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SETDA
Bylaws

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.]

36 **Article II MEMBERSHIP IN THE ASSOCIATION**

37 **A. Classes of Membership.**

38 SETDA shall have four classes of membership, as follows:

39 **1. State Education Agency Members (Class I)**

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

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

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

62 **2. Affiliate Members (Class II).**

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

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

77 **3. Corporate Members (Class III).**

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

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

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

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

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

105 **B. Membership Dues.**

106 **1. Establishment of Dues.**

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

110 **2. Payment of Dues.**

111 Class I Member annual dues will be payable on the 1st of July of each year.
112 Class II, III, and IV annual dues will be paid in accordance with the terms and
113 conditions of their Membership Agreement.

114 **3. Maintenance of Good Standing.**

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

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

123 **C. Withdrawal; Termination**

124 **1. Withdrawal from Membership.**

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

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

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

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

- 140 a) has allowed its membership to lapse,
- 141 b) has violated these Bylaws or other rules of the Association,
- 142 c) has failed to pay dues and other charges owed to the Association,
- 143 d) has violated the SETDA Code of Conduct adopted by the Board or
144 Association,
- 145 e) has committed an act bringing discredit to the profession or the
146 Association or is found by a court of law to have committed a fraud
147 or any other crime involving moral turpitude, or
- 148 f) otherwise has failed to meet the requirements for Membership.

149 Notification by the Board of its intention to suspend, terminate, or censure a
150 Member and the reasons therefore shall be made in writing by the Executive
151 Director to the Member no fewer than 30 days before the Board meeting at
152 which the action is to be taken.

153 Any Member so notified shall have the right to appear or be represented and
154 heard by the Board prior to final action by it. A Member's membership may
155 only be suspended, terminated, or revoked, and the Member may only be
156 censured, upon an affirmative vote of two-thirds of the members of the Board
157 participating in any duly called meeting of the Board.

158 **D. Voting By Members of the Association**

159 **1. Voting Group.**

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

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

169 **2. Conducting the Vote.**

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

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

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

189 ● **Action Taken By Written Consent Without a Meeting.** Any action
190 that may be taken by the Voting Group of Members may be taken by
191 written consent without a meeting and without prior notice, subject to

192 the following:

- 193 ○ Written consent may be accomplished by one or more
194 electronic transmissions and any such consent has the effect
195 of a vote at a meeting.
- 196 ○ Any such action requires the unanimous consent of the Voting
197 Group of Members, with the exception of action by written
198 consent to fill one or more vacancies on the Board of
199 Directors.
- 200 ○ In the election of Directors, following a call for nominations,
201 voting is generally conducted using an electronic ballot, which
202 action may be taken without a meeting. Every Member of the
203 Voting Group is entitled to one vote for as many persons as
204 there are Directors to be elected at that time and for whose
205 election the Member has a right to vote. The person garnering
206 the most votes for each Director vacancy to be filled is
207 considered to have the written consent of the Voting Group. If
208 more than one Director vacancy is to be filled and a slate of
209 qualified nominees may be included on the ballot, the persons
210 receiving the highest number of votes shall each be elected to
211 fill a vacancy (e.g., four persons are nominated to fill three
212 vacancies; the three persons with the most votes are elected
213 to fill the three vacancies). If a tie exist as a result of the
214 election process, the vacancy will be filled according the Board
215 of Directors election policy. Notice of the proposed action must
216 be provided to all Voting Group members not less than five
217 days before the action is taken. Such notice may be provided
218 through distribution of a ballot, provided ballots may be
219 completed and submitted within a specified period that is not
220 less than five days from the date of distribution. Results of any
221 election of Directors through a balloting process will be
222 announced prior to or during the next meeting of Members.

223 3. **Member's Proxy.**

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

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

230 1. ***Annual Meeting.***

231 An Annual Membership Convocation of the Members of the Association, which
232 shall be the Annual Meeting required by Chapter 10 of Title 13.1 of the Code
233 of Virginia of 1950, as amended, shall be held at a time described in a notice

234 given to all Members. The Annual Membership Convocation shall receive the
235 Reports of the Officers of the Board of Directors, Board of Directors, and
236 Standing Committees together with such other reports and business as the
237 Board of Directors may decide, and shall elect Directors as necessary to fill
238 vacancies on the Board of Directors, except that vacancies occurring mid-
239 term, such as through resignation or removal, shall be filled through election
240 conducted by the Board of Directors.

