Article I  NAME; LOCATION; GENERAL

A. Name.

The name of the corporation is SETDA.

Formerly known as the State Educational Technology Directors Association, the association was founded on October 25, 2001 in Washington, DC and then re-incorporated on January 15, 2003 in the Commonwealth of Virginia.

B. Location.

The principal office of SETDA shall be located at such place as the Board of Directors (the “Board”) may determine.

C. Fiscal Year.

SETDA’s fiscal year shall be from January 1 through December 31.

D. Purpose.

SETDA is the principal association representing U.S. state and territorial educational technology and digital learning leaders. The Corporation has been incorporated exclusively for charitable and educational purposes.

There are four primary purposes for which SETDA is organized, namely:

1. To provide a united leadership role at the federal and state level in setting the national agenda for education technology; and

2. To coordinate efforts among states for information sharing on projects of common interest, state initiative, and educational technology issues facing states; and

3. To provide professional growth opportunities for state technology leaders in order to advance knowledge and professional expertise as well as stay current with the field through exchanges of information, best practices and networking; and

4. To establish a national association of state educational technology and digital learning leaders.

E. Nonstock Corporation.

SETDA is a Virginia nonstock corporation as defined and provided for in Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and it shall be a qualified tax exempt organization as defined under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. [Unless otherwise stated, all section references hereinafter are to the Code of Virginia of 1950, as amended.]
Article II    MEMBERSHIP IN THE ASSOCIATION

A. Classes of Membership.

SETDA shall have four classes of membership, as follows:

1. State Education Agency Members (Class I)

As described in this paragraph, State Education Agency Members (State Member) are governmental entities or another entity designated by a governmental entity, such as state agencies, boards, or the like.

Membership Eligibility and Admission to Membership. State Members are representatives of dues-paying entities, from among entities designated by the Board of Directors as Class I membership eligible or designated by any such entity as the State Member representative. State Members may represent an agency, board or other governing body of a U.S. state, the District of Columbia, U.S. territories and outlying areas, the Bureau of Indian Affairs, the U.S. Department of Defense Education Activity, or another type of state-level entity as may be designated by the Board. Execution of a Membership Agreement, a document prepared by SETDA setting forth member obligations and responsibilities, may be required for admission of State Education Agency Members.

Voting Entitlement of Members. Each State Member entity is entitled to identify one employee of the entity for participation in the Voting Group of Members. Provided the State Member is in good standing, any such individual shall have the privilege of casting the State Member’s vote on any matter put before the Membership. A State Member representative may be elected to the Board of Directors, and any such individual shall have the privilege of casting a vote on any matter put before the Board, to the extent authorized by these Bylaws or the Articles of Incorporation.

2. Affiliate Members (Class II).

Membership Eligibility and Admission to Membership. Affiliate Members are representatives of dues-paying entities not eligible for Class I membership. Such an entity may be a nonprofit education membership organization or other similar entity. Entities which conform to eligibility requirements for this Class may apply to SETDA for acceptance as an Affiliate Member. Execution of a Membership Agreement, a document prepared by SETDA setting forth member obligations and responsibilities, may be required for admission of Affiliate Members. A Class II Member must be in good standing in order to be eligible to participate fully within the SETDA community.

Voting Entitlement of Members. Affiliate Members are not entitled to participate in the Voting Group of Members. An Affiliate Member may be elected to the Board of Directors, and any such individual shall have the privilege of casting a vote on any matter put before the Board, to the extent authorized by these Bylaws or the Articles of Incorporation.
3. **Corporate Members (Class III).**

*Membership Eligibility and Admission to Membership.* Corporate Members are representatives of dues-paying entities not eligible for Class I or Class II membership, which are for-profit corporations or a nonprofit organization, or other similar entities. Entities which conform to eligibility requirements for this Class may apply to SETDA for acceptance as a Corporate Member. Execution of a Membership Agreement, a document prepared by SETDA setting forth member obligations and responsibilities, may be required for admission of Corporate Members. A Class III Member must be in good standing in order to be eligible to participate fully within the SETDA community.

