEMY OF SCIENCES, ARTS & LETTERS

The Utah Academy of Sciences, Arts & Letters, hereafter also known as the Academy or Utah Academy, is a non-profit organization under IRS Section 501(c)(3), whose mission is to enhance education in the state of Utah by:

- Providing opportunities to present current research, studies, and artistic performance in an annual conference setting;
- Publishing an annual journal, hereafter named *The Journal of the Utah Academy of Sciences, Arts & Letters*, or *The Journal*, containing the best of the papers presented at the conference;
- Recognizing the accomplishments of distinguished academics in the State of Utah;
- Create position statements for use by public policy makers;
- Providing an interdisciplinary network among faculty and students at the colleges and universities in the State.

### BYLAW II – MEMBERSHIP

#### Section 1. Membership in the Utah Academy of Sciences, Arts & Letters

All faculty, staff and students in colleges and universities are invited to become members of the Utah Academy upon appropriate application and payment of required dues. Additionally, other persons concerned with the development of sciences, arts and letters may become members of the Academy upon appropriate application and payment of the required dues.

#### Section 2. Life Member

Any member or applicant for membership who contributes the amount set forth in the Standing Rules of the Academy in a single payment to the Academy (see Bylaw III-2) may become a Life Member of the Academy. Any member sixty-five years of age or older who has paid the annual Academy dues for twenty-two years or more may become a Life Member upon application to the Secretary.

#### Section 3. Institutional Members

Any institution interested in research and scholarship in the sciences, arts or letters may become a member of the Academy by payment of the dues established by the Executive Council in the Standing Rules of the Academy.

#### Section 4. Patrons

Any person (see Standing Rule 4), corporation or institution contributing to the funds of the Academy, at one time, the sum established by the Executive Council in the Standing Rules of the Academy shall be recognized as a patron and shall be entitled to all privileges of membership, including publications of the Academy for one year following the donation.

#### Section 5. Honorary Members

Any person who has given long service and gained unusual prominence and distinction in the sciences, arts or letters may be conferred honorary membership in the Academy by the Executive Council of the Academy. Honorary Members shall be exempt from payment of regular membership dues for one year.

#### Section 6. Fellow

“Fellow” is the title used to honor individuals who have, or have had, substantial involvement as members of the Academy and who have gained distinction through meritorious original research, scholarship, creative work, or extraordinary teaching within their academic field. It is deemed “the highest recognition by peers” and is given very selectively. Fellows will be ambassadors for the Academy and serve as special consultants and spokespersons as needed, and shall be exempt from membership dues as Lifetime Members. This is an honor that may or may not be awarded in any given year.

#### Section 7. Election of Fellows and Honorary Members

Nominations for “Fellow” and “Honorary Members” may be made in writing and submitted to the Executive Council. Requests for nominees will be made of the entire membership on the Academy website and through other available outlets. Written nominations shall consist of an essay outlining the accomplishments of a candidate. The Executive Council shall select by voting or consensus those to receive designations of Academy Fellow and Honorary Members.

### BYLAW III – DUES

#### Section 1. Membership Dues

Members shall pay annual dues, as set by the Executive Council and recorded in the Standing Rules, which shall entitle them to attend the Annual Conference and receive a copy of *The Journal* for that year. Annual payment of an additional amount, also recorded in the Standing Rules, will confer spousal or joint membership to a couple. Joint members receive only one copy of *The Journal*.

## Section 2. Dues of Life Members

Any member or applicant for membership, including joint members, who contributes an amount set forth in the Standing Rules of the Academy in a single payment to the Academy may become a Life Member of the Academy and shall be exempt from payment of all regular dues thereafter.

## BYLAW IV – ORGANIZATION

### Section 1. Executive Council

The Executive Council, hereafter referred to as the Council, shall consist of the President, the immediate Past President, the President-Elect, the Secretary, the Treasurer, the Editor(s) of *The Journal*, the Chairs of each of the divisions, the Membership Chair, and Members-at-Large (to be described in the Standing Rules). Officers that form the Executive Council are known as Executive Officers of the Academy. Documents or references to “the Utah Academy Board” shall be understood to mean the Executive Council.

### Section 2. Divisions

The Academy is divided into ten divisions: Arts; Biological Sciences; Business; Education; Engineering; Kinesiology and Health Sciences, ; Humanities, Philosophy and Foreign Language; Language and Literature; Physical Sciences; and Social Sciences.

