

NM CHECS ETC BYLAWS

ARTICLE I - PURPOSE OF DOCUMENT

A. Purpose. This document establishes the Bylaws of NM CHECS ETC, Educational Technology Consortium, an unincorporated consortium.

ARTICLE II – CHARTER

A. Mission. The primary mission of this consortium is to serve the entire state of New Mexico by advocating and improve the business conditions within the computing, communications and information resource facilities of its members so that the instruction, research and administration of its member institutions will be improved.

B. Goals. To accomplish the aforementioned mission, the consortium will:

1. Facilitate collaboration among New Mexico educational organizations.
2. Enable collaborative technology planning and implementation among New Mexico educational organizations.
3. Advocate and inform New Mexico Educational organizations institutional governance about applications of technology in education.
4. Facilitate over site of subordinate consortia and affiliate groups.
5. Promote best practices through New Mexico Educational Institutions.
6. To identify opportunities for shared services and resources that benefit NM Educational Institutions

C. Limitation of Charter. This group is not organized for the purpose of monetary profit. No one institution or member shall intentionally benefit to a greater degree than any other. The consortium may assess dues but only to the extent necessary to cover anticipated expenses. The consortium may carry a positive financial balance no greater than that necessary to cover anticipated costs for the next fiscal year. Upon dissolution of the consortium, any remaining financial balance shall be returned to the dues paying members. The consortium is authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein.

ARTICLE III - MEMBERSHIP AND VOTING

A. Classes of Membership. The consortium shall have three classes of members and the voting rights shall vary among the classes. The classes of members and the voting rights shall be:

1. **Institutional Member** - which shall be a voting membership;
2. **Affiliate Member** - which shall be a nonvoting membership;
3. **Emeritus Member** - which shall be a nonvoting membership.

B. Eligibility for Membership. Eligibility for membership in the Consortium is hereby established as follows:

1. **Institutional Membership** shall be conferred available to:
 - a) All public post-secondary educational institution or a branch thereof, located in the State of New Mexico and receiving funds from or through the New Mexico Department of Higher Education or its successor; or
 - b) Requests for other Institutional Membership shall be made in writing to the secretary of the Consortium, or the entity shall be invited by the Consortium to become an Institutional Member. All requests shall be signed by the authorized representative of the entity applying for membership.
 - i. Institutional membership shall be conferred by a majority vote of the members of the Board of Directors who are participating at any regular or special meeting at which there is a quorum present.
 - ii. Institutional Membership may be granted subject to any conditions that are deemed appropriate and those conditions may be changed from time to time as determined by the Board of Directors.
2. **Affiliate Membership** shall be available to any nonprofit corporation, governmental entity or any New Mexico public school district, upon completion of the following process:
 - a) Any public school district, as defined in the Public School Code (Chapter 22 NMSA 1978) located in New Mexico *or*
 - b) Requests for Affiliate Membership shall be made in writing to the secretary of the Consortium, or the entity shall be invited by the Consortium to become an Affiliate Member. All requests shall be signed by the authorized representative of the entity applying for membership.
 - i) The request for Affiliate Membership need not be in any particular form but it shall detail the reasons why Affiliate Membership is desired.
 - ii) The request for Affiliate Membership shall be accompanied by a resolution of the Board of Directors of the entity seeking the Affiliate Membership, which resolution shall approve submitting the application for the Affiliate Membership.

