

MINNESOTA ACADEMY OF SCIENCE		
Bylaws		Approval Date:
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**BYLAWS OF THE
MINNESOTA ACADEMY OF SCIENCE**

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BYLAWS OF THE MINNESOTA ACADEMY OF SCIENCE

**ARTICLE I.
NAME AND PURPOSE**

Section 1. Name: The name of the organization shall be the Minnesota Academy of Science (MAS). It shall be a nonprofit organization incorporated under the laws of Minnesota.

Section 2. Purpose: The Minnesota Academy of Science is organized exclusively for charitable, scientific, and educational purposes and is dedicated to providing opportunities for Minnesotans of all backgrounds to engage in STEM-related learning, inquiry, research, and networking.

ARTICLE II. MEMBERSHIP

Section 1. Membership: Membership shall consist of the Board of Directors and all those actively engaged in MAS programs, including donors and lifetime members. Terms of membership shall be defined by the staff under the direction of the Board of Directors. Membership shall not discriminate on the basis of race, color, religion, age, sex, sexual orientation, gender, gender identity, ethnic origin, national origin, disability, citizenship status, political affiliation, marital status, veteran status, military status, or other personal characteristics or conditions protected by national, state or local law.

ARTICLE III. BOARD OF DIRECTORS (BOARD)

Section 1. Board role, size, and compensation: The Minnesota Academy of Science Board of Directors (Board) shall serve as the Governance Body of the organization. The Board is responsible for overall policy and the strategic direction of the organization, and delegates responsibility for day-to-day operations to the professional staff. The Board includes Directors and one Executive Director staff member. The Board shall have up to 18, but ideally not fewer than 12 Directors. In the absence of 12 Directors, the remaining Directors will work to fill vacancies as soon as possible. Directors receive no compensation other than reimbursement for reasonable and documented expenses.

Section 2. Terms: All Directors shall serve three-year terms and are eligible for re-election with no term limits.

Section 3. Meetings: The Board shall meet at least quarterly, at an agreed upon time and agreed upon manner. Notice of all meetings shall be communicated by the Secretary or their designee to all Directors at least one week before the date of the meeting.

Section 4. Elections: During the first quarter of each fiscal year or when vacancies arise, the Board shall elect Directors to replace those whose terms will expire. Ideally, elections shall be staggered such that no more than one third of the terms expire in any given year. Elections shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws.

Section 5. Election Procedures: Nominated Directors shall be elected by a majority of the Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the month following their election.

Section 6. Quorum: A quorum must be attained of at least fifty percent or not fewer than six Directors for business matters subject to a vote to occur.

Section 7. Parliamentary Procedure: Robert's Rules of Order, Revised, shall be the authority governing all matters of procedure not otherwise provided in the Articles of Incorporation, these bylaws, the Non-Profit Corporation Act, or special procedures adopted by the Minnesota Academy of Science Board.

Section 8. Officers and Duties: There shall be four executive officers of the Board, consisting of a President, Vice-President, Secretary, and Treasurer. The Executive officers are the members of the Executive Committee. Their duties are as follows:

The President shall serve as the chief officer of this nonprofit organization. The President shall serve as the chairperson of the Minnesota Academy of Science Board of Directors, convene regularly scheduled Board meetings, and preside over, or arrange for other members of the Executive Committee to preside over, these meetings.

The Vice-President shall perform the duties of the President if the President is absent or unable to preside.

The Secretary shall be responsible for keeping records of Board actions during official meetings.

The Treasurer shall make a financial report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the Annual Budget, make financial information available to the Board and the public, ensure that appropriate financial records are maintained, and provide oversight for the Academy's funds.

Section 9. Officer Terms: All executive officers shall serve one-year terms and are eligible for re-election for up to five consecutive terms.

Section 10. Officer Elections: Executive officers shall be elected by a majority of the Directors present at a regular meeting of the Board, provided there is a quorum present. Officers will begin on the first day of the month following the month of their election.

Section 11. Vacancies: When one or more vacancies on the Board occur, the Secretary or chair of the Nominating Committee shall receive nominations for new members from present Directors and through any public application process sanctioned by the Board. Candidates from the Nominating Committee should be sent out to the Board in advance of the next regular Board meeting where they will be voted upon. These vacancies will be filled only to the end of the particular Director's term.

