

BYLAWS OF THE NORTHWEST COUNCIL FOR COMPUTER EDUCATION

I. Definition and Name

- A. These Articles will define and prescribe the fundamental governing principles for the organization to be known as the Northwest Council for Computer Education, herein referred to as the Council.
- B. The Council will be nonprofit in the sense that its members will not gain monetarily from membership other than through ordinary remuneration for services performed.

II. Purpose and Goals

- A. Purpose
 - 1. This corporation will be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation will be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).
 - 2. This corporation's primary purpose will be to promote and guide the educational use of computers and related technologies at all levels of education.
- B. Goals
 - 1. To participate in the coordination of activities relating to the instructional use of computers and related technologies.
 - 2. To promote equal opportunity for all students to enjoy the benefits and instructional enrichment afforded by computers and related technologies.
 - 3. To promote successful practices in the educational use of computers and related technologies.
 - 4. To promote standards of proficiency in the use of computers and related technologies for all educators.

III. Membership

- A. Membership is open to anyone or any organization having an interest in instructional uses of computers and subscribing to the basic tenets of the Council as proclaimed in these Articles.
- B. Two membership classes are recognized, with distinct privileges.
 - 1. Individual Memberships.
 - 2. Institutional Memberships held by nonprofit organizations.
- C. Membership classes may be sub categorized by will of the voting membership, consistent with these Articles.
- D. Membership and membership privileges are not in any way limited by race, creed, sex, or religious belief.

IV. Membership Privileges

- A. All members within a membership class claim identical privileges, except that the dues structure and registration fee schedules may reflect class sub categorization.
- B. Members will pay dues as established by the Board of Directors, and only persons and organizations that have paid dues according to currently established policy will be considered members in good standing at any given time. Annual dues are set by the Board of Directors, with the membership year being 12 months from the date of dues payment. If dues payment is included in conference registration, the membership year will begin on the first day of the conference and be either 12 months from the first day of the conference or up to the first day of the following year's conference (if there is a conference), whichever is longer; in no event will a membership year exceed 14 months.
- C. Individual Members, and only Individual Members, will have the right to vote in elections of officers and in all matters placed before the assembly at any General Meeting of the membership or through mailed balloting procedures.
- D. All meetings held, sanctioned, or sponsored by the organization, or by any committee, subgroup, or task force of the organization, are open to attendance by any member, pursuant to payment of established

registration fees and provided such attendance does not subvert the purpose of the meeting, except that total attendance limitations can be imposed by prior announcement when necessary to serve the purpose of the meeting.

- E. Other privileges of membership are as follows:
 - 1. Individual Members receive a copy of each Council publication. Institutional Members receive two copies of each Council publication.
 - 2. Institutional Members may designate one person to receive an Individual Membership.
 - 3. All members have mailing label privileges as described in Article XI.
- F. Additional privileges of membership, consistent with these Articles, will be conferred by either:
 - 1. The voting membership, via changes to the Bylaws or
 - 2. The Board of Directors, consistent with the Bylaws.

V. General Meetings

- A. The membership will be given prior notice of the time, place and purpose of each General Meeting of the membership by mail at least one month prior to the date of a General Meeting.
- B. For the purposes of conducting business at a General Meeting, a quorum will be defined to consist of at least 10 Individual Members. No formal action, other than adjournment, may be taken in the absence of a quorum. Once an initial quorum is established, adjournment is not mandatory if the quorum is subsequently lost.
 - 1. The quorum requirements quoted herein are to be construed as minimums. More stringent requirements may be imposed by the voting membership.
 - 2. Failure to achieve a quorum at a General Meeting at which officers are to be nominated is cause to require the President immediately to schedule another meeting for that purpose between four (4) and eight (8) weeks hence, and to continue to do so until a quorum is achieved or the President's term expires.
- C. An Annual General Meeting will be held during each operating year of the organization for the purpose of making nominations for officers, setting or changing policy for the coming year, and conducting other business as those present deem appropriate. The place and time of the Annual General Meeting will be designated by the Board of Directors and in the absence of such designation will be Portland, Oregon, on the second Saturday of February.
- D. Other General Meetings may be called by order of the President, President-Elect or Immediate Past-President (whichever office is currently filled due to election cycle), Executive Secretary -Treasurer, or by order of petition bearing the signatures of Individual Members in a number in excess of that required for a quorum at the called meeting.
- E. Any business relevant to the purpose of the organization and concordant with existing law and statute and these Articles may be conducted at any General Meeting except that officers may not be elected nor recalled.
- F. With the exceptions noted, any and all authority vested in the voting membership through these Articles may be delegated by its will to a designated officer or officers of the organization. The exceptions are
 - 1. The election of elected officers.
 - 2. The recall of elected officers.
 - 3. Amendment of these Bylaws.
 - 4. Dissolution of the organization other than as specified in Article XI.

