

**BYLAWS for the**  
Association for Educational Communications and Technology  
*Indiana Nonprofit Corporations*

These bylaws are effective as of February 16th, 2023

**Preamble:**

The Association for Educational Communications and Technology, hereinafter known as AECT or the Association, brings together individuals who are actively engaged in the field of educational communications and technology to enhance their individual and cooperative creativity and productivity. These Bylaws are subject to, and governed by, the Indiana Nonprofit Corporation Act of 1991. These Bylaws define the respective roles and responsibilities of the members and officers of the Association, authorize meeting and administrative functions, and establish operational expectations to promote the responsible and efficient governance of AECT.

**Mission:**

The mission of the Association for Educational Communications and Technology (AECT) is to provide international leadership by promoting scholarship and best practices in the creation, use, and management of technologies for effective teaching and learning.

**Goals:**

- Define the disciplines and professional activities that comprise the field of educational communications and technology
- Serve and represent professionals in the field and support their intellectual and professional growth
- Advance scholarship and practice that contribute to and enlarge the knowledge base of the field
- Promote policies that ensure the humane and ethical use of educational communications and technology at all levels, from the personal through the international

## Article I. Offices

**Section 1.1 Offices** The Principal Office of the Association for Educational Communications and Technology (hereinafter the “Association” or “AECT”) shall be 320 West 8th Street, Ste. 101, Bloomington, Indiana, 47404. The Corporation may have such other offices, either within or without the State of Indiana as the Board of Directors may designate, or as the business of the Corporation may from time to time require. The Association shall also maintain a national headquarters office, which may be the

same as the Principal Office, which shall be responsible for the promotion of the objectives of the Association, its Divisions, and Affiliates. The national headquarters office shall be established as such place and with such facilities as the Board may direct.

## Article II. Membership

Section 2.1 **Access to Membership.** Membership in the AECT is open to any person or organization interested in the purposes and objectives of the Association. An individual or organization may become a member upon payment of dues as provided for in these Bylaws for types of membership as the Board of Directors may establish. Memberships are not transferable or assignable. Membership can be terminated only by: (1) Resignation, (2) Termination for lapse following nonpayment of dues, or (3) Action of the Board of Directors in accordance with the rules for Revocation and Denial of Membership as defined in the Corporate Bylaws of the Association.

Section 2.2 **Types of Membership.** The types of memberships shall be determined by the Board to best attain the objectives of the Association. The Board shall determine the privileges of the types of memberships and the duration of such privileges. The Board shall publish information on types of membership, privileges, and dues.

Section 2.3 **Membership Dues.** The dues associated with each Type of Membership shall be set by the Board of Directors upon recommendation of the Finance Committee. The membership year for any member of the Association shall be twelve consecutive months effective the first day of the month following receipt of dues payment.

Section. 2.4 **Privileges of Membership.**

Section 2.4.1 **General privileges of members and non-members.** Every member of the AECT is eligible for office, award, or advancement within the AECT, subject to the requirement for such office, award, or advancement, and to the provisions established above. Each member shall be eligible to cast one vote in Association elections. However, while a group or institution may obtain a membership, such membership does not convey the privileges of membership to persons associated with that group or institution. Employment by the AECT as staff, as a contractual agent of the AECT, or as a paid consultant to the AECT does not require membership in the AECT.

Section 2.4.2 **Eligibility for Office.** Officers at all levels of the AECT must be members and shall be granted access to the corporate documents in accordance with these Bylaws. This standard also applies to designated successors to officers.

Section 2.5 **Resignation or Termination of Membership.** A Member has the right to terminate their Membership at any time. Such termination shall be accomplished by written notice to the Chief Executive Officer of the Association or by failure to comply with the requirements for Membership. Membership shall be terminated by the Association if the annual dues have not been paid by 90 days of the date due or if the Member no longer satisfies the criteria for Membership. Membership may also be terminated for violation of the Bylaws or for conduct or actions detrimental to the welfare and interest of the Association or its Members, as determined by the Association Board of Directors.

