

# ASSOCIATION OF SCIENCE-TECHNOLOGY CENTERS INCORPORATED

## BYLAWS

### ARTICLE 1 NAME AND LOCATION

**1.1 Name.** The name of this corporation shall be Association of Science-Technology Centers Incorporated (the “Corporation”), a nonprofit, non-stock corporation incorporated in the State of Maryland, doing business as Association of Science and Technology Centers Incorporated.

**1.2 Location.** The registered office of the Corporation shall be located in the State of Maryland. The Corporation also may have offices in such other localities, either within or outside of the State of Maryland, as may be determined by the Board of Directors.

### ARTICLE 2 PURPOSES AND POLICIES

**2.1 Purposes.** The Corporation is a membership organization of science and technology centers and museums (also referred to as “science centers”)—and related institutions—in North America and around the world that provide opportunities for lifelong learning about science and technology; connect science, technology, and society; engage diverse communities; and partner to tackle global and local challenges. Together with its members, the Corporation’s vision is increased understanding of—and engagement with—science and technology among all people.

Based in North America and committed to the global good, The Corporation’s purpose is to champion and support science and technology centers and museums.

The Corporation is committed to diversity, accessibility, inclusion, and equity; shall enact policies to ensure it brings these values to bear across its work; and will develop and implement programs and partnerships to support its members in engaging the rich diversity of the communities they serve around the world.

The Corporation shall have and exercise all powers necessary and convenient to effect the purposes for which the Corporation is organized. Notwithstanding any other provision of these Bylaws or of the Articles of Incorporation, the purpose or purposes for which the Corporation is organized shall be limited so as to continuously qualify the Corporation as exempt from taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law.

**2.2 Policies.** The Corporation shall be noncommercial, nonsectarian, and nonpartisan. Neither the name of the Corporation nor the names of any members in their official capacities shall be used in connection with any commercial concern or with any partisan interest or for any

purpose not appropriately related to the promotion of the purposes of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidates for public office.

The Corporation has the power and authority to accept gifts and/or contributions by will or otherwise in any form of property or money, provided that the purpose of such gift or contribution, as specified by the donor, is within the purposes of the Corporation.

## ARTICLE 3 MEMBERSHIP AND DUES

**3.1 Classes of Members.** The Corporation shall have two (2) classes of members: Science Center and Museum Members, and Allied Members.

### **3.2 Membership Eligibility.**

**3.2.1 Science Center and Museum Member Eligibility.** Science Center and Museum Members shall be science centers that:

- a. Identify as a center, museum, zoo, garden, aquarium, or planetarium, either as an independent nonprofit institution or as a unit of a larger nonprofit organization, university, or government agency;
- b. Agree that: science is a human endeavor that uses scientific methods, observations, and experimentation to develop explanations of the natural world; scientific theories are grounded in and compatible with evidence internally consistent, and demonstrably effective in explaining a wide variety of phenomena; science is based on scientific methods, scientific observation, experimentation, and many thousands of peer-reviewed publications; and the development of technology has always, and continues to, depend on scientific research and human ingenuity;
- c. Provide exhibits, programs, or activities related to one (1) or more scientific disciplines or topics such as physical, biological, natural, and social sciences; technology; engineering; mathematics; medicine and health; trans-disciplinary problem-solving; etc.;
- d. Operate one (1) or more physical sites staffed and open to the public during substantive, regular, and predictable hours;
- e. Use an array of science-learning, science-communication, and science-engagement methods, approaches, and techniques, such as experiential, tactile, and kinesthetic exhibits, participatory programs, hands-on activities, community dialogue/deliberation programs, or inquiry-based learning;
- f. Share the Corporation's commitment to diversity, accessibility, inclusion, and equity; and
- g. Serve as a resource for a community's science learning and engagement needs.

**3.2.2 Allied Member Eligibility.** Allied Members shall be nonprofit or for-profit organizations—or North American Federal, State, provincial, tribal, or local government agencies—that support the purpose of the Corporation and share its commitment to diversity, accessibility, inclusion, and equity, but that are not and do not operate science centers or museums. Organizations or agencies that do operate a science center or museum may only join as an Allied Member if the science center or museum they operate is a Science Center or Museum Member in good standing.

