

NSTA BYLAWS

Article I – Corporate Name, Objectives, Location

Section 1.1. Name. The name of this association is the National Science Teaching Association (NSTA), also referred to in these bylaws as the “Association,” a 501 (c) (3) non-profit corporation chartered under the laws of the District of Columbia.

Section 1.2 Objectives. The purpose of the Association 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 within 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..

Section 1.3 Location. The principal place of business shall be determined by the Board of Directors. Members or Officers may be residents of any state, zone, province, territory, or country; and business may be carried on at any place convenient to such members or officials as may be participating.

Article II – Membership

Section 2.1. Members. Any individual or organization which supports the objectives of the Association and is willing to contribute to the achievement of those objectives is eligible for membership in the Association. Designated membership categories and the dues and qualifications for each shall be established by the Board of Directors. Membership in the Association shall be granted to any individual or organization who meets the membership qualifications set by the Board of Directors.

Section 2.2 Rights of Membership. All individual members in good standing in any established category shall be eligible to vote and are eligible to hold office. All non-individual memberships categories are ineligible to vote and hold office.

Section 2.3. Refusal, Termination and Expulsion. The Board of Directors shall have the right to refuse, revoke, or suspend the membership of any individual or organization for due cause.

Section 2.4 Dues. Membership dues shall be evaluated periodically and shall be established by the Board of Directors. Annual dues are payable upon application to the Association, and thereafter will be payable on the anniversary of the member’s application. Members in arrears will be notified and, if payment is not made, may be terminated at the end of their anniversary month. Delinquent members will be reinstated upon payment of dues.

Section 2.5. Membership Meeting, Quorum, Notice. An Annual Membership Meeting shall be held each year. Notification of such meeting shall be made to the membership a minimum of four weeks prior to the meeting date. A quorum shall consist of a majority of those voting members present either in person or by proxy. In addition to a 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.

Article III. Board of Directors

Section 3.1. General Powers.

The affairs of the Association shall be managed by a Board of Directors who shall supervise and oversee the business, property, and affairs of the Association except those powers reserved to the members and the Leadership Council or otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws.

Section 3.2 Composition. The Board of Directors shall be composed of the president, president-elect, retiring president, and ten (10) individuals elected by the membership. One Director shall be an early career educator within 5 years of their first position in an educational field. The majority of Directors will be practitioners in formal or informal institutions currently or within the last 5 years. The executive director, the treasurer, and the chair of the Leadership Council shall be nonvoting, ex-officio members of the Board. All nominated and elected candidates for Board and for Officer positions must be and must remain members in good standing.

Section 3.3 Term of Directors. The term of Directors shall be four (4) years. No elected member of the Board shall be eligible to serve for another term as Director until 1 year after the expiration of a full four-year term unless they are appointed in place of a Director who has been terminated or resigned. A Director may serve as an Officer without waiting 1 year after the expiration of a term as Director.

Section 3.4 Elections. Election of the Directors shall be by a simple majority of the votes cast by members during an annual election. Two candidates may be presented for an open position. The Board of Directors shall prescribe the specific manner of voting.

Section 3.5 Resignations Any Director may resign at any time by delivering a resignation in writing to the President and the Chief Executive Officer. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 3.6 Removals A Director may be removed from office by two-thirds vote of the Directors then in office for reasons set forth under the laws of the District of Columbia. A Director may be removed only after reasonable notice and opportunity to be heard before the Board of Directors.

Section 3.7 Vacancies. In the event of the death, resignation, or incapacity of a Director, the Board of Directors shall fill the vacancy by appointment for the unexpired term.

Section 3.8 Meetings of the Board. The Board of Directors shall meet at such places and at such times as the President or the Board may determine. The Board may meet in person or by conference call or other electronic means provided that all persons may hear and speak to one another simultaneously. The Board may take action without a meeting if each member approves the action to be taken in writing.

Section 3.9 Quorum. At any meeting of the Board a majority of the Directors entitled to vote then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 3.10 Notice of Meetings. Notice for in-person meetings shall be given to all members of the Board at least 10 business days in advance of such meetings. Notice of conference call meetings shall be

given to all members of the Board at least 2 business days in advance of such meetings. Attendance at a meeting shall constitute a waiver of notice.

Article IV. Officers

Section 4.1 Officers and Terms. The elected Officers shall be the President, President-Elect, and Retiring President. The President-Elect shall serve for one year, then one year as President, and one year as Retiring President. No person shall be eligible for re-election to the Presidency. The Treasurer shall be appointed by the Board of Directors and serve for 3 years with the option to be reappointed for one additional term.

