



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. Providing the Affiliate Member is  
74 in good standing, an Affiliate Member may be elected to the Board of  
75 Directors, and any such individual shall have the privilege of casting a vote on  
76 any matter put before the Board, to the extent authorized by these Bylaws or  
77 the Articles of Incorporation. The Affiliate Member may identify one employee

78 of the entity to run for election for an open Affiliate Member seat on the Board  
79 of Directors.

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

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

90 *Voting Entitlement of Members.* Corporate Members are not entitled to  
91 participate in the Voting Group of Members. Providing the Corporate Member  
92 is in good standing, a Corporate Member may be elected to the Board of  
93 Directors, and any such individual shall have the privilege of casting a vote on  
94 any matter put before the Board, to the extent authorized by these Bylaws or  
95 the Articles of Incorporation. The Corporate Member may identify one  
96 employee of the entity to run for election for an open Corporate Member seat  
97 on the Board of Directors.

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

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

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

114 **B. Membership Dues.**

115 **1. Establishment of Dues.**

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

119           **2. *Payment of Dues.***

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

123           **3. *Maintenance of Good Standing.***

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

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

132           **C. *Withdrawal; Termination***

133           **1. *Withdrawal from Membership.***

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

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

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

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

- 149           a) has allowed its membership to lapse,
- 150           b) has violated these Bylaws or other rules of the Association,
- 151           c) has failed to pay dues and other charges owed to the Association,
- 152           d) has violated the SETDA Code of Conduct adopted by the Board or  
153           Association,
- 154           e) has committed an act bringing discredit to the profession or the  
155           Association or is found by a court of law to have committed a fraud  
156           or any other crime involving moral turpitude, or

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

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

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

#### 167 ***D. Voting By Members of the Association***

##### 168 **1. Voting Group.**

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

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

##### 178 **2. Conducting the Vote.**

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

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

194 Voting during a meeting shall be by voice vote (i.e., all yeas and then  
195 all neas), except that a roll-call vote shall be conducted when

196 approval requires greater than a majority vote; or when requested by  
197 a Member of the Voting Group.

198 ● **Action Taken By Written Consent Without a Meeting.** Any action  
199 that may be taken by the Voting Group of Members may be taken by  
200 written consent without a meeting and without prior notice, subject to  
201 the following:

202 ○ Written consent may be accomplished by one or more  
203 electronic transmissions and any such consent has the effect  
204 of a vote at a meeting.

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

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

### 232 3. **Member's Proxy.**

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

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

239 **1. Annual Meeting.**

240 An Annual Membership Convocation of the Members of the Association, which  
241 shall be the Annual Meeting required by Chapter 10 of Title 13.1 of the Code  
242 of Virginia of 1950, as amended, shall be held at a time described in a notice  
243 given to all Members. The Annual Membership Convocation shall receive the  
244 Reports of the Officers of the Board of Directors, Board of Directors, and  
245 Standing Committees together with such other reports and business as the  
246 Board of Directors may decide, and shall elect Directors as necessary to fill  
247 vacancies on the Board of Directors, except that vacancies occurring mid-  
248 term, such as through resignation or removal, shall be filled through election  
249 conducted by the Board of Directors.

250 **2. Special Meeting.**

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

253 **3. Notice of Meeting.**

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

261 **4. Remote Participation in Meetings.**

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

274           **5. Quorum.**

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

281   **Article III     BOARD OF DIRECTORS**

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

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

287           ***B. Number and Qualifications of Directors; Election of Directors; Terms of***  
288           ***Directors Generally***

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

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

294           One Director shall be, at the time of election to the Board and throughout the term  
295           on the Board, a Corporate Member (Class III), as defined in Article II.

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

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

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

305           ***1. Mid-Term Elections.***

306           A Board vacancy created by the resignation or removal of a Director mid-term  
307           shall be filled through election by a majority vote of the remaining Directors on  
308           the Board or by the Voting Group if any such election is delegated by the



309 Board to the Members. If the Directors remaining in office constitute fewer  
310 than a quorum of the Board, they may fill the vacancy by the affirmative vote  
311 of a majority of the Directors remaining in office. A Director elected as such  
312 will serve the remainder of the term assigned to the vacating Director.

