

Nebraska Distance Learning Association

Bylaws

ARTICLE I Membership

Section 1. *Qualifications and Dues.* Membership may be obtained upon payment of annual dues for the designated membership year in the amounts voted upon by a majority of the membership either at a general membership meeting or through a mailed ballot. Membership year shall be July 1 through June 30.

Section 2. *Prerequisite to Participation.* Participation as an officer, committee member, or voting member in the Nebraska Distance Learning Association shall be contingent upon valid membership.

Section 3. *Membership Meetings.* There shall be one regular membership meeting each year. This membership meeting shall be held on a date and a place designated by the Board of Directors. Notification of the date and place of such meeting shall be given in writing to the members at least thirty (30) days prior to such meetings.

Section 4. *Special Meetings.* Special meetings of the membership may be held or called by the President, initiated by a majority vote of the Board of Directors, or upon a petition therefore filed by at least ten percent (10%) of the membership with the secretary. The date and place of any such special membership meeting shall be given in writing by the Secretary to the members at least two weeks prior to the holding of such special meeting.

Section 5. *Parliamentary Procedure.* Membership meetings shall be conducted according to the latest edition of Robert's Rules of Order.

Section 6. *Quorum.* A quorum shall consist of twenty percent (20%) of the total membership.

ARTICLE II Board of Directors

Section 1. *Number, Tenure, and Qualifications.* The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, immediate Past President, and no less than six Directors who shall be elected at large in accordance with the provisions of these Bylaws. The President-Elect assumes the office of President when the previous President's term expires, and the President assumes the office of Past President at that time. The number of Directors may be increased based on growing membership and organization needs (not to exceed 12). Three consecutive absences by any board member unapproved by the President will motivate action by the board to discuss if a replacement is needed.

The members at large shall be nominated and elected in accordance with the procedures for nomination and election of officers established by Article III, Sections 2 and 3 of these Bylaws. At first election of Directors, two directors shall be elected for a term of one (1) year, two directors shall be elected for a term of two (2) years, and two directors shall be elected for a term of three (3) years. As these initial terms expire, each Director shall be elected for a term of three years. Directors shall take office immediately following the close of the Annual Regular Meeting of the Association following their election and shall serve until their successors are elected and qualified in accordance with the provisions of the Bylaws pertaining thereto.

Section 2. Regular Meetings. At least four regular meetings of the Board of Directors shall be held each year at such times and such places as the Board of Directors may determine. Notification of the time and place and proposed agenda shall be made available to members of the Board prior to each meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or a majority of the voting members of the Board. Notice of the time and place of any special meeting shall be given to each director in writing at least three (3) days prior to the date of such special meeting.

Section 4. Parliamentary Procedure. Meetings of the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order.

Section 5. Quorum. A simple majority of the members of the voting Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 6. Vacancies. A director appointed by the Board of Directors to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.

Section 7. Informal Action. In the event that Board action, as opposed to Executive Committee action, is determined to be needed by the Executive Committee, and the Board is unable to meet in appropriate time to act, the president may be authorized by the Executive Committee to poll the total Board.

ARTICLE III Officers & Directors

Section 1. Officers. The officers of this Association shall be President, President Elect, Past President, Secretary, and the Treasurer, each of whom shall be nominated and elected as hereinafter provided. These officers shall constitute the Executive Committee.

Section 2. Nomination. At least three (3) months prior to the annual membership meeting, the President shall call for nominations from the standing Election Committee, chaired by the Past President. Members in good standing shall have the option to nominate officers or directors by submitting names for consideration to the Past President. It shall be the responsibility of such committee to nominate at least one (1) qualified member for each position to stand for election. Each nominee shall have indicated to the Committee a willingness to stand for election and to serve. Nominees of the Election Committee shall be submitted in writing to the Board of Directors for approval at least two (2) months prior to the annual regular membership meeting.

