

# **NSTA Bylaws**

## **ARTICLE I**

The National Science Teachers Association (hereinafter sometimes referred to as the "Association" or as the "NSTA") is a body corporate, incorporated under the laws of the District of Columbia by Articles of Incorporation filed on July 1, 1960. The Association filed a Statement of Election to Accept Title 29 Chapter 10 of the District of Columbia Code, and a Certificate of Acceptance was issued on January 30, 1974. The Association shall be governed by these Bylaws, as amended from time to time in a manner consistent with the said Articles of Incorporation as modified by said Statement and Certificate of Acceptance.

## **ARTICLE II**

### **Purpose and Objectives of the Association**

The purpose for which the Association is organized is to stimulate, improve, and coordinate science teaching at all levels of instruction and to engage in any and all activities in furtherance thereof; to promote the improvement of educational systems and processes in the schools in any manner to assist such stimulation and coordination of science teaching; to apprise the general public of possible means of improving science teaching with the schools; and generally to do any and all acts and things which may increase, through education, the knowledge of science devolving upon the general public through such knowledge of science. As part of this general purpose and objective the Association may take whatsoever steps are necessary and engage in such activities as are necessary to meet its goals including but not limited to research, experimentation, dissemination of information, the funding and granting of scholarships or fellowships provided that the Association shall not engage in any activity which would be inconsistent with the status of an educational charitable and scientific organization as defined in Section 501 (c) (3) of the Internal Revenue Code of 1954 or any successor provision thereto.

## **ARTICLE III**

### **Board of Directors, Council, Congress Alliance of Affiliates and Officers**

#### **Section 1. Board of Directors**

The Association shall be governed by a Board of Directors consisting of the elected officers and the elected Directors of the Divisions hereinafter designated. In the event the President of an Affiliate is also an elected member of the NSTA Board of Directors, he/she shall appoint someone in his/her place to represent the Affiliate on the NSTA Alliance of Affiliates during that time when his/her term as President of the Affiliate overlaps with his/her term as an elected member of the NSTA Board of Directors. All members of the Board of Directors shall be members in good standing of the Association.

#### **Section 2. Council**

The Council shall serve as an advisory body to the Board of Directors. The Council shall consist of the elected Directors from the Districts hereinafter designated. All members of the Council shall be members in good standing of the Association.

#### **Section 3. Congress**

The Congress shall consist of one voting delegate from each NSTA State Chapter and each NSTA Associated Group. The chair of the Congress shall be the NSTA President. The Congress will meet to discuss issues and bring forth recommendations that may be of interest to NSTA and the science education community. All actions and motions of the Congress shall be considered advisory to the NSTA Council.

**Section 4. Alliance of Affiliates**

The Alliance shall consist of one voting delegate from each Affiliate organization. The Chair of the Alliance shall be appointed from the members of the Alliance to a one-year term of office by the NSTA Retiring President. The Alliance shall be governed by a Leadership Committee.

**Section-5. Officers**

- A. The elected officers of the Association shall be a President, a Retiring President, and President-elect. The said members so elected by the membership at large shall be deemed to be elected officers for the purposes of Section 1 of this Article III.
- B. The appointed officers of the Association shall be a Treasurer and an Executive Director who shall serve as Secretary.

**ARTICLE IV**

**Powers and Duties**

**Section 1. Board of Directors**

A. The Board of Directors shall

- 1. Retain the right of review and the right to repudiate or veto the action or actions of any officer, committee, person, or group acting for, or in the name of the Association; provided that any such actions expressly authorized herein and in accordance herewith, and with the Articles of Incorporation, shall be binding upon the Association.
- 2. Approve and amend the budget.
- 3. Establish the policy covering the solicitation or acceptance of funds and the selection of items of business to be referred to the general membership, either by mail or at a national conference of the Association.
- 4. Appoint the Executive Director.
- 5. Appoint the Treasurer.
- 6. Fill any vacancies on the Board of Directors (except for the offices of President and Retiring President) and Council for the period terminating with the close of the fiscal year following the first election after the vacancy occurs. Such vacancy shall be filled by appointment for the unexpired term in accordance with Article VI, Section 9.
- 7. Hold an Annual Membership Meeting at a specified time and place. This meeting shall be open to all Association members.
- 8. Determine other meeting(s) at a time and place specified by the Board of Directors during which business may be conducted and during which the board shall address itself to the study and discussion of such issues as its members, the Council, Congress, Alliance of Affiliates or the Executive Director shall present.
- 9. Hold such special meetings as it may deem necessary and such special meetings as may be called by the President. The President shall call a special meeting at the written request of a majority of the members of the Board of Directors or the Executive Director.

