



World Academy of Art & Science

Bylaws of the World Academy of Art and Science

Amended and adopted by the Board of Trustees on November 14–16, 2019 and ratified by the Plenum on June 14, 2020

ARTICLE I COMPONENTS

The World Academy of Art and Science is incorporated as a public benefit membership organization in the State of California, USA. It is a tax-exempt non-profit corporation as described in Section 501(c)(3) of the US Internal Revenue Code.

The components of the Academy are:

- A.** The Membership (the Plenum), which includes all Fellows, Associate Fellows, Junior Fellows, and Emeritus Fellows;
- B.** The Board of Trustees, including its Elected Officers, which is its governing body, authorized to establish policies and manage its activities as specified herein, and subject to direction and review by the Plenum; and
- C.** The Executive Committee, which is authorized to carry out day-to-day activities and specific management duties as specified herein, subject to direction and review by the Board and the Plenum.

ARTICLE II LOCATION OF OFFICES

- A.** The country in which the Academy is incorporated can be changed only by amendment of these Bylaws and not otherwise.
- B.** The registered office of the Academy is located in Napa, California. The Board of Trustees may, however, change the registered office from one location to another within the named county and such changes of address shall not require amendment of the Bylaws.
- C.** The principal administrative office of the Academy is located at Pondicherry, India. The Executive Committee may designate any other place as the principal administrative office and change that designation without amendment of the Bylaws.
- D.** To further its desire to be inclusive and broadly based, the Academy may also have offices and centers at such other places where it is qualified to do business, as the Board may designate. The Academy may also create geographic divisions to further its growth and work in specific areas of the world.
- E.** The working language of the Academy shall be English.

*Principal administrative office: **Garry Jacobs**, President and Chief Executive Officer,
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**ARTICLE III
OBJECTIVES AND PURPOSES**

The objectives and purposes of the Academy are:

- A.** To contribute to the progress of global civilization, human welfare, the evolution of global governance, peace, the sustainable development of the planet, and the realization of human dignity through transnational studies, interdisciplinary research, operational projects, and appraisals and recommendations made in an objective manner, and from a global point of view;
- B.** To function as a transnational forum for examination of important global issues from a multidisciplinary and transdisciplinary perspective relating to the social consequences and policy implications of knowledge; and
- C.** To foster a comprehensive conception of knowledge encompassing perspectives from natural sciences, social sciences, and the humanities.
- D.** To achieve these ends, the Academy may:
 - 1. Develop and maintain contact with organizations active in science, art, culture, governance, and civil society, whose work is directed toward human welfare and development on a global scale;
 - 2. Cooperate with other organizations that share its objectives and purposes;
 - 3. Encourage and initiate timely studies of subjects of concern to it;
 - 4. Hold regional and international conferences as it may deem useful;
 - 5. Publish and disseminate information pertinent to its aims;
 - 6. Establish and maintain working groups, project offices, regional divisions, and other operational subunits to address problems associated with human welfare, governance, and development from a global point of view;
 - 7. Organize lectures, meetings, programs, symposia, conferences, and live and online courses, and conduct and disseminate studies that further the aims of the Academy;
 - 8. Promote and administer honors, awards, grants, and fellowships that encourage organizations and individuals to advance the aims of the Academy; and
 - 9. Support the establishment of chairs, faculties, and schools furthering the aims of the Academy.

**ARTICLE IV
MEMBERSHIP**

- A.** A Member of the Academy shall be known as a Fellow of the World Academy of Art and Science. There are no formal qualifications, such as age or possession of advanced degrees, for becoming a Fellow. Guidelines to be used in selecting candidates include:
 - 1. Distinction or leadership in one's profession;
 - 2. Interdisciplinary interests or accomplishments;
 - 3. Record of public service;
 - 4. Global perspective: to be a Fellow of the Academy is to be a member of global civil society, concerned for the welfare of an increasingly interconnected global civilization with a demonstrated commitment to addressing issues of global importance; and
 - 5. Agreement by the nominee to actively participate in the Academy's work.

