



# CONSTITUTION & BYLAWS

October 17, 2017

*A chapter of the*



**UNITED STATES DISTANCE LEARNING ASSOCIATION**

## Table of Contents

<b>CONSTITUTION .....</b>	<b>4</b>
<b>ARTICLE I: Name, Purpose, &amp; Affiliation.....</b>	<b>4</b>
Section 1. Name .....	4
Section 2. Purpose.....	4
Section 3. Affiliation.....	4
<b>ARTICLE II: Membership .....</b>	<b>4</b>
Section 1. Classes of Membership .....	4
Section 2. Individual Membership .....	4
Section 3. Organizational Membership.....	5
Section 4. Prerequisite to Participation .....	5
Section 5. Compensation.....	5
Section 6. Expulsion .....	5
<b>ARTICLE III: Officers &amp; Board of Directors .....</b>	<b>5</b>
Section 1. Composition & Responsibility of the Officers. ....	5
Section 2. Composition and Responsibility of the Board of Directors .....	6
<b>ARTICLE IV: Committees &amp; Board of Advisors.....</b>	<b>6</b>
Section 1. Executive Committee .....	6
Section 2. Standing Committees. ....	6
Section 3. Ad Hoc Committees.....	6
Section 4. Board of Advisors .....	6
<b>ARTICLE V: Meetings.....</b>	<b>6</b>
Section 1. General Membership.....	6
Section 2. Board of Directors.....	7
Section 3. Executive Committee.....	7
Section 4. Standing or Ad Hoc Committees & Board of Advisors.....	7
<b>ARTICLE VI: Amendments to the Constitution &amp; Articles of Incorporation .....</b>	<b>7</b>
Section 1. Initiation .....	7
Section 2. Adoption.....	7
 <b>BYLAWS .....</b>	 <b>8</b>
<b>ARTICLE I: Location .....</b>	<b>8</b>
<b>ARTICLE II: Membership .....</b>	<b>8</b>
Section 1. Standing with the Association and with USDLA .....	8
Section 2. Individual Members .....	8
Section 3. Organizational Membership.....	8
Section 4. Members in Arrears.....	9
Section 5. Unresponsive Members.....	9
Section 6. Reinstatement.....	9
Section 7. Resignation.....	9
<b>ARTICLE III: Board of Directors.....</b>	<b>9</b>
Section 1. Duties .....	9

Section 2. Election and Term of Office .....	11
Section 3. Office-Holding Limitations.....	12
Section 4. Nomination and Time of Elections .....	12
Section 5. Resignation.....	12
Section 6. Vacancy.....	12
Section 7. Removal .....	13
<b>ARTICLE IV: Committees &amp; Board of Advisors.....</b>	<b>13</b>
Section 1. Serving on Committee .....	13
Section 2. Standing Committees (including Special Interest Groups).....	14
Section 3. Ad Hoc Committees.....	15
Section 4. Board of Advisors .....	15
<b>ARTICLE V: Meetings &amp; Actions.....</b>	<b>15</b>
Section 1. Parliamentary Authority.....	15
Section 2. General Membership Meetings.....	15
Section 3. Board of Director Meetings .....	16
Section 4. Quorum .....	16
Section 5. Special Meetings.....	16
Section 6. Action without a Meeting.....	16
Section 7. Presumption of Assent .....	16
Section 8. Omission of Notice .....	17
Section 9. Waiver of Notice .....	17
Section 10. Execution of Documents .....	17
<b>ARTICLE VI: Finances.....</b>	<b>17</b>
Section 1. Budget .....	17
Section 2. Budget Amendment .....	17
Section 3. Authorization.....	17
Section 4. Appointment of Auditor.....	18
Section 5. Conducting Audits .....	18
Section 6. Borrowing Powers.....	18
Section 7. Fiscal Year .....	18
<b>ARTICLE VII: Organizational Sponsorship .....</b>	<b>18</b>
Section 1. Approval.....	18
Section 2. Acknowledgment .....	18
Section 3. Endorsement.....	18
<b>ARTICLE VIII: Liability .....</b>	<b>19</b>
Section 1. Indemnification .....	19
Section 2. Disputes.....	19
<b>ARTICLE IX: Dissolution.....</b>	<b>19</b>
<b>ARTICLE X: Amendments.....</b>	<b>19</b>
Section 1. Initiation .....	19
Section 2. Adoption.....	20

**CONSTITUTION  
OF  
THE FEDERAL GOVERNMENT DISTANCE LEARNING ASSOCIATION**

**ARTICLE I: Name, Purpose, & Affiliation**

Section 1. Name

The name of the corporation is the Federal Government Distance Learning Association (hereinafter referred to as the “Association”).

