

**BYLAWS AND OPERATING PROCEDURES OF THE Virginia
Association of Science Teachers, Inc.** Approved: August

27, 1994

Amended: 11/15/1997, 7/21/2000, 11/19/2005, 3/14/2009, 11/18/2011, 1/24/2014, 3/18/2015, 11/20/2015

Operating Procedures

ARTICLE I: Name of the Organization

Name: This organization shall be known as the Virginia Association of Science Teachers, Inc. The acronym, VAST, shall be used as the official designation for the organization. "VAST", or "the Association", will be used in referring to the organization in the rest of this document. Effective December 14, 2010, the acronym "VAST" as well as the LOGO are Registered Trademarks (®).

ARTICLE II: Object and Mission

Object: The object of VAST shall be to advance the study of science, to promote excellence in the teaching of science, and provide opportunity for communication among science educators in the Commonwealth of Virginia.

Mission: VAST is a community of science educators whose mission it is to:

- o Inspire students
- o Provide professional learning opportunities
- o Build partnerships
- o Advocate for excellence at the school, local, state and national level

ARTICLE III: Membership

Section 1. There shall be four kinds of memberships: regular, student, retired, and Corporate. Regular members are those currently in the field of science education or other individuals interested in improving science education. Student members are full-time students preparing to become teachers of science. Corporate members are businesses (for-profit & non-profit) that support science education in Virginia. Retired members are former regular members who have retired.

Section 2. Corporate membership shall be on two levels, the cost and benefits of membership shall be detailed in the Bylaws.

Section 3. All members, except corporate members, shall have voting privileges.

Section 4. The standard membership is for one year.

ARTICLE IV: Elected Officials

Section 1. The officers of VAST shall be the President, President-Elect, Immediate Past-President, Vice-President, Secretary, and Treasurer. All officers of VAST shall be elected by the membership, except the President and Immediate Past-President, as provided for in Article X, Sec.4. All officers must be members in good standing with VAST.

Section 2. The President shall: preside at all business meetings of the general membership of VAST, the Executive Committee, and of the Board of Directors; have general oversight of the interest and activities of VAST; represent VAST to the general public; appoint a member of the Executive Committee to complete the term in the event of a vacancy in the office, subject to the approval of the Executive Committee; appoint members to the Board of Directors subject to the approval of the Executive Committee; and perform any other duties usually incidental to the office. If the President's office becomes vacant during the term, then the current Immediate Past President will assume the office for the remainder of that term. At the conclusion of the President's term of office, she/he will assume the position of Immediate Past-President.

Section 3. The Immediate Past-President will work with the President-Elect on the general coordination of the annual conference. This officer should be continually available for advice and counsel to see that programs and projects are continued under the new leadership. In addition, the Immediate Past-President will chair the Nominating Committee.

Section 4. The President-elect shall serve as the Co-Chairperson of the standing Conference (PDI) Committee.

Section 5. The Vice-President, as directed by the President, shall oversee all committees except the Executive Committee and Board of Directors; keep a log of meetings and activities of each committee; make the chairpersons aware of their responsibilities; remind committee leadership of their expectations; see that the handbook is kept up to date; remind various leaders, especially new people, of their responsibilities; and advise the President as needed. The Vice-President shall be elected for a term of three years.

Section 6. The Secretary shall keep a permanent record of all business transacted by VAST; keep the minutes of meetings for the general membership, Executive Committee, and Board of Directors; distribute copies of the minutes to members of each group in a timely manner; and, perform such duties as are usually incidental to the office. The Secretary shall be elected for a term of three years.

Section 7. The Treasurer shall be responsible for the collection and recording of membership dues, receive all monies due to VAST, pay all bills legally incurred by VAST (including approved convention expenses), and arrange for the yearly audit of the financial records (when authorized by the Board of Directors). With input from the President, Board, and the standing Conference Committee, the Treasurer shall prepare a budget for the current year for approval at the first Board of Directors meeting of the year. The Treasurer shall prepare a report for all meetings of the Board of Directors and for the annual meeting. In addition,

the Treasurer will be responsible for the timely preparation of IRS reports, including the filing of taxes and the renewal of tax-exempt status. The Treasurer shall be elected to a term of three years.

