

PRESBYTERIAN ASSOCIATION ON SCIENCE, TECHNOLOGY AND THE CHRISTIAN FAITH

BYLAWS

ARTICLE I

NAME AND PURPOSE

- 1.01** The name of the organization shall be the Presbyterian Association on Science, Technology and the Christian Faith (hereafter referred to as the “Association”).
- 1.02** The general purpose of the Association shall be:
- (a) To challenge and assist the Presbyterian Church (USA) (the “Church”) at all levels to study, understand, discuss and act on the implications of science and technology as they affect the theology, worship, practice and moral actions of the church;
 - (b) To challenge and assist Presbyterians in scientifically and mathematically based professions to study, understand, discuss and act on the implications of the Reformed theological tradition for their scientific and technical vocations.

ARTICLE II

ORGANIZATION AND RELATIONSHIPS

- 2.01** OPERATION AS AN EXEMPT ORGANIZATION.
- (a) The Association is irrevocably dedicated to and operated exclusively for nonprofit purposes. No part of the income or assets of the Association shall be distributed to or inure to the benefit of any individual.
 - (b) The Association is organized exclusively for charitable purposes as such purposes are defined by Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Internal Revenue law of the United States.
 - (c) In the event of the dissolution of the Association, its assets, if there be any, shall be conveyed to an appropriate designated fund of the Presbyterian Church (USA).
- 2.02** BOARD OF DIRECTORS.
- Unless otherwise limited by these Bylaws, the work and activities of the Association shall be exercised by or under the authority of the Board of Directors (hereafter referred to as the “Board”). See Article V.
- 2.03** RELATIONSHIPS.
- (a) General Assembly. The Association shall relate formally to the General Assembly through the appropriate office and may develop a formal working agreement if appropriate.
 - (b) Presbyteries and Congregations. The Association will engage as feasible in working relationships with presbyteries and congregations of the Presbyterian Church (USA).
 - (c) As approved by the Board, the Association may relate to local chapters of the Association, the guidelines and requirements of which are provided in an operations manual.
 - (d) As appropriate to fulfill its purposes, the Association will engage in working relationships with other groups or organizations.

ARTICLE III

MEMBERSHIP

- 3.01** MEMBERSHIP CLASSES.
- The membership of the Association shall consist of three classes:
- (a) Membership. The Association shall be a membership organization, whose membership shall be open to all members and ministers of the Presbyterian Church (USA). Members may be referred to as “voting members” when it is necessary to distinguish them from affiliate or institutional members.
 - (b) Affiliate Membership. Persons from other Christian or religious communities may be affiliate members of the Association with all the rights and privileges of membership, except the right to vote or to serve on the Board.
 - (c) Institutional Membership. A church, campus ministry, or other institution may become an institutional member. An institutional member shall name one contact person for the institution. Institutional members shall not have the right to vote or hold office in the Association but shall have rights and privileges as may be determined from time to time by the Board.
 - (d) At its discretion, the Board may require written documentation of a person’s qualifications for membership.

3.02 MEMBERSHIP DUES AND FINANCES.

The financial support of the Association will be from the annual dues paid by members. The amount of dues will be determined by the Board. Other forms of financial support may be developed as needed.

**ARTICLE IV
MEETINGS**

4.01 PLACE AND TIME OF MEETINGS.

All meetings of the members of the Association shall be held at a time and place designated by the Board in the notice of the meeting.

4.02 ANNUAL AND SPECIAL MEETINGS.

- (a) In those years when there is a General Assembly of the Presbyterian Church (USA), the Annual Meeting of the Association shall be held during the said General Assembly and in the same city. In other years, the Annual Meeting shall be held at a time and place designated by the Board.
- (b) Special meetings of the members of the Association may be called at any time by: (1) the Board of Directors; or (2) twenty percent (20%) of the voting members.
- (c) Upon written request of any person who has called a special meeting and provided documentation of the request of 20% of the voting members, the Secretary shall determine and communicate the time and place of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary neglects or refuses this duty, the person(s) calling the meeting may do so.
- (d) At every meeting of the members, the President of the Association shall moderate the meeting. In the case of vacancy in office or the absence of the President, the meeting shall be moderated by one of the Association's other officers present in this order: Vice President, Secretary, or Treasurer, or by a person chosen by majority of the voting members present. The Secretary or a person appointed by the moderator of the meeting shall act as secretary.