241 **2. *Special Meeting.***

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

244 **3. *Notice of Meeting.***

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

252 **4. *Remote Participation in Meetings.***

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

265 **5. *Quorum.***

266 The quorum for all meetings shall be a majority of the voting membership
267 present including designated proxies. Once a Voting Group Member is
268 represented for any purpose at a meeting, the Voting Group Member is
269 deemed present for quorum purposes for the remainder of the meeting and for

270 any adjournment of that meeting unless a new record date is or shall be set
271 for that adjourned meeting.

272 **Article III BOARD OF DIRECTORS**

273 ***A. Requirements for and Duties of Board of Directors.***

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

278 ***B. Number and Qualifications of Directors; Election of Directors; Terms of***
279 ***Directors Generally***

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

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

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

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

293 **There are two types of elections:**

294 ***1. Mid-Term Elections.***

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

302 ***2. End-of-Term Elections.***

303 A Board vacancy occurring at the end of a Director's term shall be filled
304 through election (without cumulative voting) by the Voting Group of Members,

305 as described in Article II of these Bylaws. All Directors elected as such are to
306 serve for a term of three years or until their successors are elected and shall
307 qualify. Board member terms begin effective January 1 of the year
308 immediately following election.

309 A Director may serve an unlimited number of terms, provided no more than two
310 terms are served consecutively, except that serving one year or less of an
311 unexpired term shall not be considered as one of the two consecutive terms.
312 Following completion of any second consecutive term, a Director must remain off
313 of the Board for a full calendar year before qualifying for subsequent election.

314 Terms may be staggered such that approximately one-third of Directors have a
315 term expiring each year.

316 **C. Director Resignation and Removal**

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

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

332 **D. Voting Rights; Voting**

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

336 Corporate action shall be taken by a Majority Vote of Directors, unless a higher
337 vote threshold is specified in these Bylaws. Any such action shall be taken during
338 a meeting of the Board of Directors, except that action may be taken without a
339 meeting if each Director signs a consent describing the action to be taken and
340 delivers it to the corporation (unanimous consent is required). Any action taken
341 without a meeting is effective when the last Director signs the consent, unless the
342 consent specifies a different effective date. For purposes of this section, a written

343 consent and the signing thereof may be accomplished by one or more electronic
344 transmissions.

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

- 348 1. The Director objects at the beginning of the meeting, or promptly upon
349 arrival, to holding it or transacting specified business at the meeting; or
- 350 2. The Director votes against, or abstains from, the action taken.

351 ***E. Compensation***

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

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

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

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

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

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

370 2. ***Regular Meetings.***

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

374 3. ***Special Meetings.***

375 Special meetings of the Board of Directors may be called by the Chair or
376 the Secretary on the written request of a majority of Directors. Written

377 notice of the date, time and place set for the meeting, as well as the
378 purpose for which the meeting is called, shall be provided to Directors no
379 less than 72 hours before the meeting.

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

391 **G. Quorum; Voting**

392 **1. Quorum.**

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

397 **2. Voting.**

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

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

411 The responsibility of announcing, or declaring, the vote rests with the
412 presiding Officer. If the presiding Officer determines that the result of a voice
413 vote is inconclusive, the vote may be taken again and the vote counted
414 through a show of hands or roll call.

415 **Article IV OFFICERS OF THE ASSOCIATION**

416 **A. Officers; General Powers and Responsibilities**

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

423 **1. Chair.**

424 Serving as the Association's chief volunteer officer, the Chair shall have
425 responsibility for:

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

443 **2. Chair-Elect.**

444 The Chair-Elect shall act under the direction of the Chair. The Chair-Elect
445 will serve a three year term, serving the first year as the Chair-Elect, the
446 second year as the Chair, and the third year as the Past Chair. The Chair-
447 Elect shall perform the duties and have the powers of the Chair in the
448 event of the Chair's absence, disability, refusal to act, or resignation. The
449 Chair-Elect shall have responsibility for:

- 450 a) serving as Chair of the Governance and Recruitment Committee and
451 preparing agendas for meetings;
- 452 b) ensuring that the term limits described in the Bylaws are adhered to
453 by the Officers and Directors of the Board;
- 454 c) participating closely with the Chair to develop and implement officer
455 transition plans;
- 456 d) performing such special duties as prescribed or assigned by the
457 Chair or the Executive Committee; and
- 458 e) assisting the Chair on the above or other specified duties.

