

BYLAWS

National Association for Research in Science Teaching

Approved by NARST Board 10 April 2015

Approved by NARST Membership 5 February 2016

Article I: Name and Purpose

Section 1: Name

The name of this organization shall be the National Association for Research in Science Teaching, hereinafter referred to as “NARST” or “the Association.” It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2: Purpose

NARST is organized exclusively for charitable, educational or scientific purposes, as set forth in the Association’s Articles of Incorporation. The Association may conduct any lawful business and engage in any lawful act or activity consistent with federal and state law, including the Minnesota Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the “Act”), and the United States Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the “Code”), and other such laws governing Minnesota nonprofit corporations exempt from Federal income tax under section 501(c)(3) of the Code.

Section 3: No Inurement

The Association is not organized for pecuniary profit or for the benefit of any individual or for-profit entity and shall not have the authority to issue capital stock. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Directors, Officers, employees, members, 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 to further the tax exempt purposes outlined in the Association’s Articles of Incorporation.

Article II: Membership

Section 1: General

The Association shall have members (hereinafter referred to as “members”) who may be classified by one (1) or more membership classifications, as determined by the Board of Directors (hereinafter called “the Board”). Membership shall be limited to natural persons only. Members shall consist of persons interested in science education or science education research. Application for membership shall be according to procedures established by the Board.

Section 2: Eligibility for Membership

Any individual who is committed to improving science teaching and learning through research is eligible to apply for membership in the Association.

Section 3: Rights of Members

Only members in good standing shall be entitled to: (i) vote on matters submitted to a vote of the membership of the Association, and (ii) serve as an Officer or Director of the Association.

Section 4: Dues and Assessments

The Board of Directors shall determine the amount of annual dues and the amount of any assessments payable by the members. Dues and assessments are nonrefundable.

Section 5: Resignation, Suspension and Termination of Membership

Any member may resign from membership in the Association at any time by filing a written resignation with President or Executive Director.

The membership of any member whose dues remain unpaid for a specified period of time, as determined by the Board, beyond the due date shall, provided that reasonable notice of nonpayment has been given, be automatically terminated.

Any person’s membership may be suspended or terminated by the Board for cause, provided that such member is given (a) at least 15 days’ prior written notice of the proposed suspension or termination and the reason for same, and (b) an opportunity to be heard by the Board, orally or in writing as determined by the Board, not less than five days before the effective date of such suspension or termination. For purposes hereof, “cause” shall mean conduct in violation of these Bylaws or the Association’s Policies and Procedures, or conduct determined by the Board to be contrary to the best interest of the Association.

All membership rights, privileges and interests shall cease upon the termination of membership, provided that such termination shall not extinguish the member's financial obligations to the Association, if any, through the date of such termination.

Article III: Meetings of Members

Section 1: Annual Membership Meeting

An annual meeting of the members shall take place, the specific date, time and location of which shall be determined by the Board. The agenda for meeting shall be published no less than one month (30 days) in advance of the date of the meeting. The President and Secretary-Treasurer shall report on the activities and financial condition of the Association.

Section 2: Regular Meetings

Regular meetings of the members shall be held on such dates and at such times and locations as determined by the Board.

Section 3: Special Meetings

Special meetings of the members may be called by the President, the Board, or by a written demand for same by the lesser of 50 members or ten percent (10%) of the members. The Board may determine that a special meeting of the members shall be held solely by means of remote communication.

Section 4: Notice of Meetings

Notice of meetings of the members shall be given to each voting member, by any means permitted by the Act, not less than five (5) or more than thirty (30) days prior to the meeting. Notice of any special meeting of the members shall include a statement of the purposes of the meeting, and the business transacted at such a special meeting shall be limited to the purposes stated within the notice. Any member may waive notice of any meeting before, at, or after such a meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, or prior to a vote on an item of business which may not lawfully be considered at the meeting, the lack of proper notice shall be deemed a waiver by the member of notice of such meeting.

Section 5: Quorum

Ten percent (10 %) of the voting members shall constitute a quorum for the transaction of business at a meeting of the members. Unless otherwise provided herein or in the Act, the vote of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the membership.

Section 6: Voting

Each voting member in good standing shall be entitled to cast one vote on all matters submitted to a vote of the membership. Members shall be entitled to vote by proxy.

Section 7: Action Without a Meeting

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by the unanimous written consent, written ballot, remote communication or any other procedure authorized in the Act.

Section 8: Minutes of Membership Meetings

Minutes of each meeting of the membership shall be recorded by the Executive Director or designated member or staff member. The President shall appoint an Ad Hoc Committee, consisting of two (2) or more Active Members present at the meeting to review and approve the minutes within eight (8) weeks of the meeting. These minutes shall be placed in the official records of the Association.