*Voting Entitlement of Members.* Corporate Members are not entitled to participate in the Voting Group of Members.

4. **Emeritus Members (Class IV).**

*Membership Eligibility and Admission to Membership.* Emeritus Members are individuals formerly included on the Class I or Class II member roster. Such individuals generally have retired from a Class I or II entity and may continue to be engaged in the field of education technology. Individuals who meet eligibility requirements for this Class may apply to SETDA for acceptance as an Emeritus Member. Execution of a Membership Agreement, a document prepared by SETDA setting forth member obligations and responsibilities, may be required for admission of Emeritus Members. A Class IV Member must be in good standing in order to be eligible to participate fully within the SETDA community.

*Voting Entitlement of Members.* Emeritus Members are not entitled to participate in the Voting Group of Members. An Emeritus Member may be elected to the Board of Directors, and any such individual shall have the privilege of casting a vote on any matter put before the Board, to the extent authorized by these Bylaws or the Articles of Incorporation.

**B. Membership Dues.**

1. **Establishment of Dues.**

Annual dues for each class of Membership in the Association shall be determined by the Board of Directors based on the expenses of the Association and ratified by the Members of the Voting Group.

2. **Payment of Dues.**

Class I Member annual dues will be payable on the 1st of July of each year. Class II, III, and IV annual dues will be paid in accordance with the terms and conditions of their Membership Agreement.
3. **Maintenance of Good Standing.**

Any Class I Member failing to pay annual dues by September 30 shall be considered not in Good Standing until all outstanding dues are paid, or unless an extension of the payment deadline, exemption, or other arrangement is approved by a Majority Vote of the Board of Directors.

Any Class II, III, or IV Member failing to pay annual dues within 45-days of their invoice date shall be considered not in Good Standing until all outstanding dues are paid, or unless an extension of the payment deadline, exemption, or other arrangement is approved by the Executive Director.

C. **Withdrawal; Termination**

1. **Withdrawal from Membership.**

A Class I Member may withdraw from Membership in the Association upon written notice to the Chair or any other officer of the Board of Directors, who shall then forward the notice to the Executive Director and full Board. Unless an effective date of withdrawal is specified in the written notice of the withdrawing Class I Member, withdrawal shall be effective upon receipt of such notice. Delivery may be by any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission.

A Class II, III, or IV Member may withdraw from Membership in the Association upon written notice to the Executive Director. Delivery may be by any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission.

2. **Suspension, Termination, or Censure of a Member.**

A Member may be terminated from membership, suspended for up to two years, or censured if the Board determines in good faith that the Member:

a) has allowed its membership to lapse,

b) has violated these Bylaws or other rules of the Association,

c) has failed to pay dues and other charges owed to the Association,

d) has violated the SETDA Code of Conduct adopted by the Board or Association,

e) has committed an act bringing discredit to the profession or the Association or is found by a court of law to have committed a fraud or any other crime involving moral turpitude, or

f) otherwise has failed to meet the requirements for Membership.

Notification by the Board of its intention to suspend, terminate, or censure a Member and the reasons therefore shall be made in writing by the Executive Director to the Member no fewer than 30 days before the Board meeting at which the action is to be taken.
Any Member so notified shall have the right to appear or be represented and heard by the Board prior to final action by it. A Member’s membership may only be suspended, terminated, or revoked, and the Member may only be censured, upon an affirmative vote of two-thirds of the members of the Board participating in any duly called meeting of the Board.

D. Voting By Members of the Association


SETDA shall have one Voting Group which shall include only designated representatives of State Education Agency Members (Class I) in Good Standing.

Unless otherwise provided in these Bylaws or SETDA’s Articles of Incorporation, the Voting Group has responsibility for amending or repealing these Bylaws, approving an amendment or restatement of the Articles of Incorporation, electing Directors to fill end-of-term vacancies on the Board of Directors (Board of Director vacancies occurring mid-term are filled by the Board of Directors), and ratifying Member Dues determined by the Board.

2. Conducting the Vote.

Voting on any matter before the Members of the Association may take place during any duly convened meeting of the Members at which a quorum is established or by a ballot circulated to Members of the Voting Group without a meeting.

