

DRAFT

ARIZONA ARTS, SCIENCES, AND TECHNOLOGY ACADEMY
*Charter
and Bylaws*

- I. Charter of The Arizona Arts, Sciences And Technology Academy
- II. Membership
- III. Governance
- IV. Indemnification
- V. Program and Budget
- VI. Awards
- VII. Amendments

I. Charter of The Arizona Arts, Sciences And Technology Academy

The Arizona Arts, Sciences, and Technology Academy (AASTA) [CORPORATION] coalesces the cultural, scientific and technical wisdom of Arizona to promote the growth of an intellectual community within the State. AASTA seeks to establish Arizona as a locus of leading influential thought, intellectual enrichment, and creativity. AASTA is broadly based in cultural, behavior and social sciences, the arts and humanities, physical and biological sciences, health sciences, administration, law and engineering and may provide advisory services to government and other organizations.

In the pursuit of this purpose, AASTA:

1. Undertakes and promotes activities to stimulate vibrant intellectual exchange among its members and with similar scientific and professional organizations throughout the world;
2. Identifies important issues, initiates and conducts studies concerned with these issues, convenes interested parties, and may prepare such reports on issues that, in the judgment of AASTA the public interest and the pursuit of the intellectual mission of the membership is served;
3. Responds to requests for studies and advice on matters related to arts, sciences and technology; and
4. Disseminates information to, and promotes understanding by, the public and the relevant professions, based upon AASTA's studies, statements, and reports.

II. Membership

1. **The membership of AASTA** shall consist of persons, residing in Arizona, selected from the fields of arts, humanities, social sciences, life sciences, health sciences, physical sciences, engineering and technological disciplines, and other professions, such as law, medicine, and administration.
2. **Membership in AASTA shall be based upon;**
 - a. Distinguished professional and/or intellectual achievement in an academic or professional field;
 - b. Demonstrated and continued involvement with issues of importance to the State of Arizona;
 - c. Skills and resources likely to contribute to AASTA's tasks of assessing current knowledge, conducting studies, and considering policy issues; and
 - d. Willingness to be an active participant in AASTA activities.
3. **Categories of Membership shall include:**
 - a. Elected members – all members of AASTA shall be elected members.
 - b. Affiliate members - persons with permanent residence in other States, or countries other than the United States shall be eligible for election as affiliate members of AASTA, provided that they meet the other requirements for membership.
 - c. Student members - undergraduate and graduate students who demonstrate exceptional levels of scholarship may be elected as student members and upon completion of their terminal degrees such individuals may apply for "elected member" status.
 - d. AASTA Fellows – shall consist of active elected members recognized by the Board of Governors for exceptional professional and/or intellectual achievement.
 - e. Emeritus - Members who are no longer able or interested in continuing their participation in the AASTA's activities may voluntarily request emeritus status at any time. The request must be made in writing to the President of AASTA. Emeritus status shall be permanent. Emeritus members may attend annual and other meetings of AASTA, but they shall not cast a vote in AASTA's affairs, nor shall they be subject to any dues or assessments.
4. **Officers.** The officers of the CORPORATION shall consist of an elected Chairman, an elected Board of Governors and an appointed President and Vice President.
5. **Meetings.** A meeting of the membership will be held annually in September or at another time set by the Board of Governors for the election of Governors and the transaction of any other business as may properly come before the membership. A special meeting of the membership may be called by the Board of Governors upon written demand of no less than 10 percent of the membership.
6. **Quorum, Adjournment of Meetings.** At all meetings of the members, at least one tenth of the membership will be present in person to constitute a quorum for the transaction of business. At any adjourned meeting for which a quorum was present at the original meeting, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more that thirty days, notice of the adjourned meeting will be given. If after the adjournment, the Board of Governors fixes a new record date for the adjourned meeting, a notice will be sent to each member of record on the new date.