- B.** As the Academy grows, it shall seek to ensure, without establishing rigid quotas, that the Membership includes a diversity of gender, culture, occupation, and nationality.
- C.** The number of Fellows on the Membership rolls of the Academy shall not exceed one thousand. This number may be changed by amendment of these Bylaws.
- D.** Classes of Membership:
1. Fellows: A Fellow is one who participates in the activities of the Academy including participation in the meetings of the Plenum, serves on Committees, participates in the Academy's projects and programs, aids in fundraising, or otherwise actively promotes the programs and policies of the Academy.
 2. Associate Fellows: The Board of Trustees may, on a simple majority vote, designate up to one hundred (100) Associate Fellows. Associate Fellows may be selected from people who are involved in the activities of the Academy or are otherwise making significant contributions to the Academy. Each Associate Fellow shall enjoy that status for four (4) years and shall enjoy such privileges of Associate Fellowship as the Board shall determine. The status of Associate Fellow may be renewed by the Board for an unlimited number of four-year terms.
 3. Junior Fellows: The Academy may admit a maximum of up to one hundred (100) Junior Fellows for a period of two years, renewable twice. A Junior Fellow is a person of strong commitment and leadership promise who provides practical service that significantly advances the functions and objectives of the Academy, and shall enjoy such privileges of Junior Fellowship as the Executive Committee shall determine.
 4. Emeritus Fellows: Fellows who, because of age or disability, are no longer able to participate actively in the work of the Academy but wish to maintain active contact and affiliation with its work. A Fellow may apply to the Board for a change of status or request a change with automatic approval for those 80 years of age or older. Emeritus Fellows are eligible to receive all electronic publications of the Academy and are not required to pay membership dues to the Academy.
- E.** Procedures for selecting new Members:
1. A Nominations and Evaluations Committee shall be constituted, and its Chair and members appointed by the Board.
 2. A proposal for election of a candidate as Fellow, Associate Fellow or Junior Fellow may be made in writing by any present Fellow of the Academy and must be seconded in writing by another Fellow. It is the responsibility of the nominators to communicate to prospective Fellows their interest and willingness to actively participate in the work of the Academy, and to fulfill the obligations of Membership before nominating them.
 3. Detailed requirements and procedure for nomination are described in the Nomination, Evaluation, and Election procedures, which shall be approved and modified as required by the Board bearing in mind the purposes of the Academy.
 4. For Fellows, the Board will decide by a two-thirds (2/3rds) majority whether to place each nomination on the next elections ballot. Voting of the Board may be conducted electronically or at a meeting of the Board at least once a year. Nominees approved by the Board shall be placed before the Plenum for final decision. Each present Fellow shall have thirty (30) days to submit his or her vote on each candidate. A nominee shall be elected Fellow by a two-thirds (2/3rds) majority of those who voted.

5. For Associate Fellows, the Board can elect nominees by a simple majority. Voting of the Board may be conducted electronically or at a meeting of the Board at least once a year.
 6. For Junior Fellows, the Executive Committee can elect nominees by a simple majority. Voting of the Executive Committee may be conducted electronically or at a meeting of the Committee at least once a year.
 7. In accordance with established Academy's tradition, the Board may, by a two-thirds (2/3rds) majority vote, approve Special Awards which carry automatic election of the awardee as Fellow of the Academy, and may also directly elect Fellows whose qualifications and distinguished achievements make them universally eligible.
 8. All nominations shall be processed and decided upon within a maximum period of eight (8) months.
 9. In order to strengthen the international impact of the Academy, the Board may establish councils composed of Fellows and distinguished persons who are not yet Fellows of the Academy. The Board shall formulate the terms of reference for these councils.
- F. Cessation of Membership:** Membership ceases in the following cases:
1. On death;
 2. By written resignation notified to the Board at least six months before the end of the financial year;
 3. By exclusion ordered by the Board, for just cause, with a right of appeal to the Plenum. Appeals must be lodged with the Secretary General within thirty (30) days of the Board's decision being notified. The Board may choose to review and reverse its decision on the evidence provided during appeal. Otherwise, the decision will be placed on the ballot in the next elections.
- G. Communication with Members:** In view of the global composition, highly mobile life styles of the Membership, and the need for rapid exchange in the age of electronic communications, e-mail will be the official form of communication between the Academy and Fellows for all official notifications and announcements. It is the responsibility of each Fellow to ensure that its membership profile on the Academy's website contains up-to-date personal information, including an active e-mail address.
- H. Membership directory:**
1. A directory of Members of the Academy shall be available to all Members under guidelines established by the Board for listing and publication of names and associated information of Members.
 2. The Academy's website will contain the Membership directory, accessible only to Members and protected by password, containing contact information (e-mail and regular addresses, and telephone numbers) of every Member. Every Member by virtue of being a Member agrees to be included in this directory and will be responsible for updating his or her listing.
 3. The Executive Committee will establish regulations for the use of special mailing lists.
- I. All Members shall maintain up-to-date information in the Membership directory and pay membership dues to the Academy as stipulated by the Board. The Board is authorized to decide on the status and privileges of Members who do not pay dues.**

