

Constitution and Bylaws

The Saint Lucia Academy of Science, Technology and the Arts

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Constitution

The Saint Lucian Academy of Science, Technology and the Arts (SLASTA) is a non-profit society composed of Distinguished Scholars. The primary role of the SLASTA is to provide consultative support to the Nation of Saint Lucia and all private and public agencies engaged in the support and promotion of the country. The SLASTA is dedicated to the promotion and furthering of science, technology and the arts through the celebration of the history of excellence of Saint Lucia in these areas, through the encouragement of scholarly pursuits in Saint Lucia, and by the election of learned individuals serving as role models to future generations of Saint Lucians. The work of the SLASTA will encompass science, technology (including engineering) and the arts (including humanities and social sciences).

ARTICLE I. FELLOWSHIP

Section 1. The Academy shall consist of Fellows, Fellows emeriti, and international Fellows. Fellows and Fellows emeriti must be citizens of Saint Lucia or Fellows of the diaspora with significant ties to Saint Lucia.

Section 2. Up to Four Founding Fellows shall be designated by the Prime Minister of Saint Lucia (one time) in the year 2023. Up to Three Emeritus Fellows (previously deceased) shall be designated by the Prime Minister. One International Fellow may be designated by the Prime Minister.

Section 3. Up to three Fellows, two Fellows emeriti, and one international Fellow may be elected every other year.

Section 4. The total number of Fellows and International Fellows may not exceed thirty.

ARTICLE II.

OF THE OFFICERS AND ORGANIZATION

Section 1. The officers of the Academy shall be a president, a secretary, and a treasurer to be chosen from the Fellowship.

The president shall be elected for a 6 year term and may be reelected twice. The election of the president shall be by a ballot conducted in June of the year on which he or she is to take office.

The secretary, and the treasurer shall be elected for terms of four years and may be reelected twice. The election of these officers shall be by a ballot conducted in June of the year on which they are to take office.

The date of expiration of the terms of all offices shall be June 30. Should a vacancy occur in any office, except that of the president, the president may appoint an officer to serve until an election conducted in

June takes place. Should the office of president become vacant, the secretary shall become acting president serving until an election conducted in June takes place.

COUNCIL

Section 2. The officers of the Academy, together with two Fellows to be elected by the Academy, shall constitute a Council for the transaction of such business as may be assigned to it by the Constitution, the Bylaws, or the Academy.

PRESIDENT

Section 3. The president of the Academy, or in case of absence or inability to act the secretary, shall preside at the meetings of the Academy and of the Academy Council and shall name all committees except such as are otherwise provided for.

SECRETARY

Section 4. The secretary shall report to the President. He/she shall conduct correspondence consulting with the President and report actions of the President and the Council to the Academy at one of its stated meetings each year.

TREASURER

Section 5. The treasurer shall report to the President. He/she shall conduct all financial transactions; shall maintain all corporate financial records; shall provide financial reports as may be required; and shall be the custodian of the corporate seal of the Academy.

ARTICLE III.

OF THE MEETINGS OF THE ACADEMY

Section 1. The Academy shall hold one stated meeting, called the annual meeting, in January of each year and such other meetings for the conduct of business as may be scheduled by the Council. The Council shall have the power to determine the location for such other meetings, and to fix the date of each meeting. The Fellows shall be notified of such other scheduled meetings at least sixty (60) days in advance of the fixed date for such meeting. The Council shall define the objectives and general content of all Academy business meetings and shall establish, under direction of the secretary committees on arrangements for the meetings as it deems appropriate.

ARTICLE I V.

OF ELECTIONS AND REGULATIONS

Section 1. All elections of officers and Fellows shall be by ballot, and each election shall be held separately.

Section 2. The Council shall have general supervision over the election of the officers of the Academy. It shall set the dates for holding the elections and shall appoint any necessary nominating committees.

ELECTION PROCEDURE

Section 3. Election of Fellows shall be held at the annual meeting in Saint Lucia every other year. There shall be two ballots as further provided in the Bylaws—a preference ballot, which shall be taken prior to the meeting, and a final ballot, to be taken at the meeting.

