

# ODLA Bylaws

Revised and adopted ~~September 25, 2001~~

## ARTICLE I

### Purpose

**Section 1. Purpose.** The principal purpose of the Association shall be to promote the development and application of distance learning to education and training, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation laws of Oklahoma.

**Section 2. Principal Office.** The principal office for the transaction of the business of the Association is the Office of the President. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another.

**Section 3. Other Offices.** The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Association is qualified to do business or where the business of the Association may require.

## ARTICLE II

### 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 the Board of Directors based on recommendations from the Finance Committee. ~~Membership year shall be one calendar year beginning upon the first day of the month dues are received and ending upon the last day in the month preceding the anniversary of dues receipt. All dues are annual and payable by July 1, each year for a membership period of July 1 to June 30. Delinquent members shall be notified at least twice in writing or by email not later than August 15, and if dues are not paid on or before October 31, they shall be dropped from the roster of active members. Approved 10-0 vote~~

**Section 2. Prerequisite to Participation.** Participation as an officer, committee member, or voting member in the Oklahoma 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 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 Secretary shall give the

date and place of any such special membership meeting 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 1915 Revised Edition of Robert's Rules of Order.

**Section 6. Quorum.** At designated meetings of the membership, a quorum shall consist of five percent (5%) of the total membership.

### ARTICLE III

#### Board of Directors

**Section 1. Number, Tenure, and Qualifications.** The Board of Directors shall consist of the President, President Elect, Past President, Secretary, Treasurer, Presidents Emeritus, if any, and ten (10) Directors who shall be elected ~~at large~~ in accordance with the provisions of these Bylaws. The members ~~at large~~ shall be nominated and elected in accordance with the procedures for nomination and election of officers established by Article IV, Sections 2 and 3 of these Bylaws. Directors shall be elected for a term of three (3) 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. (Article IV, Section 2) Directors may succeed themselves.

**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 mailed, faxed, or otherwise electronically delivered to the members of the Board of Directors 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 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 1915 Revised Edition of Robert's Rules of Order.

**Section 5. Quorum.** A 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. The absence of Presidents Emeritus shall not count against the constitution of a quorum.

~~**Section 6. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled with a person in the same representative category by the affirmative vote of a majority of the remaining~~

~~directors. A director elected to fill a vacancy shall be elected for the remaining term of his/her predecessor in office.~~

**SubSection 16. Nonparticipation.** A Director who does not participate in two consecutive board meetings as recorded by the Secretary in the meeting minutes will may be asked by the President to affirm his/her interest in continuing to serve. With support of the Executive Committee, the President may ask a Director to resign from the Board upon his/her third absence from an official meeting during a term of office.

**SubSection 27. Resignation.** A Director who desires to resign his/her position must submit a letter of resignation to the President.

**SubSection 38. Re-Affirmation.** Prior to preparation of the ballot going to the general membership each year, the Nominations and Elections Chair shall confirm with each director holding an un-expired term his/her desire to continue serving in that position.

**Section 69. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled with a person in the same representative category by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the remaining term of his/her predecessor in office.

**Section 7910. 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 IV

### Officers & Directors

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

**Section 2. Nomination.** At least 90 days prior to the annual membership meeting, the President shall call for nominations for Directors and officers from the standing Nomination and Election Committee. It shall be the responsibility of such committee to nominate at least one (1) qualified member in each category, as defined in the Constitution, to stand for election for each office to be voted upon. Each nominee shall have indicated to the Committee a willingness to stand for election and to serve if elected. The nominations of the Nomination and Election Committee shall be submitted in writing to the Board of Directors for approval at least 60 days 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 45 days prior to the Annual Membership meeting, of those nominated for office. Members in good standing shall have the option to nominate officers

or directors by petition. Such petition shall include the signatures of at least 30 members in good standing along with the names and proposed office of those to be nominated and shall be presented to the Board at least twenty (20) days prior to the Annual Membership Meeting. The Secretary shall validate the authenticity of such petition. If a valid petition is presented, the names shall be placed on a ballot and an election will occur at the Annual Membership meeting. If no petition is received within the time allowed, nominations shall cease and those persons nominated shall be declared elected upon ratification by the membership at the Annual Membership meeting.

