

# Bylaws of the Oregon Science Teachers Association

**NAME OF CORPORATION: Oregon Science Teachers Association**

## **ARTICLE I: PURPOSE**

The **Oregon Science Teachers Association, herein referred to as OSTA**, shall be organized and operated exclusively for educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

The primary purpose of OSTA is to recognize, promote, and facilitate excellence and continuing improvement in science education.

This may be achieved by, but not limited to, the following:

1. To use a variety of communication tools that reflects the goals of OSTA, supports science education throughout the state and serves as a resource for its membership.
2. To organize and facilitate or otherwise promote professional development and networking opportunities for the purpose of improving instruction by sharing ideas, methods, and materials which are pertinent to science education in the state of Oregon.
3. To recognize through the awards program outstanding educators, specialists and supervisors in science education.
4. To encourage enactment of legislation favorable to science education in the State of Oregon.

## **ARTICLE II: MEMBERS**

Section 1: *Classes, Voting, and Dues*. There shall be three classes of members: Regular, Lifetime, and Institutional for this corporation. Memberships Regular and Lifetime shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this corporation. Dues for membership in OSTA shall be established by the Board of Directors.

1. Regular Membership: Any person who subscribes to the purpose and policies of OSTA shall be a regular member.
2. Lifetime: Honorary membership as approved by the Executive Board.
3. Institutional: Any agency or institution interested in science education as denoted by a company, agency,

or business address.

Section 2. *Qualifications.* Any individual, agency, or institution actively involved in or interested in science education.

Section 3. *Termination of a Membership.* Membership may be terminated by the Board of Directors after giving the member at least 15 days notice and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. *Annual Meeting.* The annual meeting of the members shall be held on a date set by the Board of Directors.

Section 5. *Special Meetings.* Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose of the meeting.

Section 6. *Notice of Meeting.* One notice of all meetings of the members shall be given to each member at the last address of record between 30 days and 90 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 7. *Quorum and Voting.* Those votes represented at a meeting of members or otherwise personally submitted to an official ballot from the Board of Directors shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

Section 8. *Proxy Voting.* There shall be no voting by proxy.

Section 9. *Action by Consent.* Any action required by the law to be taken at a meeting of the members, or any action which may be taken at the members' meeting, may be taken without a meeting by consent of a quorum and majority vote of all the members.

### **ARTICLE III: BOARD OF DIRECTORS**

Section 1. *Duties.* The affairs of the corporation shall be managed by the Board of Directors, herein referred to as the Board.

Section 2. *Number.* The Board will consist of the Executive Team (*itself composed of the President, Past President, President-elect, Secretary and either the Treasurer or Membership Coordinator*) and up to

nineteen more Directors who advance the representation of the many regions of the state of Oregon and the various areas of expertise within science education.

Section 3. *Term and Election.* The term of office for Directors shall be two years, with the exception of the President-elect. After one year the President-elect becomes the President and the President becomes the immediate Past President, serving for a total of three years. A director may be reelected without limitation on the number of terms she or he may serve. The Board shall be elected by a quorum and majority vote of the membership.

Section 4. *Removal.* Any Director may be removed, with or without cause, at a meeting of the Board of Directors, by a quorum and majority vote of the Board.

Section 5. *Vacancies.* Vacancies on the Board and newly created board positions shall be filled by appointment and approved by a majority vote of the Directors. The appointed and approved Director shall serve until the next election.

Section 6. *Quorum and Action.* A quorum at a board meeting shall consist of the Executive Team. If a quorum is achieved, action is taken by a majority vote of all directors voting. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such as action is taken by that majority as required by law.

Section 7. *Regular Meetings.* Regular meetings of the Board shall be held at the time and place to be determined by the Board. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. *Special Meetings.* Special meetings of the Board or Executive Team shall be held at a time and place to be determined by the Executive Team. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by electronic means not less than two days prior to the special meeting.

Section 9. *Alternative Meeting Venue.* Any regular or special meeting of the Board or Executive Team may be conducted through use of any means of communication by which all Directors participating may respond to each other in a timely manner.

Section 10. *No Salary.* Directors shall not receive salaries for their Board services but may be reimbursed for expenses related to Board service.

Section 11. *Action by Consent.* Any action required by law to be taken at a meeting of the board, or

any action which may be taken at a board meeting, may be taken without a meeting if a vote is called forth by the President, setting forth the action to be taken or so taken, and approved by a majority vote of all the Directors.

#### **ARTICLE IV: COMMITTEES**

Section 1. *Committees.* The Board or Executive Team may establish committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

Section 2. *Composition of Committees Exercising Board Authority.* Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of all Directors in office at the time.

Section 3. *Quorum and Action.* A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 4. *Limitations of the Powers of Committees.* No committee may authorize payment of any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

#### **ARTICLE V: OFFICERS**

Section 1. *Titles.* The officers of this corporation shall be the President, Past-President, President-Elect, Secretary, Treasurer, Membership Coordinator, and Executive Director.

Section 2. *President.* The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 3. *Past-President.* The Board of Directors shall prescribe the powers and duties of the Past-President.

Section 4. *President-Elect.* The Board of Directors shall prescribe the powers and duties of the

President-Elect.

Section 5. *Secretary*. The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provisions for notice of all meetings of the Board of Directors and members; (c) maintain access for all Directors to all OSTA documents and files; and (d) and any other duties as may be prescribed by the Board of Directors.

Section 6. *Treasurer*. The Treasurer shall review the organization's financial records, report to the President on a monthly basis and report to the Board at each meeting. The Treasurer will manage all bank accounts, coordinate all invoices and reimbursement requests with the bookkeeper and will have authority to sign checks as needed. The Treasurer is responsible for any other duties as may be prescribed by the Board of Directors.

Section 7. *Membership Coordinator*. The Membership Coordinator shall perform, or cause to be performed, the following duties: (a) maintaining current and accurate membership lists; (b) promote membership; and (c) and any other duties as may be prescribed by the Board of Directors.

Section 8. *Executive Director*. The Executive Director shall be a contracted position whose duties are prescribed by the Board of Directors.

## **ARTICLE VI: Amendments to Bylaws**

Both the Board of Directors and the members must vote to amend or repeal these bylaws or to adopt new ones. The Board of Directors must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of directors present, if a quorum is present. Prior to adoption of the amendment, each Director shall be given a copy of the proposed amendment and at least two days to review. The members must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of the members voting. Prior to the voting on the amendment, each member shall be given a copy of the proposed amendment.