

**BY-LAWS of**  
**State Educational Technology Directors Association**  
**SETDA**

**ARTICLE I**  
**MEMBERSHIP**

**1.1 Membership.** The members of the State Educational Technology Directors Association (hereafter, referred to as the Association) include the state educational technology directors as designated by each state, the District of Columbia, territories, outlying areas, the Bureau of Indian Affairs and the Department of Defense Education Agency. More than one individual per state may become members of SETDA. However, for voting purposes, each entity designates one voting member.

**1.2 Member's Proxy.** At any meeting of the members, any voting member may designate another person to act as a proxy with prior written notification.

**1.3 Membership Dues.** Annual dues for membership in the Association will be determined by the Board of Directors based on the expenses of the Association and ratified by the membership. Annual dues will be payable on the 1st of July of each year. Former members, either voting or other, can participate in board-approved activities and become an Emeritus participant by acquiring a lifetime Emeritus "membership".

**ARTICLE II**  
**BOARD OF DIRECTORS**

**2.1 Board of Directors.** The business and affairs of the Association shall be managed by its Board of Directors who may exercise all powers of the Association. The Association shall retain an Executive Director who will be authorized to exercise powers of the Association as prescribed in the employment agreement, which shall be negotiated by and between the SETDA Executive Board and the Executive Director. The Executive Director serves at the pleasure of the Board of Directors. The Executive Director is accountable to the Board of Directors as the principal executive officer with primary responsibility for day-to-day operations of the organization, to carry out board policies as adopted by the Board of Directors and to act as official staff liaison to the Board of Directors.

**2.2 Composition, Number, Election and Terms of Directors.** The Board of Directors shall consist of not less than five and not more than nine Directors elected by a simple majority of the voting members. For state members to be eligible to serve on the SETDA Board of Directors, the candidate must be designated as the official state

voting member from the respective state or District of Columbia, territory, outlying area, Bureau of Indian Affairs or the Department of Defense Education Agency for the duration of the Board member's term, and the state must be in good standing with the organization. One of the Directors shall include representation of an Emeritus member. The Emeritus Board Member shall be a voting member with all rights and responsibilities as other members of the Board of Directors. To be eligible to serve on the SETDA Board of Directors, the Emeritus candidate must be a former State Education Technology Director (or served as the former coordinator of Education Technology at the state level) and participated actively in the SETDA organization.

Board elections shall occur at the Annual Membership Convocation. New Directors for open positions shall be elected by the voting membership present including designated proxies to serve for a term of three years or until their successors are elected and shall qualify. Board member terms begin effective with the Annual Board Business Meeting. A Director may serve two consecutive terms and unlimited non-consecutive terms, except that, serving one year or less of an unexpired term shall not be considered as one of the two consecutive terms.

**2.4 Resignations.** Any member of the Board may resign at any time. The resignations shall be in writing (unless the requirements of putting it in writing is waived by a majority of the Board), but the acceptance thereof shall not be necessary to make it effective.

**2.5 Annual Business Meeting of the Board of Directors.** An Annual Business Meeting of the Board of Directors shall be held with 30-day notice of such Board meeting in order to legally constitute the meeting if a quorum is present. The annual Board business meeting may be called and held at the time and place specified in notice given for special meetings of the Board of Directors.

**2.6 Regular Meetings.** Regular meetings of the Board of Directors may be held with notice at the times and places fixed by the Board of Directors.

**2.7 Special Meetings.** Special meetings of the Board of Directors may be called by the Chairperson or the Secretary on the written request of a majority of the Board. Written notice of every special meeting, specifying the time and place of the meeting and the purpose of the meeting or the business to be transacted shall be given by the Secretary to each member of the Board at least 72 hours before the meeting.

**2.8 Open Meetings.** All meetings of the Board of Directors shall be open to members unless previously declared closed by the Chairperson.

**2.9 Compensation.** No member of the Board shall be entitled to any salary as such; but the Board of Directors may authorize reimbursement of expenses to be paid each Director for his/her services in attending meetings of the Board. Except as the Board of Directors otherwise determines, the Board of Directors shall fix the salaries and

compensation of the executive director per the Employment Contract. The Executive Director shall recommend salaries and increases for all staff and contractual personnel, as part of the budget approval process.

**2.10 Participation in Meetings.** Any or all SETDA members may participate in a meeting of the Board of Directors or of a committee of the Board or in a membership meeting by means of conference telephone or similar communications equipment, in which all persons participating in the meeting can hear each other.

**2.11 Vacancies.** Vacancies occurring on the Board of Directors may be filled by a replacement appointed for the remainder of the term by the remaining members of the Board.

**2.12 Quorum.** A majority of the members of the Board of Directors then in office shall constitute a quorum.

**2.13 Board Member Removal.** A member of the Board may be removed by (a) 2/3 majority vote of the Board of Directors or (b) 2/3 majority vote of the voting members present at an Annual General Meeting or a Special General Meeting of which due notice has been given.

### **ARTICLE III OFFICERS**

**3.1 Officers.** The Officers of the Association shall be a Chairperson, a Chair-Elect, a Secretary and a Treasurer, and such other officers as the Board of Directors from time to time deem advisable. All Officers must be members of the Board of Directors.

**3.2 Chairperson.** The Chairperson shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Board of Directors. He/she shall have general supervision of the business of the Association and shall be responsible for having all orders and resolutions of the Board of Directors carried into effect. As authorized by the Board of Directors, he/she shall execute on behalf of the Association and may affix or cause to be affixed the corporate seal to such other duties and do such other acts as are prescribed by the Board of Directors. He/she shall work in partnership with the Executive Director to make sure Board decisions are carried out.

