

Bylaws

## Mississippi Educational Technology Leaders Association

### **ARTICLE I NAME**

The Mississippi Educational Technology Leaders Association Inc (METLA) shall be the name of the Association.

### **ARTICLE II PURPOSE**

**Section 1.** The Mississippi Educational Technology Leaders Association is an educational association dedicated to the improvement of education in Mississippi through the use of technology.

**Section 2.** The purpose for which the Mississippi Educational Technology Leaders Association is organized is educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, that is exclusively for religious, charitable, scientific, literary, and educational organizations.

**Section 3.** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted by an organization tax-exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Law.

**Section 4.** In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

## **ARTICLE III GOALS**

### **The goals of this Association shall be:**

1. to provide an association for sharing and exchanging best practices, ideas, techniques, materials and procedures for the use of technology in the K-12 educational environment
2. to encourage and lobby for the increased philosophical and monetary support of technology in order to help improve the education of the youth of Mississippi
3. to provide electronic access to support resources and a network of human resources to aid its members in implementing and supporting technologies in their educational institutions
4. to collaborate with and support the Mississippi Department of Education and other stakeholders in establishing and maintaining proper technology standards and procedures and identifying technology needs within the K-12 educational community

## **ARTICLE IV MEMBERSHIP**

**Section 1.** Member: The district employee designated to be the district's representative to the association by the superintendent of each Mississippi school district and upon payment of membership dues to the Association.

**Section 2.** Associate: Any individual having an interest in the purpose and goals of the Association upon payment of associate dues to the Association.

**Section 3.** Membership: All voting members of the Association as described in Section 1 of this article.

## **ARTICLE V VOTING**

**Section 1.** At duly held meetings, each voting member is entitled to one (1) vote on each matter submitted to a vote of the members.

**Section 2.** A member may designate a person to vote in his or her absence via email or written document sent to the METLA Executive Director.

## **ARTICLE VI DUES**

Membership and associate membership dues shall be set by a majority vote of the Executive Board.

## **ARTICLE VII REGULAR MEETINGS**

**Section 1.** General membership meetings shall occur quarterly unless prohibited by, or due to, extenuating circumstances. The first meeting of the calendar year shall serve as the annual business meeting.

**Section 2.** The Association's meetings shall be open to members and associate members.

**Section 3.** Members of the Association shall be notified in writing or email of the date and time of said meetings not less than one month preceding the date of the meeting.

**Section 4.** A quorum shall consist of the members present.

**Section 5.** Parliamentary authority for the Association will be the rules contained in the most current edition of Robert's Rules of Order and shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt

## **ARTICLE VIII OFFICERS**

**Section 1.** The officers of this Association shall be elected from the membership and shall be as follows: President, Vice-President, Secretary, Treasurer, Past President.

**Section 2.** The officers of this Association shall serve as voting members of the Executive Board.

**Section 3.** The President and Vice-President shall have served for at least one year as a member of the Executive Board.

**Section 4.** All officers shall be elected at the annual business meeting.

**Section 5.** Elected officials shall take office immediately following adjournment of the annual business meeting.

**Section 6.** Term of office

- a. The term of office for officers shall be one year.
- b. The President and Vice-President shall serve only one-year terms. Other officers may be re-elected for multiple consecutive terms.
- c. The President may not be re-elected as Vice President until two years after his/her term as President ends.
- d. The Vice-President shall succeed the President.
- e. The President shall succeed the Past President.

**Section 7. Vacancies**

- a. In case of a vacancy in the office of President, the Vice-President shall assume that office for the unexpired term and shall continue in that office for the next full term.
- b. A vacancy of any office of the association can be declared by a two-thirds majority of the entire Executive Board.
- c. In case a vacancy occurs in any other office, the Executive Board shall fill such vacancy by a majority vote of the Executive Board at the next Executive Board meeting.

**Section 8. Resignation**

- a. Resignation of office by an officer must be submitted in writing to the Executive Board.
- b. Acceptance of that resignation will be by majority vote of the Executive Board.

