



BYLAWS

of the

Association of Computer Technology Educators of Maine

ARTICLE I NAME

The Association of Computer Technology Educators of Maine (ACTEM) shall be the name of the Association, also to be referred to throughout this document as the "Association."

ARTICLE II PURPOSE AND MISSION OF ASSOCIATION

The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purpose and mission to be promoted or carried out by the Association are as follows:

The purpose and mission of the Association of Computer Technology Educators of Maine is to enhance and influence education in Maine through the use of technology.

ARTICLE III MEMBERSHIP

Section 1. DUES

At the annual meeting, the membership shall establish the dues schedule for the coming year. Current dues will be posted on the ACTEM Website. The membership and dues year shall run from July 1 to June 30.

Section 2 - VOTING

- A. Each individual member in good standing will be entitled to one vote on each matter submitted to a vote of the members. No other classes of members shall have any voting rights.
- B. Voting may be conducted at meetings and/or via email as decided by the Executive Board.

Section 3 - MEMBERSHIP CLASSES

- A. Individual Membership
 - a. Individual Membership is open to any Maine educator supportive of the Association's mission and who pays dues as determined by the Board of Directors.
- B. Complimentary Membership
 - a. Complimentary Memberships apply to ACTEM officers.
 - b. Associated annual membership dues are waived.
- C. Lifetime Membership
 - a. Lifetime Memberships apply to ACTEM past presidents and the John Lunt Friend of Technology award recipients.
 - b. Associated annual membership dues are waived.
- D. Retired Membership

- a. Retired memberships are open to any former individual members who have retired and wish to remain active members of ACTEM.
 - b. Eligibility for software purchasing benefits may be restricted by vendor rules and regulations.
 - c. One-time membership dues.
 - d. They will receive the quarterly newsletter until they notify ACTEM that they no longer wish to receive it.
- E. Institutional Membership
- a. Institutional membership is open to nonprofit and governmental institutions such as schools, school districts, public libraries, or section 501(c)(3) organization[RHL2] having educational purposes.
 - b. Institutional members may take advantage of our purchasing program depending on what vendor agreements allow.
- F. Corporate/Vendor Membership
- a. Corporate/Vendor membership is open to any business entity that wishes to support the Association's mission.
- G. Eligibility
- a. Determination of eligibility, if in question, shall be resolved by a majority vote of the Executive Board.

ARTICLE IV OFFICERS AND EXECUTIVE BOARD

Section 1 - OFFICERS and EXECUTIVE BOARD

- A. All officers and executive board directors will be individual members or retired members in good standing. If an officer or executive board director's status changes during his/her/their term and no longer meets these criteria, the director may finish out the current term.
- B. The Executive Board shall consist of a minimum of three (3) and a maximum of twenty-one (21) individuals and shall include the Officers.
- C. The Executive Board directors shall be elected by a vote of the directors and each director shall serve for a term of three years or until his or her successor is elected.
- D. The officers of the association will be a President, Vice President, Secretary, and Treasurer.
- E. The officers and chairs of standing committees, collectively, will be called the Executive Board.
- F. The Executive Board will:
 - a. Implement policy
 - b. Fill officer vacancies (except for the Presidency) that may occur between annual meetings,
 - c. Transact all business not otherwise provided for, and make all necessary financial decisions to maintain programs adopted by the membership.
- G. Executive Board decisions will be made by majority vote unless otherwise specified in these Bylaws. No director shall have more than one vote.
- H. Conflicts of Interest: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:
 - a. Fully disclose the nature of the interest and
 - b. Withdraw from the discussion, lobbying, and voting on the matter.
 - c. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is fair and equitable to the corporation to do so.
 - d. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 2 - ELECTION, TERMS OF OFFICE

