

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, Revised August 2018 – current Board Members whose position is eliminated by these amendments may remain on the Board of Directors until the end of their current elected term or until they are appointed to an alternate Board position, whichever occurs first.)

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 (NSTA) as a state chapter. 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 or life membership dues.

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, business, or association for due cause or to suspend or to rescind membership of an individual, business, or association 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 thirty (30), sixty (60), and ninety (90) days. If their dues have not been paid after the third notice, 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. Only the elected members of the Board of Directors may vote on matters requiring the approval of the 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) Appoint and annually evaluate the Executive Secretary;
- 4) Appoint and annually evaluate the Treasurer;
- 5) Appoint and annually evaluate the Public Relations Director;
- 6) Establish the staggered election cycle for the District Directors as well as the staggered appointment cycle for the various Committee Chairs, excluding the conference Committee Chairs.
- 7) 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;
- 8) Hold an Annual Business Meeting at a specified time and place. This meeting shall be open to all Association members;
- 9) 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;
- 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 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.

C. Each Officer and Director of the Board of Directors shall have the responsibility of promoting the programs of the Association.

- D. In the event that an Officer or Board member becomes temporarily unable to perform his or her duties, due to an emergency or short-term issue(s), the Board shall appoint an interim replacement who shall serve until the Officer or Board member is able to resume his or her duties, or until the end of his or her elected term, whichever occurs first.
- E. The Board may remove any Board member for cause (including, but not limited to, two consecutive unexcused meeting absences, as determined by the Board of Directors) by a two-thirds (2/3) vote of all Board of Directors members then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Board member proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Board Member shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

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) Co-Chair the Conference Committee for the conference that occurs during her/his term as President.
- 4) 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.
- 5) Appoint officers as designated in the bylaws subject to confirmation by the Board of Directors.
- 6) 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.
- 7) The President shall, subject to the approval of the Executive Committee, establish regional boundaries for the purpose of electing directors.
- 8) Shall solicit application from members seeking to be nominated for any of the

appointed Board positions or Committee chairs, except for the Conference Committee Co-Chair.

- 9) Shall inform the Board of Directors, within 48-hours, of the results of any electronic or mail-in votes.

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) Co-Chair the Conference Committee that plans and coordinates the Association's annual conference that is scheduled for the year in which he/she will be the Association's President. He/She shall also assist with the President's Conference Committee.
- 3) Recommend a Conference Committee Co-Chair from the Board for the Board's approval.
- 4) 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, Public Relations Director, Legislative Liaison, Advisor, and two Directors-at-Large. The Committee Chairs shall be the Awards, Budget and Finance, Membership, and Nominations. 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.
- 4) Chair the Membership Committee.
- 5) 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.
- 6) Be responsible for maintaining a full and adequate record of the official business, actions, and meetings of the Board of Directors.
- 7) Report the activities of STOM to the National Science Teachers Association.
- 8) Have such duties as shall from time to time be determined by the President and/or the Board of Directors.
- 9) 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 Treasurer'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. Public Relations Director - The Board of Directors, in accordance with Section 2-1-4 of this Article IV, shall appoint the Public Relations Director. The Public Relations Director shall have all the powers and duties of a public relations director of a corporation under applicable Missouri law. Without limitation thereof, the Public Relations Director's powers and duties shall include those hereinafter set forth:

- 1) Must be a STOM member
- 2) Attend all meetings of the Board of Directors.
- 3) Maintain Social Media platforms (e.g. Facebook, twitter) and website aesthetics

- 4) Maintain a social media presence
- 5) Generate and maintain web pages as needed
- 6) Provide oversight to webpage
- 7) Assist with the Association's official electronic publications.
- 8) Work under the general supervision of the President and within the budgetary limits established by the Board of Directors.
- 9) Have such duties as shall from time to time be determined by the President and/or the Board of Directors.
- 10) Be paid a stipend determined by the Executive Committee.

H. 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.

I. The NSTA District XI 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.

J. 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 in a timely fashion through newsletter, website, social media, or eblasts.

K. 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.

L. 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.

M. 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.

N. 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. If the Retiring President is unable or unwilling to serve the remainder of the unexpired Presidential term; the Board shall appoint a recently serving Past-President to complete the unexpired term. If no recent Past-President is available, the Board shall appoint someone from the elected Board of Directors to complete the

term.

- 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 but shall not succeed to the Presidency (See paragraph A, above).
- 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 nine (9) District Directors, each serving a three-year term representing the nine (9) Missouri RPDC regions.

- A. A District Director shall be elected by members residing in that district only. Each candidate for the office of District Director shall reside or work in the district the individual seeks to represent.
- B. During the last year of the three-year term, a District Director will serve as a Lead District Director and sit on the Executive Committee
- C. 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.
- D. 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.

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 7 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 a plurality 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. A Retiring President must wait three years after the conclusion of her/his term of office before becoming eligible for election to another term as a District Director or as President-Elect.

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 7 Conference Committees

- A. There shall be two (2) concurrently servicing Conference Committees, each serving for two years – one Committee shall plan and run the Association’s Conference(s) in odd-numbered years, and the second Committee shall do the same for the Association’s Conference(s) in even-numbered years.
- B. Each year, the newly elected President-Elect shall assemble a Conference Committee for the conference(s) that occur(s) during her/his term as President. The Committee shall include an appointed Co-Chair, the Executive Secretary, Treasurer, and as many additional members as are needed.
- C. During the conference Committee’s first year, it shall prepare and present to the Board of Directors, for its review and approval, by the Board’s August meeting, a plan for the Association’s conference(s) that occur during the President-Elect’s term as President.
- D. The conference proposal shall include the name of the Local Arrangements Coordinator nominee, the proposed conference date(s), location, theme, conference strands, logo, and budget.
- E. The Conference Committees shall work with the professional development committee to review and select concurrent sessions and other items related to the program.
- F. The Committee shall solicit funds from sponsors and maintain correspondence with sponsors for the support of the annual conference.
- G. Solicit and select presenter from those submitting applications for presentations at concurrent sessions and correspond as necessary.
- H. Schedule concurrent sessions into available time and space.
- I. Arrange and type program.
- J. Design program and have it printed.
- K. Provide program information for appropriate electronic distribution.
- L. Provide periodic updates of program to members of the Executive Committee.

Section 8 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 Robert’s 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.