

BYLAWS

OF

MICHIGAN ASSOCIATION FOR COMPUTER USERS IN LEARNING

Approved by the MACUL Membership 11-28-2019

Approved by the MACUL Board 09-17-2019

For the purpose of clarification, from this point herein, MACUL Board of Directors shall be referred to as the Board.

ARTICLE I

Purpose and Powers

The purpose for which the corporation is formed and the powers which it may exercise are set forth in its Restated Articles of Incorporation.

ARTICLE II

Membership

Section 1. Classes of Members. The corporation shall have three classes of members: regular, associate, special.

- A. Regular membership status in the corporation shall be open to teachers, administrators, employees, and retirees of public or non-profit educational institutions who are involved in the use of technology in education, and do not have a conflict of interest in the stated purposes of the organization. Regular members shall pay the appropriate dues as specified by the Board and are then eligible for all benefits.
- B. Associate membership status in the corporation shall be open to institutions, agencies and persons who are not eligible to become regular members of the corporation. Associate members shall have the same privileges as regular members, except that they shall not be eligible to vote or to run or be appointed to office in the corporation. Associate members shall pay the appropriate dues as specified by the Board and maintain rights as an Ex-Officio member.
- C. Priority membership shall be granted by a majority vote of the Board. Priority Class members shall have the same privileges as regular members except that they shall not be liable for dues other than those appropriate dues as specified by the Board.

Section 3. New Members. An individual may become a member by submitting written notice to the corporation that he or she desires to be a member and by paying dues. The corporation Secretary shall notify each individual of his or her qualification for membership at the time such individual first becomes qualified.

Section 4. Annual Dues. The Board shall annually review and determine annual membership dues. Dues are payable upon becoming a member and thereafter annually by August 31. A member who is in arrears in dues payment for a period of 90 days shall cease to be in good standing.

Section 5. Suspension and Expulsion. A member may be suspended or expelled for conduct or practices contrary to the corporation's best interests by a majority vote of the Board of Directors or a majority vote of the Executive Board when conduct warrants, provided that a statement of the reasons have been provided by; a.) appropriate electronic means and b.) by accepted standard US Postal delivery means to the member's last recorded address at least 10 days before the vote. The member shall be given an opportunity to reply to the revocation prior to the vote.

ARTICLE III Members Meetings

Section 1. Meeting Locations and Times. Meetings will be held at publicly accessible open places and times as the Board determines.

Section 2. Annual Meeting. An annual meeting of the members shall be held each year at a time to be determined by the Board. The Board, the President, or the Secretary shall schedule the annual meeting at a convenient time and publicly accessible place. In lieu of an annual meeting, the Board reserves the right to take action by written consent as permitted by law.

Section 3. Special Meeting. The Board or the President may call a special meeting of members at any time, such meeting shall comply with appropriate time and place recommendations.

Section 4. Notice of Meeting. Written notice of the time, place, and purpose of a regular or special meeting of members must be given either personally or electronically to each member not less than 30 nor more than 60 days before the date of the meeting.

Section 5. Waivers by Attendance. A member's attendance at a meeting will result in both of the following:

- (a) waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(b) waiver of objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 6. Quorum. Those voting members of the Association present at a general, annual, or special meeting shall constitute a quorum of the membership. Members may attend the meeting in person or be represented by proxy.

Section 7. Voting Rights. Each member present in person or by proxy at a membership meeting, regardless if the meeting is considered general, annual, special meeting is entitled to one vote. A member entitled to vote at an election of directors may vote for as many persons as there are directors to be elected. Members are reminded that voting may occur by any of the following methods: electronically, in person, by roll call, secret ballot, or paper ballot. Members' voting rights when electing directors are specified in Article IV of these bylaws.

Section 8. Vote Required. Members shall elect the Board by a plurality of votes cast by those eligible members. All other actions taken by members' vote shall be authorized by a majority of votes cast by those eligible members. A proxy must be in writing subscribed by the member and must be presented to the meeting's presiding official to be qualified. Members are reminded that voting may occur by any of the following methods: electronically, in person, by roll call, secret ballot, or paper ballot.

Section 9. Action Without a Meeting. Any action may be taken without a meeting, prior notice, or vote, if a consent in writing to the action is signed by members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted. Prompt notice of the action taken shall be given to all members who have not consented in writing.

