

## SCIENCE TEACHERS OF MISSOURI BYLAWS

(Adopted November 1991, revised March 1998, revised 2002, revised November 2006, revised April 2008, revised September 2008, revised June 2012, revised February 2015)

### ARTICLE I: Name

**Section 1** The name of this Association shall be the Science Teachers of Missouri (hereinafter sometimes referred to as the "Association" or as "STOM").

**Section 2** This Association shall affiliate with the National Science Teachers Association as a state chapter of that Association. However, membership in STOM does not constitute membership in NSTA, nor does membership in NSTA constitute membership in STOM.

**Section 3** It will also affiliate with other societies for science teachers as determined by the Executive Committee.

**Section 4** This Association shall be affiliated only with those state and national teachers' associations that deal expressly with science education.

### ARTICLE II: Purpose

**Section 1** The purpose of this Association shall be to promote the professional interests of the science education community in the State of Missouri by:

- A. Maintaining an Executive Committee whose responsibilities shall include doing any necessary research on any policy proposed for the best interest of the Association or its members and to present the results of such research to the membership of the Association for action;
- B. Jointly sponsoring workshops, conferences, and other meetings of interest to, and of value for, science teachers with other professional and interested groups and agencies both in Missouri and other states;
- C. Acting upon policies proposed, for the best interest of the Association and its individual members;
- D. Furthering a close articulation with state and national educational associations.

**Section 2** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, Board of Directors or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its bylaws. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign for any candidate for public

office. Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on by an Association exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or of any future internal revenue law.

### **ARTICLE III: Membership**

**Section 1** Classes of membership shall be: active, life, student and institutional.

**Section 2** Any teacher of science in the State of Missouri, or any supervising or administrative officer of any school, either public or private, in the State of Missouri, and any other person interested in or concerned with the teaching of science in Missouri, may become an active member of the Association by paying the required annual dues or life membership.

**Section 3** Any agency, business, or educational institution interested in or concerned with the teaching of science in Missouri, may become an institutional member of the Association by paying the required annual dues.

**Section 4** 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 5** Dues shall be payable upon the anniversary date of last membership paid to the Association. The Executive Secretary shall notify members not paid within ninety (90) days. After that, they shall be automatically dropped from membership in the Association.

**Section 6** The dues shall be set by vote of the membership of the Association. Notice of intention to change the dues must be presented at the least thirty (30) days prior to the vote via an electronic or mail ballot.

**Section 7** Student memberships shall be available for full time students at one-half the current regular annual dues. The student's advisor must verify eligibility for student membership.

**Section 8** Life membership may be acquired through a single payment or installments.

### **ARTICLE IV: Powers and Duties**

**Section 1** The Directors and Officers shall perform the duties prescribed by the bylaws and by the parliamentary authority adopted by this Association.

**Section 2** The Board of Directors consist of all elected and appointed Officers and 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) Appoint and annually evaluate the Executive Secretary;
  - 4) Appoint and annually evaluate the Treasurer;
  - 5) Fill any vacancies on the Board (except for the offices of President- Elect, President, and Past President) 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 3;
  - 6) Hold an Annual Business Meeting at a specified time and place. This meeting shall be open to all Association members;
  - 7) Determine other meeting(s) at a time and place specified by the Board 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 or the Executive Secretary shall present;
  - 8) 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 officers of the Association.
- B. The Board of Directors may take action at the Annual Business 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 confirmed within five days by mail ballot.
- C. Each Officer and Director of the Board of Directors shall have the responsibility of promoting the programs of the Association.
- D. A Director or Officer may be removed from office by a three-fourths affirmative vote of the Board of Directors for due cause.

**Section 3** 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) Preside at all general, Board of Directors, and Executive Committee meetings.
- 2) Have general charge of the affairs of the Association under the direction of the Board of Directors.