Section 2.6 **Revocation and Denial of Membership.** Membership in the AECT may be revoked and/or denied for the following reasons:

1. Conviction or violation of civil or criminal law.
2. Actions that endanger the Association.
3. Violation of the Bylaws of the Association.
4. Formal recommendation to the Executive Committee arising from the proceedings of the Professional Ethics Committee.

Section 2.7 **Termination of Membership Privileges.** All rights associated with membership, including voting and title, or interest in or to the Corporation, or its property, shall cease upon the termination of membership.

Section 2.8 **Reservations to the Board of Directors Regarding Membership.** The Board of Directors shall have the sole authority to define the types of membership and to establish and revise a schedule of dues. No dues may be set by any Division of the AECT. However, fees for admission to events of the AECT shall not be considered dues.

## Article III. Officers and decision-making

Section 3.1 **Power.** Subject to the provisions of Indiana Nonprofit Corporation Law, the activities and affairs of the AECT shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors, herein referred to as the Board. The Board may delegate oversight of the business of the AECT provided that the activities and affairs of the AECT shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board subject to the limitations in the Articles of Incorporation. Therefore, the mission and strategy of the Association will be managed by its Board while daily and ongoing business operations of the Association will be executed by the Chief Executive Officer.

Section 3.2 **Board of Directors.** The Board shall, in all cases, act as a board according to parliamentary procedure and may adopt such rules and regulations for the conduct of their meetings and the management of the mission and strategy of the Association, as they deem proper, not inconsistent with these Bylaws and the laws of the State of Indiana.

### Section 3.2.1 **Number, Tenure, and Vacancies.**

Section 3.2.1.1 **Number.** The Board shall consist of the following elected officers of the Association: Past-president, President, President-elect, Executive Secretary, Treasurer, and Ethics Officer as well as one (1) director from each Division and the Graduate Student Assembly. Division Directors shall be elected by preferential ballot to serve staggered three-year terms. The Graduate Student Assembly Director shall be elected by preferential ballot to serve a two-year term. The Officers and Directors stated herein constitute the voting members of the Board. The Immediate Past-President of the Association Foundation shall serve as a non-voting Ex Officio member of the Board.

Section 3.2.1.2 **Term of Office.** Directors shall be selected to hold office until their successors have been elected and qualified, subject to prior death, resignation, or removal. The elected officers (President, President-elect, Executive Secretary, Treasurer, and Ethics Officer), and other directors elected according to these Bylaws shall assume their responsibilities during the annual convention. In the event an annual convention is not held, they shall assume their responsibilities twelve months after the preceding convention and annually thereafter at twelve-month intervals until a convention is held.

Section 3.2.1.3 **Removal from Office.** A member of the Board may be removed from office by an affirmative vote of a simple majority of the members of the Board taken at any regularly scheduled meeting or a specific meeting called for the purpose of removing a member.

Section 3.2.1.4 **Resignation.** A director may resign at any time by giving notice to the Board, the President, or the Executive Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of such Officer and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.2.1.5 **Newly Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the number of directors shall be filled through annual elections. Vacancies of Directors elected by an organizational unit occurring for any reason shall be filled through elections conducted by the organizational unit. A Director elected to fill a vacancy caused by resignation, removal or death shall hold such office for the unexpired term of their predecessor.

Section 3.2.2 **Duties of Board Directors.** A director shall, based on facts then known to the director, discharge duties as a director, as follows: (1) in good faith, (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, (3) in a manner the director reasonably believes to be in the best interests of the association.

Section 3.2.2.1 **Discharge of Duties.** In discharging the director's duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one (1) of the following:

- (1) An officer or employee of the Association whom the director reasonably believes to be reliable and competent in the matters presented.
- (2) Legal counsel, certified public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence.
- (3) A committee of the Board of which the director is not a member if the director reasonably believes the committee merits confidence.

A director is not acting in good faith if the director has knowledge concerning a matter in question that makes reliance unwarranted. A director is not liable for an action taken as a director, or failure to take an action, unless the director has breached or failed to perform the duties of the director's office in compliance with this section, and breach or failure to perform constitutes willful misconduct or recklessness.