10. Exercise all other powers usually assumed by a Board of Directors or Board of Trustees not specifically assigned to officers and including, without limitation, the right to delegate specific functions to the Council and to officers of the Association.

B. The Board of Directors may

1. Meet in closed session for part of any scheduled meeting to consider personnel matters, but for no other business, and this session shall be provided for in advance agenda.
2. Take action at the Annual Membership Meeting, or at any special meeting, or, if action is imperative before the next Board of Directors meeting, vote by mail ballot, electronic mail ballot or telephone ballot.

C. Each Director of the Board of Directors shall have the responsibility of promoting the programs of the Association and attend meetings of the Board of Directors, Council and Congress.

## **Section 2. Council**

A. The Council shall

1. Serve in an advisory capacity to the Board of Directors.
2. Receive and review reports from Division Director and Division committees and make recommendations to the Board of Directors.
3. Receive and review recommendations from the Congress and make recommendations to the Board of Directors.
4. Receive and review items from the NSTA President and NSTA Executive Director and make recommendations to the Board of Directors.

B. The Council may, if action is imperative before the next Council meeting, vote by mail ballot, electronic mail ballot, or telephone ballot.

C. Each member of the Council shall have the responsibility of promoting the programs of the Association and attend meetings of the Council and Congress.

## **Section 3. Congress**

A. The Congress shall

1. Provide recommendations to the Council.

## **Section 4. Alliance of Affiliates**

A. The Alliance shall

1. Provide advice and/or recommendations on science education policy, public positions on key legislative issues, program and/or product development concepts, inter-organizational cooperation and other matters relating to NSTA and to science education generally for review and consideration by the Board of Directors.
2. Facilitate communications and collaboration among affiliates and will collaborate with the Council and other NSTA-related units or entities such as Division Committees, Chapters and/or Associated Groups.

## **Section 5. Officers**

Except as otherwise stated herein, the duties of the various officers of the Association shall be those duties which are customary for like officers of nonprofit associations of a character similar to that of the Association, and shall include such duties as may be assigned by the Board of Directors, or by the President in accordance with limitations established by the Board of Directors.

### **A. President**

The President shall

1. Serve as the Chair of the Board of Directors, Council and of the Congress.
2. Have general charge of the affairs of the Association.
3. Execute for and on behalf of the Association, contracts and agreements, including without limitation, notes, bonds, deeds, mortgages, leases and other legal instruments, if and to the extent that attestation may be appropriate or required by other parties to the transactions involved.
4. With the assistance of the Executive Director, provide all members of the Board of Directors and Council with copies of the agenda and all reports pertinent to the business of the Association at least two weeks prior to any scheduled meeting of the Board of Directors and/or Council.
5. Serve as a representative of NSTA to each of the Affiliates organizations or appoint a designee.
6. Provide direction to the Executive Director as the chief administrative officer responsible for the proper routine administration of the headquarters office of the Association.

### **B. Retiring President**

The Retiring President shall

1. Function as a working member of the Board of Directors.
2. Provide continuity for the programs initiated during that individual's administration.
3. Participate in planning sessions for all such committees.
4. Have such duties as shall from time to time be determined by the President and/or the Board of Directors.
5. Serve as an ex-officio member of the Alliance of Affiliates.
6. Appoint the Chair of the Alliance of Affiliates.

### **C. President-elect**

The President-elect shall

1. Function as a working member of the Board of Directors.
2. Provide continuity for the programs initiated during that individual's administration.
3. Participate in planning sessions for all such committees.
4. Have such duties as shall from time to time be determined by the President and/or the Board of Directors.
5. Serve as Chair of the Congress Planning meeting.

#### D. Executive Director

The Executive Director shall be appointed by the Board of Directors, in accordance with Sections 1 of this Article IV. The Executive Director shall have all powers and duties of a secretary of a corporation under the District of Columbia Nonprofit Corporation Act.