- 3) With the assistance of the Executive Secretary, provide all members of the Board of Directors with copies of the agenda and all reports pertinent to the business of the Association prior to any scheduled meeting of the Board of Directors.
- 4) Appoint officers as designated in the bylaws subject to confirmation by the Board of Directors.
- 5) Represent the Association wherever possible at other State, regional, or national meetings. In the event the President cannot attend, he/she may designate an alternative representative.
- 6) The President shall, subject to the approval of the Executive Committee, establish regional boundaries for the purpose of electing directors.

B. Retiring President – The Retiring President shall

- 1) Advise the President, Board of Directors, Executive Committee, and members upon request.
- 2) Chair the Nominations and Audit Committees.
- 3) Serve as Parliamentarian for the Board of Directors and Executive Committee.
- 4) Assume the office of President in the event of a vacancy in that office.
- 5) If the Retiring President is unable to perform his/her duties, then the next available immediate Past President will assume the office of Retiring President.

C. President-Elect-The President-elect shall

- 1) Perform the duties of the President in his/her absence or temporary inability to serve.
- 2) Chair the Program Committee to plan and coordinate the Association's annual conference.
- 3) Succeed to the Presidency at the expiration of his/her regular term of office as President-Elect.

D. Appointed Directors - Appointed Directors and Officers of the Association shall be the Executive Secretary, Treasurer, Legislative Liaison, Awards Director, Advisor, and two Directors-at-Large. The term of office for appointed directors shall be one year and they shall be eligible for reappointment. Appointed Directors shall have such duties from time to time as determined by the President and/or the Board of Directors.

E. Executive Secretary - The Board of Directors, in accordance with Section 2-A-3 of this Article IV, shall appoint The Executive Secretary. The Executive Secretary shall have all powers and duties of a secretary of a corporation under Missouri law. Without limitation thereof, the Executive Secretary's powers and duties shall include those hereinafter set forth:

- 1) Attend all meetings of the Board of Directors.

- 2) Work under the general supervision of the President and within the budgetary limits established by the Board of Directors.
  - 3) Assist with the Association's official publications.
  - 7) Chair the Membership Committee.
  - 8) Provide all members of the Board of Directors with copies of the agenda and all reports pertinent to the business of the Association prior to any scheduled meeting of the Board of Directors.
  - 4) Be responsible for maintaining a full and adequate record of the official business, actions, and meetings of the Board of Directors.
  - 5) Report the activities of STOM to the National Science Teachers Association.
  - 6) Have such duties as shall from time to time be determined by the President and/or the Board of Directors.
  - 7) Be paid a stipend determined by the Executive Committee.
- F. Treasurer - The Board of Directors, in accordance with Section 2-A-4 of this Article IV, shall appoint The Treasurer. The Treasurer shall have all the powers and duties of a treasurer of a corporation under applicable Missouri law. Without limitation thereof, the Executive Secretary's powers and duties shall include those hereinafter set forth:
- 1) Serve as Chair of the STOM Budget and Finance committee
  - 2) Submit the annual budget to the Board and make regular and annual reports on the Association's finances.
  - 3) Oversee STOM 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 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) Assume other responsibilities usually assigned to the Treasurer of an Association, but not to include those areas of routine financial management delegated by the Board to the Executive Secretary.
  - 5) Be paid a stipend determined by the Executive Committee.
- G. The Science Consultant for the Missouri Department of Elementary and Secondary Education shall be an ex-officio non-voting member of the Board of Directors and advise the Association of legislation and regulations that affect science education in Missouri.
- H. The NSTA regional director shall be an ex-officio non-voting member of the Board of Directors and advise the Association and work with the NSTA initiative Committee Chair.

