

## **B. Bylaws**

### **Bylaws of the Consortium for School Networking**

#### **Article I. NAME:**

The name of this organization is the Consortium for School Networking.

#### **Article II. PRINCIPAL OFFICE:**

The principal office of the Consortium shall be at such place as the Board of Directors may from time to time decide. The Board of Directors shall also appoint a registered office and a registered agent in the District of Columbia.

#### **Article III. MEMBERSHIP:**

The Consortium for School Networking will be an institutional membership organization, with individual affiliate members.

##### A. Categories of Membership

There are three categories of membership:

1. Institutional
2. Individual
3. Corporate

##### B. Eligibility and Rights of Institutional Members

1. Institutions and organizations from the public and non-profit sector are eligible for Institutional Membership.
2. Each Institutional Member will designate one official representative and one alternate who will function in the absence of the representative.
3. Every Institutional Member may participate in the activities of the Consortium and its committees. Every Institutional Member may have up to ten (10) voting Affiliate members and may only vote in elections for Institutional candidates for the Board of Directors.
4. Affiliate members may only vote in elections for Institutional Member candidates for the Board of Directors.
5. Each Institutional Member on joining the Consortium shall designate the affiliates eligible to vote and shall promptly notify the Consortium office of any changes in those members.
6. Official representatives of Institutional Members are eligible to serve on the Consortium's Board of Directors.

##### C. Eligibility and Rights of Corporate Members

1. Institutions, companies, and organizations from the for-Profit sector are eligible to be Corporate Members.
2. Each Corporate Member will designate one official representative and one alternate who will function in the absence of the representative.
3. Every full-time employee of a Corporate Member will have the same voting rights and rights of participation in Consortium activities as Institutional Members, except that no more than ten individuals from any one Corporate Member may vote in its elections, and no Corporate Member may vote for Institutional or Individual Member candidates for the Board of Directors.
4. Each Corporate Member on joining the Consortium shall designate the affiliates eligible to vote and shall promptly notify the Consortium office of any changes in those members. Official representatives from Corporate Members are eligible to serve on the Consortium's Board of Directors, but no more than three Corporate Members official representatives may serve on the Board of Directors at any time.
5. Corporate Member representatives or employees may not compose the majority of any committee of the Consortium, except any committees created to address issues specific to Corporate Members.

##### D. Eligibility and Rights of Individual Members.

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1. Individuals not representing Institutional or Corporate Members may join the Consortium as Individual Members.
2. Individual Members will have the same voting rights and rights of participation in Consortium activities as faculty, staff and employees of Institutional Members, but may not vote for Institutional or Corporate Member candidates for the Board of Directors.
3. Individual Members may not compose a majority of any committee of the Consortium except committee created to address issues specific to Individual Members.
4. The Board of Directors may establish a non-voting student individual membership with special fees and benefits.

### E. Eligibility and Rights of State Chapters

1. State and nonprofit organizations whose mission and objectives are aligned with the CoSN mission and objectives are eligible to be considered for a State Chapter membership.
2. A State Chapter (as an organization) shall have no participation rights in CoSN committees, voting or related CoSN business activities.
3. Each member of the proposed State Chapter must be a current Institutional Member of CoSN (Article III. A.1.) and will continue to receive all membership rights afforded by their CoSN membership (see Article III.B.).
4. The State Chapter shall be approved by the CoSN Board of Directors.

## Article IV. GOVERNANCE.

### A. Board of Directors

Within the Consortium, 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 do all acts permitted by law to be done by a District of Columbia nonprofit corporation. Membership in the Board of Directors is as follows:

1. The size of the Board shall be not less than nine (9) or more than twenty-one (21) individuals.
2. One Director shall be an Individual Member elected by the Individual Members collectively.
3. Three Directors shall be official representatives from the Corporate Membership and elected by the Corporate Members collectively.
4. The remaining members of the Board will be official representatives from the Institutional Membership and elected by the Institutional Members collectively. In principle it is desirable to have all Institutional types represented on the Board. Institutional type may be determined by the CEO in consultation with the Board of Directors.
5. The CEO shall be, by virtue of his office, a voting member of the Board.

### B. Officers

Officers of the Consortium shall be the Chair, Chair-Elect, Secretary, Treasurer and Past-Chair, elected annually by the Board of Directors from among its membership.

