



Bylaws of the Indiana Chief Technology Officer Council

ARTICLE I. NAME

The name of the Corporation is the Indiana Chief Technology Officer Council, a chapter of the Consortium for School Networking (CoSN) (hereinafter referred to as “Chapter”).

ARTICLE II. PURPOSE

The Chapter is organized to assist Indiana school districts, educational services agencies, state education agencies, colleges and universities, and nonprofit organizations associated with education in understanding how to plan for the use and successful implementation of information technology in Indiana schools and advocate for technology needs to improve student learning.

ARTICLE III. CHAPTER OFFICE

The office of the Chapter shall be at such place as the Board of Directors may from time to time decide. The Chapter will be an Institutional membership organization and will be a chapter of the Consortium of School Networking (CoSN) in the District of Columbia.

A. Eligibility and Rights of Chapters as Defined by CoSN

1. State and nonprofit organizations whose mission and objectives are aligned with the CoSN mission and objectives are eligible to be considered for a Chapter membership.
2. A Chapter (as an organization) shall have no participation rights in CoSN committees, voting or related CoSN business activities.
3. Each institutional member of the proposed Chapter must be a current institutional member of CoSN as defined by the Bylaws of the Consortium for School Networking and will continue to receive all membership rights afforded by their CoSN membership as defined by the Bylaws of the Consortium for School Networking.
4. Individual educator, affiliate educational institution, and affiliate corporate members may join CoSN, but are not required to join CoSN, and will receive CoSN member benefits only upon joining the national organization.
5. The Chapter has been approved by the CoSN Board of Directors.

ARTICLE IV. MEMBERSHIP

The Indiana Chief Technology Officer Council is an institutional membership organization open to school districts, educational services agencies, state education agencies, colleges and universities, and nonprofit organizations associated with education located in the state of Indiana. Other interested parties in the state of Indiana may join as Individual Educator or Affiliate Corporate members. The primary audience will be the Chief Technology Officers (CTO)¹ of K-12 districts. Members as used in these bylaws are institutional members or affiliate members of the Chapter.

A. Categories of Membership

There are three (3) categories of membership:

1. Institutional, also referred to herein as Local Education Agency
2. Individual Educator
3. Affiliate Corporate

¹ The Chapter recognizes that job titles vary from district to district, but the term Chief Technology Officer (CTO) will be used to represent the lead person that is responsible for the maintenance and operations of technology in K-12 school districts.

B. Eligibility and Rights of Institutional Members

School districts, educational services agencies, state education agencies, colleges and universities, and nonprofit organizations associated with education located in Indiana are eligible to join as Institutional Members.

1. Each Institutional Member will designate one official representative and one alternate who will function in the absence of the representative,
2. The official representative of an Institutional Member shall be entitled to one (1) vote on matters to be voted on by institutional members.
3. Only official representatives of Institutional Members are eligible to serve on the Chapter's Board of Directors.
4. Upon the official representative, the alternate, or an affiliate member of any Institutional Member transferring to another organization, the Institutional Membership shall remain with the organization and is not transferred to the individual.
5. An Institutional Member may change and designate a different official representative by written notice to the Chair.
6. Institutional Members may designate additional, nonvoting staff who will receive benefits of membership as defined by the Chapter Board of Directors.
7. An Education Service Center (ESC) shall be treated as a large school district for the purposes of determining membership fees and for any purposes as determined by the Board of Directors that involve consideration of the size of a district. An ESC may not deliver the services or benefits of Chapter or CoSN membership to institutions which are not Chapter members.

C. Eligibility and Rights of Individual Educator Members

Individuals who are not associated with school districts, educational services agencies, state education agencies, colleges and universities, and nonprofit organizations associated with education or for-profit corporations are eligible to join as Individual Educator Members.

1. Each Individual Educator Member shall be entitled to one (1) vote on matters to be voted on by Institutional members.
2. Individual Educator Members are eligible to serve on the Chapter's Board of Directors.
3. If an individual member's employment circumstances change so that they no longer meet the eligibility requirements, their voting rights are immediately suspended and they enter a transitional status for up to 90 days until their membership is either terminated or instated under another membership type. During the 90 day transition period, these members retain the rights and privileges of individual members with the exception of voting.
4. If an individual member is in transition status as described in these bylaws and served on the Chapter's Board of Directors, the remaining board members will work with the transitioning member to address the discharge of duties associated with the individual's role on the board during the 90 day transition period. During this period, the board member is a non-voting board member.

D. Eligibility and Rights of Affiliate Corporate Members

For-profit organizations are eligible to be Affiliate Corporate Members.

1. Affiliate Corporate Members have no voting rights and may not serve on the Board of Directors.



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2. Each Affiliate Corporate Member will designate one official representative and one alternate who will function in the absence of the representative.
3. Affiliate Corporate Members may designate additional employees to receive chapter benefits as defined by the Board of Directors.
4. Affiliate Corporate Member representatives or employees may not compose the majority of any committee of the Chapter, except any committees created to address issues specific to Affiliate Corporate Members.

