By-Laws of: Science Play-Space Initiative (SPI)

Revisions adopted February 18, 2016 – Annual Meeting

Date Revisions adopted: October 3, 2013 – First Annual meeting

Date Original By-laws Adopted: April 24, 2012 - Initial Board Meeting

Article 1. Name

The legal name of this corporation is Science Play-Space Initiative (SPI), Inc.

Article 2. Purpose

Section 2.1: Mission

The mission of SPI is to enhance the Knox County community by bringing people of all ages together to explore science, technology, and human interaction through play.

Section 2.2: Goals

1. To develop natural curiosity in children and inspire adults
2. To help develop the economic and intellectual potential of our community
3. To foster community and intergenerational interaction
4. To create opportunities to playfully explore science and technology
5. To develop confidence in problem-solving ability and application through play
6. To enable visitors to experience and appreciate science through body, mind, and environment
7. To acquaint visitors with the tools and methods of science
8. To increase awareness of local engagement in science and technology

Section 2.3. Nonprofit Status

SPI shall not be operated for profit.

Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to a non-profit entity located in Knox County which is an exempt organization as described in Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation may be designated by the Board of Directors prior to dissolution.

No part of any profits or remainder or residue from dues or donations to the club shall serve to the benefit of any member or individual.

Article 3. Membership

The Board of Directors shall constitute the membership of the corporation and shall be the only persons who may vote on matters which come before the board.

Article 4. Meetings

Section 4.1: Annual Meeting

1. The fiscal year will be January 1 through December 31.
2. There shall be an Annual Meeting in February to elect officers and a Board of Directors; to hear an annual report of finances, activities, and future planning; and to conduct the business of the organization as may be necessary.
3. Announcement of the date, time, and location of the Annual Meeting will be submitted to the Mount Vernon News for publication and posted in the window at SPI Spot at least two (2) weeks prior to the meeting.
4. An *ad hoc* Nominating Committee will be convened and charged with developing a slate of officers no less than one month prior to the Annual Meeting.
	1. At least two weeks prior to the Annual Meeting, the nominations submitted by the *ad hoc* Nominating Committee will be announced to the Board of Directors, accompanied by a brief statement as to why the individual would be a good fit to serve the organization as an officer of the Board, along with the announcement of the date, time, and location of the Annual Meeting,
	2. Those nominated must accept the nomination in order to be added to the ballot.
5. The Board Member Selection Committee will present the list of names they are recommending for Board membership, in accordance with the Guidelines for Recruiting New Members section of the Board Members Handbook.
6. Officers elected at the Annual Meeting will begin their term of service on March 1st.

Section 4.2: Board of Directors’ Meetings

The Board of Directors shall meet a minimum of six times during the course of the fiscal year for the purposes of conducting business. Reports from committees will be taken at these meetings. Quorum shall consist of 60% of the Board membership.

Section 4.3: Special Meetings

The Board of Directors or at least two of the four executive officers may call a special meeting when necessary to maintain Board operation and communication. Prior notification of a special meeting must be made available to all Board members at least five days before the meeting is scheduled to occur.

Section 4.4: Roberts Rules of Order

 Roberts Rules of Order shall be implemented for the annual meeting and board meetings, which involve committee reports, and for other meetings as necessary.

Article 5. Board of Directors

Section 5.1: Board Role and Size

The Board of Directors is a working Board, operating in consultation with the Executive Director and his/her staff to set policies for the effective administration of the organization and to monitor adherence with those policies. Implementation of those policies and the development of internal practices is the role of the Executive Director and his/her staff. Detailed information about the rights and responsibilities of the Board are contained in the Board Members Handbook.

1. The Board shall consist of the President, Vice President, Treasurer, Secretary, Standing Committee Chairs, and Voting Board Members. The board shall consist of a minimum of nine (9) and no more than fifteen (15) individuals. The Director will attend Board meetings (unless excused by the Board), but is not a voting member.
2. An Advisory Board of up to three (3) individuals may be developed to counsel the Board of Directors. Membership in the Advisory Board will be by invitation of the executive officers and will remain in effect for a period of one year, renewable yearly through the discretion of the officers. Advisory Board members do not have voting rights.
3. When it is necessary to add new members to the Board of Directors during the year, in accordance with the aforementioned Guidelines, they will serve with full Board member rights as interim members until they are submitted for confirmation and approval at the Annual Meeting.
4. A Board member can be removed from the Board by a two-thirds (2/3) majority vote for any reason or no reason at all.