- A. The President, Vice President, Secretary, and Treasurer will hold elected offices.
- B. The Executive Director position is appointed by the Executive Board. The Executive Director is a non-voting member of the Executive Board. The Executive Director serves at the direction of the Executive Board.
- C. Officers of ACTEM will be elected at the last membership meeting of the current fiscal year and will serve a three-year term.
- D. Removal - A Director or Officer may be removed if she/he/they have committed or engaged in any act or omission or practice which, in the sole discretion of the Board of Directors, has been or would be detrimental to the best interests of the Association. Said removal shall occur at any meeting of the Board of Directors, and upon a two-thirds (2/3) vote of those disinterested Directors present in person. The Director or Officer considered for removal shall be given at least five days written notice of the proposed removal, as well as an opportunity to be present and to be heard at said meeting. An Officer may be removed from only his or her Officer position, or from both the Officer position and the Board.
- E. Resignation - Any officer or Board director may resign from office at any time by delivering a resignation in writing to the Board.
- F. Vacancies - Any newly created board directors and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the board then in office. An officer or board director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

ARTICLE V DUTIES OF OFFICERS

The officers of the Association shall form an Executive Committee that will have the authority to handle the business of the Association between meetings of the Board of Directors.

Section 1 - PRESIDENT

- A. The President will be the chief executive officer of the organization and will, in general, supervise and control all of the business and affairs of ACTEM.
- B. The President will schedule all meetings and identify their location.
- C. The President will preside at the meetings of the Board and meetings of the members and will perform all duties incident to the office of President.

Section 2 - VICE PRESIDENT

- A. In the absence of the President, the Vice President will perform the duties of the President.

Section 3 - SECRETARY

- A. The Secretary will keep minutes of the meetings of the Board and of the members, see that all notices are duly given in accordance with the provisions of these bylaws, and in general perform all duties incident to the office of Secretary.

Section 4 - TREASURER

- A. The Treasurer will be a member of the ACTEM Finance Committee along with the President & Vice President.
- B. The official bank statement(s) of ACTEM financial accounts will be emailed directly to the Treasurer for review.
- C. The Treasurer will communicate with the Executive Director regarding ACTEM financial matters.
- D. The Treasurer will ensure that the Executive Director has filed all necessary tax, non-profit, and corporate reports and that all customary internal controls are followed.

Section 5 - EXECUTIVE DIRECTOR

The executive director shall:

- A. Serve as a non-voting member of the Board and of the Executive Committee
- B. Be responsible for the association's day-to-day activities.
- C. Be responsible for implementing the goals, policies, and mission statement of the Association.
- D. Be accountable directly to the ACTEM board and Executive Board.
- E. Assist in the administration and governance of the Association.
- F. Handle day-to-day financial transactions of the Association
- G. Assist members with their needs.
- H. Assist in planning professional development workshops, conferences, business meetings, and all related professional development activities.
- I. Promote and advocate the Association's mission, goals, and positions with Maine educational organizations and the State Department of Education.
- J. Develop and maintain the Association library of resources and records.
- K. Perform other duties as appropriate and assigned by the Executive Committee.
- L. Receive a salary for executing his/her duties as determined by the Executive Board in an annual review.
- M. Receive a percentage of profits from sales of items included in our purchasing consortium program.

Section 6. EXECUTION OF DOCUMENTS

- A. All contractual documents to be executed by the Corporation including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the President, Vice President, or the Executive Director on behalf of the Corporation, or as stated by specific resolution of the Board of Directors.

ARTICLE VI AFFILIATIONS

- A. ISTE
 - a. ACTEM is the State of Maine affiliate of the International Society for Technology in Education, a nonprofit organization that works with the global education community to accelerate the use of technology to solve tough problems and inspire innovation.
- B. Other Affiliations
 - a. ACTEM may form affiliations with other educational technology organizations that complement our mission as determined by the Board of Directors (EX: NEISTE, CoSN, METDA).

ARTICLE VII MEETINGS

Section 1. ANNUAL MEETINGS

- A. At least one meeting of the members will be scheduled annually.
- B. The last scheduled meeting of the fiscal year will be designated as the Annual Meeting.
- C. Officers will be elected at the annual meeting.
- D. A year-to-date report will be prepared by the Executive Director and made available at the Annual Meeting.
- E. The schedule of meetings for the coming year will be established at the Annual Meeting.