7. **Organization.** The Chair of the Board of Governors will preside at all meetings of the members or, in the absence of the Chair, an acting Chair will be chosen by the Board of Governors. The President of the CORPORATION will act as secretary at all meetings of the members, but in the absence of the President, the Vice President shall act as the secretary, or in the absence of both the President and Vice President, the presiding officer may appoint any person to act as secretary of the meeting.
8. **Voting.** At any meeting of the members, each member whose dues are not in arrears and who is present in person will be entitled to one vote. Fellows, Members and any other categories of membership will vote as a single class for the election of Governors and the transaction of any other business as may properly come before the membership.
9. **Proxies.** Voting by proxy will be permitted.
10. **Action by the Members.** Except as otherwise provided by law or by these Bylaws, any corporate action authorized by a majority of the votes cast at a meeting of the members will be an act of the members
11. **Dues.** The Board of Governors will, from time to time, establish the amount of dues payable by the respective classes of members and the manner in which dues will be paid. No initiation or membership fees, other than the dues payable by the respective classes of members, will be charged for admission to membership in the CORPORATION.
12. **Renewal of Membership.** Membership in the CORPORATION may be renewed by the payment when due of the appropriate amount of membership dues.

III. Governance

1. **Powers.** The governance of the CORPORATION shall reside in a Board of Governors, a Chairman, and a President. The Board of Governors will have general power to control and manage the affairs and property of the CORPORATION in accordance with the purposes and limitations set forth in the CORPORATION's Charter. The number of Governors that will constitute the Board will be fixed by resolution of the Board and that number will constitute the "entire board" for purposes of Law. The number of Governors will be not less than twelve, not including any ex-officio member of the Board. The number of Governors may be increased or decreased by action of the Board of Governors amending these By Laws, provided that any action of the Governors to effect an increase or decrease will require the vote of a majority of the entire Board. No decrease will shorten the term of any incumbent Governor.
2. **Election.** The Board of Governors and the Chairman shall be elected by the membership. At each annual meeting, a number of Governors equal to that of those whose terms have expired will be elected by a plurality of the members for a term of three years and the earliest of the election or appointment and qualification of the Governor's successor or until the Governor's death, resignation, or removal. Initial terms of the Board of Governors Members shall be staggered such that 1/3 of the Board of Governors is subject to election annually. No more than one-third of the Board of Governors shall be from related fields of research. No more than three-fourths shall be selected from any single sector of employment.
3. **President and Vice President.** The President and Vice President of the CORPORATION shall be full-time paid officers, nominated by the Council and appointed by the Chairman. The President and Vice President shall normally serve initial terms of five years, renewable every five years by the same appointive procedure. The President shall employ such other persons as are necessary to conduct the business of the CORPORATION and function as its Chief Executive Officer. The President shall serve as an ex-officio member of all committees. The Vice President shall serve as the Chief Operating Officer and shall be empowered to act in the absence of the President.
4. **Committees.** Subject to the approval of the Board of Governors, the Chairman shall appoint a Program Committee, a Membership Committee, a Finance Committee, and such other standing committees for the operation of the CORPORATION as the Chairman deems appropriate. Each standing committee will consist of three or more Governors. Unless otherwise specified herein, the Board of Governors will appoint at its annual meeting the chairperson and the members of each standing committee to serve until the next annual meeting of the Board and the earliest of the election or appointment and qualification of their successors or until their death, resignation, or removal. The Board of Governors will fill vacancies in the membership of any standing committee.
5. **Operation of Committees.** At each meeting of a committee, one third of the members of the committee will be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum will be the act of the committee.
6. **Meeting by Conference Telephone.** Any one or more members of the Board of Governors or any committee may participate in a meeting of the Board of Governors or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by these means will constitute presence in person at a meeting.
7. **Fund Raising.** In consultation with the Chairman and the Board of Governors, the President shall engage in appropriate fund raising, including development of an endowment for support of the activities of the CORPORATION.
8. **Endowments.** In any fiscal year, from amounts available for expenditure under the endowment funds dedicated to the CORPORATION, the President of the CORPORATION shall have authority to expend funds in an amount not to exceed five percent of the value of the endowment funds determined as of the first day, of the fiscal year. Any specific additional expenditure of endowment requires the approval of a majority of the Board of Governors.
9. **Conflicts Policy.** Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a Governor, officer or staff member must be disclosed in good faith or known to the Board of Governors prior to authorizing any contract or transaction. The interested individual(s) may participate in the information-gathering stage of the Board of Governor's, or committee's, discussion but will retire from the room in which the Board of Governors or the committee is meeting and will not participate in the final deliberation or decision regarding the contract or other transaction. The interested individual may not vote on the contract or other transaction. Interested Governors may be counted in determining the presence of a quorum at the meeting of the Board or of a committee which authorizes the contract or other transaction. The minutes of the meeting of the Board of Governors or committee will reflect (a) that the conflict of interest was disclosed, (b) that the interested Governor, officer or staff member was not present during the final discussion or vote of the Board of Governors or committee and (c) and that the interested individual abstained from voting. All questions as to whether a conflict of interest exists will be resolved by a vote of the Board of Governors in which the interested individual may not vote.

