

BYLAWS OF
ARIZONA TECHNOLOGY IN EDUCATION ASSOCIATION
Last Revised March, 2025

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ARTICLE I: NAME OF THE ASSOCIATION

The name of the organization is the Arizona Technology in Education Association. Abbreviated as AzTEA. The organization shall be known in this document as “the Association.”

ARTICLE II: PURPOSE OF THE ASSOCIATION

This Association shall be a non-profit educational organization that believes all learners, no matter their age, position, cultural, geographic, or socio-economic situation, must participate in a robust digital learning environment to acquire the skills and knowledge to succeed in their choice of college and career. Our community of learners consists of everyone involved in a child’s education from the students, educational professionals, parents, and the community as a whole.

ARTICLE III: MEMBERSHIP

3.1. Qualifications

Any individual, institution, organization or association interested in supporting digital learning regardless of ethnicity, gender, creed, or national origin.

3.2. Membership Period

The membership period shall be for one (1) year from the date dues are received at the Association mailing address or the member pays online.

3.3. Membership Application

Procedures for applying for membership shall be determined at the direction of the Association Board of Directors.

3.4. Classes of Members

The Board of Directors shall develop and maintain membership categories as defined in the Board Manual.

3.5. General Membership Voting Rights

The General Membership voting rights shall be established by the Board as defined in the Board Manual. The General Membership votes on the slate of the Board of Directors electronically. The Executive Director shall send out the voting ballot two times or more in the election cycle at least five days apart.

3.6. Membership Benefits

Regular, Student, Distinguished, Group, and Joint Membership benefits shall be determined as defined in the Board Manual.

3.7. Establishment of Dues

The annual dues payable to the Association by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors for each type of membership. Dues shall become due and payable at the expiration date fixed by the Board at the time of membership and anniversaries thereof.

3.8. Number of Members

There is no limit on the number of members the Association may admit.

3.9. Termination of Membership

The Board of Directors shall develop policies and procedures for determining if, when, and how a membership will be terminated as defined in the Board Manual.

3.10. Membership Records

The Board shall set all policies and procedures regarding the membership list as defined in the Board Manual.

3.11. Transferability of Membership

General Membership in the Association is non-transferable and non-assignable.

3.12. Non-liability of Members

No member of this Association shall be personally liable for the debts, liabilities, or obligations of the Association.

ARTICLE IV: Regions and Special Interest Groups**4.1 Types**

Region: Regional groups of members may be formed and apply for Affiliate status within the Association.

4.2 Organization

The Board of Directors shall develop and maintain a set of policies and procedures for creating and maintaining the criteria for regions as defined in the Board Manual.

ARTICLE V: Annual Meeting and Special Meetings of the Membership**5.1. Times and Places of Meetings**

Meetings of the members will be held at such a place and time as the Board determines. The meetings may be face-to-face, virtual, or a hybrid.

5.2. Annual Meeting

An annual meeting of the members shall, unless action to be taken at the meeting is instead taken by written consent as permitted by law, be held each year at a time to be determined by the Board. The President shall schedule the annual meeting at a convenient time and place.

5.3. Special Meeting

The Board or the President or three Board members, may call a special meeting of members at any time as defined in the Board Manual.

5.4. Notice of Annual Meeting

Written notice of the time, place, and purpose of the Annual meeting of members must be given either personally or electronically to each member not less than 10 days, but no more than 50 days of the meeting.

5.5. Quorum for Annual Meeting

Those voting members of the Association present at an Annual meeting shall constitute a quorum of the membership, representing membership not in attendance. Members may attend the meeting in person, virtually (if offered), or be represented by proxy.

5.6. Voting Rights

Each General Member present in person, virtually, or by proxy at a member meeting is entitled to one vote for specific agenda items once annually. The General Membership of the Association shall be eligible to vote at the Annual Meeting or Special Meetings called by the Board. The votes of these members may be registered through any means legally allowed by the State of Arizona. This section specifically allows the votes of Members to be registered through electronic means (e.g., electronic mail or online survey tool).

5.7. Electronic Voting

From time to time there may be issues that require a vote by the membership that does not require a face-to-face meeting. At the discretion of the Board, voting may also be conducted electronically via email, an online survey instrument, or some similar electronic device.

ARTICLE VI: Governance**6.1. General Powers and Duties**

The Board of Directors shall manage, control, and direct the affairs and property of the organization.

6.2. Board Composition, Term Length and Appointed Directors

6.2.1 Board Composition

The number of elected board members shall be not less than five (5), but no more than twelve (12). Board members will be qualified general members capable of representing multiple constituencies whenever possible and possessing sought-after leadership qualities to advance the organization.

6.2.2 Term Length

Elected directors will serve a three-year term that begins at the Annual Board Retreat. Unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. They can serve **two** three-year terms and then will be required to take a year off of board service before serving on the board again.