- **Action Taken During a Meeting.** For any action to be taken during a duly convened meeting of the Members, the vote of a majority of the votes entitled to be cast by the Members of the Voting Group present (which includes participation in a meeting by electronic means, consistent with requirements established in these Bylaws) or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, with the exception of a vote to elect one or more Directors, as described below, or unless a greater proportion is required by these Bylaws or the Articles of Incorporation. Less than a quorum may adjourn a meeting.

  Voting during a meeting shall be by voice vote (i.e., all yea and then all nea), except that a roll-call vote shall be conducted when approval requires greater than a majority vote; or when requested by a Member of the Voting Group.

- **Action Taken By Written Consent Without a Meeting.** Any action that may be taken by the Voting Group of Members may be taken by written consent without a meeting and without prior notice, subject to
Written consent may be accomplished by one or more electronic transmissions and any such consent has the effect of a vote at a meeting.

Any such action requires the unanimous consent of the Voting Group of Members, with the exception of action by written consent to fill one or more vacancies on the Board of Directors.

In the election of Directors, following a call for nominations, voting is generally conducted using an electronic ballot, which action may be taken without a meeting. Every Member of the Voting Group is entitled to one vote for as many persons as there are Directors to be elected at that time and for whose election the Member has a right to vote. The person garnering the most votes for each Director vacancy to be filled is considered to have the written consent of the Voting Group. If more than one Director vacancy is to be filled and a slate of qualified nominees may be included on the ballot, the persons receiving the highest number of votes shall each be elected to fill a vacancy (e.g., four persons are nominated to fill three vacancies; the three persons with the most votes are elected to fill the three vacancies). If a tie exist as a result of the election process, the vacancy will be filled according the Board of Directors election policy. Notice of the proposed action must be provided to all Voting Group members not less than five days before the action is taken. Such notice may be provided through distribution of a ballot, provided ballots may be completed and submitted within a specified period that is not less than five days from the date of distribution. Results of any election of Directors through a balloting process will be announced prior to or during the next meeting of Members.

3. Member’s Proxy.

A Member of the Voting Group may vote in person or by proxy, provided any such proxy is appointed to vote or otherwise act for the Member with prior notice provided to the Executive Director. An appointment of a proxy is effective when received and is valid for a single Meeting of ballot (which may include multiple proposed actions).

E. Meetings of Members of the Association; Notice; Quorum

1. Annual Meeting.

An Annual Membership Convocation of the Members of the Association, which shall be the Annual Meeting required by Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, shall be held at a time described in a notice
given to all Members. The Annual Membership Convocation shall receive the Reports of the Officers of the Board of Directors, 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 to fill vacancies on the Board of Directors, except that vacancies occurring mid-term, such as through resignation or removal, shall be filled through election conducted by the Board of Directors.

2. **Special Meeting.**

A Special Meeting of the Members of the Association may be called upon a decision of the Board of Directors.

3. **Notice of Meeting.**

SETDA shall notify all Members of the date, time, and place, if any, of each Annual and Special Meeting of Members of the Association. Such notice shall be delivered no less than 28 and no more than 60 days before the meeting date. Delivery may be by any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission. Notice of a Special Meeting shall state the purpose or purposes for which the meeting is called.

4. **Remote Participation in Meetings.**

The Board of Directors may determine that any Meeting of Members shall be held solely by means of remote communication. Members may participate in any meeting of the Members of the Association by means of remote communication, in accordance with any guidelines and procedures adopted by the Board of Directors and unless such participation is restricted by the Board. Members participating by means of remote communication shall be deemed present and any Member in the Voting Group may vote at any such meeting, subject to verification of authorization to vote and provided such Members have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members entitled to vote, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

5. **Quorum.**

The quorum for all meetings shall be a majority of the voting membership present including designated proxies. Once a Voting Group Member is represented for any purpose at a meeting, the Voting Group Member is deemed present for quorum purposes for the remainder of the meeting and for
any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

Article III BOARD OF DIRECTORS

A. Requirements for and Duties of Board of Directors.

All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the Association, except those reserved for the Voting Group of Members by these Bylaws, shall be managed under the direction of its Board of Directors.