ARTICLE V. GOVERNANCE

A. Board of Directors

Within the Chapter, policy decisions for the conduct of business shall be the responsibility of the Board of Directors. Subject to any restrictions contained in the Articles of Incorporation and these bylaws, the Board of Directors may perform all acts permitted under the laws of the state of Indiana. Membership in the Board of Directors is as follows:

1. The size of the Board shall be not less than five (5) or more than ten (10) individuals. The members of the Board shall include:
 - a. Chair
 - b. Chair-Elect and/or Past-Chair
 - c. Secretary
 - d. Treasurer
 - e. A representative of the Indiana Department of Education, if and as when identified by the Indiana Department of Education.
 - f. Any Indiana individuals who are members of the CoSN Board of Directors.
2. The Indiana Department of Education representative and any Director by virtue of being a member of the CoSN Board of Directors will serve as non-voting members.

B. Officers

Officers of the Chapter shall be the Chair, Chair-Elect, Secretary, Treasurer and Past-Chair, elected annually from among the Institutional District Level Members. These officers will comprise the Board of Directors.

1. *Chair.* The Chair shall call and preside at all meetings of the Board and business meetings of the Chapter membership. In cooperation with the Board of Directors, the Chair shall prepare agendas for these meetings. The Chair shall perform such other duties as may be prescribed by the Board of Directors. The Chair shall be responsible for administering the work of the Chapter pursuant to directions of the Board. The Chair may sign and execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors shall authorize the Chair to execute or have delegated to his or her discretion to execute on behalf of the Chapter.
2. *Chair-Elect.* The Chair-Elect shall assume the duties of the Chair in his/her absence or upon request of the Chair. The Chair-Elect shall perform such other duties as may be prescribed by the Board of Directors. The Chair-Elect will be elected to a four-year term, serving the first year as the Chair-Elect, the second and third years as Chair, and the succeeding year as Past Chair.
3. *Secretary.* The Secretary shall be responsible for the records of the Chapter, including taking and maintaining the minutes of the Annual Meeting, meetings of the Board of Directors, and any other meetings of the Chapter. The Secretary shall see that all notices are duly given in

accordance with the provisions of these bylaws or as required by law or as directed by the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

4. *Treasurer.* The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the corporation, including full and accurate accounts of receipts and disbursements, gains, losses, capital, retained business transactions of the corporation, including full and accurate accounts of receipts and disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books or account shall be open to inspection by any director at all reasonable times.
5. *Past-Chair.* The Past-Chair shall assist in the transition of the new Board. The Past-Chair shall perform duties at the discretion of the Chair.

C. Elections

Members of the Board of Directors shall serve terms of three years, staggered so that approximately one-third are elected each year. A Director may be re-elected for a second term but may not serve more than six consecutive years, except the Past-Chair who may serve one additional year if needed to complete the office. The time period whereby Directors may be appointed to fill an interim position is not included in the six consecutive years, two-term rule. A person may be re-elected to the Board following two consecutive terms after having been off the Board for a period of one year. Time served in the role of Chair will not be counted as a part of the six (6) consecutive year limit.

1. The Board shall each year appoint a Nominating Committee of at least three Members, two of whom do not serve on the Board. The Nominating Committee shall nominate one or more candidates for each seat on the Board to which a Member is to be elected in the upcoming election.
2. Each year's nominations shall be completed and the Nominating Committee shall submit its nominees to the Chair of the Board at least 20 days in advance of the opening of the Chapter Annual Meeting. The Chair shall send a ballot to the primary contact at each member institution 15 days prior to the opening of the Annual Meeting, with voting to close during the annual meeting. One ballot may be cast per institution. Any institution failing to vote in the 15 day period is considered to have declined their voting benefit for the election. The candidates receiving the highest number of votes will be elected. Those elected to the Board and as officers shall assume their duties during Annual Board Retreat to be held in the month immediately following the close of the voting.
3. Any Board Member may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation may be of his/her role as a Board Member or as a Member of any other body as may be pertinent at the time. The resignation shall take effect at the time specified in the written notice; and unless otherwise specified therein, acceptance of the resignation shall not be necessary to make it effective.
4. The Board may fill any vacancies on the Board for the remainder of the three-year term.
5. A board member may be removed from office for cause by an affirmative vote of the remaining members of the Board of Directors, exclusive of the Board Member whose removal is being considered.
6. Officers and Directors shall continue to serve until their successors have been elected and take office.

D. Compensation

For their service on the Board of Directors or other Committees or Task Forces of the Chapter, Members shall not receive compensation, except that reasonable expenses for attendance at



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meetings or for assignments undertaken on behalf of the Chapter may be reimbursed as circumstances permit and pursuant to policies of the Board of Directors.

E. Committees and Task Forces

The Board of Directors of the Chapter has the authority to create committees and task forces as needed to conduct the business of the chapter.

ARTICLE VI. MEETINGS

A. Annual Meeting

All members whether institutional or affiliate, shall receive notification of the Annual Meeting electronically or by U.S. Mail, not less than 45 days prior to the Annual Meeting.