### Section 3.2.3 **Board of Directors Meetings.**

Section 3.2.3.1 **Regular Meetings.** Regular meetings of the Board shall be held not less frequently than quarterly at a time and in a manner to be specified by a vote of the Board.

Section 3.2.3.2 **Special Meetings.** Special meetings of the Board may be called by or at the request of the Chief Executive Officer, the President, or any two (2) Directors.

Section 3.2.4 **Notice of Meetings.** Notice of any meeting of the Board shall be given to each director through an established means of communication, which may include one or more of the following – mail, phone, email, or other communication means. Notice shall be so delivered at least seventy-two (72) hours prior to the time of the holding of the meeting. Such mailing or delivery shall be due, legal, and personal notice to each director.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the Minutes of the meeting.

Section 3.2.5 **Attendance at Meetings.** Regular or special meetings of the Board may be held at any place within or outside the State of Indiana that has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal office of the AECT.

Notwithstanding the above provisions of this section, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. Consents or dissents shall be filed with the minutes of the meeting. Any meeting may be held by telephones (including VOIP) or video conference or similar communications equipment, as long as all directors participating in the meeting can understand one another, and all such directors shall be deemed to be present in person at such meeting. Should a meeting be held in person, any director may be permitted to attend via telephones (including VOIP) or video conference or similar communications equipment upon approval of the President.

After fixing a record date for a notice of a meeting, an agenda with a list of the names of the members who are entitled to notice of the meeting shall be made. The list of members must be available for inspection by a member for the purpose of communication with other members concerning the meeting, beginning five (5) business days before the date of the meeting for which the agenda was prepared.

Section 3.2.5.1 **Voting by Proxy.** A director may vote in person or by proxy. A director may appoint a proxy to vote or otherwise act for the director by providing appointment notification personally or by an attorney-in-fact. An appointment of the proxy is effective when received by the Executive Secretary by the fixed record date for a notice of meeting to be performed for one Board meeting. An appointment of a proxy is revocable by the director. The death or incapacity of the director appointing a proxy does not affect the right of the Association to accept the proxy's authority unless notice of the death or incapacity is received by the Executive Secretary before the proxy exercises the proxy's authority under the appointment. The Association may accept the proxy's vote or other action as that of the director making the appointment.

Section 3.2.6 **Quorum.** A two-thirds (2/3) majority shall constitute a quorum of the Board.

Section 3.2.7 **Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by the Articles of Incorporation or by these Bylaws.

Section 3.2.8 **Presumption of Assent.** A director of the Association who is present at a meeting of the Board or a committee thereof of which the director is a member in which any action on any corporate

matter is taken shall be presumed to have assented to the action taken, unless that director's dissent shall be entered in the minutes of the meeting, or unless the director files written dissent of such action with the person acting as the Secretary of the meeting before adjournment thereof, or forwards such dissent by registered mail to the Executive Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.2.9 **Unanimous Consent Without Meeting.** Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law, to be taken by the Board or any committee thereof, at a meeting by resolution, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be approved by all the directors entitled to vote with respect to such action. This approval may be given in any medium, including by mail or email.

Section 3.2.10 **Reimbursement of Expenses.** Directors may receive such reasonable reimbursement for expenses as may be determined by the Board.

Section 3.2.11 **Compensation.** No compensation shall be paid to the voting Board Members, as such, for their services. Nothing herein contained shall be construed to preclude any Board Member from serving the Association in any other capacity and receiving compensation therefore, provided such action does not violate the provisions of the Indiana Nonprofit Corporation Act of 1991.

Section 3.3 **Officers.** The officers of the Association shall consist of the President, President-Elect, Executive Secretary, Treasurer, Ethics Officer, and the Immediate Past President.

Section 3.3.1 **Number, Tenure, and Vacancies.**

Section 3.3.1.1 **Number.** The Association shall have at least a President, President-Elect, Executive Secretary, Treasurer, Ethics Officer, and Immediate Past-President. These shall perform the duties of their respective offices and such other duties as may be approved by the Board. The President-Elect shall serve the second year as President and the third year as Immediate Past-President. The duties of the officers shall be those enumerated herein, and any further duties designated by the Board or by the law.

