

# BYLAWS of the International Society for Technology in Education

(Last revised Dec. 9, 2016)

## Article I: Purpose

The organization has been established to operate exclusively for educational and charitable purposes, as those terms are defined in section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the “code”).

The policies and activities of the organization shall not reflect any political partisanship, nor any preference, discrimination, or limitation based upon race, creed, color, national origin, ancestry, age, **gender identity**, sexual orientation, religious beliefs, physical or mental impairment, or marital or veteran status.

The specific purpose of the organization is to provide an international organization that supports the use of technology in education.

## Article II: Membership

### Section 1: Membership

The following categories of membership are provided in these bylaws. The Board of Directors may establish other categories of membership.

**1.1. Individual Membership.** Individual membership status in the organization is available to all persons, without discrimination, who are interested **in the use of** technologies for educational purposes.

**1.2. Institutional and Group Membership.** Institutional and Group membership in the organization is available to local education agencies (education service centers, county offices of education, school districts), for-profit and not-for-profit schools, universities, or other educational institutions. The purpose of this membership category is to support educators and education leaders from a single organization who are working to ensure the effective engagement of technology to support learning. Individual memberships may be offered as part of an Institutional or Group Membership package.

**1.3 Affiliate Membership.** Affiliate membership in the organization is available to nonprofit, professional, membership organizations that are committed to the same or similar goals as ISTE, which have well-established methods of serving and communicating with their own members, **and which successfully apply to become an ISTE affiliate.** Individual membership may be offered as part of an Affiliate Membership package.

**1.4. Corporate Membership.** Corporate membership is available to for-profit and not-for-profit organizations involved in the development, production and marketing of hardware, software, and other technology-based systems, products, and services that support education. Individual memberships may be offered as part of a Corporate Membership package.

**1.5 Suspension or Removal of Voting Members.** A voting member (as stipulated in Section 2, below) may be suspended or removed by the voting members or by the Board of Directors. Suspensions or removals can be done only for a specific cause such as for serious misconduct that adversely affects ISTE's interests or reputation.

Before the voting members or the Board of Directors can suspend or remove a voting member there must be not less than fifteen days prior written notice of the suspension or expulsion to the member, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the suspension or removal by the voting members, by a person or persons authorized to make a determination about the status of the suspension or removal.

## **Section 2. Membership Voting Rights**

Only individual members of the organization shall be eligible to vote or hold office in the organization. The votes of these members may be registered through any means legally allowed by the State of Oregon. These statutes specifically allow the votes of general members to be registered through electronic means (e.g., electronic mail).

## **Section 3. Meetings of General Members**

**3.1. Annual Meeting.** There shall be an annual meeting of the general membership of the organization. This meeting should be held in conjunction with and at the location of ISTE's annual conference & exposition.

### **A. Annual Meeting Notice**

General members of the organization shall be notified of any meeting by post card sent via first class mail, first class mail, or e-mail, no less than 30 days and no more than 60 days prior to that meeting in accordance with these bylaws.

### **B. Purposes of the Annual Meeting**

The purposes of the annual meeting shall be to:

- Conduct such business of the organization as shall be determined by the Board of Directors
- Provide information about the organization that will be of interest to the members
- Present any awards that are appropriate to present at this gathering
- Provide a forum for membership interaction

**3.2. Called Meetings.** The Board of Directors may call additional meetings of the general membership. Five percent of the general members may petition the Board of Directors to call a general membership meeting. The notice for called meetings shall be given no less than 14 days in advance.

## **Section 4. Member Quorum**

General members of the organization present at a duly noticed meeting of the general members shall constitute a quorum of the membership.

## **Section 5. Voting**

The affirmative vote of a majority of the general members of the organization present at a meeting or participating in a vote by mail or electronic means shall be necessary and sufficient to make a decision of the general members.