Section 4.2 Election of Officers. Election of the President-Elect shall be by a simple majority of the votes cast by members entitled to vote. The Board of Directors shall prescribe the specific manner of voting.

Section 4.3 Vacancies. 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.
- D. In the event of the death, resignation, or incapacity of two or more elected Officers of the Association, the Board of Directors shall assume the responsibility for filling the offices in the most appropriate manner.

Section 4.4 Removals. An Elected Officer may be removed from office by two-thirds of the Directors for reasons set forth under the laws of the District of Columbia. An elected Officer may be removed only after reasonable notice and opportunity to be heard before the Board of Directors. An appointed Officer may be removed with or without cause by a two-thirds vote of the Board of Directors.

Article V. Responsibilities of Officers

Section 5.1 President. The President shall act as the chief elected Officer of the corporation, serve as the Chair of the Board of Directors, and preside at other meetings, and exercise all the duties and responsibilities commonly associated with this office, except as limited by these Bylaws.

Section 5.2 President-elect. The President-Elect shall serve as President in the absence of the President. The President-Elect shall automatically succeed to the presidency.

Section 5.3 Retiring President. The Retiring President shall serve ex officio on those committees designated by the President and shall serve as President in the absence of the President and President-Elect.

Section 5.4 Treasurer. The Treasurer is appointed by the Board of Directors and will serve a term of 3 years. The Treasurer shall, through delegation to the Chief Executive Officer and/or other appropriate employees of the Association, be charged with oversight of the financial affairs of the Association, subject to the control and direction of the Board of Directors. In consultation with the Finance Committee and the Chief Executive Officer, the Treasurer shall present the annual budget and the audit and perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors.

Section 5.5 Secretary. The Secretary shall be the Corporate Secretary of the Association, shall be responsible for the preparation of minutes, shall certify results of all Association-wide elections, and shall carry out such other duties as may be assigned by the Board of Directors. The Chief Executive Officer shall serve as Secretary.

Section 5.6 Chief Executive Officer. The Chief Executive Officer shall, subject to the control of the Board of Directors and as set forth more particularly by contract, be responsible for the business and operations of the organization, the Central Office, and staff and personnel. The Chief Executive Officer shall formulate plans and advise on policies for the accomplishment of the Association's objectives, and, upon the approval of the Board, shall be responsible for their administration. The Chief Executive Officer shall perform such other duties as may be described elsewhere in these Bylaws or assigned by the Board.

Article VI. Committees

Section 6.1. Standing Committees. The following standing committees shall be appointed by the President with the approval of the Board of Directors:

- A. **Nominating Committee.** The Nominating Committee shall present nominations for positions on the Board of Directors, Officers, and Leadership Council. Whenever possible, the Committee shall present a slate consisting of two candidates for each open position. The Board with the advice of the Committee, shall develop and publish selection criteria as well as procedures to ensure that the pool of candidates meet those criteria and balance diversity of gender, region, race, and ethnicity. Members of the committee will be appointed by the President in consultation with the Chair of the Leadership Council. Committee member terms will be staggered so that no less than half the members rotate off each cycle. The immediate Past-President will serve on the committee for one year after their term as Retiring President. The committee will appoint their own chair each year.
- B. **Finance and Audit Committee.** The primary responsibility of the Finance Committee is to present a budget to the Board that is consistent with the Association's strategic plan. Up to two members of this committee may be individuals with expertise in financial matters who are not members of the Association. The Committee will be chaired by the Treasurer. Other Finance Committee functions include:
 - Approval of financial policies, procedures, and internal controls.
 - Approval of the audit and recommendation for Board approval.
- C. **Ethics Committee.** The Ethics Committee shall investigate complaints of illicit and improper conduct and make recommendations for appropriate action. With approval of the Board, the Committee shall adopt regulations for investigating complaints.

Section 6.2. Other Committees. The President, with the approval of the Board of Directors, may appoint such other committees as are needed and which are not in conflict with other provisions of these Bylaws. The duties of such committees shall be prescribed by the Board of Directors upon their appointment.

Section 6.3. Short-term Workgroups. Short-term workgroups may be established by the Board of Directors or President to carry out particular tasks as described in a charge from the Board of Directors or President. The charge may designate the term of short-term workgroups. Members for short-term workgroups shall be appointed by the President, and the workgroups shall be discharged when tasks assigned have been completed. Workgroups may be discharged earlier if, in the Board's judgment, they are not making substantial progress toward their purpose.