Article IV: Governance and Responsibilities

Section 1: Board of Directors Authority

All corporate powers shall be exercised by or under the authority of, and the business of the Association shall be managed under the direction of, the Board, subject to any express provisions of the Articles of Incorporation or these Bylaws to the contrary and except as may otherwise be provided under the Act. The Board may delegate responsibility for day-to-day operations to the Executive Director, staff and committees.

Section 2: Composition

The total number of Directors shall be established from time to time by the Board, but in no event shall there be fewer than eleven (11) or greater than fourteen (14) Directors. The Board shall include the (i) four (4) Officers, one (1) International Coordinator, and (iii) at least six (6) Directors.

Section 3: Ex-Officio Representatives to the Board of Directors.

The Board may from time to time designate ex officio representatives to attend Board meetings; ex officio representatives shall not be considered Directors. Ex-officio representatives may generally be designated by virtue of serving in other Association positions (e.g., Executive Director, Editor(s) of NARST publications) or by virtue of representing an affiliated organization. Ex-officio directors may participate fully in Board discussions and deliberations, but they do not possess voting rights.

Section 4: Compensation

Directors, Officers and ex officio Representatives shall receive no compensation for serving on the Board, provided that, by resolution of the Board, they may be reimbursed for reasonable expenses incurred in connection with their Board service.

Section 5: Eligibility for Service on Board

Only members in good standing are eligible to serve as a Director or Officer of the Association.

A nominee for President-elect must have served previously on the Board and have been a member of the Association for a minimum of ten (10) years). A candidate for President-Elect who has not served on the Board, but who has been a member of the Association for a minimum of ten (10) years, must have the nomination endorsed by at least ten (10) NARST members.

Section 6: Officers and Duties

The four officers of the Association shall be the President, President-Elect, Immediate Past President, and Secretary-Treasurer.

The President shall serve as the senior elected officer of the Association and shall in general supervise and have charge of all the affairs of the Association. The President shall preside at all meetings of the Board and membership and serve as Chair of the Board. The President may sign any contracts, deeds, mortgages, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution shall be expressly designated by the Board or these Bylaws or by statute to some other Officer or Agent of the Association. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall be an ex-officio member of all committees but shall not be a member of the Audit Committee.

The President-Elect shall assist the President in the performance of his or her duties, and in general perform all the duties incident to the office of President-Elect and such other duties as from time to time may be assigned to him or her by the President. The President-Elect may serve as Chair, Co-Chair or participate in committees as designated by the President or Board. The President-Elect shall serve ex-officio with vote as the Chair of the Audit Committee.

The Immediate Past President shall assist the President in the performance of his or her duties by providing continuity, advice and other assistance to the President, assume the position of Chair of the Board in the President's absence, incapacitation, or resignation, and in general perform all the duties incident to the office of Immediate Past President and such other duties as from time to time may be assigned to him or her by the President or Board. The Immediate Past President may serve as the Chair or Co-Chair or participate in committees as designed by the President or Board. The Immediate Past President shall not be a member of the Audit Committee.

The Secretary/Treasurer shall be responsible for the integrity of the meeting records of the Association as required by applicable law and the Bylaws. In conjunction with the Association staff, the Secretary/Treasurer shall provide for notification of meetings of the members and meetings of the Board of Directors in accordance with these Bylaws, and shall ensure that attendance, actions and proceedings of the meetings are recorded and maintained in the permanent records of the Association. The Secretary/Treasurer shall maintain these Bylaws, all policies of the Board of Directors and a minute book and shall ensure that such records as may be required by applicable law or the Association are maintained. The Secretary/Treasurer shall be responsible for the integrity of financial matters of the Association as required by applicable law and the Bylaws. In conjunction with the Association staff, the Secretary/Treasurer shall ensure that the Association maintains accurate financial records, review the Association's financial status on a regular basis, and ensure that regular financial reports are submitted to the Board of Directors and, annually, to the membership. The Secretary/Treasurer shall ensure that a periodic audited financial report is presented to the Board of Directors. The duties in whole or in part of the Secretary/Treasurer may be delegated by the Board of Directors to the Executive Director or a designated member of the Association's staff.

The Secretary-Treasurer shall serve ex-officio with vote as the Chair of the Finance Committee. The Secretary-Treasurer shall not serve on the Audit Committee.

The Board may appoint an Executive Director with the authority, duties and responsibilities commensurate with such position. Subject to the overall guidance and direction of the Board, the Executive Director shall perform all duties incident to the position and such other duties as may be prescribed by the Board from time to time. Subject to the Association's Bylaws and other governing document and to the terms of the Association's relationship with any management services provider, the Executive Director shall have responsibility for the management of the Association's day-to-day business and affairs; he or she may be appointed Assistant Secretary for purposes of making the Association's required filings with government agencies. The Executive Director, along with the President, may act as a spokesperson for the Association. The Executive Director will attend all meetings of the Board, except when the Board is in executive session, and shall serve as the staff liaison to all committees, with the exception of the Audit Committee. The Executive Director may, if invited by the Audit Committee, attend that committee's meetings for the purpose of answering any questions that arise.