## **Section 6. Voting by Mail or Electronic Means**

General members who would have the right to cast a vote in person shall have the right to vote by mail or electronic means.

## **Section 7. Proxy Voting**

Voting by proxy is not allowed.

## **Section 8. Record Date**

The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice **is sent via mail or email**. The record date to determine the members entitled to vote at a members' meeting will be the date of the meeting.

# **Article III: Board of Directors**

## **Section 1. General Powers and Duties**

The affairs and property of the organization shall be managed under the authority of the Board of Directors.

## **Section 2. Board Composition and Term Length**

**2.1. Board Composition.** Board members will be qualified general members capable of representing multiple constituencies whenever possible, and possessing sought-after leadership qualities to advance the organization. To secure a strong slate of nominees, the Board Nominations Committee will recruit active members across constituency groups (e.g., affiliates, special interest groups, and corporate sector), educational roles and perspectives. The Board of Directors shall have no fewer than 9 directors and no more than 13 directors.

**2.2. Term Length.** Elected directors will begin their three-year term on January 1. Unless they formally resign or are removed from office, directors will remain in office until their successors are seated following election or appointment. The limit to the number of terms, successive or otherwise, a director may serve is two (unless otherwise specified in these bylaws).

## **Section 3. Meetings**

The Board will have no fewer than four (4) regular meetings per year, including one which will take place in conjunction with ISTE's annual conference & exposition.

## **Section 4. Special Meetings**

Special meetings may be called by the Board President or shall be called at the written request of three (3) directors. Written notice of the date, time, and place of each special meeting shall be sent to each director at least three (3) days prior to the meeting. Actions of the Board of Directors at special meetings shall be limited to those relating to items posted in the notice/agenda for said meetings.

## **Section 5. Board Quorum and Voting**

A majority of the members of the Board of Directors in office and eligible to vote shall constitute a quorum. If a quorum of the board members is present either through physical or virtual participation (as stipulated in Section 6, below), a majority vote of those present and eligible to vote shall prevail as an act of the Board of Directors, unless otherwise specified in these bylaws. Voting by proxy is not allowed.

## **Section 6. Meeting through Telecommunication**

The Board of Directors may conduct meetings through telephone conference calls, video conferencing, chat room, or by other similar electronic methods in which (1) all those directors participating in the meeting may simultaneously hear or read each other's communications during the meeting; or (2) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

## **Section 7. Meeting Attendance**

Reflecting the importance of attendance and participation, the Board may establish in its governing policies an attendance requirement, which may stipulate that absence from more regular meetings of the Board than allowed for in said requirement may be deemed cause for removal from the Board. Exceptions to this requirement may be made on an individual basis only by action of the Board of Directors.

## **Section 8. Action without Meetings**

Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if all voting directors consent in writing to that action. Such action by unanimous written consent shall have the same force and effect as an affirmative vote of the Board of Directors. The resolution is effective upon receipt of consent from all directors. Motions are adopted and effective on the date that all directors in office have responded with an affirmative “yes” vote by facsimile, electronic mail, or other form of wired or wireless communication permitting by statutes of the State of Oregon. Such written consent or consents shall be filed with the minutes of the subsequent board meeting.

## **Section 9. Compensation and Reimbursement**

The members of the Board of Directors shall receive no compensation for serving on the Board of Directors. However, members of the Board of Directors may be reimbursed for normal and customary travel expenses when attending official ISTE board meetings or such other events as approved by the Board.

## **Section 10. Rules of Order**

At the meetings of the Board of Directors, Robert’s Rules of Order (latest edition) may be invoked by the Board President or by majority vote of the Board.

## **Section 11. Nomination and Election of Directors**

**11.1. Creation of the Board Nominations Committee.** The Board President and up to five additional Board members will be seated as the Board Nominations Committee.

