

Bylaws of the Sciencetech Club

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.
3. The Club is an Indiana Not-for-Profit Corporation.

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 further 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.

ARTICLE III MEMBERSHIP

Members shall be interested in supporting the Purpose of the Club.

1. Classes of Membership

- a. Individual
- b. Family
 - 1) Available to two members of the same household.
- c. Emeritus Member
 - 1) Club members who for at least 15 years have contributed to the improvement of the Club and who 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 of an Emeritus Member.
- 5) There shall be no more than 8% of the membership as Emeritus Members immediately after any such election.
- 6) Emeritus Members shall be provided with a distinctive name badge.

2. Application for Membership

- a. All prospective members must apply for membership as directed by the Board of Directors.
- 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 30 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 Individual Member dues.
 - 1) If the Board of Directors does not set the next year's Individual Member dues, they shall remain unchanged.
 - 2) Dues for new members who join after July 31st shall be reduced by 50% for that first year.
- c. Dues for Family Membership shall be 160% of individual member dues.
- d. Dues for Emeritus Members shall be 50% of individual member dues.
- e. The Board of Directors may suspend annual dues for any Emeritus Member who is experiencing an exceptional situation.

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 place determined by the Board of Directors.
- b. 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.
- c. Notice of all meetings of the Club shall be sent to all members.
- d. 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 may call special meetings of the Board.

5. Terminations

- a. At the March meeting of the Board of Directors the Treasurer shall provide the Chair of the Membership Committee with a list of members with unpaid dues.
- b. The Treasurer shall submit a final report on dues payments at the April meeting of the Board of Directors and the membership shall be terminated for any member who has not paid annual dues by April 1st.
- c. 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 the 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 prior to payment.
- d. 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 on the Board of Directors or Officers may be filled by the President, with the 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.

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 Committee Chair and 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 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 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 may 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 for review and approval 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.

6. 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 duties 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 recommendation for Membership to the Board of Directors.

2. Nominating Committee

- a. The President shall appoint the Nominating Committee each year at least 45 days before the annual meeting.
- b. It shall consist of at least 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 20 days before the annual meeting.
- e. The Secretary shall inform the Club's membership of the Committee's nominations at least 15 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 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 in writing to the Board of Directors for their review at least one week in advance of any of their regular monthly meetings.
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.

Adopted by the Board of Directors September 6, 2011

Adopted by General Membership November 7, 2011

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

Adopted by General Membership May 18, 2015

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

Adopted by General Membership September 25, 2017

Amended by the Board of Directors October 4, 2022

Adopted by General Membership October 31, 2022