Without limitation thereof the Executive Director's powers and duties shall include those hereinafter set forth:

The Executive Director shall

1. Attend all meetings of the Board of Directors, Council and Congress.
2. Be responsible for the proper administration of the national office of the Association, and for the disbursement of funds.
3. Supervise the preparation of a proposed budget which shall be reviewed by the Budget and Finance Committee and submitted to the Board of Directors for approval.
4. Be in charge of the headquarters staff and consultants of the Association, subject to the supervision of the Board of Directors.
5. Be responsible for the preparation of monthly financial reports by the business office and for transmission of these reports to the Treasurer.
6. Execute, subject to the directions of the Board of Directors, for and on behalf of the Association, contracts and agreements including notes, bonds, deeds, mortgages, leases, and other legal instruments without limitation.
7. Maintain custody of the corporate seal and affix and attest the same and the proper execution of legal instruments when appropriate.
8. Be responsible for maintaining a full and adequate record of the official business, actions, and meetings of the Board of Directors, Council and Congress.
9. Work under the general supervision of the President and within the budgetary limits established by the Board of Directors.
10. Endeavor to carry out the policies and programs of the Board of Directors for presentment to the membership.
11. Be responsible for proper accounting procedures and for the authorization of all payments of funds in accordance with approved budgets.

#### E. Treasurer

The Treasurer shall be appointed by the Board of Directors in accordance with Section 1 of this Article IV. The Treasurer shall have all the powers and duties of a treasurer of a corporation under the District of Columbia Nonprofit Corporation Act.

The Treasurer shall

1. Chair the NSTA Budget and Finance committee.
2. Submit the annual budget to the Board of Directors and make regular and annual reports on the organization's finances.
3. Oversee NSTA expenditures to assure compliance with the approved budget, and have authority to decline reimbursement or payment for obligations planned or incurred by any officer, Board of Directors member, Council member or employee, when such obligations either would cause the approved budget to be exceeded or when such obligations are inappropriate to an approved budget category.
4. Attend meetings of the Board of Directors.

5. Provide orientation to new Board members in regard to fiduciary responsibility, monitor Board deliberations and advise the Board of Directors whenever pending Board action may create a conflict with their fiduciary obligations.
6. Assume other responsibilities usually assigned to the Treasurer of an organization, but not to include those areas of routine financial management delegated by the Board of Directors to the Executive Director.

## **ARTICLE V**

### Nominations

The Nominations Committee shall identify and nominate well-qualified candidates for each of the elective offices of NSTA and make recommendations to the Board of Directors, as it believes necessary for the improvement of nomination and election procedures.

## **ARTICLE VI**

### Elections

**Section 1.** The President-elect shall be chosen from and elected by the membership at large. The annual succession of the President-elect to the office of President and then to the office of Retiring President shall be automatic.

**Section 2.** Officers shall serve for one year in each office (President-elect, President, and Retiring President) and shall take office on the first day of the fiscal year.

**Section 3.** In the event of the death, resignation, or incapacity of an elected officer of the Association this succession procedure shall be followed:

- A. President - The Retiring President shall assume the office of the President for the remainder of the unexpired term which shall include the term of office as Retiring President which the President being replaced would normally have served.
- B. Retiring President - The immediate Past President shall assume the office of the Retiring President for the remainder of the unexpired term. The Immediate Past President is the individual who most recently has relinquished the office of Retiring President.
- C. President-elect - The Board of Directors shall assume the responsibility for filling this office in the most appropriate manner.

**Section 4.** In the event of the death, resignation, or incapacity of two or more officers of the Association, the Board of Directors shall assume the responsibility for filling the offices in the most appropriate manner.

**Section 5.** Eighteen (18) Districts shall be established for the purpose of electing District Directors of the Association. The Districts shall be defined in the Statement of Operating Policies.

**Section 6.** A District Director shall be elected by members residing in that district only. Each District Director shall reside and/or work in the district the individual represents. The election procedure shall be defined in the Statement of Operating Policies. Each newly elected District

Director shall take office on the first day of the fiscal year and shall serve until the last day of the third fiscal year after the District Director's election. District Directors may not serve two consecutive terms as District Director.

