

# BY-LAWS

## **PART I. OBLIGATIONS OF MEMBERS**

**Section 1.** Dues for each upcoming year shall be approved by the Board of Directors and submitted to the membership for approval by a majority vote at the annual membership meeting.

**Section 2.** Member dues include any registration fee charged to non-members for the regular scheduled meetings.

**Section 3.** Annual DATAG membership begins on July 1st and ends June 30<sup>th</sup> each year. Discounts for DATAG conferences apply to only those that take place during the twelve month period covered by the membership

## **PART II. ELECTIONS**

### **ARTICLE I: OFFICERS**

**Section 1.** One or more nominations for each open officer's position shall be submitted by a Nominations Committee appointed by the Board.

**Section 2.** Nominations for officers' positions shall be submitted by the Nominations Committee to the Board for approval of new officers by a simple majority of Board Members before being announced to the membership.

**Section 3.** The selection process for officers will present board members with the option to approve or disapprove a single nominee for each position. If the board rejects a nominee for an officer's position, the Nominations Committee will submit the name of new nominee for the same position for board approval.

**Section 4.** Officers shall be selected by a simple majority of Board members present at any regularly scheduled Board meeting following the annual membership meeting in the Spring, and no later than June 30.

**Section 5.** The new officers shall take their positions on July 1<sup>st</sup> of the year they are elected.

**Section 6.** Once elected, an officer can be removed from office if the Board of Directors passes a "No Confidence" action against the officer listing the just causes for removing the officer from their position.

- (a) The process for a "No-Confidence action" requires that a motion be introduced by a board member citing the just causes for an officer's removal. A two-thirds majority of all directors with voting privileges is required to pass a "No Confidence action". Passage of a "No Confidence Action" immediately removes the officer from their position as officer. Removal of an officer does not remove the officer from the Board of Directors.
- (b) "Just Causes" for removal of DATAG officers include the following
  - An excessive pattern of non-performance of the duties assigned to the officer
  - Theft of DATAG property or embezzlement of DATAG funds
  - Abusing the authority of office by taking action on behalf of DATAG that exposes the organization to liability without Board authorization
  - Taking actions in violation of directions explicitly provided by the Board of Directors or the Chair of the organization

- A conflict of interest that arises such that the officer cannot reasonably perform their duties as an officer

**Section 7:** If an Officer vacancy occurs, the Nominations Committee will submit the names of one or more candidates for the position for a Board vote. Upon Board approval, the elected officer will serve out the term of the officer being replaced.

## **ARTICLE II. BOARD OF DIRECTORS MEMBERS**

**Section 1.** Five positions on the Board of Directors will be filled annually through a process of Board of Director nomination and general membership approval.

**Section 2.** The term of office for Board of Directors members is three years.

**Section 3.** The Nominations Committee will nominate five candidates for majority approval for Board of Directors positions. The Nominations Committee is guided in the nominating process by its mandate to preserve regional and institutional representation. The types of educational institutions represented on the Board of Directors include BOCES, Regional Information Centers, School Districts, and consultants serving school districts. The Nominations Committee will attempt to ensure that the Board of Directors maintains a balanced representation of all regions of the state. The proposed Board slate shall be presented to the membership at least twenty-one days before the election.

**Section 4.** The balloting process for Board of Directors members will present members with the option to approve or disapprove five nominees on a single slate of nominees. Election to the Board requires a simple majority of voting members in attendance to approve the slate presented by the Board.

**Section 5.** If the membership votes down a slate of nominees for the Board of Directors, members in attendance will be given the opportunity to offer the names of qualified members to the Nominations Committee for consideration. After review of all names provided through the open nomination process, the Nominations Committee will recommend a new slate to the Board for temporary approval by board majority approval until the next regular meeting.

**Section 6.** If an election has not taken place because of emergency cancellation of the Annual Membership Meeting or similar circumstances, current Board members will continue to hold their seats until the next regular meeting when an election can be held.

**Section 7.** New Board members shall take their position on July 1<sup>st</sup> of the year they are elected.

**Section 8.** Once elected, Board members must meet a minimum attendance requirement of 60% attendance at Board meetings in order to retain their seat on the Board of Directors. There will be in-person Board Meetings in conjunction with the in-person membership meetings and Summer Conference at the Board's discretion. The Board will schedule other "virtual" meetings as needed. Attendance at "virtual" meetings can be by telephone or video link. The secretary of the organization will report on Board member attendance at the last regular or virtual Board meeting of the year. If a Board member shows a pattern of non-attendance during the year, the Chair shall contact that member and report to the Board on the results of the discussion. If, according to the Secretary's end of year report, a Board member has failed to meet the 60% attendance requirement, the Board shall consider the Chair's report on the members' circumstances. The Board may choose to take any action it considers appropriate.

