

BY-LAWS
OF
STEM Teachers of New York City Inc.

ARTICLE I. - NAME.

The name of the Corporation is STEM Teachers of New York City Inc. (STEM refers to “science, technology, engineering, and mathematics.) It may, in all its activities, be referred to as either "STEMteachersNYC" or "STEMtNYC."

ARTICLE II.- OJECTIVES.

STEMtNYC is dedicated to interchange and interaction among teachers of STEM. Our general purpose is to cultivate excellence in STEM teaching and to promote learning, self-confidence and success for our students.

ARTICLE III. - OFFICES.

1. Location. The office of STEMtNYC shall be located in the City of New York, State of New York.
2. Other Locations. STEMtNYC may establish and maintain from time to time other locations within or without the State of New York at which the activities of STEMtNYC may be carried on, as may be designated from time to time by the Board of Directors.

ARTICLE IV. - MEMBERS.

1. The members shall consist of four classes: regular members, student members, emeritus members, and honorary members.
2. Regular members shall be teachers of STEM at the university, college, high school, middle school, or elementary school level, and any other persons whose membership supports the objectives of STEMtNYC.
3. Student members shall be students currently enrolled in an educational institution in a STEM, STEM-related, or STEM-teaching course or the equivalent. This includes, especially, students preparing to be STEM teachers or students interested in a career as STEM teachers.
4. A person who has been a member of STEMtNYC prior to his/her retirement shall, at retirement, become an emeritus member upon the member's request to the Board of Directors.
5. STEMtNYC may, by special action, designate other persons as emeritus or honorary members.
6. Voting rights shall be restricted to regular members of STEMtNYC whose dues are current and who have attended at least one workshop in the last 12 months, and to emeritus and honorary members.

ARTICLE V. - OFFICERS

1. General. The officers of STEMtNYC shall be the Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, and Webmaster. The new officers shall be elected by the membership at the Annual Meeting or, in case of a vacancy, appointed by the Board of Directors until the following Annual Meeting. No two offices may be held by the same person.
2. Chair. The Chair shall be the Chief Executive Officer of STEMtNYC. The Chair shall preside at all meetings of the Officers, Board of Directors, and members, and shall be responsible for the management of STEMtNYC between meetings of the Officers, Board of Directors, or members. The Chair shall serve a one year term after serving as Chair-Elect.
3. Chair-Elect. The Chair-Elect shall perform the functions of the Chair in his or her absence. The Chair-Elect shall assist the Chair and shall have other duties as assigned by the Chair or as may be determined by STEMtNYC. The Chair-Elect will be elected every year at the Annual Meeting. The Chair-Elect shall succeed to the office of Chair after serving one year as Chair-Elect.
4. Past-Chair. The Past-Chair shall serve as chair of the Nominating Committee and the Awards Committee and have other duties as assigned by the Chair or as may be determined by STEMtNYC. The Past-Chair shall succeed to office after serving as Chair and shall serve a one-year term.

5. Secretary. The Secretary shall attend all meetings of the Officers, Board of Directors, and members and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in a record to be kept for that purpose. The Secretary shall give notice of all meetings of the Officers, Board of Directors, and members when notice is required by these by-laws. The Secretary shall keep all official records of STEMtNYC, including minutes and an up-to-date membership list, and shall be responsible for communicating with STEMtNYC members in a timely fashion about the meetings and programs of STEMtNYC.

The Secretary shall serve a three-year term. The Secretary may serve more than one consecutive term. The Secretary is also expected to participate actively in training a newly-elected Secretary and to assist and provide guidance throughout the newly-elected Secretary's first year.

6. Treasurer. The Treasurer shall have the custody of all funds and property of STEMtNYC and shall keep full and accurate accounts of receipts and disbursements in records belonging to STEMtNYC. The Treasurer shall collect dues from the members, prepare and oversee the budget, and present a report on the financial status of STEMtNYC to the Board at least two weeks before the Annual Meeting. He or she shall deposit all moneys and other valuable effects in the name and to the credit of STEMtNYC in such depositories as may be designated by the Officers or Board of Directors. He or she shall disburse the funds of STEMtNYC as may be ordered by the Chair, Officers, Board of Directors, or Executive Director and shall render to the Chair, Officers, Board of Directors, or Executive Director whenever they may require it, an account of all the transactions of the Treasurer, and of the financial condition of the STEMtNYC.

The Treasurer shall serve a three-year term. The Treasurer may serve more than one consecutive term. The Treasurer is expected to also participate actively in training a newly-elected Treasurer and providing guidance throughout the newly-elected Treasurer's first year.