Section 3. Election and Term of Office. The Board of Directors shall notify the membership by mail or electronic means, no later than 30 days prior to the Annual Membership meeting, of those nominated for office. Following the voting, the Election Committee shall certify and announce election results.

Section 4. Vacancies. Should any Executive office become vacant, the Board of Directors shall appoint a member of the Board of Directors to complete the unexpired term of office. Should a vacancy occur in the Office of President, the President-Elect shall assume the duties of the President and serve the unexpired term of his/her predecessor and his/her elected term.

Section 5. Terms and Duties of Officers.

President Elect. The President Elect shall be elected to an executive position for a three (3) year term, the first year to serve as President Elect. At the end of this term of office as President Elect, he/she shall automatically succeed to the office of President. At the end of the term as President, he/she will serve as Past President for one (1) year. The duties of the President Elect shall be to serve as Executive Officer in the President's absence. The President Elect shall serve as chair of the Conference Committee and may serve on other committees. The President Elect shall perform other duties as directed by the President or the Board of Directors.

President. The President shall serve for one (1) year and at the end of this term of office as President, he/she shall automatically succeed to a one-year term as Past President. The duties of the President shall be to function as the Executive Officer of the Association, to preside at all business meetings and meetings of the Board of Directors, to carry out instructions of the Board of Directors, and to serve as ex officio member on all committees. The President shall have the authority to appoint ex officio members to all standing committees in his/her stead. The President shall represent the Association at any State or National meetings designated by the Board. The Association shall pay fees, meals, lodging, and travel expenses at such attendance up to a maximum as stated in the budget.

Past President. Upon completion of his/her term as President, he/she shall preside for one year as Past President, and will advise the newly-elected President on matters related to the operation of the Association; the Past President shall also serve as Chair of the Election Committee. The Past President shall function as parliamentarian for the meetings of the Board of Directors and for the annual meetings of the membership.

Secretary. A Secretary shall be elected for a three (3) year term and may serve multiple terms. The duties of the Secretary shall be to assure that board meeting minutes are recorded, keep records of the Association's activities, and retain committee reports.

Treasurer. A Treasurer shall be elected for a three (3) year term and may serve multiple terms. The duties of the Treasurer shall be to collect all dues and other accounts due the Association, and deposit such funds in the name of the Nebraska Distance Learning Association in a financial institution approved by the Board of Directors. The Treasurer will keep accounts of the sources of all income and the purposes of all expenditures, and manage all expenditures in accordance with the annual budget approved and/or otherwise modified by the Board of Directors. The Treasurer shall submit a report detailing all activity on the accounts of the Association at each meeting of the Board of Directors. The Treasurer, in coordination with the standing Finance Committee shall provide a complete financial report at the Annual Membership Meeting of the Association and work with a tax preparation firm so designated by the Board of Directors in preparing any filings of applicable taxes.

Executive Liaison. Appointed by the Board, this position maintains communication and key relationships with sponsors or exhibitors. It is an ongoing position, appointed annually by the board. The Liaison serves as ex-officio member of the board.

Section 6. Compensation. Members of the Board of Directors shall receive no compensation for their services to the Association.

ARTICLE IV Committees

Section 1. Standing Committees. Standing Committees may be created at the discretion of the Board of Directors. Such Committees may include Publications, Legislation, Membership, Conference, Election, Professional Growth, Awards, Finance, and Public Relations, and such other Committees as may be deemed necessary to carry out the functions of the Association. The Chairperson of each Standing Committee created shall provide reports of Committee activities as requested at meetings of the Board of Directors, and shall submit a written report of Committee activities to the Board of Directors prior to the annual meeting of the Association. The Chairperson shall provide copies of all official correspondence undertaken on behalf of their Committee to the Secretary for archival purposes.

