

FOUNDATION FOR SCIENCE AND THE HANDICAPPED, INC

CONSTITUTION

ARTICLE I: NAME

SECTION 1. The name of the organization shall be the FOUNDATION FOR SCIENCE AND THE HANDICAPPED, INC., hereinafter referred to as the FOUNDATION.

ARTICLE II: OBJECTIVES

The objectives of the FOUNDATION shall be the following exclusively educational and scientific endeavors:

SECTION 1. The promotion of the good and welfare of handicapped scientists, including the development of increased employment opportunities in the field of science.

SECTION 2. The planning, organization and administration of educational programs to involve interested handicapped children, college students and pre-professionals in the mainstream of science and to provide them with an adequate background for approaching the various scientific disciplines as vocational objectives.

SECTION 3. The planning, organization and administration of research programs concerned with the development or the transfer of technology designed to improve the quality of life for the handicapped.

SECTION 4. The dissemination of information regarding the ability of handicapped scientists to compete with their non-disabled peers for every scientific and management position.

The FOUNDATION has been formed exclusively for the aforementioned scientific and educational purposes, and no part of its assets, income or profit shall inure to the benefit of its members, directors or officers. Further, no substantial part of the activities of the FOUNDATION shall be directed towards influencing legislation; nor shall the FOUNDATION participate in any political campaign on behalf of any candidate for public office.

ARTICLE III: MEMBERS

SECTION 1. Any person with an active interest in the purposes of the FOUNDATION may become a member by application, acceptance and payment of dues.

ARTICLE IV: OFFICERS

SECTION 1. The President, President-Elect, Secretary and Treasurer will be elected by the membership-at-large. Nomination and election shall be conducted as provided in the By-laws. In the event an office is vacated, it shall be filled temporarily until the next election. The Elective Officers shall provide general leadership, preside at Committee and General Membership Meetings, execute duties as described in the By-laws and other duties that may be assigned by the Board of Directors or be required by the Constitution.

ARTICLE V: BOARD OF DIRECTORS

The FOUNDATION shall have a Board of Directors with the following function and structure, and as provided in the By-laws.

SECTION 1. The Board of Directors shall be composed of the Officers of the FOUNDATION and three (3) members elected by the membership. It constitutes the legal governing body of the FOUNDATION. The function of the Board of Directors is to uphold the objectives, to authorize policy matters, and to assure that the property, funds and affairs are handled in conformity with the Constitution and By-laws, and within the Articles of Incorporation of the FOUNDATION under the statutes of the District of Columbia.

ARTICLE VI: ORGANIZATION

To accomplish its objectives, the membership of the FOUNDATION shall be organized and function as provided below or in the By-laws.

SECTION 1. Committees shall consist of a group of FOUNDATION members appointed to a term of responsibility for service in some specified function.

SECTION 2. One or a few members appointed to a term of responsibility for service in a special event or function.

ARTICLE VII: TAX-EXEMPT STATUS

SECTION 1. The FOUNDATION shall operate exclusively as a scientific and educational organization. No part of the net income to the FOUNDATION shall inure to the benefit of, or be distributed to, its elected officers or other private persons unless it is paid for services rendered in furtherance of the objectives listed in Article II of the Constitution. *Section 4*

SECTION 2. The FOUNDATION shall engage only in those activities permitted by a corporation exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VIII: DISPOSITION OF ASSETS

Upon dissolution of the FOUNDATION, the assets of the FOUNDATION shall be distributed exclusively to charitable, scientific or educational organizations which would, at the time, qualify under the provisions of Section 501(c) of the Internal Revenue Code and Regulations of the Department of Treasury applicable to such actions as they now exist or as they may hereinafter be amended.

ARTICLE IX: ARCHIVES

Archives shall be maintained for the collection, preservation and display of historical materials relating to the FOUNDATION as provided in the By-laws.

ARTICLE X: AMENDMENTS AND INTERPRETATION

SECTION 1. An amendment to the Constitution may be proposed in writing. Such an amendment will be reviewed by the Board of Directors. If a majority of the Board of Directors approves the proposed amendment or a modification of the proposed amendment, it shall be published and submitted to the membership for mail vote as provided in the By-laws. The amendment shall be declared adopted if it is approved by two-thirds of the voting members who return ballots within the prescribed time and shall be come effective when it is declared adopted.

SECTION 2. Interpretation of the intent or language of the Constitution shall be decided by a majority vote of the Board of Directors.

ARTICLE XI: AFFILIATION

The FOUNDATION may become affiliated with other non-profit educational, scientific or research organizations when desirable or necessary to further the objectives of the organization.