B. Number and Qualifications of Directors; Election of Directors; Terms of Directors Generally

The Board of Directors shall consist of not less than five nor more than ten voting Directors. The minimum number of five Directors is established in the Articles of Incorporation.

One Director shall be, at the time of election to the Board and throughout the term on the Board, an Affiliate Member (Class II), as defined in Article II.

One Director shall be, at the time of election to the Board and throughout the term on the Board, an Emeritus Member (Class IV), as defined in Article II.

The SETDA Executive Director shall be the only Ex-Officio Director and shall not be entitled to vote. All other Directors shall be elected by the Voting Group of Members. At the time of election to the Board and throughout the term on the Board, Board Members, with the exception of the Ex-Officio Executive Director, shall also be in the Voting Group of Members, designated as such by a State Education Agency Member (Class I), as defined in Article II.

There are two types of elections:

1. Mid-Term Elections.

A Board vacancy created by the resignation or removal of a Director mid-term shall be filled through election by a majority vote of the remaining Directors on the Board or by the Voting Group if any such election is delegated by the Board to the Members. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office. A Director elected as such will serve the remainder of the term assigned to the vacating Director.

2. End-of-Term Elections.

A Board vacancy occurring at the end of a Director’s term shall be filled through election (without cumulative voting) by the Voting Group of Members,
as described in Article II of these Bylaws. All Directors elected as such are to serve for a term of three years or until their successors are elected and shall qualify. Board member terms begin effective January 1 of the year immediately following election.

A Director may serve an unlimited number of terms, provided no more than two terms are served consecutively, except that serving one year or less of an unexpired term shall not be considered as one of the two consecutive terms. Following completion of any second consecutive term, a Director must remain off of the Board for a full calendar year before qualifying for subsequent election. Terms may be staggered such that approximately one-third of Directors have a term expiring each year.

C. Director Resignation and Removal

A Director may resign at any time by delivering written notice to the Board of Directors, its Chair, or Secretary. Delivery of notice may be by any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission. A resignation is effective when notice is delivered unless the notice specifies a later effective time. Acceptance thereof shall not be necessary for it to have effect. If a resignation is made effective at a later time, the Board may fill the pending vacancy before the effective date of the resignation provided the successor does not take office until the effective date.

A Director may be removed from the Board with or without cause by either a two-thirds (2/3) majority vote of the Board or a 2/3 majority vote of the Voting Group of Members present at an Annual Meeting or a Special Meeting of Members of the Association, provided any such removal may only be approved at a meeting called for the purpose of removing a Director. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the Director.

D. Voting Rights; Voting

Every Director, except the SETDA Executive Director (Ex-Officio) shall have the right to vote on any corporate action before the Board. No director shall vote by proxy.

Corporate action shall be taken by a Majority Vote of Directors, unless a higher vote threshold is specified in these Bylaws. Any such action shall be taken during a meeting of the Board of Directors, except that action may be taken without a meeting if each Director signs a consent describing the action to be taken and delivers it to the corporation (unanimous consent is required). Any action taken without a meeting is effective when the last Director signs the consent, unless the consent specifies a different effective date. For purposes of this section, a written
consent and the signing thereof may be accomplished by one or more electronic transmissions.

A Director who is present at a meeting of the Board of Directors or any Committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:

1. The Director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or

2. The Director votes against, or abstains from, the action taken.

**E. Compensation**

No Director shall be entitled to any salary as such; but the Board of Directors may authorize reimbursement of expenses to be paid to any Director for their services in attending meetings of the Board.

**F. Meetings of the Board of Directors; Notice; Waiver of Notice**

All meetings of the Board of Directors, including meetings of any Committee of the Board, shall be open to Members considered in Good Standing, unless previously declared closed by the Chair.

The Board of Directors may hold regular or special meetings, as described in this section. Any such meeting may be conducted through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

1. **Annual Business Meeting of the Board of Directors.**

   An Annual Business Meeting of the Board of Directors shall be called by the Board of Directors to take place within 90 days of the Annual Membership Convocation. Notice of the date, time and place set for the meeting shall be provided to Directors no less than 30 days before the meeting date.

