

CHARTER OF THE INTERNATIONAL SOCIETY OF THE LEARNING SCIENCES, INC.

October 2002

ARTICLE I: NAME AND OBJECT

1. Name. The name of the corporation is “International Society of the Learning Sciences, Inc.”
2. Object. The object of the corporation is to promote the communication of scientific research in the interdisciplinary field of the learning sciences.
3. Purpose. The corporation shall, at all times, be operated in such manner that it does not adversely affect designation and qualification as an exempt organization as said term is referred to in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or any provision corresponding thereto from time to time in effect. The corporation shall not be operated for pecuniary gain or profit but shall engage in only lawful acts and activities, which may be engaged in by corporations organized under the Georgia Non-Profit Corporation Code. These By-laws shall be interpreted accordingly.

ARTICLE II: MANAGEMENT

The management of the corporation shall be vested in a Board of Directors which shall exercise general supervision over the affairs of the society, subject to the provisions of these By-Laws. In the management and control of the property, business, and affairs of the corporation, the Board of Directors is hereby vested with all the powers possessed by the corporation itself, so far as this designation of authority is not inconsistent with the laws of the State of Georgia, with the Articles of Incorporation, with these By-Laws, or with any duties, obligation or restrictions imposed on the operation, management, property, business and affairs of corporations qualifying as tax-exempt organizations under Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and related provisions.

ARTICLE III: DIRECTORS

1. The Board of Directors shall consist of twelve voting individuals elected by the members for staggered terms of six years each, plus non-voting ex-officio members. Elected members of the Board of Directors may not serve for more than one consecutive term. Upon request, the directors may serve as a non-voting member of the Board for one additional year following the conclusion of such director's term to provide continuity for incoming directors.
2. The following shall be non-voting ex-officio members of the Board of Directors if not already members of the Board:
 - a. The Executive Officer of the Corporation.
 - b. A representative of each affiliated Journal, elected for two years by the Editors of the Journal.
 - c. A representative of each affiliated Conference, elected for two years by the Steering Committee of that Conference.

- d. A representative of each affiliated Organization, elected for two years by the governing body of that Organization.
3. The Board of Directors shall employ and remove such persons as may be necessary to carry out the objectives of the Corporation. Except as otherwise provided in these By-laws, the Board will prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation.
4. Any director may be removed without cause if such removal is approved by more than sixty-six percent (66%) of the directors then in office. Any director may resign by giving written notice to the President or to the Board of Directors. The resignation of a director shall be effective when written notice is given unless the notice specifies a later time.
5. If the office of a Director or agent becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Directors may by vote of a majority of a quorum choose a successor or successors who shall hold office until the next scheduled election.

ARTICLE IV: ELECTION OF DIRECTORS

1. Once every other year, the EO shall solicit nominations of Members to serve as voting members of the Board of Directors from all of the Members by mail or email or other electronic format. Each Member may nominate no more than two Members for each vacancy to be filled.
2. The nominating committee will select from among those nominated to create a slate. The Board of Directors may at its discretion nominate up to one additional person for each vacancy. The names shall be placed on an election ballot, which shall be mailed or emailed to all Members or sent by other electronic format. Each Member can cast as many votes for candidates as there are vacancies.
3. Thirty days after the mailing of the election ballot, the election shall be closed, and the ballots counted. The Member or Members receiving the greatest numbers of votes shall be elected to fill the vacancies on the Board of Directors. In case of ties, the President shall cast the deciding ballot.
4. In the case of resignation, recall, or death of a member of the Board of Directors, the resulting special vacancy shall be filled in conformity with Sections 1, 2, and 3 above, at the time of the next scheduled election. People elected to fill special vacancies shall only serve the unfilled term of office of that vacancy. However, those Members are then eligible for re-election.

ARTICLE V: MEETINGS OF DIRECTORS

1. Annual Meetings. The annual meeting of the directors, at which the officers and directors will be elected, shall be held at a time and place to be selected by the Board, and notice of said annual meeting shall be given not less than twenty (20) days prior thereto in writing.
2. Regular and Special Meetings. The Board of Directors shall determine the frequency and dates of its regular meetings. Written notice stating the place, date, and hour of a Directors' meeting shall be delivered no less than five (5) days nor more than (50) days before the date of the meeting. Special meetings of the Board may be called at any time by the President in consultation with the Executive Committee, or upon the written request of at least three (3) members of the Board; provided, however, that five (5) days' notice shall be given prior to the meeting of the Board.
3. Voting. No proxy votes shall be allowed, and all matters submitted to vote shall be deemed adopted upon the majority vote of the directors present at the meeting or voting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a

quorum is present, as defined below, shall be regarded as the act of the Board of Directors unless a greater number shall be required by law or by these By-laws.