In addition, independent contractors and consultants that offer products or services to the science-center community—and that direct their own work, maintain their own office or place of work, control the means of performing their services including the sequence and hours of work, do not own a staffed commercial entity or have employees, supply equipment and materials to do their work, and work on behalf of several science centers, museums, or science education organizations at the same time—shall be eligible to join the Corporation as Allied Members.

Emerging science centers and museums that are under development and not yet open to the public—and educational nonprofit organizations, universities, and North American Federal, State, provincial, tribal, or local government agencies that are managing the development of an emerging science center or museum that is under development and not yet open to the public—also shall be eligible to join the Corporation as Allied Members.

**3.2.3 Additional Eligibility Criteria.** The Board of Directors may define additional eligibility criteria for membership, as well as processes for assessing entities' compliance with any such criteria, and the Board of Directors also may define and establish categories of membership within each of the two classes for the purpose of establishing member dues or other reasons relevant to the Corporation's purposes, and may revise such categories from time to time.

### **3.3 Member Representatives.**

**3.3.1 Designation of Member Representatives.** Each member may designate, through means determined by the President and CEO, one (1) individual to serve as its representative ("Member Representative"). Member Representatives shall be entitled to participate in meetings of the Corporation. Designation as a Member Representative may be changed by a member, through means determined by the President and CEO, at any time.

**3.3.2 Revocation of Member Representatives' Authority.** Representation by any Member Representative shall cease immediately upon revocation of such individual's authority by the represented member or upon termination of the represented member's membership in the Corporation.

**3.4 Membership List.** The President and CEO, or their designee, shall maintain a current list of all members of the Corporation. It shall be the duty of members to keep their membership information updated, through means established by the President and CEO.

**3.5 Member Voting Rights.** Each Member Representative of a Science Center and Museum Member shall be entitled to participate in meetings and to cast one (1) vote on behalf of its Science Center and Museum Member on Corporation matters brought to the membership for a vote. Member Representatives of Allied Members shall not be entitled to vote on Corporation matters.

### **3.6 Membership Selection and Termination.**

**3.6.1 Member Selection.** All members must be approved for membership by a majority vote of the Board of Directors.

**3.6.2 Termination of Membership.** Any member may be expelled or suspended from membership for any *bona fide* reason, including but not limited to failure to timely pay membership dues owed to the Corporation, by vote of a majority of the Board of Directors, after notice and an appropriate hearing as necessary to ensure reasonable due process; provided, however, that in the case of failure to timely pay membership dues owed to the Corporation, no such hearing or other due process shall be required.

**3.7 Resignation.** A member may resign at any time by delivering a written resignation to the Corporation. Such resignation shall be effective upon receipt by the Corporation. No member so resigning shall be entitled to any refund of membership dues or other amounts paid.

**3.8 Membership Dues.** The Board of Directors shall have the authority to establish the assessment, amount, and timing of payment of membership dues for members.

**3.9 Reinstatement.** Any member suspended from the Corporation for nonpayment of membership dues or assessments but not expelled for this reason may be reinstated at the discretion of the Board of Directors, upon payment of all amounts in arrears. Any member expelled from the Corporation for nonpayment of membership dues or assessments may be reinstated as a member only upon payment of all amounts in arrears, or such amounts as the Board of Directors deems equitable, and upon approval by the Board of Directors.

## **ARTICLE 4 MEETINGS AND MEMBER VOTES**

### **4.1 Meetings.**

**4.1.1 Annual Business Meeting.** The Annual Business Meeting of the members shall be held at such time and place—including via teleconference or videoconference—as the Chair may designate. Notice of the meeting shall be given in accordance with paragraph 4.1.4 hereof.

A special meeting may be held in lieu of the Annual Business Meeting and any actions taken at a special meeting shall have the same effect as if it had been taken at the Annual Business Meeting, and in such case all references in these Bylaws to the Annual Business Meeting shall be deemed to refer to such special meeting.

**4.1.2 Special Meetings.** Special meetings of members shall be called by the Chair or the Secretary at the request of at least twenty-five percent (25%) of the Science Center and Museum Member Representatives eligible to vote at such meeting, in accordance with the requirements of the laws of the State of Maryland. Special meetings shall be held at any place within or outside of the State of Maryland. The time and place for holding a special meeting shall be fixed by the Board of Directors.