1. **Chair.** The Chair shall call and preside at all meetings of the Board and business meetings of the Consortium membership. In cooperation with the CEO, the Chair shall prepare agendas for these meetings. The Chair shall perform such other duties as may be prescribed by the Board of Directors or the Executive Committee.
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 or the Executive Committee. The Chair-Elect will be elected to a four-year term, serving the first year as the Chair-Elect, the second two years as Chair, and the succeeding one year as Past Chair.
3. **Secretary.** The Secretary shall be responsible for the records of the Consortium, including taking and maintaining the minutes of the Annual Meeting, meetings of the Board of Directors and the Executive Committee, and any other meetings of the Consortium. 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

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Directors or the Executive Committee and shall perform such other duties as may be prescribed by the Board of Directors or the Executive Committee.

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. Executive Committee.

The Board of Directors may appoint an Executive Committee to act in its behalf, subject to any restrictions contained in these bylaws or imposed by the Board of Directors, between regularly scheduled meetings. The Executive Committee shall consist of the Chair, Chair-Elect, CEO, Secretary, Treasurer, Past-Chair, and three members of the Board elected by it from among its members.

### D. CEO

The CEO shall be responsible for administering the work of the Consortium pursuant to directions of the Board. The CEO may sign and execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors shall authorize the CEO to execute or have delegated to his or her discretion to execute on behalf of the Consortium. The CEO shall have administrative responsibility for other Consortium staff members. The CEO shall be appointed by personnel procedures established by the Board and in consultation with the Executive Committee. The CEO may be removed by a vote of two-thirds of the members of the Board.

### E. 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 consecutive term but may not serve more than six consecutive years, except the Past-Chair who may serve one additional year. 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 Director may be re-elected to the Board after having been off the Board for a period of one year. Time served in the role of Chair or Past Chair will not be counted as a part of the six consecutive year limit.

1. The Board shall each year appoint a Nominating Committee of at least three Board Members. 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 election shall be completed prior to the official opening of the Consortium Annual Meeting.
3. Those elected to the Board shall assume their duties during the Annual Meeting.
4. 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 therein; and unless otherwise specified therein, acceptance of the resignation shall not be necessary to make it effective.
5. The Board will fill any vacancies on the Board for the remainder of the three-year term.
6. An officer or board member may be removed from office for cause by an affirmative vote of two-thirds of the Board of Directors, exclusive of the Officer or Board Member whose removal is being considered.
7. Members of the Board of Directors shall represent the membership category from which they were elected. Members no longer affiliated with their membership category shall have 6 month grace period to convince their new employer to join but they must be from same membership category (Institutional, Corporate or Individual). Board Members unable to meet this requirement will resign from the Board of Directors.

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### F. Compensation

For their service on the Board of Directors or other Committees or Task Forces of the Consortium, Members shall not receive compensation, except that reasonable expenses for attendance at meetings or for assignments undertaken on behalf of the Consortium may be reimbursed as circumstances permit and pursuant to policies of the Board of Directors.

### G. Committees and Task Forces

Committees and Task Forces of the Consortium may be established by the Board from time to time.

### H. Certification Governance Committee

The governing body for all of the Consortium's credentialing programs and activities is the Certification Governance Committee, which has authority and is responsible for the governance of those credentialing programs and activities. To ensure the independence, integrity, objectivity, and impartiality of the operations of the Consortium's credentialing programs and activities, and the fair and equitable representation of the interests of all parties significantly concerned with the credentialing programs, including the general public, the Certification Governance Committee has full autonomy over all core credentialing decisions and all important aspects of the Consortium's credentialing programs and activities, including, without limitation: Definition, expansion, and reduction of each credentialing program's purpose and scope; periodic validation of standards and assessments; development and maintenance of the certification scheme for each type of credential; initial eligibility standards; recertification standards; the development, administration, and scoring of assessment instruments; granting of certification; marketing and promotion; preparatory resources; ethics and professionalism, including complaints against certificants; discipline (including suspension and withdrawal of credentials) and appeals; approval of assigned Director of Credentialing personnel; policies and procedures; and strategic oversight of operational processes, the performance of all personnel and outsourced subcontractors involved in the certification process, and the performance of examiners.