**ARTICLE V
THE PLENUM**

- A.** The Plenum comprises all Fellows.
- B.** The Plenum may make recommendations and decisions on all matters concerning the Academy. The meetings of the Plenum will be chaired by the President or a Chair elected by a simple majority of votes of the Fellows present.
- C.** The Plenum shall physically meet at least once every three (3) years in a General Assembly at a time and place to be determined by the Board of Trustees. Advance notice of forty-five to ninety (45 to 90) days shall be given to Fellows as to time and place. Twenty (20) Fellows shall constitute a quorum for a General Assembly.
- D.** Electronic meetings of the Plenum shall be convened whenever they are required to report to Fellows and provide a forum for discussion and decision-making utilizing available technology.
- E.** Special meetings of the Plenum may be convened electronically at the instance of the President, the Chair, the Executive Committee, or any group including one-third (1/3rd) of Trustees whenever important matters require consultation, recommendations, and/or decisions on important matters of principle regarding the integrity of governance and fidelity to the objects and purposes of the Academy. At least twenty-one (21) days' notice shall be given to Fellows as to time of all special electronic meetings of the Plenum, and polls shall remain open for a minimum of thirty (30) days after a special electronic meeting is held.
- F.** Any group representing twenty (20) percent of Fellows may convene a special electronic meeting of the Plenum without permission of Trustees or Elected Officers. Such meetings may be chaired by the President or a Chair elected by the group.
- G.** The votes of Fellows attending a General Assembly shall be taken orally on the call of the Fellow chairing the meeting. Decisions made in such a meeting will not be binding unless also accompanied by electronic voting open to all Fellows supervised by the Election Committee.
- H.** Decisions of the Plenum (except regarding election of new Fellows and Trustees, and reelection of Trustees) shall be by simple majority of those voting. Decisions taken in a General Assembly shall be decided by the membership-at-large electronically as described above. In order to be valid, the vote in such a meeting (physical and electronic combined) must involve at least ten (10) percent of Fellows or 50 Fellows, whichever is larger.
- I.** On matters concerning election of Fellows and management of the Academy, only Fellows will be permitted to vote. Associate and Junior Fellows may vote on matters concerning programming and activities.
- J.** The Plenum may invite non-members of the Academy to participate in its meetings without voting privileges.
- K.** Minutes of all meetings of the Plenum and special meetings of Fellows must be recorded and made available to all Fellows on the Academy's website within thirty (30) days of the Plenum or special meeting.

ARTICLE VI TRUSTEES

- A. Trustees** shall be elected by the Plenum from Fellows who were chosen to that position at least two (2) years earlier. The two-year condition may be waived if the Board approves with a 3/4rs majority. Trustees, including Elected Officers, shall constitute the Board of Trustees.
- B. The Board** may have not less than fifteen (15) or more than twenty-five (25) Trustees, not including its Ex-Officio Members.
- C. Plenum and Board:** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and appropriate US Federal Law, the activities and affairs of the Academy shall be conducted and all corporate powers shall be exercised by or under the direction of the Plenum and the Board as described herein.
- D. Trustee Status in Law:** A Trustee has a special status in law. That status incorporates the legal obligation of a fiduciary. This means that each individual Trustee must have a duty of undivided loyalty to the objectives and purposes of this corporation. A Trustee cannot take advantage of his or her position for personal gain and has the obligation to inform Fellows about the governance of the corporation and its status. These are the general and overarching obligations of a Trustee; the more specific obligations are stated below.
- E. Duties of Trustees:** It shall be the duty of Trustees to:
1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Academy, by these Bylaws, or by a decision of the Plenum;
 2. Review and approve annual budgets and financial reports, and reports and plans presented by Officers and Committees;
 3. Set policies for the operations of the Academy and its programs;
 4. Recommend to the Plenum elections of new Fellows and Trustees, changes to the Bylaws, and such matters that would affect the character of the Academy; determine additional rules of the elections, which are not specified in the Bylaws;
 5. Elect or appoint and replace, where justified, all Officers and agents of the Academy in order to ensure the most effective leadership and management of the Academy;
 6. Supervise all Officers and agents of the Academy to ensure that their duties are performed properly;
 7. Meet at such times and places as required by the Bylaws; and
 8. Register their addresses with the Secretary General; notices of meetings sent to them at such addresses shall be valid notices thereof.
- The Board may engage an Executive Director and such other non-elected Officers.
- F. Divisions and Groups:** In the discharge of its commitments as an organization of global scope, the Academy may from time to time need to create new regional divisions, working groups, joint task forces, project offices, and other operational subunits. It will be the responsibility of the Board to create policies regarding such operational entities, and ensure that their programs and activities are consistent with the objectives and purposes of the Academy.
- G. Election and Reelection of Trustees and Term Limits:** Each Trustee shall be elected by the Plenum for a term of four (4) years, renewable. At least six (6) months prior to the end of his or her term of office, a Trustee should inform the Board of his or her interest in serving another term. In order for a candidate for Trustee to be placed on the ballot for

election or reelection by the Membership, they must be approved by a two-thirds (2/3rds) majority vote of the Board. The Secretary General will announce election for that position and invite nominations, in which other Fellows may self-nominate, with each nomination seconded by at least two (2) other Fellows, to stand for election. The election will be completed no later than ninety (90) days before the end of the term of office and will be conducted by secret electronic ballot overseen by the Secretary General or, if the Trustee is the Secretary General, another Trustee appointed by the Chair. A Trustee may also serve as an Elected Officer.