ARTICLE V.

OF REPORTS ANNUAL REPORT

Section 1. The president shall present a report at each annual meeting.

TREASURER'S REPORT

Section 2. The treasurer shall prepare a full report of the financial affairs of the Academy at the end of the fiscal year. This report shall be submitted to the Council for approval and presented to the Academy.

ARTICLE VI.

OF ENDOWMENTS AND GIFTS

Section 1. The Council may accept devises, bequests, donations, or gifts supporting the purpose and mission of the Academy after considering their source, purpose, and specifications. The Council shall make a report of its actions to the Academy.

Section 2. Medals and prizes may be established in accordance with the provisions of endowments or gifts, or by action of the Council.

ARTICLE VII.

OF DELEGATIONS OF AUTHORITY

Section 1. The Council, the president, and other officers may delegate their several authorities to appropriate officials or employees of the SLASTA except with respect to those authorities concerning Fellowship affairs.

ARTICLE VIII.

OF AMENDMENTS

Section 1. Amendments to the Constitution shall be made only at a stated meeting of the Academy. A proposed amendment must be submitted to the Council, which may revise it before submitting the amendment for a vote at the next stated meeting.

If the proposed amendment is approved, it shall be voted on again at the next stated meeting. Absent Fellows may send their votes on pending amendments to the Constitution to the home secretary in writing, and such votes shall be counted as if the Fellows were present. If the proposed amendment receives two-thirds of the votes cast it shall be declared adopted.

Bylaws

I. OF FELLOWS

1. A Fellow of the Academy who relinquishes Saint Lucian citizenship and activity with Saint Lucia may become an international Fellow; an international Fellow of the Academy who becomes a citizen of Saint Lucia may remain an international Fellow, or may elect to become a Fellow of the Academy.
2. A Fellow who wishes to be relieved of the duties of active Fellowship and requests emeritus status, or whose dues fall in arrears for three successive years, shall be transferred to the roll of emeritus Fellows by action of the secretary
3. Emeritus Fellows (living) and International Fellows, shall have the privilege of participating in the meetings of the Academy but shall not be subject to its assessments. They shall neither vote nor sign instruments of election of Fellows or officers of the Academy, except that international Fellows may nominate candidates for election as international Fellows.
4. Resignations from Fellowship shall be addressed to the secretary, who will report them to the Council. Not earlier than four years after a Fellow's resignation the Council, by a two-thirds vote, may provide for reinstatement to Fellowship.
5. The Council may by a 2/3 vote rescind Fellowship in the Academy for extreme and just cause.

II. OF THE OFFICERS AND ORGANIZATION

COUNCIL OF THE ACADEMY

1. The Council shall meet at least two times annually, by phone or in person, and three Fellows shall constitute a quorum for the transaction of business. Special meetings of the Council may be convened at the call either of the president and two other Fellows of the Council or of four Fellows of the Council. A vote of the Council may be taken by postal mail or electronic ballot, the result being promptly reported to all Fellows of the Council.

The secretary shall keep minutes of the Council meetings and maintain a record of Council actions. The Council shall appoint a committee of its Fellows that shall have the power to fix the compensation and allowances of the president of the Academy and of other officers and staff as required. Fellows of this committee shall be selected from those Fellows of the Council who are not in receipt of any compensation from the Academy.

The treasurer shall prepare and present to the Council an annual budget for the activities of the Academy. The Council shall provide for a review of the proposed budget by a committee designated from among its Fellows. After consideration of the committee recommendations, the Council shall adopt the annual budget for the Academy including the budget for the National Research Council.

INVESTMENT COMMITTEE

2. An investment committee shall be established, chaired by the President and consisting of 3 Fellows of the Academy. On the recommendation of the Investment Committee, the Council shall contract with a bank, trust company, or corresponding fiduciary institution, to serve as the custodian of securities, held in trust in the form of bonds, mortgages, and other property held for investment, to collect the income from them, to protect the Academy in respect to expirations, reissues, and notifications, and to buy or sell securities on the order of the treasurer, in accordance with policies specified by the Investment Committee.