Section 7: Terms

Terms of office begin at the close of the Annual International Conference following the election and continue until the close of the Annual International Conference of the year in which the term ends.

The term of office for President-Elect is for the duration of the presidential cycle, which is one year as President-Elect, followed by one year as President, and one year as Immediate Past President.

The term of office for the Secretary-Treasurer is three years. The Secretary-Treasurer may serve two (2) consecutive, full, three-year terms.

The term of office for the International Coordinator is three years. The International Coordinator may not serve additional terms as the International Coordinator.

The term of office for each Director-at-Large is three years. Directors-at-Large may not serve additional terms as Directors-at-Large.

Section 8: Board Elections

Directors and Officers shall be elected by the voting members.

Section 9: Election Procedures

A. Nominations

The Election Committee shall propose to the Board a slate of at least two nominees for each vacant position, except that the Committee may, should it so choose, propose only one candidate for the office of Secretary-Treasurer.

Association members may offer potential nominees for the consideration by the Election Committee by forwarding a petition to the Chair(s) of the Election Committee. Each petition must be signed by at least ten (10) Association members.

B. Elections

Candidates receiving the greatest number of votes shall be deemed elected.

Section 10: Resignation

Any Director or Officer may resign at any time by providing written notice to the President, Executive Director, or Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, at the time such resignation is received.

A Director or Officer who is absent from three (3) consecutive meetings of the Board, or from four (4) meetings of the Board in any calendar year, shall be deemed to have resigned unless such absences are excused by the affirmative act of the Board.

Section 11: Removal

If, in the judgment of the Board, the interests of the Association would be served thereby, any Director or Officer may be removed from office by an affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the individual under consideration for removal, provided that the potential removal was specified in the notice of the meeting.

Section 12: Board Vacancies

In the event the Office of President-Elect is vacated, the Board shall appoint a member of the current Board to serve as interim President-Elect until a special election can be held.

In the event the Office of President is vacated prior to the completion of the term, the Immediate Past President shall assume the presidency. Subsequently, the individual shall again assume the position of Immediate Past President the following year.

In the event the Office of Immediate Past President is vacated prior to the completion of the term, the President shall assume the responsibilities of the position.

In the event that the office of Secretary-Treasurer or a Director-at-Large is vacated, the President, with the endorsement of the Board, shall appoint a member to complete the term of office.

In the event the position of Director-at-Large or International Coordinator is vacated, the President, with the endorsement of the Board, shall appoint a member to serve the unexpired term.

Section 13: Meetings and Notice

The Board shall meet at least three (3) times a year; at an agreed upon time and place. Any meeting of the Board may be conducted solely by means of remote communication technology through which all participants may communicate with each other on a substantially simultaneous basis. A director may participate in any Board meeting by means of conference telephone or, if authorized by the Board, any other means of remote communication technology. Each director shall be given notice of each meeting by electronic communication, postal mail or courier service at least twenty-four hours (24) in advance.

Section 14: Quorum and Voting at Board Meetings

A quorum at a Board meeting shall consist of a majority of voting members. Decisions shall be made by a majority of the voting members present, unless otherwise required by statute, the Articles of Incorporation or these Bylaws.

Section 15: Board Action without a Meeting

The Board may act other than at a meeting (a) by written action signed, or consented to by authenticated electronic communication, by all of the members of the Board; or (b) if so provided in the Articles of Incorporation, by written action signed, or consented to by authenticated electronic communication, by the number of members of the Board that would be required to take the same action at a meeting of the Board attended by all members of the Board.

Article V: Committees

Section 1: Board Committees

The Board may define and create one (1) or more committees of the Board (“Board Committees”). Board Committees shall have no less than two (2) members and shall perform tasks specified by the Board. Such committees of the Board, to the extent provided by the Board, shall have and exercise the authority of the Board in the management of the Association. The President shall appoint the Chair and members of Board Committees with the approval of the Board, unless otherwise specified in these Bylaws.

A. Standing Committees of the Board

1. Finance Committee

The Finance Committee shall be chaired by the Secretary-Treasurer. The members shall be the President and Immediate Past President. The Finance Committee shall have charge and oversight of the finances of the Association. Its responsibilities include developing the process for budgeting and the annual budget, reviewing financial statements prior to submitting them to the Board, and working with the outside investment advisor in managing the Association’s investments, and reviewing the Association’s annual tax filings prior to their submission to the Board and ensuring that such filings and other corporate reports are made in a timely manner. The Finance Committee is responsible for developing the process to select the investment advisor periodically for approval by the Board. The Committee shall also have responsibility for reviewing the compensation of the Executive Director in accordance with the Association’s Compensation Policy.