- c) The secretary of the Consortium shall refer requests for Affiliate Membership to the Board of Directors which shall act upon the request at the next scheduled meeting of the Board of Directors.
 - d) Affiliate membership shall be conferred by a majority vote of the members of the Board of Directors who are participating at any regular or special meeting at which there is a quorum present.
 - e) Affiliate Membership may be granted subject to any conditions that are deemed appropriate and those conditions may be changed from time to time as determined by the Board of Directors.
 - f) The conditions may include the payment of annual or other dues in an amount greater or equal to, or less than the annual dues of the other members, including other Affiliate Members.
 - g) Affiliate Membership may be revoked at any time for any reason or for no reason other than that revocation is deemed to be in the best interest of the Consortium.
 - h) Revocation shall be by a majority vote of the members of the Board of Directors who are participating at any regular or special meeting provided that there is then a quorum.
- 3. Emeritus Membership** shall be available to an individual proposed by any member organization upon the following conditions:
- a) Requests for Emeritus Membership shall be made either in writing to the secretary of the Consortium or be proposed from the floor of any regular business meeting of the Consortium.
 - b) The request for Emeritus Membership need not be in any particular form but it shall detail the reasons why Emeritus Membership is desired.
 - c) The secretary of the Consortium shall refer requests for Emeritus Membership to the Board of Directors which shall act upon the request at the time the Board of Directors deems it to be appropriate.
 - d) Emeritus membership shall be conferred by a majority vote of the members of the Board of Directors.
 - e) Emeritus Membership may be granted subject to any conditions that are deemed appropriate and those conditions may be changed from time to time as determined by the Board of Directors.
 - f) The conditions will not include the payment of annual or other dues.
 - g) Emeritus Membership may be revoked at any time for any reason or for no reason other than that revocation is deemed to be in the best interest of the members of the Consortium.
 - h) Revocation shall be by a majority vote of the members of the Board of Directors who are present at any regular or special meeting provided that there is then a quorum.

C. Voting and Registered Representative. Each voting member shall designate one employee (preferably top IT administrator) to serve as their Registered Representative who shall then exercise that member's voting and other rights in the Consortium. A voting member may change its Registered Representative at any time but there shall only be one Registered Representative of each voting member at anyone time. Each voting

member may also designate one Alternate Representative who shall be entitled to exercise that member's voting and other rights in the absence of the Registered Representative of that member.

D. Representative of Affiliate Member. Each Affiliate Member will designate an individual to serve as their Affiliate Representative to take part in an advisory capacity. The Affiliate Member may change its representative as it desires provided that it is not disruptive of Consortium business.

E. Obligations of Registered Representatives and Affiliate Representatives. The Registered Representative of each member is expected to participate actively and positively in the Consortium's activities.

F. Emeritus Member. Each Emeritus Member may take part in any regular or special meeting in an advisory (non-voting) capacity. An Emeritus Member may not designate a representative.

G. Withdrawal. Any member may voluntarily withdraw from the Consortium at any time by serving written notification of its withdrawal, signed by the registered representative, to the Secretary of the Consortium. There shall be no refund or prorating of any annual dues or fees upon withdrawal of any member. A former member may again become a member in the same manner as any other new member.

ARTICLE IV – DIRECTORS

A. Number, Term and Election of Directors. All affairs of this Consortium shall be governed and administered by the Board of Directors. The Board of Directors shall be comprised of the Registered Representative from each voting member. Upon addition of a new voting member its Registered Representative shall automatically and without further action become a member of the Board of Directors. A director may serve as often as, and only for so long as he or she is the Registered Representative of a voting member. If the Registered Representative of a member is changed then the new Registered Representative shall automatically and without further action become a member of the Board of Directors and the former Registered Representative shall automatically and without further action no longer be a member of the Board of Directors. It shall take not less than five (5) members of the Board of Directors at any regular or special meeting in order to constitute a quorum. A quorum shall be required before the Board of Directors can take any action for the Consortium.

B. Meetings. Unless postponed as is hereinafter provided, at each annual fall business meeting the Directors shall elect a President Elect for that year. Election shall be by a majority vote of the Directors present and requires that a quorum be present. The Secretary/Treasurer shall be elected in a similar manner but only at three-year intervals as is provided herein. At the annual fall business meeting, the Board of Directors, by majority vote when there is a quorum present, may postpone the succession of officers

for that year. If the succession is postponed, officers from the previous year shall continue in their offices for the next year and the succession shall then be continued where it was left off. Succession may be postponed as often as the Board of Directors desires. The Board of Directors shall hold their annual meeting at the time and place of the annual fall meeting of the Consortium. The date for the next annual fall business meeting of the Consortium shall be determined at the spring meeting of that year. The date of next annual fall business meeting shall be determined by the majority vote of the directors participating. The date of the fall business meeting may be changed at any regular or special meeting by the majority vote of the directors participating. Other meetings will be held at the pleasure of The Board of Directors.

