



## Science Teachers Association of Texas Bylaws

### Article 1: Name and Location

The name of the organization shall be the Science Teachers Association of Texas (STAT), a nonprofit corporation incorporated in the state of Texas, hereinafter referred to as the Association.

### Article 2: Purpose

The purposes for which the Association is organized are to:

- 1) Build and strengthen networks for Texas educators.
- 2) Provide quality professional growth opportunities in content and pedagogy.
- 3) Inform policymakers and the public regarding science education issues.
- 4) Establish the Association as a resource for science educators as they seek to ensure students are scientifically and technologically literate.
- 5) Disseminate current scientific research.

### Article 3: Membership Categories, Procedures, and Rights

Membership in this Association shall be available to all persons who are interested in the provision of science education regardless of ethnicity, gender, creed, or national origin, and who agree to comply with the basic tenets of the Association as described in these bylaws.

**3.1 Membership Categories:** The Association may have individual and special categories of membership:

- A. Individual – Regular:** Shall be individuals in pre-K–12 education and administration, individuals in informal and higher education, and others who support the mission and goals and pay dues to the Association.

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Science Teachers Association of Texas Bylaws. Version Created 2002, Amended 2004, Amended July 2005, Amended March 2006, Amended April 2008, Amended December 2008, Amended December 2009, Amended November 2010, Amended February 2011, Amended January 2012, Amended November 2016, Amended January 2017, Amended May 2018.

- B. Individual – Retired and Student Teacher:** Shall be pre- or post-service teachers who support the mission and goals and pay dues to the Association.
- C. Special:** Additional special categories of membership may be designated by the Executive Board.

### **3.2 Membership Procedures**

- A. Application:** All applications for membership shall be submitted to the Association office using designated application forms and must include payment.
- B. Transfer:** Memberships may not be transferred.
- C. Resignation:** Any member may resign by filing a written resignation with the Executive Director. There will be no refunds or proration of dues.

### **3.3 Membership Rights:** Regular Members of the Association shall be entitled to all of its rights and privileges, including the right to vote and to hold office, as allowed by member type.

- A. Voting Rights:** Proposals to be offered to members for a vote shall first be approved by the Executive Board. On any vote, a plurality of those voting shall determine the action.
- B. Hold office:** Current Association members may be eligible to hold office on the Executive Board, assuming qualifications are met.

### **3.4 Membership Year:** The membership year shall be for one (1) year from the date dues are received and processed by the Association. The date the dues are received and processed shall be recorded to establish each member’s anniversary date for future renewals.

### **3.5 Annual Business Meeting:** A business meeting of the membership shall be conducted annually. Fifty (50) Members of STAT shall constitute a quorum for the annual meeting. Notice of the meeting shall be made to the membership at least thirty (30) days prior to the annual meeting.

## **Article 4: Dues**

- 4.1 Dues:** Dues for all categories of membership shall be established by the Executive Board.
- 4.2 Refunds:** No dues shall be refunded to any member whose membership terminates for any reason.

## Article 5: Executive Board

- 5.1 Authority and Responsibility:** The Executive Board is the Association's governing body. As such, the Board sets policy and makes decisions on behalf of the membership by providing general oversight regarding the affairs of the Association, its committees, advisory councils, affiliates and publications; determining its policies or changes therein; actively pursuing Association goals and objectives; and monitoring financial affairs. The Board adopts rules and regulations for the conduct of the Association. The Officers and At-Large Board Members are voting members of the Board.
- 5.2 Members and Qualifications:** The Executive Board shall consist of nine voting members: five (5) Board Officers (President, President-Elect, Immediate Past President, Secretary, Treasurer) and four (4) Members-at-Large. The Association Executive Director shall serve on the Executive Board as a non-voting Ex-Officio member. Any regular member in good standing shall be eligible for nomination, election and service on the Executive Board, with the exception of the President-Elect position. Any individual Regular Member in good standing who has served a minimum of one year on the Executive Board shall be eligible for nomination and election as President-Elect and service in the three-year Presidential term. No Executive Board member may serve concurrently as an Affiliate Representative on the Advisory Board. No two offices on the Executive Board may be held by the same person, except in the event of appointment due to office vacancy.
- 5.3 Terms of Office:** Each twelve-month term of office begins on June 1 following the Executive Board election. The President track shall be a three-year total commitment and shall automatically progress based on the following terms: President-Elect (1 year), President (1 year) and Immediate Past President (1 year), each with a one-year term limit. The Secretary, Treasurer and Member(s)-at-Large shall serve a two-year term. Terms will be staggered to ensure continuity. No full term may be repeated consecutively by the same person.
- 5.4 Duties of Board Officers:**
- A. President:** The President shall be the Chief Elected Officer of the Association and serve as Chair of the Executive Board. The President shall preside at all regular and special meetings of the Board and the membership, appoint all committees and task forces, and represent the Association during his/her term.
  - B. President-Elect:** The President-Elect shall work cooperatively with the President in administering the affairs of the Association, serve as President Pro Tem in the event of the President's absence, and assume the office of President after fulfilling the term of President-Elect.