Section 5.2: Officers of the Board

Officers of the organization shall be members of the Board and shall include a President, a Vice President, a Secretary, and a Treasurer.

1. The President:
2. Sets an agenda and presides over the Board meetings.
3. Maintains close communication with the Executive Director.
4. Provides oversight of the organization.
5. Appoints members to standing and ad hoc committees.

2. The Vice President:

1. Carries out the duties of the President when the President is absent or incapacitated and has the power of the President when acting in that capacity.
2. Receives regular reports from the committee chairs.
3. The Secretary:
4. Takes minutes at board meetings.
5. Documents official activities of the Board and handles Board correspondence.

4. The Treasurer:

1. Oversees financial records.
2. Oversees payments.
3. Makes sure financial accounting is done legally and with proper oversight.
4. Consults with the Finance Committee to develop annual budget.
5. Has check signing authority.
6. Prepares monthly and annual financial reports.

Section 5.3: Terms of Office

1. Terms of Board Members
	1. Board members will serve two-year terms and may be re-elected up to four times in succession for a total of eight years of continuous service on the Board. One calendar year must pass before a former Board member may seek re-election to the Board.
	2. Former Board members may become SPI members and serve on committees.
2. Terms of Board Officers
3. The President shall serve a term of two (2) years and may be re-elected one (1) time in succession for a total of four (4) years of continuous service in the office.
	* 1. A past President may again be nominated to serve as President two (2) years after his/her last end of term.
		2. Nominees for President must have served on the Board for at least one year.
4. The Vice President shall serve a term of two (2) years, and may be re-elected one (1) time in succession for a total of four (4) years of continuous service in the office.
	* 1. A past Vice President may again be nominated to serve as Vice President two (2) years after his/her last end of term.
5. The Secretary shall serve a term of one (1) year. On annual board approval, s/he may continue to serve until his/her term of Board membership ends.
6. The Treasurer shall serve a term of two (2) years. On biennial board approval, s/he may continue to serve until his/her term of Board membership ends.
7. If an office is vacated prior to the end of the term of service, the executive officers, with approval from the rest of the Board, will appoint a successor to complete the remainder of the term. At the end of the appointed term of office, the person is eligible for nomination to the office and may be re-elected in keeping with the terms of the office as outlined herein.

Section 5.4: Committees of the Board

1. There will be five (5) Standing Committees:
	1. Finance
	2. Fund-raising and Development
	3. Hiring and Volunteers
	4. Board Governance Committee
	5. Board Members Selection Committee
2. The functions of these committees are outlined in the Board Members Handbook.
3. Committee chairs will report to the Vice President.

Section 5.5: Committee Chairs

1. Standing Committees must be chaired by a currently active Board member.
2. Committee chairs will report to the Vice President and communicate with the Vice President on a regular basis.
3. Committee chairs will prepare reports to be given at the monthly Board meetings and at the Annual Meeting.

Section 5.6: Committee Members

1. Committees are comprised of sitting Board members and currently active annual SPI Spot members.
2. The rights and responsibilities of committee members are described in the Board Members Handbook.
3. Advisory Board members may serve on committees.

Section 5.6: Executive Director

The Executive Director manages SPI’s regular operation and special events. Co-directors are permissible. In addition, the Executive Director:

1. Provides input to guide the Board regarding the future of SPI.
2. Makes expenditures according the approved Annual Budget.
3. Maintains records and documentation for the Treasurer’s review.
4. Represents and promotes SPI in the community.
5. Serves as liaison with professional organizations such as the Association of Science – Technology Centers (ASTC).
6. Communicates with SPI membership, Supporting Patrons, and SPI Board members.
7. Applies for grants to support and expand SPI’s mission.
8. Works with Board committees.
9. Works with the Treasurer to establish and maintain appropriate financial accounting practices.
10. Maintains official organizational documents, history, and records.
11. Works to develop and establish SPI’s donor and membership base.
12. Establishes admission fees and admission policies.

Article 6. Amendments to the By-Laws

Amendments to these by-laws shall be made at the Annual meeting by a vote of at least two-thirds of the Board members.

The Board shall be notified of the changes at least 30 days prior to the meeting.

Article 7. Statement of Nondiscrimination

 The organization shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way , on the basis of race, color, sex, national origin, disabling condition, age or any other basis prohibited by law.

Article 8. Indemnification

1. The corporation known as the Science Play-Space Initiative (SPI) shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.
2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
3. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
4. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

This Code of Regulations was adopted by the Science Play-Space Initiative, Inc., of Mount Vernon on this

 the \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2016.

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