

CONSTITUTION OF UTAH COUNCIL OF TEACHERS OF MATHEMATICS

ARTICLE I *NAME AND AFFILIATION*

Section 1

The name of this corporation shall be "*Utah Council of Teachers of Mathematics*" (UCTM).

Section 2

The corporation shall be affiliated with the National Council of Teachers of Mathematics. As an affiliate, it shall coordinate its activities with those of the national organization to the end that their mutual aims in the teaching of mathematics may be best realized.

ARTICLE II *PURPOSE AND POWERS*

Section 1

The purpose and powers of this corporation shall be: to promote interest in mathematics and its teaching in the State of Utah; to improve the teaching of mathematics at all levels - early childhood, elementary, secondary, technical, and college - by the holding of meetings and workshops to exchange information on mathematics, its application, and its teaching; to gather and formulate opinions and recommendations concerning the teaching of mathematics; to maintain a close liaison with the Utah State Board of Education; to represent the interest of mathematics teaching and mathematics teachers to the public and to persons and organizations concerned with mathematics teaching; to encourage cooperation, pride, and fellowship in the profession of mathematics teaching; to receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire, hold, or dispose of the property (real or personal) including shares of stocks, bonds, securities of the corporation; to do all other lawful acts necessary or convenient for the furtherance of the purpose of this corporation.

Section 2

The enumeration of the particular purpose and powers aforesated shall in no way lessen or narrow the general purposes and powers of this corporation, but the purposes and powers of this corporation shall be liberally and broadly construed for the purpose of furthering any of its objects.

Section 3

This corporation is organized exclusively for educational and scientific purposes under section 501 (c) (3) of the Internal Revenue Code. This corporation is not organized for pecuniary profit. No part of the property for income of the corporation shall inure, either directly or indirectly, during the life of the corporation or on its dissolution to the benefit of any member, officer, employee, or any private individual, provided, however, that this shall prevent payment of reasonable compensation for services actually rendered to corporation in effecting its purposes.

ARTICLE III
MEMBERSHIP AND DUES

Section 1

All those who are interested in mathematics or the teaching of mathematics shall be eligible for regular membership. To become a member, constituents will opt in through a sign up list and/or attending a conference.

Section 2

The board of directors may establish various types of membership in the corporation. All members shall be eligible to participate in corporation voting procedures. Membership is not transferable.

Section 3

A member may resign from the UCTM by notifying the executive secretary of their desire to resign their membership. A member may be expelled from membership in the UCTM for cause by two-thirds favoring vote of the board of directors after opportunity for a hearing before the board of directors of which they have had adequate notice.

Section 4

Membership shall provide the board with a means of contact. A member shall be considered to have adequate notice of elections, meetings and other business of the corporation if the appropriate information is communicated 14 days before the business is to be acted upon.

Section 5

Dues, or the lack thereof, shall be set by the board of directors. Dues shall be payable annually.

Section 6

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, this corporation shall not carry on any other activities not permitted (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV
EXECUTIVE COMMITTEE

Section 1

The executive committee of the UCTM shall be president, past-president, vice president, president-elect, treasurer, assistant treasurer, and executive secretary. The order of succession to the presidency shall be in the order listed above.

Section 2

Executive committee members shall serve for a term of one to four years as described by the position and by sections 3, 4, 5, and 6 of article IV. The term shall begin with the first board of directors' meeting subsequent to the annual election.

Section 3

The president shall preside at all conference and board of director meetings of the UCTM, appoint all committees, and shall be an ex-officio member of all committees.

An elected president will serve a total of four years, the first year as president-elect, years two and three as president, and year four as past-president. All president-elect and past-president positions will overlap with a current president and will serve as mentee or mentor with the presiding president. The past-president and president-elect shall also act as NCTM representative, or appoint an alternative NCTM representative.

In the event that a board member other than president-elect cannot complete their term, the president shall appoint an acting replacement for the remainder of the term of office. Such acting replacements shall not be part of the order of succession. These appointments shall be with the approval of a majority of the board of directors. In the event a president-elect cannot complete their term, a special election should occur to determine a new president-elect. The special election and subsequent term length are at the discretion of the board of directors.