6.2.3 Appointed Positions

The Board may appoint as many positions as necessary to carry out the work of the Association. The purpose of an appointed board member is to fulfill a leadership role within the organization's work, i.e. lead or co-lead a committee.

An Appointed Board member:

1. must be an AzTEA member at the time of appointment;
2. serves a term of one year, beginning at any point during the calendar year and ending in June;
3. is non-voting and attends and participates in all board meetings.

6.3. Board Meetings

An annual Retreat of the Board of Directors shall be held on such a schedule and at such a place as established by the Board of Directors. Regular meetings of the Board of Directors shall be held on such a schedule and at such places as established by the Board of Directors. The Board of Directors may conduct meetings through telephone conference calls, video conferencing, chat room, or by other similar electronic methods.

6.5 Board Quorum and Voting

A Quorum shall be one-half (1/2) of the members of the Board of Directors in office and eligible to vote. If a quorum of the board members is present either through physical or virtual participation, a simple majority vote of those present and eligible to vote shall prevail, unless otherwise specified in these bylaws.

Each Director present in person or through an authorized virtual tool is entitled to one vote. A Director who is unable to attend a meeting may assign his/her proxy to another Board member.

6.6. Compensation and Reimbursement

The members of the Board of Directors shall receive no compensation for serving on the Board of Directors. However, members of the Board of Directors may be reimbursed for normal and customary expenses as approved by the board.

6.7. Rules of Order

At the meetings of the Board of Directors, the latest edition of Robert's Rules of Order may be consulted for guidance but shall not be binding.

6.8. Nomination and Election of Directors

The Nomination Committee shall consist of the Past-president or President-elect and three additional individuals. Composition and procedures are defined in the Board Manual.

6.9. Conflict of Interest

Any possible conflict of interest on the part of a board member shall be disclosed to the Board of Directors. Policies and procedures for determining a conflict are defined in the Board Manual.

6.10. Removal and Replacement of Board Members

The Board of Directors shall develop policies and procedures for determining if, when, and how a board member may be removed and/or replaced as defined in the Board Manual.

ARTICLE VII: Officers

The Association officers shall consist of the President, President-elect, Past-President, Secretary, and Treasurer. No individual shall hold two elected positions simultaneously within the Association.

7.1. Assumption of Duties

All elected Board of Directors shall assume their positions at the Annual Retreat of the year they are elected.

7.2 Election and Term of Office

The officers shall be elected annually by the elected Board members during its annual meeting. The President-Elect, Treasurer, and Secretary shall be elected from among the members of the Board of Directors. All officer positions are for one-year of service. The President-elect will fulfill the role of President the year after their election.

7.3 Duties of the President

The President shall be the chief elected officer of the Association and serve as Chairman of the Board of Directors. The duties of the President are defined by the Board as defined in the Board Manual.

7.4. Duties of the President Elect

The President Elect shall succeed to the President. The duties of the President Elect are defined by the Board as defined in the Board Manual.

7.5. Duties of the Past President

The Past President succeeds from the Presidency and serves for the year immediately following his/her presidency. The duties of the Past President are defined by the Board as defined in the Board Manual.

7.6. Duties of the Secretary

The Secretary shall keep, or cause to be kept, the minutes of meetings of the Board of Directors, the Annual Meeting, and of all Executive Committee meetings. The duties of the Secretary are defined by the Board as defined in the Board Manual.

7.7. Duties of the Treasurer

The Treasurer shall have primary fiduciary responsibility for the Association and shall be responsible for the maintenance of adequate corporate books of account. The duties of the Treasurer are defined by the Board as defined in the Board Manual.

ARTICLE VIII: Executive Committee

8.1. Executive Committee Members

The Executive Committee consists of the Board of Directors (President, President-elect, Past President, Secretary, and Treasurer) and **any additional** members deemed necessary by the Officers. The Executive Committee has the authority to conduct the business of the Association between meetings of the full Board of Directors.

8.2. Meetings

The Executive Committee shall meet in months when the full board does not meet and as needed to deal with emergency situations affecting the Association. All meetings of the Executive Committee shall be convened by the President or in his/her absence, the President Elect.

8.3. Conduct of Meetings

Meetings of the Executive Committee may be conducted electronically via voice, data or videoconference as long as all executive committee members agree. Minutes of such meetings shall be kept and made available as requested.

8.4. Quorum

An Executive Meeting quorum is defined as three (3) Executive officers of the Association.

ARTICLE IX: Committees

9.1 Establishment of Committees

The president shall have the authority to set up such committees as are needed and to appoint committee chairpersons with the approval of the Board of Directors.

9.1.1. *Standing Committees*

The Association shall have the following standing committees, which shall be advisory to the Board of Directors:

1. Awards
2. Marketing
3. Executive
4. Finance
5. Governance
6. Professional Learning
 - a. Conferences
 - b. CoSN
 - c. Ambassadors
 - d. LMS

9.1.2. *Ad Hoc Committees*

Other committees may be created as needed to conduct Association business. The President of the Association shall appoint and remove committee members whenever the best interests of the Association are served thereby.