4.03 NOTICE OF MEETINGS OF MEMBERS.

- (a) Written or electronic notice of every annual or special meeting of the members shall be provided by or at the direction of the Secretary to each voting member at least five (5) days prior to the meeting date. In the case of a special meeting of members, the notice shall specify the general nature of the business to be transacted.
- (b) In the case of a meeting of members when one of its purposes is to act on the Bylaws, written or electronic notice shall indicate proposed adoption, amendment, or repeal of the Bylaws. A copy or summary of the proposed Bylaw changes shall be provided.

4.04 QUORUM AND ADJOURNMENT.

- (a) A quorum for transacting business at a meeting of the members of the Association shall be at least five percent (5%) of members of the Association entitled to cast votes. Every voting member of the Association present shall be entitled to one (1) vote.
- (b) The voting members present at a duly convened meeting can continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.
- (c) If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine.

**ARTICLE V
BOARD OF DIRECTORS**

5.01 POWERS.

Unless otherwise limited by these Bylaws, all powers and responsibilities of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors, also referred to as the Executive Board.

5.02 QUALIFICATIONS FOR SELECTION OF THE BOARD OF DIRECTORS.

Each member of the Board of Directors shall be a natural person of full age who shall be a voting member of the Association. Except as otherwise provided in these Bylaws, members of the Board of Directors shall be elected by the voting members of the Association by majority vote of those casting ballots.

5.03 BOARD AND TERMS OF OFFICE.

- (a) The Board of Directors of the Association shall consist of elected officers of the Association (see 5.04) and a minimum of five elected directors.
- (b) Terms of Board Members. The members of the Board shall be elected for a term of no more than three years, and

service in consecutive terms, either full or partial, shall be limited to six years. A member of the Board having served a total of six years shall be ineligible for reelection to the Board for a period of at least one year. Board members shall be elected in three classes as nearly equal in number as possible, of which only one shall expire each year.

- (c) Presbyterian Church Liaison. The Presbyterian Church (USA), through an appropriate office of the General Assembly, shall have the right to appoint a liaison to serve as an ex officio member of the Board, without vote.
- (d) In addition to the officers, directors, and the denominational liaison, the Board may designate other persons as ex officio members of the Board, without vote, such as but not limited to a general missionary, newsletter editor, publisher, or webmaster.
- (e) The Board may establish such committees, working groups, or relationships as it deems helpful to accomplishing the Association's purposes.
- (f) Any member of the Board of Directors may resign at any time upon written notice to the Secretary or President. The resignation shall be effective upon receipt of the notification or at such subsequent time as may be specified in the notice of resignation.

5.04 OFFICERS.

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors. The duties of the Secretary and Treasurer may but need not reside in one person.

- (a) The President shall preside at all meetings of the Board and all meetings of the members of the Association. The President shall have the power to appoint committees and, in consultation with the Board, to appoint other persons to assist the work of the Association.
- (b) The Vice President shall assume the duties of the President when the President is unable to perform her or his duties.
- (c) The Secretary shall keep minutes of Board meetings and meetings of the Association. The Secretary shall perform other duties associated with the office including maintaining the database of Association members and communications to the members.
- (d) The Treasurer shall manage the financial affairs of the Association, in consultation with the Board, and shall collect dues, pay bills, keep financial records, and report annually to the Association.

5.05 ELECTION AND NOMINATING COMMITTEE.

- (a) A Nominating Committee of three voting members of the Association shall be nominated annually by the Board. The names of the nominees shall be communicated in writing or electronically to the voting members of the Association. The Nominating Committee will be appointed unless within fifteen (15) days at least five percent (5%) of the voting members object in writing to one or more of the nominees.
- (b) Election of officers and directors shall be by ballot of the Association's voting membership. The Nominating Committee shall present candidates for Board positions, as needed in a particular year. A written or electronic ballot will be sent to all voting members and the majority of those voting shall determine the election.