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

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

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

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

327 **C. *Director Resignation and Removal***

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

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

343 **D. Voting Rights; Voting**

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

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

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

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

362 **E. Compensation**

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

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

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

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

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

376 An Annual Business Meeting of the Board of Directors shall be called  
377 by the Board of Directors to take place within 90 days of the Annual  
378 Membership Convocation. Notice of the date, time and place set for the

379 meeting shall be provided to Directors no less than 30 days before the  
380 meeting date.

381 **2. Regular Meetings.**

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

385 **3. Special Meetings.**

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

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

402 **G. Quorum; Voting**

403 **1. Quorum.**

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

408 **2. Voting.**

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

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

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

## 426 **Article IV OFFICERS OF THE ASSOCIATION**

### 427 **A. Officers; General Powers and Responsibilities**

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

#### 434 **1. Chair.**

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

- 437 a) presiding at all meetings of the Board of Directors, the Executive  
438 Committee, and all meetings of the Membership of the Association;
- 439 b) ensuring the effective action of the board in governing and  
440 supporting the Association, and overseeing board affairs;
- 441 c) working in partnership with the Executive Director to make sure  
442 board decisions are carried out;
- 443 d) developing agendas for meetings in concert with the Executive  
444 Director;
- 445 e) annually convening board discussions on evaluating the Executive  
446 Director and negotiating compensation and benefits package;
- 447 f) establishing a search and selection committee for hiring an executive  
448 director;
- 449 g) ensuring that board matters are handled properly;

- 450 h) acting as the representative of the board and represents the  
451 Association in the community; and
- 452 i) performing such other duties as may be prescribed in these Bylaws  
453 and by the Board of Directors or the Executive Committee.

454 **2. Chair-Elect.**

455 The Chair-Elect shall act under the direction of the Chair. The Chair-Elect  
456 will serve a three year term, serving the first year as the Chair-Elect, the  
457 second year as the Chair, and the third year as the Past Chair. The Chair-  
458 Elect shall perform the duties and have the powers of the Chair in the  
459 event of the Chair's absence, disability, refusal to act, or resignation. The  
460 Chair-Elect shall have responsibility for:

- 461 a) serving as Chair of the Governance and Recruitment Committee and  
462 preparing agendas for meetings;
- 463 b) ensuring that the term limits described in the Bylaws are adhered to  
464 by the Officers and Directors of the Board;
- 465 c) participating closely with the Chair to develop and implement officer  
466 transition plans;
- 467 d) performing such special duties as prescribed or assigned by the  
468 Chair or the Executive Committee; and
- 469 e) assisting the Chair on the above or other specified duties.

470 **3. Past Chair.**

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

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

479 **4. Secretary.**

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

- 485 a) seeing all notices are duly given in accordance with the provisions of

- 486                   these Bylaws and as required by law;
- 487                   b) ensuring accurate minutes of the meetings are taken and approved;
- 488                   c) maintaining a permanent record of all Association proceedings;
- 489                   d) taking attendance at the Association's Board of Directors' and
- 490                   Executive Committee meetings;
- 491                   e) tallying votes from the Board of Directors and general Membership;
- 492                   f) understanding the Bylaws to the extent that the Secretary can
- 493                   answer board functioning questions;
- 494                   g) being sufficiently familiar with legal documents to note applicably
- 495                   during meetings; and
- 496                   h) performing such other duties as are prescribed by the Board of
- 497                   Directors or the Chair.

498                   **5. Treasurer.**

499                   The Treasurer shall act under the direction of the Chair or the Board of

500                   Directors to provide oversight and manage the board's review, and action

501                   related to the board's financial responsibilities. The Treasurer shall have

502                   responsibility for:

- 503                   a) serving as Chair of the Finance and Audit Committee and preparing
- 504                   agendas for meetings, including a year-long calendar of issues;
- 505                   b) ensuring the development and board review of financial policies and
- 506                   procedures;
- 507                   c) supporting Association staff in the development of an annual
- 508                   operating budget with the assistance of the Finance and Audit
- 509                   Committee, and presenting it to the Board of Directors for formal
- 510                   review and approval;
- 511                   d) providing regular, consistent, and clear financial reporting of key
- 512                   financial events, trends, concerns, and overall assessment of fiscal
- 513                   health of the Association for all meetings of the board, including the
- 514                   Annual Membership Convocation Meeting;
- 515                   e) preparing an annual Treasurer's report on the financial status of the
- 516                   Association to be distributed to the Members of the Association
- 517                   before the Annual Membership Convocation Meeting;
- 518                   f) advising the board on matters of fiscal policy;
- 519                   g) selecting and meeting annually with the auditor in conjunction with
- 520                   the Board of Directors;
- 521                   h) ensuring, through the Finance and Audit Committee, sound
- 522                   management and maximization of cash and investments; and
- 523                   i) performing such other duties as prescribed by the Board of Directors
- 524                   or the Chair.