### Section 3. Investment Committee

#### 3.1 Functions of the Committee

The Investment Committee (Committee) shall be the investment fiduciary responsible for the prudent management of the Investment Portfolio (Portfolio). The Committee will comply with all applicable fiduciary, prudence, and due diligence requirements experienced investment professionals would utilize; and with all applicable laws, rules, and regulations from various local, state, federal, and international political entities that may impact the Portfolio. The Committee, upon UASAL Board approval, shall have authority to establish, execute, and interpret an investment policy statement for the Portfolio. The Committee, upon UASAL Board approval, shall be responsible for the selection and retention of professional advisors to the Portfolio, which may include, but not be limited to, investment managers, investment consultants, custodians, attorneys, accountants, and clerical staff.

#### 3.2 Definition of a Fiduciary

A fiduciary is defined as a person who has the legal and/or implied moral responsibility to manage the assets of another person. A fiduciary must act solely in the best interests of that

person. The Committee is subject to certain duties and responsibilities, including, but not limited to:

1. Know the standards, laws, and trust provisions that impact the investment process of the Portfolio.
2. Prudently diversify the Portfolio to a specific risk/return profile.
3. Prepare, execute, and maintain an investment policy statement.
4. Have investment decisions made by prudent experts.
5. Control and account for all investment-related expenses.
6. Monitor the activities of all investment-related service vendors.
7. Avoid conflicts of interest and prohibited actions.

### 3.3 Establishment of Committee

The Committee shall consist of such number of individuals as are appointed by the UASAL Board. There should be a minimum of 5 Committee members total, consisting of three UASAL board members (current President, current Past-President, and current President-elect) and two outside members. Any member of the Committee may resign, and his or her successor, if any, shall be appointed by the Chair of the Committee, with UASAL Board approval. Each Committee member will acknowledge the acceptance of appointment to the Committee in writing. No Committee member will have the authority to bind the Committee in any contract or endeavor without the expressed written authority of the majority of the Committee members and approval by the UASAL Board.

### 3.4 Establishment of Officers

The Committee shall have an office of Chairperson and a Secretary. The Chairperson shall be responsible for the conduct of all the meetings of the Committee and shall have voting rights the same as any other Committee member. The Chairperson shall perform such other duties as the Committee may assign, and shall be the designated Agent for service of legal process.

The Secretary shall be responsible for keeping minutes of the transactions of the Committee and shall be the official custodian of records of the Committee. The Secretary, together with the Chairperson, shall execute all official contracts of the Committee. The Secretary shall compile Committee agendas. The Chairperson and Secretary are authorized by the Committee to execute any instruments necessary for the Committee to conduct business.

### 3.5 Disclosure and Conflict of Interest

Notwithstanding any provision of law, no Committee member shall vote or participate in a determination of any matter in which the Committee member shall receive a special private gain. Committee members have a duty of loyalty that precludes them from being influenced by motives other than the accomplishment of the purposes of the Portfolio. Committee members, in the performance of their duties, must conform and act pursuant to the documents and instruments establishing and governing the Portfolio.

### 3.6 Investment Committee Meetings

#### 3.6a Attendance at Investment Committee Meetings

The Committee shall set its own schedule of meetings. Special meetings may be called by the Chairperson or by a majority of the Committee members. The Committee shall meet at least once each year for a face to face meeting, with remote meetings occurring quarterly. Notices of meetings shall be provided at least two weeks in advance to both the Investment Committee and the UASAL Board. In recognition of the importance of the work of the Committee, regular attendance at the Committee meetings is expected from all members. Any member who fails to attend two consecutive meetings of the Committee without an excuse acceptable to the other Committee members shall be deemed to have resigned from the Committee. A majority of the members of the Committee at the time in office shall constitute a quorum for the transaction of business. The action of the Committee shall be determined by the vote or other affirmative expression by the majority of its members in attendance where a quorum is present. The Chair will report on investment of funds at a meeting of the UASAL Board on an annual basis, but may be called on to report additional times if requested by the Executive Council or a majority vote of the UASAL Board.