Section 8. A Regional Director shall be elected from each of the eight (8) Department of Education regions. Directors shall be elected by the membership to serve a two-year term, and may serve more than one term. Directors from even-numbered regions will be elected on even years, and those from odd-numbered regions will be elected on odd years. Directors will, within their region, promote VAST membership, regional professional development activities, and the VAST Conference (PDI). Directors will serve as the coordinator of science leaders within their region and encourage an active and viable network within their region. Directors are expected to attend VAST Board meetings and provide a report on activities within their region. Directors shall actively participate as VAST leaders including submittal of newsletter articles, awards nominations, and the solicitation of presenters for the VAST conference.

ARTICLE V: Executive Director

Section 1. Employment:

- A. The contract of Employment details the remuneration and benefits provided to the Executive Director. The anniversary of employment is November 1 and the annual contract will be extended automatically on the anniversary date, providing notice of termination has not been given.
- B. The terms of the contract may be renegotiated and the contract may be terminated by either party given 60 day notice.

Section 2. Duties: The contract of Employment details the tasks to be provided by the Executive Director, including:

- A. The Executive Director shall be an employee of VAST and shall report to, and be given direction by, the President and Executive Committee.
- B. The Executive Director shall assist the Board of Directors in realizing VAST's mission and goals. (Article II)
- C. The Executive Director shall be expected to attend all meetings of the Executive Committee and Board of Directors, as a non-voting member.
- D. The Executive Director shall be expected to report at each meeting on the activities and plans of the Executive Director, as well as on the status of the organization.
- E. The Executive Director will not usurp the responsibilities and obligations of the officers, as outlined in VAST's Operating Procedures and Bylaws.
- F. The Executive Director shall assist the conference committee with the organization and implementation of all phases of the annual conference (PDI), including, but not limited to: registration, scheduling sessions, developing the program, negotiating contracts with the hotel and convention services, and arranging for exhibitors.
- G. The Executive Director shall assist the President and Board of Directors in developing funding sources sufficient to carry out and expand VAST's mission and goals. This shall include major responsibilities in raising funds from companies, foundations, and other entities that support VAST's mission and goals.
- H. The Executive Director shall work with the Membership Committee, through the chairperson, as well as with the Executive Committee, to promote membership growth, membership retention, and to provide member services. I. The Executive Director shall serve as the state and national contact person for VAST.
- J. The Executive Director shall represent VAST at meetings of other organizations, as directed by the President and/or Executive Committee.
- K. The Executive Director shall coordinate with the Board of Directors to ensure tasks and duties, as detailed in the VAST handbook, are completed in a timely fashion.
- L. The Executive Director shall assist, as appropriate, with all communication with VAST members, including the newsletter, Journal, and web page.

ARTICLE VI: Meetings

Section 1. There shall be at least one meeting of the general membership each year. One such meeting shall occur during the annual conference (PDI).

Section 2. The Board of Directors will meet at least four times per year (winter, spring, summer, and fall), but as often as may be necessary to conduct the business of VAST.

Section 3. The Executive Committee (officers of VAST) shall meet as frequently as may be needed in order to assure that the goals and programs, as well as the business, of VAST are carried out.

Section 4. The Standing Committees shall meet at least two (2) times per year. Additional meetings may be necessary to meet the objectives of the committee, as outlined in VAST Handbook.

Section 5. All members expected to attend a called meeting will be notified at least two weeks in advance, at which time the purpose of the meeting will be made known.

Section 6. The President may call a meeting of the Executive Committee, the Board of Directors, or of the full membership. In addition, meetings of the full membership may be called by a two-thirds vote of the Board of Directors, or by a majority vote of the Executive Committee. Meetings of the Executive Committee or the Board of Directors may be called by 50% of the respective group's membership. A meeting of the full membership may be called by 10% of the members.

ARTICLE VII: Executive Committee and Board of Directors

Section 1. Executive Committee: The elected officers (President, Vice-President, Immediate Past-President, President-Elect, Secretary, Treasurer and the Regional Director Coordinator) shall constitute the Executive Committee of VAST.

- A. **The Executive Committee** is responsible for the day-to-day operations of VAST. In addition, the Executive Committee will provide leadership, motivation, and guidance toward meeting of the objectives and mission of VAST (Article II).
- B. **The Executive Committee**, through the Treasurer, is responsible for overseeing the budget, as approved by the Board of Directors. Expenditures, in excess of \$200, not included in the approved budget, must be approved by the Board of Directors before VAST monies are committed. Convention expenditures, if not included in the budget, must also be approved.
- C. **The Executive Committee** shall make recommendations to the Board of Directors, and execute the decisions of the Board of Directors.
- D. **The Executive Committee** may enter into contracts on behalf of the VAST membership, provided such commitments are included in the budget, as approved by the Board of Directors.
- E. **The Executive Committee** shall provide oversight and support for the Executive Director, including a formal annual review.
- F. **The Executive Committee** shall approve all appointments made by the President, fill all vacant positions not otherwise covered in this document, and have charge of all other business of VAST for which no other provisions are made.

