

BYLAWS NHSTE

New Hampshire Affiliate of the International Society for Technology in Education

The following, as amended from time to time, shall constitute the Bylaws of NHSTE (hereinafter the "Organization"). The Organization has been organized to serve as the New Hampshire affiliate of the International Society for Technology in Education. The Organization shall exist as a nonprofit corporation under the New Hampshire Voluntary Corporations and Associations Law, Title XXVII, Chapter 292, of the New Hampshire Revised Statutes Annotated, as amended, (the "Act"). The Organization shall be operated at all times as an organization described in Section 501(c)(3) of the U.S. Internal Revenue Code of 1986 as amended from time to time, or any successor provision of United States tax law (the "Code").

ARTICLE 1 – IDENTITY

- 1.1 **Name:** The name of the Organization shall be as set forth in the Articles of Agreement of this Organization as shall be filed with the Secretary of State of the State of New Hampshire as amended from time to time. The Organization may register to do business under one or more trade names by filing appropriate registrations with the Secretary of State of the State of New Hampshire. These Bylaws, the powers of the Organization, its Board of Directors, Officers, and all matters concerning the conduct and regulation of the affairs of the Organization shall be subject to the Articles of Agreement in effect from time to time.
- 1.2 **Offices:** The principal office of the Organization shall be located at such place in the City of Concord, County of Merrimack, and State of New Hampshire as the Board of Directors may determine from time to time. The location of the Organization's principal office may be changed by the Board of Directors from time to time, without amendment of these Corporate Bylaws. The Organization may also have offices at such other places, within or without the state of New Hampshire, as its business and activities may require, and as the Board of Directors may, from time to time, designate.
- 1.3 **Definitions:** As used in these Corporate Bylaws, capitalized terms not otherwise defined may be defined at Section 10.2 of these Corporate Bylaws.

ARTICLE 2 – PURPOSES

- 2.1 **Purposes:** This nonprofit, benevolent, charitable, and eleemosynary institution has been organized and is incorporated as a charitable corporation under the New Hampshire Voluntary Corporations and Associations Law, Title XXVII, Chapter 292, of the New Hampshire Revised Statutes Annotated (the "Act") and shall be operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986 as amended (the "Code"). Notwithstanding the foregoing, the Organization shall be organized and empowered to do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them, or connected with them, that are not forbidden by law, the Articles of Agreement, or the Corporate Bylaws; provided, however, that the Organization shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax exempt status as a Corporation described in §501(c)(3) of the Code.
- 2.2 **Tax-Exempt Purpose:** It is intended that the Organization shall have the status of a Corporation (i) which is exempt from Federal income taxation under Section 501(c)(3) of the Code, (ii) contributions to which are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code. The Articles of Agreement and these Corporate Bylaws shall be construed accordingly and all powers and activities of the Organization shall be limited accordingly. In this regard:
 - (a) The Organization shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax exempt status under Section 501(c)(3) of the Code;
 - (b) This Organization shall not, in any manner or to any extent, either (a) carry on propaganda, or otherwise attempt to influence legislation, or (b) participate or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;

- (c) All of the assets and income of the Organization shall be used exclusively for its tax exempt purposes and no part thereof shall inure to the benefit of any member, director, officer, or private individual; provided, however, that nothing contained herein shall be construed to prevent the payment or reimbursement by the Organization of salaries and expenses of its Officers and employees;
- (d) If this Organization is ever classified by the Internal Revenue Service as a "private foundation" within the meaning of Section 509(a) of the Code, then (but only in that event) the Organization:
 - (i) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code;
 - (ii) Shall not engage in any act of self-dealing as defined in §4941(d) of the Code;
 - (iii) Shall not retain any excess business holdings as defined in §4943(c) of the Code;
 - (iv) Shall not make any investments in such manner as to subject it to tax under §4944 of the Code; and
 - (v) Shall not make any taxable expenditure as defined in §4945(d) of the Code.
- (e) This Organization shall not engage in any activities that are unlawful under applicable federal, state, or local laws.

