

BYLAWS OF THE
INTERNATIONAL SOCIETY FOR THE SCHOLARSHIP OF TEACHING AND LEARNING,
INC.

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Article I: Name, location, offices, and resident agent.

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- A. These are the bylaws for the International Society for the Scholarship of Teaching and Learning, Inc. It is referred to in this document as the Society or ISSOTL or the organization.
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- B. The address for the Society's primary office shall be R. 3, Box 386, Solsberry, IN 47459. Its resident agent shall be Jennifer Meta Robinson, whose address is R. 3, Box 386, Solsberry, IN 47459. The address for the Society's primary office and its resident agent can be changed by the Board of Directors without amendment of the bylaws.

Article II: Purposes

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The organization is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

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The International Society for the Scholarship of Teaching and Learning, Inc. serves faculty members, staff, and students who care about teaching and learning as serious intellectual work. Through building intellectual and collaborative infrastructure, the Society supports the associational life that fosters scholarly work about teaching and learning. The Society provides this support by:

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- recognizing and encouraging scholarly work on teaching and learning in each discipline, within scholarly societies and across educational levels,
 - promoting cross-disciplinary conversations to create synergy and prompt new lines of inquiry,
 - facilitating the collaboration of scholars in different countries and the flow of new findings and applications across national boundaries,
 - encouraging the integration of discovery, learning, and public engagement, and
 - advocating for support, review, recognition, and appropriate uses of the scholarship of teaching and learning.
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While these are the primary purposes, the Society is authorized to undertake any activity which is legal for a nonprofit corporation qualified as a 501(c)(3) organization by the Internal Revenue Service.

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Article III: Membership

Section 1: Categories of membership

50 The Society includes five categories of members: faculty/staff/general public, retired
faculty/staff, student, institution, and organization. The Board of Directors evaluates the
credentials of any applicant for membership in the institutional and organizational
categories.

Section 2: Dues

55 The Board of Directors sets the dues structure for each category. Among individual
memberships, the rate for students and for retired faculty/staff will be less than that for
faculty/staff/general public. Membership renewals are due on the anniversary date of
the member's joining or prior renewal. The membership renewal structure can be
60 changed by the Board of Directors without changes in the bylaws. The Treasurer is
responsible for informing members about the Society's dues structure, renewal dates,
and changes in dues.

Section 3. Membership meetings.

65 Members shall have two annual business meetings to be held at times designated by the
Board of Directors. One meeting, a virtual one, shall be held between January and June
each year for the purpose of electing a Board of Directors. Members will vote by proxy
on line.

70 A second face-to-face meeting will be held yearly in at which the president and chief
financial officer or the president's and the chief financial officer's designees shall report
on the activities and financial condition of the corporation; and the members shall
consider and act upon other matters as may be raised consistent with the notice
requirements set forth in the bylaws.

75 The members present, either in person or by proxy, at the annual business meetings
shall constitute a quorum for conducting the business of the Society. Each Member
present has one vote. The Secretary keeps a record of the meetings and of those
Members who attend the business meeting.

80 Members wishing to bring motions to the floor at the annual face-to-face meeting must
submit the motion to the president one month prior to that meeting.

Section 4. Proxy voting.

85 A member may vote in person or by proxy. A member may appoint a proxy to vote
or otherwise act for the member by signing an appointment form personally or by
an attorney-in-fact. Any form of proxy which is clear and understandable shall be
acceptable. A proxy and its signature shall be acceptable whether delivered as an
originally signed document or faxed or emailed. An appointment of a proxy is
revocable by the member.

90 Article IV: Election and Functioning of Board of Directors

Section 1: Number and Eligibility

95 The Board of Directors shall consist of up to thirteen (13) persons. Any member is eligible to be nominated for office. Candidates for the leadership role of President-elect, however, must have previously served on the Board of Directors or have been active enough in the Society to have comprehensive knowledge of its history, goals, and responsibilities as determined by the Leadership and Elections Committee.

100 Section 2: Terms of office

Terms of office are from July 1 of the year in which the person is elected through June 30 of the year in which the person's term ends. A person may run for election to the same position or a different Board position one year after the conclusion of his or her term in a Society office. Each Board of Directors member serves at all times on at least two committees during his or her term of office.

Section 3: Election Process

110 The Leadership and Election Committee proposes a slate of at least one nominee for each vacant elected office. Members may send names of potential nominees to the Leadership and Election Committee at any time for consideration during the subsequent election.