**4.1.3 Notice.** Written notice of any meeting of the members stating the place (which can be via videoconference or teleconference), day, and hour of the meeting and, in the case of a special meeting or if notice of the purpose is required by any provision of law or these Bylaws, the purpose or purposes for which the meeting is called, shall be delivered, either personally or by mail, email, or overnight mail to each Science Center and Museum Member Representative entitled to vote at such meeting not less than ten (10) or more than ninety (90) days before the date of the meeting. Notice given by mail shall be addressed to a Science Center and Museum Member at its address as it appears in the Corporation's records and shall be deemed to be given at the time it is deposited, properly addressed, in the U.S. mail. Notice also may be given by email or overnight mail and shall be deemed given when delivered to or through the appropriate carrier or service. A waiver of notice of any meeting in writing signed by a representative of the Science Center and Museum Member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Participation of a Science Center and Museum Member Representative in any meeting shall constitute a waiver by the Science Center and Museum Member of notice of such meeting, except if such Science Center and Museum Member Representative participates for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Whenever a meeting of the members shall be adjourned, it shall not be necessary to give notice of the adjourned meeting or of the business to be transacted thereat, otherwise than by announcement at the meeting at which such adjournment is taken.

**4.1.4 Additional Meeting.** If the number of Science Center and Museum Member Representatives present at a meeting is insufficient to approve a proposed action, another meeting of the members may be called for the same purpose if: (a) the notice of the meeting stated that the procedure authorized by this provision and by Section 5-206 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, might be invoked; and (b) by majority vote, the members present in person or by proxy call for the additional meeting. Fifteen (15) days' notice of the time, place and purpose of the additional meeting shall be provided to the Science Center and Museum Member Representatives. The notice shall state that at the additional meeting, (a) the Science Center and Museum Member Representatives present in person or by proxy constitute a quorum, and (b) a majority of the Science Center and Museum Member Representatives present in person or by proxy may approve or authorize the proposed

action at the additional meeting and may take any other action which could have been taken at the original meeting if a sufficient number of Science Center and Museum Member Representatives had been present.

**4.1.5 Requisite Vote.** The affirmative vote of a majority of the votes entitled to be cast by the Science Center and Museum Member Representatives present in person or represented by proxy at a meeting at which a quorum is present or by ballot shall decide any questions which properly come before a meeting, unless the question is one upon which these Bylaws, the Articles of Incorporation, or law requires a different approval threshold.

**4.2 Voting by Science Center and Museum Member Representatives.** Each Science Center and Museum Member Representative or their proxy shall be entitled to vote at any regular or special meeting, as well as in voting conducted by mail, email, or online ballot. No proxy shall be valid for a period greater than eleven (11) months, unless otherwise provided in the proxy. A proxy purporting to be executed by or on behalf of a Science Center and Museum Member shall be deemed valid unless challenged at or prior to its exercise. Voting on all matters by Science Center and Museum Members, including the election of Directors, may be conducted by mail, email, or online ballot.

**4.3 Quorum.** The presence in person or by proxy or ballot of the Science Center and Museum Member Representatives eligible to cast one-tenth (1/10) of the total number of votes entitled to be cast on a particular matter shall constitute a quorum for the purpose of considering any matter, except as otherwise provided by law or the Articles of Incorporation or these Bylaws. If such quorum shall not be present or represented at any meeting, the Science Center and Museum Member Representatives present in person or represented by proxy shall have the power either to request that the Science Center and Museum Members conduct the business of the meeting by mail, email, or online ballot, or to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

**4.4 Financial Reports.** The Corporation shall distribute to members of the Corporation such financial reports as may be required by law to be prepared and distributed.

**4.5 Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if such voting occurs by mail, email, or online ballot, provided a quorum exists. Each such vote shall be treated for all purposes as a vote at a meeting of the members.

**4.6 Record Date.** The Board of Directors shall have the authority to set a record date or direct that the membership roster be closed for a stated period for the purpose of making any proper determination with respect to members, including which members are entitled to notice of meeting, to vote at a meeting or to be allotted other rights. Such record date shall not be prior to the close of business on the day the record date is fixed. Except as otherwise provided in this paragraph, the record date shall be not more than ninety (90) days before the date on which the action requiring the determination will be taken. The membership roster may not be closed for a

period longer than twenty (20) days. In the case of a meeting of members, the record date or the closing of the membership roster shall be at least ten (10) days before the date of the meeting.

