

# **BYLAWS**

## **South Dakota Society for Technology in Education (SDSTE)**

### **Mission Statement:**

*“Dedicated to the advancement of technology in education”*

### **Article I: Name**

The name of this organization is South Dakota Society for Technology in Education, hereinafter referred to as the "SDSTE" or “the organization.” SDSTE was formed in January of 2004 as a non-profit unincorporated organization within the State of South Dakota and was formally filed as a nonprofit South Dakota corporation in April of 2011 with the South Dakota Secretary of State.

### **Article II: Purposes**

SDSTE has been established to operate exclusively for educational and charitable purposes.

The policies of the organization shall not reflect any political partisanship, nor any preference, discrimination, or limitation based upon sex, race, or religious affiliation. Specific purposes of the Organization include to:

- Provide a professional state organization that supports the use of technology in education
- Promote and encourage the appropriate use of information technologies to improve the quality of education
- Support professionals using technology in education including teachers, technology coordinators, curriculum coordinators, teacher educators, administrators, information resource managers, educational technology specialists, educational researchers, and others
- Cooperate with the manufacturers, publishers, and other private sector organizations to identify technological needs and establish appropriate standards for hardware, software, and other technology-related educational systems, products, and services
- Encourage research and evaluation relating to the effective use of technology in education and to promote the dissemination of such research to practitioners
- Provide information to educational policy makers
- Promote the sharing of information and communication between professionals using information (and/or instructional) technologies in all areas and levels of education from the local to the state and region
- Facilitate the achievement of all of the above by conducting activities including, but not limited to: the annual South Dakota Society for Technology in Education meeting, as

well as other conferences, workshops, seminars, the preparation of publications, and the development of other materials useful to the membership and the educational technology field.

## **Article III: Membership**

### **Section 1: Categories of Membership**

The organization currently recognizes four (4) categories of membership:

#### **1. K-12 School District Technologist Membership**

“K-12 School District Technologist memberships” in SDSTE are available to individuals within a K-12 South Dakota school district whose primary responsibilities include direct technical or curricular technology support and integration, network admin, and/or directing technology. Upon payment of dues a K-12 School District Technologist may enroll as an active member with all the rights and responsibilities of all members including the right to vote and hold office.

#### **2. General Membership**

General membership status in SDSTE is available to other local school district personnel, and any other individual, who are interested in using technologies for educational purposes. Upon payment of dues individuals may enroll as a general member in SDSTE with all the rights and responsibilities of active members except the right to vote or to hold office.

#### **3. Cooperating Professional Associations**

Cooperating Professional Association membership is open to any non-profit, professional organization that is committed to the same or related goals as the SDSTE and has well-established methods of communicating with its own members. Upon payment of dues professional associations may enroll as a cooperating professional association member in SDSTE with all the rights and responsibilities of active members except the right to vote or to hold office.

#### **4. Corporate Membership**

Corporate membership is open to any organization involved in the development and production of hardware, software, and other technology-based systems, products, and services that support education. Upon payment of dues corporations may enroll as a corporate member in SDSTE with all the rights and responsibilities of active members except the right to vote or to hold office.

#### **5. Other Categories of Membership**

The Board of Directors may establish other categories of membership from time to time by amendment to these Bylaws.

## **Section 2. Applications for Membership**

Applications for the various types of membership shall be submitted to the SDSTE along with the specified membership fee and shall be processed in accordance with procedures established by the Board of Directors.

## **Section 3. Membership Voting Rights**

Only K-12 School District Technologist members of the SDSTE shall be eligible to vote or hold office in the SDSTE.

## **Section 4. Dues, Responsibilities and Benefits**

The Board of Directors shall establish and may alter the dues, responsibilities, and benefits of the various categories of membership from time to time by resolution or by amendment to these Bylaws. Current dues are:

K-12 School District Technologist Members - \$30

General Membership - \$20

Cooperating Professional Associations - \$100

Corporate Membership - \$300

## **Section 5. Meetings of Members**

### **1. Annual Meeting**

There shall be an annual meeting of the membership of the SDSTE. This meeting should be held in conjunction with and at the location of the annual South Dakota Technology in Education "TIE" conference.