Section 2. Purpose

The purpose of the Association is to promote the development and application of distance learning (DL) for education and training, primarily within the Federal sector. The Association is formed exclusively for educational purposes and is qualified as a tax-exempt, nonprofit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3. Affiliation

The Association shall maintain affiliation as a chapter of the United States Distance Learning Association (USDLA) and shall adhere to USDLA’s bylaws respecting such affiliation.

**ARTICLE II: Membership**

Section 1. Classes of Membership

Classes shall be individual and organizational. In all cases, membership shall require approval of the two-thirds majority of the Board of Directors, and shall be reviewed for approval annually.

Section 2. Individual Membership

(a). Qualifying. Individual members must be at least one of the following:

(1). An employee of the *Federal Government* (civil and military service—National Guard included).

(2). An employee of a corporation on contract with the *Federal Government* to support Government DL programs.

(3). A member of the faculty or administration of a regionally accredited academic institution that supports the educational needs of *Federal Government* personnel.

(4). On an exceptional basis, membership may also be granted to those who substantially support the Association outside of the qualifying conditions specified herein.

(5). An employee of a state government, but in a non-voting capacity, unless otherwise granted under Paragraph (4), above.

(b). Joining. Individual membership in the Association may be obtained by complying with the requirements as set forth in the bylaws.

### Section 3. Organizational Membership

(a). Qualifying. Organizational membership shall be limited to those organizations that support distance learning services within or for the Federal Government, and shall belong to one of the following:

- (1). The Federal Government
- (2). Private or Public Corporations
- (3). Institution of Higher Learning—must be regionally accredited

(4). On an exceptional basis, an organization that is substantially supporting the Association outside of the qualifying conditions specified herein.

(b). Organizational membership in the Association may be obtained by complying with the requirements as set forth in the bylaws.

### Section 4. Prerequisite to Participation

Participation as an officer, committee member, or in any vote of the members is conditioned upon the member being in good standing with the Association, as defined in the bylaws.

### Section 5. Compensation

Members of the Association, who are not its employees, shall receive no compensation for their services to the Association, except for reimbursement of expenses approved by the Board of Directors incurred on behalf of the Association.

### Section 6. Expulsion

Any person's or organization's membership may be terminated by a simple majority vote of the Board of Directors for any cause that the board may deem reasonable.

## **ARTICLE III: Officers & Board of Directors**

### Section 1. Composition & Responsibility of the Officers.

Officers of the Association shall be President, Senior Vice President, Vice President for the Government Sector, Vice President for the Corporate Sector, Vice President for the Higher Education Sector, Secretary, Treasurer, and Executive Director. These officers shall perform the duties prescribed by the Association's bylaws and by the parliamentary authority adopted by the Association. The President, Senior Vice President, and Vice President for the Government Sector shall be either Civil Service employees of the Federal Government or military personnel. Vice Presidents for the Corporate Sector and for the Higher Education Sector shall be non-government professionals. The Executive Director shall be considered an employee of the Association, and shall be a non-government professional.

## Section 2. Composition and Responsibility of the Board of Directors

The Board shall consist of the officers of the Association, the chairperson (or chairman/chairwoman) of the Board of Directors, the chairpersons of the Standing Committees and the chairperson of the Board of Advisors. The affairs of this Association shall be managed by the Board of Directors, and shall be chaired by the Chairperson of the Board. The Board of Directors shall be the governing body of the Association with power to formulate policies of the Association consistent with its purposes and subject to any specific directions of the membership as adopted at any duly held membership meeting. The Board of Directors shall have authority to conduct all business pertaining to the Association between official (regular & special) meetings of the membership, fix the hour and place of meetings, make recommendations to the Association, and perform other duties as are specified in the bylaws. The Board of Directors shall be the custodian of the property of the Association and shall assume responsibility for the management of its finances. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

## **ARTICLE IV: Committees & Board of Advisors**

### Section 1. Executive Committee

The Executive Committee is responsible for the execution of the policy decisions of the Board and overseeing the day to day operation of the Association. The Executive Committee shall consist of the President, the Chairperson of the Board of Directors, all Vice Presidents, the Secretary, the Treasurer, and the Executive Director.

### Section 2. Standing Committees

There shall be Standing Committees as set forth in the bylaws.

### Section 3. Ad Hoc Committees

Ad Hoc Committees may be appointed from time to time as the *Executive Committee* requires them.

### Section 4. Board of Advisors

There shall be a Board of Advisors as set forth in the bylaws.