- C. Immediate Past President:** The Immediate Past President shall advise the President, shall serve as Chair of the Nominating Committee and oversee the Board elections process, and shall take office after serving as President.
- D. Secretary:** The Secretary shall be responsible for documentation of all regular and special meetings.
- E. Treasurer:** The Treasurer shall oversee all Association financial activities and shall serve as the Finance Committee Chair.

## **5.5 Meetings:**

- A. Regular Meetings:** A regular meeting of the Executive Board shall be held no less than two (2) times during the operational year at such time and place as the Executive Board may prescribe. Notice of all such meetings shall be posted. Additional meetings may be called as necessary to conduct the business of the Association and may take place via conference call, face-to-face meetings, or various electronic means, provided that notification to all Executive Board members has been given at least five (5) calendar days before the meeting, there is a participating quorum, and the identity of all members can be verified at the time of the meeting.
- B. Special Meetings:** A special meeting may be called by the President or any five (5) members of the Executive Board. Notice shall be given at least five (5) days prior to the meeting.

**5.6 Quorum:** At all meetings of the Executive Board, a majority of members shall constitute a quorum.

**5.7 Voting:** Voting rights of an Executive Board member shall not be delegated to another nor exercised by proxy. Action taken by mail or electronic mail ballot, in which a majority of voting members in writing indicate agreement, shall constitute a valid action of the Board.

**5.8 Removal from Office and Vacancies:** Any Executive Board member who violates Executive Board Standards as outlined in Policies and Procedures may be removed by a two-thirds (2/3) vote of the Executive Board. Any vacancy, with the exception of President and President-Elect, shall be filled for the remainder of the term by appointment of the President with the approval by a majority of the Executive Board. A vacancy in the office of President or President-Elect shall be filled by the Nominating Committee and approved by the Executive Board.

**5.9 Compensation:** Executive Board members shall not receive any compensation for their services but may be reimbursed for expenses incurred on behalf of the Association.

## Article 6: Elections

- 6.1 Nominations:** A Nominating Committee shall annually prepare and submit to the membership a slate of candidates for the Executive Board. Members wishing to be considered shall complete and return requested nomination information to the Association office by the published deadline. In the event that no nominations for an open position are received by the deadline, the Nominating Committee shall solicit nominations from Association sources.
- 6.2 Nominating Process:** The Nominating Committee shall publicize a nominating process and timeline to the membership, review eligible applicants, nominate a minimum of one candidate for annual election for each open position, and notify the membership of its choices not less than 60 days prior to the end of the fiscal year. No member of the Nominating Committee can be nominated for election to the Executive Board. The Nominating Committee shall prioritize selection of candidates based on experience, background, and diversity of candidates and composition of the Board.
- 6.3** If multiple candidates create a contested election, the Association shall conduct an auditable election by mail, fax or electronic ballot. The candidate who receives a plurality of votes cast shall be declared elected.
- 6.4** After the date the Nominating Committee notifies the membership of its candidates for election, 15 days shall be allowed for members to self-declare. If no additional nominations are submitted by petition within 15 days, uncontested candidates as presented will be considered elected by acclamation or a balloted election will occur.
- 6.5** Any qualified member may self-declare within the 15-day period with the support of 1% of the current Association membership through written petition and shall be placed on a ballot. The ballot shall list those nominees recommended by the Nominating Committee and those recommended by petition.

## Article 7: Advisory Board

For purposes of ongoing communication and representation of specialized interest groups, the Association shall maintain an Advisory Board.

- 7.1 Members:** The Advisory Board shall consist of:
- A. The Executive Board** as outlined in Article 5.
  - B. Affiliate Representatives:** Each Affiliate organization that is recognized by the Association and maintains qualifications outlined in Policies and Procedures shall

designate one representative to attend two Association Advisory Board meetings each year.

**7.2 Responsibilities:** The Advisory Board shall exist to ensure communication between the Association and Affiliates, support working committees to fulfill the purposes of the Association, consider efforts to promote science education, and make recommendations to the Executive Board.

**7.3 Meetings:** A regular meeting of the Advisory Board shall be held no less than two (2) times during the operational year at such time and place as the Executive Board may prescribe. Notice of all such meetings shall be posted. Additional meetings may be called as necessary to conduct the business of the Association and may take place via conference call, face-to-face meetings, or various electronic means, provided that notification to all Advisory Board members has been given at least five (5) calendar days before the meeting.