Section 3.3.1.2 **Removal.** Any officer or agent may be removed by the Board whenever, in its judgment, the best interests of the Association will be served thereby, and such removal shall be without prejudice to any contract rights, if any, of the person so removed. Election or appointment shall not, of itself, create a contract right between the person so elected and the Corporation.

Section 3.3.1.3 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board for the unexpired portion of the term or such term as the Board may designate.

Section 3.3.1.4 **Leave of Absence.** When an officer cannot participate, an interim replacement may be appointed with the concurrence of the officer taking the leave for the duration of a leave of absence. An interim officer must meet the requirements for a regular term on the Board, and shall have the same voting rights as a regular officer.

Section 3.3.2 **President and President-Elect.** The President of the Association shall be the executive head of the organization, shall preside at all business meetings, and shall carry out the instructions of the Executive Committee and the Board. The President shall be the person elected as President-Elect by the membership the previous year. In the absence of the President, the President-Elect shall assume the duties

of the President. Further delegations of authority shall be determined by the Board. The President and President-Elect shall be appointed for a term of one (1) year and shall hold office until their successors are elected and shall qualify. In the event that the President shall not serve out their full term, the President-elect shall succeed to the unexpired remainder thereof and continue through their own term.

Section 3.3.3 **Executive Secretary.** The duties of the Executive Secretary shall include preparing minutes of the Board and Executive Committee meetings and authenticating records of the Association. Additional duties may be prescribed by the Board. The Executive Secretary shall be elected for a term of three (3) years and shall hold office until their successor is elected and shall qualify.

Section 3.3.4 **Treasurer.** The Treasurer shall provide oversight of the financial condition and affairs of the Association. The Treasurer shall serve as chair of the Finance Committee and oversee and keep the Board informed of the financial condition and of audit or financial review results. In conjunction with other officers, the Treasurer shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Association, are made available to the Board on a timely basis or as may be required by the board. The Treasurer shall be elected for a term of three (3) years and shall hold office until their successor is elected and shall qualify.

Section 3.3.5 **Ethics Officer.** The Ethics Officer shall promote fair policies and procedures that maximize the likelihood of achieving good within the Association and the profession. The Ethics Officer shall serve as chair of the Professional Ethics Committee and oversee the maintenance of ethical standards of the association through education on, consultation about, and evaluation of the professional conduct of its members, and keep the Board informed of ethical review results. In conjunction with other officers, the Ethics Officer shall ensure that appropriate reporting, including an account of ethical and procedural reviews for entities within the Association, are made available to the Board on a timely basis or as may be required by the board. The Ethics Officer shall be elected for a term of three (3) years and shall hold office until their successor is elected and shall qualify.

Section 3.3.6 **Immediate Past-President.** The Immediate Past-President shall serve as chair of the Nominating Committee and ex-officio on a relevant Standing Committee relating to organizational bylaws. At the direction of the Board, the Immediate Past-President may also facilitate a special project.

Section 3.4 **Committees.** The Governance Committees of the Association shall consist of the Executive Committee, the Nominating Committee, the Finance Committee, and the Professional Ethics Committee. Governance Committees are chaired by an elected officer of the Association, in accordance with Indiana Code 23-17-15-6.

Standing Committees serve as advisory committees and may be established and appointed by the President-Elect with Board approval for the completion of specific tasks and/or duties. Except as noted below, Committees serve as advisory bodies and shall not exercise the authority or power of the Board. All Committees shall maintain an odd number of members to avoid the potential gridlock of 'tie' votes. The membership of Committees shall be made public to the membership.

Section 3.4.1 **Executive Committee.** The Board shall designate the President (Chairperson), President-Elect, Executive Secretary, Treasurer, Ethics Officer, Immediate Past President, and one other member of the Board selected by the Board as their representative to the Executive Committee, which shall exercise the authority of the Board in the intervals between the meetings of that body. The President,

President-Elect, Immediate President, and the Board representative shall serve a term of one year in accordance to their elected role. The Executive Secretary, Treasurer, and Ethics Officer, shall serve a term of three years in accordance to their elected role.