## **ARTICLE V: Meetings**

### Section 1. General Membership

(a). *Regular Meetings*. Regular meetings of the Association shall be held at times and places set by the bylaws, and shall be for the purpose receiving reports of officers and committees, and for any other business.

(b). *Annual Meeting*. The annual meeting of the Association shall be for the purpose of receiving reports of officers and committees, the Treasurer's audited financial statements, presentation of awards, and for any other business that may arise.

(c). *Special Meetings*. Special meetings may be called by the president, a majority of the board, or by a written request of at least ten percent of the members of the Association. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at

least three days' notice shall be given. A quorum shall consist of five percent of the total membership.

#### Section 2. Board of Directors

(a). *Regular Meetings.* Regular meetings of the Board of Directors shall be held monthly at times and places set by the bylaws. Meetings shall be chaired by the Chairperson of the Board. The agenda shall be set by the President.

(b). *Special Meetings.* Special meetings of the Board may be called by the Chairperson of the Board of Directors, the President, or upon the written request of three members of the Board. Except in cases of emergency, at least four days' notice shall be given. A majority of the members of the Board shall constitute a quorum. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

#### Section 3. Executive Committee

The Executive Committee shall meet to conduct business at times and places set by the President.

#### Section 4. Standing or Ad Hoc Committees & Board of Advisors

These shall meet to conduct business at times and places set by their respective Chairperson.

### **ARTICLE VI: Amendments to the Constitution & Articles of Incorporation**

#### Section 1. Initiation

Proposed amendments to either the Association's constitution or articles of incorporation may be initiated by the Board of Directors or by Standing, Special or Ad Hoc Committees appointed by the Board of Directors for the purposes of recommending or proposing amendments to the Articles of Incorporation or by petition of five percent of the membership of the Association.

#### Section 2. Adoption

Amendment of the constitution may be amended at any General Membership Meeting of the Association by a two-thirds vote of the quorum, provided the amendment has been submitted to the membership at least thirty days prior to the meeting.

**BYLAWS  
OF  
THE FEDERAL GOVERNMENT DISTANCE LEARNING ASSOCIATION**

**ARTICLE I: Location**

The headquarters of the Association shall be located with the office of the President.

**ARTICLE II: Membership**

Section 1. Standing with the Association and with USDLA

An individual or organizational member shall be considered *in good standing* as long as the member holds unanimous approval of the Executive Committee, and, where applicable, current with sponsorship fees. Members shall be expected to respond to any request to update their profiles with the Association and to declare their intent to remain affiliated with the Association.

(a). Active Membership: A member *in good standing* shall be considered *active* as long as the member is serving on the board or a committee, or significantly contributing to any of the Association's other activities. An active member shall also be entitled to individual *USDLA Affiliate Membership*, with dues paid by the Association. Name may be withheld from USDLA upon request of the member.

(b). Latent Membership: A member *in good standing* shall be considered *latent* when not qualifying as an *active* member. A latent member, however, may still become an individual *USDLA Affiliate Member* by submitting payment of *Affiliate USDLA Chapter Member* dues to the treasurer of the Association.

Section 2. Individual Members

There are no dues for Federal Government civil service and military members who are deemed to be providers of distance learning, nor are there dues for those who are members by exception. For all others, membership is obtained through Organizational Membership.

Section 3. Organizational Membership

(a). Organizational Membership is obtained upon the annual payment of sponsorship fees as set forth below. Sponsors shall be permitted to submit a number of individuals within their organization for active membership as set forth below.

- (1). Benefactor:                 \$3,000 – 5 members
- (2). Platinum:                 \$2,000 – 4 members
- (3). Gold:                         \$1,000 – 3 members
- (4). Silver:                        \$600 – 2 member
- (5). Bronze (nonprofit):     \$300 – 1 member

(b). Dues shall be billed to the organization.



#### Section 4. Members in Arrears

These automatically lose their good standing whose dues or sponsorship fees have not been received by the first day of the fiscal year. The Treasurer shall notify members 30 days in arrears, and those whose dues or sponsorship fees are not paid within 60 days thereafter shall be expelled automatically from membership in the Association.

#### Section 5. Unresponsive Members

These automatically lose their good standing when either contact or employment information is no longer valid. If, after membership revalidation is requested, and no response is received from the member within 30 days, the treasurer shall notify the member of impending expulsion from the Association to take effect automatically 60 days thereafter. Reasonable efforts shall be made to contact the member if contact information is incorrect, but if contact cannot be reestablished, these members shall be expelled automatically 90 days from the date of the revalidation request.

#### Section 6. Reinstatement

If any member is expelled, reinstatement shall require the two-thirds majority vote of the Board of Directors, a declaration by the member of intent to renew affiliation with the Association, and, if applicable, receipt of annual dues or sponsorship fees. If in the same membership year, dues or sponsorship fees paid prior to expulsion for cause shall not be credited to the account of the newly reinstated member.