- I. The President shall appoint a Legislative Liaison with approval by the Executive Committee. The Legislative Liaison shall work with the board to keep current with Missouri legislation. The Liaison shall share information with the membership through the monthly newsletter.
- J. The President shall appoint the Awards Director with approval by the Executive Committee. The Awards Director shall serve as the chair of the Awards Committee.
- K. The President shall appoint two Directors-at-Large. These Directors-at-Large shall represent membership or experience deemed necessary to meet the needs of the membership, but not already represented by the other elected or appointed Directors.
- L. The President shall appoint an Advisor to the Executive Committee and Board of Directors. The Advisor shall be a Past President who can provide historical information and context to the Board.
- M. Executive Committee of the Board of Directors
  - 1) The Executive Committee shall consist of the: President, Retiring President, President-Elect, two Division Directors (to be selected by the President, President-Elect, and Retired President from the pool of third-year Division Directors), Advisor, Treasurer, and Executive Secretary.
  - 2) The voting members of the Executive Committee shall be elected officers and directors of the Association: President, Retiring President, President-Elect, and the two Division Directors (to be selected by the President, President-Elect, and Retired President from the pool of third-year Division Directors).
  - 3) A meeting of the Executive Committee may be called by the President or shall be called upon the written request of two members of the Executive Committee.
  - 4) The Executive Committee shall have the power to act for the Board of Directors, all actions to be ratified and made part of the Board minutes of the next meeting; ratify the appointment of all committee chairmen; and temporarily fill vacancies in offices where not specifically provided for in the bylaws.
  - 5) A majority of the membership of the Executive Committee shall constitute a quorum for the transaction of business.
  - 6) Executive Committee meetings/actions may take place in a specified location, by electronic mail ballot, or approved during executive session.

**ARTICLE V: Nominations**

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

## **ARTICLE VI: Elections**

**Section 1** The President-Elect shall be chosen from and elected by the membership at large. The annual succession of President-Elect to the office of President, and then to the office of Retiring President, shall be automatic. Each position will be held for one (1) year.

**Section 2** 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 that would normally have been served by the President being replaced.
- B. Retiring President – The most recently available 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 Past President.
- C. President-Elect –The Executive Committee shall appoint a President-Elect from the elected membership of the standing Board of Directors. That member shall assume the office of President-Elect for the remainder of the unexpired term.
- D. The term of any appointed office shall terminate on the last day of the fiscal year in which the appointment was made.

**Section 3** 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 4** Divisions and Districts shall be established for the purpose of electing Division and District Directors of the Association. The Board of Directors shall define the Divisions and Districts.

**Section 5** The membership will be represented by District Directors representing three demographic classifications: Rural, Suburban, and Urban. District classification will be determined by the demographics of the Missouri students enrolled in the school district.

- A. Three elected Directors will represent each of the three demographic Districts. The term of each director is three years. During the second year of the three-year term, a District Director will serve as a Lead District Director and sit on the Executive Committee.
- B. The election procedure shall be defined in the Statement of Operating Policies. District Directors will be elected so that terms are staggered, allowing for only one Director per

Division (i.e., the first-year District) is newly elected in a given year. Second- and third-year directors will continue to serve so that, at any given time, two directors will have had experience representing the District.

- C. 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 Division Director's election.
- D. For purposes of nominations and election, STOM members will self-identify the district classification represented by their home school district. STOM members may vote for only one district director position each year.

**Section 6** Divisions shall be established for the purpose of representing the educator roles and responsibilities associated with six grade-span groups with which members may identify:

- A. The following Directorships shall be elected to represent six (6) Divisions:
  - 1) Division 1: The Preschool and Elementary Division Director
  - 2) Division 2: The Middle Level Division Director
  - 3) Division 3: The High School Division Director
  - 4) Division 4: The College Division Director
  - 5) Division 5: The Informal Division Director
  - 6) Division 6: The Pre-service Division Director
- B. The election procedure shall be defined in the Statement of Operating Policies. Each Division Director shall be elected by the membership at large, with each member having one vote per Division. Division Directors shall be elected so that terms are staggered, allowing for the election of Directors from only two Divisions in a given year.
- C. 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 second fiscal year after the Division Director's election. The term of each division director is 3 years.

**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 8** Officers and Directors shall be elected by a vote of the general membership by electronic ballot prior to the annual STOM Conference. In the event that positions are not filled, or in the case of a tie, an appointment will be made by a recommendation of the President to be approved by the Executive Committee.

- A. The Board of Directors shall define the balloting and election procedures in the Statement of Operating Policies. Notice of an election, together with solicitation of ballots, shall be

given by electronic mail or through an electronic Association publication, also posted on the STOM website, at least thirty (30) days prior to the tabulation of ballots.

