

# SCIENCE TEACHERS OF MISSOURI BYLAWS

*(Adopted November 1991, revised March 1998, revised 2002,  
revised November 2006, revised April 2008, revised September 2008)*

## 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 Corresponding 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 at the general meeting of the Association. Notice of intention to change the dues must be presented at the general meeting before the meeting at which the vote is taken or 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. Eligibility for student membership must be verified by the student's advisor.
- Section 8.** Life membership may be acquired through a single payment or in five 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. 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 Corresponding Secretary
  - 6) 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 5.

- 7) Hold an Annual Business Meeting at a specified time and place. This meeting shall be open to all Association members.
  - 8) 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.
  - 9) 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 Director of the Board of Directors shall have the responsibility of promoting the programs of the Association.
  - D. Each Area Director shall serve as a Super Key Leader for Missouri Building a Presence and shall assist the Awards Chair in the performance of his/her duties.
  - E. 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. Officers**

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 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.
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. The President shall, subject to the approval of the Executive Committee, establish regional boundaries for the purpose of electing directors.

## **B. Past President**

The Past President shall

1. Advise the President, Board of Directors, and members upon request.
2. Serve as chair of the Nominations and Audit Committees and track legislation which impacts the Association.
3. Serve as Parliamentarian.
4. Assume the office of President in the event of a vacancy in that office.
5. If the Past President is unable to perform his/her duties, then the next available immediate Past President will assume the office of Past 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. Vice-President**

1. Assist the President-Elect with the planning of the Association's annual conference.
2. Succeed to the President-Elect in the event of a vacancy in that office or at the expiration of his/her regular term of office as Vice-President.
3. Serve on the Interface Steering Committee.

## **E. Recording Secretary**

1. Be responsible for maintaining a full and adequate record of the official business, actions, and meetings of the Board of Directors.
2. Report the activities of STOM to the National Science Teachers Association.
3. Have such duties as shall from time to time be determined by the President and/or the Board of Directors.

## **F. Appointed Directors**

Appointed Directors of the Association shall be the Executive Director, Executive Secretary, Treasurer, Awards Director, Corresponding Secretary and two (2) 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.

## **G. Executive Secretary**

The Executive Secretary shall be appointed by the Board of Directors, in accordance with Section 2 of this Article IV. 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:

The Executive Secretary shall

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. Serve as Editor of the Association's official publications.
4. Have such duties as shall from time to time be determined by the President and/or the Board of Directors.

#### **H. Treasurer**

The Treasurer shall be appointed by the Board of Directors in accordance with Section 2 of this Article IV. The Treasurer shall have all the powers and duties of a treasurer of a corporation under applicable Missouri law.

The Treasurer shall

1. Chair 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.

#### **I. Corresponding Secretary**

The Corresponding Secretary shall be appointed by the Board of Directors in accordance with Section 2 of this Article IV.

1. Communicate with the membership as directed by the President or the Board of Directors.
2. Assist the Recording Secretary, Treasurer, and the Editor in the fulfillment of their duties.
3. Serve as chair of the Membership Committee.
4. Have such duties as shall from time to time be determined by the President and/or the Board of Directors.

**J.** The Science Consultant for the Missouri Department of Elementary and Secondary Education shall be an ex-officio member of the Board of Directors and advise the Association of legislation and regulations that affect science education in Missouri.

**K.** The Building a Presence Coordinator or designee shall report the group's activities and serve as an ex-officio member of the Board of Directors.

**L.** The Awards Director shall serve as the chair of the Awards Committee.

**M.** The Science Olympiad state director shall report the group's activities and serve as an ex-officio member of the Board of Directors.

**N. Executive Committee**

1. The Executive Committee shall consist of the President, President-Elect, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer and Past President.
2. A meeting of the Executive Committee may be called by the President and shall be called upon the written request of two members of the Executive Committee.
3. 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; temporarily fill vacancies in offices where not specifically provided for in the bylaws.
4. A majority of the membership of the Executive Committee shall constitute a quorum for the transaction of business.
5. Executive Committee meetings/actions may take place in a specified location or by mail ballot, electronic mail ballot or telephone ballot.