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

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

527 Every year, from among the Directors, the Board shall elect a Secretary  
528 and Treasurer. Nomination and election by the Board of Directors shall  
529 take place at the Annual Business Meeting of the Board. Election shall be  
530 for a term of one year or until their successors are elected and qualify.  
531 Every effort should be made to preserve continuity and develop leaders as  
532 well as having considered the staggered terms. The Secretary and  
533 Treasurer may serve two consecutive one year terms in the same office  
534 and unlimited non-consecutive terms.

535 **2. Election of Chair-Elect; Term and Progression to Chair and Past**  
536 **Chair**

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

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

543 **1. Removal.**

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

548 **2. Resignation.**

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

555 **3. Replacement.**

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

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

561 **A. Executive Committee.**

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

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

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

572 **1. Standing Committees**

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

579 **2. Special Committees.**

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

585 The leadership of any such Committee shall be appointed by majority vote of the  
586 Board of Directors. New Committee Leadership for vacant positions shall serve for  
587 a term of two years or until their successors are appointed and shall qualify. Every  
588 effort should be made to preserve continuity. A Committee Leader may serve two  
589 consecutive terms and unlimited non-consecutive terms, except that, serving one  
590 year or less of an unexpired term shall not be considered as one of the two  
591 consecutive terms. The Committee Leadership shall perform such duties and do  
592 such acts as are prescribed by the Committee with support from a SETDA staff  
593 liaison. In the event of the resignation of a Committee Leader, the Board shall  
594 appoint a replacement.



595 **C. Operation of Committees**

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

599 Committee Leadership shall keep regular minutes of Committee proceedings and  
600 report to the Board of Directors as well as the general membership at the Annual  
601 Membership Convocation.

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

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

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

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

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

621 ***A. Amendment or Repeal.***

622 These bylaws may be amended or repealed, in whole or in part, by a two-thirds  
623 (2/3) vote of the Voting Group Members present, including designated proxies, at  
624 any regular or special meeting of the Members of the Association. Meeting notice  
625 will include proposed changes to be considered.

626 ***B. Recording Amendments and Repeals.***

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

630 **Article VIII DEFINITIONS**

- 631 ● **"Deliver" or "delivery"** means any method of delivery used in conventional  
632 commercial practice, including delivery by hand, mail, commercial delivery, and,  
633 to the extent authorized by the Commonwealth of Virginia, by electronic  
634 transmission.
- 635 ● **"Good Standing"** allows a Member entity to participate in SETDA activities. A  
636 Member entity will be considered "in Good Standing" as long as that entity pays  
637 annual dues and its representatives adhere to SETDA's Code of Conduct. Loss of  
638 Good Standing status will mean that representatives of the Member entity may  
639 not participate in SETDA activities until such time as Good Standing status is  
640 reinstated.
- 641 ● **"Majority Vote"** (also referred to as a simple majority vote) means more than fifty  
642 percent (50%) of the votes cast on any action put before the Board of Directors or  
643 Voting Group of Members.
- 644 ● **"Quorum", when required of the Board of Directors**, means a majority of the  
645 number of Directors in office immediately before the meeting begins. Proxy voting  
646 is not permitted on any action before the Board of Directors. As such, only  
647 Directors count toward establishment of a quorum.
- 648 ● **"Quorum", when required of the Voting Group of Members**, means the  
649 majority of the voting membership present in person (including participation by  
650 electronic means, consistent with the requirements established in these Bylaws)  
651 or by proxy. Once a Voting Group Member is represented for any purpose at a  
652 meeting, the Member is deemed present for quorum purposes for the remainder  
653 of the meeting and for any adjournment of that meeting unless a new record date  
654 is or shall be set for that adjourned meeting.
- 655 ● **"Two-thirds (2/3) Majority Vote"** (also referred to as a supermajority vote)  
656 means the one that receives 66.7% of the votes cast.

657 **Ratified November 7, 2023, by the SETDA Voting Group of Members**