Section 10. Record Date. The Board may fix in advance, a record date for the purposes of determining members entitled to:

- (a) Receive Notice of any meeting;
- (b) Vote for directors during the voting period before the annual meeting;
- (c) Vote at any meeting; and
- (d) Express consent or dissent for any proposal considered without a meeting.

The record date shall not be more than 60 nor less than 10 days before the date of the meeting, nor more than 60 days before any other action, and no more than 60 days before the date votes for directors are due.

If the Board does not fix a record date, the record date for purposes of determining members entitled to notice of or to vote at a meeting is the close of business on the day next preceding the day notice is given or, if no notice is given, the day next preceding the day of the meeting. If not fixed by the Board, the record date for any other purpose is the close of business on the day on which the Board adopts the resolution relating to that purpose.

ARTICLE IV

Board of Directors

Section 1. Board Makeup. The Board shall consist of no more than 18 Directors and no less than 12 directors. Directors must be eligible voting members of the association. Directors may be elected or appointed.

Section 2. Election, Appointment and Term of Office.

- A. The number of Director vacancies to be filled during the annual election will be determined by the difference of continuing Directors and the necessary amount to fill no less than 12 seats and no more than 18 Director seats. Only those eligible voting members may run for a vacant Director seat. Directors will be elected during annual election and will begin their three year term on the the first of May immediately follow the annual election.
- B. A Director may serve three consecutive elected terms. A Director, whether elected or appointment, may not serve more than 16 cumulative years.

Section 3. Election Procedures. The election of directors will conform to the following procedures:

- A. At the first meeting of the Board of Directors held in the new year, the President shall appoint a Nominations Committee chairperson.
- B. The Nominations Committee shall prepare and present a slate of nominees to the Board of Directors by the February meeting for their approval.
- C. The people recommended for the slate should be representative of the membership by geography, level, function/role, ethnicity, and years of experience.

Additional directors will be appointed by the President upon approval of the Board of Directors to a three-year term as needed to foster representation by geography, level, function/role, ethnicity, and years of experience. The Board may not consist of less than 12 or more than 20 directors. Only voting members may become members of the Board of Directors.

Section 4. Resignation and Removal.

- A. A Director may resign by written or verbal notice to the Board or Executive Director. The decision to fill the vacancy due to resignation is up to the Executive Board.
- B. The Board may remove a director, whether elected or appointed by the President, with or without cause by a majority vote of the Board.
- C. A member of the Board of Directors may be removed for “excessive absence”, if they fail to attend fifty percent of the meetings of the Board of Directors during any given fiscal year or three consecutive meetings of the Board of Directors.
- D. A member of the Board of Directors may be removed for “misuse of office” if they fail to fulfill the duties of his or her office or for violation of an article of these bylaws or failure to disclose a conflict of interest.
- E. If the employment status of a Board member shall change his or her membership status from Regular to Associate membership during his or her term of office, this Board member shall resign their position on the Board effective at the time of change in status.

A member of the Board of Directors charged with “excessive absence” or “misuse of office” shall be notified by the Board. The member charged shall have thirty days to respond to the charge either in person before a quorum of the Board of Directors or in writing by a letter sent to the Secretary of the Association. The Board of Directors, after the thirty-day period and after considering all data presented, may remove the charged member from the Board by a two-thirds vote of the remaining members of the Board of Directors.

Section 5. Vacancies. A vacancy on the Board shall remain unfilled or filled by the recommendation of the Executive Board and approved by a majority vote of the Board. The President shall nominate eligible members to fill said vacancy for an appropriate period of time.

Section 6. Powers. The Board shall manage the corporation's business and may exercise all the corporation's powers, except those powers that are reserved to the members.

Section 7. Committees, Work Groups, Task Forces. The Board may appoint committees, work groups or task forces comprised of members and/or directors to represent the Organization’s interest.

ARTICLE V

Directors' Meetings

Section 1. Regular Meetings. The Board must meet at least six times per year.

Section 2. Special Meeting. The President, the President's designee or a majority of the Board officers may call a special meeting of the Board at any time.

Section 3. Notice of a Special Meeting. Notice of a special meeting stating the time, place, and purposes of a special meeting must be given to each director at least 2 days in advance of said special meeting.

Section 4. Waiver of Notice. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting, unless, at the beginning of the meeting or upon the director's arrival, the director objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A director may waive in writing any right to notice before or after a meeting.