**ARTICLE IX DUTIES OF OFFICERS**

**Section 1. President**

- a. Shall preside at all meetings of the Association and the Executive Board.
- b. Shall, upon the approval of the Executive Board, appoint all standing committees, special committees, and chairpersons and liaisons. Chairpersons shall be appointed from the membership.
- c. Shall call a meeting of the Executive Board before the next quarterly meeting after beginning his/her term and shall call other meetings which are necessary to carry out the policies of the Association.
- d. Shall serve as a voting member of any committee.
- e. Shall be responsible for official representation of the Association in matters of importance to the Association.
- f. Shall ascend to the past-presidency at the end of his/her term.

**Section 2. Vice President**

- a. Shall assume the duties of the President in his/her absence.
- b. Shall assist the President in carrying on the work of the Association.
- c. Shall perform such duties as delegated by the President.
- d. Shall serve as Chairperson of the Membership Committee.
- e. Shall be responsible for the official record of membership.
- f. Shall ascend to the presidency at the end of the President's term.

**Section 3. Treasurer**

- a. Shall keep records of the funds of the Association and shall certify or make such disbursements as authorized by the Executive Board.
- b. Shall present at every meeting of the Executive Board and membership an itemized list of all receipts and disbursements since the last report to the Executive Board.
- c. Shall file other financial reports as necessary.
- d. Shall perform other duties as directed by the President and the Executive Board.

**Section 4. Secretary**

- a. Shall keep accurate records of all official proceedings of the Association.
- b. Shall carry on Association correspondence.
- c. Shall provide the Executive Board with all Executive Board minutes.
- d. Shall forward copies of all minutes to the President within one (1) week of the meeting.
- e. Shall perform other duties as directed by the President and the Executive Board.

**Section 5. Past President**

- a. Shall provide advice and assistance to the officers of the Association.
- b. Shall be responsible for conducting elections.
- c. Shall serve as Chairperson of the Nominating Committee.

**ARTICLE X. EXECUTIVE BOARD**

**Section 1.** In addition to the officers, membership of the Executive Board shall be comprised of one member representing each congressional district and two at-large members. The total number of Executive Board members shall remain odd.

**Section 2.** Members shall be elected to a two-year term.

**Section 3.** Members shall be elected from Congressional Districts on an alternating basis. Members from Congressional Districts One and Three and one at-large (At Large I) shall be elected in odd numbered years; in even numbered years, members from Congressional Districts Two and Four and one at large (At Large II) shall be elected. If a change in the number of Mississippi Congressional districts occurs, these bylaws must be amended so that there are at least six non-officer Executive Board members and the total number of Executive Board members remains even and, therefore, the total number of officers and Executive Board members remains odd.

**Section 4.** Nominations shall be received by the Nominating Committee from the membership with two (2) letters of recommendations from other members up to one month prior to the annual business meeting. Nominations shall be solicited in writing from the members, not less than two months prior to the annual business meeting.

**Section 5.** When nominations of two or more for the same position are received from the membership, the Nominating Committee shall submit at least two of the nominees to the membership for election.

**Section 6.** The election of the Executive Board members shall be done by secret ballot at the annual business meeting. A member not on the ballot and not an Executive Board member shall witness the counting of the votes.

**Section 7.** The winner shall be the nominee with the most votes. In the event of a tie, a runoff will be held between/among candidates who tied. If all candidates who are running tie, the winner will be determined by a majority vote of the Executive Board.

**Section 8.** Resignation

- a. Resignation of an Executive Board member must be submitted in writing to the Executive Board.
- b. Acceptance of that resignation shall be by majority vote of Executive Board.

**Section 9.** Vacancies

- a. The Executive Board may declare a position vacant by a majority of the entire remaining Executive Board if a member is absent for three or more Executive Board meetings.
- b. In case a vacancy occurs in any Executive Board position, the Executive Board shall fill such vacancy by a majority vote at the next Executive Board meeting.
- c. A vacant position from one of the congressional districts shall be filled with a member from within that congressional district.
- d. A vacancy for one of the at-large positions shall be filled from the membership at-large.