VI. Officers

- A. Officers and officer candidates must be members in good standing of the Council.
- B. Officers may be either elected or appointed according to the will of the voting membership, except as prescribed in these Articles.
 1. Geographic balance will be maintained on the Board of Directors, insofar as possible.
 2. A balance of members' interests consistent with the stated purpose of Article II will be maintained.
 3. A term of office may not be set which exceeds three years.
 4. Board of Directors' members will be considered officers of the organization.
- C. Election of officers will be conducted by mailed or electronic ballot to the full voting membership with outcomes determined by a plurality.
- D. Nominations of a slate of candidates for election to the Board of Directors and the subsequent election will be done as follows:
 1. The President will appoint a Nominating Committee consisting of Individual Members. The Nominating Committee will prepare a slate of at least one and not more than two candidates for each of the elected positions. The Nominating Committee will secure acceptance from each of the candidates to be placed in nomination.
 2. At the Annual General Meeting of the Council, the Nominating Committee's slate of candidates will be placed in nomination. Nominations from the floor will be conducted as follows:
 - a) Nominees must be members in good standing of the Council.
 - b) The total number of nominees for any one position may not exceed three.
 - c) One person for each position may be nominated from the floor at the Annual General Meeting. People to be considered for nomination from the floor must be present and provide their verbal agreement or have provided written willingness to be nominated. If more than one candidate for a position is nominated from the floor, a secret ballot will be conducted to select the one person to be nominated for the position. The person receiving the most votes, provided this is at least one-third of the total number of votes, will be added to the slate of nominees. Ties or failure to achieve at least one-third of the votes will be handled under the direction of the President in a manner acceptable to the Individual Members present at the meeting.
 - d) Candidates will provide the Executive Secretary-Treasurer with written information sufficient for use with the ballot within seven (7) calendar days of the Annual General Meeting. Candidates failing to provide this information on time may not be included on the ballot.
 - e) The President will appoint an ad hoc Election Committee consisting of people who are neither candidates nor proposed nominees to compile the nominations ballots at the Annual General Meeting, prepare the final ballots for distribution by the Executive Secretary-Treasurer, and receive and compile the results of the final ballots. The final ballots will be made available to the full membership no later than forty-five days following the Annual General Meeting, and the deadline for voting will be six (6) weeks following the date of mailing. The Election Committee will determine the outcome of the elections by a plurality of the votes cast during the six (6) week period. The Executive Secretary-Treasurer will inform the Board of Directors and candidates of the election results prior to notifying the general membership. The Executive Secretary-Treasurer will announce the names of those elected to the full membership no later than one (1) month following the due date for ballots.
- E. The newly elected members of the Board of Directors will take office on July 1 following their election.
- F. The Board of Directors consists of no fewer than twelve (12) nor more than fifteen (15) officers.
 1. Nine (9) officers will be elected by vote of the entire membership. These will be
 - a) The President to serve a two year term.
 - b) The President-Elect to serve a one year term prior to his/her presidency, or Immediate Past-President to serve a one year term following his/her presidency (whichever office is currently filled due to election cycle.)
 - c) One (1) person from an elementary school to serve a three year term beginning in 2002.

- d) One (1) person from a middle school or junior high school to serve a three year term beginning in 2003.
 - e) One (1) person from a senior high school to serve a three year term, beginning in 2003.
 - f) One (1) person working in a K-12 district level technology related position to serve a three year term beginning 2003.
 - g) One (1) person from an institution of higher education to serve a three year term beginning in 2002.
 - h) One (1) person from an intermediate, regional or county education service district to serve a three year term beginning in 2004. This representative will serve a two-year term upon election in 2002.
 - i) One (1) person designated as an at-large representative to serve a three year term beginning in 2004. The at-large representative elected in 2001 will serve a three-year term until the 2004 election.
2. No fewer than three (3) and no more than six (6) appointed officers will be nominated by the President and confirmed by the Board of Directors to provide representation as needed for unrepresented or under represented constituencies.
- a) One (1) of the appointed officers shall serve on the Board as the Secretary. This appointed position will be filled at the conclusion of the current Executive Secretary-Treasurer (see Article XII).
- G. Elected officers may neither be temporarily nor permanently removed from office nor replaced in office except by the procedures specified below:
- 1. Any elected officer may with just cause be removed temporarily from office and relieved of all duties for a period not to exceed three (3) months by action of the Board of Directors, provided such action is supported by at least three-fourths (3/4) of the Board of Directors' members, and provided the officer has served in the office for an interrupted period of no less than three (3) months. The effect of the action is to take place immediately.
 - 2. Permanent removal, or recall, of an elected officer may be accomplished only through identical procedures and requirements as prescribed in Article IX for amending these Bylaws.
 - 3. The Board of Directors will appoint an acting replacement whenever an elected office becomes vacant.
- H. All appointed officers will be nominated by the President and confirmed by the Board of Directors.
- 1. The term of an appointed officer may not extend beyond the term of the President making the nomination.
 - 2. Appointed officers serve at the pleasure of the President, and their appointment may be terminated only by the President and confirmed by a two-thirds (2/3) vote of the Board of Directors.
- I. Other officer positions may be established by either the voting membership or the Board of Directors.