2.3 Distribution of Assets Upon Dissolution: If this Organization be dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Organization, none of its assets shall inure to the benefit of any member, director, officer, or private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed by affirmative vote of the Directors in accordance with the provisions set forth in the Articles of Agreement, the Bylaws and Sections 292:9, 292:10 and 292:29 of the Act, exclusively to one or more nonprofit organization or organizations having similar aims and objects as those of the Organization and which may be selected as an appropriate recipient of such assets by the Directors, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code, as amended.

In the event the assets of the Organization are not so distributed, said assets shall be distributed by a court of competent jurisdiction in the county where the principal office of the Organization is located to a nonprofit organization or organizations having similar aims and objects as the Organization and which may be selected as an appropriate recipient of such assets in accordance with the provisions set forth in the Articles of Agreement, the bylaws, and Sections 292:9, 292:10 and 292:29 of the Act, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code.

ARTICLE 3 – BOARD OF DIRECTORS

3.1 Election and Qualifications: As the voting rights of the Members of the Organization are limited (see Article 9 hereof), all of the activities, property, and affairs of the Organization shall be managed by its Board of Directors. The Board of Directors of this Organization shall consist of the President, Past President, President-Elect, Vice President, Secretary, Treasurer ex officio, and the Chairs of all the standing committees, present and to be appointed. The President-Elect, President, Vice President, Secretary and Treasurer shall be elected by the membership at the Annual Meeting and serve a term of one year. Additionally, at the Annual Meeting the president-elect of the concluding year will automatically become President, and the President will become Past President. The Executive Committee shall appoint Chairs of standing committees and Chairs of Special Interest Groups (SIG) who together shall serve as Directors (hereinafter referred collectively as the "Board"). The appointed Board members shall be selected 1) to represent a balance between regions of the State and the various educational and interest levels represented in the Organization, and 2) to serve as Chairs of the Standing Committees. These chairpersons shall be appointed for a term of three (3) years.

Each Director shall be selected for his or her ability to participate effectively in fulfillment of the responsibilities of the Directors. In compliance with Section 292:6-A of the Act, at least five (5) of the voting Directors shall not be of the same immediate family or related by blood or marriage. In accordance with

Title I, Section 7:19, II, NH RSA, Directors shall serve on the board only for the charitable purposes of the Organization; persons having other expressed or intended reasons for being a director shall neither be elected nor permitted to serve.

3.2 Rights and Powers: The business and affairs of the Organization shall be managed by the Board of Directors. The Board of Directors shall manage the activities of the Organization in a manner consistent and in compliance with the purposes, objectives, philosophy, and limitations set forth in the Articles of Agreement, these Corporate Bylaws and as otherwise required by law.

The Board of Directors may delegate any part of such power to any Officer, or to any committee of the Organization. No assignment, referral, or delegation of authority by the Board of Directors, however, shall preclude the Board of Directors from exercising the authority required to meet its responsibility for the conduct of the Organization. The Board of Directors shall retain the right to rescind any such delegations.

The Directors shall have as their primary function the establishment of policies consistent with the purposes of the Organization and the assumption of responsibility for resource management or stewardship on behalf of the Organization. The powers of the Directors shall include all of the rights set forth in the Articles of Agreement, these Bylaws, or under Chapter 292 of the Act including Section 292:6-a thereof. These rights include, but shall not be limited to, the following:

- (a) To nominate elected Directors;
- (b) To remove Directors;
- (c) To assign chairs of standing committees;
- (d) To change the number of Directors constituting the Board of Directors within the limitations prescribed herein;
- (e) To establish special interest groups;
- (f) To amend, restate, or modify the Articles of Agreement or Bylaws of the Organization; provided, however, that an affirmative majority vote at the annual membership meeting is required and notice setting forth the proposed amendment, restatement, or modification is circulated (print or electronic) to the membership at least ten (10) days in advance of the meeting at which action is to be taken;
- (g) To approve the sale, mortgage, lease, or other disposition of all, or substantially all, of the assets and property of the Organization, the dissolution of the Organization, or its merger with or consolidation into another Organization;
- (h) To acquire or take by purchase, gift, grant, lease, devise, bequest or in any other manner and form, any and all property, real and personal, absolutely, in trust or otherwise; and also to give, grant, bargain, sell, encumber, mortgage, pledge, lease, exchange, convey or otherwise dispose of any and all property; to borrow money and to execute notes or other evidences of indebtedness, and to do all acts necessary and proper for the carrying into effect of the purposes above set forth;
- (i) To authorize any officer or officers in the name of and on behalf of the Organization, to enter into any contract or execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes, or other evidences of indebtedness and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer shall have power or authority to bind the Organization by any contract or engagement or to render it liable for any purpose in any amount;
- (j) To make gifts or grants in furtherance of the purposes of the Organization to other qualified IRC 501(c)(3) tax exempt organizations that have been classified as "other than private foundations" by the Internal Revenue Service.
- (k) All funds of the Organization not otherwise employed shall be deposited, from time to time, to the credit of the Organization in such banks, trust companies or other depositories as the Board may select, or as may be selected by the Treasurer or any other officer of the Organization to whom such power may, from time to time, be delegated by the Board, or shall be invested in such securities (of any nature) as the Board may determine from time to time;