The Executive Committee will make determinations about further action on ethics violations reviewed by the Professional Ethics Committee and report to the Board. Any Executive Committee members involved in a complaint shall recuse themselves from the review.

Section 3.4.2 **Nominating Committee.** The chairperson of the Nominating Committee shall be the Immediate Past-President. Members shall be selected by the Chairperson of the committee to serve a term of one year, reported to the President-elect, and confirmed by the Board..

Section 3.4.3 **Professional Ethics Committee.** The chairperson of the Professional Ethics Committee (PEC) shall be the Ethics Officer. Members of the Professional Ethics Committee (PEC) shall be selected by the Chairperson of the committee to serve rotating three-year terms, reported to the President-elect, and confirmed by the Board. The PEC shall review reported infractions of the AECT Code of Ethics and make recommendations to the Executive Committee, who will determine if further action is needed.

Section 3.4.4 **Finance Committee.** The chairperson of the Finance Committee shall be the Treasurer. Members of the Finance Committee shall be selected by the Chairperson of the committee to serve rotating three-year terms, reported to the President-elect, and confirmed by the Board. The Finance Committee shall advise the Board on appropriate budgeting and accounting practices as a nonprofit corporation. Other functions of this Committee shall be to ensure financial reporting requirements as stipulated in these Bylaws, approve and periodically review the Association's annual budget, monitor income and expenditures, and conduct financial audits, as directed by the Board.

Section 3.4.5 **Standing Committees.** Standing committees shall be established as needed to advise on and carry out the goals, objectives, and policies of the Association. Committee charges shall be outlined in the Corporate Policies. The Chairpersons of the various standing committees shall be recommended by the President-elect, confirmed by the Board, and serve a term of office as indicated in the official letter of appointment, generally three years. Members will be selected by the appointed Chairperson of the committee, reported to the President-elect, and confirmed by the Board. The President-elect will keep track of the terms for each standing committee Chairperson while the chairs will keep track of the terms for all members who will be appointed by the chair on rotating three-year terms to avoid excessive turnover.

Section 3.5 **Task Forces.** Task forces may be established by the President and approved by the Board to address specific issues that require the attention of a single purpose entity within the Association. Task forces shall have a stated period of time within which their charge is to be completed. At the completion of the charge, the task force is dissolved unless the Board extends the charge. Task force members serve the full term needed unless the President specifies a rotation schedule for members.

## Article IV. General, special, and annual meetings

Section 4.1 **Annual Meeting.** There shall be an announced annual convention of the Association at such time and place as may be determined by the Board. For all persons attending any meeting or convention, there may be a registration fee fixed by the Board.



Section 4.2. **Regular Meeting.** Regular meetings of the Association may be held at such time and such place as shall be determined by the Board.

Section 4.3 **Special Meeting.** Special meetings of the Association may be called by the President when they deem it in the best interest of the organization. Special meetings may also be called if the holders of at least five percent (5%) of the voting power of the Association sign, date and deliver to the Association's Executive Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

Section 4.4 **Notice of Meetings.** Notice of an annual, regular, or special meeting shall be published in a manner consistent with Association practices, but in no event shall such publication take place fewer than ten (10) business days before the meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is being called and shall not be inconsistent with Indiana Code 23-17-10-5.

Section. 4.5 **Voting.** Voting on any action required to be submitted to the Members may be conducted by mail or other means as long as the number of votes received either for or against any action would constitute a quorum as if the action were voted upon at a regular or special meeting.

Section. 4.6 **Quorum.** The presence of not less than 2% of the Members shall constitute a quorum and shall be necessary to conduct the business of the Association; but a lesser percentage may adjourn the meeting for a period of not more than eight (8) weeks from the date scheduled by these Bylaws and the Executive Secretary shall cause a notice of this scheduled meeting to be sent to all those Members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Section. 4.7 **Annual Reporting.** The Annual Report will be delivered at the annual meeting by the Chief Executive Officer of the Association.