Section 2. Board of Directors:

A. **The Board of Directors** shall be composed of the following

1. Voting members:

- a. the members of the Executive Committee;
- b. a Director elected from each of the regions designated by the State Department of Education; and,
- c. the members holding the following positions, appointed by the President, and approved by the Executive Committee:
 - i. the Chairpersons of all Standing Committees;
 - ii. the VAST Webmaster;
 - iii. the VAST representative to ABTEL;
 - iv. the VAST representative to the Math-Science Coalition;
 - v. the Editors of "The Science Educator" and of the "Journal";
 - vi. the VAST representative to VETAC.
 - vii. the Assistant Treasurer/PDI Treasurer (appointed by Treasurer)
 - viii. the appointed PDI Director

2. Non-Voting Members, with voice but no vote:

- a. a representative of the Virginia Junior Academy of Science;
- b. the President, or designee, elected by the Virginia Science Education Leadership Association;
- c. representatives from the Virginia Department of Education;
- d. a representative from VRUEC; and,
- e. the NSTA Regional Director, or designee f. the Regional Director Coordinator

3. The President may appoint other VAST members and/or nonmembers, who support science education, to serve on the Board of Directors, with voice but no vote, pending Board approval.

B. The Board of Directors will act upon the recommendations of the Executive Committee, approving the goals of VAST. In addition, the Board of Directors must approve the operating budget and the convention budget submitted by the Executive Committee, through the Treasurer, and may amend said budgets. A simple majority of those present will be required for all decisions of the Board of Directors, unless specified to the contrary elsewhere in this document.

ARTICLE VIII: Committees

Section 1. The 18 Standing Committees of VAST shall be:

Membership	Awards/Grants	Teacher Resources	Communications	PDI
Outreach and Professional Concerns		Nominations	Elementary	Middle
Colleges and Universities		Informal Science	Biology	Physics
Earth Science	Chemistry	Technology	Environmental Literacy	

Section 2. Additional committees may be appointed by the President as may be required.

ARTICLE IX: Parliamentary Authority

Section 1. All meetings shall be conducted by the most recent edition of **Robert's Rules of Order**.

Section 2. Quorum: Those voting members in attendance at any duly called meeting shall constitute a quorum for the transaction of business of VAST.

ARTICLE X: Amendments

Section 1. A Proposed amendment or revision of the By Laws & Operating Procedures may originate in the Executive Committee, Board of Directors, or through a petition submitted to the Board of Directors, bearing the signatures of not less than 5% of the VAST membership.

Section 2. A Proposed amendment or revision to the Operating Procedures, if approved by a two-thirds vote of the members of the Executive Committee of VAST, and approved by two-thirds of the Board of Directors shall be submitted to the membership of the Association for adoption or rejection.

Section 3. The Operating Procedures may be amended by a vote of two-thirds of the members present at any publicized meeting of the membership, provided that the proposed amendment has been published for all members of VAST at least 60 days prior to the said meeting, and provided that provision is made for absentee ballots. Amendments may be also approved by mail-ballot, providing the return deadline is 60 days after mailing.

Section 4. The Board of Directors shall have the authority to amend the Bylaws, at a called meeting where such actions are included as an agenda-item. Approval requires a two-thirds vote of the members present.

Section 5. The Executive Committee, with approval of the Board of Directors, shall have the authority to make technical and non-substantive changes in the Bylaws & Operating Procedures without submitting such changes to a vote of the membership of the association.

Section 6. Any changes shall be circulated at meetings of the Executive Committee and the Board of Directors. The Vice-President shall incorporate approved changes into the handbook – in the official copy of the By Laws and Operating Procedures, and in any applicable sections of the handbook

ARTICLE XI: Elections

Section 1. The officers of VAST and the Regional Directors shall be nominated by a nominating committee appointed by the President.

- A. The nominating committee shall prepare a slate of officers and Directors for the coming year and submit it to the Board of Directors for approval, and to the membership at least thirty days prior to the annual meeting.
- B. In the event of a vacancy on the slate of officers, provisions shall be made for nominations from the floor at the annual meeting. Prior consent must be obtained from the nominee when nominated from the floor.
- C. The composition of the nominating committee shall be comprised of the nomination committee chair as well as a minimum of three other members.