1. The size of the Certification Governance Committee shall be not less than five (5) or more than twenty-one (21) individuals, of whom one (1) is a public member and at least a majority are practitioner members. If the Consortium administers credentialing programs for more than one occupational role, each credentialed occupational role shall be represented by at least one (1) practitioner member of the Certification Governance Committee.
2. Certification Governance Committee members shall not receive compensation for their services but may be reimbursed for expenses according to established reimbursement policies.
3. Policies related to Certification Governance Committee qualifications, elections, terms of office, officer positions, removal, vacancies, meetings, and subcommittees shall be established by the Certification Governance Committee.
4. The CoSN Board of Directors maintains the right to intervene if the Certification Governance Committee acts in such a way as to violate regulatory, statutory or contractual requirements, certification industry standards or its stated policies and procedures or otherwise puts the organization at risk. Such intervention will occur in such a way that assures the integrity of the certification process and assures fair and equitable treatment of all persons involved in certification. The CoSN Board of Directors will retain full fiduciary authority over all certification activities as the governing body legally responsible for all CoSN activities.

### I. Fidelity Bonds

The Consortium may secure the fidelity of any or all of its Officers, Directors, or agents by bond or otherwise.

## **Article V. MEETINGS**

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### **A. Annual Report**

Members shall receive an annual report. The purpose of the report is to keep all members informed of the actions and the health of the organization. The annual report will include:

1. The name of the corporation;
2. The street address of its principal office;
3. A description of the initiatives and accomplishments of the organization
4. A financial statement

### **B. Membership Meetings**

1. Notice of membership meetings is provided to voting members at least 10 days before the meetings by postal or other delivery or by electronic means.
2. Meetings of the membership are held at times and places determined by the Executive Committee of the Board of Directors.
3. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of those voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where the votes are submitted in writing by postal or other delivery or by electronic means and a quorum participates.

### **C. Meetings of the Board of Directors**

The Board of Directors shall meet either in person, via other electronic means, or as otherwise allowed by the District of Columbia Nonprofit Corporation Act, 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 meeting is provided to members of the Board of Directors at least 10 days before the meetings by postal or other delivery or by electronic means.
2. Meetings of the Board of Directors are held at times and places determined by the Executive Committee of the Board of Directors.
3. 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. The CEO shall be present at all executive sessions except those dealing with his/her performance or compensation.

### **D. Quorum Defined**

For meetings of the Board of Directors, a quorum shall consist of not less than half of the membership of the Board. For meetings of the Consortium membership, a quorum shall be defined as those Members in attendance.

### **E. 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) shall prevail.

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### **Article VI. DUES AND FEES**

The Membership shall be assessed such annual dues for each fiscal year as fixed by the Board of Directors upon the recommendation of the CEO. Notification of dues increases will be sent via U.S. Mail or electronically at least 60 days prior to taking effect.

### **Article VII. FINANCIAL REPORT.**

A financial report summary will be prepared on an Annual basis as a part of the Annual Report and made available to all members electronically.

### **Article VIII. ADMENDMENTS.**

These bylaws may be altered, amended or repealed by a vote of 2/3 of the Board of Directors except with respect to any provision thereof which by law requires action by the members.

### **Article IX. INDEMNIFICATION.**

1. To the extent permitted by the laws of the District of Columbia, as the same may be amended or superseded from time to time, the Consortium shall indemnify any person made a party to an action by or in the right of the Consortium 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 Consortium, 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 Consortium under the District of Columbia 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.
2. To the extent permitted by the laws of the District of Columbia, as the same may be amended or superseded from time to time, the Consortium 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 Consortium 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 Consortium and, in criminal actions or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful.
3. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled, and the Consortium 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 X. INTERESTED OFFICERS OR DIRECTORS.**

No contract or transaction between the Consortium and one or more of its Directors **or** Officers, or between the Consortium 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 transaction, or solely because his or their votes are counted for such purpose, if:

1. No benefit inures to an individual Director or Officer in contravention of the requirements of the relevant subsection of the Internal Revenue Code Section 501(c); and either.
2. The material facts as to his 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; or

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3. The contract or transaction is fair as to the Consortium as the time it is authorized, approved or ratified, by the Board of Directors or a Committee thereof.
4. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

Amended June 2016