9.2. Committee Charges

The Board of Directors shall determine the charges of the committees and responsibilities for committee chairs as defined in the Board Manual.

9.3. Term of office

Each committee member shall serve until the next annual meeting of the Board of Directors and until a successor is appointed, unless the member is removed from the committee, ceases to qualify as a member of the committee, or if the committee is terminated.

9.4 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

9.5 Quorum

Unless otherwise provided in the resolution designating a committee, a simple majority (greater than 50%) of the committee shall constitute a quorum.

ARTICLE X: Employed Staff

10.1. Executive Director

The Board may employ an Executive Director who shall be the chief operating officer of the Association. The duties of the Executive Director are defined by the Board in the Board Manual.

10.2. Other Staff

As authorized by the Board, such employed staff as may be necessary to support the Association shall be hired and discharged by the Executive Director or in the absence thereof by a designated member of the Board of Directors. The employed staff shall report directly to, and are accountable to, the Executive Director or his or her designates.

ARTICLE XI: Financial Responsibility

11.1. Budget

The Board of Directors shall adopt an annual operating budget covering all activities of the Association. A financial report of the fiscal year just completed is available upon request by any Regular Member.

11.2. Property

The property of the Association is irrevocably dedicated to charitable purposes and no part of the net income or assets of the region shall ever inure to the benefit of any Director, officer, or member thereof or to the benefit of any private person.

11.3. Net Earnings

No part of the net earnings of the Association shall serve to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (A) by an Association exempt from federal income tax under Section 501 (C) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue Law) or (B) by an Association, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

11.4. Dissolution of the Association

Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization(s) under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States

Internal Revenue Law), as the Board shall determine.

11.5. Compiled Financial Statement

The accounts of the Association shall be subject to an annual compiled financial statement by a professional individual(s) with demonstrated knowledge of established accounting procedures.

ARTICLE XII: Indemnification

12.1. Action By Other Than the Association

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a director, or officer of the Association, or is or was serving at the request of the Association as a director or officer, of another Association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

12.2. Action By the Association

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a director or officer, of the Association, or is or was serving at the request of the Association as a director or officer of another Association, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for willful negligence or misconduct in the performance of duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

12.3. Expenses

To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 and 2 above, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

12.4 Prerequisites

Any indemnification under Section 1 and 2 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because the director or officer has met the applicable standard of conduct set forth in Section 1 and 2.

Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written action.

12.5 Advances by Association

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that the director or officer is entitled to be indemnified by the Association as authorized in this article.

12.6 Other Remedies

The indemnification provided by this article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in any official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

12.7 Insurance

The Association may purchase and maintain insurance on behalf of any person who may be indemnified here against any liability asserted against such person and incurred in any capacity, or arising out of any status, for which the person may be indemnified.

ARTICLE XIII: Miscellaneous

13.1. Contracts

The Board may authorize any officer or agent of the Association, in addition to the officers authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Association. Such authority may be general or confined to

specific instances.

13.2. Checks, Drafts, and Other Monetary Transactions

Such corporate officer or agent shall sign all orders for the payment of money, or evidence of indebtedness issued in the name of the Association, as the Board shall determine. In the absence of such a determination, such instruments shall be signed by the Treasurer and countersigned by the President, President Elect, or Past President.

13.3. Deposits

All Association funds shall be deposited to the credit of the Association in such banks, or other depositories as the Board may select.

13.4. Investments

When deemed prudent by the Board, Association funds may be invested in such instruments as deemed prudent by the Financial Committee.

13.5. Gifts

The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general, or for any special Association purpose.

13.6. Records

The Association shall establish procedures as defined in the Board Manual for keeping complete records.

13.7. Fiscal Period

The fiscal year of the Association will be July 1 through June 30 of each year.

ARTICLE XIV: Amendments

Subject to the limitations contained in the Articles of Incorporation of this Association, if any, and to any provisions of law applicable to the amendment of bylaws of non-profit Associations, the bylaws may be altered, amended, or repealed or new bylaws adopted by affirmative vote of 2/3 of the Board. Such action may be taken at any regular or special meeting of the Board for which notice of the proposed action shall have been given in accordance with the bylaws.

Revision History

The original bylaws were written in March of 1998. Since that time they have been revised on the following dates: June, 1999; May, 2000; May, 2001; May, 2004; February, 2005; August, 2008; June 2014, May 2017 and April 2019, November 2019, and March 2025.

Acknowledgments

The Bylaws of the Association are adapted from the original Bylaws of the Association and from materials of the following organizations: Computer Users in Education (CUE), Michigan Association for Computer Users in Learning (MACUL), and The International Society for Technology in Education

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