



*Educate, Connect, Inspire*  
**Massachusetts Computer Using Educators**

**BYLAWS**  
**MASSACHUSETTS COMPUTER USING EDUCATORS, INC.**  
**Amended September 21, 2020**  
**Proposed Additions added in RED – Jan. 4, 2023**

**1. Purposes**

- a. Share and exchange ideas, procedures, techniques, etc.
- b. Promote educational use of technology in education
- c. Collaborate with other agencies and organizations with similar purpose
- d. Encourage formation of local and online groups
- e. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty to children or animals as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954
- f. No substantial portion of the activities of the corporation shall be carrying on propaganda, and no part of the activities of the corporation shall be participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office

**2. Rules of Membership**

- a. Membership is open to any individual regardless of race, color, creed, sex, national origin, sexual orientation or disability.
- b. Types of membership
  - i. Individual
  - ii. Complimentary
    1. To be decided upon by an affirmative vote of a majority of Board members
- c. Student
  - i. For full-time students only
  - ii. 25% discount on membership dues
- d. Corporate

- i. Rights and benefits as decided by the Board

### 3. Fiscal Rules

- a. Association will be non-profit in terms of IRS regulations
- b. Dues to be set by Governing Board
- c. Memberships paid in advance
- d. Memberships non-refundable
- e. Membership lasts one year from date of payment
- f. Revenues not distributable to members or officer except as approved by the Governing Board, for either:
  - i. reimbursement of related expenses
  - ii. compensation for approved services
- g. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation
- h. Any expenditure (budgeted or otherwise, except salaries for MassCUE staff, over the amount of \$5000.00 (Five Thousand Dollars) must be approved by the Finance Committee and then by the Board of Directors, with the exception of recurring costs that were previously approved and budgeted for.

### 4. Governance

- a. Governance is conducted by the Governing Board
- b. Governing Board has the following responsibilities
  - i. conduct routine business
  - ii. establish policies
  - iii. create and dissolve committees
  - iv. fill vacancies on itself
  - v. uphold Bylaws
- c. Decision procedure of the Governing Board
  - i. all members of Governing Board may vote
  - ii. majority rules
  - iii. Action may be taken by electronic polling rather than formal meeting: with a motion and a 2nd and roll call results distributed to Governing Board within 48 hours.
- d. Membership of Governing Board
  - i. Any individual shall be eligible for appointment or election to the Board of Directors of the MassCUE organization, should they meet two of the following criteria:
    - 1. A registered member of the MassCUE organization who actively contributes for at least one year, as determined by the Board of Directors.
    - 2. A community member of MassCUE who is:
      - a. A current or retired educator.
      - b. An employee of an educational entity within the Commonwealth of Massachusetts.
      - c. Or, a full-time student, age eighteen-or-older.
    - 3. A community member of MassCUE that demonstrates support and exhibits qualities and skills that would support the mission of the organization.
  - ii. In addition, the Board of Directors shall make every effort to form a Board that represents and includes the diversity of the MassCUE

membership and community at large in regards to race, gender identity, and sexual orientation.

- iii. Candidate for President-Elect, Secretary, and Treasurer must have actively served as a member of the Board of Directors **for at least one full calendar year and must furnish to the Elections Committee letters of recommendation from three separate, current or past Board Members who have served terms in the past (5) years who can attest to their commitment to the organization and effective leadership skills.**
- iv. Educational entities, for the purpose of these Bylaws, shall include public, private, and charter schools, educational collaboratives, colleges and universities.
- v. If an officer or executive board member's status changes during his/her term and no longer meets these criteria, the member may finish out the current term.
- vi. Duration of Governing Board membership is 2.5 years.
  1. April election to April election 2 years later, plus a 6 month transitional period.
  2. During the transitional period the size of the Board increases until after the Fall Conference when the outgoing Board members terms are concluded.
  3. Transitional period starts at the first meeting following election or appointment.
    - a. Newly elected or appointed Governing Board members will serve as full voting members alongside outgoing Governing Board members for the first six months after election to ensure a smooth transition.
    - b. Newly elected or appointed Board members work with a mentor appointed by the President.
    - c. Newly elected officers are titled officers Elect, and are mentored by the current officer.
    - d. Newly appointed Committee Chairs are mentored by the outgoing Chairs.
    - e. After the Fall Conference, newly elected officers take over from the outgoing officers, and, at the end of the transition period, the size of the Board returns to its original size.
- vii. Elected members are the President, President-elect, Treasurer, Secretary, and four members elected at large.
- viii. The three officers, President-elect, Treasurer, and Secretary shall be elected in alternating years to the four at large members of the Governing Board, and the current President-elect will become the President.
- ix. After elections of officers, the elected members of the Governing Board may appoint seven additional members to balance representation geographically and by educational responsibility. Appointed Board members will not be present during these deliberations. These appointments are made in collaboration with the Elections Committee, and may give preference to candidates who were certified nominees but not elected. Appointed members shall have voting rights on the Governing Board. The term of the appointments shall be concurrent