1. The purpose of the Annual Meeting shall be to conduct the business of the Chapter and hold such other sessions as shall advance the purpose of the Chapter.
2. The Board of Directors will comprise the Planning Committee for the Annual Meeting.

B. Meetings of the Board of Directors

The Board of Directors shall meet in person during the Annual Meeting of the Chapter and otherwise as permitted by applicable Indiana law, either at the call of the Chair or as the result of a ballot in which two-thirds of the Board request such a meeting.

1. Notice of the place, day and hour of the meeting is required electronically or by U.S. Mail not less than 45 days prior to the Annual Meeting; electronically or by U.S. Mail not less than 30 days prior to other meetings to be attended in person; and electronically or by U.S. Mail, not less than 10 days prior to a meeting to be conducted by telecommunications.
2. Executive Sessions of the Board of Directors may be held at the discretion of the Chair or at the request of any three Board Members present.

C. Quorum Defined

For meetings of the Board of Directors, a quorum shall consist of not less than half of the membership of the Board at the time of the meeting. For meetings of the Chapter membership, a quorum shall be defined as those Members entitled to vote and in attendance.

D. Rules of Procedure

In the event of a question of order or procedure which arises and is not covered in these bylaws, Robert's Rules of Order (Revised), latest edition, shall prevail.

E. Voting

Any or all of the members of the Board of Directors may participate in a meeting by or through the use of any means of communication by which all members participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

F. Board Action Without Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the Board of Directors or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.



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ARTICLE VII. DUES AND FEES

The Membership shall be assessed such annual dues for each year as fixed annually by the Board of Directors. The Board of Directors may terminate or suspend the membership of any member for failure to pay such dues as may be assessed. The Board of Directors may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership. Notification of dues increases will be at the Annual Meeting or via U.S. Mail or electronically at least 45 days prior to taking effect. The fiscal year of the organization will begin July 1 and end on June 30.

ARTICLE VIII. FINANCIAL REPORT

A financial report, including an income statement and balance sheet for the prior fiscal year, shall be presented at each Annual Meeting.

ARTICLE IX. AMENDMENTS

Upon the recommendation of two-thirds of the Members of the Board of Directors, alterations, amendments or repeal of these bylaws may be proposed to the full membership. Members will have a thirty (30) day period to make comment to the board, after which the board may approve the change or propose additional changes. Once the changes are approved by the board, notice of the changes will be resent to the full membership. At each Annual Meeting of the Chapter, a full review of the year's bylaw changes will be presented.

ARTICLE X. INDEMNIFICATION

To the extent permitted by the laws of the state of Indiana, as the same may be amended or superseded from time to time, the Chapter shall indemnify any person made a party to an action by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he or she, his or her testator or intestate is or was a Director, Officer, or employee of the Chapter, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, or in connection with an appeal if an appeal there is, except in relation to matters as to which such Director or Officer is adjudged to have breached his duty to the Chapter under the Indiana Nonprofit Corporation Act. In no event shall indemnification include the amount paid in settling or otherwise disposing of a threatened action or pending action which is settled or disposed of without court approval.

To the extent permitted by the laws of the state of Indiana, as the same may be amended or superseded from time to time, the Chapter shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than the one by or in the right of the Chapter to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any Corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, for any conduct which he or she reasonably believed to be in the best interests of the Chapter and, in criminal actions or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled, and the Chapter may purchase insurance as authorized by the Board of Directors for the purposes of indemnification as provided herein and to the full extent allowed by law.

ARTICLE XI. INTERESTED OFFICERS OR DIRECTORS

No contract or transaction between the Chapter and one or more of its Directors or Officers, or between the Chapter and any other corporation partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorizes the contract or



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transaction, or solely because his or their votes are counted for such purpose, provided no benefit inures to the Director or Officer, the material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the Committee and the Board or Committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum, and the contract or transaction is fair as to the Chapter as the time it is authorized, approved or ratified, by the Board of Directors or a Committee.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee that authorized the contract or transaction.

ARTICLE XII. DISSOLUTION

The Chapter shall remain in existence until such time as:

1. The Chapter votes by 2/3 majority of all current members to dissolve,
2. The CoSN Board of Directors votes by 2/3 majority to revoke the Chapter's charter.

A. Appeal Process

Should the CoSN Board of Directors vote to revoke the charter of a Chapter, the Chapter shall have the right to appeal the decision before the CoSN Board of Directors at the next face-to-face CoSN Board Meeting.

B. Disposition of Chapter Assets

After paying any outstanding debts, all remaining assets of a dissolved Chapter revert to the national organization.

C. Chapter Debts

CoSN shall not be obligated to pay any Chapter debts incurred in excess of Chapter assets unless the Chapter was authorized in writing by the CoSN Board of Directors to act as an agent of the national organization in incurring the debts in question.

Adopted by resolution of the Board of Directors this 15th day of March, 2011

ATTESTED: _____
Stacy Mauser, Secretary