## **Article 8: Affiliates**

The Association may include Affiliate organizations that meet criteria approved by the Board and outlined in the Policy and Procedures. Affiliates are broadly defined as organizations with mission and purpose in alignment with the Association. Affiliates provide a mechanism to reach local supporters.

- A. Each affiliate shall support the mission, purposes, membership, and programs of the Association. Affiliate organizations shall not be in conflict with the Association and shall conform to the procedures specified by the Board.
- B. Procedures for creating or dissolving the affiliate relationship shall be as specified in Policy and Procedures.
- C. The organization seeking affiliation shall make formal application in writing to the Executive Director for Affiliate status. The Executive Board shall review and approve all affiliate applications with majority vote.
- D. The relationship between the Association and the affiliate is one of shared values and mutual interest but does not connote a legal relationship between the two groups. Specifically, the Association cannot be held liable for any actions of the affiliate group.

## **Article 9: Committees and Task Forces**

**9.1 General Responsibilities:** Members of committees and task forces are appointed by the President and shall assume their duties and serve a term that coincides with that of the President. All committees shall communicate with the Executive Board at least once annually and at other times as necessary.

**9.2 Standing Committees:** The Association may maintain standing committees in order to carry out the ongoing business of the Association and serve its members. Standing committees are determined by the Executive Board and outlined in Policies and Procedures. At minimum, the Association shall maintain a Finance Committee and Nominating Committee:

**A. Finance Committee:** Shall be chaired by the Treasurer and consist of a minimum of five (5) members. The Committee shall prepare recommendations on the annual budget and receive and review financial reports and audit and investment information.

**B. Nominating Committee:** Shall be chaired by the Immediate Past President and consist of a minimum of five (5) members, including an additional Past President. The Nominating Committee shall review all formal candidates for Board service and shall nominate a minimum of one candidate for election for each open position and notify the membership of its choices not less than 60 days prior to the end of the fiscal year. No member of the Nominating Committee can be nominated for election to the Executive Board.

**9.3 Ad Hoc Committees and Task Forces:** The President may appoint such committees and task forces as necessary to facilitate the business of the Association. Such appointments may be made for a term to coincide with that of the President unless otherwise provided by Board action.

## **Article 10: Executive Director**

An Executive Director shall serve as the Chief Staff Officer of the Association and shall manage a staff team to oversee and support the day-to-day operations of the Association. He/she shall be contracted and managed by the Executive Board. The Executive Director and staff will be responsible for managing programs and events, maintaining the membership data and resources, directing the fiscal matters of the Association, and other such duties as delegated by the Board. The Executive Director shall serve on the Executive Board in a non-voting, Ex-Officio capacity.

## **Article 11: Records and Property**

**11.1 Records:** The Association shall keep correct and complete records of accounts, memberships, property and equipment, as well as minutes of all meetings. Records relating to Association business may be inspected by any member in good standing following the procedure outlined in governance documents.

**11.2 Property:** All property purchased by STAT shall be used for the sole purpose of STAT business.

## **Article 12: Indemnification and Insurance**

The Association shall indemnify its officers, directors, and employees or agents in performance of official duties of the Association by and through a policy of liability insurance in an amount and to the extent determined by the Executive Board. Such indemnification shall be limited and restricted to coverage afforded by such insurance, unless otherwise approved by the Executive Board.

## **Article 13: Finance**

**13.1 Fiscal Year:** The fiscal year of the Association shall be determined by the Executive Board.

**13.2 Budget:** The Association operating budget shall be adopted annually by the Executive Board prior to the start of the fiscal year.

**13.3 Investment Policy:** The Executive Board shall adopt an investment policy that shall be reviewed annually.

**13.4 Audit:** The Executive Board shall establish a schedule for financial audits.

## **Article 14: Dissolution**

The Association shall use its assets only to accomplish the purposes specified in these Bylaws.

No part of the net income, revenue, and grants of the Association shall inure to the benefit of any member, Officer, or any individual except that reasonable compensation may be paid for services rendered. No member, Officer, or individual shall be entitled to share in the distribution of any part of the assets of the Association on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the Association, after payment of debts and obligations, shall be distributed to one or more regularly organized and qualified charitable



education, scientific, or philanthropic organizations to be selected by the Executive Board. All member and financial records shall be placed in the possession of the President in office at time of dissolution.

## **Article 15: Amendments**

**15.1 Substantive Changes:** The Association Bylaws may be altered, amended, or repealed by the majority of members choosing to vote. Notice of proposed changes shall be presented to members thirty (30) days prior to the close of voting. Voting may take place either at the Association annual meeting or by electronic means.

**15.2 Non-substantive Editorial Changes:** Editorial changes to the Bylaws may be made by a unanimous vote of the Executive Board. The membership shall be notified at least thirty (30) days before changes become effective.