

The National Science Education Leadership Association (NSELA)

Bylaws – Revision Approved July 2015

Article I Name

The name of the Association shall be the National Science Education Leadership Association (NSELA), an Affiliate of the National Science Teachers Association. NSELA is a non-profit association incorporated in the State of Texas.

Article II Purposes

The purposes of the association are to:

- Stimulate and aid in the development of efficient and effective leadership practices as a means to improve science education.
- Enhance the professional competence and status of leaders in science education.
- Provide opportunities for leaders and educators responsible for and/or interested in leadership in science education to discuss, and to take action on matters of common interest and concern.
- Facilitate communication among leaders in science education.
- Stimulate and aid in the development of curriculum materials.
- Present issues of concern to science educators to the appropriate agencies.
- Support and/or conduct research leading to the incorporation of new trends, methods and curriculum in science.
- Provide members with benefits that will help in their endeavors in science leadership.

Article III Membership

Section 1

Members of this Association should be members of NSTA.

Section 2

Membership in this Association is open to all individuals who are leaders in science education and individuals who are advocates of science education. There shall be three types of membership. They are:

- Active Member - any member who is presently involved in science leadership shall be an active member
- Senior Member - any member who has reached the age of 65 may continue to be a member of NSELA at a reduced membership rate providing that he/she has been an Active Member for the preceding three years. Senior Members will have all the rights and privileges of Active Members.
- Life Member - Presidents of NSELA, upon completion of their terms, will be awarded Life Memberships in NSELA. There shall be no dues for a Life Member. Life Members will have all the rights and privileges of Active Members.

Section 3

Members shall be entitled to vote, to hold office, and to receive those publications of the Association as determined by a majority vote of the voting members of the Board of NSELA.

Article IV Officers

Section 1

The officers of the Association shall be a President, a President-Elect, a Retiring President, a Secretary and a Treasurer. This group shall be the Executive Committee.

Section 2

A Presidency candidate must have been an NSELA member for three years and will serve on the Board for a period of three years. Over the three years, he/she will serve as President-Elect, President, and Retiring-President, with each being a one-year term. The Secretary and the Treasurer shall be elected for terms of three years.

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Section 3

The officers shall be elected by an electronic ballot sent to the general membership.

Section 4

The duties of the officers shall be those that appear in the list of Job Descriptions as set forth in the Operations Manual for such officers and other specific duties as the President and/or the Board deem necessary for the effective functioning of the Association.

Section 5

Officers shall assume their offices on June 1 following the annual Membership meeting at which their election is announced.

Section 6

If the President is unable, for any reason, to complete his/her term of office, the Retiring President shall assume this office. If the President-Elect, the Secretary or the Treasurer is unable, for any reason, to complete his/her term of office, the Board shall assume the responsibility for filling this office in the most appropriate manner as determined by the Board.

Section 7

No officer of the Association elected by the membership shall serve as an officer of NSTA at the same time he/she serves the Association.

Article V Board

Section 1

The Board shall consist of the elected Officers and Regional Directors; Ex-Officio (Non-Voting) members shall be the NSTA President (or designee), the Executive Director (if in the approved budget), and the Professional Development Coordinator (if in the approved budget) and Committee Chairpersons.

Section 2

The Board shall be the governing body of the Association.

Section 3

The Board may meet twice annually, once at the time and place of the annual NSTA National Conference and once at a designated NSTA Area Conference or other site as determined by the President.

Section 4

The Board shall set the annual dues for Members.

Section 5

The Board shall have an Operations Manual approved by the voting members of the Board and reviewed on a regular basis.

Section 6

The Association may have an Executive Director appointed by the Board who will serve at its instruction. The term of appointment shall be three (3) years.

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Article VI Regional Directors

Section 1

There shall be Regional Directors, elected from geographic regions designated by the Board. Regional Directors shall be elected only by the members who reside in that region. Candidates must reside or work in the region for which they have been nominated. The equity of the NSELA's regional distribution will be reviewed by the Board.

Section 2

The term of office shall be three years. No Regional Director may serve more than one (1) elected term of three (3) years as a Regional Director.

Section 3

Regional Directors shall assume their office June 1 following the annual Membership Meeting at which their election is announced. The duties of the Regional Directors shall be those that appear in the list of Job Descriptions as set forth in the Operations Manual and other specific duties as determined by the President and/or the Board.

Section 4

New Regional Directors shall be elected to replace retiring Regional Directors as set forth in the Operations Manual.

Section 5

In case the Regional Director is unable, for any reason, to complete his/her term of office, the President shall appoint a person to complete the unexpired term, with a simple majority approval of the voting members of the Board. The appointee shall reside or work in the region in which the vacancy occurs.

Article VII Membership Meetings

Section 1

There shall be an Annual Membership Meeting of the Association at the time and place of the annual NSTA National Conference.

Section 2

Other meetings may be held as decided by the Board.

Section 3

Meetings of the Association are open to persons interested in science education.