459 **3. Past Chair.**

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

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

468 **4. Secretary.**

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

- 474 a) seeing all notices are duly given in accordance with the provisions of
475 these Bylaws and as required by law;
- 476 b) ensuring accurate minutes of the meetings are taken and approved;
- 477 c) maintaining a permanent record of all Association proceedings;
- 478 d) taking attendance at the Association's Board of Directors' and
479 Executive Committee meetings;
- 480 e) tallying votes from the Board of Directors and general Membership;
- 481 f) understanding the Bylaws to the extent that the Secretary can
482 answer board functioning questions;
- 483 g) being sufficiently familiar with legal documents to note applicably
484 during meetings; and
- 485 h) performing such other duties as are prescribed by the Board of
486 Directors or the Chair.

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5. Treasurer.

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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:

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- 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.

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

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1. Election and Term of Secretary and Treasurer

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523

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.

524 2. ***Election of Chair-Elect; Term and Progression to Chair and Past***
525 ***Chair***

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

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

532 1. ***Removal.***

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

537 2. ***Resignation.***

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

544 3. ***Replacement.***

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

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

550 **A. Executive Committee.**

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

555 **B. Other Committees; Committee Leadership**

556 Any Standing Committee and Special Committee, established as described in this
557 section, shall have at least two Directors appointed by the Board of Directors as

558 members of the Committee. All Committee members shall serve at the pleasure of
559 the Board. The creation of a Committee and appointment of Directors to serve on
560 a Committee shall be approved by a majority vote of the Board.

561 **1. *Standing Committees***

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

568 **2. *Special Committees.***

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

574 The leadership of any such Committee shall be appointed by majority vote of the
575 Board of Directors. New Committee Leadership for vacant positions shall serve for
576 a term of two years or until their successors are appointed and shall qualify. Every
577 effort should be made to preserve continuity. A Committee Leader may serve two
578 consecutive terms and unlimited non-consecutive terms, except that, serving one
579 year or less of an unexpired term shall not be considered as one of the two
580 consecutive terms. The Committee Leadership shall perform such duties and do
581 such acts as are prescribed by the Committee with support from a SETDA staff
582 liaison. In the event of the resignation of a Committee Leader, the Board shall
583 appoint a replacement.

584 **C. *Operation of Committees***

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

588 Committee Leadership shall keep regular minutes of Committee proceedings and
589 report to the Board of Directors as well as the general membership at the Annual
590 Membership Convocation.

591 **Article VI EXECUTIVE DIRECTOR OF THE ASSOCIATION**

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

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

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

609 **Article VII AMENDMENT AND REPEAL OF BYLAWS**

610 ***A. Amendment or Repeal.***

611 These bylaws may be amended or repealed, in whole or in part, by a two-thirds
612 (2/3) vote of the Voting Group Members present, including designated proxies, at
613 any regular or special meeting of the Members of the Association. Meeting notice
614 will include proposed changes to be considered.

615 ***B. Recording Amendments and Repeals.***

616 The text of each amendment to or repeal of these Bylaws shall be attached to the
617 Bylaws with a notation of the date such amendment or repeal was adopted by the
618 Voting Group of Members.

619 **Article VIII DEFINITIONS**

- 620 ● **"Deliver" or "delivery"** means any method of delivery used in conventional
621 commercial practice, including delivery by hand, mail, commercial delivery, and,
622 to the extent authorized by the Commonwealth of Virginia, by electronic
623 transmission.
- 624 ● **"Good Standing"** allows a Member entity to participate in SETDA activities. A
625 Member entity will be considered "in Good Standing" as long as that entity pays
626 annual dues and its representatives adhere to SETDA's Code of Conduct. Loss of

627 Good Standing status will mean that representatives of the Member entity may
628 not participate in SETDA activities until such time as Good Standing status is
629 reinstated.

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

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

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

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

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