

**CONSTITUTION AND BY-LAWS
OF THE
SCIENCE TEACHERS ASSOCIATION OF NEW YORK STATE, INC.**

ARTICLE I

Name

The official name of the Corporation shall be Science Teachers Association of New York State, Inc. The official acronym of the Corporation shall be STANYS.

ARTICLE II

MISSION AND PURPOSE

The Science Teachers Association of New York State (STANYS) promotes excellence in science education. Its mission is to work with educators and communities to provide opportunities for all students to participate in and learn science.

The Purposes of this Corporation shall be set forth in the Certificate of Incorporation and shall also include:

1. To serve as an effective forum and voice for the science teachers throughout the State of New York by acting as liaison between the teachers and the New York State Education Department.
2. To sponsor a statewide meeting and to support regional meetings of science teachers, thereby serving as a medium of exchange for promoting science teaching and science curricula in the schools of New York.
3. To help exchange ideas concerning effective classroom procedures.
4. To take definite stands and actions publicly on issues that affect the preparation, work and welfare of science teachers; to promote better science teaching in schools.
5. To promote research in science education.

ARTICLE III

DEFINITIONS

1. Association shall mean the Science Teachers Association of New York State, Incorporated.
2. STANYS Section shall refer to any part of the Science Teachers Association of New York State, Incorporated, as established by the Association or the Board of Directors.
3. Section Director(s) shall refer to the Director(s) elected by each STANYS Section to represent that Section on the Board of Directors.
4. Director-at-Large shall refer to each Director elected by the members of the Association.
5. Special Director shall refer to each Director appointed by the Board of Directors.
6. The *Bulletin* shall refer to a publication of the Science Teachers Association of New York State, Incorporated, and shall be officially named the *Science Teachers Bulletin*.
7. The *Newsletter* shall refer to the publication of the Science Teachers Association of New York State, Incorporated, and shall be officially named the *STANYS Newsletter*.

ARTICLE IV

MEMBERS

Section 1. **Membership.** Membership shall be open to all persons interested in the purposes of the Corporation. Membership begins upon the payment of the prescribed dues. A member in good standing is one who has paid the prescribed dues for the current fiscal year. There shall be two categories of members:

- a. **Regular members** are those persons who are interested in the purposes of the Corporation.
- b. **Student members** are college students who are interested in the purposes of the Corporation. Student members have no voting rights and are not counted in determining the number of Section representatives to the Board of Directors.

The Board of Directors (Board) of the Corporation may establish such other criteria for membership, including a schedule of dues, as it deems appropriate. The Board shall have the right to refuse membership to or rescind or suspend membership of any person for any cause.

The Board may fix in advance a date as the record date for the purpose of determining the members entitled to vote and to receive notice of any meeting or any adjournments thereof. Such record date shall not be more than fifty or less than ten days before the date of the meeting.

Section 2. Meetings. The Annual Meeting of the members for the election of Directors and Officers and for the transaction of such other business as may come before the membership shall be held each year in conjunction with the STANYS Annual Conference. Special meetings shall be held whenever called by resolution of the Board, the President of the Corporation, or by a written demand to the Secretary of ten percent of the members of the Corporation eligible to vote.

The Secretary, upon receiving the written demand or resolution, shall promptly give notice of such meetings as provided below, or if the Secretary fails to do so within five business days thereafter, any member signing such demand may give such notice.

Section 3. Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, or by personal delivery, not less than ten, nor more than fifty, days before such date. If mailed by any other class of mail, it shall be given not less than thirty, nor more than sixty, days before such date. Notice of a special meeting shall indicate the purpose for which it is called and the person or persons calling the meeting.

Section 4. Quorum

- (a) At all meetings of the membership the presence of 300 regular members shall constitute a quorum.
- (b) The quorum for special actions of the membership involving a petition for judicial dissolution, disposing of all, or substantially all, of the assets of the Corporation, approval of a plan of merger, authorization to a plan of non judicial dissolution, or revocation of a voluntary dissolution proceeding shall be the presence of 20% of the regular members.
- (c) In the absence of a quorum, the members present may adjourn the meeting.

Section 5. Organization. The President of the Corporation shall preside at all meetings of the members or, in the absence of the President, the President-Elect shall preside. The Secretary of the Corporation shall act as the Secretary at all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 6. Voting. At any meeting of the membership, each eligible regular member shall be entitled to one vote. Upon demand of any member, any vote before the meeting shall be by ballot.

Section 7. Action by the Members. Except as otherwise provided by statute or by these By-Laws, any corporation action authorized by a majority of the vote cast at a meeting of members shall be the act of the members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the members.