Section 2. Committees may include:

- *Public Relations.* The Public Relations Committee shall utilize all appropriate means to acquaint the education and business communities and the lay public with the role and importance of distance learning and its associated technology in educational and training programs. The Committee shall publish the official publications of the Nebraska Distance Learning Association.
- *Legislation.* The Legislation Committee shall keep the membership apprised of pending legislative developments and proposals which may affect the stated purposes of the Association, shall recommend action for Board approval, and shall carry out other directives of the Board.
- *Membership.* The Membership Committee shall maintain accurate records of the membership, and shall, in all appropriate ways, urge those eligible to become members of the Association.
- *Election.* The Election Committee, chaired by the Past President, shall conduct the Election of Officers and Directors as set forth in the Constitution and Bylaws.
- *Conference.* The Conference Committee shall plan, organize, and conduct the annual conference of the Association.
- *Professional Development.* The Professional Development Committee shall promote the professional development of the membership.
- *Awards.* The Awards Committee shall designate those persons who shall be honored by the Association as directed by policies set by the Board.

- *Finance.* The Finance Committee shall assist the President by preparing an annual budget and shall assist the organization in developing a sound financial policy. The Committee shall act as advisor to the Treasurer and shall serve as the internal auditor of the Association's accounts.

Section 3. *Special or Ad Hoc Committee.* Special or Ad Hoc Committees may be created by a majority vote of the Board of Directors. The President shall appoint a Chair and member of the Committee to carry out the purpose for which it was created. The Board shall set the duration of the Committee's service and such Committee will be dissolved at the completion of its assignment or at the time specified by the Board.

ARTICLE V Finances

Section 1. *Budget.* The annual budget of the Association shall be approved by the Board of Directors at a board meeting prior to the beginning of the fiscal year. The Executive Committee has oversight of the approved budget. The Secretary shall assist the Treasurer in maintaining accurate records of all financial transactions.

Section 2. *Budget Amendment.* A majority vote of the Board of Directors is required to amend an approved budget.

Section 3. *Authorization.* The President shall be authorized in the annual budget to spend a monthly sum without the approval of the Board of Directors. Any member who commits the Association to a monetary obligation without approval of the President or the Board shall be liable for the obligation.

ARTICLE VI Location

Section 1. The legal address of the association shall be determined by the Board of Directors.

ARTICLE VII Amendments

Section 1. *Initiation of Amendment.* Amendments to these Bylaws may be initiated by the Board of Directors, or by a Committee authorized by the Board of Directors for the purpose of recommending Amendments to the Bylaws, or by a petition signed by twenty percent (20%) of the membership directed to the Board of Directors setting forth the proposed Amendment.

Section 2. *Adoption.* An Amendment initiated shall be adopted by a majority vote of all the members present and voting at annual meeting of the membership where there is a quorum present.

Article VIII Dissolution of the Organization

Section 1. The act of dissolution of NDLA shall be considered an amendment to these bylaws, and can be enacted only by the procedures specified herein for adoption of an amendment, except as prescribed below.

Section 2. A declaration of insolvency, adopted by a two-thirds majority of the Board of Directors shall constitute dissolution three months thereafter unless challenged and successfully overruled by a majority of the voting membership. Notification of the insolvency statement must be given to the entire membership at least two months prior to the dissolution.

Section 3. Failure to elect officers for two years running, due either to a lack of quorum at general meetings at which nominations are to be made or to an inability to attract anyone willing to serve, shall automatically constitute dissolutionment.

Section 4. Failure to elect officers in a given year shall not in itself constitute dissolutionment, unless it occurs two years running. Instead, the organization shall be declared to be in a state of limbo and the Immediate Past President shall appoint an Interim Board of Directors. The Interim Board of Directors shall elect its own Chairperson who will serve also as Acting President of the organization. The authority of this Interim Board of Directors shall be strictly limited to:

1. Initiating a dissolution procedure, including allocation of remaining assets to another organization of similar purpose.
2. Scheduling and planning general meetings for the purpose of resurrecting the organization and nominating officers.
3. Conducting elections by the membership.

Section 5. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all its asets to one or more organizations qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.