VII. Duties and Responsibilities of Officers

A. The Board of Directors

1. The Board of Directors will be responsible for setting the course of action of the organization consistent with established policies and regulations.
2. The Board of Directors will implement the policies and directives issued by the voting membership to the best of its ability to do so.
3. The Board of Directors will represent the organization during its tenure.
4. The Board of Directors will establish the budget of the organization, authorize expenditure levels, and force an annual audit of the Council's financial records.
5. The Board of Directors will establish operational policies consistent with existing policies set by the voting membership.
6. The Board of Directors will confirm nominations made by the President for the appointment of officers.
7. The Board of Directors will recommend policy and policy changes to the voting membership.
8. The Board of Directors will plan the agenda for General Meetings and be responsible for giving prior notice of General Meetings to the membership.
9. The Board of Directors will form and/or formally recognize task forces, special committees, and subgroups of the organization, and monitor their activities.
10. The Board of Directors will review and give prior approval to all proposals to, or contracts with, any outside agency or persons made in the name of the Council by the organizations or any committee, subgroup, or task force of the organization.
11. The Board of Directors will keep minutes of its deliberations and make them available for inspection by any member of the organization.
12. The Board of Directors will keep a record of all dues paying members.
13. The Board of Directors may establish and abolish appointed officer positions, as necessary, to carry out its functions, consistent with these Articles.
14. The Board of Directors will appoint an acting replacement whenever an elected office becomes abnormally vacant for any reason. The appointment will be made as soon as is reasonably possible after the vacancy occurs.
15. The Board of Directors can initiate dissolution of the organization through a declaration of insolvency approved by two-thirds (2/3) of its members.
16. For the purposes of conducting business at a Board of Directors' Meeting, a quorum will be defined to consist of at least a majority of its elected and appointed membership.

B. President

1. The President will insure that the work and functions of the Council are conducted in a manner exemplifying adherence to the highest standard of ethics, propriety, and fairness. The President will see that the organization functions in accordance with these Bylaws.
2. The President will preside over all General Meetings and all Board of Directors' Meetings.
3. The President will make nominations of officers, as required.
4. The President will ensure that the day-to-day business of the organization is consistent with all policies and regulations of the organization and authority granted by the Board of Directors.
5. The President, or a designee confirmed by the Board of Directors, will monitor all official activities of the organization to insure their compatibility with existing policies and regulations.
6. The President, or his or her designee, will serve in an ex officio capacity on all committees, task forces, and working groups of the organization.
7. The President will ensure that minutes are recorded for each General and Board of Directors' Meeting.
8. The President will prepare an annual budget to be presented for approval by the Board of Directors at the first Board of Directors' Meeting of the year.

C. The President-Elect or Immediate Past-President

1. The President-Elect or Immediate Past-President (whichever office is currently filled due to election cycle) will serve as a member of the Board of Directors.
2. The President-Elect or Immediate Past-President (whichever office is currently filled due to election cycle) will perform the duties of the President in the absence of the President.
3. The President-Elect or Immediate Past-President (whichever office is currently filled due to election cycle) will facilitate and monitor the work of all Board committees.

D. Staff

1. The Board of Directors defines staff as those persons receiving either a salary or stipend for performing duties assigned.
2. No staff member shall be elected or appointed to the Board of Directors.
3. The Board of Directors may retain an Executive Director.
4. Staff members, other than the Executive Director, will be retained and evaluated by the Executive Director in accordance with state and federal law.

VIII. Robert's Rules of Order will be followed in conducting the General Meetings and the Board of Directors' Meetings.

IX. Amending the Bylaws

- A. The Bylaws may be changed, except as noted in Section V.F. herein, by any of the following procedures:
1. Approval by a majority of the ballots cast within six (6) weeks of the mailing of the ballots to the general voting membership. Referral to the membership may be initiated by the Board of Directors or by a successful resolution to refer made at a General Meeting.
 2. Approval by a simple majority at a General Meeting, provided the general membership has been given written notice of the proposed change at least one month prior to the date of the General Meeting.