2. **Regular Meetings.**

   Regular meetings of the Board of Directors may be called by the Board of Directors. Notice of the date, time and place set for the meeting shall be provided to Directors no less than 30 days before the meeting date.

3. **Special Meetings.**

   Special meetings of the Board of Directors may be called by the Chair or the Secretary on the written request of a majority of Directors. Written
notice of the date, time and place set for the meeting, as well as the purpose for which the meeting is called, shall be provided to Directors no less than 72 hours before the meeting.

Delivery of notice may be by any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission. A Director may waive any notice required by this section before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Waiver shall be in writing, signed by the Director entitled to the notice, and filed with the meeting minutes or corporate records. A Director’s attendance at or participation in a meeting waives any required notice unless the Director, at the beginning of the meeting or promptly upon arrival, objects to the holding of the meeting and does not thereafter vote for or assent to action taken at the meeting.

**G. Quorum; Voting**

1. **Quorum.**

   Unless these Bylaws require a greater or lesser number for the transaction of any particular business, a quorum of the Board of Directors consists of a majority of the number of Directors in office immediately before the meeting begins.

2. **Voting.**

   The usual method of taking a vote during a meeting is by roll call, asking each Director to respond with a yea or nay. Other approved methods of voting are by “show of hands” (raise the right hand to indicate an affirmative answer) or by a voice vote (first through a call for “yeas” and then “nays”).

   If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors (majority vote) present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws require the vote of a greater number of Directors. At the discretion of the Chair or other Officer serving as presiding officer of any meeting of the Board of Directors, a vote may be taken on any action requiring a majority vote by roll call, show of hands, or voice vote. Any action requiring affirmation by a greater number of Directors shall be taken only with a roll call vote.

   The responsibility of announcing, or declaring, the vote rests with the presiding Officer. If the presiding Officer determines that the result of a voice vote is inconclusive, the vote may be taken again and the vote counted through a show of hands or roll call.
Article IV  OFFICERS OF THE ASSOCIATION

A. Officers; General Powers and Responsibilities

The Officers of the Association shall be a Chair, a Chair-Elect, a Past Chair, a Secretary, and a Treasurer, such other officers as the Board of Directors may from time to time deem advisable. The Officers are authorized to do and perform all acts appropriate to their office, including as described below, and necessary to carry on the business of the Association, subject always to the direction of the Board of Directors.

1. Chair.

Serving as the Association’s chief volunteer officer, the Chair shall have responsibility for:

a) presiding at all meetings of the Board of Directors, the Executive Committee, and all meetings of the Membership of the Association;
b) ensuring the effective action of the board in governing and supporting the Association, and overseeing board affairs;
c) working in partnership with the Executive Director to make sure board decisions are carried out;
d) developing agendas for meetings in concert with the Executive Director;
e) annually convening board discussions on evaluating the Executive Director and negotiating compensation and benefits package;
f) establishing a search and selection committee for hiring an executive director;
g) ensuring that board matters are handled properly;
h) acting as the representative of the board and represents the Association in the community; and
i) performing such other duties as may be prescribed in these Bylaws and by the Board of Directors or the Executive Committee.

2. Chair-Elect.

The Chair-Elect shall act under the direction of the Chair. The Chair-Elect will serve a three year term, serving the first year as the Chair-Elect, the second year as the Chair, and the third year as the Past Chair. The Chair-Elect shall perform the duties and have the powers of the Chair in the event of the Chair’s absence, disability, refusal to act, or resignation. The Chair-Elect shall have responsibility for:
a) serving as Chair of the Governance and Recruitment Committee and preparing agendas for meetings;

b) ensuring that the term limits described in the Bylaws are adhered to by the Officers and Directors of the Board;

c) participating closely with the Chair to develop and implement officer transition plans;

d) performing such special duties as prescribed or assigned by the Chair or the Executive Committee; and

e) assisting the Chair on the above or other specified duties.

