

2019 CSTA Bylaws Update

Message from CSTA's Board Chair and Chair-Elect

As we launched the new era of CSTA last summer, it became clear to the board that we needed to update our organizational Bylaws to reflect the current practices of the organization and align with the strategic plan we have charted for CSTA. A committee made up of three board members and led by incoming board Chairperson Jen Rosato brought the suggested updates to the full board in October of 2018, where they were unanimously supported. We most strongly believe that these updates are in the best interest of the association and most importantly, its chapters and members. The final step in this process is a full vote by membership, and we encourage you to vote in support of the below amendments. If you have any questions about these updates we will be holding a webinar on March 5th at 7ET/4PT to speak with the community about these updates.

- Fred Martin and Jen Rosato

Overview of Updates

The process to ratify these proposed amendments is broken into two votes for the membership. The first vote is to make a group of amendments that update the bylaws to reflect the current practices of the organization. The second vote updates voting rights for members. Both groups are summarized below, and the complete changes can be found on the pages that follow.

- **Group 1: Updates to reflect current practices.**
 - CSTA's operations have grown since the last update to the Bylaws in 2015. There are a number of minor language updates and process changes that reflect CSTA's current organizational practices that are suggested and supported by the Board of Directors. These are summarized to include:
 - Consistent use of "Chairperson" instead of President or Chair throughout
 - Consistent use of "educator" throughout to reflect not only teachers, but also administrators, counselors, and those in the out-of-school education space
 - Accurate representation of the current legal standing and relationship with ACM (Article I)
 - Expanded definition and scope of membership and local chapters (Articles II and III)
 - Revised definition of non-discrimination statement to increase inclusivity (Article II)
 - Clarification of the dues-based paid membership structure (Article III)
 - Clarifying the roles and responsibilities of the Executive Director and Board of Directors for overall governance and day-to-day activities (Articles IV, V and VI)
 - Simplifying committee language and moving process documentation to the organization's Policies and Procedures Manual (Article V)

- **Group 2: Voting rights (Article III, Section 5 under new numbering of articles)**
 - The introduction and growth of paid membership is an essential aspect of the future sustainability of CSTA as established by the Board of Directors. In order to appropriately value the importance of voting privileges, committee and board service to our organization, we propose making these privileges available through the paid membership level. Currently, less than 4% of CSTA's membership participates in elections. This amendment will allow those that value this privilege to opt into the process. This change also brings CSTA into alignment with best practices of peer organizations and sends a strong signal to current and future supporters that our membership is invested in the future of the organization.

The board fully supports these amendments as best for the future of CSTA. There are no dissenting opinions and therefore no rebuttal language included in the proposed changes.

Bylaws with Proposed Changes	Notes
<p><i>Throughout the Bylaws:</i></p> <ul style="list-style-type: none"> • Consistent use of “Chairperson” instead of President or Chair • Consistent use of “educator” to reflect not only teachers, but also administrators, counselors, and those in the out-of-school education 	
<div data-bbox="388 483 1176 812" data-label="Image"> </div> <div data-bbox="409 844 1155 1144" data-label="Image"> </div> <p>COMPUTER SCIENCE TEACHERS ASSOCIATION BYLAWS (20195)</p>	<p>Update logo and year</p>
<p>Article I: Name and Affiliation</p>	<p>Updated to reflect current legal standing and relationship with ACM.</p>

<p>The organization will be known as the Computer Science Teachers Association (hereafter referred to as CSTA). It was formed by of the Association for Computing Machinery (hereafter referred to as ACM). CSTA shall be defined as a Limited Liability Company, a wholly-owned subsidiary of ACM, with its own separate non-profit status under the auspices of ACM and as such will have non-profit status.</p>	
<p>Article II: Purpose</p> <p>CSTAThe Computer Science Teachers Association is an international membership organization that supports and promotes the teaching of computer science and other computing disciplines. CSTA provides opportunities for K-12 educatorteachers and students to better understand the computing disciplines and to more successfully prepare themselves to teach and learn. CSTA supports the creation of Local Chapters to support these educators.</p> <p>The policies of CSTA shall not reflect any any preference, discrimination, or limitation based upon race, gender, gender identity, marital status, pregnancy, national origin, political affiliation, religion, ethnicity, physical or mental disability, citizenship status, sexual orientation, genetic information, military status or affiliation, veteran status, or agepolitical partisanship, nor any preference, discrimination, or limitation based upon sex, race, or religious affiliation. The explicit policies will be spelled out in the CSTA Policies and Procedures Manual. A complete copy of the CSTA Bylaws, including all updates, shall be maintained on the CSTA web site for full membership access.</p> <p>Specifically, CSTA will:</p> <ul style="list-style-type: none"> • Assist in building a strong community of educators of computer science and other computing disciplines who share their knowledge and work together to improve their skills. • Develop and support CSTA chapters to support local educators. 	<p>Included international to explicitly reflect that CSTA members are not just from the United States.</p> <p>Inclusion of Local Chapters as part of our primary purpose.</p> <p>Non-discrimination language based on EEOC and state of Illinois language.</p> <p>Inclusion of local chapters</p>