If the organization changes the official meeting schedule by a vote of the Board, those that are unable to make the meeting will receive an excused absence. This will not count against the Board member in the mandatory percentage required by the Board.

**Section 9.** Once elected, a Board Member can be removed from office if the Board of Directors passes a “No Confidence” action against the board-member listing the just causes for removing the member from their position.

- (a) The process for a “No-Confidence action” requires that a motion be introduced by a board member citing the just causes for a board member’s removal. A two-thirds majority of all directors with voting privileges is required to pass a “No Confidence action”. Passage of a “No Confidence Action” immediately removes the board member from the board.
- (b) “Just Causes” for removal of DATAG Board members include the following
  - a. An excessive pattern of non-performance of the duties assigned to the Board member by either the Board or the Chair of the organization
  - b. Theft of DATAG property or embezzlement of DATAG funds
  - c. Violation of the DATAG Policy on Conflicts of Interest
  - d. Abusing the authority of office by taking action on behalf of DATAG that exposes the organization to liability without Board authorization
  - e. Taking actions in violation of directions explicitly provided by the Board of Directors or the Chair of the organization

**Section 10.** If a Board vacancy occurs, the Nominations Committee will submit the names of one or more candidates for the position for a Board vote. Upon Board approval, the elected Board member will serve out the term of the member being replaced.

### **PART III. COMMITTEES**

**Section 1.** Committees may be created by the Board of Directors as the need arises.

**Section 2.** The Standing Committees of the Board of Directors include the Officers’ Committee, Program Committee, the Member Services Committee, the Finance Committee, the Organizational Development Committee, Summer Conference Committee, and the Nominations Committee.

**Section 3.** The Program Committee will be chaired by the Program Director of DATAG. There shall be an Associate Program Director who assists the Program Director in planning and implementing all program arrangements and/or coordination of the organization’s meetings. The Associate Program Director serves as the vice-chair of the Program Committee which plans all DATAG regular meetings and conferences.

**Section 4.** All committee chairs and Associate Program Director will be nominated by the DATAG Chair and confirmed by a majority vote of Board of Directors members in attendance at a Board of Directors meeting.

**Section 5.** Committee members will be drawn from the Board of Directors and the regular membership. Each committee chairperson will recruit committee members and file a committee membership form with the Board of Directors’ Secretary. Exception: The Nominations Committee shall consist of three or more members of the Board of Directors, recommended by the Nominations Committee Chair and approved by the Board. Each committee must include at least two Board of Directors members (counting the chairperson) and no more than two other regular members of DATAG.

**Section 6.** The function of each committee is determined by the tasks set for it at Board of Directors meetings and in preparation for future DATAG events. These functions can be identified in Board of Directors minutes.

**Section 7.** Each standing committee of the Board of Directors should meet and conduct business at least twice a year. Each committee chair should present a progress report to the Board of Directors at least twice a year. If a committee meets less often than twice a year, the Board of Directors will review the status of the committee as a standing committee. The Board shall review the existing committees at the June meeting and decide which are to be considered standing committees, which are temporary, and which might be abolished.

#### **PART IV. QUORUM**

**Section 1.** Business at the annual membership meeting cannot be conducted unless a quorum of the membership is present. A Quorum for conducting business at the annual membership meeting is defined as 40 regular members with voting privileges from ten different educational organizations.

**Section 2.** Business at Board of Director meetings, either in person or virtually, cannot be conducted unless a quorum of the Board members are present. A Quorum for Board of Directors meetings is defined as nine Board members with voting privileges.

#### **PART V. RULES OF ORDER**

**Section 1.** All matters of procedure not specifically covered by this constitution and by-laws shall be conducted in accordance with Robert's RULES OF ORDER, Revised Edition. The Chair of DATAG chairs all board meetings, sets the agenda and can participate in votes of the board.

**Section 2.** Under necessary circumstances, the Board may conduct e-mail votes as delineated in the Procedures Manual.

#### **PART VI. AMENDMENTS**

**Section 1.** These by-laws may be amended by a two-thirds vote of the Board of Directors at a regularly scheduled Board of Directors meeting.

#### **PART VII. REPRESENTATION**

**Section 1.** Proposals for DATAG representation, in statewide and regional processes related to the mission of DATAG, can be initiated at the request of any educational institution in the state of New York or by recommendation by a Board of Directors member.