#### Section 7. Resignation

Any member desiring to formally resign from this Association shall submit such resignation in writing to the secretary who shall remove the individual or organization from membership. Membership dues or sponsorship fees shall not be refunded.

### **ARTICLE III: Board of Directors**

#### Section 1. Duties

(a). *Chairperson of the Board of Directors.* The chairperson shall open and close meetings, and ensure rules of order are followed, and constitution and bylaws are adhered to, and may serve on various committees. The Chairperson shall perform other duties as directed by the Board of Directors.

(b). *President.* The duties of the President shall be to function as the Executive Officer of the Association, to preside at all business meetings and meetings of the Board of Directors, to carry out instructions of the Board of Directors, and to serve as ex officio member on all committees. The President shall have the authority to appoint ex officio members to all standing committees in his or her stead. The President (or his or her designated representative) shall represent the Association at any state or national meetings designated by the Board. President shall provide reports of activities as requested at meetings of the Board of Directors, and shall submit a written report of activities to the Board of Directors prior to the annual meeting of the Association.

(c). *Senior Vice President.* The Senior Vice President is the President Elect. The duties of the Senior Vice President shall be to serve as Executive Officer in the President's absence. He or she may serve on various committees. The Vice President shall be responsible for

ensuring that all aspects of the Association's constitution and bylaws are in order, and followed by the Association. He or she shall perform other duties as directed by the President or the Board of Directors. The Senior Vice President shall provide reports of activities as requested at meetings of the Board of Directors, and shall submit a written report of activities to the Board of Directors prior to the annual meeting of the Association.

(d). *Vice President for the Government Sector.* The duties of this office are to act as a liaison with the Federal Government sector in obtaining information and support for the chapter. The Vice President shall perform other duties as directed by the President or the Board of Directors. The Vice President shall provide reports of activities as requested at meetings of the Board of Directors, and shall submit a written report of activities to the Board of Directors prior to the annual meeting of the Association.

(e). *Vice President for the Corporate Sector.* The duties of this office are to act as a liaison with the private sector in obtaining information and support for the chapter. The Vice President shall perform other duties as directed by the President or the Board of Directors. The Vice President shall provide reports of activities as requested at meetings of the Board of Directors, and shall submit a written report of activities to the Board of Directors prior to the annual meeting of the Association.

(f.) *Vice President for the Higher Education Sector.* The duties of this office are to act as a liaison with institutions of higher learning in obtaining information and support for the chapter. The Vice President shall perform other duties as directed by the President or the Board of Directors. The Vice President shall provide reports of activities as requested at meetings of the Board of Directors, and shall submit a written report of activities to the Board of Directors prior to the annual meeting of the Association.

(g). *Secretary.* The duties of the Secretary shall be to keep records of the Association's activities, to forward to the President copies of all committee reports for archiving, and to function as parliamentarian for the meetings of the Board of Directors and for the annual meetings of the membership. The Secretary shall provide reports at each meeting of the board regarding activities undertaken on behalf of the Association by members of the Board of Directors, and any other special or ad hoc committees appointed by the Board currently in service. The Secretary shall also keep a record of all the members of the Association and their addresses, and send all notices of the various meetings when required. The Secretary shall have charge of the Association's official Web site and the copyrighted trademark of the Association. The Secretary shall provide reports of activities as requested at meetings of the Board of Directors, and shall submit a written report of activities to the Board of Directors prior to the annual meeting of the Association.

(h). *Treasurer.* The duties of the Treasurer shall be to collect all dues and other accounts due the Association, and deposit such funds in the name of the Association in a financial institution approved by the Board of Directors. The Treasurer shall keep accounts of the sources of all income and the purposes of all expenditures, and manage all expenditures in accordance with the annual budget approved and/or otherwise modified by the Board of Directors. The Treasurer shall make available to the Board a monthly report detailing all activity on the accounts of the Association. The Treasurer shall provide a complete financial report at the Annual Membership Meeting of the Association and work with a tax preparation firm designated by the Board of Directors to prepare any filings for Federal,

State or City taxes. The Treasurer shall insure that liability insurance for the FGDLA and its members is current and paid in full.

(i). *Executive Director.* The Executive Director shall be an individual who has extensive experience in all facets of the Association's operations. The position is intended to provide continuity of operations and support long-term strategy. The Director shall be primarily responsible for supporting the organization in its general operations to include Web site management, marketing, and business development. The Association shall pay fees, meals, lodging, and travel expenses related to such activities up to the maximum stated in the budget. The Executive Director shall provide reports of activities as requested at meetings of the Board of Directors, and shall submit a written report of activities to the Board of Directors prior to the annual meeting of the Association.