IV. Indemnification

1. To the fullest extent permitted by law:
 - (a) The CORPORATION will indemnify any person (and that person's heirs, executors, guardians, administrators and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the CORPORATION or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is or was a Governor or officer of the CORPORATION, or, while a Governor or officer of the CORPORATION, is or was serving at the request of the CORPORATION as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and

reasonably incurred by that person or that person's heirs, executors, guardians, administrators or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the CORPORATION will indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

(b) The CORPORATION will pay expenses as incurred by any person described in subsection (a) of this Article in connection with any action, suit, proceeding or inquiry described in subsection (a) of this Article; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the CORPORATION of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

(c) The CORPORATION may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article against any liability asserted against that person, whether or not the CORPORATION would have the power to indemnify the person against that liability under the provisions of this Article or otherwise.

(d) The provisions of this Article will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article will be deemed to be a contract between the CORPORATION and each Governor or officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of Arizona and other applicable law, if any, are in effect, and any repeal or modification of this Article will not adversely affect any right or protection of any person described in subsection (a) in respect of any act or omission occurring prior to the time of the repeal or modification.

(e) If any provision of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (a) of this Article may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of the Board, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding the office, it being the policy of the CORPORATION that indemnification of any person described in subsection (a) of this Article will be made to the fullest extent permitted by law.

(f) For purposes of this Article, reference to "other enterprises" will include employee benefit plans; reference to "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the corporation" will include any service as a Governor or officer of the CORPORATION which imposes duties on, or involves services by, that Governor or officer with respect to an employee benefit plan, its participants, or beneficiaries.

(g) The CORPORATION may, by vote of the Board, provide indemnification and advancement of expenses to employees and agents of the CORPORATION with the same scope and effect as the foregoing indemnification of and advancement of expenses to Governors and officers.

V. Program and Budget

1. **Budget.** The President, with the advice of the Finance Committee, shall annually prepare and submit to the Board of Governors for approval an operating budget, and with the advice of the Programs Committee, an accompanying proposed program of studies to be conducted by the CORPORATION, including ongoing studies. The Programs Committee shall approve projects for submission to the Board of Governors and oversee their conduct.
2. **Project Committees.** With the advice of the Program Committee, the Chairman shall appoint the membership of committees conducting studies and preparing reports for dissemination, and such committees may include participants who are not members or fellows of the CORPORATION.
3. **Reports.** With the approval of the Board of Governors and the Chairman, the President of the CORPORATION shall make appropriate arrangements for the release of reports of studies and other products of the AASTA. Approval of any report and review process by the Board of Governors shall constitute certification of the scientific and or intellectual competence and validity of such reports and recommendation for their public release.

VI. Awards

1. **Awards.** Medals, prizes, or other awards may be established in accordance with the provisions of trusts or grants awarded to the CORPORATION, or upon the initiative of the Board of Governors.

VII. Amendments

1. This Charter may be amended by a majority of the AASTA membership, as ascertained either at an annual meeting or by a ballot of the membership.
2. The Board of Governors of the CORPORATION is authorized to establish and amend Bylaws consistent with this Charter, subject to the approval of a majority of those voting either at an annual meeting of the membership or by a ballot of the membership.