#### 3.6b Agendas and Other Meeting Materials

An agenda shall be prepared for each regular meeting and for the remote quarterly meetings of the Committee. The agenda shall set forth those items upon which the Committee anticipates taking action or discussing. Each agenda item shall have attached ancillary material necessary, such as financial statements, for each discussion or action by the Committee. A copy of the agenda and ancillary materials shall be furnished to each Committee member prior to commencement of the meeting. Full and complete minutes detailing records of deliberations and decisions shall be maintained and held by the Secretary. The Secretary shall record all acts and determinations of the Committee, and all such records shall be preserved in the custody of the Secretary. Such record and documents shall be open at all times for inspection by Committee members or for the purpose of making copies by any approved person.

### 3.6c Rules of Order

In recognition of the importance of accomplishing the objectives of the Committee in a most orderly fashion, the Committee may establish rules of order or bylaws for the conduct of its meetings.

### 3.6d Appearance before the Board

At least two representatives from the Committee shall appear before the UASAL Board annually to supply a report on financial status, pending investment decisions, etc.

## BYLAW V – ELECTION OF OFFICERS

### Section 1. Nominating Committees

The Nominating Committee shall consist of five persons: the President, Past President, and the President-Elect, and two other members of diverse interests and geographic areas chosen by the President. Six weeks before the annual meeting, this committee shall report its choice of candidates for offices being vacated that year. Members of the Academy may submit their own or other members' names for consideration by the nominating committee.

### Section 2. Election of Officers and Terms of Office

The President-Elect and Members-at-Large shall be elected biannually by the Executive Council and ratified by the Board. Elected officers serve for terms of three years. The President-Elect automatically becomes President upon completion of the current President's term of office. The Treasurer, Secretary, Webmaster, Chair of Scholarly Communications and Editor(s) of *The Journal* are not subject to election but shall be appointed by the President.

### Section 3. Election of the Division Chairs

The Council shall select nominees for the position of Chair for each division to be elected in a given year. These nominees shall be voted upon by the Board prior to the annual meeting. The names of Division Chairs shall be ratified at the annual meeting.

The Chairs of each of the ten divisions shall serve for a term of three years on the Council. Chairs can serve for more than one term. Chairs of the Arts, Biological Sciences, Education, Physical Sciences, and Social Sciences Divisions are to be elected during even-numbered years

while Business, Engineering, Health PE and Recreation and Letters Divisions will be elected during odd-numbered years. Chairs may serve a maximum of three terms in a specific position.

#### Section 4. Resolving Tied Elections

In the event of a tie for any office, the Board shall deem each one a winner and appoint their terms sequentially in alphabetical order of their last names.

### BYLAW VI – DUTIES

#### Section 1. Duties of the President

The President shall preside over the Academy and the Executive Council. In doing so, he or she shall be responsible for the following:

- A. With the approval of the Council, appoint all standing committees, an auditor or audit committee of at least two members, Editor(s) of *The Journal*, the Secretary, the Treasurer, consultants and such other committees as the Council members of the Academy may designate for the welfare of the Academy.
- B. Participate as an active member of the Investment Committee, which shall oversee the fiscal affairs of the Academy, including the Tanner Endowment, and other assets of the Academy so that Academy accounts are properly maintained. The President shall work closely with the Secretary, the Treasurer, and the Investment Committee in managing the finances of the Academy.
- C. Oversee the planning of the Academy's annual meetings.
- D. Make arrangements for a nationally recognized speaker for delivering the Tanner Lecture.
- E. Ensure that *The Journal*, which includes papers read during his or her term of office, is published within 12 months of the meeting. The President shall oversee or work closely with the Editor(s) of *The Journal* for its timely publication.
- F. Ensure that the awards ceremonies for Best Paper Awards are conducted annually in a timely manner.
- G. Devise and institute actions to advance the objectives of the Academy and enhance its good name and esteem. The President shall consult with or inform the Council of any actions taken to foster the scholarly image of the Academy.
- H. The President is the only officer authorized to enter into legally binding agreements on behalf of the Academy. In specific instances, he or she may delegate this responsibility to others. The President will inform the Executive Council about any agreements made and, when practical, obtain prior authorization from them before entering into such an agreement.