- (l) In all cases where gifts are made and accepted under grants which restrict the use thereof to specified purposes, the Organization may, at the option of the Directors, hold and manage the funds and property so given for purposes of investment and management, and if commingled with any other fund or funds, the principal or income of such special gift shall at the time of any determination thereafter, be considered to be that portion of the principal or income of the combined fund as the amount of such special gift shall bear to the total amount of such combined fund;
- (m) To determine and periodically review the purposes and mission of the Organization;
- (n) To exercise responsibility for overall direction of the Organization by determining an annual budgets as well as the general, financial, and investment policies of the Organization, reviewing those policies periodically and delegating authority for implementation of Board policy and day-to-day management to other appropriate persons;
- (o) To establish, review, and approve changes in the activities of the Organization consistent with the corporate purpose;
- (p) To oversee the establishment of selection criteria, operational protocols, and compensation levels for contracted services and/or employees if any.
- (q) To carry out strategic planning for the Organization in order to develop and maintain appropriate programs responsible to the mission of the Organization;
- (r) To select and appoint an auditing committee, an auditor, or legal counsel as needed for the Organization; and
- (s) To authorize officers and/or agents of the Organization to purchase and/or sell securities or other financial investment instruments; and to accept gifts or bequests on behalf of the Organization.

The foregoing listing shall not be deemed to limit any authority granted by law to the Board of Directors not otherwise restricted in these Bylaws or the Articles of Agreement. The Board has the power to make decisions on any matters not specifically covered in these Bylaws. Such decisions shall be subject to ratification at the next regularly scheduled meeting of the Organization.

- 3.3 Compensation: Directors shall receive nominal stipends for service as Directors of the Organization. Directors may be reimbursed for reasonable expenses incurred in their service as Directors.
- 3.4 Minutes: A written record of all Board meetings shall be maintained by the Secretary in print and/or electronic formats reserved for this purpose.
- 3.5 Rules: The Board of Directors will use the latest edition of Robert's Rules of Order governing the conduct of business and procedures for meetings that are not inconsistent with law, the Articles of Agreement, and these Corporate Bylaws. Such rules may be amended by the Board of Directors at any meeting, without notice.

ARTICLE 4 – OFFICERS

- 4.1 Number and Designation: The Officers of the Organization, shall be a President, Vice-President, Past President, President-Elect, Secretary, and Treasurer.
- 4.2 Executive Committee: The officers of the organization shall form an Executive Committee. The Executive Committee shall have the authority to conduct and handle the business of the organization between meetings of the Board.
- 4.3 Duties: Except as otherwise provided in these Corporate Bylaws, the Officers of the Organization shall perform the duties usually pertaining to their respective offices in Organizations organized under Chapter 292 of the New Hampshire Revised Statutes Annotated, such duties as may be required by the Articles of Agreement or these Corporate Bylaws, and such other duties as may be prescribed from time to time by the Board of Directors.