(i). *Standing Committee Chairpersons.* The duties of the standing committee chairpersons shall be to actively lead their respective committees to accomplish their respective goals. Chairpersons shall solicit Association members to participate in their respective committees. Chairpersons shall serve as members of the Board of Directors, and shall perform other duties as directed by the Board of Directors. The chairperson shall provide reports of activities as requested at meetings of the Board of Directors, and shall submit a written report of activities to the Board of Directors prior to the annual meeting of the Association.

(j). *Chairperson of the Board of Advisors.* The duties of the chairperson shall be to actively lead the board to accomplish its goals, which shall include advising the Association on matters pertaining to distance learning, and promoting the Association in general. The chairperson shall serve as a member of the Board of Directors. The chairperson shall perform other duties as directed by the Board of Directors. The chairperson shall provide reports of activities as requested at meetings of the Board of Directors, and shall submit a written report of activities to the Board of Directors prior to the annual meeting of the Association.

## Section 2. Election and Term of Office

All officers and chairpersons shall assume their respective positions at the beginning of the fiscal year, and shall continue in office until their successors are elected and qualified.

(a). *President.* The Senior Vice President, at the end of his or her term, shall automatically succeed to this office for two years..

(b). *Vice Presidents.* Vice Presidents shall be elected every two years by the general membership.

(c). *Executive Director.* The Executive Director shall be elected by a majority vote of the Board of Directors and conditions of employment and compensation shall be reviewed annually. Term of office shall be determined by mutual consent of the majority of the Board of Directors and the Executive Director.

(b). *Chairperson of the Board of Directors.* The President, at the end of his or her term, shall automatically succeed to this office for two years.

(c). *Chairpersons of Standing Committees.* Chairpersons shall be elected every two years by the Board of Directors.

(d). *Chairperson of the Board of Advisors.* Chairpersons shall be elected every two years by the members of the Board of Advisors.

### Section 3. Office-Holding Limitations

No member of the Board of Directors shall hold more than one office or chairperson concurrently, unless to fill a vacancy; and in such cases, no member shall be entitled to more than one vote. No officer—with the exception of the Executive Director—shall be eligible to serve more than two consecutive terms in the same office, unless to fill a vacancy. No member of the Board of Directors of this Association may serve concurrently as an officer or director in any other organization when the majority of the Board of Directors of the Association concludes by majority vote that there exists a conflict of interest.

### Section 4. Nomination and Time of Elections

At least four months prior to the annual membership meeting, the President shall form a Nominations & Election Committee (NEC). It shall be the responsibility of such committee to nominate at least one qualified member in each category to stand for election for each office to be voted upon. Each nominee shall have indicated to the Committee a willingness to stand for election, to serve if elected, and have support from his or her organization to support travel and sufficient time to conduct the business of the Association. The nominations of the committee shall be submitted in writing to the Board of Directors for approval at least two months prior to the end of the fiscal year. Each nominee shall require a majority vote of the quorum of the Board. The NEC shall have ballots prepared listing each candidate nominated. The ballots shall be mailed or e-mailed to each member in good standing no later than 21 days prior to the deadline for receiving ballots. Each member shall be entitled to one vote for each officer to be elected and the candidate receiving a majority of the votes cast shall be deemed elected. Ballots shall be cast by mail or e-mail and must be received by the committee by the deadline set to receive ballots. Ballots received subsequent to this deadline shall be invalid. The ballots shall be counted by the members of the committee and the results of election certified to the President who shall announce the results to the membership at the next regular meeting, or by e-mail. Officers shall take office at the beginning of the fiscal year, or as soon as election results are counted if after the beginning of the fiscal year.

### Section 5. Resignation

An officer may resign at any time by delivering notice to the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

### Section 6. Vacancy

(a). *Chairperson of the Board of Directors.* Vacancy that shall occur by reason of death, resignation, removal, or any other cause whatever shall be filled by a previous President. The request to return to service of a previous President shall be offered by the President to the most recent consenting former President. If no former president is consenting, the President shall nominate a current or previous officer in good standing, and shall require approval by a majority vote of the directors.

(b). *President*. Vacancy that shall occur by reason of death, resignation, removal, or any other cause whatever shall be filled by the Senior Vice President. He or she shall serve as President for the remainder of the unexpired term and for the term for which he or she was elected. The officer shall hold office immediately upon notification of the vacancy.