CONTRACTS

3. No contract shall be binding upon the Academy that has not been signed by the president or an agent designated by the president pursuant to approved policies and procedures established by the Council.

DUES

4. The amount of Fellows' dues shall be fixed by the Council and shall be payable within the calendar year for which they are assessed.

MEETINGS

5. Sessions of the Academy, unless otherwise directed by the Council, shall be open to the public; sessions for the transaction of business shall be closed.
6. The secretary shall make provision for the registration of Fellows attending a meeting, and the names of the Fellows who registered shall be entered in the minutes of the meeting.
7. At a business session, twenty percent of the current Fellows shall constitute a quorum and only Fellows shall vote.
8. At the business sessions of the Academy the order of procedure shall be as follows:
 - (a) chair taken by the president or, in the absence of the president, by the secretary.
 - (b) minutes of the preceding session approved.
 - (c) stated business.
 - (d) reports of the president, secretary, treasurer, and committee(s).
 - (e) business from Council.
 - (f) (f) other business.

The rules of order of the Academy shall be Robert's Rules of Order Revised, unless otherwise provided by the Constitution or Bylaws of the Academy.

DEATHS

9. At each meeting any deaths of Fellows, Fellows emeriti, international Fellows, since the preceding meeting shall be announced. As soon as practicable, the secretary shall designate a Fellow to write, or to secure from other source approved by the secretary, a biographical memoir of each deceased Fellow.

III. OF ELECTIONS AND REGULATIONS OF OFFICERS AND COUNCIL OF THE ACADEMY

1. **Composition of the Council of the Academy:** One Fellow of the Council shall be elected biennially to serve for two years from the next July 1. The election of Fellows of the Council shall be by ballot. Should a vacancy on the Council occur, it shall be filled for the unexpired term at the next annual election of Fellows of the Council, except that the Council may make an interim appointment to serve until the vacancy is filled by election.
2. **Nominations of Officers (Other than President) and Council Fellows:** By August 15, the secretary shall circulate to the Fellowship a request for nominations for offices—other than that of the president—and for positions on the Council that will fall vacant. All such nominations must be received by the secretary by September 30. Nominations from the Fellowship shall be made in writing and signed by at least two Fellows, who have verified that their candidate is willing to serve if elected. The signatories of the petition shall satisfy the following requirements:

At a time and place designated by the secretary, the Council shall meet and prepare a slate of nominees for officers and Council. Every effort should be made to have two candidates for each office.

3. **Election of Officer (Other than President) and Council Fellows:**

- A. **Ballot:** Prior to December 15 preceding the July in which an office or Council position is to fall vacant, the secretary shall prepare and provide to all Fellows of the Academy a secret ballot containing the slate of nominees accompanied by a brief biography listing the professional accomplishments of each nominee.

Except as provided in the following paragraph, voting will be by secure electronic ballot in accordance with procedures for electronic voting announced from time to time by the secretary. In each vote by secure electronic ballot, each Fellow shall be entitled to vote for no more candidates than the number of vacancies to be filled. The secretary shall cause to be tabulated only those electronic ballots received by January 1st.

In lieu of voting by electronic ballot, each member who so elects shall be entitled to vote by regular mail.

Ballots submitted by mail shall be sealed in an envelope bearing the printed or typed name and the signature of the Fellow, and transmitted to the home secretary. The secretary shall cause to be tabulated only those ballots received by January 1st.

B. Officers:

With respect to the election of officers of the Academy, other than president, the candidate receiving a majority of the votes cast is elected. In case no candidate receives a majority, the secretary shall inform the Council and shall then arrange for additional ballots. If there are more than two nominees, the secretary shall remove from each successive ballot the name of the nominee receiving the smallest number of votes on the previous ballot. The secretary shall promptly inform the Fellowship of the outcome of the election.