- H. Ex-Officio Members of the Board:** The Board may appoint up to three (3) Emeritus Officers who are currently Elected Officers as Ex-Officio Members of the Board. Such appointments will be made for three (3) years, renewable.
- I. Compensation:** Trustees shall serve without compensation but may at the discretion of the Board be eligible for reasonable advance or reimbursement of expenses incurred in the performance of their regular duties. Any payments to Trustees shall be approved in advance in accordance with the Academy's conflict of interest policy, as set forth in Annex I of the Bylaws.
- J. Meetings of Trustees:** The annual physical meeting of the Board shall be held at the place designated by the Chair, typically in connection with a conference organized or coorganized by the Academy, with notification to all Trustees at least three (3) months in advance. Trustees are encouraged to attend annual meetings in person and at their own expense, but if unable to do so, may also participate by telephone or other means, as specified below. The Chair may also convene one or more teleconference meetings of the Board, with notification to all Trustees at least ten (10) days in advance. With the exception of the physical meetings of the Board, any other meeting, regular or special, may be held by telephonic conference, electronic video-screen communication, or other communications equipment. Participation in a meeting through use of electronic video-screen communication or other communications equipment constitutes presence of the person at that meeting provided that the Academy makes a good faith effort to ensure that all of the following apply:
1. Each Trustee participating in the meeting can hear and communicate with all other Trustees concurrently;
 2. Each Trustee is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Academy; and
 3. The Secretary General verifies (a) that all persons participating in the meeting are Trustees or are otherwise entitled to participate in the meeting, and (b) that all votes are cast only by Trustees.
- K. Quorum:**
1. A quorum shall consist of a minimum of one-third (1/3rd) of Trustees.
 2. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken, except as provided in Section J of this Article.
 3. A quorum must be present for a meeting to commence. Whenever thereafter a quorum is not present when a matter of importance is decided, an electronic vote of the remaining Board Members shall be taken within ten (10) days. For these purposes, a matter of importance is defined as approval of a budget or program, an expenditure of

over three thousand dollars (\$3000), or a policy or legal decision that changes the Bylaws or affects the reputation of the Academy.

- L. Telephone/Electronic Meetings:** Special telephone and/or internet conference meetings of the Board may be called by the Chair or by one third (1/3rd) of Trustees. All Trustees shall be notified of such meetings, and its subject matter and purpose at least ten (10) days in advance.
- M. Confirming actions:** The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting two-thirds (2/3rds) of those Trustees not present sign a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- N. Acts of the Board:** Every act or decision done or made by a simple majority of the Trustees present, at a meeting duly held at which a quorum is present, is the act of the Board, unless the Articles of Incorporation of the Academy, the Bylaws, or provisions of the California Nonprofit Public Benefit Corporation Law require a greater percentage or different voting rules for approval of a matter by the Board.
- O. Conduct of Meetings:** Meetings of the Board shall be presided over by the Chair, or, in his or her absence, by the President, or, in his or her absence, by the Secretary General, or, in his or her absence, by a Chair chosen by a simple majority of the Trustees present. The Secretary General or a person designated as the Recording Secretary shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Bylaws, with the Articles of Incorporation of the Academy, or with provisions of law. Minutes of all Board meetings shall be circulated to all Trustees within thirty (30) days of each meeting.
- P. Actions without a Meeting:** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if two-thirds (2/3rds) of Trustees shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws authorize the Trustees to so act, and such statement shall be *prima facie* evidence of such authority.
- Q. Vacancies:** Vacancies on the Board shall exist (1) on the death, resignation, or removal of any Trustee, and (2) whenever the number of Trustees is increased.
1. Any Trustee may resign effective upon giving written notice to the Secretary General, unless the notice specifies a later time for the resignation to take effect.
 2. Whenever the number of Trustees falls below the minimum required by the Bylaws and/or whenever the Board decides to increase the number of Trustees up to the maximum permitted number, the Board shall call for special elections, concurrent with the next elections of new Fellows. The Board may have the option of appointing an interim Trustee to serve until the new Trustee is elected by the Plenum.

- R. Removal of Trustees:** Trustees may be removed by any of the following procedures:
1. In the Board, a petition for removal, citing cause or causes for removal, must be signed by at least five (5) Trustees and presented to the Chair. If the Chair is the person named in the petition, it shall be presented to the President. A two-thirds (2/3rds) majority of the Trustees voting shall be required to refer the issue to Members. If the Board votes for the removal, the decision shall take effect only after being ratified by a simple majority of Fellows, voting by secret ballot. The Chair may be removed from office without cause, as provided in Article VII.H.
 2. In the Plenum, a petition for removal of a Trustee, citing cause or causes for removal, must be signed by twenty (20) Fellows and sent to the Chair. If the Chair is the person named in the petition for removal, the petition shall be sent to the President. Voting on the petition shall be by secret ballot, supervised by the Election Committee as specified in Article V.G. A simple majority of the Members voting shall be sufficient for removal.
 3. Trustees who miss three consecutive physical or electronic meetings of the Board will automatically lose their Membership on the Board at the end of the year, unless their absence is due to temporary illness or the absence is approved by a two-thirds (2/3rds) majority vote of the Board.
- S. Non-liability of Trustees:** To the extent financially feasible, the Academy shall purchase and maintain Trustees insurance. Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Academy incurred in the course of actions taken in good faith and with proper authorization from the Academy.
- T. Indemnification of Trustees and other Agents by the Academy:** To the extent financially feasible, a person who is, or was, a Trustee, Officer, employee, or other agent of the Academy and has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Academy, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred in connection with such proceedings. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by the Academy but only to the extent allowed by, and in accordance with the requirements of, the California Nonprofit Public Benefit Corporation Law.
- U. Insurance for Agents of the Academy:** The Board may, within the limits of fiscal constraints, adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Trustee, Officer, employee, or other agent) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.
- V. Interpretation of Documents:** The Academy's documents shall be interpreted in good faith in accordance with the ordinary meaning given to the words in the Bylaws. Such interpretation shall be discharged taking due account of the context in which the words, terms, and phrases are used and in the light of the object and purposes of the Academy and its mission in the world arena.