X. Dissolution of the Organization

- A. The act of dissolution of the Council will 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.
- B. A declaration of insolvency, adopted by a two-thirds (2/3) majority of the Board of Directors will constitute dissolution three (3) 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.
- C. 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, will automatically constitute dissolution.
- D. Failure to elect officers in a given year will not in itself constitute dissolution, unless it occurs two years running. Instead, the organization will be declared to be in a state of limbo and the Immediate Past-President (or the Executive Secretary-Treasurer should that office be vacant due to election cycle) will appoint an Interim Board of Directors. The Interim Board of Directors will elect an Acting President of the organization. The authority of this Interim Board of Directors will be strictly limited to:
 - 1. Initiating a dissolution procedure.
 - 2. Scheduling and planning General Meetings for the purpose of resurrecting the organization and nominating officers.
 - 3. Conducting elections by the membership.
- E. Upon dissolution, the financial assets and material assets convertible to financial assets will be disbursed by a prior designated fiscal agent as follows:
 - 1. Paid-up members will receive an amount prorated according to the amount of the most recent dues payment, but not to exceed that dues payment.
 - 2. The remainder will constitute a charitable donation to be contributed to a nonprofit organization or government organization designated by the Board of Directors.
- F. Upon dissolution, nonconvertible material assets will be contributed to organizations exempt under section 501(c)(3) of the Internal Revenue Code.

XI. Mailing Label Policy

- A. The Council authorizes use of its mailing list only under the circumstances spelled out in B below. When authorization is given, a set of mailing labels will be provided for the authorized use only. The Council does not authorize use of its mailing list except through use of mailing labels it provides.
- B. A request for use of the mailing list must be directed to the President. Each usage of the mailing list must be approved by one of the following three Mailing Label Approved Levels (MLAL):

Level 1. President

Level 2. A three person committee consisting of the President and two additional members of the Board of Directors appointed by the President.

Level 3. The Board of Directors.

Use of the mailing list will be authorized only when a MLAL decides that the purpose of the mailing is consistent with (supportive of) the goals, objectives, and/or activities of the Council.

1. If a MLAL does not feel comfortable in making a mailing label decision it will pass the decision on to the next higher numbered MLAL with the Board of Directors being the highest level.
2. If a person or agency requesting usage of the mailing list is dissatisfied with the decision reached at level 1 or 2, it may appeal the decision to the next higher MLAL. But the Board of Directors is the final level.
3. If the mailing labels are to be used for a Council activity (sponsored or cosponsored by the Council, etc.) the labels will be provided free. Otherwise, full costs will be charged. In addition, if the person or agency requesting the mailing labels is not a Council member then an extra charge of one-half of a year's membership for that person or agency will be charged. For example, if it is an institutional use and the institution is not a Council member, the extra charge will be one-half of an Institutional Membership cost.
4. The Board of Directors will monitor frequency of usage of mailing labels and can prohibit usage which it considers overly frequent or otherwise objectionable.
5. The President will process a request that has been approved by MLAL (i.e., direct that the labels be printed).

XII. Article XII

- A. The current Newsletter Editor, Web Master and Executive Secretary-Treasurer may continue their terms under the previous Bylaws as Board members until they resign or are removed from the Board as described in Article VI, Section H.
- B. Addendum: Previous Bylaws to be attached to current Bylaws for description of the duties of the current Executive Secretary -Treasurer and Newsletter Editor:
 1. Executive Secretary -Treasurer
 - a) The Executive Secretary -Treasurer will record minutes for each General and Board of Directors' Meeting.
 - b) The Executive Secretary -Treasurer will maintain an up-to-date mailing list and provide labels consistent with the Mailing Labels Policy in Bylaws.
 - c) The Executive Secretary -Treasurer will provide the organization's legal address and serve as the official contact for the organization.
 - d) The Executive Secretary -Treasurer will receive all moneys due the organization and deposit them in the organization's Treasury.
 - e) The Executive Secretary -Treasurer will maintain bookkeeping records of all financial transactions of the organization.
 - f) The Executive Secretary -Treasurer will pay all bills tendered the organization from the Treasury that are authorized by the Board of Directors or by the President, provided there are funds for doing so.
 - g) The Executive Secretary -Treasurer will serve as fiscal officer in managing investments, grants to and from the organization, and contracts entered into by the organization or its committees, subgroups, and task forces.
 - h) The Executive Secretary -Treasurer will prepare a statement of finances as often as required by the Board of Directors and membership.
 - i) The Executive Secretary -Treasurer will prepare a complete financial report annually and submit it to the membership.
 - j) The Executive Secretary -Treasurer will submit all books, receipts, checks, and other material to an audit annually and whenever directed by the Board of Directors.
 - k) The Executive Secretary -Treasurer will maintain continuous Directors and Officers' Insurance for the Board of Directors.
 2. Newsletter Editor
 - a) The Newsletter Editor will produce a newsletter consistent with the goals of the Council.