C. Council Fellows:

For Council, the candidate receiving the highest number of votes among those ballots cast is elected. A tie vote affecting the election of councilors shall be resolved by an additional ballot. The secretary shall promptly inform the Fellowship of the outcome of the election.

4. **Nomination of a President:** When a president is to be nominated, the term of office shall be six years; no individual shall serve for more than eighteen years. The Council shall solicit suggestions on prospective candidates. The Council shall ensure that each proposed nominee is willing and able to serve under such conditions as may be established by the Council.

No later than June of the year in which a president is to be nominated, the secretary shall inform the Fellowship of the nominee(s) recommended by the Council.

Additional nominations may be submitted to the secretary; such nominations must be received in the office of the secretary not later than December 10 immediately preceding the election. Each nomination must be supported by the signatures of at least four Fellows of the Academy, and must be accompanied by evidence that the nominee is willing and able to serve under such conditions as may be established by the Council.

5. **Election of a President:** By November 15 prior to the July in which the office of president is to fall vacant, the secretary shall prepare and provide to all Fellows of the Academy a secret ballot containing the name(s) approved by the Council, along with the names of other properly certified nominees with a list of the names of those who have supported each such independent nomination.

Except as provided in the following paragraph, voting will be by secure electronic ballot in accordance with procedures for electronic voting announced from time to time by the home secretary. In each vote by secure electronic ballot, each Fellow shall be entitled to vote for a single candidate. The home secretary shall cause to be tabulated only those electronic ballots received by January 30.

In lieu of voting by electronic ballot, each Fellow who so elects shall be entitled to vote by regular mail for a single candidate. To be valid, ballots submitted by mail shall be sealed in an envelope bearing the printed or typed name and the signature of the Fellow, and must be received by the secretary by January 1.

Election shall be by a majority of those voting. In case no candidate receives a majority, the secretary shall inform the Fellowship of the result of the ballot; the Council shall then arrange for additional ballots, and shall, if there are more than two nominees, remove from each successive ballot the name of the nominee receiving the smallest number of votes on the previous ballot. The secretary shall promptly inform the Fellowship of the outcome of the election.

- a. **Special Elections:** The Council shall provide for special elections, following as nearly as possible the procedures for regular election, whenever a vacancy occurs in any of the five elected offices of the Academy.
- b. **Removal of Officers:** By a vote of three or more of the councilors, any officer may be suspended from office on the grounds of malfeasance, nonfeasance, or inability to perform the duties of the office. A complete explanation for such action by the councilors, together with a statement which may be volunteered by the suspended officer, shall promptly be submitted to the Fellowship together with a mail ballot for ratification. If two-thirds of the Fellows voting support the action of the councilors, that officer will have been removed from office and the Council shall arrange for a special election to fill that position.

6. NOMINATION AND ELECTION OF FELLOWS

1. **Total Number Elected:** Up to 4 Fellows, 2 Fellows emeriti, and 2 international Fellows may be elected every other year.
2. **Annual Election Quotas:** The Council shall recommend to the Academy each year within the maximum number of new Fellows established in the Bylaws, a quota for Sciences, Technology, the Arts and Emeritus (posthumous).
3. **Candidacy and Nomination:** To be considered for Fellow in the Academy, a person must be a citizen of Saint Lucia, or a member of the Saint Lucia diaspora AND a member of a National Academy, with interest and activity in Saint Lucia. To be considered for Fellow Emeriti, a person must have been a citizen of Saint Lucia, but deceased. To be considered International Fellow, a person must be a prominent individual and a member of a national academy outside of Saint Lucia. All individuals must be proposed by a Fellow of the Academy for Fellow election. Such proposal shall be in writing, addressed to the secretary. The proposal must include a summary, not to exceed two hundred and fifty words, of the person's accomplishments and a selected bibliography of not more than twelve publications. The nomination shall include a statement, in the form of a citation not to exceed fifty words, identifying the primary scientific achievements of the Nominee. A Candidate so formally proposed will be considered according to the Fellowship Committee, consisting of the Council and up to two additional Fellows appointed by the Council for the year. Favorable action by the Fellowship Committee will place the name before the full Fellowship of the Academy as a Nominee on the Preference Ballot.
4. **Preference Ballot:** The secretary shall then prepare and provide to the entire Fellowship a ballot containing separately the preference list of the Fellowship Committee listed in Sciences, Technology and Arts, and Emeritus (posthumous) categories respectively. The secretary will mail (a) a copy of the statement of accomplishments of each Nominee unless a Fellow designates a preference to access these electronically. In such cases, the information will be available in electronic form. The nomination should include a statement, in the form of a citation not to exceed fifty words, identifying the primary achievements of the Nominee.