**11.2. Preparation of a Slate of Candidates.** The Board Nominations Committee shall establish a slate of candidates with competencies needed to advance the organization. **Candidates must be general members of the organization for at least three years prior to nomination.** The Board Nominations Committee will recommend the slate to the Board for approval. The processes that guide the work of this committee are further outlined in board policy.

**11.3. The Elections.** Elections of board members shall take place annually during the 4th quarter, regardless of appointments, preserving no less than 67% elected members of the board. The elections shall be conducted in such a way that all general members may vote for candidates to fill the open positions. Winning candidates shall gain a three-year seat on the Board of Directors (unless otherwise stipulated in these bylaws). In the case of a tie, the board will vote following tie breaking processes outlined in board policy.

## **Section 12. Appointed Directors**

The Board may appoint directors who shall have the same rights as elected directors. The Board Nominations Committee shall bring forward potential appointments for consideration and approval by the Board.

- Appointed directors: Must be ISTE members at the time of appointment.
- May serve a term of up to three years, beginning at any point during the calendar year and ending in December.
- Have full rights and responsibilities as board members and may stand for board officer positions.
- The number of appointed board members shall not increase the total number of board members

beyond the full complement established in these bylaws.

### **Section 13. Removal and Replacement of Board Members**

**13.1. Removal of a Member of the Board of Directors by Voting Members.** Elected directors may be removed with or without cause by resolution of the voting members. Proper notice must be given in advance, as required for an annual membership meeting or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a director is to be considered.

**13.2. Removal of a Member of the Board of Directors by the Board of Directors.** If at the beginning of a director's term on the Board of Directors, the bylaws provide that the director may be removed for reasons set forth in the bylaws, the board may remove the director for such reasons. Members of the Board of Directors may be removed for breach of duties and expectations of board members as stipulated in these Bylaws or the Board of Directors' governing policies then in-effect.

**13.3. Process for Removal by Directors.** Prior to removal, the member of the Board of Directors shall be notified in writing. The member shall have 30 days to respond to the notification before a quorum of the Board of Directors or in writing by a letter sent to the secretary of the organization. The Board of Directors, after the 30-day period and after considering all data presented, may remove the member of the board by a two-thirds (2/3) vote of the remaining members of the Board of Directors.

**13.4. Filling Vacancies.** The Board of Directors shall, by affirmative vote of a majority of the remaining directors, fill a vacant Board position created by the resignation or removal of an elected Board member, if the balance exceeds 12 months. The Board of Directors may, by the same voting requirement, fill vacancies of appointed directors or shorter vacancies of elected directors. A director appointed to fill a vacancy shall hold office during the unexpired term of the director he or she is replacing. If such unexpired term is less than eighteen (18) months, it shall not be counted towards the term limitation set forth in Article III, Section 2 above.

## **Article IV: Officers**

### **Section 1. Elected Officers**

The Board of Directors shall include the Board President, President-Elect or Immediate Past President, Treasurer, Secretary and other directors as specified in the bylaws. The immediate Past-President will serve as an organization officer in the year following their term as President. Each of the elected board officers shall serve a one-year term except for the President who shall serve a single two-year term. No member of the Board of Directors shall hold more than one office at a time.

### **Section 2. Election of Officers**

**2.1. President Elect.** In the President's first year of service, a President-Elect shall be elected at the last in-person board meeting of the calendar year. Electronic voting would be utilized to allow equitable access to the ballot by all seated board members.

**2.2. Secretary and Treasurer.** At the Board Meeting held in September, the members of the board shall elect from among themselves a secretary and treasurer. No officer shall serve more than three consecutive years in any one office.

### **Section 3. Assumption of the Board President Role**

The President-elect shall become President the following year and past-President two years after that for a single year. This ascendance of office shall be an exception to the two-term limit as set forth in Article III, Section 2.2 above. After serving as the Board President for two years, the Board President shall serve the subsequent year as Immediate Past President. This term can be an exception to the two-term limit for directors. Should a board member term expire during his/her ascent to the President-

Elect position that term shall automatically be extended to the point of the end of their time serving as Past-President.