115 The Leadership and Election Committee prepares the slate, supervises the election process, notifies candidates about the results of the election, and presents the results of the election to the President, who announces the results to the membership. Results are announced to the membership before the new Board of Directors officers begin their duties on July 1 following their election.

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Section 4: Vacancies

125 The Past President assumes the presidency if that office is vacated before the completion of the President's term and serves as Past President the following year when a new President is elected.

If the office of President Elect is vacated, the President appoints a member of the Board of Directors or a past officer to fill the unexpired term. A new President Elect is elected, and the President and Past President serve for two years.

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If the Secretary, Treasurer, or a Regional Vice President vacates the position, the President appoints a Society member to fill the unexpired term. In the next election, the position is filled. The appointed person may stand for the position if selected by the Leadership and

135 Elections Committee.

If multiple vacancies occur which make the above procedures impractical, the Board of Directors is authorized to fill any vacancy as it determines to be appropriate.

140 Section 5: Board of Directors Leadership Roles

145 President. The President chairs the Board of Directors, has general charge of the affairs of the Society, presides at business meetings, and serves as a voting ex-officio member of all committees. In consultation with the Leadership Committee, the President fills vacancies on the Board of Directors between elections except as otherwise provided. In the event of the President's death, resignation, absence, or inability to serve, the duties of the President pass to the President-Elect. The President serves for one year. The President of a presidential designee chairs the Conference and Convening Committee.

150 President Elect. The President Elect chairs the Vision and Planning Committee and serves on the Conferences and Convenings Committee. In the absence of the President, the President Elect presides at meetings of the Board of Directors and the face-to-face business meeting of the Society. The President Elect provides counsel and service to the President and other members of the Board of Directors. The President Elect is
155 responsible for creation and maintenance of the archives of the Society. The President Elect commits to three years of service, one year each as President elect, President, and Past President.

160 Past President. The Past President chairs the Leadership and Election Committee and serves on the Vision and Planning Committee and the Conferences and Convenings Committee. The Past President serves for one year.

165 Secretary. The Secretary keeps minutes of the Board of Directors meetings and of the annual face-to-face Society business meeting. The Secretary serves on the Going Public Committee and chairs the Membership and Communication Committee. The Secretary is responsible for content of a Society newsletter and contributes to content for the Society website. The Secretary serves for three years.

170 Treasurer. The Treasurer is responsible for the Society's financial transactions and records. The Treasurer advises the Board of Directors about financial feasibility of Society activities. The treasurer sees that financial reports, annual budgets and audits are prepared as requested by the Board and assumes responsibilities for signing checks as one of two designated persons. The Treasurer, working with technical support, supervises collection of membership dues and of conference registration fees. The
175 Treasurer serves on the Membership and Communication Committee and on the Conferences and Convening's Committee. The Treasurer serves for three years.

180 Communications Coordinator. The Communications Coordinator manages the Society website, produces the Society newsletter, and manages Society online communities of practice. The Communications Specialist works with the Secretary and with committee

chairs to assure communication across constituencies within the Society and with external organizations. The Communications Coordinator serves for three years.

185 Regional Vice Presidents. Regional vice presidents represent their respective regions on the Board of Directors. Regions include Australasia, Canada, Europe, and the United States. The Board of Directors has authority to add regions if the number of ISSOTL members from a potential region reaches fifty. The Board of Directors has the authority to delete a region if the number of ISSOTL members from a region dips under fifty. When that number is reached and after the Board votes to add a region, a regional vice president will be elected in the subsequent election. Regional vice presidents serve for 190 three years.

Section 6: Board of Directors Meetings

195 The Board of Directors meets once in conjunction with the annual face-to-face conference. The Council meets at other times during the year via videoconference, conference call, chat, email, or other means decided upon by the Council. Council members commit to regular participation via these means of communicating.

200 Section 7: Indemnification. If an individual is made a party to a proceeding because the individual is or was a Director, the Society shall indemnify the individual against liability incurred in the proceeding if:

- (1) the individual's conduct was in good faith; and
- 205 (2) the individual reasonably believed:
 - (A) in the case of conduct in the individual's official capacity with the Society, that the individual's conduct was in the Society's best interests; and
 - (B) in all other cases, that the individual's conduct was at least not opposed to the corporation's best interests; and
- 210 (3) in the case of any criminal proceeding, the individual:
 - (A) had reasonable cause to believe the individual's conduct was lawful; or
 - (B) had no reasonable cause to believe the individual's conduct was unlawful.