Except as provided in the following paragraph, voting will be by secure electronic ballot in accordance with procedures for electronic voting announced to the Fellows from time to time by the secretary. On this secure electronic ballot, each Fellow shall place a mark by the names of those Nominees judged worthy of election, to an extent not greater than two-thirds nor less than

one-third of each list, as these lists shall be interpreted by the secretary. The secretary shall cause to be tabulated only those electronic ballots received at least three weeks in advance of the business session of the annual meeting.

In lieu of voting by electronic ballot, each Fellow who so elects shall be entitled to vote by regular mail by placing a mark by the names of those Nominees judged worthy of election, to an extent not greater than two-thirds nor less than one-third of each list, as these limits shall be interpreted by the secretary.

The ballot thus inscribed shall be sealed in an envelope bearing the typed or printed name and the signature of the Fellow, and which shall be transmitted to the secretary. The secretary shall cause to be tabulated only those ballots received at least three weeks in advance of the business session of the annual meeting. If in any case it is impossible to determine who cast a ballot, or if more or fewer names have been selected than the numbers specified by the secretary, the ballot shall be rejected; but minor defects in a ballot shall be disregarded when the intent of the voter seems obvious to the home secretary.

5. Final Lists: On the basis of the Preference Ballot for the categories of Science, Technology, the Arts for Fellow, Emeritus Fellow and International Fellow, the secretary shall prepare two combined lists. On List I the Nominees shall be entered in the order of the number of votes received by each in the Preference Ballot, provided that the total number of Nominees so entered for each category shall not exceed the quota previously fixed for the category by the Council; on List II the remaining Nominees shall be entered in the order of the number of votes received by each in the Preference Ballot.
6. Final Ballot: The final lists shall be presented to the Fellowship of the Academy at the annual meeting. If because of a tie vote on the Preference Ballot it is impossible for the secretary to determine on which list a Nominee should appear, the determination shall be made by a majority vote of the Fellows present.
 - (a) The president, acting for the Council, may request permission to exchange a name on List II for one on List I, or to add a name or names from List II to List I, on grounds of the general interests of the Academy, without regard to previously assigned quotas, provided that the total number on List I shall not thereby exceed the maximum number that may be elected, as established by the Bylaws. If a majority of the Fellows present favor the proposed change it shall be made.
 - (b) List I, as modified in accordance with the previous paragraphs, shall then be voted upon. Prior to this vote, however, any Fellow may call for discussion of any Nominee on List I, and such Nominee shall be removed from List I unless a two-thirds majority of the Fellows present and voting oppose the removal of the Nominee. A Nominee removed from List I in this way may not be replaced by another. If a Fellow intends so to challenge any nomination at the annual meeting, the Fellow should advise the home secretary, in writing, at least two weeks in advance of the business session of the annual meeting.
 - (c) The vote shall then be taken on the remainder of List I. If List I as modified receives a two-thirds majority of the Fellows present and voting, the Nominees on this List are elected. If not, Nominees on the modified List I shall be voted upon individually, in the order of the number of votes received on the Preference Ballot. A Nominee who has received a majority of the