## ARTICLE 5 BOARD OF DIRECTORS

**5.1 Powers.** The business and affairs of the corporation shall be managed under the direction of the Board of Directors, which shall have all powers of the Corporation except such as are required by law or the Articles of Incorporation or these Bylaws to be otherwise exercised. The Board of Directors shall generally direct, control, and manage the activities of the Corporation, including determining the duties, in addition to those prescribed by these Bylaws, of all officers, agents, and employees of the Corporation, and interpreting and implementing these Bylaws and all other regulations and policies of the Corporation.

**5.2 Number, Qualifications, and Election.** The Board of Directors shall consist of not fewer than ten (10) and not more than twenty-four (24) Directors, which shall include:

- a. Not fewer than five (5) nor more than fifteen (15) Science Center and Museum Member-at-Large Directors, who shall be chief executives (such as CEOs, Executive Directors, or Presidents) of Science Center and Museum Members representative of the diversity of the Corporation's Science Center and Museum Members, without limitation to those Science Center and Museum Members based outside of North America;
- b. Up to three (3) Allied Member-at-Large Directors, who shall be executive-level leaders of Allied Members, without limitation to those Allied Members based outside of North America;
- c. The five (5) Board Officers (Chair, Chair-Elect, Immediate Past Chair, Secretary, and Treasurer); and
- d. The President and CEO, who shall serve as an *ex officio* member of the Board of Directors with full voting rights. If there is a vacancy in the role of President and CEO, the *ex officio* seat on the board shall remain vacant until the position of President and CEO is filled.

The number of Directors comprising the Board of Directors within these limits shall be fixed from time to time by the Board of Directors.

Those Science Center and Museum Member Representatives who serve in the chief executive leadership role of their institution shall be deemed to be authorized by the Science Center and Museum Member that they represent to serve as a member of the Board of Directors. Likewise, those Allied Member Representatives who serve in an executive-level leadership role in their institution shall be deemed to be authorized by the Allied Member that they represent to serve as a member of the Board of Directors.

Directors shall be elected via mail, email, or online ballot by the affirmative vote of a majority of the Science Center and Museum Member Representatives, provided a quorum exists, from among a list of nominees selected by the Nominating Committee. The ballot must be disseminated to Science Center and Museum Member Representatives at least sixty (60) days prior to the Annual Business Meeting of the members.

As used in these Bylaws, the term “entire Board” means the total number of Directors in office at such time, and does not include any vacant, unfilled Director seats. The maximum and minimum number of Directors comprising the Board of Directors may be increased or decreased from time to time by amendment to these Bylaws. No decrease in the number of Directors shall shorten the term of any incumbent Director.

**5.3 Classes and Terms.** Each Science Center and Museum Member-at-Large Director and each Allied Member-at-Large Director shall hold office for three (3) years and may serve two (2) consecutive terms, such terms to be staggered so that approximately one-third (1/3) of the Member-at-Large Director positions shall be filled each year.

No person may be elected as a Member-at-Large Director for more than two (2) consecutive, full terms without a break in service of at least three (3) years following the second full term. Each Member-at-Large Director shall hold office until: (a) their successor has been elected; (b) their earlier death, resignation, or removal; (c) the membership of the Science Center or Museum Member or Allied Member that the Member-at-Large Director represents has terminated, which termination shall be deemed to effect the automatic resignation of such Member-at-Large Director; (d) the termination of the Member-at-Large Director’s affiliation with the Science Center and Museum Member or Allied Member that the Member-at-Large Director represents, which shall be deemed to effect the automatic resignation of such Member-at-Large Director; or (e) the natural conclusion of the Member-at-Large Director’s second (2<sup>nd</sup>) board term. At the close of the Member-at-Large Director’s second (2<sup>nd</sup>) term, their service on the Board ends unless they are nominated and elected to an officer position. In the event that a Director is elected or appointed to an officer position without having completed their term, that member shall automatically vacate their current Member-at-Large Director or officer position, effective upon commencement of the term as officer for which they have been newly elected or appointed.