## Article V. Operations and Administration

Section 5.1. **Definition of Structure.** A Policy shall be a standard of general applicability adopted by the Board to express principles or requirements of behavior for the Association. A Procedure shall be the detailed steps and processes by which the Policies will be implemented.

Section 5.1.1 **Corporate Policies.** The Board shall establish and maintain a document defining policies applying to the Association and its membership. This document is referred to as the Corporate Policies of the AECT. The Corporate Policies may be altered, amended or repealed in part or in whole by a two-thirds (2/3) majority vote of the Board. Such amendments and alterations must be made in writing and must immediately be placed in the records of the AECT, and appended to copies of the Corporate Policies available to the membership.

Section 5.1.2. **Corporate Procedures.** The Board shall establish and maintain a document defining procedures and processes including minimum requirements and guidelines for the Association. This document is referred to as the Corporate Procedures of the AECT. The procedures may be altered, amended or repealed in part or in whole by a two-thirds (2/3) majority vote of the Board. Such amendments and alterations must be made in writing and must immediately be placed in the records of the AECT, and appended to copies of the procedures available to the membership.

## Section 5.2. **Corporate Officers.**

Section 5.2.1. **Chief Executive Officer.** The Board shall appoint a Chief Executive Officer (CEO) of the Association for a term as defined in the employment contract. This person is responsible for the daily business of the association including, but not limited to, managing the headquarters office, performing duties as directed by the Board, and reporting to the Board on Association activities, financial status, management, and personnel matters of the Association. The terms and conditions of this position shall be established by the Board.

The Board will conduct an annual performance review of the Chief Executive Officer.

The Executive Committee may designate an Interim Chief Executive Officer to perform the duties of the Chief Executive Officer during such times as the position of Chief Executive Officer is vacant.

Section 5.3. **Corporate Staff.** The Chief Executive Officer shall recruit, hire, and manage full-time, and part-time staff, as well as contractors and consultants, necessary to accomplish the goals and mission of the Association. Where overall benefit to the Association will result, portions of the duties assigned to any officer described or referenced in Section 5 may be transferred to the Chief Executive Officer and Corporate Staff, and such duties as are not explicitly assigned to other officers may also be assigned to and performed by them.

Section 5.4. **Compensation.** The salary and compensation of corporate officers shall be fixed from time to time by resolution of or in the manner determined by the Board.

## Article VI. Contracts, loans, checks, deposits, and funds

Section 6.1 **Execution of Corporate Instruments.** The Board may authorize any officer or officers or agent or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Association shall be executed in the name of the Association by the President and by the Executive Secretary and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 6.2. **Loans.** No indebtedness for borrowed money shall be contracted on behalf of the Association and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.

Section 6.3. **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association, and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board.

Section 6.4. **Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board.

Section 6.5. **Dividends.** No dividends or profits shall be declared to any director, officer or employee of the Corporation. The income of the Corporation shall be applied, distributed or donated in accordance with the Articles of Incorporation or with these Bylaws, as determined by the Board.

Section 6.6. **Gifts.** The Board may accept on behalf of the AECT any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the AECT not inconsistent with the charitable limitations in the Articles of Incorporation.

## Article VII. Indemnification

Section 7.1 **Indemnification.** Each director or officer or former director or former officer of the Association, or any person who may have served at its request as a director or officer of another Corporation of which it is a creditor, will be indemnified by the Corporation against all liability, costs and expenses, including but not limited to attorneys' fees and costs, reasonably imposed upon or incurred by her or him in connection with or arising out of any action, suit, proceeding or appeal in which she or he may be involved or to which she or he may be a party by reason of being or having been a director or officer of the Corporation, such expenses to include the cost of reasonable settlement, including without limitation reasonable attorneys' fees and costs (other than amounts paid to the Corporation itself), made with a view to curtailment of costs of litigation; provided, however, that any such director, officer or person shall not be entitled to indemnification in relation to matters as to which she or he shall be finally adjudged in such action, suit, proceeding or appeal to be liable for negligence or misconduct in the performance of duty to the Corporation or liable for improperly receiving personal benefit. Such indemnification will not be deemed exclusive of any other rights to which those indemnified may be entitled to as a matter of law. The Corporation shall have the right to indemnify its directors and officers to the fullest extent permitted by law or by contract. The Corporation may pay for or reimburse any reasonable expense incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding; provided that the director furnish both a written affirmation of her or his good faith belief that she or he has met the applicable standard of conduct as required by law and a written undertaking, either personally or on her or his behalf, that the advance will be repaid if it is ultimately determined that the director did not meet the proper standard of conduct.