- votes cast on the Preference Ballot can be elected by a two-thirds voice vote; a Nominee who has received less than a majority of the votes cast on the Preference Ballot must, to be elected, receive two-thirds of the votes cast on a written ballot.
- (d) After List I has been so considered, any Nominees who have been removed from List I for discussion as provided shall be voted on individually by ballot in the order of the number of votes received by each in the Preference Ballot, and any such Nominee receiving two-thirds of the votes cast shall be declared elected. Unless terminated earlier as provided below, the election shall terminate when all the Nominees on List I, modified as provided above, together with all those removed from List I for discussion as provided above, have been voted upon.
 - (e) It shall be in order at any point in the course of an election to move that the election be closed. If two-thirds of those present vote in favor of such motion, it shall prevail, and the election shall thereupon terminate.
 - (f) All discussions and communications regarding claims and qualifications of persons proposed for Fellowship shall be confidential. Remarks and criticism made in this connection may not be communicated to any person who was not a Fellow of the Academy at the time of the discussion.
 - (g) A Nominee listed on the Preference Ballot who dies after the meeting of the Fellowship Committee may be elected posthumously by a majority vote of the Fellows present at the annual meeting, voting without reference to quotas. There shall be no other posthumous election with the exception of posthumous Fellows emeriti that can be elected.
7. Acceptance of Election: Every Nominee elected shall accept Fellowship, in writing, before the next annual meeting after the date of election. Otherwise, on proof that the secretary sent appropriate formal notification of election, the name of the elected Nominee shall not be entered on the roll of Fellows. A diploma, with the corporate seal of the Academy and the signatures of the officers, shall be sent to Fellows and international Fellows on their acceptance of election.
 8. Choosing a Method of Voting: Any Fellow can choose to vote by mail or secure electronic ballot on any ballot approved by the secretary. The method of voting once chosen will remain in effect for the ballot(s) indicated until the Fellow requests a change.

IV. OF PUBLICATIONS

1. The Academy may provide for the publication, under the direction of the Council, of Proceedings, Biographical Memoirs, and reports.
2. The Proceedings shall be primarily a medium of first publication for original articles, in brief form, of permanent scientific value.
3. The Biographical Memoirs shall contain an appropriate record of the life and work of deceased Fellows of the Academy.

TREASURER' S REPORT

1. The annual report of the treasurer shall be prepared in accordance with generally accepted accounting principles for the fiscal year of the Academy as established by the Council. It shall be presented to the Academy after approval by the Council and provided to Fellows of the Academy in printed form upon request.

V. OF ENDOWMENTS AND GIFTS

1. The expenditure of funds from any endowment shall be governed by the instrument or agreement establishing the endowment and subject to the laws of Saint Lucia.

V1. OF ACADEMY PROPERTY

1. The property of the Academy is irrevocably dedicated to scientific, technology, arts and charitable purposes and no part of the net income or assets of the Academy shall inure to the benefit of private persons.
2. Upon the dissolution of the Academy, its assets remaining after payment or provision for payment of all debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for scientific, technology, arts and charitable purposes.

VII. OF AMENDMENTS

1. These Bylaws may be amended on resolution of the Council, or on written proposal signed by 10 Fellows. The proposed Bylaw amendment shall be discussed and voted on at the business session of an annual meeting of the Academy, and thirty days' notice of the substance of the amendment shall be sent to all Fellows in advance of the meeting. A majority of the votes cast by Fellows present and voting at the business session on the proposed amendment shall be required for adoption of the amendment.
2. Once the vote has been taken, any provision of these Bylaws or of Roberts Rules of Order to the contrary notwithstanding, Fellows present and voting at the business session may then vote on whether to submit the proposed amendment to a vote of the Academy Fellowship.
3. If one-third or more of the Fellows present and voting vote to submit the proposed amendment to the Academy Fellowship, the secretary shall within 30 days following the business session, send the proposed Bylaw amendment and the results of the vote taken there, to the Fellowship of the Academy. The vote by the Fellowship shall be completed within 60 days of the business session using mail and electronic voting methods similar to those used for the election of officers and Council Fellows. A majority of the votes received from the full Fellowship shall be required for adoption of the amendment.