**Section 7.** The following ten (10) Divisions shall be established for the purpose of electing Division Directors of the Association:

- Division A: The Preschool and Elementary Division
- Division B: The Middle Level Division
- Division C: The High School Division
- Division D: The College Division
- Division E: The Informal Science Division
- Division F: The Division of Research in Science Education
- Division G: The Division of Coordination and Supervision
- Division H: The Division of Preservice Teacher Preparation
- Division I: The Division of Multicultural/Equity in Science Education
- Division J: The Division of Professional Development

**Section 8.** A Division Director shall be elected by the membership at large from each Division. The election procedure shall be defined in the Statement of Operating Policies. Each Division Director shall have a professional position that correlates with the Division they represent during their term of office. Each newly elected Division Director shall take office on the first day of the fiscal year and shall serve until the last day of the third fiscal year after the Division Director's election. Division Directors may not serve two consecutive terms on the Board of Directors except a Division Director may be elected NSTA President-Elect following a term on the Board of Directors. No Division Director may run for District Director immediately following their term as Division Director.

**Section 9.** In the event of the death, resignation, or incapacity of a District or Division Director, the Board of Directors shall fill the vacancy by appointment until the next regularly scheduled election of the Association. The term of any appointed office shall terminate on the last day of the fiscal year in which the appointment was made.

**Section 10.** Officers and Directors are to be elected by mail or electronic ballot. Ballots are to be mailed to each voting member of the NSTA at least thirty (30) days prior to the last date for return of ballots. The last date for the return of ballots shall be a day to be established each year by the Executive Director and shall be at least four (4) weeks prior to the Annual National Conference.

## **ARTICLE VII**

### Fiscal Year

The Fiscal Year of the Association shall be established by the Board of Directors.

## **ARTICLE VIII**

### Membership

**Section 1.** Individual, institutional, and other designated membership categories and the rates and qualifications for each shall be established by the Board of Directors.

**Section 2.** All individual members in good standing in any established category shall be eligible to vote. All individual members who reside in the United States or its territories or in Canada are eligible to hold office. All non-individual memberships categories are ineligible to vote and hold office.

**Section 3.** The Board of Directors shall have the right to refuse membership to any individual for due cause or to suspend or to rescind membership of an individual or group for due cause.

**Section 4.** Association services may be made available on memberships as approved by the Board of Directors.

**Section 5.** An Annual Membership Meeting shall be held each year at the Annual National Conference of the Association. Notification of such meeting shall be made to the membership a minimum of four weeks prior to the meeting date. In addition to the required membership quorum, a quorum of the Board of Directors of the Association must be present in order to conduct business. All appropriate business of the Association, except nominations and election of officers, may be conducted at the annual membership meeting. All actions and motions of the membership meeting, with the exception of changes in the Articles of Incorporation, shall be considered advisory to the Board of Directors of the Association.

**Section 6.** All members in good standing are invited to attend all open meetings of the Board of Directors, Council and Congress.

## **ARTICLE IX**

### Divisions, Affiliates, State Chapters, and Associated Groups

**Section 1.** The Board of Directors may authorize the establishment of Divisions and the affiliation of Affiliates, Chapters, Associated Groups, and other appropriate units of the Association. Definitions for the aforementioned categories of the organization are:

- A. Division - refers to the ten (10) organizational groupings within the Association
- B. Affiliate - refers to a national or international organization whose goals and purposes largely overlap or complement those of NSTA.
- C. State Chapter - refers to a statewide or province-wide organization which has as its purpose the advancement and improvement of science education without restriction as to field or area of science, grade level, or membership.
- D. Associated Groups - refers to any local, state, province, or national organization which has as its purpose the advancement and improvement of science education. An Associated Group may restrict its membership along such lines as field or area of science, grade level, and/or geographic location.

**Section 2.** The Board of Directors shall establish policies, criteria, and operational procedures for the formation of Association units. These shall be subject to review and modification by the Board of Directors at any time.



## **ARTICLE X**

### **Committees**

**Section 1.** The Committees of the NSTA shall be established for the purpose of directing science education and activities for youth, professional activities for teachers, and Association activities for members. All members of NSTA committees must be members in good standing of the Association.

**Section 2.** Standing committees shall be established for each Division. Other committees may be established for Association activities as prescribed by the Operating Policies of the Association. Standing committees may be established or discontinued by the Board of Directors. The general structure and responsibilities of each standing committee shall be set by the Board of Directors and incorporated into the Statement of Operating Policies. Unless otherwise decided by the Board of Directors, all standing committees shall meet at least once a year. There shall be no members of the Board of Directors or Council on the Nominations Committee.