**ARTICLE VII
ELECTION & REELECTION OF OFFICERS**

- A. The types of Officers of the Academy** are the following:
1. Officers elected by the Board of Trustees—the President, two Vice-Presidents, two Honorary Presidents, the Chair of the Board, the Chief Executive Officer, the Secretary General, and the Treasurer; and
 2. Officers appointed by the Board.
- The Officers elected by the Board are herein referred to as Elected Officers and the Officers appointed by the Board as Appointed Officers.
- B. Candidates for the positions of President, Vice-Presidents, Chair, Secretary General, and Treasurer** may be nominated by the Board or by any three (3) Fellows from among currently serving Trustees who have been Members of the Board for a minimum of two (2) years. The two-year condition may be waived if the Board approves with a 3/4rs majority.
- C. The President, the Vice-Presidents, the Chair, the Secretary General, and the Treasurer** shall be elected by the Board for a term of office of three (3) years, renewable, with the two-thirds (2/3rds) majority rule applied in each election.
- D. Honorary Presidents:** The Board may elect a past President as Honorary President for a term of office of three (3) years, renewable, with the two-thirds (2/3rds) majority rule applied in each election. The Honorary Presidents shall be Ex-Officio Members of the Board.
- E. The Chief Executive Officer:** The Board shall elect the current President or any other past or current Trustee as the Chief Executive Officer for a term of office of three (3) years, renewable, with the two-thirds (2/3rds) majority rule applied in each election. Whoever is so designed as the Chief Executive Officer shall be a voting Member of the Board and the Chair of the Executive Committee.
- F. Reelection of Elected Officers:** Elected Officers may notify the Chair of their willingness to be reelected at least six (6) months before the end of the term of office so that the matter may be placed before the Board for decision.
- G. Appointed Officers:** The Academy may also have, as determined by the Board, an Executive Director, a Recording Secretary, a Legal Adviser, an Assistant Treasurer, and other Officers reporting directly to the Board and/or the Executive Committee. These Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board. They shall be appointed by the Board with the terms of office specified by the Board at the time of their appointment. These Officers may attend meetings of the Board at the invitation of the Chair and meetings of the Executive Committee at the invitation of the Chief Executive Officer.
- H. Removal of Officers:**
1. The President, the Vice-Presidents, the Honorary Presidents, the Chair, the Chief Executive Officer, the Secretary General, and the Treasurer may be removed without cause at any time by a two-thirds (2/3rds) majority vote of the Board.
 2. Appointed Officers may be removed without cause at any time by a simple majority vote of the Board.

3. The above provisions of this paragraph shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board relating to the employment of such an Officer.

- I. Resignation of Officers:** Any Officer may resign at any time by giving written notice to the Secretary General. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- J. Staff of the Academy:** The staff of the Academy shall be appointed and removed at the discretion of the Chief Executive Officer.
- K. Vacancies:** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of an Elected Officer shall be filled by the Board on an interim basis until the election according to these Bylaws is conducted. In the event of a vacancy in any other office, it shall be filled temporarily by appointment by the Chief Executive Officer until the Board fills the vacancy.

ARTICLE VIII DUTIES OF OFFICERS

- A. Chair:** The Chair is appointed by the Board of Trustees from among its Members and is subject to the control and direction of the Board. The role of the Chair is to ensure the smooth operations of the Board and the activities of the Officers appointed by the Board, propose Committees, chair the Board meetings, and ensure smooth interaction between the Board, Officers, and Fellows. The Chair may assume any other duties agreed to by the Board.
- B. President:** The President shall represent the Academy in its relations with non-governmental organizations, foundations, and private donors, and in meetings of government agencies, and academic and scientific organizations; shall preside over the meetings of the Plenum; shall, in the absence of the Chair, or in the event of his or her inability or refusal to act, perform all the duties of the Chair; and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the Chair. The President may assume any other duties agreed to by the Board.
- C. Vice-Presidents:** The Vice-Presidents shall assume such responsibilities as are assigned to them by the Board.
- D. Honorary Presidents:** The Honorary Presidents shall assume such responsibilities as are assigned to them by the Board and the Executive Committee.
- E. Chief Executive Officer:** The responsibility of the Chief Executive Officer (CEO) will be to Chair the Executive Committee, and to oversee implementation of decisions made by the Board and the Executive Committee.
- F. Secretary General:** The Secretary General is the Chief Recording Officer (CRO) of the Academy. He or she shall certify and keep at the registered office or principal administrative office of the Academy the original or a copy of these Bylaws as amended or otherwise altered to date; shall serve as the Chair of the Election Committee; and shall:
 - 1. Keep at the registered office or principal administrative office of the Academy, or at such other place as the Board may determine, a record of minutes of all meetings of Trustees, and, if applicable, meetings of Committees, recording the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings;