- Advocate for comprehensive and academically sound K-12 curricula for computer science and other computing disciplines.
- Collect and disseminate to the membership information pertinent to teaching and learning in all computing disciplines.
- Support projects and initiatives that allow students to experience the excitement of all computing disciplines and improve their understanding of the opportunities they provide.
- Carry out and disseminate current research on computing education and pedagogy.
- Improve understanding of the importance of computing education and increase administrative support for all computing disciplines in the curriculum.
- Provide ~~educators~~teachers with access to high quality professional development in accordance with their personal learning goals and the needs of their students.

Article III: Membership

Section 1: Individual Membership

Individual membership status in CSTA is available to all persons, without discrimination, who are interested in computer science education. ~~CSTA has separate paid and unpaid membership levels with commensurate benefits. All CSTA memberships shall renew automatically each year unless canceled by the member or terminated for non-payment of dues. A member shall be defined as any person who has made application and paid any required dues.~~

Section 2: Institutional Membership

Institutional membership is open to any organization concerned with the development and production technology-based systems, products, and services that support education. CSTA and the institutional members shall work together to achieve the purposes listed in Article II. An institutional member shall be defined as an organization that has made an application and paid any required dues. Institutional members are entitled to designate a single voting member.

Updated to include paid membership tier(s).

~~¶~~

~~Section 3: Cooperating Professional Associations~~¶

~~Cooperating Professional Association membership is open to members of any non-profit, professional organization that is committed to the same or related goals as CSTA and has well-established methods of communicating with its own members. CSTA and the Cooperating Professional Association members shall work together to achieve the purposes listed in Article II.~~

Section 34: Local Chapters

A CSTA chapter is a local ~~affiliate branch~~ of CSTA ~~comprised of CSTA members~~, designed to facilitate discussion of local issues, provide member services at the local level, and promote CSTA membership ~~on the national level~~. The ~~L~~local ~~C~~hapters will work with the ~~national~~ CSTA organization to promote CSTA at the local level.

Section 45: Dues

The ~~Executive Director shall recommend, and the Board of Directors will consider for approval shall subsequently approve, determine~~ the dues, responsibilities, and benefits of the various categories of membership.

Section 56: Rights and Privileges

All members of CSTA have the right to attend and to speak at general meetings and to attend meetings of the Board of Directors. ~~Paid individual members may serve on the Board of Directors, serve on committees, and have voting privileges.~~

~~Only members of CSTA may serve as officers, serve on committees, and vote on motions.~~

Section 67: Termination of Membership

A member may resign from CSTA by submitting a written resignation to the ~~Chairperson~~ ~~President~~. A member may be expelled or suspended for reasonable cause after a hearing before the Board of Directors and a majority vote of that Board. ~~Paid membership may be automatically terminated for a member's failure to pay dues;~~

Removed Section 3: Cooperating Professional Associations (because we don't have any; this category hasn't been active)

<p>individual paid members may be downgraded to the unpaid level at CSTA discretion instead of termination for non-payment of dues. Membership may be automatically terminated for a member's failure to pay dues.</p> <p>Section 78: Membership Roster</p> <p>The collection of membership dues and maintenance of a membership roster will be administered by CSTA ACM. The roster will be used for the ordinary business of CSTA and at its sole discretion, CSTA may send information to members on behalf of local chapters or other organizations upon request, may be made available to others for professional use at the discretion of the Board of Director in accordance with CSTA's Privacy Policy.</p>	<p>Reflects change in terminating paid memberships.</p>
<p>Article IV: Board of Directors</p> <p>Section 1: Governance</p> <p>The affairs and property of the Organization shall be managed by the Executive Director with oversight from the Board of Directors. ¶</p> <p>¶</p> <p>CSTA shall be governed by a Board of Directors consisting of officers including a Chairperson, an alternating Chairperson-Elect or Past Chairperson and Directors, a majority of whom must be elected by the membership. The CSTA Director positions are defined in the CSTA Policy and Procedures Manual. All major organizational policy, fiscal activity, and official Board activity (e.g., committee creation and dissolution) decisions and the annual organizational budget must be approved by a majority vote of the Board of Directors.</p> <p>The affairs and property of the Organization shall be managed by the Executive Director with oversight from the Board of Directors.</p> <p>Section 2: Board of Directors Meetings</p>	<p>First sentence moved below paragraph introducing the Board of Directors.</p> <p>Added Executive Director</p>

The Board of Directors shall meet in person at least once per year in a setting announced and open to all. Members seeking to place items on the agenda should submit such items to the **Executive Director and the Chairperson at least 60 days prior to the meeting**~~President in a timely fashion prior to the meeting~~. Other meetings may be called by the **Chairperson**~~President~~ or at the request of 20 percent of the Board of Directors.

