

## Summary of 2023 Proposed Changes to the Minnesota Academy of Science Bylaws

From time to time over our 150 years, it has been necessary for the Board of Directors and MAS Membership to adopt new bylaws that more accurately reflect the current and desired operations of our organization. This is one of those times. Small, incremental changes have not been sufficient to keep pace with the needs of the organization and have been difficult to implement due to a declining base of voting members.

As a nonprofit organization, MAS is always striving to better serve and engage our community. After careful consideration, the Board of Directors and Staff put in place a new membership structure in 2023 that acknowledges the hundreds of participants that make MAS programs successful each year.

In 2023, we began giving membership at no cost to all those actively engaged in our programs — student participants, educator mentors and coaches, volunteers, and financial supporters. Through this new structure we seek to find new ways to recognize and engage our community members.

Updated MAS bylaws that reflect these changes and their impact on member voting rights were developed by the MAS Board of Directors and approved in March.

Substantive changes include:

- The draft bylaws reflect the new, free, inclusive, and expanded membership structure adopted by MAS in 2023. Previously, memberships were paid, by application, and subject to Board review/approval -- and included voting rights for adults.
- The new draft bylaws more clearly detail the roles, responsibilities, and selection of Board members.
- The Board shall now consist of 12 - 18 members, instead of a minimum of 13.
- Quorum will now consist of 50% or not fewer than six Directors instead of one-third of the Board members.
- Members will no longer be asked to vote on / approve the Board President and Vice President for two-year terms alternating in odd and even years. (*Recent elections typically yielded 15 - 20 votes and were not kept on an odd/even schedule.*) Instead, the Board of Directors will elect all four executive officers annually.
- Members will no longer be asked to vote on / approve changes to the bylaws. Instead, the Board of Directors will approve changes by a two-thirds vote, allowing for greater responsiveness and flexibility in response to changing needs in the future.
- The draft bylaws require a professional audit of the financial ledgers only when required by state law or a Board vote, rather than every five years. (*Our last audit was in 2000. MN requires audits for nonprofits with budgets of \$750,000 or more.*)
- The draft bylaws no longer include a commitment to promote the sciences through publication and dissemination of research findings, opinions, and information about the activities of its members. (*The MAS Journal was suspended in 2016.*)

Notes:

- The current draft does not alter the general oversight and governance roles of the Board or the general responsibilities of the Executive Director.
- The current draft retains the requirement outlined in the previous bylaws that any liabilities greater than \$2,000 have dual signatures or approvals.