#### Section 2. Duties of the President-Elect

In the absence of the President, the President-Elect shall preside and shall perform all the duties normally performed by the President. Additionally, he or she shall assist the President in handling the affairs of the Academy including, but not limited to, the following:

- A. Ensure the coordination of the various Division Chairs for the smooth working of the sessions of the annual meetings by overseeing the schedule established in the Division Chair Procedure Book.
- B. Ensure that the “Best Paper Award” recipient in each division is selected in a timely manner, unless it is deemed that no paper deserves a prize in a specific year.
- C. Notify Academy Officers of recipients in time for planning awards at annual meeting.
- D. Establish deadlines and solicit nominations for awards as follows:
  1. Endowed awards given to scholars in recognition of significant contributions in a specified Division or field of research within the State of Utah during the preceding five years. This award will carry the name of the benefactor(s) who made the endowment.
  2. The Gardner Prize honoring distinguished academic research and service will be awarded each spring at the annual conference. It will rotate yearly between the Natural Sciences and the Social Sciences.
  3. The Service Award honoring distinguished service on behalf of education in the state of Utah will be awarded each spring at the annual conference. It will rotate yearly between the Arts and Letters and the Sciences.
  4. Special Awards as deemed appropriate with the approval of the Council.

### Section 3. Duties of the Secretary

The Secretary shall:

- A. Assist the President and Council in managing the affairs of the Academy.
- B. Keep the checkbook for the Academy bank account and pay expenses of the Academy.
- C. File and maintain records of payments made, including payment vouchers, receipts, and invoices.
- D. Make copies of check stubs and send them to the Treasurer for reconciling account statements.
- E. Maintain minutes of all official meetings of the Academy.
- F. Archive permanent records of the Academy. These records include, but are not limited to, annual editions of *The Journal*, annual financial reports, minutes of Council and general meetings, published histories of the Academy.
- G. Carry on the official correspondence of the Academy.



- H. Send out news bulletins about the Academy's activities to news media (newspapers, radio stations, television studios – where applicable) to promote the public image of the Academy and to inform the public of its activities.
- I. Be responsible to get publicity for the events and activities of the Academy in the news media.
- J. Review records and send to University of Utah.
- K. Receive institutional member dues.

#### Section 4. Duties of the Treasurer

The Treasurer shall:

Assist the President and Investment Committee in managing the financial affairs of the Academy.

- A. Be responsible for all money and other property of the Academy not deposited in the archives according to the policies in the *Utah Academy Treasurer Handbook of Procedures*.
- B. Maintain a detailed financial record of income and expenditures.
- C. Establish a budget for the Utah Academy.
- D. Present an annual written financial report to the Council and a summary at the annual meeting.
- E. Prepare and submit records necessary to maintain tax-exempt and non-profit status with the State of Utah and IRS.
- F. Correspond with each of the institutional members to encourage their continued support.

#### Section 5. Duties of the Editor(s) of *The Journal of the Academy of Sciences, Arts & Letters*

The Editor(s) shall be responsible for publication of *The Journal* each year such that it is available for distribution at the following annual meeting.

#### Section 6. Duties of the Membership Chair (Currently being fulfilled by the Secretary)

The Membership Chair shall:

- A. Maintain a membership roll with associated record of dues, making them available to Council Members when requested;
- B. Receive member applications and dues.
- C. Work to augment the Academy's membership on various campuses of higher education in Utah.
- D. Take initiative in enlisting membership in the community.

- E. Coordinate efforts of Division Chairs and the Secretary in preparing of the annual meeting.
- F. Maintain a procedure book to orient the next Membership Chair and to facilitate planning of the annual conference.
- G. Oversee the mailing of *The Journal* to members, institutions and journal-brokerage firms.

#### Section 7. Duties of Members-at-Large

The Members-at-Large shall:

- A. Plan, organize and carry out a summer excursion for members of the Academy.
- B. Be available to the President for carrying out the Academy's business as needed.

#### Section 8. Duties of Division Chairs

The Division Chairs are the backbone of the Academy's annual conferences and the Academy's public relations on various campuses. Following election, the newly elected Division Chairs should receive and review a procedure book describing their responsibilities and how to carry them out. If no such book is available, the Division Chair should compile a procedure book during his or her term of office to pass on to the next Division Chair. Every Division Chair shall be responsible for the following:

- A. Attend Council meetings regularly or arrange to send a substitute from his or her institution.
- B. Follow the schedule for handling his or her Division affairs for a successful annual conference as outlined in the procedure book.
- C. Select the best paper in his or her Division for the "Best Paper Award" and notify the President-Elect following the annual conference. If no paper merits an award, inform the President-Elect accordingly.
- D. Coordinate peer-review process and be section editor for Division.