- B. Upon receiving affirmative votes from at least two-thirds of the votes cast, a candidate shall be designated as an Officer or Director for the position with which they were associated on the ballot. The election results shall be announced prior to the conclusion of the annual conference.
- C. All newly elected officer and directors assume their positions on the first day of the fiscal year.

## **ARTICLE VII: Meetings**

**Section 1** There shall be at least one general meeting of the STOM membership annually.

**Section 2** A registration fee shall be charged to members and non-members in attendance to STOM sponsored educational conferences, the amount to be set by the Board of Directors. The STOM Board may establish waivers of such fees for presenters and for student members of the Association.

**Section 3** The quorum of the membership meetings shall consist of a majority of the Executive Committee and ten percent or fifty members, whichever is less, of the membership of the Science Teachers of Missouri.

## **ARTICLE VIII: Fiscal Year**

The Board of Directors shall establish the Fiscal Year of the Association.

## **ARTICLE IX: Standing Committees**

**Section 1** The Executive Committee shall determine the standing committees of STOM.

**Section 2** The Audit Committee will be composed of three STOM members ratified by the Executive Committee. The Audit Committee shall audit the financial records annually and report the findings to the membership at the fall general meeting. The Retiring-President shall serve as the chair of the Audit Committee.

**Section 3** The Awards Committee will be composed of three STOM members and chaired by an Awards Director. The committee shall establish criteria and oversee the selection of awardees. The award recipients will be presented to the STOM Board of Directors for final confirmation.

**Section 4** The Budget and Finance Committee, composed of three members with the Treasurer serving as Chair, shall prepare and submit to the Board for adoption an annual budget and invest

funds in federally insured financial institutions. The committee may submit supplements to the budget for the current fiscal year.

***Section 5*** The Membership Committee, the Executive Secretary serving as Chair, will be composed of three STOM members. The committee shall promote, expand, and stabilize the membership of the Association, and keep an accurate list of all members. This record shall be furnished to the membership upon request.

***Section 6*** The Nominations Committee, composed of three members with the Retiring President serving as Chair, shall recruit nominations for Officer and Director positions, to be submitted to the Executive Committee for selection and inclusion as a candidate on the ballot. Nominations are subject to final confirmation by the STOM Board of Directors before placement as a candidate on a ballot. The Nominations Committee may also submit to the Executive Committee the names of members-at-large for possible appointment to standing and ad hoc (special) committees.

***Section 6*** Such other committees, standing or special, shall be appointed by the President as the Association or the Board of Directors shall, from time to time, deem necessary to carry on the work of the Association. The President shall be an ex officio member of all committees, except the Nominating Committee.

## **ARTICLE X: Parliamentary Authority**

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE XI: Amendments**

***Section 1*** A proposed amendment to the Association Bylaws may originate in the Board of Directors or through a petition submitted to the Board, bearing the signatures of not less than thirty (30) STOM members.

***Section 2*** A proposed amendment, if approved by a two-thirds vote of the elected members of the Board of Directors of STOM or through a petition submitted to the Board bearing the signatures of not less than 25% of the STOM members, shall be submitted to the membership of the Association for adoption or rejection.

***Section 3*** A proposed amendment to these Bylaws shall be submitted to a vote of the general membership by ballot. Notice of the proposed amendment(s) together with solicitation of ballots, shall be given by electronic mail or through an electronic Association publication, posted on the STOM website, at least thirty (30) days prior to the tabulation of ballots. The proposed amendment shall be adopted upon receiving affirmative votes from 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 4*** The Board of Directors shall have the authority to make technical and non-substantive changes in 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.

## **ARTICLE XII: Dissolution**

Upon the dissolution of the Association, the Science Teachers of Missouri, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, transfer all of the assets to the National Science Teachers Association, Arlington, VA, (such Association is operated exclusively for educational and/or scientific purposes) as shall at the time qualify as an exempt Association under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any future United States Internal Revenue Law as the Board of Directors shall determine.