The President shall serve for one (1) year. The President Elect shall be elected for a three (3) year term, the first year to serve as President Elect, the second year to succeed automatically to the office of President, the third year to serve as Past President. The Secretary and Treasurer shall be elected for two (2) year terms in alternate years, resulting in staggered terms of office. All new officers shall assume their respective positions immediately following the close of the annual regular meeting of the membership, and shall continue in office until their successors are elected and qualified. Presidents Emeritus shall be elected to the Board of Directors upon nomination and confirmation by a majority vote of the Board and shall serve on the Board for life. For consideration as President Emeritus, an individual must have completed a term as President of the organization.

**Section 4. Vacancies.** Should any office become vacant, the Board of Directors shall appoint a member to complete the remaining 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 remaining term of his/her predecessor and his/her elected term.

**SubSection 15. Nonperformance.** An Officer who does not perform his/her duties will be asked by the President to affirm his/her interest in continuing to serve. If nonperformance of duties by the Officer continues, the President, with support of the majority vote of the Executive Committe may ask that Officer to resign from his/her position for nonperformance of duties. In the event the nonperforming officer is the President, the Executive Board of Directors will ask the President to affirm his/her interest in continuing to serve. Executive Director, with the support of By a the majority vote, of the Board of Directors, may then ask the President to resign for nonperformance of duties.

**SubSection 26. Resignation.** An officer who desires to resign his/her position must submit a letter of resignation to the President. In the event the President desires to resign his/her position, he/she must submit a letter of resignation to the Executive DirectorPresident Elect.

#### **Section 57. Duties of Officers.**

**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.

**President Elect.** The duties of the President Elect shall be to serve as Executive Officer in the President's absence. The President Elect shall serve on 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.

**Past President. Upon completion of his/her term as Executive Officer, the President 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 conduct the election of officers and directors at the Annual Membership Meeting and may shall serve as Liaison to the Standing Committees. a Liason, with Board approval.**

**Secretary.** The duties of the Secretary shall be to keep records of the Association's activities, to forward to the ~~Executive Director~~ Past President copies of all committee reports for archival, to certify the membership to the Board of Directors, and to function as parliamentarian for the meetings of the Board of Directors and for the annual meetings of the membership. At each meeting of the Board, the Secretary shall also provide a report of activities undertaken on behalf of the Association by members of the Executive Committee or any other Board-appointed special or ad hoc committees currently in service.

**Treasurer.** 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 Oklahoma Distance Learning Association in a financial institution approved by the Board of Directors. The Treasurer shall 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 make available to the Chairperson of the standing Finance Committee a monthly report detailing all activity on the accounts of the Association. 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 designated by the Board of Directors in preparing any filings for Federal, State, or City taxes.

**Section 68. Compensation.** Members of the Board of Directors shall receive no compensation for their services to the Association.

## ARTICLE V

### Committees

**Section 1. Standing Committees.** There shall be Standing Committees on Communication, Legislation, Membership, Professional Development, Recognition, Events, Nomination and Election, ~~and~~ Finance and Budget, and Technology Awareness. The Chairperson of each

Standing Committee 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 Secretary prior to the annual meeting of the Association. The Chairperson shall provide copies of all official correspondence undertaken on behalf of said Committee to the ~~Executive Director~~Secretary for archival purposes.

**Subsection 1. Nomination.** Members of the Association may be nominated to a Standing Committee by:

- a. informing the Board of Directors of an interest in serving on a specific Committee or,
- b. having their name submitted to the Board of Directors by another member of the Association. Nominees for Standing Committees shall be approved by the Executive Committee.

**Subsection 2. Committee Leadership.** The Chairperson of each Standing Committee shall be determined by majority vote of the Committee at the Annual Business Meeting.

**Subsection 3. Removal.** A member of a Standing Committee may be removed by a vote of the Board of Directors upon submission of a recommendation for such action by a majority of the Committee.

**Section 2. Communication.** The Communication 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 Oklahoma Distance Learning Association. ~~Within the Communication Committee the following subcommittees are set forth to perform the various work aspects of the Committee:~~

~~**Subsection 1- Section 3. Legislation.**~~ The Legislation ~~Subcommittee~~Committee shall keep the membership ~~apprised~~appraised 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.

~~**Subsection 2- Section 4. Membership.**~~ The Membership ~~Subcommittee~~Committee shall assist the Past President and the Secretary in maintaining accurate records of the membership, and shall, in all appropriate ways, urge those eligible to become members of the Association.

