

**Bylaws of the Sciencetech Club**  
**Date September 25, 2017**

**Article I ORGANIZATION**

1. The name of the organization shall be "THE SCIENTECH CLUB." (Hereinafter referred to as the Club).
2. The Fiscal year of the Club begins on the first day of January in each year and ends on the last day of December of such year.

**Article II PURPOSE**

1. To give the City of Indianapolis and the State of Indiana the benefit of the united scientific and technical knowledge and experience of its members.
2. To promote scientific and technical study and research.
3. To encourage and support selected activities that furthers the cause of scientific, technical and vocational education.
4. To maintain a high professional standing and to further acquaintance and fellowship among scientific and technical men and women.
5. The Club is an Indiana Not for Profit Corporation.

**Article III MEMBERSHIP**

Members shall be interested in and supportive of the Purpose of the Club.

**1. Classes of Membership**

- a. Resident Members - Resident members shall be those residing or having their principal business office or work place in Marion County or its contiguous counties.
- b. Non-Resident Members - Non-resident members shall be all other members.
- c. Emeritus Members
  - 1) Club members who for at least 15 years have contributed to the improvement of the Club and shall exemplify the purposes of the Club shall be eligible for consideration.
  - 2) The Club Secretary on or before September 1 of each year shall issue an invitation to the Club membership for the names of candidates for this honor.
  - 3) Each proposer shall outline the reasons for the choice and any member of the Board of Directors may endorse the transmittal.

- 4) The Membership Committee may evaluate the proposal or generate its own proposal to the Board of Directors for its consideration. A two-thirds vote of the Board of Directors is required for election as Emeritus Member.
  - 5) There shall be no more than 8% of the membership (Resident and Non-Resident) as Emeritus at any time.
- d. Family Membership is available to a husband and wife.

## 2. Application for Membership

- a. All prospective members must apply for membership as directed by the Board of Directors and be sponsored by two current Club members.
- b. After the Membership Committee has approved an application for membership, the Board at a regular or special meeting shall review all information pertaining to the applicant. A vote shall be taken and approval by two-thirds of the Board of Directors shall elect the prospect to membership, subject to payment of dues.
- c. The stipulated dues must be paid within thirty days after notification of election to membership to validate membership in the Club.

## 3. Dues

- a. The Treasurer is responsible for the issuance of an annual dues notice to all members in good standing in December of each year. Payment is due by January 15th of the forthcoming year.
- b. The Board of Directors at its November meeting shall set the next year's Resident Member dues.
  - 1) If the Board of Directors does not set the next year's Resident Member dues they shall remain unchanged.
- c. Dues for Non-Resident Members shall be 50% of the Resident Members' rate.
- d. Dues for new members who join after July 31st shall be reduced by 50% for that first year.
- e. Dues for Family Membership shall be 160% of dues for a Resident Member.
- f. Dues for Emeritus Members are the same as dues for other members.
- g. The Board of Directors at their discretion may permit Resident Members who are unable to attend meetings to pay dues at the same rate as Non-Resident Members.

## 4. Meetings

a. The Annual Meeting of the Club for the election of officers and directors and the transaction of other business shall be held in the month of December at a time and a place determined by the Board of Directors.

b. The Club may have other meetings from time to time as the Board of Directors may arrange.

c. There are no quorum requirements for actions by the members. A majority vote of the members present at any meeting is sufficient to conduct business referred to the members by the Board of Directors.

d. Notice of all meetings of the Club shall be sent to all members.

e. Regular meetings of the Board of Directors shall be held each month at such time and place designated by the Board. The President or a majority of the Directors in addition may call special meetings of the Board.

#### 5. Suspensions and Termination

a. At the March meeting of the Board of Directors the Treasurer shall provide the Chair of the Membership Committee a list of members with unpaid dues. The Membership Chair may contact each of the members in arrears. The Membership Chair may elicit aid in personal contact with all members in arrears to determine if they plan to pay the unpaid dues.

b. The Treasurer shall submit a final report on dues payments in the April Board of Directors meeting and any member who has not paid annual dues by April 1st shall be suspended. Suspended members shall not receive the newsletter.

c. Any member who has not paid dues by November 30th may be terminated by action of the board of Directors.

d. Terminated members may reapply for membership.

### **Article IV BOARD OF DIRECTORS**

#### 1. Management of the Sciencetech Club

a. The business and affairs of the Club are governed and managed by a Board of Directors. The Board's powers are subject to the authority and limitations of the Sciencetech Club's Articles of Incorporation and Bylaws and all applicable Federal and State regulations.

b. The Board has the power and responsibility to establish policies and regulations for the operational and financial management of the Club.

- c. The Board must approve any unbudgeted expense.
- e. No action of the Club shall be binding until approved by the Board of Directors.

## 2. Composition of the Board of Directors

- a. The Board of Directors shall consist of 23 members.
- b. Directors must be members in good standing of the Sciencetech Club.
- c. The officers of the Club shall be members of the Board.
- d. The immediate Past President shall be a voting member of the Board.
- e. Eighteen additional elected Directors shall serve on the Board.
- f. Any vacancies existing in the Board of Directors or Officers may be filled by the President with approval of the Board of Directors to serve out the elected term.