**Section 3.** Task forces may be established by the President or by the Board of Directors. The duties of task forces shall be defined at the time of appointment, and such committees shall exist only for the length of time designated by the President or by the Board of Directors.

**Section 4.** All committees shall prepare reports for the Board of Directors meeting as requested by the President.

**Section 5.** The duties of the standing committees are those which are customary for such committees and as specified in the Operating Policies; however, they may be charged with additional responsibility at the President's discretion.

**Section 6.** Committees of state, province, and area representatives may be appointed in the various states, territories, and foreign countries to assist in furthering programs of NSTA.

## **ARTICLE XI**

### **Rules of Order**

#### **Section 1.**

- A. A quorum, consisting of a majority of the Board of Directors, shall be required for the transaction of business at the Annual Membership Meeting, or a called meeting.
- B. Proxies may not be used to provide a quorum.

#### **Section 2.**

- A. A quorum, consisting of a majority of the Council, shall be required for the transaction of business at any meeting of the Council.
- B. Proxies may not be used to provide a quorum.

### **Section 3.**

- A. A quorum, consisting of a majority of the Alliance of Affiliates, shall be required for the transaction of business at any meeting of the Alliance of Affiliates.
- B. Proxies may not be used to provide a quorum.

### **Section 4.**

At any Annual Membership Meeting, the presence, in person or by proxy, of five hundred (500) members of the Association, or of one percent (1%) of the membership of the Association, whichever is the lesser, shall constitute a quorum.

### **Section 5.**

Roberts Rules of Order, Newly Revised or the current edition, shall govern the conduct of all meetings held by any group whatsoever in conducting the business of the Association so long as they are applicable and they are consistent with the Bylaws and operating policies of the Association..

## **ARTICLE XII**

### **Relationship with Other Organizations**

#### **Section 1.**

The Association may join as an affiliate of other organizations or groups by action of the Board of Directors.

#### **Section 2.**

By vote of the Board of Directors, the Association may accept another organized group or agency as an affiliate, Chapter, or associated group of the Association.

#### **Section 3.**

By vote of the Board of Directors, the Association may join with one or more other organized groups or agencies in a mutual association or endeavor.

## **ARTICLE XIII**

### **Distribution of Assets Upon Termination**

In the event of termination or dissolution of the Association, the Board of Directors shall distribute the remaining assets of the Association to any agency or organization which is interested in science education and is exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or successor provision thereto).

## **ARTICLE XIV**

### Amendments

#### **Section 1.**

A proposed amendment to the Articles of Incorporation or to these Bylaws of incorporation may originate in the Board of Directors or through a petition submitted to the Board of Directors, bearing the signatures of not less than fifty (50) NSTA members.

#### **Section 2.**

A proposed amendment, if approved by a two-thirds vote of the elected members of the Board of Directors of NSTA in session at official meetings of the organization, shall be submitted to the membership of the Association for adoption or rejection.

#### **Section 3.**

A proposed amendment to the Articles of Incorporation shall be submitted to a vote at a Membership Meeting. Notice of the Membership Meeting and the proposed amendment, together with solicitation of proxy ballots, shall be given by mail or through publication in Association journals at least sixty (60) days prior to the meeting. The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes entitled to be cast by the members present in person or represented by proxy ballot at such meeting. An amendment to the Articles of Incorporation, which has been adopted, shall be filed with the government of the District of Columbia in a manner prescribed by law, and shall become effective upon the issuance of a certificate of amendment.

#### **Section 4.**

A proposed amendment to these Bylaws shall be submitted to a vote by ballot. Notice of the proposed amendment, together with solicitation of ballots, shall be given by mail, electronically or through Association publications at least sixty (60) days prior to the tabulation of ballots. The proposed amendment shall be adopted upon receiving affirmative votes for at least two-thirds of the votes cast. An amendment to these Bylaws shall become effective upon its adoption or when specified in such amendment, whichever is later.

**Section 5.** The Board of Directors shall have the authority to make technical and non-substantive changes in the Articles of Incorporation and the Bylaws without submitting such changes to a vote of the membership of the Association. The Statement of Operating Policies of the Association can be altered by a majority vote of the Board of Directors.

*Last Revision: February 2010*