Article VIII Committees and Appointments

Section 1

The President-elect or his/her designee shall serve on the NSTA Alliance of Affiliates (AoA), fulfilling all the responsibilities of an Affiliate as identified in the current NSTA Operating Policies and the current AoA Handbook.

Section 2

The President or designee shall serve as a member of the NSTA Committee on Professional Development.

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Section 3

There shall be a Nominations Committee which shall be responsible for nominations and elections as outlined in the Operations Manual.

Section 4

Standing Committees are set forth in the Operations Manual.

Section 5

Other committees and commissions may be established by the Board to carry on special projects and activities as the need may arise. Members of such committees shall be appointed by the President who shall serve as an ex-officio member. All members of such committees must be current members of NSELA.

Section 6

All committee chairpersons and appointees shall be non-voting members of the Board of Directors as set forth in Article V, Section 1.

Article IX Affiliation

Section 1

NSELA will recognize the formal affiliation of other science leadership associations provided such associations recognize the principles of NSELA through the process set forth in the Operations Manual.

Article X Quorum and Rules of Order

Section 1

A simple majority of voting members of the Board shall constitute a quorum for the transaction of business by the Board.

Section 2

The President may call meetings of the Board, other than those held at the Annual Membership Meeting, the Annual Board Meeting held prior to the annual NSTA National Conference, and the Fall Board Meeting held during the designated area conference. Board meetings may be conducted by electronic means.

Section 3

Robert's Rules of Order, Revised, or another board- approved set of procedural guidelines shall govern the conduct of all meetings of the Association.

Article XI Distribution of Assets

Section 1

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 Article II hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not conduct any activities not permitted to be carried on: a) by an Association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law),

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or b) by any Association contributions that are deductible under section 170(c)(2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 2

Upon the dissolution of the Association, the Board shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII Civil Rights Compliance

This Association complies with the Title VI of the Civil Rights Act of 1964. It also complies with Title IX, Article XIII Amendments

Section 1

The Board or any group of fifteen members at the annual meeting may propose amendments to the Bylaws of this Association.

Section 2

Said proposals are to be presented at the Annual Membership Meeting by the Secretary.

Section 3

The Secretary shall submit proposed amendments to all members for an electronic vote within ninety days after the Annual Membership Meeting. Said votes shall be called for and counted one hundred and twenty days after the Annual Membership Meeting. The vote shall be certified by the President at the time the vote is completed and counted and the results shall be communicated to the membership within ten days of the certification. The permanent signed bylaws shall reside with the Executive Director, with additional signed copies residing with the President at the time of certification and with the Secretary.

Section 4

An amendment shall be enacted if two thirds of the votes cast are in favor of the amendment.

Article XIII Indemnification

Section 1 - Right to Indemnification

NSELA shall indemnify any officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an officer of NSELA, or while an officer of NSELA is or was serving at the request of NSELA as an officer or employee of another organization or another corporation, partnership, joint venture, trust or other organization or another enterprise including an employee benefit plan or is or was an administrator, trustee of other fiduciary of one or more of such employee benefit plans of NSELA or another organization as may or have been in effect, against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the

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indemnified liability arises or arose from any threatened, pending, or completed action by or in the right of the Corporation to the extent that such person is not insured or otherwise indemnified and the power so to indemnify has been or continues to be granted by statute, and is not otherwise prohibited by applicable law.

Section 2 - Advance of Expenses

NSELA shall pay expenses incurred by an officer and may pay expenses incurred by any employee or member of the staff in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by NSELA.

Section 3 - Procedure for Determining Permissibility

To determine whether an indemnification or advance of expenses under this Article XIV is permissible, the Board, by a majority vote or a quorum consisting of trustees not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, a majority vote of a quorum of disinterested directors so directs, provided that if there has been a change in control of NSELA between a) the time of the action or the failure to act giving rise to the claim for indemnification or advance of expenses, and b) the time such claim is made, then at the option of the person seeking indemnification or advance of the expense, the permissibility of indemnification or advance of expenses shall be determined by independent legal counsel.

Section 4 - Contractual Obligation

The obligations of the Corporation to indemnify an officer under this Article XIV, including the advancement of expenses when so determined, shall be considered a contract between NSELA and such officer, and no modification or repeal of any provision of this Article XIV shall affect, to the detriment of the trustee, such obligations of NSELA in connection with a claim based on by act or failure to act occurring before such modification or repeal.

Section 5 - Indemnification not Exclusive

The foregoing indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which one indemnified may be entitled, under any agreement, vote of, officer or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of heirs, executors and administrators of any such person.

Section 6 - Insurance, Security and Other Indemnification

The Board of NSELA shall have power to:

- Authorize NSELA to purchase and maintain, at NSELA's expense, insurance on behalf of NSELA and on behalf of others to the extent that power to do so has been or may be granted by statute.
- Create any fund of any nature, whether or not under the control of an officer, or otherwise secure any of its indemnification obligations.
- Give other indemnification to the extent not prohibited by statute.

Last Updated on March 10, 2015. Approved by NSELA membership, July 10, 2015.