**5.4 Resignation and Removal for Cause.** Any Director may resign at any time by delivering written notice of such resignation to the Secretary, and such resignation shall become effective upon receipt by the Secretary or on the date specified therein, whichever is later, and acceptance of the resignation by the Board of Directors shall not be necessary to make the resignation effective. Failure to attend three (3) consecutive meetings without the approval of the Chair shall be deemed to be an automatic resignation. Any Member-at-Large Director may be removed for cause by the affirmative vote of a majority of Science Center and Museum Member Representatives present at any meeting at which a quorum is present.

**5.5 Vacancies.** In the event the position of any Director becomes vacant by reason of death, resignation, removal, or other cause, the Board of Directors may elect a Director to fill the vacancy at any meeting thereof or by unanimous written consent, until the next election of Directors. Such time served by a Director to fill such vacancy shall not count against the term limits on Director service.

**5.6 Annual Meetings.** An annual meeting of Directors shall be held annually on such day as the Board of Directors shall designate, at such time and place—including via teleconference or videoconference—as shall be fixed by the Board of Directors, for the transaction of such



business as may properly come before the meeting. Notice shall be given in accordance with paragraph 5.8 hereof.

**5.7 Additional Meetings.** Additional meetings of the Board of Directors may be held at such time and place as may be determined by the Board of Directors or the Chair. The Board also may convene by teleconference or videoconference every other month or as otherwise determined by the Chair.

**5.8 Notice of Meeting.** Notice of a meeting of the Board of Directors may be delivered personally or by telephone, email, mail, or overnight mail and shall be sent to each Director at their address, phone number, or email address appearing on the books of the Corporation for the purpose of notice. Every such notice shall specify the date, place (which may be by videoconference or teleconference), day, and hour of the meeting. A waiver of notice of any meeting in writing signed by the Director entitled to such notice, whether before or after the time stated therein, and filed with the records of the meeting, shall be deemed equivalent to the giving of such notice. The presence of a Director at any meeting shall constitute a waiver by them of notice of such meeting, except where such Director participates for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Whenever a meeting of the Board of Directors shall be adjourned, it shall not be necessary to give notice of the adjourned meeting or of the business to be transacted thereat, otherwise than by announcement at the meeting at which such adjournment is taken.

**5.9 Location of Meetings.** Meetings of the Board of Directors may be held at any place within or outside of the State of Maryland.

**5.10 Organization of Board Meetings.** At all meetings of the Board of Directors, the Chair, or, in the Chair's absence, the Chair-Elect or the Immediate Past Chair, or, in the absence of any of these officers, a temporary Chair chosen by a majority of the Directors present at the meeting, shall act as Chair of such meeting and preside thereat. The Secretary shall act as secretary at all meetings of the Board of Directors. In the absence from any such meeting of the Secretary, the Chair may appoint any person to act as secretary of the meeting. A copy of the minutes of each meeting shall be supplied to each member of the Board.

**5.11 Meetings by Videoconference or Teleconference.** Directors or members of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a videoconference, teleconference, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

**5.12 Quorum.** At all meetings of the Board of Directors, a quorum shall be a majority of the Directors then in office. A lesser number than a quorum may adjourn any meeting from time to time without further notice other than announcement at the meeting.

**5.13 Requisite Vote.** At any meeting of the Board of Directors at which a quorum is present, a majority of the Directors present may take action on behalf of the Board of Directors, unless a higher vote is required by law, by the Articles of Incorporation, or by these Bylaws.

**5.14 Action by Unanimous Written Consent.** Any action which properly may be taken at a meeting of the Board of Directors or of a committee of the Board of Directors may be taken without a meeting if all members of the Board of Directors or committee then in office consent in a writing signed by each member, including electronically, to the adoption of a resolution authorizing the action. The resolution and written consents shall be filed with the minutes of the proceedings of the Board or committee.

**5.15 Committees.** There shall be an Executive Committee, a Nominating Committee, and a Finance and Audit Committee as defined in paragraphs 5.15.1, 5.15.2, and 5.15.3 below, and ad-hoc committees or task forces as defined in paragraph 5.16 below. The Board of Directors may delegate to committees some or all of their fiduciary obligations only if such committees comprise solely Directors and only to the extent permitted by the laws of the State of Maryland. Each other committee shall consist of not fewer than two (2) Directors.