2. Ensure that the minutes of meetings of the Academy, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the files of the Academy; “contemporaneously” in this context means that the minutes, consents, and supporting documents shall be placed in the records of the Academy by the latter of (a) the next meeting of the Plenum, the Board, Committee, or other body for which the minutes, consents, or supporting documents are being recorded, or (b) sixty (60) days after the date of the meeting or written consent unless specified otherwise herein;
 3. Supervise the Recording Secretary, if there is one, in ensuring that accurate minutes are taken for every meeting of the Plenum, the Board, and Committees;
 4. See that all notices are duly given in accordance with the provisions of the Bylaws or as required by law;
 5. Keep accurate and transparent records on terms of office for all Trustees, Officers, Associate Fellows, Junior Fellows, and other time-limited appointments and officials;
 6. Be custodian of the records and of the seal of this corporation, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or the Bylaws;
 7. Keep at the registered office or principal administrative office of the Academy, and/or in other designated central files, the name and addresses of each and any Fellow; in the case where any Membership has been terminated, the Secretary General shall record such fact together with the date on which such Membership ceased;
 8. Exhibit at all reasonable times to any Trustee, or to his or her agent or attorney, on request, the Bylaws, the Membership rolls, and the minutes of the proceedings of the Board and Committees; and
 9. In general, perform all duties incident to the office of Secretary General and such other duties as may be required by law, by the Articles of Incorporation of the Academy, or by the Bylaws, or which may be assigned to him or her from time to time by the Board.
- G. Treasurer:** Subject to the provisions of the Bylaws relating to the “Execution of Instruments, Deposits, and Funds”, the Treasurer shall be the Chief Financial Officer (CFO) of the Academy, and shall:
1. Have charge and custody of, and be responsible for, all funds and securities of the Academy, and deposit all such funds in the name of the Academy in such banks, trust companies, or other depositories as shall be selected by the Board;
 2. Receive, or cause to be received and give receipt for, monies due and payable to the corporation from any source whatsoever;
 3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements;
 4. Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
 5. Exhibit at all reasonable times the books of accounts and financial records to any Trustee, or to his or her agent or attorney, on request;
 6. Render to the President and Trustees, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
 7. Supervise periodic audits of the Academy’s financial records as appropriate;

8. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
9. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Academy, or by the Bylaws, or which may be assigned to him or her from time to time by the Board.

H. Compensation: Trustees and Elected Officers of the Academy shall not be paid salaries. The salaries of any paid senior non-elected Officers shall be fixed from time to time by resolution of the Executive Committee. In all cases, any salary shall be reasonable and given in return for services actually rendered for the Academy that relate to the performance of its charitable or public purposes. Salaries shall be approved in advance in accordance with the Academy's conflict of interest policy, as set forth in Annex I of the Bylaws.

ARTICLE IX COMMITTEES

A. The Executive Committee is a Standing Management Committee of the Board of Trustees chaired by the Chief Executive Officer that also includes other Elected Officers, namely, the President, the Vice-Presidents, the Honorary Presidents, the Chair of the Board, the Secretary General, the Treasurer as well as Appointed Officers, Chairs of Committees, and Trustees as the Board decides.

1. The Board may delegate to the Executive Committee any of its powers and authority in the management of the business and affairs of the Academy, except with respect to:
 - a. the approval of any action which, under law or the provisions of these Bylaws, requires the approval of a simple majority of all of its Members or of the Plenum;
 - b. the filling of vacancies on the Board or on any Committee that has the authority of the Board;
 - c. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
 - d. the amendment, repeal, or any resolution of the Board that by its expressed terms is not so amendable or repealable;
 - e. the appointment of Committees and members thereof; and
 - f. the approval of any transaction to which the Academy is a party and in which one or more of the Trustees have a material financial interest, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law, as described in Annex I.
2. By a majority vote of its Members, the Board may at any time revoke or modify any or all authority delegated to the Executive Committee, increase or decrease, but not below five (5), the number of its members, and fill vacancies therein from the Members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
3. The Executive Committee may assist the President and the Chair in preparing the agenda for meetings of the Board, and in preparing the annual budget of the Academy for review, amendment, and approval by the Board. The Executive Committee will oversee the implementation of policies and programs approved by the Board.

