

# Bylaws of the Educational Technology Collaborative

Adopted January 24, 2024

## ARTICLE I Name

The name of the association shall be the Educational Technology Collaborative (hereinafter referred to as "ETC").

## ARTICLE II Mission

The mission of ETC is to provide leadership and a forum for information exchange to the providers of media content, academic technology, and support for quality teaching and learning at institutions of higher education. Specifically, ETC shall:

1. Advocate the accessibility and effectiveness of educational media, technology, and pedagogy.
2. Provide leadership for the effective implementation and management of instructional technology in higher education.
3. Foster cooperative efforts among colleges and universities and other institutions, agencies, foundations, and organizations in the solution of mutual problems.
4. Gather and disseminate information about educational, professional, and operational issues, including statistics important to the profession.
5. Develop and provide programs and services that will enable members to most effectively support the missions of their institutions.
6. Provide professional development opportunities for members.
7. Inspire, generate, and coordinate research and scholarship that advances the mission of ETC.

## ARTICLE III Amendments or Revisions

### Section 1. Procedure.

These Bylaws may be amended at any regular meeting of ETC by a two-thirds vote of eligible members in attendance, provided that the amendment(s) or revision(s) are submitted to the full membership at least thirty days prior to the regular meeting at which the vote is called.

### Section 2. Ballot.

A ballot may be ordered by the Board of Directors or by affirmative vote of two-thirds voting eligible members at any meeting at which a Bylaws amendment is legally open to be voted upon. If a ballot is ordered, non-substantive changes to the proposed amendment may be made with an affirmative vote of two-thirds voting eligible members present at the time the changes are proposed.

### Section 3. Continuation.

The Bylaws shall be reviewed by the Board at least at five-year intervals from the day of adoption.

## ARTICLE IV Membership

### Section 1. Types of Membership.

The types of membership shall be Institutional, Corporate, Associate, and Life.

### Section 2. Eligibility and Privileges.

- Institutional Membership.** Any institution of higher education with support units for media, instruction, presentation, or information technologies. Institutional members shall be entitled to all the privileges of membership.
- Corporate Membership.** Any firm, corporation, foundation, or other commercial or philanthropic enterprise, whose business or other activity is in support of the purposes and objectives of ETC. Corporate members shall be entitled to all the privileges of membership.
- Associate Membership.** An organization or individual not otherwise eligible for Institutional or Corporate membership. Qualifications and privileges of an Associate member shall be determined by the Board of Directors.
- Life Membership.** The Board of Directors may, by majority vote, grant Life Membership to a retiring, past, or current member of ETC who has made significant contributions to the association. A Life member shall be entitled to all the privileges of membership.

### Section 3. Application for Membership.

The application process for memberships or nominations for Life membership shall be determined by the Board of Directors.

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## ARTICLE V Officers

### Section 1. Enumeration.

The officers of ETC shall be President, President-Elect, Immediate Past President, Secretary, and Treasurer.

### Section 2. Duties.

These Officers shall perform the duties prescribed by the parliamentary authority adopted by ETC and by these Bylaws as follows:

- i. The President shall:
  - a. Preside at all meetings of ETC and the Board.
  - b. Function as the chief administrative officer and official representative of ETC.
  - c. Appoint all committees and their chairs as specified within these Bylaws.
  - d. Execute other duties as determined by the policies of the Board.
- ii. The President-Elect shall:
  - a. Assume the duties of the President in the absence of the President.
  - b. Assist the President.
  - c. Execute other duties as determined by the policies of the Board.
- iii. The Immediate Past President shall:
  - a. Advise the Board of Directors.
  - b. Assist the President.
  - c. Execute other duties as determined by the policies of the Board.
- iv. The Secretary shall:
  - a. Working with the Executive Office, ensure minutes accurately reflect the business of all meetings of the Board of Directors and the general membership.
  - b. Working with the Executive Office, ensure the Policies and Guidelines are updated in a timely manner.
  - c. Execute other duties as determined by the policies of the Board.
- v. The Treasurer shall:
  - a. Chair the Finance Committee.
  - b. Approve disbursements, account for, and report about the funds of ETC as outlined by Board policy.
  - c. Coordinate and monitor the activities provided for in the budget.
  - d. Execute other duties as determined by the policies of the Board.

## ARTICLE VI Board of Directors

### Section 1. Composition.

The Board of Directors shall consist of eleven Directors and the Executive Director.