Section 5. Quorum. A majority of the directors constitutes a quorum for the transaction of business. The act of a majority of those directors present at any meeting at which there is a quorum is the act of the Board, except as provided by law, the Restated Articles of Incorporation, or these bylaws.

Section 6. Voting Rights. Each director present in person at a Board meeting is entitled to one vote.

Section 7. Conduct of Meetings. Directors' meetings shall follow generally accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

Section 8. Action by Written or Electronic Consent. Action required or permitted to be taken under authorization voted at a Board meeting may be taken without a meeting if, before or after the action, all members of the Board then in office consent to the action in writing or by appropriate electronic method. The written or electronic consent must be filed with the minutes of the Board. The consent has the same effect as a vote of the Board for all purposes.

Section 9. Electronic Participation in Meeting. A director may be allowed to participate in a meeting by means of a conferencing device or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting.

ARTICLE VI

Officers

Section 1. Elected. The Board of Directors, at the May meeting or at such other meeting as the Board determines, shall elect from its numbers a President-elect. The President-elect shall begin serving on the 1st day of the next Fiscal Year. At the same meeting or at such other

meeting as the Board determines, the members of the Board will elect a Secretary and Member-at-Large from among themselves each to serve a one-year term starting on the first day of the new fiscal year. The Board may also appoint other officers or agents that it deems necessary. The Board need not appoint or elect an officer to an office that is already filled and whose term has not expired. The same person may hold two or more offices, but an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Restated Articles of Incorporation, or these bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Term, Removal, and Vacancies.

- A. An officer shall hold office for the shorter of one year, or until the officer's death, resignation, or removal.
- B. An officer may resign by written or verbal notice to the Board. The resignation is effective upon its receipt by the corporation or at a later date specified in the notice.
- C. The Board may remove an officer, whether elected or appointed by the President, with or without cause by a majority vote of the Board.
- D. If the Presidency should become vacant, the immediate Past-President shall assume the duties of the President for the unexpired term. If the Past-President is unable to fulfill the duties, the the President-elect shall assume the duties of the President for the unexpired term.
- E. If the President-elect, Secretary or Member-at-Large position should become vacant, the Board of Directors shall elect a person to fill the vacant office from among themselves.
- F. If the employment status of a Board member shall change his or her membership status from Regular to Associate membership during his or her term of office, this Board member shall resign their position on the Board effective at the time of change in status.

Section 4. President. The President shall be the principal executive officer of the corporation and shall preside at all directors' meetings. The President shall sign bonds, mortgages, and other contracts and agreements on the corporation's behalf, except when the Board specifies the same to be done by some other officer or agent. The President shall see that all orders and resolutions of the Board are carried into effect and perform all other duties necessary or appropriate to the office of President, including, but not limited to, appointing chairpersons to the various committees, coordinating the work of the Board of Directors and the various committees of the Association, establishing the agenda for each meeting of the Association and the Board of Directors, and representing the Association in all matters of importance to the Association.

Section 5. President-elect. The Board may designate the President-elect to perform the duties and exercise the authority of the President during the President's absence or disability. The President-elect shall perform other duties that the President assigns or the Board prescribes.

Section 6. Secretary. The Secretary shall cause to be recorded and maintained minutes of all meetings of the Board, Board committees, and members. The Secretary shall cause to be given all notices required by law, these bylaws, or resolution of the Board, shall see that actions of the Association requiring communication with members, other individuals, or groups, are promptly carried out in keeping with the desires of the Association, and shall perform other duties that the President assigns or the Board prescribes.

Section 7. Member-at-Large. Except as otherwise prescribed by the Board, the Member-at-Large, while having no specified organizational duties, will serve in an advisory capacity on the Executive Board. The Member-at-Large will be elected from within the Board of Directors and at all times will maintain the same role and responsibilities of the Board of Directors. The Member-at-Large shall perform all duties as assigned by the President or Board of Directors in a manner that serves the best interests of the organization.

Section 8. Other Officers. The Board may appoint other officers to perform duties and exercise authority that the President assigns or the Board prescribes.

Specifically, the Board's immediate Past-President shall serve as an appointed officer to the Executive Board and shall assume the duties of the President for the unexpired term if the President becomes unable to fulfill the duties.