4. Quorum. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Corporation, a quorum shall be necessary for the conduct of the transaction of business of the Board of Directors. A quorum is defined as being a majority of the voting members of the Board of Directors.

5. Action without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of these By-laws may be taken without a meeting, if all voting members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

6. Waiver of Notice or Meetings. Whenever any notice whatever is required to be given by these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. Attendance at a meeting shall of itself constitute waiver of notice and waiver of any and all objections to the place or time of the meeting, or the manner in which it has been called or convened except when such attendance is solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business.

7. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by an acting Chairperson chosen by the President or a majority of the directors present at the meeting if the President has not selected an acting Chairperson. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

ARTICLE VI: OFFICERS

1. Officer Positions. The officers of the society shall be the President of the Board of Directors (the "President"), the Executive Officer (the "EO"), the Secretary, the Treasurer, and up to three Vice Presidents. An officer position can be filled by co-officers, and a single person can fill more than one officer position.

2. President. The President shall be elected by the members of the Board of Directors to serve a term of three years, in which the first year is served as "president-elect," the second as president, and the third as "past president." The President may not serve more than one consecutive term. The President shall preside at meetings of the Board of Directors and at meetings of the Members. The President shall perform all the duties commonly incident to his or her office and shall perform such other duties as the Board of Directors shall designate, which shall include, but not be limited to, the appointment of standing and special committees, and the chairpersons therefore, and serve as a voting member upon all such committees except the Nominating Committee.

3. Executive Officer. The Executive Officer (EO) shall be elected by the Board of Directors to serve a term of three years. The EO may not serve more than two consecutive terms. The EO shall be responsible for maintaining a list of the membership of the society, for the collection of dues, and other assessments and for disbursement of funds as directed by the Board of Directors. The EO shall be primarily responsible for the day-to-day operations of the Committee and shall perform such other duties as the Board of Directors shall designate, including, but not limited to,

the representation of the interests of the corporation in dealing with its affiliated organizations, subject to the direction of the Board of Directors.

4. Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors, shall perform all the duties commonly incident to his or her office, and shall perform such other duties and have such other powers as the Board of Directors shall designate. In his or her absence at any meeting, an Assistant Secretary or a Secretary pro tempore shall perform his or her duties thereat. The Secretary, an Assistant Secretary, and any Secretary pro tempore shall be sworn to the faithful discharge of his or her duties.

5. Treasurer. Unless otherwise determined by the Board of Directors, the Treasurer shall have custody of the corporate funds, shall keep adequate and correct accounts of the corporation's properties and business transactions, shall disburse such funds of the corporation as may be directed by the Board of Directors, shall maintain an account of all transactions and the financial condition of the corporation, and in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law or by these By-laws, or which may be prescribed to him or her from time to time by the Board of Directors. The Treasurer together with the EO and administrative staff shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation, and, together with all its property in his or her possession, shall be subject at all times to the inspection and control of the Board of Directors. At the expiration of his or her term of office, the Treasurer shall turn over to his or her successor all monies and property of the Corporation. The Treasurer shall submit to the Board of Directors an annual fiscal report as soon as is feasible after the close of the fiscal year; provided, however, in no event shall such report be submitted later than sixty (60) days after the close of such fiscal year.

6. Vice President. Except as specifically limited by the Board of Directors, any Vice President, as designated by the Board, shall perform the duties and have the powers of the President during the absence or disability of the President. The Vice President shall also perform such other duties and have such other powers, as the Board of Directors shall designate.

ARTICLE VII: MEMBERSHIP

1. Any individual may become a *Member* of the society if sponsored in writing by two current members. An alternate method of becoming a member of the society is also provided: anyone awarded a Ph.D. (in any field), or who submits evidence of having made a scientific contribution to the learning sciences, may apply for membership by writing to the EO.

2. A scientific journal in a field of the learning sciences may apply for *journal affiliation* by writing to the EO. Such affiliation must be approved by the Board of Directors for a term of four years, renewable without limit.

3. A scientific conference in a field of the learning sciences may apply for *conference affiliation* by writing to the EO. Such affiliation must be approved by the Board of Directors for a term of two years, renewable without limit.

4. An organization may apply for *organizational affiliation* by writing to the EO. Such affiliation must be approved by the Board of Directors for a term of four years, renewable without limit.