#### Section 9. Duties of the Executive Council

A. The Executive Council shall ratify the appointment of committees, approve expenditures and govern the Academy according to its Articles, bylaws and standing rules.

B. The Council shall designate special representatives of the Academy for special purposes.

C. The Council shall work closely with the Investment Committee, making recommendations for membership as well as monitoring financial reporting and approving investment decisions and policies.

## BYLAW VII – FISCAL MANAGEMENT

### Section 1. Fiscal Policies

The fiscal year shall be the calendar year. The Treasurer shall prepare records for audit during the month of January. The Treasurer shall present a current financial statement to the Executive Council at each council meeting. A summary of the financial state of the Academy, including the current audit report, shall be made available to members at the annual meeting in the spring.

### Section 2. Officers' Stipends for Service

Certain officers are eligible for stipends for their service. These officers include: Secretary, Journal Editor(s), and other officers as approved by the Executive Council. Stipend amounts are established by the Council, recorded in the Standing Rules, and paid in semi-annual installments. The Academy may contract with individuals for specific projects and pay them as independent contractors. The Council must approve these contracts when over the amount specified in the Standing Rules by a two-thirds vote.

### Section 3. Audit.

Each year the President shall appoint a professional auditor or an auditing committee of not fewer than two members who shall audit the books of the Academy prior to the annual meeting.

## BYLAW VI – MEETINGS OF THE EXECUTIVE COUNCIL

### Section 1. Schedule of Executive Council Meetings

The Executive Council shall meet at least twice yearly to carry out the business of the Academy.

### Section 2. Rules of Procedure in Meetings

Robert's Rules of Order shall govern the conduct of business meetings of the Academy and the Council in the absence of other provisions approved by the Council.

## BYLAW VIII – ANNUAL CONFERENCES AND MEETINGS

### Section 1. Annual Conference Date and Venue

The annual conference of the Academy shall be held every year within a month of the founding date, which is the third of April. The conference shall be hosted by one of the Academy's sponsoring institutions. Executive Officers shall solicit institutions to host the conference so as to vary the location of the conference year to year and to promote positive public relations.

### Section 2. Components of the Annual Conference

The annual conference shall consist of a general business meeting, the Tanner Lecture, and sessions for presentation of papers and posters. Conferences may include additional presentations, performances, displays or demonstrations.

### Section 3. Address by the President

The President shall deliver a public address at one of the sessions of the annual meeting or at the awards ceremony.

## BYLAW IX – APPROVING AND AMENDING BYLAWS AND STANDING RULES

### Section 1. Approval of Bylaws.

Bylaws and their accompanying Standing Rules must be reviewed and approved on a biannual basis during the first Council meeting following the installation of a new Academy President.

### Section 2. Amending the Bylaws

Bylaws may be amended in the following manner: a proposed amendment in writing, signed by three members in good standing, shall be submitted to the Secretary who shall present it to the Council for consideration. It shall then be presented to the UASAL board, where it must be approved by a simple majority of the members present to pass.

### Section 3. Amending Standing Rules

Standing Rules may be amended by a motion presented in a meeting of the Executive Council and accepted by three-fourths of the Council present. Changes in the Standing Rules must be noted in the next Academy newsletter and/or presented to the membership during the annual business meeting.

## BYLAW X – AFFILIATION WITH PROFESSIONAL ORGANIZATIONS

### Section 1. Affiliation with the American Association of the Advancement of Sciences (AAAS) and the National Association of Academies of Science, NAAS.

The Utah Academy of Sciences, Arts & Letters shall maintain affiliate status with the American Association for the Advancement of Science for the furtherance of the aims common to these two societies. The President shall appoint a qualified delegate to represent the Academy at conventions of the AAAS and the NAAS Assembly of Delegates that occurs during the convention.

### Section 2. Affiliation with other Organizations

For the purpose of fostering the objectives of the Academy, the Academy may accept affiliate membership by/of any organization or society which shall request such affiliate membership,

provided the aims and objectives of said organization or society shall support those of the Academy. Individual membership privileges and obligations in either organization shall not be conferred by such affiliation.