7. Webmaster. The Webmaster shall maintain the STEMtNYC website as the official means of communication with the members.

The Webmaster shall serve a three-year term. The Webmaster may serve more than one consecutive term. The Webmaster is expected to also participate actively in training a newly-elected Webmaster and providing guidance throughout the newly-elected Webmaster's first year.

8. Delegate Duties. In case of the absence, illness, or disability of any officer of STEMtNYC, the powers or duties of such officer may be delegated to any other officer or person for the time being by the Board of Directors.

9. Resignation. Any officer may resign his or her office at any time, such resignation to take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair. The acceptance of a resignation shall not be required to make it effective, but no resignation shall discharge any accrued obligation or duty of an officer.

10. Removal. Any Officer may be removed at any time by a vote of the Board of Directors with or without cause.

ARTICLE VI. - EXECUTIVE DIRECTOR.

An Executive Director may be appointed by the Board of Directors to carry on the business of STEMtNYC between meetings of the Board of Directors. He or she and shall serve at the pleasure of the Board, with compensation as set by the Board. The duties of the Executive Director shall be assigned by the Board. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors. The Executive Director shall not be an Officer of STEMtNYC. The Executive Director shall keep the Board of Directors fully informed of the business of STEMtNYC.

ARTICLE VII. - BOARD OF DIRECTORS

1. Makeup of the Board of Directors. The Board of Directors of STEMtNYC shall consist of the Officers (Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, and Webmaster) as voting members, the Executive Director as a non-voting member, and 0 to 5 voting Members-At-Large. All members of the Board of Directors shall be at least eighteen years of age.

At-Large-Members of the Board of Directors will be elected at the annual meeting. At-Large-Members of the Board of Directors will serve a three year term. The terms will be staggered with not more than two terms expiring the same year. At-Large Members of the Board of Directors can succeed themselves.

2. The Board of Directors and the Executive Director. The Executive Director will be informed of all meetings of the Board of Directors and can attend all meetings except when the Board of Directors is discussing the hiring, performance or dismissal of the Executive Director. The Board of Directors can decide at any time to invite and/or allow additional non-voting individuals (including non-members of STEMtNYC) to attend Board of Directors meetings and to contribute to discussion. The Board of Directors can also decide to limit attendance at Board of Directors meetings to members of the Board of Directors.
3. Responsibilities. The Board of Directors governs STEMtNYC. The responsibilities of the Board of Directors include setting the annual calendar; approving the budget and expenditures; filling Board of Directors vacancies; planning and fund-raising; communicating with the “outside” world and managing relationships with other organizations, including possible affiliates; and hiring, assigning duties to, overseeing, and dismissing the Executive Director.
4. Notice of Meetings. All meetings of the Board of Directors will be announced at least one week in advance. Ad hoc meetings of the Board of Directors may take place, but any actions must be ratified by a majority of votes cast at the next meeting of the Board of Directors called with proper notice.
5. Quorum and Voting. A quorum of the Board of Directors shall be half or more of the current number of Board of Director members. Actions of the Board of Directors shall require approval by a simple majority of the votes cast by Board of Directors members present.
6. Newly created Directorships and Vacancies. Newly created opening(s) in the Board of Directors (either due to a decision to increase the number of members of the Board of Directors or due to vacancies occurring in the Board of Directors for any reason) may be filled by the vote of a majority of the directors then in office regardless of their number. A director elected to fill a vacancy shall hold office until the next Annual Meeting.
7. Removal of Directors. Any or all of the directors may be removed with or without cause by a vote of a majority of the Board of Directors.
8. Resignation of Directors. Any director may resign at any time. Such resignation shall be made in writing or electronically, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Chair. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a director.
9. Powers. In addition to the powers by these Bylaws expressly conferred upon them, the Board of Directors may exercise such powers and do such lawful acts as within the purpose of STEMtNYC and not forbidden by statute or the certificate of incorporation or by these by-laws.
10. Location of Meetings, Books. The Board of Directors may hold their meetings and may keep the books and records of STEMtNYC within or without the State of New York at such place or places as may be determined from time to time by resolution of the Board of Directors.
11. Annual Meeting. There shall be an Annual Meeting of the membership of STEMtNYC at a time and place determined by the Board of Directors. The Chair shall give an Annual Report, and the Treasurer shall present a Financial Report for the current year and a Budget for the following year. The meeting shall also be for the election of Officers of members of the Board of Directors.
12. Notice of Annual Meeting. Notice of the Annual Meeting of the members shall be served not less than thirty nor more than sixty days prior to such meeting. The notice shall be delivered electronically and posted publicly on the STEMtNYC website. When such notice is e-mailed it shall be sent to each member at his or her e-mail address as it appears in the records of STEMtNYC.
13. Monthly Meeting. The Board of Directors shall meet monthly. The time and date of the meetings shall be set by the Chair or the Executive Director with at least one-week notice given electronically and posted on the STEMtNYC website. The monthly meetings can be waived by a majority vote of the Board of Directors taken electronically.
14. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or Executive Director on one week’s notice to each director given electronically. Special meetings shall be called by the Chair, Executive Director, or Secretary in like manner on the written request of at least one-third of the directors.
15. Absence. Neglect on the part of any director to attend three (3) successive meetings of the board shall be a cause for removal by vote of the directors.