Article VII. Districts and Divisions

Section 7.1. Districts. Districts composed of specific geographic areas shall be established or discontinued by the Board of Directors in consultation with the Leadership Council. A District Leader shall be elected by members residing in that district only. Each District Leader shall reside and/or work in the district the individual represents.

Section 7.2. Divisions. Divisions focused on professional interests shall be established or discontinued by the Board of Directors in consultation with the Leadership Council. Division Leaders shall be elected by all members eligible to vote.

Article VIII. Leadership Council

Section 8.1 General Powers. The duties of the Leadership Council shall be to inform the Board of important external trends, opportunities, and threats; create and nurture communities at the state level and within professional interests; identify potential partnerships, create educational policy statements, chair regional and division committees, and foster relations with state chapters and affiliated groups.

Section 8.2 Composition. The Leadership Council will be composed of the District and Division Leaders. The Retiring President and the Chief Executive Officer shall be a nonvoting ex-officio members of the Leadership Council. All nominated and elected candidates for the Leadership Council must be and must remain members in good standing.

Section 8.3 Terms The terms of District and Division Leaders shall be three years. No elected member of the Leadership Council shall be eligible to serve for another term as Leaders within three years after the expiration of a full three-year term.

Section 8.4 Resignations Any District and Division Leader may resign at any time by delivering a resignation in writing to the Leadership Council Chair, President, or the Chief Executive Officer. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 8.5 Removals District and Division Leaders may be removed from office by two-thirds of the District and Division Leaders for reasons set forth under the laws of the District of Columbia. A District and Division Leader may be removed by the Leadership Council only after reasonable notice and opportunity to be heard before the Leadership Council.

Section 8.6 Vacancies. In the event of the death, resignation, or incapacity of a Leader, the Board of Directors in consultation with the Leadership Council shall fill the vacancy by appointment until the next regularly scheduled election of that position.

Section 8.7 Meetings of the Leadership Council. The Leadership Council shall meet at least one time per fiscal year. Additional meetings of the Leadership Council may be held at such places and at such times as the Chair, Incoming chair or the Leadership Council may determine. The Leadership Council may meet in person or by conference call or other electronic means provided that all persons may hear and speak to one another simultaneously. The Leadership Council may take action without a meeting if each member approves of the action to be taken in writing.

Section 8.8 Quorum. At any meeting of the Leadership Council a majority of the District and Division Leaders entitled to vote then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Article IX. Leadership Council Leadership

Section 9.1. Chairs and Terms. The Leadership Council shall be led by a Chair and Incoming Chair. The District and Division Leaders shall select the Incoming Chair from the Leaders who have two years remaining in their terms. The Incoming Chair shall serve as such for one year, then one year as Chair. Incoming Chairs and Chairs will continue to serve as Leaders of their District or Division.

Section 9.2 Election of the Incoming Chair. Election of the Incoming Chair shall be by a simple majority of the votes cast by District and Division Leaders. The Board of Directors shall prescribe the specific manner of voting.

Section 9.3 Vacancies. In the event of the death, resignation, or incapacity of an Incoming Chair or Chair of the Association this succession procedure shall be followed:

- A. Chair - The Incoming Chair shall become the Chair for the remainder of the unexpired term which shall include the term of office which the Chair being replaced would normally have served.
- B. Incoming Chair – The District and Division Leaders shall select a new Incoming Chair from the Leaders who have two years remaining in their terms.

Article X. Indemnification

Unless otherwise prohibited by law, the Corporation shall indemnify any Director or Officer or any former Director or Officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, Officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Corporation may advance

expenses or, where appropriate, may itself undertake the defense of any Director, Officer, or employee. However, such Director, Officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of directors' and officers' liability insurance.

Article XI. Miscellaneous

Section 11.1 Fiscal Year. The Board of Directors shall establish the Association's fiscal year.

Section 11.2 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 1986, as amended, or any successor provision.

Article XII. Bylaw Amendments

Section 12.1 Proposals. A proposed amendment to these Bylaws may originate in the Board of Directors, the Leadership Council, or through a petition submitted to the Board of Directors, bearing the signatures of not less than **fifty (50) NSTA members**.

Section 12.2 Board Recommendation. 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 12.4 Approval. A proposed amendment to these Bylaws shall be submitted to a vote by the membership. 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 12.5 Non-substantive Changes. 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.