FOUNDATION FOR SCIENCE AND THE HANDICAPPED, INC

BY-LAWS

ARTICLE I: MEMBERS

SECTION 1. A person who has qualified under the Constitution, who has been nominated in writing in due form, who has paid dues for the first year of membership and who has been endorsed by the Chairman of the Membership Committee shall become a member. Each member in good standing shall be entitled to the privileges so listed in the Constitution and full participation in the FOUNDATION'S affairs.

SECTION 2. Annual dues shall be paid as stipulated by the Board of Directors.

SECTION 3. Membership may be terminated by resignation or by failure to pay dues for one year. The Board of Directors may exclude or remove a person from membership because of conduct that is inimical to the objectives of the FOUNDATION, injury to it, or affecting its reputation adversely.

ARTICLE II: ELECTIVE OFFICERS

SECTION 1. Nominations. Nomination of the elective officers shall be as follows:

The Nominating Committee (Article IV, Section 1) shall make one or more nominations each for President, President-Elect, Secretary and Treasurer; at least two nominations must be made for President-Elect, every two years. On or before the first day of September following its appointment, the Nominating Committee shall send the nominations to the Secretary who shall announce them to the general membership. Additional nominations for elective office may be made by any member of the FOUNDATION, but each nomination so made must be accompanied by a biographical sketch of each nominee.

SECTION 2. Elections. The Secretary shall send ballots not later than the first day of November to all members of the FOUNDATION. To be counted, a ballot must be received on or before the 10th of December. Tellers, appointed by the President, will count the ballots and report the results to the Secretary who shall first notify each nominee and then announce the results to the membership.

The nominees who receive the highest number of votes shall be declared elected. In case of a tie vote, a run-off election will be held for that specific office.

SECTION 3. Terms of Office. The term of President and President-Elect shall be two calender years beginning March 1 following the election. The term of Secretary and Treasurer shall be three years. The biannual succession of the *// President-Elect to the office of President is automatic.

The term of the Secretary or the Treasurer may be renewed, but no person shall serve for more than 3 terms in one office. The term of President or President-Elect may not be renewed.

SECTION 4. Vacancies. Vacancies between elections occurring in an office shall be filled by appointment by the President, with confirmation by a majority vote of the Board of Directors with a successor duly chosen at the next election. If the vacancy occurs within the first six (6) months of a new term, the appointee for the office will be that individual with the next highest votes in the immediate past election. A vacancy in the office of President will be filled by the President-Elect who will assume the office of President for the remainder of the unexpired term and then serve as President for the term for which elected. The office of President-Elect will be filled through a special election.

SECTION 5. Duties of Officers. The officers work together to provide vigorous and creative leadership; are responsible for implementation of FOUNDATION policy; and report annually to the membership. They are authorized to carry on any, and all, activities which are required to attain the objectives of the FOUNDATION. They are members of Committees as defined elsewhere in these By-laws.

The *President* directs the overall activities of the FOUNDATION, presides at sessions of the Board of Directors, the Nominating Committee and the General Membership Meeting; establishes *ad hoc* committees and appoints members to the committees provided for in the By-Laws; make interim policy decisions as needed for the operation of the FOUNDATION; calls meetings of the Board of Directors; and performs other duties consistent and customary with those usually performed by persons in similar positions.

The *President-Elect* assists the President in the execution of the FOUNDATION's activities; is responsible for advance planning; serves as Chairperson of the Membership Committee and substitutes as President in the absence of that official.

The *Secretary* prepares the agenda for sessions of the Board of Directors and General Membership meeting and prepares minutes of said meetings; administers and coordinates operations of the FOUNDATION: establishes and maintains a membership list that includes each member's area of interest and handicapping problem, if known, signs grants, contracts and other agreements; and serves as Chairperson of the Newsletter Committee.

The *Treasurer* supervises all aspects of the FOUNDATION's finances; serves as Chairperson of the Finance Committee; provides leadership and works with elected officers and members of the Board of Directors to prepare, review, and implement the annual budget and approves other major fiscal transactions; and prepares an annual financial report.

ARTICLE III: BOARD OF DIRECTORS

The Board of Directors, as defined in the Constitution, shall be composed of and subject to the following:

SECTION 1. The Officers of the FOUNDATION and three (3) additional members to be elected by the membership. The term of the additional members shall be for three years and no more than four consecutive terms may be served. Additional persons may be invited by the Board of Directors to participate in their deliberations but such persons will not have the right to vote. The committee will meet at least once a year to transact business.

ARTICLE IV: COMMITTEES

As prescribed in the Constitution (ARTICLE VI, SECTION 1), the FOUNDATION shall have such standing, special and *ad hoc* committees as are necessary to aid in the management and activities of the FOUNDATION. Standing committees are as follows:

SECTION 1. The *Board of Directors* is described elsewhere in the By-laws (Article III, Section 1).