16. Waiver of Notice. Any business may be transacted by the Board of Directors at any meeting at which 90% of the directors are present although held without notice, upon waiver agreed upon by every director, whether before, during or after the meeting.

17. No Personal Liability. In the absence of fraud or bad faith, the directors shall not be personally liable for the debts or obligations of STEMtNYC except as otherwise provided by statute.

18. Executive Committee. The Board of Directors, by a resolution adopted by an affirmative vote of a majority of the entire Board, may appoint from its members an Executive Committee of three directors, a majority of which shall constitute a quorum; such committee may meet at stated times or on notice to all by any of their own number, during the intervals between the meetings of the Board, and shall consult with and advise the officers of STEMtNYC in the management of its activities and shall exercise any and all powers of the Board of Directors which may be lawfully delegated to it by the Board of Directors. Vacancies in the Executive Committee shall be filled by the Board of Directors at any annual, monthly, or special meeting. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

19. Written Consent. Unless the certificate of incorporation provides otherwise, any action required or permitted to be taken at a meeting of the directors or a committee thereof may be taken without a meeting if consent in writing or e-mail shall be given by all of the directors to the adoption of a resolution authorizing the action so taken.

20. Telephonic and Electronic Meetings. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar electronic means of which all persons participating in the meeting can hear each other or see all dialog at the same time, and such participation shall constitute presence in person at the meeting.

ARTICLE VIII. - COMPENSATION OF DIRECTORS AND OFFICERS

The Officers and Directors of STEMtNYC shall not be compensated.

ARTICLE IX. - CONFLICT OF INTEREST POLICY

The Board of Directors shall adopt a Conflict of Interest Policy to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction.

ARTICLE X. - COMMITTEES

There shall be two standing committees: a Nominating and an Awards Committee. (There also can be an Executive Committee established by the Board of Directors. See ARTICLE VII, #18.)

1. The Nominating Committee shall be chaired by the Past-Chair and include two other members appointed by the Board of Directors. The Nominating Committee shall issue a call for candidates for the open Offices and ensure that the proposed candidates have agreed to serve if elected. The Nominating Committee shall actively solicit candidates with relevant expertise who have contributed effectively to STEMtNYC. The election of Officers shall occur at an Annual Meeting (see ARTICLE VII). The Nominating Committee shall also have the power at any time to nominate up to 5 additional voting members of the Board of Directors from the general membership (see ARTICLE VII).

2. The Awards Committee shall be chaired by the Past Chair and include two other members appointed by the Board of Directors. The Awards Committee shall call for nominations for awards designated by the Board of Directors.

3. The Chair, with the approval of the Board of Directors, may appoint other committees of one or more members as he or she may deem desirable to further the objectives of STEMtNYC. Such committees shall cease to exist no later than the close of the annual meeting but can be reauthorized and reconstituted by the Chair with the approval of the Board of Directors.

ARTICLE XI. - ELECTIONS

All of the Officers and members of the Board of Directors shall be elected by a simple majority of the present and voting STEMtNYC members at the Annual Meeting. Candidates for all positions shall be members of STEMtNYC. Candidates for Officer or the Board of Directors shall be nominated by the Nominating Committee or nominated directly by voice, with a second, at the Annual Meeting. In case of a tie, the Chair shall determine the winner by a chance event.

The Chair-Elect shall be elected every year. The Secretary, Treasurer and Webmaster shall serve staggered, three-year terms, so that one of these three officers will be elected every year, on a rotating, 3-year cycle. The Members-At-Large will also serve staggered, 3-year terms, so that no more than 2 Members-At-Large are elected every year. (See Appendix for an initial, suggested schedule.)

If there is a vacancy in any Office or on the Board of Directors before the term of office has expired, the Board of Directors shall appoint someone qualified to serve in the vacant position until the next Annual Meeting. (See ARTICLE V, #1.)

ARTICLE XII. - FISCAL YEAR AND DUES

The start and end dates of the fiscal year will be set by the Board of Directors. (See Appendix.)