(c). *Vice Presidents*. Vacancy that shall occur by reason of death, resignation, removal, or any other cause whatever, the President shall nominate a member in good standing, and shall require approval by a majority vote of the directors. The Senior Vice President, however, shall not automatically succeed to the office of President. A new election for President, therefore, shall be held.

(d). *Secretary*. Vacancy that shall occur by reason of death, resignation, removal, or any other cause whatever, the President shall nominate a member in good standing, and shall require approval by a majority vote of the directors.

(e). *Treasurer*. Vacancy that shall occur by reason of death, resignation, removal, or any other cause whatever, the President shall nominate a member in good standing, and shall require approval by a majority vote of the directors.

(f). *Committee or Board of Advisor Chairperson*. Any vacancy that shall occur by reason of death, resignation, removal, increase in the number of directors, or any other cause whatever, the President shall nominate a member in good standing and shall require approval by a majority vote of the directors.

(g). *Executive Director*. Vacancy that shall occur by reason of death, resignation, removal, or any other cause whatever, the President shall form a search committee to nominate a qualified individual, and if one is found, approval shall require a majority vote of the directors.

## Section 7. Removal

Any member of the Board of Directors or the Board of Advisors may be removed, with or without cause, by majority action of the Board of Directors. Board members, all of whom serve at the pleasure of the Board on behalf of the members, accept a standard of participation when accepting membership on the Association's Board. Therefore, any Board member who is absent for more than three official Board meetings in one year, and who has not contacted the President to be excused for reason of serious conflict that prohibits attendance, shall be brought before the Board for non-performance as a Board member. A vote shall be taken to determine his or her continuation on the Board. Removal shall be without prejudice to any contractual rights of the person removed. With the exception of the Executive Director, the mere appointment of any person as an officer, agent, or employee of the Association does not create any contractual rights. In the case of Executive Director, in which a written contract may exist, the terms of such contact shall be followed.

## **ARTICLE IV: Committees & Board of Advisors**

### Section 1. Serving on Committee

The President shall be ex officio a member of all committees except the Nominating Committee. Board members may serve as chairperson with the exception of the Nominations Committee.

## Section 2. Standing Committees

The Board of Directors may propose the creation or elimination of Standing Committees by a majority vote of the board and shall state the purpose and responsibilities of the Committee for inclusion in the Minutes of the Association. The board shall initiate an amendment to revise the bylaws for inclusion or elimination of such a Committee that shall be voted upon at the subsequent meeting of the Board of Directors. The chairperson, term, and initial members of the Committee shall be recommended by the President and approved by the Board.

(a). *Awards.* The Awards Committee shall designate those persons who shall be honored by the Association as directed by policies set by the Board. The committee shall set standards for presentations at conferences and standards for recognition of best distance learning practices within or for the Federal government. This committee shall propose to the Board of Directors which awards shall be given by the Association, as well as criteria for selection, coordinate the nomination process, and collect results for board consideration.

(b). *Conference.* The Conference Committee shall plan, organize, and conduct the annual conference of the Association. The Committee shall recommend to the Board for approval a date and site for the conference at least two years in advance. The committee shall also propose, plan, conduct sessions and exhibits at other conferences that will promote the vision and purpose of the Association.

(d). *Membership.* The Membership Committee shall develop goals and objectives to increase membership, in all appropriate ways, and maintain accurate records of the membership.

(e). *Publications.* The Publications Committee shall be responsible for the official publications of the Chapter. The primary focus of the Publications Committee is to be a source of information for government applications of distance learning.

(f). *Marketing & Business Development.* The Marketing & Business Development Committee shall use all appropriate means to acquaint the Federal Government sector and supporting business communities with the purpose of the Association, and the importance of distance learning in meeting Federal Government education & training needs. The committee shall be responsible for promoting the professional image of the Association in the distance learning community.

(g). *Special Interest Group (SIG).* The SIG Committee's primary focus shall be the promotion and support of SIGs. The committee shall be composed of a chairperson and one representative from each individual SIG.

(1). *Definition of SIG:* A SIG is a subgroup of Association members with similar interests or specialties within distance learning—e.g., knowledge area, application, or technology. SIGs provide forums for Association members to network, share best practices, or promote common interests.

(2). *Membership in a SIG:* Any individual member in good standing within the Association may join any one or more SIGs.

(3). SIGs may develop their own bylaws so long as these do not conflict with those of the Association, and are approved by a majority vote of the board.

(4). Each SIG's representative to this standing committee shall be the chairperson of that SIG, elected by its members. He or she must be an employee of the *Federal Government* (civil and military service—National Guard included), and be professionally involved with the SIGs purpose.