215 The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not determinative that a director did not meet the standard of conduct described in this section.

Section 8. The initial Board of Directors shall consist of the following individuals with their roles.

220	Name	Position
	Barbara L. Cambridge	President
	Craig Nelson	Past president
	Keith Trigwell	President-elect
	Mike Prosser	President-elect
225	Mick Healey	Regional vice president-Europe

	Jennifer Robinson	Regional vice president-US
	Kathy Takayama	Regional vice president-Australasia
	Nancy Randall	Regional vice president-Canada
	Lisa Kornetsky	Secretary
230	Barbara Gayle	Treasurer
	Nancy Chick	Communications coordinator

Article V: Business Meetings

235 Section A. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by at least one (1) written consent describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken.

240 Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Such consent and its signature shall be acceptable whether delivered as an originally signed document or faxed or emailed.

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Article VI: Standing Committees

Section 1: Standing Committees

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Vision and Planning Committee

255 This committee thinks strategically for the Society. It is responsible for keeping abreast of knowledge that influences direction for the Society. This includes establishing ties with disciplinary associations, working for balance in international connections and membership, being aware of research that impacts scholarly work on teaching and learning, and preparing the Society for achieving the Society's goals. This committee is responsible for nourishing other committees and for supporting the signature identity of the Society.

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At each meeting of the Board of Directors at the annual face-to-face conference, the committee presents a written report of its ideas to generate thinking among officers or to be implemented through the activities of the Society.

265 The President Elect chairs this committee. Members include the Regional Vice Presidents and other Society members for a minimum of nine members.

Membership and Communications Committee

270 The Membership and Communications Committee recruits new members through multiple means and manages the retention of current members through a renewal

process and effective communication of Society activities. The committee contributes to and monitors the newsletter and the website as primary means of communication with current and potential members. The committee decides on and guides communities of practice sponsored by the Society. The committee, in collaboration with the Going Public Committee, devises and creates print materials to represent the organization to public audiences.

At each meeting of the Board of Directors at the annual face-to-face conference, the Membership and Communications Committee presents a written review of recruitment activities for the prior year, a report about the renewal process and results, a report on website development and use, and a report on newsletter production and reception. The committee presents materials produced or suggested for membership and communication purposes.

The Secretary chairs this committee. The Communications Coordinator and Treasurer serve on this committee with a minimum of seven members.

Leadership and Elections Committee

The Leadership and Elections Committee identifies and recruits members for active participation in the organization, such as committee membership, positions on the Board of Directors, and other activities of the organization.

The committee proposes a slate of at least one nominee for each vacant elected office., supervises the election process, notifies candidates about the results of the election, and presents the results of the election to the President, who announces the results.

At each meeting of the Board of Directors at the annual face-to-face conference, the committee presents to the officers a list of recommended members from multiple countries with contact information and possible assignments within the organization. It also presents a list of all committees with current membership information and an analysis of the roles, institutions, and countries represented in this active membership.

The Past President chairs this committee. The committee includes a minimum of five members and representatives from at least three regions.

Conferences and Convenings Committee

The Conferences and Convenings Committee oversees the annual conference and other convenings for members of the Society. The committee sets the theme for the conference and supports the host for the conference on planning the program of the conference. The committee recruits and vets hosts for future conferences from a variety of countries. It explores the feasibility of other convenings and proposes such gatherings to the Board of Directors.

At the Board of Directors meeting at the annual face-to-face conference, the committee presents a written report on the previous face-to-face conference, a report on the hosts and locations of future conferences, and suggestions about convenings for members.

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The President chairs the committee. The President Elect, a representative from the last conference host, a representative from the next conference host, and the Treasurer serve on the committee. The committee has a minimum of nine members, with preference for inclusion of a representative from each future host.

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Going Public Committee

The Going Public Committee supports dissemination of the scholarship of teaching and learning done by Society members. The committee identifies nontraditional ways of documenting and recognizing work. It contributes to development and use of the website and the newsletter. It fosters collaborative projects among members, especially international projects. It generates activities that promote networking among members. It develops ways to speak to and with multiple publics, including policy makers. The committee identifies venues for dissemination and funding opportunities for the Society and for members.

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At the meeting of the Executive Committee at the annual face-to-face meeting, the committee presents a written report that analyzes website and newsletter content regarding dissemination, networking, and international collaboration; traces collaborative projects among members; and provides information about funding opportunities. It also makes suggestions to the Conference and Convenings Committee about signature features of the annual conference that can promote networking and collaboration.