Section 8. Special Actions Requiring Vote of Members. The following corporate actions may not be taken without two-thirds of the votes cast at a meeting of the members:

- (1) A petition for judicial dissolution
- (2) Disposing of all, or substantially all, of the assets of the corporation
- (3) Approval of a plan of merger
- (4) Authorization to a plan of non judicial dissolution
- (5) Revocation of a voluntary dissolution proceeding

The affirmative votes cast in favor of any such actions shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

ARTICLE V
BOARD OF DIRECTORS

Section 1. **Powers and Number.** The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board. The Directors constituting the entire Board shall be determined as follows:

- a. The Officers of the Corporation
- b. The Directors-at-Large. The number of Directors-at-Large and the criteria for selecting these Directors shall be established by resolution of the Board.
- c. The Special Directors. These shall include the Editors of the *Bulletin* and the *Newsletter*, the Chairperson of the Annual Conference, the Finance Chairperson, the Policy Chairperson and the Webmaster.
- d. The Section Directors. Each Section shall be entitled to one or more Section Director(s) as determined by the number of regular members in good standing in the Section as of April 30 of each year. The number of Section Directors to which a Section is entitled shall be:

001-100 Members	1 Director
101-200 Members	2 Directors
201-300 Members	3 Directors
301-400 Members	4 Directors
401-500 Members	5 Directors

Section 2. **Election and Term of Office.** The Directors shall be elected to hold office for terms as described below. Any Director elected to fill an unexpired term (whether resulting from death, resignation or removal) shall hold office for the remainder of the unexpired term. Except as set forth herein, Directors shall be elected at the Annual Meeting of members by a plurality of the votes cast or by membership action without a meeting pursuant to the rules for the actions by members as stated in these By-Laws.

- a. The President, President-Elect, Past-President, and Vice-President shall have one-year terms and may serve only one term in each office. The President-Elect shall automatically succeed to the Presidency; the Vice-President shall automatically succeed to President-Elect.
- b. The Secretary shall serve a three-year term. The Secretary shall not serve more than two consecutive terms.
- c. The Treasurer shall serve a three-year term. The Treasurer shall not serve more than two consecutive terms.
- d. The Section Directors shall have one-year terms. Section Directors shall be elected by the regular members of that Section, by mail, which ballots shall be mailed to the regular members of each Section by the Section Secretary and tabulated on or before May 31st.
- e. Each Director-at-Large shall have a three-year term and serve for no more than two consecutive elected terms. Approximately one-third of the Directors-at-Large shall be elected in any one year as determined by a rotational schedule established by the Board of Directors.
- f. The Special Directors that are the Editors of the *Bulletin* and *Newsletter*, the Chairperson of the Annual Conference, the Finance Chairperson, the Policy Chairperson and the Webmaster shall be appointed at the Annual Meeting by the Board. The terms of office shall be determined by the Board.

Section 3. **Newly Created Directorships.** Newly created Director-at-Large or Special Director positions may be filled by vote of a majority of the Board of Directors then in office, regardless of their number, and the Directors-at-Large and Special Directors so elected shall serve until the next Annual Meeting of the members.

Section 4. **Resignation.** Any Director may resign from office at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its Chairperson. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 5. **Removal.** Any Director may be removed at any time with cause by a majority of the Board of Directors then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice shall be given of the proposed action to the entire Board of Directors then in office. Any Director can be removed at any time with or without cause by vote of the members at any special or Annual Meeting of the members.

Section 6. **Meetings.** Meetings of the Board may be held at any place within the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The Annual Meeting of the Board in each year shall be held immediately prior to the Annual Meeting of the members. Other regular meetings of the Board shall be held no less than once during the year. Special meetings of the Board shall be held whenever called by a majority of the Board or the Chairperson of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. **Quorum and Voting.** Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business. Except as otherwise provided by statute or by these By-Laws, the vote of the majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 8. **Action by the Board.**

- a. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the Minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- b. Where the President determines that a matter requires action of the Board under circumstances where (a) a meeting cannot reasonably be arranged in time for the needed action; and (b) the subject of the needed action is described in a manner assuring full and fair exposition of the matter and is disseminated to give not less than 24 hours notice before the vote is required, plus 3 days if delivered by ordinary mail and 1 day if by overnight mail, action can be taken by votes cast by an electronic means that provides paper evidence of the vote (e.g., e-mail, facsimile, cable, telegraph), or by mail if a reasonable due date is set for receipt. Such votes shall be tallied as though at a meeting but the action shall not constitute a meeting. Quorum and voting requirements shall be determined in the same manner as actions taken at a meeting except that quorums shall be based on the number of persons receiving notice of the action rather than on the number of members present. The Secretary shall certify that all members of the Board have provided current electronic addresses to the Secretary before the President may take action by electronic means.

Section 9. **Notice of Meetings.** Notice of the time and place of each regular and special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each Director, postage prepaid, addressed to him/her at his/her residence or usual place of business (or at such other address as he/she may have designated in a written request filed with the Secretary), at least seven days before the day on which the meeting is to be held, provided, however, that notice of special meeting to discuss matters requiring prompt action may be sent to him/her at such address by telegram or cablegram or given personally or by telephone, no less than forty-eight hours before time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her. No notice shall be given of any adjourned meeting.

Section 10. **Compensation.** No compensation shall be paid to Section Directors, Directors-at-Large, or Special Directors.