### Section 3. Ad Hoc Committees

Ad Hoc Committees may be created by a majority vote of the Board of Directors. The President shall appoint a chairperson and member of the committee to carry out the purpose for which it was created. The Board shall set the duration of the committee's service and such Committee shall be dissolved at the completion of its assignment or at the time specified by the Board.

(a). *Nomination and Election.* The Nomination & Election Committee is a recurring ad hoc committee whose purpose is to nominate candidates and conduct the election of officers and directors as set forth in the articles of incorporation, constitution, and bylaws. The President shall appoint a chairperson and additional members of the committee and shall require approval by a majority vote of the Board of Directors. The Board shall set the duration of the committee's service and such committee shall be dissolved at the completion of the notification of election results.

### Section 4. Board of Advisors

The Board of Advisors is a distinguished body of distance learning and industry leaders who advise the Board of Directors on all matters relating to the advancement of the goals of the Association. Members represent the major constituencies served by the Association: Federal Government, private or public corporations, and institutions of higher learning. Any member of either the Board of Directors or the Board of Advisors may recommend the election of a member to the board. Elections shall occur at any meeting of the Board of Directors having a quorum present, and membership to the Board of Advisors shall be active upon majority vote. Removal shall be by the same process. Membership shall be for an indefinite term, and shall conclude when the member either resigns or is voted off by the Board of Directors. Members of the Board of Advisors shall not be required to pay dues, but shall be expected to respond to an annual request to update their profiles with the Association and to declare their intent to remain serving on the board.

## **ARTICLE V: Meetings & Actions**

### Section 1. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the constitution, bylaws, or any special rules of order the Association may adopt.

### Section 2. General Membership Meetings

There shall be one *annual* and three *regular* meetings. Meetings shall be conducted by audioconference, online collaborative technologies, or in association with an onsite

conference of benefit to the general membership. The time and location of the meetings shall be determined by the Board of Directors. Notification of the date and place of these meetings shall be given in writing or electronically to the members at least 60 days prior.

### Section 3. Board of Director Meetings

The monthly meetings of the Board of Directors shall be held on the last Thursday of each month at 2 p.m. ET via audioconference. Written notification of the proposed agenda shall be electronically delivered to the members of the Board of Directors prior to each meeting.

### Section 4. Quorum

At all meetings of the Board of Directors, the presence of at least one half the seated board plus one of the directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. If a quorum is not present at any meeting, the meeting may be adjourned by a majority of the directors present until a quorum shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any directors not present either by being sent by fax, e-mail or given personally or by telephone at least eight hours prior to the hour of reconvening.

### Section 5. Special Meetings.

Other meetings of the members may be convened by order of the Board of Directors or upon the written request of a minimum of 25% of the Associations' members in good standing. The request shall state the business to be transacted at the meeting, and upon receipt of same, the board shall have a period of 21 days in which to call the meeting. In the event the board fails to call the meeting within the prescribed period, any member who signed the requisition may call the meeting. A "Notice of Special Meeting" shall be delivered by mail or electronically, to the last known address of each member, at least 10 days prior to the date of such meeting.

### Section 6. Action without a Meeting

Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if the action is taken by all of the directors entitled to vote on the action. The action shall be evidenced by one or more written or electronic consents describing the action to be taken, agreed to by all of the directors entitled to vote on the action, and delivered to the secretary of the corporation for inclusion in the minutes or filing with the corporate records.

### Section 7. Presumption of Assent

A director of the Association who is present at a meeting of the Board of Directors or a committee of the Board of Directors when action is taken is presumed to have assented to the action unless such director votes against it or expressly abstains from voting on the action taken, or such director objects at the beginning of the meeting to the holding of the meeting or transacting specific business at the meeting. Minutes of each meeting of the board shall be made available to each director at or before the next succeeding meeting. Each director shall be presumed to have assented to such minutes unless his or her objection shall be made to the Secretary at or within two days after such meeting.



## Section 8. Omission of Notice

Accidental omission to give notice of any meeting to, or the non-receipt of, any notice by any person shall not invalidate any resolution passed or proceeding taken at any meeting of the members.

## Section 9. Waiver of Notice

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Further, whenever any action is to be taken after notice to the directors or after the lapse of a prescribed period of time, such action may be taken without notice and without lapse of such period of time, if such requirements are waived in writing by the directors. Attendance of a director at a meeting constitutes a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

## Section 10. Execution of Documents

(a). *Sign and Seal.* Any two of the President, Vice Presidents, Executive Director, Treasurer, and Secretary shall have authority to sign and seal documents in the name of and on behalf of the Association with prior approval of the majority of the Board of Directors. In the extraordinary event that two elected officers of the Association are unable to carry out this function, the board shall have the power, by majority vote, to appoint two other members to sign and seal documents on behalf of the association.