A director's or officer's personal liability to the Corporation for monetary damages is eliminated for any act or omission committed as a director or officer occurring after the effective date of the Articles of Incorporation; provided, that the personal liability of a director is not eliminated or limited for:

- (a) any breach of the director's duty of loyalty to the Corporation;
- (b) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation;
- (c) any unlawful distribution; or
- (d) any transaction from which the director involved derived an improper personal benefit.

If the Indiana Nonprofit Corporation Act of 1991 hereafter is amended to authorize further elimination or limitation of the liability of officers or directors provided herein, then the liability of a director of the Corporation, in addition to the limitation or personal liability provided herein, shall be limited to the fullest extent permitted by the amended Indiana Nonprofit Corporation Act. Any repeal or modification of this paragraph shall be prospective only and shall not adversely affect any limitation on personal liability of a director of the Corporation existing at the time of such repeal or modification.

## Article VIII. Divisions

Section 8.1 **Divisions.** Divisions may be organized to represent major educational communications and technology areas and professional interests that lie within the national or international scope of the Association.

Section 8.1.1 **Membership.** Each AECT member shall receive membership in the Division or Divisions of their choice. Members shall not be required to maintain a divisional affiliation. All Division members must be members of the Association.

Section 8.2 **Establishment of a New Division.** A Division shall be established whenever two percent (2%) or more of the members of the AECT petition for it and a two-thirds (2/3) majority of the Board of AECT approve. Divisions, when formed from existing societies or organized as new societies, may use the Association name provided they append to it the phrase: "A Division of the Association for Educational Communications and Technology."

Section 8.3 **Dissolution of a Division.** A Division may be dissolved by the Board of AECT when: a) the number of Division members falls below one percent (1%) of the members of the AECT, or b) the Division votes to recommend dissolution. A Division may also be dissolved by a two-thirds (2/3) majority vote of the AECT Board.

Section 8.4 **Activities of Divisions.** A Division has freedom to pursue matters within its professional or academic area that are not reserved to AECT or its Board. It may determine the right of its members to vote on Divisional matters, provided that a Division may engage in no activity which is, in the opinion of the Board of AECT, inconsistent with the purposes and objectives of AECT or which is inconsistent with the requirements for a 501(c)(6) organization. The AECT Board shall at least annually review the activities of each Division and shall at all times have the right to prohibit any activity not consistent with this paragraph.

Section 8.5 **Leadership.** A Division shall have at a minimum President, a representative who serves as a director on the AECT Board, and such other officers as it may desire. All leadership roles must be identified and defined in the Division bylaws.

Section 8.6 **Division Bylaws.** A Division will draw up its own Bylaws and rules of procedure which shall be consistent with those of AECT and with the requirements for a 501(c)(6) organization and file them with the Chief Executive Officer of AECT. Such bylaws are superseded by the AECT Bylaws when there is a conflict.

Section 8.7 **Division Funding.** The AECT Board may allocate Association funds as deemed appropriate for Division activities. Funds so allocated shall be expended by the Division strictly in accordance with the budget approved by the Board of AECT.

Section 8.7.1 **Fiscal Management.** The funds allocated by the Board must be spent for Division activities under the fiscal direction of the Divisional President. The Division must specify in its bylaws which leader is responsible for maintaining the financial records of the Division, supervising the finances of the division, and assembling financial reports and submitting them to the corporate office.