Section 2. REGULAR MEETINGS

- A. Regular meetings of the members will be held as determined by the membership for the purpose of transacting business.

Section 3. SPECIAL MEETINGS

- A. Special meetings of the members may be called either by the President, another officer, or not less than one-tenth of the members.
- B. Special meetings of the directors may be called either by the President, another officer, or not less than one-third of the directors.
- C. The person(s) requesting the special meeting shall fix the date, time, and place thereof, although such date, time and place shall be reasonable and convenient for the other directors and/or members to the greatest extent practicable.

Section 4. NOTICE OF SPECIAL MEETING

- A. A notice stating the place, day, and hour of any special meeting will be posted on the ACTEM web site and emailed to each member no less than five nor more than forty days before the date of such meeting.
- B. The purpose for which a special meeting is called will be stated in the notice.

Section 5. QUORUM

- A. For membership meetings, a quorum is defined as at least one-tenth of the individual members present.
- B. For Board meetings, a quorum is defined as at least a majority of the directors present.

Section 6. FISCAL YEAR

- A. The fiscal year of ACTEM will begin on the first day of July and end on the last day of June in each year.

Section 7. BOARD OR COMMITTEE ACTION WITHOUT A MEETING

- A. Any action that might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) at least three quarters (75%) of the total number of Directors or of the committee members send written consents to the action to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors or committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting and shall have the same effect as a meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail. The provisions of this section 9 shall be deemed a "custom of the Corporation known generally to its members."

SECTION 8. CONFERENCE CALL MEETINGS

- A. Board directors and regular members may participate in any meetings of the Board or of the members electronically through the use of technology (conference telephone or video conferencing) by which all directors or members participating in the meeting can hear each other at the same time.

SECTION 9. PROXY VOTING

- A. There shall be no proxy voting at any meeting of the members or of the directors.

ARTICLE VIII AMENDMENTS

- A. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) majority of the voting members present at any meeting of the members, provided at

least five days written notice via newsletter or email is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE IX DISSOLUTION OF THE ASSOCIATION

- A. The Association is intended to exist in perpetuity, but in the event of dissolution of the Association or the termination of its activities, the assets of the Association remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X STANDING COMMITTEES

[Lawyer Comment: I would suggest replacing everything you have below in this Article X with the much simpler paragraph I've added here. There is no need to specify the committees in the Bylaws, and your committees will naturally evolve over time. The Bylaws are like your constitution, the overarching rules, and you don't have to have to change them every time you make a change to a committee. All of that detailed committee information can be put in a separate document. But I'd suggest keeping it out of the Bylaws.]

- A. The Board of Directors may, from time to time and for terms as they may see fit, establish committees as necessary for the smooth functioning of the Association. The President shall appoint committee members from among the members of the Board of Directors, members of the Association and non-members. Such committees shall be chaired by a Director of the Association. The chair of such committee shall fill any vacancies in committees. A majority of the members of such committee present in person shall constitute a quorum for the transaction of business, and the vote of a majority of all the members of the committee present in person shall be the act of the committee.
- B. Standing Committees may be created by a vote of the membership.
- C. Current standing Committees of ACTEM are:
- a. Awards & Recognitions
 - b. Professional Development
 - c. ACTEM Conference
 - d. Finance Committee

ARTICLE XI LIABILITY AND INDEMNIFICATION

The Association shall have the power to indemnify and, without formal action by the Directors or other persons, shall indemnify any Officer or Director, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including, without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Directors, such as members, employees, agents, or other persons acting for or on behalf of the Association may be made only upon the affirmative vote of the Board of Directors in specific instances. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, member, employee, or agent of the Association, or who is or was serving at the request of the Association as Director, Officer,

employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises, against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person.