

Nov 1989

ARTICLES OF INCORPORATION
OF
INTERNATIONAL SOCIETY FOR THE HISTORY, PHILOSOPHY
AND SOCIAL STUDIES OF BIOLOGY

The undersigned associate to form a non-profit, non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

1. Name. The name of the corporation is the "International Society for the History, Philosophy and Social Studies of Biology."

2. Purpose. The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). References to any provisions of the Code shall include the corresponding provision of any future United States Internal Revenue Law. In furtherance of such objectives, the corporation shall function as a non-profit, charitable corporation whose purposes are to promote and encourage research, discussion and teaching in the history, philosophy and social studies of biology, and to provide a liaison among all historians, philosophers, sociologists, and biologists interested in these subjects. The primary means of achieving these purposes shall be by meetings and conferences where lectures and technical papers are presented, and by the publication of journals in the above-mentioned-fields.

The aims of the corporation are to be carried out through any and all lawful activities, including others not specifically stated above but incidental to the stated aims and purposes; provided, that any such activity shall conform to any applicable restrictions or limitations set forth in these Articles or to any restriction which is imposed on corporations described in Section 501(c)(3) of the Code or on any corporation described in Section 170(c)(2) of the Code.

No part of the net earnings or income of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above in this Paragraph 2. The corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise and shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. In addition, the corporation shall not devote more than an insubstantial part of its activities towards any of the following: (i) engaging in public relations activities, (ii) the policing of any profession, including teaching or education, (iii) the protection or promotion of the professional practice, professional status, economic condition or business interests of

its members, (iv) attempting to develop good will or fellowship among its members, (v) engaging in social or recreational activities, or (vi) the maintenance of any restaurant, lounge, club house or similar facility for its members.

3. Members. The corporation shall have one or more classes of members. The bylaws of the corporation shall set forth (i) the designations of the class or classes of members, (ii) the qualifications and rights of the members of each class, and (iii) the voting rights conferred, limited or denied to the members of each class.

4. Dissolution. Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized or operated exclusively for charitable, scientific, literary, or educational purposes or which shall at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the City or County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

5. Board of Directors. The directors of the corporation shall be elected or appointed by one or more classes

of members, all as provided for in the bylaws of the corporation. The number of directors of the corporation shall be established by the bylaws and this number may be increased or decreased from time to time by amendment to the bylaws.

6. Registered Agent. The initial registered office shall be located at 700-K North Main Street, Blacksburg, Virginia 24060. The name of the county in which the initial registered office is located is the Montgomery County The name of the initial registered agent is Stephen E. Wagner, who is a resident of Virginia, a member of the Virginia State Bar, and whose business address is the same as the registered office of the corporation.

Dated: November 20, 1989

Robert A. Paterson
Robert A. Paterson, Incorporator

Margaret R. Stewart
Margaret R. Stewart, Incorporator

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, December 1, 1989

This is to Certify that the certificate of incorporation of

INTERNATIONAL SOCIETY FOR THE HISTORY, PHILOSOPHY
AND SOCIAL STUDIES OF BIOLOGY

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to the
corporation and its business.* EFFECTIVE DATE: December 1, 1989



State Corporation Commission

George W. Bryant, Jr.

Clerk of the Commission

COMMONWEALTH OF VIRGINIA

THOMAS P. HARWOOD, JR.
CHAIRMAN
RESTON C. SHANNON
COMMISSIONER
THEODORE V. MORRISON, JR.
COMMISSIONER

GEORGE W. BRYANT, JR.
CLERK OF THE COMMISSION
BOX 1197
RICHMOND, VIRGINIA 23209

STATE CORPORATION COMMISSION

December 1, 1989

Stephen E. Wagner
North Main Plaza
700-K N. Main Street
Blacksburg, VA 24060

RE: INTERNATIONAL SOCIETY FOR THE HISTORY, PHILOSOPHY
AND SOCIAL STUDIES OF BIOLOGY
ID: 0350364 - 6
DCN: 89-11-29-0056

This is your receipt for \$75.00 covering the fees for filing
articles of incorporation with this office.

The effective date of the certificate of incorporation is December
1, 1989.

Sincerely yours,



George W. Bryant, Jr.
Clerk of the Commission

CORPACPT
CIS20422

Feb 1990

UNANIMOUS WRITTEN CONSENT OF
INCORPORATORS IN LIEU OF ORGANIZATIONAL
MEETING OF INTERNATIONAL SOCIETY FOR
THE HISTORY, PHILOSOPHY AND SOCIAL
STUDIES OF BIOLOGY

We, the undersigned, being all of the incorporators of the International Society for the History, Philosophy and Social Studies of Biology (the "Corporation" or "The Society"), do hereby unanimously consent to the following actions in lieu of an organizational meeting, as provided for in Section 13.1-822 of the Code of Virginia of 1950, as amended. The following actions are intended to elect a board of directors and to complete the organization of the Corporation.