In addition, Officers shall have the following duties:

- (a) The President shall be the duly authorized representative of the Board of Directors in all matters in which the Board of Directors or these Corporate Bylaws have not formally designated some other person for that purpose. The President shall advise the Board of Directors as to the formulation and implementation of policies for the organization and operation of the Organization. The President shall report to the Board of Directors at each of its meetings on the activities of the Organization and on developments that affect the delivery of educational and/or charitable services to the community served by the Organization. The President shall represent the Organization in its relationships with other organizations and agencies. The President shall attend all meetings of the Board of Directors of the Organization and any committees of the Board if requested. The President shall preside at all meetings of the Board of Directors, Executive Committee, and full membership and shall be, ex officio, a voting member of all committees. The President shall appoint all members of committees, except as otherwise provided in the Articles of Agreement or these Corporate Bylaws. The President may determine the order of business at meetings of the Board of Directors and shall serve as chairperson of such meetings. The President shall perform any other duties normally within the expressed or implied terms of the office that may be necessary for the best interest of the Organization. The President shall perform such other duties, as the Board of Directors shall, from time to time, direct. Annually, the President will delegate functions and responsibilities to the Executive Committee.
- (b) The secretary shall be elected as provided by law, and shall have charge of the records, papers, and documents of the Organization. The Secretary shall keep minutes of all meetings together with a record containing the names and addresses of all persons who are Board members and committee members of the Organization. Minutes of such meetings shall be posted on the web page within 10 days of the meeting. The secretary should file rules of order adopted at various meetings with a copy of the bylaws for ready reference and shall be responsible for the maintenance of an attendance record of Directors in accordance with Section 6.7.
- (c) The treasurer shall have custody of all of the funds of the Organization subject to such regulation as may be imposed by the Board of Directors. When necessary or proper, he/she may endorse on behalf of the Organization, checks or other obligations, and shall deposit the same to the credit of the organization at such banks or depositories as the Board of Directors may designate. He/she shall sign receipts and vouchers and shall sign checks of the Organization and all other notes issued by the Organization except in such cases where the signing and execution thereof shall be expressly designated by the Board of Directors to another officer or agent of the Organization. Additionally, at least one member of the Executive Committee shall have full signing authority as assigned by the President. The Treasurer shall arrange for an annual audit of the Organization's books and file appropriate tax returns. The Treasurer, acting on behalf of the Board of Directors, shall require that appropriate records be kept to give a full and accurate history of the financial transactions of the Organization in order to present its financial condition, and to render such periodic and other reports as the Board of Directors may require. The Treasurer shall be bonded in an amount determined by the Board at the expense of the Organization and shall, in general, perform all duties incident to the office of Treasurer subject to the control of the Board of Directors. The Treasurer will serve on the Investment Committee.
- (d) The Past President shall serve in place of any officer who cannot complete his/her term of office, filling that office until a new officer can be elected by the Board. The Past President shall provide advice and assistance to officers and serve as a member of the Board. The Past-President shall be the person who has most recently been the President of the Organization. The Past President shall be in charge of the "service/outreach functions" of the Organization and will act as liaison with other organizations. These functions include newsletter, resources, and special projects shall serve as any officer of the association in case of that officer's inability to serve until a new officer can be elected by the Board. The Past President shall provide advice and assistance to officers and serve as a member of the Board.
- (e) The Vice President shall serve as Parliamentarian and preside over meetings in the absence of the President and the President-Elect. Duties can be reassigned as deemed appropriate by the President.
- (f) The President-Elect shall serve as President commencing at the Annual Meeting one year after his or her election as President-Elect or at the Annual Meeting following his or her selection for this office.

- 4.4 Election and Tenure: The Officers of the Organization (except the Past-President) shall be elected by the membership at the annual meeting. The term of office for each Officer of the Organization shall be one (1) year, and each Officer shall hold office until the next annual meeting of the Board of Directors or until a successor has been duly elected and qualified, or until his or her prior death, resignation or removal. An Officer may be elected to succeed himself or herself.

ARTICLE 5 – COMMITTEES, SPECIAL INTEREST GROUPS, AND LIASONS OF THE ORGANIZATION

- 5.1 Standing Committees: The standing committees of the Organization shall include the Executive Committee as described at Section 4.2 hereof and such other Standing Committees as may be established by the Board of Directors in accordance with the current needs of the Organization, as soon after the annual fall meeting as possible. Some suggested committees include Annual Conference, Fund Raising, Membership, Special Projects, Program, Editorial Board, Public Relations, Awards and Grants, Spring Events, Publications, Web Development, Professional Development, and Long Range Planning. The Board may also establish Special Interest Groups (SIGs) to function in coordination with the Organization when such a SIG furthers the purpose of the Organization. Additionally, liaison positions shall be established in order to facilitate the communication between NHSTE and other organization with a common focus.
- The President shall have the power to appoint each year such committees and ad hoc committees as may be deemed necessary for short-term assignments.
- 5.2 Duties and Responsibilities: Each year, at the first meeting, the Board of Directors will charge each committee with its duties and responsibilities for the coming fiscal year.