Section 2. Ballots and lists of candidates, including credentials, shall be published in the newsletter at least thirty days prior to the annual meeting. Absentee Ballots must be returned at least one (1) week prior to the annual meeting. Ballots for officer positions will be provided at the annual meeting.

Section 3. A Ballot Committee shall be appointed by the President, and a report of the election results shall be announced at the annual conference (PDI).

Section 4. The President-Elect shall be elected for a term of one year and will automatically succeed in turn to the office of President for one year and Immediate Past- president for one year. The Vice President, Secretary, and Treasurer shall be elected to terms of three years. The terms of office for Secretary, Vice President and Treasurer will begin on three successive years, so that only one of the three will be elected in any one year. Consecutive terms shall be permitted.

Section 5. The terms of all officers will begin January 1 after the annual meeting at which they were elected.

Section 6. In the event of the death, resignation, removal, or incapacity of an officer of the Association, this succession procedure shall be followed:

- A. President** - The Immediate Past- President shall assume the office of the President for the remainder of the unexpired term which shall include the term of office as Immediate Past- President which the President being replaced would normally have served.
- B. Immediate Past- President** - The Past President shall assume the office of the Immediate Past- President for the remainder of the unexpired term. The Past President is the individual who most recently has relinquished the office of Immediate Past- President.
- C. President-elect, and other officers/ Directors** - The Executive Committee shall assume the responsibility for filling these offices in the most appropriate manner.

Section 7. Regional Directors: Regional Directors shall be elected for a term of two years. Directors from Regions 1, 3, 5, and 7 will be elected in odd years and Directors from Regions 2, 4, 6, and 8 will be elected in even years. A Regional Director may be elected to more than one term.

Section 8. Removal of Officers: The Executive Committee may, by majority vote, initiate disciplinary action involving any voting member of the Board of Directors. With cause, any VAST member may recommend the removal of any officer from his/her position. The recommendation must be in writing to the Executive Committee, must detail the reason for said action, and must contain the signatures of at least 3% of the membership. The President (or President-Elect, if the President is the subject of the petition) will counsel the officer, provide a written course of action, and set a time-limit (agreed to and signed by both parties) during which the officer in question has an opportunity to correct his/her deficiencies. If, in the opinion of the Executive Committee, the deficiencies have not been corrected by the agreed to time-limit, the Executive Committee will vote to remove said officer. A majority of the Executive Committee must approve the removal and a majority vote of the Board of Directors is needed to make the removal official.

ARTICLE XII: Tax Exempt Status

Section 1. Tax Exempt Status: VAST is organized exclusively for educational and scientific purposes in such a manner as to qualify as a tax exempt organization under Section 501 (c) (3) or the corresponding provisions of the I.R.S. Code.

Section 2. Prohibited Activities: The activities of VAST shall in no way support or promote political campaigns or candidates, or participate in any other activities not permitted to be carried on by a tax exempt organization according to Internal Revenue Service guidelines, Section 501 (c) (3).

Section 3. Compensation: The Executive Committee is authorized to employ (part-time or full-time) such persons as the Board deems necessary to accomplish the goals and mission of the Association, providing that such action does not adversely affect VAST's 501 (c) (3) status and providing that the positions can be justified in the budget. All positions under this section shall require a written contract (annual) detailing all duties expected of the employee, and all contracts must be approved by the Board. Employment may include, but is not limited to:

- A. the services of an Executive Director: Selection of qualified candidates is to be determined by the Executive Committee, based upon an approved job description. The Executive Director shall be under the direct supervision of the Executive Committee;
- B. members whose services to VAST are of such magnitude that they should be compensated, providing that the Board has approved and budgeted the compensation in advance; and,
- C. persons (members or nonmembers) or organizations that will provide technical services (e.g. a CPA) that the Board of Directors deems necessary for the operation of the association.

ARTICLE XIII: Distribution of Assets Upon Termination

Section 1. Dissolution: Upon dissolution of VAST, the officers shall pay all liabilities and dispose of any remaining assets by donating them to its parent organization, the National Science Teachers Association (NSTA), which is a recognized tax exempt group. However, if NSTA is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of VAST shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in sections 501 (c) (3) of the Internal Revenue Code (or corresponding section of the federal tax code.)

ARTICLE XIV: Relationship with Other Organizations

Section 1. Upon recommendation by the Executive Committee and approval by the Board of Directors, VAST may join as an affiliate of other organizations or groups whose mission and goals do not conflict with those of VAST.

