

# **COMPUTER SCIENCE TEACHERS ASSOCIATION BYLAWS**

## **Article I: Name and Affiliation**

The organization will be known as the Computer Science Teachers Association (hereafter referred to as CSTA) of the Association for Computing Machinery (hereafter referred to as ACM). CSTA shall be defined as a Limited Liability Company under the auspices of ACM and as such will have non-profit status.

## **Article II: Purpose**

The Computer Science Teachers Association is a membership organization that supports and promotes the teaching of computer science and other computing disciplines. CSTA provides opportunities for K-12 teachers and students to better understand the computing disciplines and to more successfully prepare themselves to teach and learn.

The policies of CSTA shall not reflect any political partisanship, nor any preference, discrimination, or limitation based upon sex, race, sexual orientation, disability status or religious affiliation. The explicit policies will be spelled out in the CSTA Policy and Procedures Manual. A complete copy of the CSTA Bylaws, including all updates, shall be maintained on the CSTA web site for full membership access.

Specifically CSTA will:

- Assist in building a strong community of educators of computer science and other computing disciplines who share their knowledge and work together to improve their skills.
- Advocate for comprehensive and academically sound K-12 curricula for computer science and other computing disciplines.
- Collect and disseminate to the membership information pertinent to teaching and learning in all computing disciplines.
- Support projects and initiatives that allow students to experience the excitement of all computing disciplines and improve their understanding of the opportunities they provide.
- Carry out and disseminate current research on computing education and pedagogy.
- Improve understanding of the importance of computing education and increase administrative support for all computing disciplines in the curriculum.
- Provide teachers with access to high-quality professional development in accordance with their personal learning goals and the needs of their students.

## **Article III: Membership**

### **Section 1: Individual Membership**

Individual membership status in CSTA is available to all persons, without discrimination, who are interested in computer science education. A member shall be defined as any person who has made application and paid any required dues.

## Section 2: Institutional Membership

Institutional membership is open to any organization concerned with the development and production of technology-based systems, products, and services that support education. CSTA and the institutional members shall work together to achieve the purposes listed in Article II. An institutional member shall be defined as an organization that has made an application and paid any required dues. Institutional members are entitled to designate a single voting member.

## Section 3: Cooperating Professional Associations

Cooperating Professional Association membership is open to members of any non-profit, professional organization that is committed to the same or related goals as CSTA and has well-established methods of communicating with its own members. CSTA and the Cooperating Professional Association members shall work together to achieve the purposes listed in Article II.

## Section 4: Local Chapters

A CSTA chapter is a local branch of CSTA designed to facilitate discussion of local issues, provide member services at the local level, and promote CSTA membership on the national level. The local chapters will work with the national CSTA organization to promote CSTA at the local level.

## Section 5: Dues

The Board of Directors shall determine the dues, responsibilities, and benefits of the various categories of membership.

## Section 6: Rights and Privileges

All members of CSTA have the right to attend and to speak at general meetings and to attend meetings of the Board of Directors. Only members of CSTA may serve as directors, serve on committees, and vote on motions.

## Section 7: Termination of Membership

A member may resign from CSTA by submitting a written resignation to the Chairperson. A member may be expelled or suspended for reasonable cause after a hearing before the Board of Directors and a majority vote of that Board. Membership may be automatically terminated for a member's failure to pay dues.

## Section 8: Membership Roster

The collection of dues and maintenance of a membership roster will be administered by ACM. The roster will be used for the ordinary business of CSTA and may be made available to others for professional use at the discretion of the Board of Directors in accordance with CSTA's privacy policy.

# **Article IV: Board of Directors**

## Section 1: Governance

The affairs and property of CSTA shall be managed by the Board of Directors.

CSTA shall be governed by a Board of Directors consisting of officers including a Chairperson, an alternating Chairperson-Elect or Past Chairperson and directors, a majority of whom must be elected by the membership. The CSTA director positions are defined in the CSTA Policy and Procedures Manual. All policy, fiscal activity, and official activity (e.g., committee creation and dissolution) decisions must be approved by a majority vote of the Board of Directors.