ARTICLE 6 – MEETINGS

- 6.1 Notice of Meetings: The President shall select the date, time, and place for holding regular and special meetings of the Board of Directors and shall cause notice to be given to all Directors not less than five (5) days prior to the call of the meeting.
- 6.2 Meetings of the Board of Directors: There shall be at least six meetings of the Board of Directors each year. The meeting agenda, time, and location will be announced no later than five (5) days prior to the meeting.
- 6.3 Meetings of the Executive Committee: The meeting agenda and times will be announced to the Board of Directors no later than five (5) days prior to such meeting. The business of the Organization may be conducted by the Executive Committee electronically via voice, data, or videoconference as long as all Executive Committee members agree and the Board of Directors has been notified. Minutes of such meetings shall be sent to the Board of Directors and will be posted publicly (via print or electronically) within ten (10) days of the meeting. A quorum, defined as two-thirds of the Officers of the Organization, will be required to conduct the business of the Executive Committee. In an emergency the President may poll the officers for a decision.
- 6.4 Meetings of Committees: Meetings of standing committees and special committees may be called by the President of the Organization or the chair of the committee. Except as otherwise provided in these Corporate Bylaws, each committee shall meet as often as necessary and appropriate to perform its duties. Each committee shall report to the Board of Directors at its next Regular Meeting subsequent to each meeting of the committee and such reports shall be kept as part of the minutes of the Board of Directors.
- 6.5 Quorum, Voting, and Manner of Acting: A quorum, defined as two-thirds of the Officers of the Organization, will be required to conduct the business of the Executive Committee. In an emergency the President may poll the officers for a decision.
- (a) At the meetings of the Board of Directors a majority shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum shall be an act of the Board.

- (b) The act of a majority of the Directors, or persons serving on a committee of the Board of Directors, present at a meeting at which a quorum is present shall be the act of the body meeting, unless the act of a greater number is required by the Articles of Agreement, these Corporate Bylaws, or any provision of law.
 - (c) Each Director and committee chairperson of the Organization, who is present, shall have one vote on each matter submitted to a vote at any meeting. Voting electronically at or following meetings of the Directors or Committees shall be permitted.
- 6.6 Conduct of Meetings: The President of the Organization, or in the absence of the President, the President-Elect, shall call any meeting of the Directors to order and shall act as the chairperson of the meeting. The chairperson of a committee, or in his or her absence, a committee member designee, shall call any committee meeting to order and shall act as the chairperson of the meeting.
- 6.7 Mechanisms for Board Action in the Absence of a Meeting: If all the Directors consent electronically or via a signed document specifying any action desired to be taken by the Board of Directors of the Organization, such action shall be a valid corporate action as though it had been authorized at a meeting of the Directors and the secretary shall file such consent with the minutes of the meeting of the Directors to be read at the ensuing regular meeting.
- 6.8 Attendance: Directors are expected to attend all meetings of the Board of Directors and of any committees on which they serve, unless excused by the President for good cause or unless this provision is waived by unanimous vote of the remaining Directors. Participation in meetings by conference call shall have the same effect as presence in person at the meeting.
- 6.9 Conflicts of Interest: The Directors shall guide their conduct with respect to conflict of interest transactions through implementation of the following procedural safeguards:
- (a) Duty to Disclose: Each new Director, at the first meeting following the annual meeting and election of new officers, and all present Directors shall affirm (either in print, electronically, or verbally) to the President any other businesses or other organizations of which he or she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee, or agent with which the Organization has, or might reasonably in the future enter into a relationship or a transaction in which the Director would have conflicting interests. The President shall become familiar with the statements of all Directors and the Secretary shall become familiar with the statement of the President in order to guide his or her conduct should a conflict arise.
 - (b) Voting: At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by a written statement or not, and after answering any questions that might be asked, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Directors who themselves have had pecuniary benefit transactions with the Organization within the same fiscal year shall also not be present and not participate in the discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the Organization in the same fiscal year shall vote. The transaction shall be approved only if it is in the best interest of the Organization and it receives affirmative votes from at least a 2/3 majority of all the disinterested Directors of the Organization; provided, however, that such 2/3 majority shall also equal or exceed the quorum requirement specified in these Corporate Bylaws. The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirement of a two thirds vote where the financial benefit to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year.
 - (c) Statutory Requirements: The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19, 11 and 292:6-a) are hereby incorporated in full into and made an integral part of this provision, and copies of the relevant New Hampshire statutes are attached hereto so that every Board member is aware of the statutory requirements. These requirements include, but are not limited to,
 - (i) Absolute prohibitions on loans from the Organization to a director, officer, or trustee, and