Dues and/or the price of admission to workshops and other events shall be set by the Board of Directors. Funds shall be used to cover the expenses of STEMtNYC.

ARTICLE XIII. - MEETINGS AND WORKSHOPS

Workshops, and/or other events (face-to-face and/or virtual) that meet the objectives of STEMtNYC (ARTICLE II) will be arranged by the Board of Directors and interested members. Notices of the time and place of these workshops and activities shall be announced to all members of STEMtNYC electronically with as much advance notice as possible and shall be posted publically on the STEMtNYC website.

ARTICLE XIV. - NONDISCRIMINATION

STEMtNYC shall not discriminate on the basis of race, religion, color, national origin, sex, or sexual preference.

ARTICLE XV. - NONPROFIT ORGANIZATION

Notwithstanding any other provision of the Bylaws, STEMtNYC shall not carry on 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 1968 or the corresponding provision of any future United States Internal Revenue law, or (b) by any association contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1968 or the corresponding provision of any future United States Internal Revenue law.

STEMtNYC shall continue forever unless a two-thirds majority of the members shall vote to dissolve STEMtNYC. A proposal to dissolve STEMtNYC may be submitted for vote by the Board of Directors at any time. In the event that STEMtNYC is dissolved, the Board of Directors, after paying or making provision for payment of all liabilities of STEMtNYC, shall dispose of all assets of STEMtNYC exclusively for the purposes of STEMtNYC to such charitable, educational, or scientific organization(s) as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1968 or the corresponding provision of any future United States Internal Revenue Law, except that in the case of funds granted by an Agency stipulated otherwise, disposition shall be made in accordance with provisions contained in the pertinent grant documents.

ARTICLE XVI. - BYLAW CHANGES AND AMENDMENT

These bylaws may be amended or changed by recommendation of the Board of Directors and approval from two-thirds of the membership that cast a ballot. The proposed amendment must be sent to all members (in hard copy or via e-mail) for review and discussion two weeks before voting.

ARTICLE XVII. - SEAL

The seal of STEMtNYC shall be circular in form and shall bear the name of STEMtNYC, the words "New York" and the year of its incorporation.

APPENDIX.

(This Appendix is not part of the Bylaws and is intended only to provide an initial schedule and structure. The Board of Directors, once elected by the membership, can make changes to this initial, suggested schedule and structure. It is NOT necessary to amend the Bylaws in order make changes to the schedule and structure suggested in this Appendix.)

An initial, Transitional Board of Directors shall consist of the following nine individuals: Fernand Brunschwig, Kofi Donnelly, Nathan Finney, Zhanna Glazenburg, Seth Guinals-Kupperman, J. Pravin Kumar, Mark Schober, Andrew Stillman, and Donghong Sun.

The Transitional Board of Directors will conduct the process for approval of these Bylaws, nomination and election of Officers, possible appointment of an Executive Officer, and formation of the Board of Directors. The initial elections will be held at an initial Annual Meeting and will be for six Officers: Chair-Elect, Chair, Past-Chair, Secretary, Treasurer, and Webmaster. The Transitional Board of Directors shall also have the power to nominate up to 5 additional voting Members-At-Large of the Board of Directors.

To initiate the 3-year election cycle (as specified in ARTICLE XI), the Secretary will initially be elected to a 1-year term; the Webmaster will initially be elected to a 2-year term, and the Treasurer will initially be elected to a full 3-year term.

If Members-At-Large are nominated, to initiate the 3-year election cycle (as specified in ARTICLE XI), they will be elected to initial terms as follows: two Members-At-Large will be elected for 1 year terms; two Members-At-Large will be elected for 2-year terms, and one Member-At-Large will be elected for a 3-year term. A chance event will be used after the election by the Chair to determine which Members-At-Large will serve 1-year, 2-year and 3-year terms.

The transitional Board of Directors will establish the beginning and ending dates for the fiscal year and the date for the Annual Meeting and the submission of the Treasurer's reports (the past year's budget and the budget for the following year). The transitional Board of Directors will also establish the date at which the new Officers and Members-At-Large of the Board will begin their terms after the election.

Initial suggestions for a yearly calendar are as follows:

Fiscal year: Sept. 1 to Aug. 31 (because major expenditures are in summer)

Annual Meeting: October or early November (to allow Treasurer to close books in September, prepare budget report and proposal, and send it out to members before the Annual Meeting.)

Officers and Board members begin their terms on January 1. (This would allow the experienced Officers and Board members to use the fall to plan the spring and summer schedule of meetings and workshops, and the new Officers and Board members would then implement those plans, as well as planning and then implementing the fall schedule.)

Adopted by STEMtNYC _____