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A Board of Directors member chairs this committee. The Secretary and a member of the Membership and Communications Committee serve on it. The committee has a minimum of five members.

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Section 2: Appointment of Committee Members

Members are encouraged to self nominate or to nominate other members for appointment to committees. Each committee chair assembles committee members by considering member-nominated persons, persons proposed by the Leadership and Elections Committee, and persons with appropriate interest and expertise for the tasks of the committee. Appointments will be made at least three months prior to the annual face-to-face conference so that committees can meet at the annual face-to-face conference to do their work.

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Committee members are appointed for a three-year term. If committee members must discontinue service during their terms, the chair of the committee replaces them, with first opportunity given to those who were previously nominated and rated as appropriate

for committee membership. Committee members can be reappointed for a second term only.

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Section 3: Reports

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Committee chairs prepare two yearly reports. (1) A progress report on committee activities based on goals set at the previous Board of Directors meeting and emergent activities of the committee is sent to the President by March 15 of each year. (2) A full report on progress toward and achievement of goals and on emergent activities is presented at the meeting of the Board of Directors at the annual face-to-face conference. Full reports are to be emailed to other Board members at least 15 days prior to the annual face-to-face meeting so that the reports can be read prior to the meeting. Each committee chair leads discussion of the committee's report at the Board meeting. In the event that a committee chair fails to abide by such reporting requirements, the Board of Directors may investigate and, if deemed appropriate, replace the committee chair.

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Article VIII: Working Groups

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Section 1: Task Forces

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Upon the recommendation of the membership, the Board of Directors, or the President, the President can establish for a stipulated term a Task Force to address a particular topic or need. The charges for the Task Force will be defined when the Task Force is established. Chairs of Task Forces report to the President or to an appointed Board of Directors member. They do not serve as members of the Board of Directors.

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A Task Force can be extended by the Board of Directors based on a written report to the Board of Directors at its annual face-to-face meeting and at other times at the request of the President. The report should be emailed to the President at least fifteen days prior to the Board of Directors meeting at the annual conference.

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Section 2: Interest Groups

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The Society may form or endorse Interest Groups for fixed time periods, to be first designated and later renewed yearly by the Board of Directors based on the Interest Group written report to the Board of Directors. The report should be emailed to the President at least fifteen days prior to the Board of Directors meeting at the annual face-to-face conference.

Article IX: Fiscal year. The fiscal year for accounting purposes shall begin on July 1 of each year and end on June 30 of the next year.

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Article X Publications

The Society may produce and/or circulate books, journals, articles, reviews, and reports to promote or disseminate investigations and critical inquiry on topics that are in harmony with the purposes of the Society.

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The Board of Directors determines any publications of the Society, monitors the content and form of any publications it authorizes, and approves all related fiscal matters.

Article XI: Affiliations with External Organizations

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The Board of Directors may select external organizations for affiliation, arrange the terms of affiliation, and appoint an ISSOTL member as representative to any affiliated organization. The terms of the affiliation must be set by the Board of Directors with financial implications reviewed by the Treasurer.

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Article XII: Dissolution.

The following provisions as to dissolution shall be observed in so far as they are compatible with the Indiana Nonprofit Corporation Act. In the event of dissolution of the Society, the Board of Directors shall, after authorizing payment of debts and obligations, transfer the net assets to one of its affiliated organizations that is exempt from federal income taxes as a charitable and/or educational organization. If there are no appropriate affiliated organizations, based on tax-exemption or organizational purpose, the net assets will be transferred by a majority vote of the Board of Directors to any nonprofit university or to any other tax-exempt agency that has research in post-secondary teaching and learning as one of its goals. In any event, upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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Article XII Amendment of Bylaws

Amendments may be proposed by any member to the Board of Directors. Upon Board of Directors approval of the Bylaw amendment, the amendment is sent to the membership for voting. The amendment carries if two thirds of the votes cast are for the amendment. The amendment goes into effect on the following July 1.

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Initial adoption: I, Barbara L. Cambridge, certify as follows:

1. I am the sole incorporator of the International Society for the Scholarship of Teaching and Learning, Inc., and Indiana Nonprofit Corporation.
2. In that capacity I have adopted the foregoing bylaws as the initial bylaws of the International Society for the Scholarship of Teaching and Learning, Inc.

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Date: _____

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Barbara L. Cambridge