1. The incorporators do hereby append to this consent a copy of the certificate of incorporation issued by the State of Virginia on December 1, 1989, the original thereof which was issued and admitted to record in the office of the State Corporation Commission of Virginia.

2. The incorporators do hereby adopt a proposed form of bylaws prepared by Stephen E. Wagner, Attorney at Law, counsel to the Corporation, as and for the bylaws of the Corporation, a copy of which is appended to this consent.

3. The incorporators do hereby elect the following individuals as the initial officers and directors of the Corporation, all of whom are to serve until the 1991 annual meeting of the Corporation, unless a longer term is indicated below:

President: Jane Maienschein
Department of Philosophy
Arizona State University
Tempe, AZ 85287

President-Elect: David Hull
Department of Philosophy
Northwestern University
Evanston, IL 60201

Program Officer: Peter Taylor
Energy and Resources Group
Room 100, Bldg. T-4
University of California
Berkeley, CA 94720

Secretary: Robert A. Paterson
Center for the Study of Science
in Society
VPI & SU
Blacksburg, VA 24061-0247

Treasurer: Joel Cracraft
Department of Anatomy
University of Illinois
P. O. Box 6998
Chicago, IL 60680

Student Member
of the Board of
Directors: Michael Dietrich
Department of Philosophy
University of California-San Diego
La Jolla, CA 92093

Directors at Large:

Walter Bock
Department of Biological Sciences
Columbia University
New York, NY 10027

Linnda Caporael
947 President Street #3
Brooklyn, NY 11215

Elihu Gerson
Tremont Research Institute
458 29th Street
San Francisco, CA 94131

Jonathan Harwood
(Until 1993 Annual Meeting)
Centre Hist. Science, Technology
The University
Manchester, M13 9PL
England

Frank Nutch
(Until 1993 Annual Meeting)
Department of Sociology
Trent University
Peterborough, Ontario
Canada K9J 7B8

Philip Pauly
(Until 1993 Annual Meeting)
History Department
Rutgers University
New Brunswick, NJ 08903

All of the above-named individuals are intended to serve as full and equal voting members of the Board of Directors (or the "Council"). In addition, the incorporators do hereby appoint Pamela Henson, 3109 Valley Drive, Alexandria, Virginia 22303 as Archivist of The Society, who is to serve as a non-voting member of the Board of Directors.

4. The incorporators do hereby authorize the Treasurer of the Corporation to pay all charges and expenses incident to or arising out of the organization of the Corporation and to reimburse any person who has made any disbursement therefor.

5. It is hereby resolved by the incorporators that an office of the Corporation be established and maintained at 1505 Palmer Drive, Blacksburg, Virginia 24060, and that meetings of the Board of Directors and members from time to time may be held either at that office or at such other place as the Board of Directors shall from time to time order.

6. It is hereby resolved by the incorporators that the Treasurer be and hereby is authorized to open a bank account on behalf of the corporation with Dominion Bank located at 200 North Main Street, Blacksburg, Virginia 24060, and a resolution for that purpose on the printed form of said bank is hereby adopted and is appended to this consent.

7. It is hereby resolved by the incorporators that the Corporation proceed to file with the Internal Revenue Service Form 1023, Application for Recognition of Exemption, under Section 501 (c) (3) of the Internal Revenue Code, for the purposes of achieving tax-exempt organization status and to give notice that the organization is not a private foundation. The officers of the Corporation, any one of whom may act, are hereby authorized to prepare and file said Form 1023.

8. It is hereby resolved by the incorporators that the Corporation carry on the activities for which it was incorporated.

Witness the following signatures:

Dated: February 12 1990

Robert A. Paterson
Robert A. Paterson, Incorporator

Margaret R. Stewart
Margaret R. Stewart, Incorporator

The foregoing unanimous consent of the incorporators is hereby consented to and fully ratified by the initial voting directors of the Corporation.

Jane Maienschein
Jane Maienschein

David Z. Hull
David Hull

Peter Taylor
Peter Taylor

Robert A. Paterson
Robert A. Paterson

Joel Cracraft
Joel Cracraft

Michael Dietrich
Michael Dietrich

Walter Bock
Walter Bock

Linda Caporaal
Linda Caporaal

Elihu Gerson
Elihu Gerson

Jonathan Harwood
Jonathan Harwood

Frank Nutch
Frank Nutch

Phillip Pauly
Phillip Pauly