**O. Executive Director**

The Executive Director shall be appointed by vote of the Board of Directors annually upon recommendation of a committee appointed to review performance, in accordance with Section 2 of this Article IV. The Executive Director shall have all powers and duties of a secretary of a corporation under Missouri law. Without limitation thereof the Executive Director's powers and duties shall include those hereinafter set forth:

The Executive Director shall

1. Implement the Board's vision throughout the organization.
2. Support the President and Board when they are unavailable.
3. Help President and Board maintain partnerships/collaborative relationships with Missouri Department of Elementary and Secondary Education (DESE), other professional organizations, businesses, and industry sectors.
4. Perform all duties as outlined in the employment contract.

**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 Past President shall chair the nominations committee.

**ARTICLE VI: Elections**

**Section 1.** The Vice-President shall be chosen from and elected by the membership at large. The annual succession of the Vice-President to the office of President-

Elect, then to the office of President, and then to the office of Past President shall be automatic. Each position will be held for one (1) year.

**Section 2.** The Recording Secretary shall be chosen from and elected by the membership at large. The Recording Secretary shall be elected in even numbered years for a two-year term of office.

**Section 3.** 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 Past President shall assume the office of the President for the remainder of the unexpired term which shall include the term of office as Past President which the President being replaced would normally have served.

B. Past President - The immediate Past President shall assume the office of the Past 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 Vice-President shall assume the office of the President-Elect for the remainder of the unexpired term.

D. Vice-President - The President shall appoint a Vice-President, subject to ratification of the Board of Directors, to fill the vacancy until the completion of the one year term at which time a President Elect will be elected by mail ballot.

**Section 4.** 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 5.** Nine (9) Districts shall be established for the purpose of electing District Directors of the Association. The Districts shall be defined in the Statement of Operating Policies and include: Southeast (I), Heart of MO (II), Kansas City (III), Northeast (IV), Northwest (V), South-Central (VI), Southwest (VII), St. Louis, (VIII), and Central (IX). The District Directors from the odd numbered Districts shall be elected in even numbered years. The District Directors from the even numbered Districts shall be elected in odd numbered years.

**Section 6.** A District Director shall be elected by members residing in that district only. Each candidate for the office of District Director shall reside and/or work in the district the individual seeks to represent. The election procedure shall be defined in the Statement of Operating Policies. 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 second fiscal year after the District Director's election.

**Section 7.** The following five (5) Divisions shall be established for the purpose of electing Division Directors of the Association:

Division A: The Preschool and Elementary Division (elected in even years).

Division B: The Middle Level Division (elected in odd years).

Division C: The High School Division (elected in even years).

Division D: The College Division (elected in odd years).

Division E: Supervision (elected in even years).

**Section 8.** A Division Director shall be elected by the membership at large. The election procedure shall be defined in the Statement of Operating Policies. 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.

**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 10.** Officers and Directors shall be elected by ballot at the annual STOM Conference.

A. The Board of Directors shall establish the balloting procedures to be used at the annual STOM Conference (e.g., at a General Session, in the respective District Sessions, ballot box at STOM booth). The election results shall be announced prior to the conclusion of the annual conference.

B. The Board of Directors shall establish secure absentee voting procedures (e.g., electronic ballot, mail-in ballot) for those members who are unable to attend the annual STOM Conference. The last date for the return of absentee ballots shall be a day, to be established each year by the Past President, and shall be at least one (1) week prior to the Annual Conference.

C. If no annual STOM Conference is held (e.g., due to a National Science Teachers Association conference being held in Missouri), all members shall vote using the absentee voting process. The last date for the return of absentee ballots shall be a day, to be established by the Past President. The election results shall be announced to the membership (e.g., electronic announcement, STOM Newsletter).

**Section 11.** All newly elected officer and directors assume their positions on January 1.

## **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: Committees**

**Section 1.** The standing committees of STOM shall be: Audit, Awards, Finance,

Membership, Program, and Public Relations.

- Section 2.** The Audit Committee will be composed of three STOM members ratified by the Executive Committee, shall audit the financial records annually and report the findings to the membership at the fall general meeting. The Past-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 appointed member of the board. 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 Finance Committee, composed of three members with the Treasurer serving as chairman, 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 Corresponding Secretary serving as chairman, 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 Program Committee shall initiate and implement a well-coordinated program for the annual conference. The President-Elect and Vice-President shall serve as co-chairpersons.
- Section 7.** 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 mail or through an Association publication 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.