(b). *Trademark.* The FGDLA trademark shall be of a form adopted by the Board of Directors, and depicted on the cover of this document. The Secretary and Treasurer shall affix the trademark to all documents requiring execution under this Association. Unless the board directs otherwise, the FGDLA trademark, and its variant forms, shall remain the sole custody of the Association.

## **ARTICLE VI: Finances**

### Section 1. Budget

The annual budget of the Association shall be approved by the Board of Directors and shall be submitted to the board for consideration by October 31 of the preceding year. The Executive Committee of the Board has oversight of the approved budget and shall verify before payment that all expenditures are in accordance with the budget. The Secretary shall assist the Treasurer in maintaining accurate records of all financial transactions and in carrying out the routine business of the Association.

### Section 2. Budget Amendment

A majority vote of the Board of Directors is required to amend an approved budget.

### Section 3. Authorization

The President shall be authorized in the annual budget to spend a monthly sum without the approval of the Board of Directors. This sum shall be decided upon by Board of Director

majority vote. Any member who commits the Association to a monetary obligation without approval of the President or the Board shall be liable for the obligation.

#### Section 4. Appointment of Auditor

The Auditor of the Association shall be appointed by resolution of the Board of Directors and shall be under the supervision of the Treasurer. It shall be the duty of the Auditor to make such examination of the financial records of the Association as required by law and the Association's constitution and bylaws. The Secretary and Treasurer, on behalf of the board, shall cause proper books of account and an accounting record to be kept with respect to all financial and other transactions of the Association, and same to be provided to the Auditor.

#### Section 5. Conducting Audits

The books, accounts, and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the Association elected for that purpose. Such auditor at the annual meeting of the Association shall submit a complete and proper statement of the standing of the books for the previous year. The books and records of the Association may be inspected by any member in good standing at the annual meeting, or at any time upon giving reasonable notice and arranging for a time satisfactory to the officer or officers having charge of same. Each member of the Board of Directors shall at all times have access to such books and records.

#### Section 6. Borrowing Powers

For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of monies in such a manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

#### Section 7. Fiscal Year

The fiscal year of the Association shall be January 1 through December 31.

### **ARTICLE VII: Organizational Sponsorship**

#### Section 1. Approval

All organizational sponsorships shall require a two-thirds majority vote of the Board of Directors

#### Section 2. Acknowledgment

The Association shall acknowledge sponsorship publicly, commensurate to the organization's level of support to the Association.

#### Section 3. Endorsement

The Association shall not endorse specific organizations nor their products and services.

## **ARTICLE VIII: Liability**

### Section 1. Indemnification

Any person, his or her heirs, or personal representative, made, or threatened to be made, a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, because he or she, is or was a director, officer, employee, or agent of this Association or serves or served any other corporation or other enterprise in any capacity at the request of this Association, shall be indemnified by this Association, and this Association may advance his or her related expenses to the full extent permitted by law. In discharging his or her duty, any director, officer, employee, or agent, when acting in good faith, may rely upon information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by (1) one or more officers or employees of the Association whom the director, officer, employee, or agent reasonably believes to be reliable and competent in the matters presented, (2) counsel, public accountants, or other persons as to matters that the director, officer, employee, or agent believes to be within that person's professional or expert competence, or (3) in the case of a director, a committee of the Board of Directors upon which he or she does not serve, duly designated according to law, as to matters within its designated authority, if the Director reasonably believes that the committee is competent. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which the person, his or her heirs, or personal representatives may be entitled. The Association may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying these persons. The insurance may be for the benefit of all directors, officers, or employees.

### Section 2. Disputes

Any disputes concerning contractual rights of the Association, the interpretation or application of the constitution and bylaws, or any dispute concerning the rights of the members or the powers of any director shall be submitted to and decided by the Board of Directors. Members shall give consent to abide by the final judgment of the board to stay in good standing.

## **ARTICLE IX: Dissolution**

Should the association dissolve for any reason, all assets shall be distributed to the *USDLA* to be used as it sees fit.

## **ARTICLE X: Amendments**

### Section 1. Initiation

Amendments to these Bylaws may be initiated by the Board of Directors, or by a Committee authorized by the Board of Directors for the purpose of recommending Amendments to the Bylaws, or by a petition signed by five percent (5%) of the membership directed to the Board of Directors setting forth the proposed Amendment.

## Section 2. Adoption

An amendment to these bylaws initiated as provided in Section 1 may be adopted by a majority vote of the quorum of the Board of Directors at a monthly or special meeting of the Board, provided the amendment has been submitted in writing at the previous meeting.