## Article IX. Centers

Section 9.1 **Centers.** Centers may be established with recommendation from the Executive Committee and approval by the Board to organize volunteers for the express purpose of providing expertise and service to execute special agreements and goals of the Strategic Plan. Center mission, leadership, and composition shall be directed by a corresponding Corporate Policy and Procedure.

## Article X. Affiliated organizations

Section 10.1 **Affiliation with the Association.** Any active local, state, regional, national or international organization whose interests and purposes are similar to those of AECT, and whose constitution and/or Bylaws are consistent with the Bylaws of AECT may, upon written request and on approval of the Executive Committee of the Board of AECT, become affiliated with the Association to work together more effectively in the achievement of their common goals. Each affiliated organization shall report annually to the Board of the AECT any changes in the organization and purpose.

Section 10.2 **Types and Privileges of Affiliation.** The types of affiliation shall be determined by the Board to best attain the objectives of the Association. The Board shall determine what privileges of AECT may be granted to Affiliate members and the duration of such privileges. The Board shall publish information on types of affiliation, privileges, and dues.

Section 10.3 **Termination of Affiliation.** The Board of AECT may sever the affiliation of an affiliate organization when such affiliation is no longer in the best interests of AECT by simple majority vote.

## Article XI. Books and records

Section 11.1 **Maintenance of Corporate Records.** The AECT shall keep correct and complete books of account and records and shall also keep Minutes of the proceedings of the meetings of its Board, Committees, Task Forces, Divisions, and Centers and shall keep in the corporate Office a record giving the names and addresses of the persons described in Article II, which record shall not be copied or viewed by any person, except with the prior permission of the Board. The books of account may be inspected by any member or member's agent, for any reasonable purpose at any reasonable time.

Section 11.1.1 **Strategic Plan.** Each three (3) years, the Strategic Planning Committee shall revise and update the Strategic Plan for the next five (5) fiscal years, beginning with the next odd-numbered fiscal year. A draft of each Strategic Plan shall be submitted to the Board for review, approval, and, subject to revisions required by the Board, adoption and implementation.

Section 11.1.2 **Annual Report.** Under the direction of the Chief Executive Officer, the staff of the Association shall prepare a draft of an Annual Report of the Association's activities during the preceding year and describing all revenue, the financial condition of the Association, all project schedules, and the status of the Association's performance under the most recent Strategic Plan. The draft shall be submitted to the Board for review, approval, and, subject to revisions required by the Board, adoption.

Section 11.2 **Presentation of the Annual Report.** At the invitation of the Executive Committee, the Chief Executive Officer shall appear before the membership at the annual meeting to present the Annual Report and respond to questions and receive comments.

Section 11.3 **Fiscal Reporting.** Under the direction of the Chief Executive Officer, the staff of the association shall prepare and submit all fiscal reports requested by entities as required by law.

## Article XII. Fiscal year

Section 12 **Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

## Article XIII. Amendment to the bylaws

Section 13.1. **Amendments to Articles.** The Members of the Association may vote by mail or electronic means on any amendments to the Articles of Incorporation that require Member approval in accordance with Indiana Code 23-17-17.

Section 13.2. **Amendments by Directors.** The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board by an affirmative vote of the two-thirds (2/3) majority of the Directors present at any meeting at which a quorum is in attendance, unless such amendment requires approval by the Members in accordance with Indiana Code 23-17-18. Proposals for amendments of the Bylaws may originate in the Board, in a Division, or by petition submitted to the Board by one-half of one percent (0.5%) of active members as of the date of submission of the petition.

Section 13.3. **Implied Amendments.** Any action authorized by the Members and taken by the Board which would be inconsistent with the Bylaws then in effect but which is taken or authorized by an affirmative vote of not less than the number of Members required to amend the Bylaws so that the Bylaws shall be consistent with such action shall be given the same effect as though the Bylaws had been temporarily amended or suspended only so far as necessary to permit the specific action so taken or authorized.

Section 13.4. **Publication for Comment.** Under normal circumstances, the Board will publicize proposed changes to the Bylaws in sufficient time to allow comment from the membership before making a final determination.