3. **Past Chair.**

The Past Chair shall serve in an advisory role and be available as a resource to the Chair and the Board of Directors and shall assist in the transition of the incoming Board of Directors.

So long as the Past Chair is serving as such within their term of office as a Director, they will have all of the rights of a Director throughout such term, otherwise (if their term as Director is expired) the Past Chair will have no right to vote on any matter before the Board through the remainder of their term as Past Chair, but may make motions and participate in discussions.

4. **Secretary.**

The Secretary shall act under the direction of the Chair. Unless a designation to the contrary is made at a meeting, the Secretary shall attend all meetings of the Board of Directors and of the Executive Committee, and all meetings of the Members of the Association. The Secretary shall have responsibility for:

a) seeing all notices are duly given in accordance with the provisions of these Bylaws and as required by law;

b) ensuring accurate minutes of the meetings are taken and approved;

c) maintaining a permanent record of all Association proceedings;

d) taking attendance at the Association’s Board of Directors’ and Executive Committee meetings;

e) tallying votes from the Board of Directors and general Membership;

f) understanding the Bylaws to the extent that the Secretary can answer board functioning questions;

g) being sufficiently familiar with legal documents to note applicably during meetings; and

h) performing such other duties as are prescribed by the Board of Directors or the Chair.
5. **Treasurer.**

The Treasurer shall act under the direction of the Chair or the Board of Directors to provide oversight and manage the board’s review, and action related to the board’s financial responsibilities. The Treasurer shall have responsibility for:

a) serving as Chair of the Finance and Audit Committee and preparing agendas for meetings, including a year-long calendar of issues;

b) ensuring the development and board review of financial policies and procedures;

c) supporting Association staff in the development of an annual operating budget with the assistance of the Finance and Audit Committee, and presenting it to the Board of Directors for formal review and approval;

d) providing regular, consistent, and clear financial reporting of key financial events, trends, concerns, and overall assessment of fiscal health of the Association for all meetings of the board, including the Annual Membership Convocation Meeting;

e) preparing an annual Treasurer’s report on the financial status of the Association to be distributed to the Members of the Association before the Annual Membership Convocation Meeting;

f) advising the board on matters of fiscal policy;

g) selecting and meeting annually with the auditor in conjunction with the Board of Directors;

h) ensuring, through the Finance and Audit Committee, sound management and maximization of cash and investments; and

i) performing such other duties as prescribed by the Board of Directors or the Chair.

**B. Election of Officers; Progression of Chair-Elect, Chair, and Past Chair**

1. **Election and Term of Secretary and Treasurer**

Every year, from among the Directors, the Board shall elect a Secretary and Treasurer. Nomination and election by the Board of Directors shall take place at the Annual Business Meeting of the Board. Election shall be for a term of 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.
2. **Election of Chair-Elect; Term and Progression to Chair and Past Chair**

Every year, from among the Directors, the Board shall elect a Chair-Elect. A Director in the final year of a three-year term as Director shall not be eligible to run for the position of Chair-Elect. Election shall be for a term of three years, during which the Chair-Elect shall serve the first year as Chair-Elect, the second year as Chair, and the third year as Past Chair.

C. **Removal; Resignation; Replacement.**

1. **Removal.**

   An Officer may be removed by (a) two-thirds (2/3) majority vote of the Board of Directors or (b) two-thirds (2/3) majority vote of the Members of the Voting Group present at an Annual Membership Convocation or a Special General Meeting of which due notice has been given.

2. **Resignation.**

   An Officer may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a later effective time. If a resignation is made effective at a later time, the Board of Directors may fill the pending vacancy before the effective time, provided the successor does not take office until the effective date.

3. **Replacement.**

   Notwithstanding the requirements of this section regarding the election of an Officer, the Board of Directors shall have the discretion to fill an Officer vacancy at any meeting of the Board of Directors subsequent to the removal or resignation.

**Article V** **COMMITTEES OF THE BOARD OF DIRECTORS**

A. **Executive Committee.**

   There shall be an Executive Committee consisting of the Officers and the SETDA Executive Director. All except the SETDA Executive Director are entitled to vote on Committee matters. The Executive Committee shall keep regular minutes of its proceedings and report to the Board of Directors.