2. Audit Committee

The Audit Committee shall be chaired by the President-Elect. There shall be at least three (3) members of the Committee, at least one (1) of which will be a Director. Active members or non-members with financial background may be members. The Audit Committee is responsible for ensuring that appropriate financial controls and policies are maintained, for developing the process to select the auditors periodically for approval by the Board, and for meeting with the auditor to review the audited financial statements prior to the official presentation by the auditor to the Board.

Section 2: Other Committees

The Board may define and create other committees of the Association not having and exercising the authority of the Board in the management and operations of the Association, to perform tasks specified by the Board. Members of these committees must be members, unless other specified by the Board. Prior to the beginning of the term of the President-Elect as President, the President-Elect shall appoint Chairs and members of Committee upon the approval of the Board, and as President shall continue to appoint Chairs and members as needed throughout that term. A Standing Committee may be established by the Board to serve a long-term function of the Association. An Ad Hoc Committee or Task Force may be established by the Board to serve a short-term function and/or to complete a specific task of the Association. The term of an Ad Hoc Committee or Task Force shall be determined at the time of its formation.

Section 3: Committee Reports

Committee chairs will prepare a report for submission at each meeting of the Board. Committee chairs shall share the report with committee members prior to submission.

Section 4: Committee Procedures

Committees will operate in accordance with the Policies and Procedures Manual. Any changes to committee procedures must be approved by the Board.

Article VI. Fiscal Year

The fiscal year of the Association shall be as determined from time to time by the Board of Directors.

Article VII: Books and Records

The Association shall keep correct and complete copies of its Articles of Incorporation and Bylaws, accounting records, minutes of meetings of the members and meetings and proceedings of the Board and all committees having the authority of the Board to the extent required by the Act. Members and Directors shall have such rights of inspection of the foregoing documents as are provided for in the Act.

Article VIII: Declaration of Policy

Responsibility and authority for any declaration of Association policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Members of committees are not authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board shall have control of the affairs of the Association, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association.

Article IX: Limitation of Liability and Indemnification

Section 1: Limitation of Liability

The personal liability of the Directors, Officers, and employees of the Association and the members of the Board Committees is hereby eliminated to the fullest extent permitted by the Act and the Code, to the extent such personal liability arises (i) because the person being held liable was or is a Director, Officer, employee or member of the Board Committee, and arises (ii) from acts done or omissions made within the scope of duty to the Association, in good faith by such person and in a manner such person reasonably believed to be in ~~the~~ or not opposed to the best interests of the Association.

Section 2: Indemnification

The Association shall, to the fullest extent permitted by the Act and the Code, save, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit, by reason of the fact that he or she is or was a Director, Officer or employee of the Association or a member of a Board Committee or other Committee and arising out of or based on acts done or omissions made within the scope of the duty to the Association, in good faith such person reasonably believed to be in or not opposed to the best interests of the Association, against all expenses and liabilities (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit. The indemnification provided herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Directors, or otherwise, both as to the action in his or her official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Director, Officer, employee or a member of a Board Committee or Regular Committee, and shall inure to the heirs, executors, administrators, beneficiaries, and other successors in the interest or obligation of such a person. The Association shall be authorized but not required to purchase insurance for the purpose of such indemnification.

Article X: Parliamentary Procedure

The most recent edition of Robert's Rules of Order, Newly Revised, shall be the governing parliamentary rules of the Association, but only to the extent that such Rules are not inconsistent with the Act, the Articles of Incorporation, these Bylaws, the Policies and Procedures Manual, or any other rules or procedures duly adopted by the Board of Directors.

Article XI: Dissolution

Section 1: Dissolution

Before the Association may be dissolved the Board must adopt, by a vote of a majority of all members of the Board of Directors at a properly noticed meeting of the Board at which a quorum is present, a resolution recommending the dissolution of the Association in accordance with the Act. The resolution of the Board recommending dissolution shall then be submitted to a vote of the members; approval of the resolution shall require a majority vote at a properly noticed meeting of the membership at which a quorum is present.

Section 2: Distribution of Assets

Upon the dissolution of the Association after paying or making provisions for the payment of all liabilities of the Association, the assets of the Association shall be distributed in accordance with a plan of dissolution approved by the Board of Directors and members, which plan is consistent with the Act and the Code

Article XII: Amendment of Bylaws

These Bylaws may be amended by (1) a majority vote of the Board of Directors, provided that the substance of any proposed amendment is included in the notice of the meeting at which such amendment will be considered, followed by (2) a majority vote of the members. These Bylaws may also be amended by a vote of the members, without approval of the Board of Directors, as provided in the Act.