with the four elected officers and end when the officers' terms end, regardless of when they were appointed.

- x. A voting majority of the Governing Board shall be elected by regular membership vote
  - xi. Liaisons to other organizations and Advisors to the Board may be appointed to consult and collaborate with the Board and make recommendations but not vote.
    - 1. Liaisons from other organizations and groups will act as conduits to share similar interests and goals, and help facilitate collaborative planning of mutually beneficial events.
    - 2. Advisors will provide specific expertise valuable in governing the organization and assisting in reaching the goals defined in the strategic plan.
    - 3. Liaisons and Advisors to the Board will serve for two and a half years, and will be appointed or reappointed at the same time as the appointed members of the Board.
- e. Election
- i. Election Committee is responsible to run the election according to Board approved procedures.
  - ii. Nominations
    - 1. Elections Committee opens nominations, including information on eligibility criteria and expectations for being a Board member.
    - 2. Nominations should be in writing by members interested in serving, by another member, or by the elections committee.
    - 3. Certifying nominations will be done by the Elections Committee, in accordance with the Board approved Election Committee Procedures.
  - iii. Voting
    - 1. Elections Committee will prepare a slate of certified candidates for the Governing Board.
    - 2. The officers and elected Board members shall be elected using a secure electronic ballot.
    - 3. Elections Committee oversees voting procedures and tabulation of results.
  - iv. In case of tie, the election will be re-run.
  - v. No one running can be involved during the election period, from opening nominations through reporting results.
  - vi. Vacancies on Governing Board, except for the President and President-Elect, are filled by the Governing Board. When an elected position becomes vacant the person appointed by the Board to serve out the term shall be considered "elected" for the remainder of that term.
  - vii. If the Presidency becomes vacant, the President-Elect assumes the presidency. If less than one year of the President-Elect's term has been served, the board votes to select one of the elected board members to serve as President-Elect until the next election, when a special election will be held for the 2nd year. In the event that the president-elect position is vacated after the election for the 2nd year, the Elections Committee will hold a special election within 30 days.
- f. President's responsibilities

- i. Preside at Governing Board meetings, Annual General Meetings and other membership meetings.
      - ii. Coordinate work of various committees.
      - iii. Recommend advisors, liaisons, committee chairpersons, and committee members for appointments for board approval.
      - iv. Assure maintenance of membership records.
      - v. Approve agenda for Governing Board, Annual General Meetings and other membership meetings.
      - vi. Represent the association.
    - g. President-elect's responsibilities
      - i. Assist the President.
      - ii. Perform President's duties in case of absence.
    - h. Secretary's responsibilities
      - i. Keep official records, including minutes or Governing Board, Annual General Meeting, and other membership meetings.
      - ii. Assure maintenance of minutes and distributions to board members.
      - iii. Assist the president in preparing meeting agendas.
    - i. Treasurer's responsibilities
      - i. Keep financial records.
      - ii. Make disbursements as authorized by Governing Board.
      - iii. Prepare the annual budget.
      - iv. Present financial reports.
      - v. Serve as Chair of Finance Committee.
      - vi. Deposit revenues.
    - j. Board Member Responsibilities
      - i. MassCUE's Governing Board is a group of elected or appointed volunteers who understand that this is a working Board and willingly accept the responsibilities as defined by the Board Member Responsibilities Policy.
    - k. Code of Conduct
      - i. The Governing Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum when acting as Board members. Expectations are defined in MassCUE's Code of Conduct Policy.
    - l. Removal from office
      - i. A member of the Governing Board can be charged with "misuse of office" for failure to fulfill duties as defined in Board Member Responsibilities Policy.
      - ii. A member of the Governing Board can be charged with "misuse of office" for violating MassCUE's Code of Conduct Policy and/or the Conflict of Interest Policy.
      - iii. A member of the Governing Board can be charged with "misuse of office" for excessive absence as defined in the Board Member Responsibilities Policy.
      - iv. Two-thirds majority of the Governing Board is required for removal
- 5. Committees**
- a. Standing committees are:
    - i. Awards and Recognition
    - ii. Bylaws, Policies & Procedures
    - iii. **Executive Compensation Committee**
      - 1. **President**
      - 2. **President Elect**