Section 12. Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Board. A Director may be terminated from the Board due to a lack of participation at Board meetings and in the Minnesota Academy of Sciences programming in a year. A Director may also be removed for other reasons by a vote of three-fourths of the remaining Directors.

Section 13. Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary or designate to all Directors in advance (reasonable and prudent) of the meeting.

Section 14. Remote communication for meetings: Any meeting of the Board may be conducted solely by one or more means of remote communication, through which all Directors may participate in the meeting, if advance notice of the meeting is given and the number participating is sufficient to constitute a quorum. Remote communication includes but is not limited to phone or web or video conferencing, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 15. Action without a meeting: Upon initiative of the Board President or Executive Committee, an action that would normally be taken at a regular or special meeting may be taken without a meeting if the Secretary mails or electronically delivers a ballot to every Director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast in favor by ballot equals or exceeds half of the number of Directors.

Section 16. Conflict of Interests: The Minnesota Academy of Science recognizes that both real and apparent conflicts of interests could occur in the course of conducting Minnesota Academy of Science affairs. The Minnesota Academy of Science will establish and maintain policies to conform to Minnesota statutes and procedures governing conflicts of interest for directors of non-profit corporations.

ARTICLE IV. COMMITTEES

Section 1. Committee formation: The Board may establish or discontinue standing and ad hoc committees as needed for the good of the organization. Chairpersons of all committees not explicitly identified in the Bylaws will be appointed by the President. Membership of Board committees need not consist of only Directors with the exception of the named committees in the Bylaws.

Section 2. Executive Committee: The four executive officers serve as the members of the Executive Committee. Except for the power to amend the Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and shall report to the Board those actions taken between meetings. The Executive Committee is subject to the direction and control of the Board, and the Board may also charge the Executive Committee to make decisions and act on its behalf on specific issues in order to assure timely actions. Such charge must be the

result of an explicit motion approved and recorded in the Minutes of the Board. A quorum of the Executive Committee shall consist of three of the officers.

Section 3. Finance Committee: The Treasurer chairs the Finance Committee, which includes at least two other Directors and has responsibility for the organization's funds and the accounting of these funds. The Finance Committee is responsible for developing and reviewing fiscal and accounting procedures, fundraising plans, and the annual budget with staff and other Directors. The Finance Committee ensures that the Board of Directors receives, reviews, and approves annual financial reports that are then made public upon Board approval.

Section 4. Nominating Committee: The Secretary or another Director chairs the Nominating Committee, which includes two other Directors. The Nominating Committee shall draw up a slate of candidates to be presented to the Board whenever vacancies arise or are expected.

ARTICLE V. EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director: The Executive Director (ED) is a MAS employee hired by the Board, and an ex-officio, non-voting member of the Board. The ED has day-to-day responsibility for the organization, including carrying out the organization's goals and policies. The ED shall attend all Board meetings, report on the progress of the organization, answer questions of the Directors, and carry out the duties set forth in their contract or job description. It shall be the duty of the Board to define the duties and responsibilities of the ED, and to determine compensation. The Board may designate other duties to the ED as needed.

Section 2. Professional staff: The Executive Director shall oversee and manage the daily activities of any other professional staff members needed to accomplish the goals and objectives of the organization, within the constraints of the budget. This shall include, but is not limited to, authority to hire, terminate, evaluate, and review the remainder of the professional staff. Details of employment shall be included in one or more written statements of personnel policies.

ARTICLE VI. FINANCES

Section 1. Fiscal Year: The fiscal year of the Academy shall be July 1 through June 30.

Section 2. Budget: The Board must approve the annual budget. The Executive Director and professional staff execute all programs and initiatives within the constraint of the annual budget. Any change to the budget must be approved by the Board. Any deviation in spending must be reported to the Board.

Section 3. Review or Audit: The accounting procedures and financial ledgers of the Minnesota Academy of Science shall be reviewed or prepared annually by a Certified Public Accountant. The organization shall conduct a professional audit only when required to do so by state law or by a vote of the Board.

Section 4. Financial Oversight: Checks or liabilities of more than \$2000.00 must have dual signatures or approvals drawn from the current list of Officers and the Executive Director.

ARTICLE VII. AMENDMENTS

Section 1. Amendments: These bylaws may be amended when necessary, by two-thirds majority vote of the Board. Proposed amendments must be submitted in writing to the Secretary and distributed to the Board at least one week prior to the next regular Board meeting.