B. **Other Committees; Committee Leadership**

   Any Standing Committee and Special Committee, established as described in this section, shall have at least two Directors appointed by the Board of Directors as
members of the Committee. All Committee members shall serve at the pleasure of
the Board. The creation of a Committee and appointment of Directors to serve on
a Committee shall be approved by a majority vote of the Board.

1. **Standing Committees**

The Board of Directors shall appoint a Governance and Recruitment
Committee, a Finance and Audit Committee, a Performance and
Compensation Committee, as well as any other standing committees
deemed necessary by the Board. Each Standing Committee shall have
stated purposes and priorities and will report to the Board with
recommendations.

2. **Special Committees.**

The Chair of the Association shall from time to time appoint such Special
Committees as are authorized by the Board of Directors. Each Special
Committee shall consist of such number of persons as the Board of
Directors deems appropriate. All acts of such committees shall be subject
to the approval of the Board of Directors.

The leadership of any such Committee shall be appointed by majority vote 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 a SETDA staff
liaison. In the event of the resignation of a Committee Leader, the Board shall
appoint a replacement.

C. **Operation of Committees**

All requirements of these Bylaws governing meetings, action without meetings,
notice and waiver of notice, and quorum and voting requirements of the Board of
Directors apply to Committees and their Members as well.

Committee Leadership shall keep regular minutes of Committee proceedings and
report to the Board of Directors as well as the general membership at the Annual
Membership Convocation.
Article VI  EXECUTIVE DIRECTOR OF THE ASSOCIATION

The Board of Directors, by majority vote, shall engage, oversee, and discharge the Executive Director. The Executive Director is an Ex-Officio non-voting member of the Board of Directors and the Executive Committee.

The Executive Director shall have such authority and perform day-to-day operations of the organization and other duties as prescribed in an employment agreement, which shall be negotiated by and between the Executive Committee of the Board of Directors and the Executive Director. The Executive Director shall work closely with the Members and the Board of Directors to carry out and implement the mission and objectives of SETDA. The Executive Director may, on behalf of the organization, authorize cash disbursements and enter into any contract or execute and deliver on any contract as necessary to implement the budget, the mission, and the strategic plan of the organization.

The Executive Director shall have the authority to hire, direct, and discharge all other agents and employees, and the Executive Director has the authority to remove any employee or agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Article VII  AMENDMENT AND REPEAL OF BYLAWS

A. Amendment or Repeal.

These bylaws may be amended or repealed, in whole or in part, by a two-thirds (2/3) vote of the Voting Group Members present, including designated proxies, at any regular or special meeting of the Members of the Association. Meeting notice will include proposed changes to be considered.

B. 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 Voting Group of Members.

Article VIII  DEFINITIONS

- "Deliver" or "delivery" means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and, to the extent authorized by the Commonwealth of Virginia, by electronic transmission.

- “Good Standing” allows a Member entity to participate in SETDA activities. A Member entity will be considered "in Good Standing" as long as that entity pays annual dues and its representatives adhere to SETDA’s Code of Conduct. Loss of
Good Standing status will mean that representatives of the Member entity may not participate in SETDA activities until such time as Good Standing status is reinstated.

- “Majority Vote” (also referred to as a simple majority vote) means more than fifty percent (50%) of the votes cast on any action put before the Board of Directors or Voting Group of Members.

- “Quorum”, when required of the Board of Directors, means a majority of the number of Directors in office immediately before the meeting begins. Proxy voting is not permitted on any action before the Board of Directors. As such, only Directors count toward establishment of a quorum.

- “Quorum”, when required of the Voting Group of Members, means the majority of the voting membership present in person (including participation by electronic means, consistent with the requirements established in these Bylaws) or by proxy. Once a Voting Group Member is represented for any purpose at a meeting, the Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

- “Two-thirds (2/3) Majority Vote” (also referred to as a supermajority vote) means the one that receives 66.7% of the votes cast.

Ratified November 8, 2022, by the SETDA Voting Group of Members