- 3. **Co-Chair of Finance**
      - 4. **Advisor to the Board**
      - 5. **Dis-interested Board Member**
    - iv. Communications
    - v. Elections
    - vi. Finance
    - vii. Grants
    - viii. Influence and Advocacy
    - ix. Professional Development
  - b. Ad hoc committees may be established by the Governing Board with a specific charge and duration.
  - c. **Each committee will be chaired by a Member of the Board of Directors or other Community Member, appointed annually by the President.**
6. **Special Interest Groups**
  - a. The SIG Coordinator will:
    - i. Develop and support the network of Special Interest Groups,
    - ii. Communicate and coordinate with SIG Leaders,
    - iii. Abide by the Board approved SIG Coordinator Procedures.
  - b. A member may seek approval to start a MassCUE SIG by sending a SIG Registration form to the SIG Coordinator stating the name of the SIG, location, brief mission statement, and personal contact information.
  - c. **The SIG Coordinator position will be filled by an active Board Member or other MassCUE Community Member as appointed by the President and Executive Director.**
7. **Meetings**
  - a. There will be at least 1 Annual General Meeting per year.
    - i. Members must be notified 6 weeks in advance.
    - ii. The Governing Board must meet 4 times per year.
    - iii. The board may vote to enter into an Executive session.
8. **Quorums**
  - a. A quorum of the Governing Board shall consist of a majority of the Governing Board and must include at least one of the following officers: President, President-elect, Treasurer, or Secretary.
  - b. A quorum of the general membership is defined as those members present at the Annual General Meeting.
9. **Parliamentary procedure**
  - a. Robert's Rules, in so far as they do not conflict with these bylaws or other rules of the association.
  - b. Rules enforced by President, or chairperson of particular committee.
10. **Fiscal year**
  - a. The fiscal year will date from July 1 to June 30
11. **Amendment procedure**
  - a. Proposed amendments must be approved by a majority of the Governing Board before being brought to the membership for a vote.
  - b. If not approved by Governing Board, a proposed amendment can be submitted to the membership if endorsed by a petition signed by 15% of the membership.
  - c. To be approved, the amendment must be accepted by two-thirds of the voting members.
  - d. No more than 9 months may elapse after an amendment is approved by Governing Board or petition, before it is presented to membership.
  - e. Membership must vote on petition at general meeting.

## **12. Dissolution**

- a. In the event of dissolution, all assets will be donated to a non-profit organization selected by the majority of the Governing Board.
- b. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government for a public purpose.
- c. An act of dissolution must meet the same requirements as for passage of an amendment.

## **13. Membership Privacy**

- a. The Information We Collect
  - i. We collect email address, phone, and mailing address information from our members to facilitate the registration and membership process and to communicate regarding requests and problems. This contact information is only used internally. We respect your right to privacy, and we do not share this information with anyone. Similarly, the billing information we collect when you make a purchase is used only in the processing of your transactions and is protected by encryption. MassCUE values your membership and respects your privacy.

## **14. Elastic Clause**

- a. The Governing Board has the power to make decisions on matters not specifically covered by bylaws; however, the general membership must ratify such decisions through the amendment procedure.