Section 2: Board of Directors Meetings

The Board of Directors shall meet in person at least once per year in a setting announced and open to all. Members seeking to place items on the agenda should submit such items to the Chairperson in a timely fashion prior to the meeting. Other meetings may be called by the Chairperson or at the request of 20 percent of the Board of Directors.

Section 3: Meeting through Telecommunication

The Board of Directors may conduct meetings through telephone conference calls, video-conferencing, or by other similar electronic methods in which all those Directors participating in the meeting may simultaneously communicate.

Section 4: Voting

The affirmative vote of a majority of the members of CSTA present at a meeting or participating in a vote by mail or electronic means shall be sufficient to make a decision of the membership.

Section 5: Proxy Voting

Voting by proxy is not allowed.

Section 6: Board Quorum

One-half (1/2) of the members of the Board of Directors in office and eligible to vote shall constitute a quorum. If a quorum is present, a majority vote of those present and eligible to vote shall prevail, unless otherwise specified in these Bylaws.

Section 7: Compensation

The members of the Board of Directors shall receive no compensation for serving.

Section 8: Rules of Order

At the meetings of the Board of Directors, the latest edition of *Robert's Rules of Order* shall apply when procedures are not specified in these Bylaws.

Section 9: Removal of a Board Member

A Board member may be removed when sufficient cause exists for such removal. Cause may include conflict of interest, unethical behavior, or egregious misconduct. The Board of Directors may entertain charges against any board member with the Chairperson presiding over any discussion concerning the removal of a Board member. In the case where the Chairperson is so-charged, the Past-Chairperson will preside. If there is no Past Chairperson serving on the Board of Directors, the members of the Board will appoint a member of the Board to preside over the proceedings. The Board of Directors shall adopt such rules for this hearing as necessary for the best interests of the association.

Removal of any elected or appointed member of the Board of Directors must be approved by a 2/3 majority vote of the Board of Directors.

#### Section 10: Terms of Office

Should any directorship become vacant, the Board of Directors may appoint an individual to complete the unfinished term. Should the office of Chairperson become vacant, the position will automatically be assumed by the Chairperson-Elect or Past Chairperson who may be newly elected for the purpose of filling this position. Such service shall not count toward the maximum term allowed to the Chairperson. Should the office of Past Chairperson become vacant, no replacement will be appointed. Should the office of Chairperson-Elect become vacant, the Board of Directors will elect a new Chairperson-Elect.

### **Article V: Election of Officers**

#### Section 1: Nominations

A nominations committee, chaired by the Chairperson-Elect or Past Chairperson and consisting of board members not running for election, shall organize nomination and balloting activities in a manner that allows for timely results and terms of office to begin with the fiscal year.

#### Section 2: Officers

A Chairperson serves for a two-year term. During the first year, the previous Chairperson serves as Past Chairperson, and the office of Chairperson-Elect is vacant.

At the beginning of the second year of a Chairperson's term, the Board of Directors elects a Chairperson-Elect from among those directors who were elected by the association membership. The Chairperson-Elect serves in this position for the remainder of the fiscal year, before assuming the office of Chairperson at the first meeting of the following year. (The office of Past Chairperson is vacant during the second year of a Chairperson's term.)

The elected Chairperson-Elect and the Chairperson do not need to run in subsequent elections while holding these offices. The Chairperson shall not serve as Chairperson in any two consecutive terms.

Duties of the Chairperson include chairing the Board of Directors, supervising and coordinating CSTA's activities, and serving as liaison to the Executive Director and staff. All communication in the name of CSTA shall be copied to the Chairperson

Duties of the Chairperson-Elect and Past Chairperson include substituting for the Chairperson and supervising elections. All communication in the name of CSTA shall be copied to the Chairperson-Elect or Past Chairperson.

