

**SETDA
ARTICLE I
MEMBERSHIP**

1.1 Membership. The members of the State Educational Technology Directors Association include the state educational technology directors as designated by each state or territory department of education, the Bureau of Indian Affairs and the Department of Defense Schools. More than one individual per state may become members of SETDA. However, for voting purposes, each state has one vote.

The second class of members is a non-voting class for former state educational technology directors and each such member shall be known as an Emeritus Member.

1.2 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.

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

**ARTICLE II
BOARD OF DIRECTORS**

2.1 Board of Directors. The business and affairs of the organization shall be managed by its Board of Directors who may exercise all powers of the organization. The organization shall identify an Executive Director who may be authorized to exercise powers of the organization as requested by the Board of Directors.

2.2 Number and Election 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 member state educational technology directors present including designated proxies. The original Directors shall serve staggered terms of two or three years determined by random draw. At the Annual General Meeting, new Directors for vacant 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. 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. 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 territory department of education, the Bureau of Indian Affairs or the Department of Defense Schools for the duration of the Board member's term.

2.3 Emeritus. The Emeritus Board Member would be a voting member with all rights and responsibilities as other members of the board of directors. At the Annual General Meeting, the Emeritus member shall be elected by the voting membership present to serve for a term of three years or until his/her successor is elected and shall qualify. The Emeritus member may serve two consecutive terms and unlimited non-consecutive terms. 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.

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 General Meeting. An Annual General 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 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 then in office. 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 observers 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 all staff and contractual personnel.

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 or Advisory Committee shall 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 organization shall be a Chairperson, a Vice Chairperson, 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 organization. He/she shall preside at all meetings of the Board of Directors. He/she shall have general supervision of the business of the organization 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 organization 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 Vice Chairperson. The Vice Chairperson shall perform such duties and do such acts as are prescribed by the Chairperson or the Board of Directors. The Vice Chairperson shall also serve as the Chair of the Advisory Committee. Subject to the provisions of this section, the Vice Chairperson shall perform the duties and have the powers of the Chairperson in the event of his/her absence, disability or resignation.

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 organization's funds, shall ensure that the full and accurate accounts of receipts and disbursements are kept in books belonging to the organization 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 approve disbursements of the funds of the organization 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 organization. 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 organization, 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 following the Annual General Meeting.

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. An Officer 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 General Meeting or a Special General Meeting of which due notice has been given. Within thirty days of an officer resignation or change, the Chairperson shall have the discretion to appoint an interim officer to fill the seat until the next meeting of the Board of Directors.

ARTICLE IV GENERAL

4.1 Fiscal Year. The organization's fiscal year shall be July 1 through June 30.

4.2 Founding Partners. Organizations with a long-standing relationship with State Educational Technology Directors and strong interest in supporting the goals and objectives of SETDA, may be invited to become Founding Partners of SETDA. Founding Partners may have a representative serve on the Advisory Committee. Roles and responsibilities of Founding Partners will be agreed upon between the SETDA Board of Directors and the authorized representative of each Founding Partner organization. Founding Partners continue to serve at the discretion of the Board of Directors.

ARTICLE V AMENDMENT AND REPEAL OF BYLAWS

5.1 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 General Meeting.

5.2 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 VI MEETINGS, NOTICES, QUORUM

6.1 Annual General Meeting. An Annual General Meeting of the Association shall be held of which notice shall be given to all members.

6.2 The Annual General Meeting 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.

6.3 Special General Meeting. A Special General 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.

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

ARTICLE VII COMMITTEES

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

7.2 Advisory Committee. The Board of Directors may establish an Advisory Committee which consists of at least three members of the Board including the Chairperson and the Vice Chairperson, and one additional Board member; the Standing Committee Chairpersons; and representatives of the Founding Partner organizations. The Vice Chairperson of the Board of Directors shall chair the Advisory Committee. Additional Advisory Committee members may be elected by the voting members present if needed for equal geographic representation. Each member of the Advisory Committee shall have one vote on Advisory Committee business.

7.3 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.

7.4 Special Committees. The Chairperson of the organization 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.

7.5 Committee Chairperson. The Committee Chairpersons shall be appointed by majority vote of the Board of Directors present. The original Committee Chairpersons shall serve staggered terms of two or three years determined by random draw. At the Board meeting following the Annual General Meeting, new chairs for vacant positions shall be appointed by the Board of Directors to serve for a term of two years beginning in December of that year or until their successors are appointed and shall qualify. Every effort should be made to preserve continuity as well as having considered the staggered terms. A Committee Chairperson 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.

7.6 Committee Vice Chairperson. The Vice Chairperson of a committee is nominated by the Committee Chairperson and approved by the Board of Directors. The Vice Chairperson of a committee shall perform such duties and do such acts as are prescribed by the Committee Chairperson or the committee. Subject to the provisions of this section, the Committee Vice Chairperson shall perform the duties and have the powers of the Committee Chairperson in the event of his/her absence or disability.

7.7 Committee Members. The Committee Chairperson will recruit committee members from the general membership and has the discretion to invite members of the State Directors Emeritus group. In the event of the resignation of a Committee Chairperson, the Board shall appoint a new Committee Chairperson.

7.8 All Committees shall keep regular minutes of its proceedings and report to the Board of Directors as well as the general membership at the Annual General Meeting.

7.9 Committee business may be conducted by mail, email, phone conferences or other means at the discretion of the Committee Chairperson.

Ratified July 7, 2006 by the SETDA Membership