ARTICLE VI OFFICERS OF THE CORPORATION

Section 1. **Number and Qualifications.** The elected Officers of the Corporation shall be a President, a Vice-President, a President-Elect, an Immediate Past-President, a Secretary, a Treasurer, and such other positions as the Board may from time to time establish.

Section 2. **Election and Term of Office.** The Officers of the Corporation shall be elected at the Annual Meeting of the members. Each such officer, whether elected at the Annual Meeting or to fill a vacancy or otherwise, shall hold office for the term specified in these By-Laws until the close of the election of officers at the Annual Meeting next held after his/her election or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such officer, whichever is earlier. The President shall be ineligible to succeed himself/herself.

Section 3. **Employees and other Agents.** The Board may appoint such employees and agents as it shall deem necessary who shall serve at the pleasure of the Board and shall have such authority and perform such duties and receive such reasonable compensation as a majority of the Board may determine. The Board may delegate to any employee or agent any powers possessed by the Board. No employee or agent who is a Director shall receive compensation.

Section 4. **Removal.** Any Officer of the Corporation may be removed with or without cause by a vote of the majority of the members.

Section 5. **Vacancies.** In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. **President: Powers and Duties.** The President shall preside at all meetings of the members and of the Board. The President shall have general supervision of the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation. He/she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the Chairperson, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7. **President-Elect: Powers and Duties:** The President-Elect shall have such powers and duties as may be assigned to him/her by the Board. In the absence of the President, the President-Elect shall perform the duties of the President.

Section 8. **Immediate Past-President: Powers and Duties:** The Past-President shall have such powers and duties as may be assigned to him/her by the Board. The Past-President shall be the person who served a term immediately prior to the current President.

Section 9. **Vice-President: Powers and Duties:** The Vice-President shall have such powers and duties as may be assigned to him/her by the Board. In the absence of the President and the President-Elect, the Vice-President shall perform the duties of the President.

Section 10. **Secretary: Powers and Duties:** The Secretary shall keep the Minutes of the Annual Meeting and all meetings of the Board in books provided for that purpose. He/she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all duties customarily incident to the office of Secretary, subject to the control of the Board and shall perform such other duties as shall from time to time be assigned by the Board.

Section 11. **Treasurer: Powers and Duties.** The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the Annual Meeting of the Board and whenever else required by the Board, he/she shall render a statement of the Corporation's accounts. He/she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board. He/she shall, when required, give such security for the faithful performance of his/her duties as the Board of Directors may determine.

Section 12. **Compensation.** Any Officer, employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services to the Corporation when authorized by a majority of the Board of Directors and only when authorized.

ARTICLE VII COMMITTEES

Section 1. **Committees of the Board.** The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The President, as Chairperson of the Board, shall appoint the chairperson of each committee. Each committee so appointed shall consist of three or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- a. The filling of vacancies on the Board or on any committee
- b. The amendment or repeal of the By-Laws or the adoption of new By-Laws
- c. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable
- d. The fixing of compensation of the Directors for serving on the Board or any committee.

Special committees may be appointed by the President, as Chairperson of the Board, with the consent of the Board and shall have only the powers specifically delegated to them by the Board

Section 2. **Committees of the Corporation.** The Board or the members may create committees of the Corporation. Committees created by the Board shall be appointed by the President, as Chairperson of the Board, with the consent of the Board. Committees created by the members shall be elected by the members, unless the members authorize the President to appoint said Committees with the consent of the Board.

ARTICLE VIII SECTIONS

Section 1. The Sections of STANYYS, Inc. shall be:

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|-----------------------------|------------------|-----------------|-----------------|
| a. Catskill Leatherstocking | e. Mohawk Valley | i. Northeastern | m. Southwestern |
| b. Central | f. Nassau | j. Northwestern | n. Suffolk |
| c. Central Western | g. New York City | k. Southeastern | o. Westchester |
| d. Eastern | h. North Central | l. Southern | p. Western |

Section 2. The Board may create new Sections or reorganize existing Sections by resolution.

Section 3. Any Section which is divided by the Board shall distribute its assets on a per capita basis between or among the newly organized Sections.

Section 4. Each Section shall elect annually a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer in addition to the Section Directors as provided herein.

ARTICLE IX CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. **Checks, Notes and Contracts.** The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. **Investment.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE X OFFICE AND BOOKS

Section 1. **Office.** The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 2. **Books.** There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a Minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all Minutes of meetings of the members of the Board.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE XII INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by Section 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he/she, his/her testator or intestate was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

ARTICLE XIII AMENDMENTS

These By-Laws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the entire Board at any meeting of the Board, or two-thirds (2/3) of the members of the Corporation at a meeting duly called for the purpose of altering these By-Laws, provided notice of the proposed alteration has been included in the notice of meeting.

ARTICLE XIV DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the termination or dissolution of the Corporation, the Board shall distribute the Corporation's assets to any agency or organization which is interested in science education and is exempt from taxation under Section 501 (c) (3) of the Internal Revenue code of 1986 (or its successor provision).