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

Membership of the SDSTE shall be notified of any meeting 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:

- introduce and/or install the newly elected officers and members of the Board of Directors
- conduct such business of the SDSTE as shall be determined by the Board of Directors

- provide information about the SDSTE that will be of interest to the members
- present any awards that are appropriate to present at this gathering; and
- provide a forum for membership interaction

## **2. Called Meetings**

The board of directors may call additional meetings of the membership. Five percent of the membership may petition the board of directors to call a membership meeting. The notice for called meetings shall be given no less than 14 days in advance.

### **Section 6. Voting**

The affirmative vote of a majority of the voting membership of SDSTE present at a meeting or participating in a vote by mail or electronic means shall be necessary and sufficient to make a decision for SDSTE.

### **Section 7. Voting by Mail or Electronic Means**

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

### **Section 8. Proxy Voting**

Voting by proxy is not allowed.

### **Section 9. Member Quorum**

Those members of the SDSTE present at a meeting of the members shall constitute a quorum of the membership.

## **Article IV: Board of Directors**

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

The affairs and property of SDSTE shall be managed, controlled, and directed by the Board of Directors.

### **Section 2. Number and Composition of the Executive Board of Directors**

The Executive Board of Directors shall be composed of the President, Vice-President, Treasurer, Secretary, and Past President, along with other individuals.

### **Section 3. Advisory Board**

An Advisory Board shall be headed by the Past-President; other members, appointed by the Board of Directors and may include anyone from the other group memberships. The Advisory

Board shall only have those powers and responsibilities delegated by written resolution by the Board of Directors and shall serve at the pleasure of the Board.

#### **Section 4. Meetings**

An Annual Meeting of the Board of Directors shall be held in conjunction with the South Dakota TIE conference. Other meetings of the Board of Directors shall be held on such a schedule and at such places as may be established by the Board of Directors.

#### **Section 5. Special Meetings**

Special meetings may be called by the President and 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 seven (7) days prior to the meeting. Announcement of the date, time, and place of a special meeting at a prior meeting of the Board shall be considered adequate notice to those directors present at that meeting but not to those directors not present.

#### **Section 6. Board Quorum**

Five (5) of the members of the Board of Directors in office and eligible to vote shall constitute a quorum. If a quorum is present, a majority vote of those present and eligible to vote shall prevail, unless otherwise specified in these Bylaws.

#### **Section 7. Meeting through Telecommunication**

The Board of Directors may conduct meetings through telephone conference calls, video-conferencing, or by other similar electronic methods in which all those directors participating in the meeting may simultaneously hear and be heard by all of the other directors participating in the meeting.

#### **Section 8. Actions without Meetings**

The Board may make any decision or take any action within its power without a meeting through a consent resolution in writing that sets forth the action so taken and is signed by all of the directors then in office. The resolution is effective when the last director signs a copy of the consent resolution. The consent resolution must be filed with the SDSTE's records.

#### **Section 9. Compensation**

The members of the Board of Directors shall receive no compensation for serving on the Board of Directors.

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

At the meetings of the Board of Directors, the latest edition of Robert's Rules of Order shall apply when procedures are not specified in these Bylaws.

## **Section 11. Nomination and Election of Board Members**

The following provisions shall govern the nomination and election of members of the Board of Directors.

### **1. Creation of the Nominations Committee**

At the fall meeting of the Board of Directors, the President shall appoint three members to serve as the Nominations Committee. These committee members may or may not be members of the Board of Directors.

### **2. Preparation of a Slate of Candidates**

The Board Nominations committee shall either approve the slate or refer it back to the membership category nominations committee. The Board shall either approve the final slate or refer it back to the Board Nominations Committee.