Except as the Board of Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors in such rules, its business shall be conducted as nearly as possible in the same manner as in provided by these Bylaws for the Board of Directors.

The Chair shall have the power at any time to fill vacancies of, change membership of, or discharge the membership of the Nominating Committee and any ad-hoc committee or task force. The Board of Directors shall have the power at any time to fill vacancies of, change membership of, or discharge the membership of the Finance and Audit Committee.

The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or them by law.

**5.15.1 Executive Committee.** The Executive Committee shall consist of the Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer, President and CEO, and up to three (3) Science Center and Museum Member-at-Large Directors. Science Center and Museum Member-at-Large Directors shall be nominated to serve on the Executive Committee by the Nominating Committee, elected by the Board of Directors, and shall serve a term of one (1) year. The President and CEO shall serve as a voting *ex officio* member of the Executive Committee. The Executive Committee shall have all of the authority of the Board of Directors in the management of the business and affairs of the Corporation to the extent permitted by the laws of the State of Maryland. The Executive Committee may convene in person or by videoconference or teleconference, as determined by the Chair.

**5.15.2 Nominating Committee.** The Board of Directors shall appoint a Nominating Committee consisting of the Chair, Immediate Past Chair, Chair-Elect, and the representatives of three (3) or more Science Center and Museum Members. The Nominating Committee shall select nominees to serve on the Board of Directors. The Immediate Past Chair shall serve as chair of the Nominating Committee. Should the Immediate Past Chair be unavailable to serve as chair of the Nominating Committee, the

Board Chair shall appoint a Nominating Committee chair from among the current members of the Executive Committee.

**5.15.3 Finance and Audit Committee.** The Board of Directors shall appoint a Finance and Audit Committee consisting of the Treasurer, who shall serve as Chair, and the representatives of three (3) or more Science Center and Museum Members, which shall review and recommend to the Board of Directors the annual budget, review financial statements and the status of the annual budget, monitor investments, consult with the President and CEO regarding financial management, and monitor the independence and performance of outside auditors on behalf of the Board of Directors. Directors shall comprise a majority of the Finance and Audit Committee membership at any given time.

**5.16 Ad Hoc Committees or Task Forces.** The Chair shall have the power at any time to create or disband any ad hoc committees and task forces—including short-term and long-term task forces—as the Chair may determine. Each ad hoc committee or task force shall include not fewer than two (2) Directors. The Chair may establish and appoint members to such ad hoc committees and task forces as they may determine are necessary in the best interests of the Corporation. Such ad hoc committees and task forces may advise the Board of Directors or any committee of the Board of Directors, but shall have no power or authority to bind the Board of Directors or the Corporation on any matter.

**5.17 Compensation.** No Director shall receive compensation for the performance of their duties as a Director of the Corporation, but may be reimbursed for reasonable expenses of attending meetings.

## ARTICLE 6 OFFICERS

**6.1 Officers.** The officers of the Corporation shall be Chair, Chair-Elect, Immediate Past Chair, Secretary, and Treasurer, each of whom shall be a chief executive of a Science Center and Museum Member. The President and CEO also shall be an officer of the Corporation. In addition, if appointed, the Chief Operating Officer (“COO”) and the Chief Financial Officer (“CFO”) of the Corporation, both of which are full-time employee positions within the Corporation appointed from time to time, shall be officers of the Corporation, though they shall not be members of the Board of Directors.

**6.2 Election and Term of Office.** Individuals who currently serve on the Board of Directors as Science Center and Museum Member-at-Large Directors, or whose service on the Board of Directors as Science Center and Museum Member-at-Large Directors has ended within the last three (3) years, are eligible to be nominated to serve as elected officers of the Corporation and shall be elected by the affirmative majority vote of the Science Center and Museum Member Representatives who cast a vote, provided a quorum is present. Each officer shall be elected for a term of two (2) years—with the exception of appointed officer positions including the President and CEO, COO, and CFO—and until their successor shall have been duly chosen and qualified, or until their earlier death, resignation, or removal.

The Chair-Elect, Chair, and Immediate Past Chair serve a maximum of one (1) two (2)-year term in each of those officer positions. The Secretary and Treasurer may serve up to two (2) consecutive two (2)-year terms.