4. Any member of the Executive Committee may refer a decision of the Committee to the Board by circulating a memorandum to all Trustees. Any issue thus referred shall be submitted to a review and vote by the Board, if either the Chair or one-third (1/3rd) of Trustees deem it necessary.
 5. Meetings of the Executive Committee shall be chaired by the Chief Executive Officer, or, in his or her absence, by the President, or, in his or her absence, by another person chosen by the Committee.
 6. The Executive Committee shall conduct regularly electronic/telephonic meetings on a monthly or quarterly basis or more frequently when required. Meetings will normally be convened on thirty (30) days' notice, but special meetings to address extraordinary issues may be convened on seven (7) days' notice by a call of the Chief Executive Officer or at the request of any three (3) members of the Committee.
 7. Any action required or permitted to be taken by the Executive Committee under any provision of law may be taken without a meeting, if two-thirds (2/3rds) of the Committee members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Committee meeting. Such action by written consent shall have the same force and effect as the unanimous vote of the Committee. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Committee without a meeting and that the Bylaws authorize the Committee members to so act, and such statement shall be *prima facie* evidence of such authority.
 8. Minutes of the Executive Committee meetings shall be circulated to the whole Board within thirty (30) days of all such meetings.
 9. The responsibilities of the Executive Committee shall include development of new programs through their pilot phase as well as review and evaluation of proposals for new programs before they are submitted to the Board for approval.
- B. Other Standing Management Committees of the Board** shall be permanent entities with managerial responsibility for ongoing functions of the Academy affecting all its programs and operations, and consist solely of the Members of the Board, as required by the California Civil Code. The members of such a Committee shall be nominated by its Chair and confirmed by the Board. These Committees shall be the following:
1. **The Development Committee**, which shall seek grants and donations in support of programs and ongoing operations of the Academy, establish a policy of contributions from Fellows, and work with the Executive Committee for the funding of programs. This Committee may also include advisers to assist in its work, who shall be nominated by its Chair and confirmed by the Board.
 2. **The Election Committee**, which shall be responsible for conduction or supervision of elections within the Academy. This Committee shall be chaired by the Secretary General.
- C. Advisory Committees of the Academy** shall be permanent entities charged to advise the Board and the Executive Committee on important issues. Each Advisory Committee may include as its Chair and members any Fellow. These Committees shall be the following:
1. **The Nominations and Evaluations Committee**, which shall actively seek nominations for new Fellows, with the aim to broaden the Academy's representation across a wide diversity of disciplines, areas of interest and expertise, and racial, ethnic, and religious identities, and also evaluate the nominees. This Committee shall

have two (2) subcommittees—one for nominations and the other for evaluations of nominees.

2. **The Membership Communications Committee**, which shall be responsible for initiatives to increase activism and involvement of Members of the Academy.

3. **The Opportunities Committee**, which shall be responsible to find, design, research, assess, and evaluate new ways to increase the effectiveness of the Academy in achieving its mission and to promote awareness within and outside the Academy regarding its activities and potentials for collaboration.

D. Issues Committees of the Board: From time to time, the Board may create Standing Committees to work on long term issues and dissolve them when they are no longer needed. Such Committees' work shall be reviewed by the Board periodically to assure the continued relevance of the Committees' operations.

E. Management and Advisory Committees of the Board: The Board may also create Management Committees and Advisory Committees, chaired by a Trustee, and change their mandates if that proves necessary and dissolve them when they are no longer needed. These Committees may also include persons who are not Members of the Board or Fellows.

F. Meetings and Action of Committees: Meetings and action of Committees shall be governed by the provisions of the Bylaws. The Board may adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that they are consistent with the Bylaws.

G. Compensation and Accountability: The Committee members act voluntarily and can only be compensated for their effective travel costs. Fees for events cannot exceed those paid for official commissions. For activities exceeding the usual function, a Committee member can receive appropriate compensation, as approved by the Board. Any paid member of a Committee must recuse herself or himself on any matter involving his/her payment.

ARTICLE X

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Execution of Instruments: The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee of the Academy shall have any power or authority to bind the Academy by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Checks and Notes: Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Academy shall be approved by the Treasurer and the Chair, and signed by any person so authorized by the Executive Committee.

Deposits: All funds of the Academy shall be deposited from time to time to the credit of this corporation in such banks, trust companies, or other depositories as the Board may select.

Gifts: The Board or its Officers may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the corporation.