### Section 2. Selection and Tenure.

- i. The office of President is a three-year term:
  - a. The first year is as President-Elect, after which the President-Elect shall serve a second year as President, and a third year as Immediate Past President.
- ii. The Treasurer and Secretary shall be elected for two-year staggered terms.
- iii. Four of the Directors shall be elected for two-year staggered terms by and from the Institutional and appropriate Life membership.
- iv. Two of the Directors shall be elected for two-year staggered terms by and from the Corporate and appropriate Life membership.
- v. These Directors shall be chosen by ballot.
- vi. The Executive Director shall be an ex-officio, non-voting member who is appointed by, and serves at the direction of, the elected Board of Directors.
- vii. The term of all Directors, with the exception of the Executive Director, shall begin on July first.

### Section 3. Eligibility.

- i. The elected Directors shall be members in good standing.

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- ii. No member shall hold more than one elected position at a time.
- iii. No member shall be eligible to serve more than two consecutive terms in the same office.
- iv. No more than two elected Directors shall be affiliated with the same institution.
- v. No more than one elected Director may be from the same corporate organization.

## Section 4. Vacancies in Elected Offices.

- i. Should a vacancy occur in the office of President, the President-Elect shall fill the vacancy.
- ii. A special election shall be conducted to fill a vacancy in the office of President-Elect.
- iii. Any other vacancy shall be filled in accordance with Article X Section 6 of these Bylaws.

## Section 5. Duties.

- i. The Directors shall
  - a. Serve as liaisons to their constituents and to the community at large.
  - b. Accept special assignments and Board of Directors' projects.
  - c. Chair committees and task forces as requested by the President or the Board.
- ii. The Board of Directors shall
  - a. Manage or direct the business and affairs of ETC.
  - b. Fix the time and place of meetings.
  - c. Make recommendations to the membership of ETC.
  - d. Designate the site of the Executive Office of ETC.
  - e. Appoint the Executive Director.
  - f. The Board of Directors may secure legal counsel, and establish, govern, and place funds in a foundation.
  - g. Shall perform such other duties as are specified in the Bylaws.

## Section 6. Meetings.

The Board of Directors shall:

- i. Meet electronically on a regular cadence.
- ii. Hold at least three in-person meetings each year, when possible., one of which shall be at the time and place of the annual meeting.
- iii. Special meetings of the Board of Directors may be called by the President and shall be called upon petition of three members of the Board of Directors.

## Section 7. Quorum.

- i. At any regular or special meetings of the Board of Directors, a simple majority of the voting Board of Directors' members in office shall constitute a quorum.
- ii. The quorum, once established, shall be assumed to be present until the meeting is adjourned.
- iii. An affirmative vote of a majority of the quorum shall be required for the adoption of any motion.
- iv. Each board member shall have the option of voting consistent with the parliamentary authority adopted by the Board.

## **ARTICLE VII Executive Director**

The Executive Director, working at the discretion of the Board of Directors shall:

- i. Provide direction and leadership toward the achievement of the organization's core values, mission, goals, and objectives.
- ii. manage the daily operations of the ETC Executive Office.
- iii. provide oversight on all ETC communication and publications.
- iv. provide oversight of financial transactions and records.
- v. provide broad planning, execution, and coordination of the annual conference.
- vi. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors and all committees and working groups.

## **ARTICLE VIII Meetings**

### Section 1. Regular Meetings.

- i. The annual meeting of ETC shall be held at such time, place, and manner as fixed by the Board of Directors, and shall be for the purpose of receiving reports of officers and committees, and for any other business that may arise.

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- ii. Additional meetings of ETC may be held at such time and place as fixed by the Board of Directors.
- iii. Notice of such meetings shall be sent to each member at least thirty days before the time appointed for the meetings.
- iv. All notices of meetings shall set forth the manner, place, date, time, and purposes of the meetings.

## Section 2. Composition and Privileges.

- i. All members in good standing, their families, program participants, and invited guests are eligible to attend ETC meetings.
- ii. All members in good standing may propose motions and participate in discussion at all meetings of the membership, but only Institutional, Corporate, and Life members in attendance shall have the right to vote.

## Section 3. Special Meetings

Special Meetings:

- i. May be called by the President or by the Board of Directors.
- ii. Shall be called by the President upon the written petition of seventy-five Institutional, Corporate, or Life members of ETC.
- iii. Notice of such special meetings shall be sent to each member at least thirty days before the time appointed for the special meeting, and only business specified in the notice shall be transacted at the meeting.

## Section 4. Quorum.

For regular and special meetings of the membership of ETC, the Institutional, Corporate, and Life members present shall constitute a quorum for the transaction of business.

## **ARTICLE IX Committees**

All Committees shall regularly report their activities to the Board. All Committees shall have charters established and approved by the Board.

### Section 1. Executive Office Management Committee (EOMC).

Executive Office Management Committee (EOMC) voting members shall be composed of:

1. Past President (Chair)
2. President
3. Treasurer
4. At least 1 representative from the Institutional membership
5. At least 1 representative from the general membership

The EOMC shall:

- i. Provide oversight, accountability, and review of the activities of the executive office.
- ii. Make recommendations concerning the executive office to the Board of Directors.
- iii. In the event of a vacancy in the position of Executive Director the Executive Office Management Committee shall act as a whole as Interim Executive Director.