Following the end of each officer's final term, no former officer may be reelected to the Board of Directors, or to the Secretary or Treasurer officer positions, without a break in service of at least three (3) years; provided, however, that those who conclude their terms as Secretary or Treasurer are eligible for election as Chair-Elect for a period of three (3) years after they conclude their Secretary or Treasurer officer positions.

**6.3 Resignation and Vacancies.** Any officer of the Corporation may resign at any time by giving written notice of their resignation to the Chair, Secretary, or President and CEO. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified there, the acceptance thereof shall not be necessary to make it effective. An officer shall be deemed to have automatically resigned from any position they may hold with the Corporation in the event of the termination of the officer's employment or affiliation with the Science Center or Museum Member which they represent as evidenced by a written statement from the Science Center or Museum Member, or in the event the Science Center or Museum Member's membership in the Corporation terminates. In the event the position of any officer becomes vacant by reason of death, resignation, removal, or other cause, the Board of Directors may elect an officer to fill the vacancy at any meeting thereof or by unanimous written consent, until the next election of officers; provided, however, that if the vacant office is that of the Chair, the Chair-Elect shall fill such vacancy for the balance of the Chair's term, after which they may be put forward in the next election of officers for a new term as Chair. Any time served by an officer to fill such vacancy shall not count against the term limits on officer service.

**6.4 Chair.** The Chair shall direct the Board of Directors in execution of activities of the Corporation. The Chair shall preside at all meetings of members, the Board of Directors, and the Executive Committee and shall serve as a voting *ex officio* member of all committees. The Chair shall (a) have general responsibility for the business, affairs, and property of the Corporation; (b) sign such papers as may be required by the office; (c) make such other reports and recommendations to the members at annual or special meetings concerning the work and affairs of the Corporation which are desirable for their information and guidance; (d) provide guidance to the President and CEO; and (e) perform such duties as are normally incident to the office of Chair.

**6.5 Chair-Elect.** The Chair-Elect shall perform such duties and shall have such powers as may from time to time be assigned by the Board of Directors or the Chair. The Chair-Elect shall carry out the duties of the Chair in the absence of the Chair, and shall assume the office of Chair at the end of their term.

**6.6 Secretary.** The Secretary shall (a) attend all meetings of the Board of Directors; (b) give, or cause to be given, notice of all meetings, when required, in accordance with applicable law and these Bylaws; (c) cause to be maintained a list of the Corporation's membership; (d) be custodian of the seal of the Corporation (if any) and affix, or cause to be affixed, such seal to all documents, the execution of which is authorized by the Board of Directors or by any officer or agent of the Corporation to whom power to authorize the affixing of such seal shall have been

delegated; (e) keep, or cause to be kept, in books or electronic files provided for the purpose, minutes of the meetings of members, of the Board of Directors and of each committee of the Board of Directors and distribute such minutes to the Directors; (f) see that the books, reports, statements, and all other documents and records required by law are properly kept and filed; (g) sign such instruments as require the signature of the Secretary; and (h) in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board of Directors.

**6.7 Treasurer.** The Treasurer shall (a) attend all meetings of the Board of Directors; (b) have charge and custody of and be responsible for all funds of the Corporation and deposit all such funds in such banks, trust companies, or other depositories in insured accounts, in accordance with the provisions of these Bylaws; (c) cause to be received and given receipts for monies due and payable to the Corporation from any source whatsoever; (d) arrange for an annual independent audit of the finances of the Corporation; (e) sign such instruments as require the signature of the Treasurer; (f) serve as chair of the Finance and Audit Committee; and (g) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Board of Directors. The Treasurer shall cause to be kept full and accurate records of all financial transactions of the Corporation and provide an annual report to the Board of Directors on all income and expenses of the Corporation, and report to the Board at other times when requested by the Chair or the Board of Directors.

**6.8 Immediate Past Chair.** The individual who has most recently been elected Chair, but is not currently serving as Chair or other elected officer of the Corporation, and has not resigned or been removed from the office of Chair prior to the completion of their elected term, shall serve as Immediate Past Chair. The Immediate Past Chair shall perform such duties and shall have such powers as may from time to time be assigned by the Chair or the Board of Directors. The Immediate Past Chair shall chair the Nominating Committee, and shall carry out the duties of the Chair in the absence of the Chair or Chair-Elect.