Section 3: Meeting through Telecommunication

The Board of Directors may conduct meetings through telephone conference calls, video-conferencing, or by other similar electronic methods in which all those Directors participating in the meeting may simultaneously communicate.

Section 4: Board Meeting Minutes

A Recorder shall record and CSTA shall maintain the minutes of Board meetings.

Section 54: Voting

The affirmative vote of a majority of the members of CSTA present at a meeting or participating in a vote by mail or electronic means shall be sufficient to make a decision of the membership.

Section 65: Proxy Voting

Voting by proxy is not allowed.

Section 76: Board Quorum

At least fifty-one percent (51%) ~~One-half (1/2)~~ of the members of the Board of Directors in office and eligible to vote shall constitute a quorum. If a quorum is present, a majority vote of those present and eligible to vote shall prevail, unless otherwise specified in these Bylaws.

Section 87: Compensation

The members of the Board of Directors shall receive no compensation for serving.

Included specific language for time frame and where agenda items should be sent.

Moved this section from CSTA Staff to here, consistent with other information about the Board.

Section 98: Rules of Order

At the meetings of the Board of Directors, the latest edition of *Robert's Rules of Order* shall apply when procedures are not specified in these Bylaws.

Section 109: Removal of a Board Member

A Board member may be removed when sufficient cause exists for such removal. Cause may include, but is not limited to, conflict of interest, unethical behavior, dereliction of duty, or egregious misconduct. The Board of Directors may entertain charges against any board member with the Chairperson presiding over any discussion concerning the removal of a Board member.

In the case where the Chairperson is so-charged, the Past-Chairperson will preside. If there is no Past Chairperson serving on the Board of Directors, the members of the Board will appoint a member of the Board to preside over the proceedings. The Board of Directors shall adopt such rules for this hearing as necessary for the best interests of the association.

Removal of any elected or appointed member of the Board of Directors must be approved by a 2/3 majority vote of the Board of Directors.

Section 110: Terms of Office

Should any directorship become vacant, the Board of Directors may appoint an individual to complete the unfinished term. Should the office of Chairperson become vacant, the position will automatically be assumed by the Chairperson-Elect or Past Chairperson who may be newly elected for the purpose of filling this position. Such service shall not count toward the maximum term allowed to the Chairperson. Should the office of Past Chairperson become vacant, no replacement will be appointed. Should the office of Chairperson-Elect become vacant, the Board of Directors will elect a new Chairperson-Elect.

Article V: Election of Officers

Section 1: Nominations

A nominations committee, chaired by the Chairperson-Elect or Past Chairperson and consisting of board members not running for election, shall organize nomination and balloting activities in a manner that allows for timely results and terms of office to begin with the fiscal year.

Section 2: Officers

A Chairperson serves for a two-year term. During the first year, the previous Chairperson serves as Past Chairperson, and the office of Chairperson-Elect is vacant.

At the beginning of the second year of a Chairperson's term, the Board of Directors elects a Chairperson-Elect from among those directors who were elected by the association membership. The Chairperson-Elect serves in this position for the remainder of the fiscal year, before assuming the office of Chairperson at the first meeting of the following year. (The office of Past Chairperson is vacant during the second year of a Chairperson's term.)

The elected Chairperson-Elect and the Chairperson do not need to run in subsequent elections while holding these offices. The Chairperson shall not serve as Chairperson in any two consecutive terms.

Duties of the Chairperson include chairing the Board of Directors, supervising and coordinating CSTA's activities, and serving as liaison to the Executive Director and staff.

~~All communication in the name of CSTA shall be copied to the Chairperson.~~

Duties of the Chairperson-Elect and Past Chairperson include substituting for the Chairperson and supervising elections **and the organizational audit**. ~~All communication in the name of CSTA shall be copied to the Chairperson-Elect or Past Chairperson.~~

Removed language related to copying Chairs on all communications. (Note: included information on Chair access to communications in recommended updates to Policies and Procedures.)

Added the audit as part of duties.

Section 3: Terms of Office

Should any office become vacant, the Board of Directors shall select someone to complete the unfinished term, except in the case of the Chairperson, whose position will be automatically assumed by the Chairperson-Elect. Such service shall not count toward the maximum of two terms allowed the Chairperson.