Section 4

The vice-president will serve a two-year election term that coincides with that of the president. In the event that the president is not present at a board of director's meeting, the vice-president will officiate.

Section 5

The treasurer will serve a total of four years, the first year as Assistant treasurer, years 2 and 3 as Treasurer, and a 4th year as advisor to the treasurer. The assistant treasurer position will overlap with the presiding treasurer. The treasurer shall prepare an annual financial statement for presentation at a board of directors meeting.

Section 6

The executive secretary is an appointed position. The Secretary will serve a two-year term that coincides with that of the president's term.

ARTICLE V
THE BOARD OF DIRECTORS

Section 1

The board of directors shall consist of the executive committee of the UCTM, nine regional Board Members, a post-high school representative, and other appointed board members at large. The president of the UCTM will be the president of the board of directors. USBE representatives are guest members without motion voting rights.

The nine regional board members and the post high school representative will serve a two year elected term. The nine regional board members will consist of two representatives from Salt Lake county and one representative from each of the following regions: 1) Utah county; 2) Weber and Davis counties; 3) Bear River; 4) SEDC; 5) CUES; 6) SESC; and 7) NUES. SEDC includes Beaver, Iron, Kane, Millard, and Washington counties. CUES includes Juab, Piute, Sanpete, Sevier, and Wayne counties. SESC includes Carbon, Emery, Grand, and San Juan Counties. NUES includes Dagget, Duchesne, Morgan, Rich, Summit, Uintah, and Wasatch counties. Bear River includes Box Elder, Cache, and Tooele Counties.

Appointed members serve until the end of the term of the president who appointed them. The number of appointed members shall not exceed the number of elected members.

Section 2

Meetings of the board of directors must have a quorum in attendance. All decisions of the board of directors shall be made by a majority of board members attending a board of directors meeting. Should a situation arise which must be resolved before a board of director's meeting, upon communication with the entire board of directors, the decision must be made by consent of a majority of the entire board of directors. Such a decision will be ratified at the next board of directors meeting.

Section 3

The board of directors, shall plan and organize annual conferences, authorize disbursements of money, and make decisions necessary for the welfare of the organization.

Section 4

Members of the board of directors will head committees and/or subcommittees within the organization. Committees will serve to forward the purpose of UCTM, advise the board on their areas of responsibility, and get board approval for actions. Committees are accountable for keeping the board apprised of their progress through the delegated executive committee member.

ARTICLE VI
NOMINATIONS AND ELECTIONS

Section 1

There shall be a nominating and election committee of three to five members of the corporation appointed by the president at the major post conference planning meeting of the year. No member of this committee may be nominated for any elected position. This committee shall include the president-elect or president as chair and others as appointed. This committee shall compile a slate of nominees, each of whom must be a member of the corporation, and present this slate to the board of directors. This slate should include at least two nominees for each open board member position as specified in article V, section 1 and article IV, section 1.

The candidates for president-elect must have served on the board of directors for at least one year. For all other candidates, preference should be given to those who have been appointed or who are de facto members of the board of directors. The nominating committee shall strive for a balance of educators from early childhood through secondary levels. All persons listed as candidates on the ballot must give their consent. A write-in candidate will have the option to accept a position or reject the position before the results of the election are announced to the general membership.

If the nominating committee made a reasonable and diligent effort to secure two nominees for each position and was unsuccessful, then the nominating committee may present a slate with only one candidate and a space for a write-in candidate for that position. The board of directors must approve this abnormal slate by a two-thirds vote instead of a simple majority vote.

Section 2

The nine regional board members and the post-high school representative shall be elected on alternating years. In academic years where the beginning of the school year is an even number, the representatives from SEDC; NUES; Utah County; Weber and Davis Counties; and Salt Lake Representative 1 will be elected. In academic years where the beginning of the school year is an odd number, the representatives from SESC, CUES, Bear River, the Salt Lake Representative Two, and the post-high school representative will be elected.

In case of emergency, the president may consult with the board and extend the election cycle on a one-time basis; however, the above schedule should be returned to within 2 years. If a board member moves out of their representative region, they will be released from their position. The position will be filled by appointment until the next election cycle.