• By Laws •
As Last Amended 3/18/15

Item I. Membership

A. Dues

1. The annual dues for members shall be \$25.00, \$10.00 for student members (full time students), and \$10.00 for former members of VAST who have retired. In addition, the following dues options shall be available:

a. Life Membership for \$200.00

b. Corporate Memberships shall be \$150.00 annually

c. Corporate Benefactor members will pay \$500.00 annually.

B. Corporate Members will be listed in each of the four quarterly newsletters, in the PDI Program, and on the VAST website.

C. Corporate Benefactors shall receive all benefits of Corporate Members, plus, they shall receive a 15% discount on all advertising in the VAST newsletter.

D. The membership year is for one year.

E. The dues for VAST membership should be paid to the VAST Treasurer, or a designee approved by the Board.

F. The Board is authorized to establish, annually, temporary promotions to encourage membership growth and retention.

Item II. The association shall honor bills incurred on behalf of VAST, by authorized members, providing said expenditure are included in the operating budget and/or the conference budget, as approved by the Board of Directors. VAST shall reimburse members for authorized expenditures, including travel at a rate to be determined by the Board of Directors, but not to exceed the IRS standard. Travel expenses may include travel of Executive Committee and Board of Directors members to meetings of those groups, as well as authorized VAST business travel.

Item III. The association will endeavor to be represented at the NSTA Congress and at other meetings that will, in the opinion of the Board, advance the mission and goals of the organization. Delegates will be appointed by the Board, subject to financial considerations. The amount of financial support to be provided by the association will be determined by the Board when the annual budget is approved. The association may fund attendance to the VAST annual conference for those members working who will not be able to participate in the majority of the conference because of their conference-related duties. Funding may include registration, selected meals, and/or lodging. The amount of financial support and designation of those to be provided support, will be determined annually by the board, subject to financial considerations.

Item IV. Publications:

A. Newsletter: “*The Science Educator*” is the official newsletter of VAST. The editor(s) of the newsletter will be appointed by the President subject to the approval of the Executive Committee. The newsletter will be provided (at least) four times to its membership, annually.

B. The VAST Web Page (www.VAST.org) shall be maintained for the purpose of promoting the mission and objectives of VAST. The web page will include VAST leadership contacts, forms, calendars, promotion of events, items supporting the classroom teacher, and excerpts from *The Science Educator*.

C. The Board may authorize other publications, as recommended by the Communications Committee, and as deemed necessary to meet the mission and goals of the organization. These publications may include, but are not limited to: a Journal to disseminate activities, demonstrations and labs to the membership, and/or a Safety Handbook.

Item V. The VAST HANDBOOK shall be published for the purpose of defining duties, describing committee responsibilities, providing time-lines, and, in general, outlining the procedures employed by the VAST leadership. The handbook shall be updated and published on a yearly basis by the Vice President. The handbook shall be distributed to all new Board members at the first Board meeting of the year. Revisions necessitated by Board actions made during the previous year, will be distributed to all Board Members, by the Vice President, as soon as possible in the new year.

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- First Presented to the Advisory Board February 26, 1994
 - Revisions Presented & Approved by the Advisory Board April 30, 1994 as well as changes recommended by legal counsel May 10, 1994
 - Amended to add Directors and remove Affiliated Group Presidents, 11/15/97
 - By-Laws amended February 6, 1999 to amend dues rates and provide BaP discounts
 - Non substantive changes made Jan 2000
 - Additional Revisions approved by the Board 2/26/00, & by the membership 7/21/00
 - By-Laws amended by Executive Committee 9/17/05
 - Major committee revisions to Operating Procedures 6/23/05, approved by Board 9/17/05 & by membership 11/19/05
 - Non substantive changes made 9/6/11.
 - A standing Committee (Environmental Science, Natural Resources, & Stewardship) was approved by the Board 9/10/11, and by the membership 11/18/11. (name was changed to “Environmental Literacy” in 2012)
- Committees “Outreach” and “Professional Concerns” were combined approved by the Board 11/8/12
- A standing committee (Advocacy) was approved by the Board 11/8/12 and Membership 11/16/13
 - A major edit of the Operating Procedures and the By Laws was completed in February 2015, resulting in the addition of multiple entries previously approved by the Board over the last several years.
 - PDI Chair, Regional Director Coordinator, and assistant (PDI) treasurer were added 11/20/2015
 - Mission statement was changed on 11/20/2015