Section 4: Committees

~~There are three committees that are essential to the operations of CSTA: the Nominations and Elections Committee, the Audit Committee, and the Executive Committee. There are several committees that are essential to the operations of the organization. These committees address the following categories—Teacher Certification, Curriculum, Executive, Equity, Funding Development, Governance, International, Membership, Nominations and Elections, Professional Development and Research—and are permanent standing committees of CSTA. Additional long-term standing committees may be defined in the CSTA Policy and Procedures Manual.¶¶~~

~~¶¶~~

~~Formation of a task force may be suggested by any member and is subject to affirmative vote by a majority of the Board of Directors. No task force will be formed without at least one volunteer to serve as Chair.¶¶~~

~~¶¶~~

~~Task forces shall be dissolved by the Board of Directors when assigned activities have been accomplished and no new activities are assigned or when there has been no progress toward assigned activities over an extended period of time.¶¶~~

~~¶¶~~

~~Chairs of task forces may be invited to attend the board meetings at the discretion of the Executive Director.¶¶~~

The Executive Committee is composed of the Chairperson, the Chairperson-Elect or Past Chairperson and others defined by the Board Policy and Procedures Manual to set and have oversight over the Executive Director’s compensation and to review the organization’s annual budget.

Updated to reflect that committee information (except for those committees comprised solely of members from the Board of Directors) and task force information is now included in the Policies and Procedures Manual.

Moved information on the Executive Committee to this section from Article VI:

<p>Other active committees may be established and disbanded by a majority vote of the Board of Directors to meet the current needs of CSTA.</p>	<p>CSTA Staff for clarity (i.e. members are not staff of CSTA.)</p>
<p>Article VI: CSTA Staff</p> <p>Section 1: Executive Committee¶¶ There shall be a standing Executive Committee composed of the Chairperson, the Chairperson-Elect or Past Chairperson and others defined by the Board Policy and Procedures Manual to set and have oversight over the Executive Director’s compensation and to review annual budgets for staff salaries and benefits.</p> <p>Section 12: Support Staff All budgeted support staff shall be hired and managed by the Executive Director.</p> <p>The editor of CSTA’s publications shall be recommended by the Executive Director and approved by the Board of Directors. The duties of the editor include managing the publication and making policy and editorial suggestions regarding publications.¶¶ ¶¶ All other staff shall be hired and managed by the Executive Director.</p> <p>Section 3: The Executive Director The Executive Director shall be a paid employee of CSTA. The Executive Director shall have charge of the principal office of CSTA, and shall be responsible for the general administration of the affairs of CSTA in accordance with the policies set by the Board of Directors.</p> <p>The Executive Director shall be appointed after recommendation and approval by the Executive Committee of the Board of Directors and the Executive Committee of ACM by the Executive Committee with the consent of the Board of Directors and the Executive</p>	<p>Updated to clarify steps in the process.</p>

<p>Committee of ACM. The terms and conditions of his/her employment shall be fixed by the CSTA Executive Committee.</p> <p>Section 4: A Recorder shall maintain the minutes of Board meetings.</p>	
<p>Article VII: Budget</p> <p>The Chairperson of the Board of Directors and the Executive Director will present a draft of the annual budget to the Executive Committee for their approval one month prior to the beginning of the fiscal year in January of each year. The Executive Director will then submit the approved draft budget to the Executive Committee of the ACM. After approval by the ACM Executive Committee, the Executive Director and the Chairperson will present the final budget to the Board of Directors for approval. The Executive Director shall oversee distribution of CSTA's funds.</p>	<p>Reflects Board's direction to CSTA for timeline to approve the annual budget.</p> <p>CSTA has confirmed that ACM no longer needs to approve the budget.</p>
<p>Article VIII: Amendments</p> <p>Any member may suggest to the Board of Directors amendments to these Bylaws. Amendments approved by the Board of Directors shall be submitted to the membership for ratification. Any petition to amend submitted by 5% of the membership shall automatically be submitted to the membership for ratification. Ballots for the approval of amendments shall include the original bylaw (if appropriate), the amendment, a rationale for the amendment, and a minority or opposition position statement. The length of opposition statements shall be restricted to that of supporting statements or 350 words, whichever is greater. The Nominations and Elections Committee shall be responsible for establishing a reasonable process of balloting and assessing the results of balloting relative to bylaw amendments. Amendments shall take effect at the beginning of the fiscal year unless other provisions are approved with the amendment. CSTA Bylaws may not conflict with the ACM Constitution or Bylaws.</p>	

Article IX: Dissolution

CSTA may be dissolved only by the ACM Council. This dissolution may be by the recommendation of the ACM Executive Committee (with or without the CSTA Board "by mutual consent"), or possibly by action of the ACM Council acting independently. Any funds remaining to CSTA upon dissolution and after the payment of legitimate debts shall revert to ACM.

Article X: Liability and Indemnification of Officers and Directors

In any proceeding brought by or in right-of CSTA or brought by or on behalf of members of CSTA, no officer or director of CSTA shall be liable for monetary damages except in respect of willful misconduct or knowing violation of criminal law by that officer or director. CSTA shall indemnify its Officers and Directors to the full extent allowed by law.