ARTICLE VII

Employed Staff

Section 1. Executive Director. The Board may employ an Executive Director who shall be the chief operating officer of the corporation. Subject to the Board, the Executive Director shall have general direction over the operation of the corporation; shall implement all policies of the Board; shall submit to the Board or its committees such reports as the Board may require; shall assist in the preparation of an annual budget for presentation to and adoption by the Board; shall assist in the preparation of a personnel policy; provide staff support to the Board; and shall perform such other functions as the Board may direct. The Executive Director shall be responsible directly to the Board of Directors and shall attend all meetings of the Board and its committees without vote.

Section 2. Other Staff. As authorized by the Board, such employed staff as may be necessary to support the corporation 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 VIII

Indemnification

Section 1. Scope of Indemnity. The corporation shall indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the corporation, by reason of the fact that such person was serving as a director or officer of the corporation, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may indemnify persons who are not directors or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. A change in the Michigan Nonprofit Corporation Act, the Restated Articles of Incorporation, or these bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

Section 2. Authorization of Indemnification. Unless ordered by a court or otherwise provided by law, the corporation shall indemnify a person only upon determination that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the corporation's or members' best interests. Such determination shall be made (1) by majority vote of a quorum of the Board consisting of directors who were not parties to the action or suit, (2) if a quorum of disinterested directors is not obtainable, by a majority vote of a committee of directors who were not parties to the action and consisting of not less than two disinterested directors, (3) by independent legal counsel in a written opinion, or (4) by the members.

Section 3. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, non-director volunteer, or agent of this corporation or is or was serving at the corporation's request in any other enterprise against any liability incurred in such capacity.

ARTICLE IX

General Provisions

Section 1. Checks. All corporation checks or demands for money and notes shall be signed by such persons as the Board designates.

Section 2. Fiscal Year. The corporation's fiscal year shall consist of the twelve month period from September 1 through August 31.

ARTICLE X

Dedication of Assets

Section 1. Use of Funds. The corporation's funds and property shall be used exclusively for the corporation's purposes described in the Restated Articles of Incorporation. No part of the income or assets of the corporation shall inure to the private benefit of any individual, member, or director.

Section 2. Dissolution and Liquidation. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the federal Internal Revenue Code, and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the corporation's assets and accumulated income shall be distributed to such other organizations as the directors (or in default of designation by the directors, the Circuit Court for the County of Ingham, Michigan) shall designate as best accomplishing the purposes for which this organization was formed. An organization receiving such distribution must be qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

ARTICLE XI

Amendments

The members may amend or repeal these bylaws by the affirmative vote of two-thirds of the voting members who vote by written consent, approved electronic means or are present at any meeting of the members. The following procedures shall govern amendment of the bylaws:

Section 1. Effective Date. Action of the members amending these bylaws shall not be retroactive, but shall carry a date after which implementation of the amendment shall become binding upon the Association and its actions.

Section 2. Proposals. Suggestions for amendments to these bylaws may originate from the Board of Directors or may be sent to the Board by a voting member of the Association.

Section 3. Submission. A proposed amendment or revision must be approved by a majority of the members of the Board of Directors or be submitted to the Board by a petition signed by five hundred signatures from eligible voting members of the Association before being presented to the Board for a majority vote. If said amendment gains approval by a majority vote of the Board, then the amendment shall be presented to all eligible voting members for approval or rejection. Such an amendment shall be submitted to the voting members within twelve months after approval by or submission to the Board.

Section 4. Notification. The Association shall provide notice of any proposed amendment or revision at least sixty days prior to the posting of the vote by eligible members. The Association shall accept feedback for any proposed amendment during the first thirty days of the sixty day notice period.

Section 5. Approval. A proposed amendment to these bylaws shall be approved by the consent of the majority of the voting members who vote by written consent, appropriate electronic means or by those that are present at any meeting of the members.

If by written consent, a written consent shall be sent to each voting member of the Association not less than forty-five days before the deadline for returning the consent, which shall be set by a majority vote of the Board of Directors. If by electronic means, the Association shall send all communications to the member provided email address. If by meeting, absentee ballots shall be mailed upon request and must be received by the Secretary on or before the set meeting date.

Section 6. Reports of Results. The Secretary, upon return of the ballots, shall report the results of the election to the Board of Directors and shall post the results and amended bylaws, if approved, to the voting membership.

Amended: March 20, 2009

Amended: August 19, 2016

Amended: April 17, 2017

Amended: February 4, 2019

Amended: November 28, 2019

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