### **5. Election of Board by Members**

The elections shall be conducted in such a way that all members may vote for one candidate for each open position.

### **6. Announcement of the Slate of Candidates**

A Statement of Qualifications of the candidates shall be sent to the All Membership each year about two months prior to the Annual Meeting.

### **7. Successful Candidates**

The person running for each open position who receives the most votes shall gain a one-year seat on the Board of Directors. In the case of a tie, the President shall break the tie.

### **8. Work Assignment Changes**

A person whose work assignment changes in such a way that they no longer qualify as a member of the Board position to which they were elected shall complete the term to which they were elected, but shall not be eligible to re-run for the same position.

## **Section 12. Removal and Replacement of Board Members and Officers**

### **1. Removal of a Member of the Board of Directors and Officers**

A member of the Board of Directors or Officer may be removed from office by the Board of Directors for failure to fulfill the duties of the office or for violation of these Bylaws of the Organization as determined by the Board in its discretion.

## **2. Process for Removal**

Prior to removal, the member of the Board of Directors or Officer shall be notified in writing. The member shall have thirty (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 SDSTE. The Board of Directors, after the thirty (30) day period and after considering all data presented, may remove the member of the Board or Officer by a two-thirds (2/3) vote of the remaining members of the Board of Directors.

## **3. Replacement**

The President with approval of the Board of Directors shall replace a vacant Board or Officer position created by the removal of a Board member or Officer at the next meeting. Any replacement shall hold office until the next annual meeting at which time the appointed individual is subject to re-election.

# **Article V: Officers**

## **Section 1. Establishment of Officers**

The officers of SDSTE shall be the President, Vice President/President-Elect, Secretary, Treasurer, and Past President. The Vice President shall serve for 3 years, (Vice President, President, Past President), the President shall serve 2 years, (President, Past President). The treasurer shall serve 2 years, with election being held in odd numbered years. All other officers shall serve a one-year term. No member of the Board of Directors shall hold more than one office at a time.

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

The members of SDSTE shall elect a Vice President, Secretary, and Treasurer. Typically, officers will be elected by means of voting by electronic means in advance of the Annual Meeting. All officers must be members of SDSTE.

## **Section 3. Assumption of the Presidency**

The Vice President shall become President the following year and Past-President two years after that for a single year.

When a Board member becomes Vice President-Elect, his or her term on the Board shall be extended to enable him or her to serve as President.

A person becoming Vice President automatically creates a vacancy in the constituency to which they were most recently elected.

## **Section 4. Vacancies**

In the event of the death, resignation, or removal of the President, the Past-President shall fill the resulting vacancy for the remainder of the unexpired term. In the case of a vacancy in the position of any other officer or member of the Board of Directors, except for the Past-President, the unexpired term shall be filled by an appointed member requiring a majority vote of the Board of Directors at the next meeting following the vacancy. Any member of the Board of Directors or officer thus appointed shall hold office until the next annual meeting at which the holder of such office would be subject to election.

#### **Section 5. Duties of the President**

The President shall preside at all meetings of the Board of Directors and of the General membership; supervise the chief executive officer; and make reports to the membership and to the Board of Directors as appropriate. The President shall perform all such other duties as are incident to the office or are assigned by the Board of Directors.

#### **Section 6. Duties of the Vice President**

The Vice President shall attend all meetings of the Board of Directors and of the General membership. The Vice President shall exercise the functions of the President during the absence or unavailability of the President. The Vice President shall have such other powers and duties as assigned by the Board of Directors.

#### **Section 7. Duties of the Past-President**

The Past-President shall exercise the functions of the Vice President during the absence or unavailability of the Vice President. The Past-President will be the director of the advisory board and shall have such other powers and duties as assigned by the Executive Board of Directors.