**3.3 Chair-Elect.** The Chair-Elect shall perform such duties and do such acts as are prescribed by the Chairperson or the Board of Directors. The Chair-Elect will serve in this capacity for one year, and then become the Chairperson following the election of new Board members at the Annual Membership Convocation. Subject to the provisions of this section, the Chair-Elect shall perform the duties and have the powers of the Chairperson in the event of his/her absence, disability or resignation. The Chair-Elect cannot be elected to this position in the final year of a three-year term.

**3.4 Treasurer.** The Treasurer shall act under the direction of the Chairperson or the Board of Directors. Subject to the direction of the Chairperson or the Board of Directors, he/she shall have oversight of the Association's funds, shall ensure that the full and accurate accounts of receipts and disbursements are kept in books belonging to the Association and shall ensure that all moneys are deposited in the name and to the credit of the organization in such depositories as are designated by the Board of Directors. The Treasurer shall review disbursements of the funds of the Association as ordered by the Chairperson, taking appropriate vouchers for such disbursements, and shall on request tender to the Chairperson and the Board of Directors an account of all transactions and the financial condition of the Association. The Treasurer shall perform such other duties as are prescribed by the Board of Directors or the Chairperson.

**3.5 Secretary.** The Secretary shall act under the direction of the Chairperson. Unless a designation to the contrary is made at a meeting, the Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record the proceedings of such meetings and distribute to the Board of Directors. The Secretary shall give, or cause to be given, notice of all meetings of the members and of all special meetings of the Board of Directors. The Secretary shall perform such other duties as are prescribed by the Board of Directors or the Chairperson.

**3.6 General Powers.** The Officers are authorized to do and perform all acts appropriate to carry on the business of the Association, subject always to the direction of the Board of Directors.

**3.7 Election of Officers.** The Officers will be nominated and elected by the Board of Directors at the Annual Business Meeting of the Board of Directors to be held within 90 days of the Annual Membership Convocation.

**3.8 Terms of Office.** All Officers shall hold office for one year or until their successors are elected and qualify. Every effort should be made to preserve continuity and develop leaders as well as having considered the staggered terms. The Secretary and Treasurer may serve two consecutive one-year terms in the same office and unlimited non-consecutive terms.

**3.9 Removal/Replacement of Officer.** An Officer may be removed by (a) 2/3 majority vote of the Board of Directors or (b) 2/3 majority vote of the voting members present at an Annual Membership Convocation or a Special General Meeting of which due notice has been given. The Board of Directors shall have the discretion to fill an officer vacancy at a subsequent meeting of the Board of Directors.

## **ARTICLE IV AMENDMENT AND REPEAL OF BYLAWS**

**4.1 Amendment or Repeal.** These bylaws may be amended or repealed, in whole or in part, by a 2/3 vote of the voting members present including designated proxies at any

regular or special meeting to the extent permitted by the applicable provisions of law. Proposed bylaws will be posted with notice before the Annual Membership Convocation.

**4.2 Recording Amendments and Repeals.** The text of each amendment to or repeal of these bylaws shall be attached to the bylaws with a notation of the date such amendment or repeal was adopted by the members.

## **ARTICLE V GENERAL**

**5.1 Fiscal Year.** The Association's fiscal year shall be July 1 through June 30.

**5.2 Annual Membership Convocation.** An Annual Membership Convocation of the Association shall be held of which notice shall be given to all members.

**5.3 The Annual Membership Convocation** shall receive the Reports of the Officers, Board of Directors, and Standing Committees together with such other reports and business as the Board of Directors may decide, and shall elect Directors as necessary and appropriate.

**5.4 Special Meeting.** A Special Meeting of the Association may be called, at not less than four calendar weeks notice to all members, by the decision of the Board of Directors specifying the precise nature of the business to be discussed.

**5.5 Quorum.** The quorum for all meetings shall be a majority of the voting membership present including designated proxies.

## **ARTICLE VI COMMITTEES**

**6.1 Executive Committee.** There shall be an Executive Committee consisting of the Board Officers. The Executive Committee shall keep regular minutes of its proceedings and report to the Board of Directors.

**6.3 Standing Committees.** The Board of Directors shall appoint standing committees as needed. Each standing committee shall have stated purposes and priorities and will report to the Board with recommendations.

**6.4 Special Committees.** The Chairperson of the Association shall from time to time appoint such special committees as are authorized by the Board of Directors. Each committee shall consist of such number of persons as the Board of Directors deems advisable. All acts of such committees shall be subject to the approval of the Board of Directors.

**6.5 Committee Leadership.** The Committee Leadership shall be appointed by majority vote of the Board of Directors present at the Annual Business Meeting of the Board of Directors. New Committee Leadership for vacant positions shall serve for a term of two years or until their successors are appointed and shall qualify. Every effort should be made to preserve continuity. A Committee Leader may serve two consecutive terms and unlimited non-consecutive terms, except that, serving one year or less of an unexpired term shall not be considered as one of the two consecutive terms. The Committee Leadership shall perform such duties and do such acts as are prescribed by the Committee with support from SETDA staff liaison. In the event of the resignation of a Committee Leader, the Board shall appoint a replacement.

**6.6 Committee Members.** The Committee Leadership will recruit committee members from the general membership and has the discretion to invite members of the State Directors Emeritus group.

**6.7 Committee Proceedings.** Committees shall keep regular minutes of its proceedings and report to the Board of Directors as well as the general membership at the Annual Membership Convocation. Committee business may be conducted by mail, email, phone conferences or other means at the discretion of the Committee Leadership with support from SETDA staff liaison.

**Ratified June 23, 2013 by the SETDA Membership.**