SECTION 2. The *Finance Committee* is described elsewhere in the By-laws (Article V).

*Treasurer
Phyllis*

SECTION 3. A *Nominating Committee* consisting of five (5) members, appointed by the President and with the President as Chairperson, shall make the nominations for elective office (Article II, Section 1).

See SECTION 4. A *Membership Committee* consisting of three (3) or more members appointed by the President and chaired by the President-Elect, *ex officio*, shall plan and initiate activities that promote membership in the FOUNDATION.

Vacant SECTION 5. A *Publication Committee* consisting of at least five (5) members shall be responsible for the publication of articles and reports on science and the handicapped. They will encourage (1) the members of the FOUNDATION to prepare material for publication and (2) the editors of appropriate magazines, newsletters and journals to publish such articles.

See SECTION 6. A *Newsletter Committee*, shall be responsible for publishing a minimum of two (2) newsletters each year. The Newsletter shall keep the membership informed about the business matters of the FOUNDATION, the activities of members, bibliographic materials related to science and the handicapped and other pertinent information customarily found in newsletters of similar organizations.

SECTION 7. An *Employment Committee* consisting of at least three (3) members shall be responsible for the development of employment opportunities for the handicapped members. This may include the operation of a placement service; assistance to employers in modifying their environments and adapting various career positions to include the handicapped.

SECTION 8. Other standing or *ad hoc* committees, and representatives, may be appointed by the President after consultation with and approval of the Board of Directors.

SECTION 9. Appointment of members to committees or as representatives shall be made for specified terms, but the terms should be staggered to provide for new membership and continuity.

SECTION 10. Chairpersons of committees and representatives shall report in writing to the Board of Directors prior to the Annual Meeting.

ARTICLE V: FINANCES AND DUES

How many members?

- how many members

A Finance Committee, chaired by the Treasurer shall function as follows:

SECTION 1. The Finance Committee shall require adequate accounting of funds received into and dispersed from the treasury of the FOUNDATION.

SECTION 2. Arrange an annual audit of the FOUNDATION accounts by an outside Certified Public Accountant. This audit will be reviewed and approved by the Finance Committee and presented to the general membership.

SECTION 3. Annual dues in the FOUNDATION shall be established by the Board of Directors (Article 1, Section 2).

SECTION 4. A written notice shall be sent to a person arrears in dues, together with the By-laws pertaining to the subject, at least one month before any further action in the matter is taken. Such person may provide information to the Board of Directors which might preclude their suspension.

ARTICLE VI: COMMUNICATIONS

The official statutes of the FOUNDATION consist of the Constitution, By-laws, and Articles of Incorporation, and these shall be made readily available to members. In addition to these statutes, the following written communications are used to transmit information to members and the public.

SECTION 1. A Newsletter shall be published as described elsewhere in the By-laws (Article IV, Section 7).

SECTION 2. Position papers and testimony for state or federal agencies or legislatures may be written by a proper representative of the FOUNDATION with endorsement by an Elective Officer, subject to review by the Board of Directors.

SECTION 3. The FOUNDATION shall not be responsible for statements or opinions made by groups of individual persons nor for statements in the above communications unless specifically approved by the Board of Directors.

ARTICLE VII: ARCHIVES

SECTION 1. An Archivist shall be appointed by an incumbent President for a term of five (5) years. The Archivist is eligible for reappointment to a second term (ARTICLE IX).

SECTION 2. The Archivist shall catalog and store the records of the FOUNDATION.

SECTION 3. Each Officer, Committee Chairperson and Representative shall keep complete and permanent records of all actions taken in carrying out the duties of their office or appointment. At the end of their period of service, each individual will turn over all of the records concerning the FOUNDATION to the Archivist for permanent storage.

ARTICLE VIII: PARLIAMENTARY PRACTICES

SECTION 1. *Roberts Rule of Order (Revised)*, except when inconsistent with the Constitution and By-laws, shall govern parliamentary practice in the meeting of the Board of Directors, other standing or *ad hoc* Committees and the General Membership Meeting.

ARTICLE IX: AMENDMENTS TO BY-LAWS

The By-laws may be amended by submission of a proposed change in writing to the Secretary at least three (3) months prior to the Annual Business Meeting so the item may be included on the agenda. If a majority of the Members in attendance considers the amendment worthy of action, it will be submitted to the entire membership of the FOUNDATION for vote by mail. Ballots will be sent during the month of March following the business meeting and thirty (30) days allowed for the return of all votes.