#### **Section 8. Duties of the Secretary**

The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and related committee meetings. The Secretary shall also send, or cause to be sent, notices of meetings, prepare, or cause to be prepared, written materials requested by the Board of Directors and ensure that a file of correspondence directed to or sent on behalf of the SDSTE is maintained. The Secretary shall also maintain, or cause to be maintained, updated versions of these Bylaws and such Policies and Procedures as the Board of Directors should enact.

#### **Section 9. Duties of the Treasurer**

The Treasurer shall keep and maintain or cause to be kept and maintained accurate and complete accounts of the financial transactions of the SDSTE, including accounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the SDSTE, disburse or cause to be disbursed the funds of the SDSTE as ordered by the Board of Directors, render or cause to be rendered to the Board of Directors regular reports of all financial transactions and of the financial condition of the SDSTE, and have such other powers and duties as assigned by the Board of Directors.

### **Section 10. Duties of Webmaster**

The Webmaster shall include, but not be limited to the following: Develop and maintain the SDSTE website, and have such other powers and duties as assigned by the Board of Directors.

### **Section 11. Duties of Membership Director**

The Membership Director shall include, but not be limited to the following: Work with the Treasurer on membership campaigns, maintain the SDSTE database on members, process new and renewed members, and have such other powers and duties as assigned by the Board of Directors.

### **Section 12. Duties of Special Events Director**

The duties of Special Events Director shall include, but not be limited to the following: Organize and plan the annual SDSTE meetings, and have such other powers and duties as assigned by the Board of Directors.

## **Article VI: Committees**

Standing committees of the SDSTE shall consist of three to eight (3-8) persons for a term of no less than one (1) year. Committees will be developed and assigned by the board of directors as needed. Members of Standing Committees may be Board Members or any other Group Members. As the need arises, ad hoc committees may be established by the President to carry out specific tasks.

## **Article VII: Miscellaneous**

### **Section 1. No Loans**

No loans shall be made by SDSTE to its Directors, Officers, or Employees (if any).

### **Section 2. Indemnification**

The SDSTE shall indemnify its Officers and Directors to the full extent allowed by law and by SDSCL sections 47-22-65.1 et seq and 57-23-27 et seq. as may be amended from time to time.

### **Section 3. Public Inspection**

SDSTE must make available for public inspection its approved application for recognition of tax exemption to the Internal Revenue Service (if one is made) with all supporting documents and its last three (3) annual information federal tax returns. Pursuant to the Taxpayer Bill of Rights the organization is required to provide copies of these documents upon request without hindrance or charge, other than a reasonable fee for reproduction and copying costs.

### **Section 4. Conflict of Interest**

Any perceived or actual duality or conflict of interest or possible conflict of interest on the part of any Director or Officer shall be disclosed to the Board of Directors and made a matter of record in the minutes of the Board meetings at any time when the duality or possible conflict of interest first becomes known to the person who may have such duality or conflict. Any member of the Board having a duality of interest or any possible conflict of interest which could conflict with the interests of the organization shall abstain from voting on the matter in question and shall abstain from using his personal influence in any way on the matter. His vote shall not be counted in determining the quorum for the meeting, even where otherwise permitted by law. The minutes of the meeting shall reflect that a disclosure was made, his abstention from voting, and the quorum situation. Nothing contained herein shall be construed to prevent the Director from briefly stating his/her position on the matter, nor from answering pertinent questions from other Directors, since his knowledge may be of great assistance to SDSTE and the Board in reaching a decision.

## **Article VIII: Amendments**

### **Section 1. Amendments**

These Bylaws and the organization's Articles of Incorporation may be amended by a majority vote of the Board of Directors currently in office at any meeting.

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

Any Board member may submit amendments.

### **Section 3. Timing of the Submission of Amendments**

Proposed amendments shall be submitted to the Board at least 30 days prior to the meeting at which the vote on the amendment is to occur.

### **Section 4. 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.

Bylaws Revised and Approved: August 8, 2011