**6.9 President and CEO.** The Board of Directors shall select and employ a President and CEO for all matters related to program design and oversight, daily operations, and fiscal matters of the Corporation, and to provide organizational and managerial assistance to the Board of Directors and the Executive Committee. Under the direction of the Board of Directors, the President and CEO shall conduct such activities as may be necessary to further the purposes of the Corporation. The President and CEO shall attend meetings of the committees of the Board of Directors and provide planning, management, logistical, and technical support for the Board of Directors, the Executive Committee, and other committees. The President and CEO shall have the authority to solicit and coordinate members' solicitation of funding for projects and programs of the Corporation, and shall submit an annual report of the operations of the Corporation to the Board of Directors at its Annual Meeting. Subject to annual budgets set by the Board of Directors, the President and CEO shall have sole authority for the hiring, compensation, promotion, and termination of all other employees of the Corporation. The President and CEO shall serve at the pleasure of the Board of Directors or under a contractual employment arrangement that the Board of Directors deems reasonable and appropriate.

**6.10 Additional Powers.** The Board of Directors may at any time impose or confer upon any officer such other duties or powers as in its discretion it deems necessary or appropriate.

## **ARTICLE 7 DEPOSITORIES, CHECKS, AND INVESTMENTS**

**7.1 Depositories and Checks.** The monies, securities, and other valuable assets of the Corporation shall be deposited, except for such cash as the appropriate officers shall reasonably consider necessary for immediate requirements, in such depositories as the Board of Directors may from time to time designate. All deposits shall be made in the name of the Corporation. Checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money shall be signed or approved by any two (2) of the following individuals: the Chair, the Treasurer, the President and CEO, the COO, the CFO, or an employee of the Corporation who is a department head and has been designated by the Board of Directors.

**7.2 Investments.** 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 federally insured accounts or as the Board of Directors otherwise in its discretion may deem in the best financial interests of the Corporation.

## **ARTICLE 8 BOOKS AND RECORDS**

The books and records of the Corporation shall be kept at the principal office of the Corporation, or at such place as the Board of Directors may designate. All books and records of the Corporation may be inspected by any Member or its attorney for any purpose at any reasonable time.

## **ARTICLE 9 FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31 of each year, or such other date at the Board of Directors shall select.

## **ARTICLE 10 COMPENSATION AND CONTRACTS**

No member, Director, officer, or employee of the Corporation, or advisor to the Corporation, or other private person shall receive any part of the net earnings of the Corporation, except that the Corporation is authorized and empowered to pay such persons reasonable compensation for services actually rendered to the Corporation, to reimburse such persons for

expenses incurred in the performance of such services and to make payments and distribution in furtherance of the purposes set forth in Article 1 hereof. No member, Director, or officer may receive compensation for services in such capacity only.

#### **ARTICLE 11 AMENDMENTS**

Any of these Bylaws may be altered, amended, or repealed, or a new Bylaw may be adopted, at any meeting of the Board of Directors by the affirmative vote of a majority of the entire Board of Directors, provided that the proper notice of such meeting shall state the substance of the Bylaw to be altered, amended, repealed, or adopted.

#### **ARTICLE 12 DISSOLUTION OF THE CORPORATION**

The Corporation may be dissolved by the affirmative vote of two-thirds (2/3) of the total Science Center and Museum Members in good standing at the time of any duly constituted meeting of such Members, provided a quorum is present at such meeting. In the event of any dissolution or final liquidation, the remaining assets of the Corporation shall be applied and distributed as follows: All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provision therefor shall be made; any assets held on the condition that such assets be returned, transferred, or conveyed upon dissolution shall be disposed of in accordance with such requirements; and all remaining assets of every nature and description whatsoever shall be distributed to organizations which qualify as exempt under the provisions of 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor provisions, and which are concerned with promoting research, education, or the public interest.

#### **ARTICLE 13 SEVERABILITY**

Any determination that any provision of these Bylaws is for any reason inapplicable, illegal, or ineffective shall not affect or invalidate any other provision of these Bylaws.

Amended October 5, 2001

Approved 04/21/2010, Clearwater Beach, FL board mtg

Approved 8/8/2013, Board of Directors conference call

Approved 7/26/2017, Board of Directors conference call

Amended and approved by the ASTC Board of Directors via unanimous written consent on August 15, 2019