## 3. Quorum

- a. A quorum shall consist of a majority of the elected Board. (12 members)

## 4. Procedures

- a. Any Member may attend any Board of Directors meeting.
- b. Any Member may address the Board of Directors.
- c. Meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order.

## **Article V OFFICERS**

### 1. Officers shall consist of:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

All Officers must be members in good standing of the Sciencetech Club.

### 2. President

- a. The President shall preside at all meetings.
- b. The President shall Chair meetings of the Board of Directors.
- c. The President shall appoint committees.
- d. The President shall see that all books, reports, and certificates required by law are properly kept or filed.

e. The President shall have such powers as may belong to the chief executive of any similar organization.

f. No member shall serve as President for more than two consecutive terms.

### 3. Vice-President

a. The Vice President shall, in the event of the absence or inability of the President to exercise this office become acting president of the Club

b. The Vice President shall be the Club's Membership Chair and be one of the three members of the membership committee.

### 4. Secretary

a. The Secretary shall keep the minutes with the attached Treasurer's report for at least seven years. The Secretary shall keep all the Club's official non-financial documents.

b. The Secretary shall file all appropriate federal and state documents that do not involve financial matters or taxation (see Treasurer 5.e) and shall report same to the Board of Directors.

c. The Secretary shall present to the Board of Directors any communication addressed to the Secretary of the Club.

d. The Secretary shall attend to all correspondence of the Club.

### 5. Treasurer

a. The Treasurer shall have the care and custody of all monies belonging to the Club and shall be solely responsible for such monies or securities of the Club.

b. The Treasurer shall be responsible for receipt of dues and all other funds and shall be responsible for all appropriate expenditures.

c. The Treasurer shall pay all budgeted expenses without Board approval.

d. The President and the Treasurer are the only officers that may sign checks.

e. An annual operating budget shall be prepared by the Treasurer and approved by the Board of Directors at the Board's December meeting.

f. At each regular Board of Directors meeting the Treasurer shall submit for the Board's approval a Monthly Treasurer's Report comparing actual income and expenses against budgeted line items for the current year.

g. On an annual basis, an Audit Committee appointed by the President and approved by the Board shall audit the finances and material assets of the Club and

report its findings to the Board by the April Board meeting.

h. The Treasurer is responsible for filing any required federal or state tax forms by their due date.

i. At the January Board of Directors meeting each year the Treasurer shall submit an Annual Treasurer's Report that compares the past year's income and expenses with the past year's budget.

## 7. Elections

a. Current officers shall hold office until their successors have been elected.

b. Officers of the Club are elected at the Annual Meeting held in December and assume their offices after the election.

c. Six Directors are elected at the Annual Meeting each year to serve a three-year term.

## **Article VI COMMITTEES**

### 1. Membership Committee

a. The Membership Committee consists of three members. Two Committee members are appointed by the President and confirmed by the Board. The third member of the Committee is the Vice-President who is the Chair of this Committee. The Membership Committee shall make a recommendation for Membership to the Board of Directors.

### 2. Nominating Committee

a. The President shall appoint the Nominating Committee each year at least forty-five days before the annual meeting.

b. It shall consist of five members of which two are to be non-Directors.

c. The Committee shall nominate at least one qualified member for each office and directorship to be filled.

d. The Nominating Committee shall report its nominations to the Secretary in writing at least twenty days before the annual meeting.

e. The Secretary shall inform the Club's membership of the Committee's nominations at least fifteen days before the annual meeting.

f. Any group of five members may make a nomination to the Secretary at least eight days before the annual meeting. The Secretary shall then notify the Club membership at least four days before the annual meeting.

### 3. Audit Committee

- a. Shall be composed of at least three members.
- b. An Audit Committee shall be appointed by the President and approved by the Board by the February meeting to audit the finances and the material assets of the Club for the preceding calendar year. The Committee will report to the Board by the April Board meeting.

### 4. Other Committees

The President may appoint other committees from time to time.

## **Article VII AMENDMENT OF BYLAWS**

### Method of amendment

1. Bylaw amendment requires two separate meetings of the Board of Directors and a meeting of the members.
2. All proposed amendments or revisions to these Bylaws shall be presented to the Board of directors at any of their regular monthly meetings and shall be provided in writing.
3. The Secretary shall notify all Officers and Directors that at their next Board meeting a vote on the proposed amendments to the Bylaws shall be taken.
4. Proposed amendments to the Bylaws that have been approved by at least two-thirds of the Board of Directors shall be sent to all Club members at least one week prior to any regularly scheduled meeting of the Club, during which the membership shall vote on the proposed amendments.
5. These bylaws must be amended by The General Membership by a two thirds majority of those voting. (See Article III 4. c.)

Adopted by Board of Directors September 6, 2011

Amended by the Board of Directors March 3, 2015 and April 7, 2015

Adopted by General Membership November 7, 2011

Amended by the General Membership May 18, 2015

Amended and rewritten by the Board of Directors August 1, 2017

Adopted by General Membership September 25, 2017