#### Section 3: Terms of Office

Should any office become vacant, the Board of Directors shall select someone to complete the unfinished term, except in the case of the Chairperson, whose position will be automatically assumed by the Chairperson-Elect. Such service shall not count toward the maximum of two terms allowed the Chairperson.

#### Section 4: Committees

There are several committees that are essential to the operations of the organization. These committees—Certification & Standards, Curriculum, Executive, Equity, Funding Development, Governance, International, Membership, Nominations and Elections, Professional Development and Research—are permanent standing committees of CSTA. Additional long-term standing committees may be defined in the CSTA Policy and Procedures Manual.

Formation of a task force may be suggested by any member and is subject to affirmative vote by a majority of the Board of Directors. No task force will be formed without at least one volunteer to serve as Chair.

Task forces shall be dissolved by the Board of Directors when assigned activities have been accomplished and no new activities are assigned or when there has been no progress toward assigned activities over an extended period of time.

Chairs of task forces may be invited to attend the board meetings at the discretion of the Executive Director.

### **Article VI: CSTA Staff**

#### Section 1: Executive Committee

There shall be a standing Executive Committee composed of the Chairperson, the Chairperson-Elect or Past Chairperson and others defined by the Board Policy and Procedures Manual to set and have oversight over the Executive Director's compensation and to review annual budgets for staff salaries and benefits.

#### Section 2: Support Staff

The editor of CSTA's publications shall be recommended by the Executive Director and approved by the Board of Directors. The duties of the editor include managing the publication and making policy and editorial suggestions regarding publications.

All other staff shall be hired and managed by the Executive Director.

#### Section 3: The Executive Director

The Executive Director shall be a paid employee of CSTA. The Executive Director shall have charge of the principal office of CSTA, and shall be responsible for the general administration of the affairs of CSTA in accordance with the policies set by the Board of Directors. The Executive Director shall be appointed by the Executive Committee with the consent of the Board of Directors and the Executive Committee of ACM. The terms and conditions of his/her employment shall be fixed by the Executive Committee.

Section 4: A Recorder shall maintain the minutes of Board meetings.

### **Article VII: Budget**

The Chairperson of the Board of Directors and the Executive Director will present a draft of the annual budget to the Executive Committee for their approval in January of each year. The Executive Director will then submit the approved draft budget to the Executive Committee of the ACM. After approval by the ACM Executive Committee, the Executive Director and the Chairperson will present the final budget to the Board of Directors for approval. The Executive Director shall oversee distribution of CSTA's funds.

### **Article VIII: Amendments**

Any member may suggest to the Board of Directors amendments to these Bylaws. Amendments approved by the Board of Directors shall be submitted to the membership for ratification. Any petition to amend submitted by 5% of the membership shall automatically be submitted to the membership for ratification. Ballots for the approval of amendments shall include the original bylaw (if appropriate), the amendment, a rationale for the amendment, and a minority or opposition position statement. The length of opposition statements shall be restricted to that of supporting statements or 350 words, whichever is greater. The Nominations and Elections Committee shall be responsible for establishing a reasonable process of balloting and assessing the results of balloting relative to bylaw amendments. Amendments shall take effect at the beginning of the fiscal year unless other provisions are approved with the amendment. CSTA Bylaws may not conflict with the ACM Constitution or Bylaws.

### **Article IX: Dissolution**

CSTA may be dissolved only by the ACM Council. This dissolution may be by the recommendation of the ACM Executive Committee (with or without the CSTA Board "by mutual consent"), or possibly by action of the ACM Council acting independently. Any funds remaining to CSTA upon dissolution and after the payment of legitimate debts shall revert to ACM.

### **Article X: Liability and Indemnification of Officers and Directors**

In any proceeding brought by or in right-of CSTA or brought by or on behalf of members of CSTA, no officer or director of CSTA shall be liable for monetary damages except in respect of willful misconduct or knowing violation of criminal law by that officer or director. CSTA shall indemnify its Officers and Directors to the full extent allowed by law.

Amended and revised May 14, 2011