Section 3

The elections shall be fair and anonymous. Elections should be conducted in conjunction with the annual conference. If there is no annual conference, elections shall still be held on an annual basis.

Section 4

All members of the board have the responsibility to refer people to the nominating committee for elected positions. In addition, board members should actively refer members to the president for other various roles within the board.

Section 5

Regional members should be voted on by members in that region as the board can best provide. This may be done through a stratified ballot, or other systems as deemed appropriate by the nominating and election committee.

ARTICLE VII
CONFERENCES

Section 1

There should be at least one conference during the academic year, and such other activities as the board of directors shall decide.

ARTICLE VIII
AMENDMENTS

Section 1

An amendment to the Constitution may be proposed (a) by a majority of the members of the Board of Directors present at a meeting of the Board; or (b) by a majority of the members at a conference.

Section 2

An amendment which has been proposed shall become effective when ratified by two-thirds of those responding in a general membership vote.

ARTICLE IX
COMMUNICATION WITH MEMBERSHIP

Section 1

The UCTM shall communicate with members:

- a. Date, time, and place of all conferences.
- b. Text of all proposed constitutional amendments.
- c. Date, time, and place of all workshops held by the Council.

ARTICLE X
BYLAWS

Section 1

Bylaws for this corporation may be proposed by a majority of the board of directors present at a meeting of the Board, or by a majority of members at a conference.

Section 2

A bylaw which has been proposed shall become effective when approved by a majority of those responding in a conference vote of voting members conducted by mail or at a conference.

ARTICLE XI
DISSOLUTION CLAUSE

Section 1

If at any time the UCTM ceases to function, all assets and property held by the corporation, whether in trust or otherwise, shall after the payment of its liabilities, be paid over to an organization selected by the final board of directors. This selected organization shall have a similar purpose as the UCTM and shall have established its tax-exempt status under Section 501(C) (3) of the Internal Revenue Code of 1954 as now enacted, or as it may hereafter be amended, and such assets and property shall be applied exclusively for such charitable, scientific and educational programs.

Section 2

The decision to dissolve shall be initiated by a two-thirds vote of the entire board of directors. The voting membership of the UCTM would then be polled, if two-thirds of the ballots returned favor dissolution, the organization would then be dissolved.

Section 3

Upon the dissolution of this corporation, 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.

This Constitution of the Utah Council of Teachers was approved by the Board of Directors and ratified by the General Membership January 17, 2023.

President – Andrew R. Glaze / Date

Vice President – Jacqueline Goodsell / Date

President Elect – Rebecca Roche / Date

Treasurer – Alison Espinosa / Date

GLOSSARY OF TERMS

Appointed board member at large: Member of the board of directors with motion voting rights. They are appointed by the president and given voting rights by the board through a sustaining vote. Their term terminates with that of the president.

Acting replacements: An individual appointed to replace an elected member who is otherwise unable to fulfill their term.

Board of directors: An elected or appointed member of the UCTM governing body. This includes both voting and non-voting members.

Board of directors meeting: Any formal meeting of the UCTM board of directors where a quorum is present.

Committees: A subset of the UCTM board of directors instituted to facilitate any of the corporation's functions. Each committee should have a chair or co chairs. The president is an ex officio member of all committees.

Conference: A formal, yearly, meeting of UCTM members for the purpose of executing the UCTM's professional aims and functions.

Corporation voting procedures: The means by which UCTM members formally, and collectively, express opinions, such as voting for members of the board of directors and other items the board puts forth to the membership.

De facto members: Members of the board of directors without motion voting rights.

Executive committee: the members of the board of directors consisting of the president, past-president, vice president, president-elect, treasurer, assistant treasurer, and executive secretary

Guest Board Members: Members of the board from professional organizations working in concert with the UCTM to further mathematics across the state. They do not have motion voting rights.

Motion voting rights: The right to vote on motions put forth by members of the board of directors during board meetings or, in special cases, between board meetings by alternate means of communication..

Post-high school representative: An elected member of the board of directors representing post-secondary institutions.

Quorum: A majority of the elected members of the board of directors present at a given time.