- (ii) Prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court.

These requirements extend to both direct and indirect financial interests, as defined by the attached statutes, as Appendix A.

ARTICLE 7 – RESIGNATIONS, REMOVALS, AND VACANCIES

- 7.1 Resignation: Any Director, Officer, or person appointed to serve on a committee of the Organization may resign as such at any time by giving written (print or electronic) notice to the President or the Secretary, or (only in the case of a Director) by absence from three (3) consecutive meetings of the Directors. Written resignations shall take effect at the time therein specified, or upon receipt if no time shall have been specified. Unless otherwise required by these Corporate Bylaws, the acceptance of such resignation shall not be necessary to make it effective. Lack of attendance at three (3) consecutive Board meetings, without prior notification to the Board, may be interpreted as a resignation of that Board member. Upon absence from three consecutive meetings, the Executive Committee shall review the continuation of Board member's appointment.
- 7.2 Removal: Any Director, Officer, or person serving on any committee of the Organization may be removed at any time with cause by vote of the body or action of the individual that elected or appointed the individual as Director, Officer, or committee member whenever the best interest of the Organization shall be served thereby.
- 7.3 Vacancies: In the event of a vacancy on the Board of Directors, or among the Corporate Officers occurring between Annual Meetings, the Directors may act to fill any such vacancy until the next meeting of the Members at which time the Vacancy shall be filled in the manner, and for the unexpired term, of the person creating the vacancy. Vacancies shall be filled forthwith, and any person elected to fill a vacancy shall be so advised and shall serve with the same rights and duties of such person as they are elected to succeed.

ARTICLE 8 – INDEMNIFICATION AND INSURANCE

- 8.1 Indemnification: Each director, officer, and committee member of the Organization and such person's respective heirs, executors, and administrators shall be indemnified by the Organization against any cost, expense, judgment, and liability, including attorneys' fees, reasonably incurred by or imposed upon said person in connection with any action, suit, or proceeding to which such person may be made a part or with which such person shall be threatened, by reason of being, or having been, a director, officer, or committee member of the Organization, except:
 - (a) with respect to matters as to which such person shall be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct as such director, officer, or committee member and
 - (b) with respect to matters described in Section 292:2-a, Subsection V-(a) of the Act as to which the articles of agreement of a voluntary Organization may not eliminate or limit the personal liability of a trustee or officer.

In the event of settlement of any such action, suit, or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the Organization is advised by counsel that such trustee, officer, or committee member is not liable for willful misconduct as such. The foregoing right of indemnification shall be in addition to any other rights to which any trustee, officer, or committee member may otherwise be entitled.

- 8.2 Insurance: The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Organization would have the power to indemnify that person against such liability under this Article.

