

To: Florida Academy of Sciences Council  
From: Richard L. Turner, Chair, Charter & Bylaws Committee  
Re: Dissolution clause  
Date: 22 September 2024

The United States Internal Revenue Service requires that the organizing document contain the dissolution provision required under Section 501(c)(3) or a provision that satisfies state law in the state where the organization is legally formed. The State of Florida seems not to specify such a provision.

The amendment recommended below should satisfy the IRS requirement:

[new] **ARTICLE XIII—Dissolution.** Upon the dissolution of this organization, all of its property and assets shall, after payment of the lawful debts of the Academy and the expenses of its dissolution or termination, be delivered, conveyed, and paid over to Sigma Xi, the Scientific Research Honor Society, Incorporated, if it retains its status as an IRS Section 501(c)(3) non-profit organization at the time of dissolution of the Academy. The assets must be used by Sigma Xi for purposes common to both organizations as specified in their respective charter and bylaws.

Rationale for specification of Sigma Xi:

1. No other organization in Florida covers the diversity of disciplines of the Academy at the professional level and with the purposes stated in the Academy Charter and Bylaws.
2. Sigma Xi is a broad-based STEM national/international society with programs of grants and awards like those of the Academy.
3. Sigma Xi and the National Association of Academies of Science (with which the Academy is affiliated) have recently become affiliated as a “Coalition to Advance Scientific Research and STEM Education”  
[[https://www.academiesofscience.org/sigma\\_xi.php](https://www.academiesofscience.org/sigma_xi.php)]
4. Sigma Xi shares the Academy’s concerns about diversity, equity, and inclusion, as reflected in Sigma Xi’s letter of 4 September 2020 to the Office of the President  
[<https://www.sigmaxi.org/docs/default-source/about/statements-and-letters/diversity-training-changes-multisociety-letter.pdf>].
5. Sigma Xi and the Academy share several common purposes that are reflected in their organizing documents. (*See next page.*)

**Recommendation: That Council approve the recommended amendment “Article XIII Dissolution” above for presentation before the Corporation at its Annual Business Meeting on 21 March 2025 and that it give proper notice to the membership by email (and posting on the website) by 19 February 2024 per Article XI of the Bylaws.**

**ARTICLE XI – Amendments.** The BYLAWS may be adopted, altered, amended, or rescinded at any Annual Business Meeting of the Corporation by a two-thirds (2/3) majority of the members present, provided that notice of such change shall have been sent to all members of the Corporation at least thirty (30) days prior to the meeting by electronic mail or by US mail if no electronic mail is available or by member request.

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Sigma Xi [from its Bylaws]

BYLAW I. Activities of the Society.

Activities appropriate to the fulfillment of the object of the Society include: the election to membership and associate membership in the Society of students, faculty members, investigators in research institutions and others who meet the requirements for membership set forth in Article II, Section 3 A and B of the Constitution; the maintenance of companionship among the membership in various fields of science through association with chapters; **the holding of meetings for the discussion of scientific subjects; the publication of American Scientist and other publications devoted to the dissemination of scientific information, especially the results of research in progress; and the encouragement of scientific research through other means such as Grants-in-Aid of Research to individual investigators, the presentation of awards for excellence in research and the maintenance of the lectureship programs.**

Florida Academy of Sciences [from its Charter]

ARTICLE II – Purposes. The purposes of the Corporation shall be **to promote scientific research**, to stimulate interest in the sciences, **to encourage the diffusion of scientific knowledge**, to sponsor good scientific teaching, to foster public and governmental understanding and appreciation of the sciences and the industries that apply them, to assist in the formulation of long-range plans together with a time sequence of priorities for the disposition of both natural and technical resources, to promote ethical application of the sciences to the service of humanity, **to bring suitable recognition for scientific achievement, to arrange meetings for the presentation and exchange of scientific findings and to publish a journal together with other scientific works as may further the purposes of the Corporation.**