**Section 2.** Requests from organizations for DATAG representation should be directed to the Board of Directors to determine DATAG's response. The Board of Directors response to the request for representation will be determined by a simple majority vote of Board of Directors members in attendance at a Board of Directors meeting.

**Section 3.** Following the decision of the Board of Directors, the Nominations Committee will review a list of appropriate representatives and recommend the DATAG representative to the Board of Directors. Representatives of DATAG will be confirmed by majority vote of Board of Directors members in attendance at a Board of Directors meeting.

**Section 4.** DATAG representatives at meetings hosted by other organizations serve as liaisons for DATAG to that organization.

**Section 5.** DATAG Representatives to other organizations submit reports at Board of Directors meetings and provide agendas, minutes, key issues and recommendations.

**Section 6.** DATAG Representatives to other organizations can advocate for specific positions on issues only if instructed to by the Board of Directors. If circumstances require a DATAG representative to take or advocate for a specific position on short notice, the representative can confer with two officers to gain the authorization of both leaders prior to a Board of Directors meeting.

### **PART VIII. MEMBERSHIP INFORMATION**

**Section 1.** Regular members are defined as individuals who have paid the annual membership fee. Annual memberships begin on July 1 and expire on the following June 30. Members shall receive notification following the annual membership meeting that renewal of their membership is due in order to retain the benefits of membership in the following year.

### **PART IX. DATAG FINANCIAL PROCESSES**

**Section 1.** All DATAG expenditure of funds will be done through the approved use of the DATAG debit card or through checks drawn on the same account. All expenditures will be in accordance with the Board approved budget for the year. Any additional expenses must be approved by the Board as needed.

**Section 2.** No officer can withdraw DATAG funds for reimbursement of expenditures through unapproved processes.

**Section 3.** Associate members who attend meetings and conferences will pay with cash, check or approved purchase order and will be given a receipt for payment by the Treasurer or the Treasurer's designee.

**Section 4:** Members who are fulfilling significant responsibilities amounting to more than normal volunteer work may be approved by the Board for waiver of membership fees or conference fees. Hotel rooms or meal expenses may also be covered. This must be approved for each individual through a Board resolution which must specify the services the individual is performing, the fees and/or expenses to be covered, and the duration of such coverage.

**Section 5.** The Board may, after due consideration, decide to hire contractors, vendors, or employees to perform functions to achieve DATAG's purposes.

### **Section 6. DATAG Hotel Points Management**

Points that are awarded based on DATAG expenditures are assets of the organization. As such, they should be managed and accounted for in a similar manner to the organization's financial assets. One of the difficulties in managing points is that the hotels will not permit the points to be held in the name of the organization, but must be held in the name of an individual.

#### Process and Accounting:

- All points accrued by hotel expenditures will be held in the name of the DATAG Treasurer.
- Points may only be "spent" for expenses at the hotel(s) from which they accrued. These expenditures could be for rooms or expenses related to meetings. This use will allow the organization to reduce its cash outlay for events. (Note: Hotels do not permit the use of

points to reduce the cost of the event from which they accrue. They can only be used for future expenses.)

- The Treasurer will report accrual, expense, and point balances to the Board on at least a quarterly basis. The report will include print outs or screen shots from the hotel points system showing the accrual and use of points.

#### **PART X. BOARD MEMBER CONFLICTS OF INTEREST**

**Section 1.** Board members must acknowledge any potential conflicts of interest and avoid participating in contracts or other transactions between the Board of Directors and any corporation, school district or other organizational entity that directly benefits board members' financially.

The constitutional non-inurement provision prohibits board members from benefiting from the net earnings of the organization. For the purpose of clarifying board member conflicts of interest, net earnings shall be defined as all monetary and non-monetary benefits, including, but not limited to points, refunds, rebates, bonuses and rewards.

The Chair will ensure that the document acknowledging agreement to this requirement shall be presented to all Board members, both new and continuing, at the first Board meeting after July 1 of each year. Board members shall sign and return to the Secretary at that meeting, or as soon as possible in the case of their absence from the meeting.

**Section 2.** No Director shall vote on any matter in which he or she has a material and direct financial interest that will be affected by the outcome of the vote.

**Section 3.** If a board member knowingly participates in a decision in violation of this conflict of interest policy, the conflict of interest violation is grounds for a "Vote of No-Confidence" and removal from the board. (see removal of Board members and "No-Confidence Votes" above).

**Section 4.** Board members are required to declare any conflicts of interest in a signed Conflict of Interest Declaration form when they are elected to the Board of Directors.

**By Laws with changes approved December 10, 2023**