ARTICLE 9 – GENERAL MEMBERSHIP

- 9.1 Eligibility: The members of the Organization shall consist of all individuals, organizations, corporations, and/or institutions interested in the purposes of the Organization and who shall be eligible for membership. All members shall pay dues unless exempt by a membership category. Procedures for applying for membership, determination of eligibility of applicants, type of memberships, and membership privileges shall be determined by the Board.
- 9.2 Membership Categories: There will be three (3) categories of membership: active membership, associate membership, and honorary membership designated as follows:
- (a) *Active Membership* - for individuals who are interested in educational technologies and the mission of the Organization. Active members shall be entitled to all membership privileges including the right to vote and to hold office.
 - 1) Individual members - educators and others interested in the mission of the Organization.
 - 2) Student members - full-time students (undergraduate and graduate) interested in the mission of the Organization.
 - (b) *Associate Membership* - for groups or individuals who represent institutions and/or corporations that are interested in educational technologies. .
 - 1) Group members - school districts, government agencies, and higher education institutions may be designated privileges determined by the Board.
 - 2) Corporate members - vendor groups or individual representatives of corporations may be designated privileges determined by the Board.
 - (c) *Honorary Memberships* - for persons deserving recognition as determined by the Board. Honorary members have all the privileges of membership except the right to vote and to hold office. They are exempt from paying dues.
- 9.3 Dues: The dues of the Organization shall be set annually by the Board of the Organization.
- 9.4 Duration of Membership: Each membership shall extend the appropriate number of years from the first day of the month after membership dues are recorded.
- 9.5 Voting Rights and Privileges: All Active members of the Organization shall be entitled to vote in the election for officers. Each member is entitled to only one (1) vote on any business that may lawfully come before the Annual Meeting or any special meeting of the membership of the Organization. The Members shall have the right to vote on the following:
- (a) To elect The President-Elect, Vice President, Secretary, and Treasurer of the Organization; and
 - (b) To amend, restate, or modify the Articles of Agreement or Bylaws of the Organization; provided, however, that an affirmative majority vote at the annual membership meeting is required and notice setting forth the proposed amendment, restatement or modification is circulated (print or electronic) to the membership at least ten (10) days in advance of the meeting at which action is to be taken.
- 9.6 Meetings of General Membership: The President may call special meetings of the members at any time. The President shall call a special meeting of the Members either upon an affirmative vote by at least one-third of the Board of Directors, or upon receipt of a written request signed by at least fifteen (15) members of the Organization. Notice of such special meeting must be made to each member in the same manner as the notice for the annual meeting and shall state the time, place, and general purpose of such meeting.
- (a) Any and all meetings of the members of the Organization may be held within or without the State of New Hampshire. All such meetings are open to the public, except in the case of personnel matters or matters deemed appropriate by the Board of Directors. Any closed meetings must be announced and the reason must be published.
 - (b) At any meeting of the entire membership of the Organization, a quorum for the transaction of business shall consist of twenty-five (25) members or one tenth of the members, whichever is less. All business of all meetings of the Organization shall be conducted in a manner appropriate to the business and by parliamentary procedure.

- (c) The Annual Meeting of members of the Organization shall be held each and every year at such time and place as the Board shall from time to time determine. At least ten (10) days prior to the date fixed by the Board for holding the Annual Meeting of the membership, a written notice of said meeting shall be provided to each member. Such notice does not have to be a separate mailing, but may be included in part of a newsletter or other regular correspondence (print or electronic). Said notice shall state the time, place, and general purpose of the meeting. The Annual Meeting agenda shall include a review of the business of the past year and indicate directions for the future. The officers of the Organization constituting the Executive Committee shall be elected. Organization members will have an opportunity to join standing and ad hoc committees.
- 9.7 The membership lists shall be the sole property of the Organization and shall only be shared to further the objectives of the Organization. Any request for copies of the list must be reviewed by the Executive Board before release and will be in "label" format only with an accompanying disclaimer that it is for one-time specific use only and not for resale. The membership form shall have an option for members to decline the release of mailing information for commercial use.