**Section 10.** Duties

- a. The Executive Board shall form and implement the policies of the Association.
- b. The Executive Board shall authorize all expenditures.
- c. The Executive Board shall provide for the auditing of the Treasurer's books.
- d. The Executive Board shall be responsible for rulings on any questions of interpretation of these bylaws and may appoint any officer as Parliamentarian for overseeing the conduct of the meeting.

## **ARTICLE XI EXECUTIVE DIRECTOR**

The Executive Director

- a. May be employed by the Executive Board with or without compensation.
- b. Shall perform administrative and operational duties in carrying out the policies and instructions of the Executive Board.
- c. Shall provide documentation and assistance to the Executive Board.
- d. Shall communicate with the membership to create greater visibility and improved communication within the Association.
- e. Shall be a non-voting member of the Executive Board.
- f. Shall be a non-voting member of all committees of the association unless membership on a specific committee is prohibited by the president or the Executive Board.

## **ARTICLE XII EXECUTIVE BOARD MEETINGS**

**Section 1.** The Executive Board shall meet at least four times a year. Additional meetings shall be held as needed and may be held via video conferencing sessions and/or other electronic means.

**Section 2.** Executive Board meetings may be called by the President or by a two-thirds majority poll of the Executive Board.

**Section 3.** A quorum shall exist when there is a majority of the Executive Board members in attendance.

**Section 4.** Membership shall be notified of the Executive Board meetings, in writing, at least fourteen (14) days prior to the meeting via electronic communication or other appropriate method.

**Section 5.** The Executive Board meetings shall be open to the membership.

## **ARTICLE XIII COMMITTEES**

### **Section 1. Standing Committees**

- a. Nominating Committee: chaired by the Past President, comprised of voting members, responsible for the nomination of the Executive Board and officers.
- b. Meeting/Planning Committee: chaired by the Executive Director, responsible for planning and implementation of the conference and quarterly meetings.
- c. Advocacy Committee: chaired by the President, responsible for maintaining communication with State legislators and other influential organizations.
- d. Membership Committee: chaired by Vice President, responsible for communication with superintendents regarding their districts' representation and with the designee.
- e. Development Committee: chaired by President, responsible for development of resources such as Best Practices, procedures, standards, collaborative support, and training.

### **Section 2. Special Committees**

- a. Shall be appointed by the President from the membership with approval by the Executive Board
- b. The chairperson of each committee shall be appointed by the President from membership

## **ARTICLE XIV LIAISONS**

**Section 1:** Liaisons may be invited to participate in Executive Board meetings but shall have no vote.

**Section 2:** MDE Liaison: Designated by the State Superintendent of Education to facilitate communication with the Mississippi Department of Education.

## **ARTICLE XV AMENDMENTS TO BYLAWS**

**Section 1.** Changes to these bylaws shall be submitted to the Executive Board for review. Upon two-thirds vote of the entire Executive Board approving the proposed change, the change shall be submitted for vote to the membership of the Association at the annual business meeting.

**Section 2.** Changes to these bylaws submitted for vote to the membership shall be ratified by a two-thirds vote of the members present at the annual business meeting.

## **ARTICLE XVI DISSOLUTION OF THE ASSOCIATION**

**Section 1.** The act of dissolution of the Association shall be considered an amendment to this constitution and can be enacted only by the procedures specified herein for adoption on an amendment, except as prescribed below.

**Section 2.** A declaration of insolvency, adopted by a two-thirds majority of the Executive Board, shall constitute dissolution three months thereafter unless challenged and successfully overruled by a majority vote of a quorum of the members.

**Section 3.** Notification of the insolvency statement must be given to the entire membership at least two months prior to the dissolution.

**Section 4.** Failure to elect officers for two consecutive years shall automatically constitute the dissolution of the association. In the event that an Executive Board is not elected, the current Executive Board shall become the Interim Executive Board with the task of the dissolution or revitalization of the association.

**Section 5.** Upon dissolution, the financial assets and material assets convertible to financial assets shall be disbursed by a prior designated fiscal agent as a charitable donation to be contributed to a nonprofit organization or government organization designated by the Executive Board or Interim Executive Board. Upon dissolution, non-convertible material assets shall be contributed to organizations exempt under Section 501 (c) (3) of the Internal Revenue Code.