~~**Subsection 3- Section 5. Professional Development.**~~ The Professional Development Subcommittee shall promote the professional development of the membership.

~~**Subsection 4- Section 6. Recognition.**~~ The Recognition ~~Subcommittee~~Committee shall designate those persons who shall be honored by the Association as directed by policies set by the Board.

**Section 37. Events.** The Events Committee shall plan, organize, and conduct conferences and any other special activities which the organization hosts or in which it participates. The

Committee shall recommend to the Board for approval dates and sites for such activities. Board members may serve as chair.

~~**Subsection 5: Technology Awareness.** The Technology Awareness Subcommittee shall keep the membership abreast of issues related to technology and its infrastructure. The Committee shall maintain a database of technology resources within the membership of the organization for reference and use of the members.~~

**Section 28. Nomination and Election.** The Nomination and Election Committee shall conduct the Election of Officers and Directors as set forth in the Constitution and Bylaws. The committee chair shall serve for one year and may not succeed himself or herself. ~~A member of the Board shall be appointed by the President to serve as ex officio member for a term of one year and may not succeed himself or herself.~~

~~**Section 3. Events.** The Events Committee shall plan, organize, and conduct conferences and any other special activities which the organization hosts or in which it participates. The Committee shall recommend to the Board for approval dates and sites for such activities. Board members may serve as chair.~~

**Section 49. Finance and Budget.** The Finance and Budget 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.

~~**Subsection 5: Section 10 Technology Awareness.** The Technology Awareness SubCCommittee shall keep the membership abreast of issues related to technology and its infrastructure. The Committee shall maintain a database of technology resources within the membership of the organization for reference and use of the members.~~

**Section 511. Other Committees.** The Board of Directors may propose the creation of additional Standing Committees or Subcommittees by a majority vote of the Board and shall state the purpose and responsibilities of the Committee/Subcommittee for inclusion in the Minutes of the Association. The Board shall initiate an Amendment to revise the Bylaws for inclusion of such a Committee/Subcommittee that shall be voted upon at the subsequent membership meeting. The Chair, term, and initial members of the new Committee/Subcommittee shall be recommended by the President and approved by the Board.

**Section 612. 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 members 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 VI

### Finances

**Section 1. Budget.** The annual budget of the Association for the upcoming fiscal year shall be submitted to the Board of Directors for consideration no later than November 15 for approval by the Board of Directors no later than December 31. The Executive Committee of the Board shall have oversight of the approved budget and shall verify ~~before payment that all expenditures are in accordance with the budget. The Executive Director~~ Finance Finance and Budget Committee shall assist the Treasurer in maintaining accurate records of all financial transactions and in carrying out the routine business of the Association.

**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 specified monthly sum without further 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 personally liable for the obligation.

## ARTICLE VII

### Amendments

**Section 1. Initiation of Amendment.** Amendments to these Bylaws may be initiated by the Board of Directors, by a Committee authorized by the Board of Directors, or by a petition signed by five percent (5%) of the membership directed to the Board of Directors setting forth the proposed Amendment.

**Section 2. Adoption.** An Amendment initiated as provided in Section 1 above may be adopted by a majority vote of all the members present and voting at any regular or special meeting of the membership where there is a quorum present.

Add new article:

## Article VIII --- Conflict of Interest

### Section 1. ODLA Board Member Conflict

Subsection 1. ODLA Board members may not have a personal financial or personal interest in the outcome of the decisions made by the ODLA Board members. An ODLA Board member must recuse him/herself from ~~may not discuss~~ discussing, recommending, or voting on ~~any~~ providing a contract for products or service to with an organization from which ~~with which the ODLA Board member serves on that~~ members organizations Board of Directors, by which he or she is compensated, or with which he or she has any past, present, or known future relationship that could cause a reasonable person to conclude that the ODLA member could not be unbiased in making decisions receives compensation.

**Subsection 2.- ODLA Board members may not vote in matters where immediate family members are receiving personal financial compensation from an organization paid to provide products or services.meet any of the criteria outlined in the preceding paragraph.**

*The term "immediate family member" includes a member's spouse, son, son-in-law, daughter, daughter-in-law, mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, aunt, uncle, niece, nephew, step-parent, stepchild, grandparent, grandchild, step/half brother, and step/half sister.*