ARTICLE VIII: MEETINGS OF MEMBERS

1. The Corporation shall organize, sponsor or co-sponsor, either itself or through its affiliate conferences, *Scientific Meetings* at times and places and under rules determined by the Board of

Directors. With approval of the membership, the Board of Directors may undertake the organizing of scientific conferences.

2. In addition, an annual meeting of the Members shall be held in conjunction with one of the Scientific Meetings each year. Only Members of the corporation may vote at the annual meeting of the Members. All motions relating to the ordinary course of business of the Corporation at the annual meeting shall require a simple majority for passage.

ARTICLE IX: COMMITTEES

1. Executive Committee. The Executive Committee, which shall be comprised of the Officers of the Corporation, shall perform such duties as shall be required by the Board of Directors, subject to the direction and supervision of the Board, and shall conduct the business of the Corporation between meetings of the Directors. The Executive Committee shall meet on a regular basis, as determined by the President and EO.

2. Nominating Committee. The President and the EO, with the approval of the Board of Directors, shall appoint a Nominating Committee. The Nominating Committee shall present a slate of nominated Officers of the Corporation and a slate of nominated Members to the Board of Directors to be voted upon by the incumbent Board of Directors at its annual meeting. The proposed slates of Officers and Members shall be mailed to the Directors at least ten (10) days before the meeting at which the approval thereof shall be voted.

3. Other Committees. The Corporation shall have such other committees as may from time to time be designated by the Board of Directors, each of which, to the extent authorized by the Board of Directors, shall carry out its duties and report its conclusions to the Board of Directors. No committee shall be empowered to supersede the authority of the Board of Directors. The President shall have the authority to include on any such committees additional persons who are not members of the Board of Directors. The term of office of any such committee members shall continue at the pleasure of the President. The President shall appoint one or two members of each committee who are also members of the Board of Directors as Chairperson(s).

ARTICLE X: PUBLICATIONS

The Corporation, either itself or through its affiliate journals, shall publish such programs, abstracts of scientific papers, and lists of membership, as the Board of Directors shall authorize. With approval of the Members, the Board of Directors may undertake the editing, or publishing, or both, of scientific journals.

ARTICLE XI: DUES

1. The annual dues of Membership shall be determined by the Board of Directors.
2. A Member failing to pay dues for two consecutive years shall be considered to have resigned, but may be reinstated any time in the three years following, upon payment of all back dues.
3. A Member failing to pay dues for five years may be reinstated only by satisfying the requirements for the election of new members prescribed in Article V.

ARTICLE XII: AMENDMENTS

1. Amendments to these By-laws may be proposed by majority action of the Board of Directors at a regular or special meeting called by the President, or by the affirmative vote of the majority voting at an annual meeting of the Members on a resolution for amendment of the By-laws

introduced from the floor. In the latter case, the proposed amendment of the By-laws must then be considered by the Board of Directors at its next meeting.

2. Every proposed amendment to these By-laws shall be submitted to the Members with recommendations of the majority of the Board of Directors, together with a statement of the basis of the recommendations, and in the case of a tie with the arguments pro and con. These By-laws may then be amended either by affirmative vote of two-thirds of the membership present and voting on the proposed amendment or, if either 10% of those members at the meeting or a majority of the Board of Directors wish, by mail or email vote of the Members. Two-thirds affirmative vote of those voting by mail or email shall be required for adoption of the proposed amendment.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and shall end on December 31.

ARTICLE XIV: INDEMNIFICATION

To the full extent permitted by law, this Corporation shall indemnify its directors, officers, employees and other persons including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding.

ARTICLE XV: CORPORATE SEAL

The corporate seal of the corporation shall consist of the words “International Society of the Learning Sciences, Inc. Corporate Seal” and may be affixed to any document by writing, typewriting, impression, or other means.

ARTICLE XVI: ORGANIZATIONAL MEETING

1. The Organizational Meeting of the Corporation shall be held in conjunction with the ICLS conference in October of 2002 at Seattle, Washington. The incorporators will accept memberships in advance of the Organizational Meeting and will nominate candidates for the Board of Directors and Officer positions.

2. The Directors present at the Organizational Meeting will ratify the actions of the incorporators, who will approve the By-laws of the society.

3. 4. The appointed Directors will thereafter meet to consider applications for individual Members and for journal, conference and organizational affiliates; to form committees; to draft operating rules; to schedule future meetings; and to otherwise conduct the business of the Corporation.