### Section 2. Finance Committee.

Finance Committee voting members shall be composed of:

1. Treasurer (Chair)
2. One Director
3. Three (3) members of the general membership

The Finance Committee shall:

- i. Prepare a budget for each fiscal year. The fiscal year shall run from July first through the succeeding June thirtieth.
- ii. Shall submit the budget to the Board of Directors for approval.
- iii. The Finance Committee may from time to time submit supplements to the budget for the current fiscal year.

### Section 3. Election Committee.

Election Committee voting members shall be composed of:

1. Immediate Past President (chair)
2. One Institutional member
3. One corporate member
4. One member from the general membership

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The Election Committee shall:

- i. Recruit, qualify, and nominate candidates for all elected offices.
- ii. Assess the conduct of the election process and ensure the process is carried out fairly and based on the procedures established.

## Section 4. Ethics Committee

An Ethics Committee shall be created consistent with Article XII of these Bylaws.

## Section 5. Other Committees.

Other committees or groups may be chartered by the Board of Directors as outlined in the policies of the Board, to carry on the work of ETC. Those so appointed shall serve at the pleasure of the Board of Directors and committees may be dissolved at any time.

## **ARTICLE X Nominations and Elections**

### Section 1. Nominations.

- i. Nominations for offices to be filled by election shall be made by the Election Committee.
- ii. The Election Committee shall contact each person whom it wishes to nominate to detail the responsibilities of the position, obtain their acceptance of the nomination, and assurance that they will serve in the office if elected.

### Section 2. Time of Election.

- i. The Election Committee shall present the slate of directors to the membership at a time prescribed by Board policy.
- ii. Voting shall take place within thirty days following the presentation of the slate.
- iii. The results shall be reported by the Executive Director to the candidates and the General Membership.
- iv. Directors shall take office on July first following the election.

### Section 3. Ballots.

- i. There shall be a separate ballot for each office to be filled.
- ii. A candidate may be nominated for more than one office.
- iii. Ballots shall be counted in the following sequence: first for President-elect, second for Secretary or for Treasurer, and last for Directors.
- iv. When a candidate is declared to be elected to an office, their name shall be deleted from subsequent ballots.

### Section 4. Electronic Voting.

Ballots may be made available electronically provided procedural rules related to the conduct of electronic voting are established by the Election Committee and approved by the Board of Directors.

### Section 5. Preferential Voting Procedure.

A preferential vote shall determine election and shall be administered as follows:

- i. The ballot shall list alphabetically nominees for the office and shall provide space for write-in candidates.
- ii. The voter shall be asked to indicate the order in which they prefer the candidates for the office.
- iii. The votes shall be counted by arranging the ballots according to the indicated first preferences.
- iv. If a candidate receives a majority of the votes cast, the candidate shall be declared elected.
- v. If no candidate receives a majority of the votes cast, the least popular candidate is eliminated, and each of their ballots is redistributed according to the next preferred candidate on each ballot, until one candidate receives a majority of the votes cast, or in the case of Directors, until the most preferred candidates remain for the vacant seats.
- vi. In the event of a tie, the election shall be resolved in favor of the candidate that was strongest in terms of first choices.

### Section 6. Vacancies.

- i. If a current Director is elected to another office before the end of their term or is otherwise unable to fulfill the term, the resulting vacancy shall be filled by the candidate from the most recent ballot who received the next-most votes and who has the qualifications to fulfill the vacant position.
- ii. Other vacancies shall be filled by the same next-in-line method for the seat which was vacated, as long as the required qualifications are met.
- iii. Should the next-in-line candidate decline or is otherwise unavailable, or if there is no next-in-line candidate, the Board may fill the vacancy by special election or appointment by the Board.

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## **ARTICLE XI Parliamentary Authority**

The Board shall determine by policy what parliamentary authority shall govern ETC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order which ETC may adopt.

## **ARTICLE XII Professional Conduct**

The ETC Professional Code of Conduct and the process by which complaints are handled shall be determined by the Board of Directors and shall be published to the public and general membership.

### Section 1. Adherence.

Adherence to ETC's Professional Code of Conduct shall be a condition of membership and attendance at any ETC event.

### Section 2. Ethics Committee

The Executive Director shall convene an Ethics Committee when the need arises for an issue to be addressed or at the direction of the Board. The Ethics Committee shall be composed of members as outlined in the policies of the Board.

### Section 3. Action on Violations.

The Board policies will create a process by which violations of the Code of Conduct will be heard and resolved. The decision reached through the process determined by the Board shall be considered final.