**ARTICLE XI
CORPORATE RECORDS, REPORTS, AND SEAL**

- A. Maintenance of Records:** The Academy shall keep at its registered office or principal administrative office, and/or on its website:
1. Minutes of all meetings of the Board of Trustees and Committees, and of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 2. Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
 3. A record of Members, indicating their names and addresses, and, if applicable, the class of Membership held by each Member and its termination date. (Confidential material such as addresses and telephone numbers shall be password-protected and available only to Fellows; and
 4. A copy of the Articles of Incorporation of the Academy and these Bylaws as amended to date, which shall be open to inspection by Members at all times.
- B. Trustees' Inspection Rights:** Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of the Academy.
- C. Members' Inspection Rights:** Every Fellow and Associate Fellow shall have the following inspection rights, for any purpose reasonably related to his or her interest as a Fellow:
1. To inspect and copy the record of all Members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand, which shall state the purpose for which the inspection rights are requested;
 2. To obtain from the Secretary General, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those Members entitled to vote for election of Trustees as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made available on or before and not later than ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled; and
 3. To inspect at any reasonable time the books, records, or minutes of proceedings of Members, the Board or Committees upon written demand on this corporation by the Member for a purpose reasonably related to such person's interests as a Member.
- D. Right to Copy and Make Extracts:** Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.
- E. Annual Report:** The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the fiscal year to all Trustees and make it available on the Academy's website accessible to all Fellows. It shall include the following:

1. The assets and liabilities, including the trust funds, of the Academy as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including the trust funds, during the fiscal year;
3. The revenues or receipts of the Academy, both unrestricted and restricted to particular purposes, for the fiscal year;
4. The expenses or disbursements of the Academy, for both general and restricted purposes, during the fiscal year; and
5. Any information required by Section F of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer that such statements were prepared without audit from the books and records of the corporation.

- F. Annual Statement of Specific Transactions:** The Treasurer shall mail, deliver or circulate to all Trustees, Officers, and Fellows a statement within one hundred and twenty (120) days after the close of the fiscal year that briefly describes the amount and circumstances of any indemnification or transaction in which the Academy was a party, or in which any Trustee or Officer had a direct or indirect material financial interest; a mere common directorship shall not be considered a material financial interest.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or that was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Trustee or Officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by the above Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE XII FISCAL YEAR

The fiscal year of the Academy shall begin on January 1 and end on December 31.

ARTICLE XIII AMENDMENTS OF THE BYLAWS

- A. Amendment Procedure:** Subject to any provision of law applicable to amendments of bylaws of public benefit non-profit corporations, these Bylaws, or any part of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

1. Amendments may be proposed in a meeting of the Board of Trustees and approved by a vote of two-thirds (2/3rds) of Trustees.
2. Amendments may be proposed in a petition submitted in writing to the Secretary General by twenty (20) Fellows.
3. They shall then be referred to the Plenum within ninety (90) days for a vote to be conducted by the Election Committee, which may be ratified by a simple majority of those voting, at which point the amendments will be certified as passed by the Secretary General.

**ARTICLE XIV
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No Fellow, Trustee, Officer, employee, or other person connected with the Academy, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Academy, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Academy in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Academy as a corporation. All Fellows shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, its assets, after all debts have been satisfied, shall be allotted to a non-profit organization pursuing goals of public interest similar to those of the organizations benefiting from tax exemption.

WRITTEN CONSENT OF TRUSTEES ADOPTING BYLAWS

We, the undersigned, are all of the persons acting as Trustees of the World Academy of Art and Science, a California non-profit corporation, having been elected by a lawful vote of Fellows of the Academy, and pursuant to the authority granted to Trustees by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing amended Bylaws, consisting of twenty (20) pages, as the Bylaws of this corporation.

Dated: June 15, 2020

Zbigniew Bochniarz, Trustee
Stefan Brunnhuber, Trustee
Saulo Casali Bahia, Trustee
Emil Constantinescu, Trustee
Momir Đurović, Trustee
Fadwa El Guindi, Trustee
Jüri Engelbrecht, Trustee
Rodolfo Fiorini, Trustee
Heitor Gurgulino de Souza, Trustee
Erich Hoedl, Trustee

Garry Jacobs, Trustee
Yehuda Kahane, Trustee
Donato Kiniger-Passigli, Trustee
Nebojša Nešković, Trustee
Thomas Reuter, Trustee
Ivo Šlaus, Trustee
Tibor Tóth, Trustee
Marcel Van de Voorde Trustee
Alberto Zucconi, Trustee

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the World Academy of Art and Science, and that these Bylaws were duly adopted by the Board of Trustees of this corporation on the first date set forth below and ratified by the Plenum of the corporation on the second date set forth below.

Dated: June 15, 2020

Nebojša Nešković, Secretary General

ANNEX I

California law regarding transaction to which the Academy is a party and in which one or more Trustees have a material financial interest with reference to Article IX A 1.f Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law

Section 5233(d)(3): The following facts are established:

- (A) A committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in paragraph (2)* of this subdivision;
- (B) It was not reasonably practicable to obtain approval of the Board prior to entering into the transaction; and
- (C) The Board, after determining in good faith that the conditions of subparagraphs (A) and (B) of this paragraph were satisfied, ratified the transaction at its next meeting by a vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors.

*Paragraph (2): The following facts are established:

- (A) The corporation entered into the transaction for its own benefit;
- (B) The transaction was fair and reasonable as to the corporation at the time the corporation entered into the transaction; and
- (C) Prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Director's interest in the transaction. Except as provided in paragraph (3) of this subdivision, action by a committee of the Board shall not satisfy this paragraph.