#### **Section 4. Removal of Officers**

Any officer elected by the Board of Directors may be removed by affirmative vote of the majority of the Board of Directors whenever, in its judgment, the interests of the organization would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal has no vote in the process of removal.

#### **Section 5. Filling Vacancies**

In the event of the death, resignation, or removal of the Board President, the President-Elect or the Immediate Past President shall fill the resulting vacancy for the remainder of the term. In the case of a vacancy in the position of any other officer or member of the Board of Directors, except for the Immediate Past President, the unexpired term shall be filled by a majority vote of the Board of Directors at the next meeting following the vacancy.

#### **Section 6. Duties of Elected Officers**

**6.1. President.** Serving as the organization's chief governance officer, the Board President shall preside at all meetings of the Board of Directors and of the members; be responsible for assurance that the Board of Directors fulfills its governance duties; and perform such other duties as may be prescribed in these Bylaws and by the board of directors.

**6.2. President-Elect.** Shall perform the duties of the Board President in the event of his/her absence, disability or refusal to act, and such other duties as may be assigned to him/her by the Board of Directors.

**6.3. Secretary.** Shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and shall perform such other duties as may, from time to time, be assigned to him or her by the board of directors.

**6.4. Treasurer.** Shall serve as chairperson of the Board of Directors' Audit Committee, and shall advise the Board on matters of fiscal policy.

**6.5. Immediate Past President:** In the first year of the Board President's term, shall perform the duties of the Board President in the event of his/her absence, disability or refusal to act, and shall be available as an advisor and resource to the President and the Board.

#### **Section 7. Chief Executive Officer**

**7.1. Appointment.** The Board of Directors shall employ a chief executive officer ("CEO"), with such duties, for such length of time, and at such compensation as the Board of Directors may determine. The CEO shall serve as a non-voting, ex-officio member of the Board of Directors.

**7.2. Duties and Responsibilities.** The CEO shall be responsible for management and administration of the day-to-day operations of the organization in accordance with these Bylaws and the governing policies of the Board of Directors then in-effect. The CEO shall have the authority to hire and discharge agents, contractors and employees of the organization, and shall oversee and direct their activities in carrying out its work. The CEO shall serve as a primary resource to the Board of Directors and shall be the primary operational spokesperson for the organization.

## **Article V: Board Committees**

The Board of Directors may authorize the establishment of committees, advisory groups, or task forces from time to time and assign duties to them. The resolution establishing such committees shall state the purpose, composition guidelines, timeline and authority of each committee. No board committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director, elected officer or employee of the organization; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of any substantial property and assets of the organization not in the ordinary course of business; (f) authorize the voluntary dissolution of the organization or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the organization; or (h) amend, alter or repeal any resolution of the board of directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it, him, or her by law.

## **Article VI: Liability and Indemnification of Officers and Directors**

In any proceeding brought by or in right-of the organization or brought by or on behalf of members of the organization, no officer or director of the organization shall be liable for monetary damages except in respect of willful misconduct or knowing violation of criminal law by that officer or director. The organization shall indemnify its officers and directors to the full extent allowed by law.

## **Article VII: Amendments**

### **Section 1. Amendments**

These bylaws may be amended by an affirmative vote of two-thirds (2/3) of the entire Board of Directors, provided that proposed amendments shall be submitted to the board at least seven (7) days prior to the meeting at which the vote on the amendment is to occur.

### **Section 2. Submission of Amendments**

Any board member may submit amendments for consideration.

### **Section 3. Effective Date of Amendments**

Amendments to these bylaws shall not be retroactive, but shall carry a date after which implementation of the amendment or revision shall become binding upon the organization and its actions.

Adopted by the Board of Directors on  
**December 9, 2016**

Signed \_\_\_\_\_

**Jan Zenitas**  
**Board Secretary**