5.06 REMOVAL OF OFFICERS OR DIRECTORS AND VACANCIES.

- (a) The entire Board of Directors, any class of the Board, or any individual officer or director may be removed from office, without assigning any cause, by a majority vote of the Association's members entitled to vote.
- (b) Any officer or director may be removed by the Board of Directors with or without cause.
- (c) Vacancies in the Board of Directors, because of death, resignation, removal, disqualification, or any other cause including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining members of the Board though less than a quorum, or by a sole remaining member of the Board, and each person so elected shall be a member of the Board to serve for the balance of the unexpired term.

5.07 COMPENSATION AND LIABILITY.

- (a) Directors or officers shall not be entitled to receive compensation from the Association for service as directors or officers.
- (b) A director or officer shall perform his or her duties, in good faith, in a manner she or he reasonably believes to be in the best interest of the Association and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, directors and officers shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by other members of the Board. A director or officer shall not be considered to be acting in good faith if she or he has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
- (c) Absent a breach of fiduciary duty, lack of good faith, or self dealing, actions taken as a director or officer, or any failure to take any action shall be presumed to be in the best interest of the Association.
- (d) A director or officer shall not be personally liable, as such, for monetary damages for any action taken, or any

failure to take any action, unless: (1) the director has breached or failed to perform the duties of his or her office; and (2) the breach or failure to perform constitutes self dealing, willful misconduct, or recklessness.

5.08 REGULAR AND SPECIAL MEETINGS.

- (a) Regular or special meetings of the Board shall be held at such time, place, and manner as shall be designated from time to time by the President of the Board. Meetings may be in person or by conference call or other electronic means. A special meeting of the Board will be held whenever requested by at least two members of the Board.
- (b) Meetings of the Board shall be moderated by the President of the Association. In the case of vacancy in office or the absence of the President, the meeting shall be moderated by one of the Board's other officers present in this order: Vice President, Secretary, or Treasurer, or by a person chosen by majority of the voting members of the Board who are present. The Secretary or a person appointed by the moderator of the meeting shall act as secretary.
- (c) A quorum for conducting business by the Board is a majority of the voting members of the Board. Meetings of the Board lacking a quorum may discuss matters of interest to the Board or Association but may not take official action until a quorum is present.

**ARTICLE VI
FUNDS AND RECORDS**

6.01 DEPOSITS AND FUNDS.

- (a) All funds of the Association shall be deposited from time to time to the credit of the Association at such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks or warrants authorized by one or more officers of the Association.
- (b) The Board of Directors may take, receive, and hold such property, real or personal, as may be given, devised to or otherwise vested in the Association, as part of the general assets of the Association and as are consistent with the charitable purposes of the Association. The Association shall have the right to retain or sell all or any part of any securities or property, real or personal, given, devised to or otherwise vested in the Association, whether outright or in trust, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors.

6.02 RECORDS AND RIGHT OF REVIEW.

- (a) The Board shall keep complete and accurate books and records of account, minutes of the proceedings of the meetings of the Association and the Board, and membership information and data. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.
- (b) Every member shall, upon written, verified request stating the purpose thereof, have a right to examine, in person or by an agent or attorney, for any proper purpose, the member register, books and records of account, and records of the proceedings of the Association, its Board or officers, and to make copies for extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as a member.

**ARTICLE VII
BYLAWS**

7.01 AMENDMENTS TO THE BYLAWS.

These Bylaws may be amended by a two-thirds vote of the members voting. Any voting member may propose amendments to the Bylaws by submitting the proposed changes to the secretary. Within sixty days of the receipt of proposed amendments, the secretary shall submit the proposed changes to all voting members in writing or electronically. Members shall be provided at least thirty days for response. Notification and attestation of approved amendments shall be sent to all members in writing or electronically.