ARTICLE V - OFFICERS AND ELECTIONS

- A. Officers.** The officers and their respective duties shall be as follows:
1. The **President** shall:
 - a) Be the Principal Executive Officer of the Consortium.
 - b) Preside over all Consortium meetings.
 - c) Represent and speak for the Consortium to the public and other organizations.
 - d) Designate a voting representative to preside over a consortium meeting in their absence.
 2. The **President-elect** shall:
 - a) Assume the President's responsibilities in the President's absence. In the absence of the President, the President Elect may, from time to time, delegate such powers of the President to the Past President or any of the two at large members of the executive committee as they deem desirable.
 - b) Be responsible for the maintenance of the Consortium's bylaws.
 - c) Assist the President and perform such other duties and assume such responsibilities as may from time to time be described by the President or the Board of Directors.
 3. The **Secretary** shall:
 - a) Assume responsibility for all communications of the Consortium.
 - b) Maintain a list of all member-organizations and their Registered Representatives.
 - c) Record and distribute minutes of all official meetings of the Consortium.
 - d) Maintain files of all formal documents of the Consortium
 - e) The Secretary/Treasurer may delegate any or all of these duties to an employee or Agent of the consortium.
 4. The **Past President** shall:
 - a) Work with NMTIE board to assist with the Annual Fall Conference.
- B. Terms**
1. The term of office shall be one year except for the Secretary. The Secretary shall have a two year term. A one-year term of office shall commence at the end of the

- annual fall meeting and shall expire at the next annual fall meeting. A two-year term shall be twice as long.
2. There shall be a succession of officers so that:
 - a) After serving a term as President-Elect, the President-Elect shall then serve the next term as President;
 - b) After serving a term as President, the President shall then serve the next term as Past President.
 3. The officers, shall be selected amongst the voting Members and shall be filled by the Registered Representative or designee of the member institution. The offices of President and Secretary shall never be held by the same Representative.
 4. If the President cannot serve the full term of their election the President-Elect will resume office for the remainder of the term. The President-Elect will also serve as the President for the term they were elected for. A new President-Elect will be elected at the next Fall Business Meeting.
 5. If the President-Elect or Secretary is unable to serve their term, an election will be held to fill the position for the remainder of the term.

ARTICLE VI - MEMBERSHIP MEETINGS

- A. Meetings.** Meetings will consist of at least a spring meeting, summer meeting, and an annual fall business meeting. Attendance can be via electronic means (e.g. teleconference, webconference, etc.)
- B. Notice.** Notice of membership meetings will be given to each member at least thirty (30) days in advance.

ARTICLE VII - COMMITTEE REPORTS

- A.** At the discretion of the Board of Directors each committee chairperson shall report the actions of his or her Committee to the membership at each meeting of the membership.

ARTICLE VIII - AMENDMENTS TO THE BYLAWS

- A.** Amendments to the Bylaws may be proposed to the Secretary by petition signed by three (3) or more Registered Representatives. Notice of a proposed amendment shall be sent to all Registered Representatives at least thirty (30) days prior to the next meeting of the Board of Directors.
- B.** These Bylaws may be amended by an affirmative vote of two-thirds of the votes cast at a meeting of the Board of Directors where there is a quorum.

ARTICLE IX – COMMUNICATIONS

- A.** The channel for distributing official information to the members of the Consortium shall be through the Secretary who will maintain a list of Registered Representatives names and addresses.
- B.** Any material submitted for distribution is assumed to be non-proprietary and non-classified in nature. The recipients, therefore, are under no obligation to refrain from reproducing or re-distributing any information to anyone they choose. Each distribution shall carry an appropriate disclaimer clause.
- C.** The Consortium may, at the request of any individual or organization having a legitimate interest in information disseminated only by the Consortium, make available at cost, matters formally disseminated to members. The Consortium will deny any requests for lists of members, vendors or correspondents.

ARTICLE X - EXEMPT ACTIVITIES

- A.** No member, officer, employee or representative of this Consortium shall take any action or carry on any activity by or on behalf of the consortium not specifically authorized.

ARTICLE XI – LIABILITY

- A.** The Consortium is not responsible for the content of any presentation, materials, or handouts presented or given to meeting attendees.
- B.** The Consortium is not responsible for the application of any information, idea or procedure obtained at a meeting of the Consortium.
 - C.** The Consortium is not responsible for any injury incurred by meeting attendees.
 - D.** The consortium will secure the appropriate copyright permissions when applicable.

EFFECTIVE DATE

These Bylaws were accepted by the affirmative vote of the Registered Representatives at a meeting of the Board of Directors held on _____, 2017.