ARTICLE 10 – GENERAL PROVISIONS

- 10.1 Fiscal Year: The fiscal year of the Organization shall begin on the first day of October and end on the last day of September in each year.
- 10.2 Definitions: the following terms mean:
- (a) Internal Revenue Code or Code: The U.S. Internal Revenue Code of 1986, as amended by any successor provisions of federal tax law.
 - (b) Ex Officio: Service as a member of a body by virtue of an office or position held.
 - (c) Affiliated Organization: This Organization, any corporation that controls this Corporation, or any legal entity or organization that controls, or is controlled by, any Affiliated Organization. An organization shall be understood to control another if it has the right (directly or indirectly) to elect or appoint a majority of the people who have voting rights serving on the governing board of such other organization; provided, however, that ex officio members of a governing board shall be treated as if elected or appointed by the organization referenced in their ex officio appointment.
- 10.3 Gender: Any word or reference contained in these Corporate Bylaws, which implies one gender, shall be applied to the other gender as appropriate.
- 10.4 Construction of Titles and Headings: The titles of Articles and headings of Sections of these Corporate Bylaws are intended to aid the reader in locating the substantive provisions contained herein, and they shall neither be interpreted as making or modifying any addition to or change in the substance of the operative provisions of these Corporate Bylaws nor be understood to summarize the provisions to which they relate.
- 10.5 Severability: In the event that any provision of these Corporate Bylaws is deemed to be invalid or unenforceable for any reason, then the remaining provisions of these Corporate Bylaws shall be construed in all respects as if such invalid or unenforceable provisions were omitted.
- 10.6 Amendments: These Bylaws may be amended, altered, or repealed by a majority of those present and voting at any official membership meeting of the Organization.
- (a) The membership must be given ten (10) days notice (print or electronic) of any meeting at which any amendments to the Bylaws will be submitted. The general nature of the amendment(s) must be included in said notice. A written notice of said Bylaw amendments shall be provided to each member. Such notice does not have to be a separate mailing, but may be included in part of a newsletter or other regular correspondence (print or electronic) from the Organization, and may be posted for review on the NHSTE web site.
 - (b) A quorum consisting of twenty-five (25) members or one tenth of the membership, whichever is less must be present at the meeting at which Bylaw amendments are approved.

END OF BYLAWS

APPENDIX A
STATUTORY PROVISIONS

**TITLE I
THE STATE AND ITS GOVERNMENT~ CHAPTER 7
ATTORNEYS GENERAL, DIRECTOR OF CHARITABLE TRUSTS, AND COUNTY ATTORNEYS**

Director of Charitable Trusts

Section 7:19-a

7:19-a Regulation of Certain Transactions Involving Directors, Officers, and Trustees of Charitable Trusts:

- I. Definitions. In this section:
- (a) "Director, officer, or trustee" means a director, officer, or trustee of a charitable trust.
 - (b) "Financial interest" means an interest in a transaction exceeding \$500 in value for any officer, director, or trustee, on an annual aggregate basis. An "indirect" financial interest arises where the transaction involves a person or entity of which a director, officer, or trustee, or a member of the immediate family of a director, officer, or trustee, is a proprietor, partner, employee, or officer.
 - (c) "Pecuniary benefit transaction" means a transaction with a charitable trust in which a director, officer, or trustee of the charitable trust has a financial interest, direct or indirect. However, the following shall not be considered as pecuniary benefit transactions:
 - (1) Reasonable compensation for services of an executive director, and expenses incurred in connection with official duties of a director, officer, or trustee;
 - (2) A benefit provided to a director, officer, or trustee or member of the immediate family thereof if:
 - (A) The benefits are provided or paid as part of programs, benefits, or payments to members of the general public; and
 - (B) The charitable trust has adopted written eligibility criteria for such benefit in accordance with its bylaws or applicable laws; and
 - (C) The director, trustee, or family member meets all of the eligibility criteria for receiving such benefit;
 - (3) A continuing transaction entered into by a charitable trust, merely because a person with a financial interest therein subsequently becomes a director, officer, or trustee of the charitable trust.
 - (d) "Charitable trust" does not include, for purposes of this section only, an organization qualified as a private foundation under the applicable provisions of the United States Internal Revenue Code.
- II. A pecuniary benefit transaction shall be prohibited unless it is in the best interest of the charitable trust and unless all of the following conditions are met:
- (a) The transaction is for goods or services purchased or benefits provided in the ordinary course of the business of the charitable trust, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the charitable trust;
 - (b) The transaction receives affirmative votes from at least a 2/3 majority of all the disinterested members of the governing board of the charitable trust, which majority shall also equal or exceed any quorum requirement specified in the bylaws of the charitable trust:
 - (1) After full and fair disclosure of the material facts of the transaction to the governing board and after notice and full discussion of the transaction by the board;
 - (2) Without participation, voting, or presence of any director, officer, or trustee with a financial interest in the transaction or who has had a pecuniary benefit transaction with the charitable trust in the same fiscal year, except as the board may require to answer questions regarding the transaction; and
 - (3) A record of the action on the matter is made and recorded in the minutes of the governing board;

- (c) The charitable trust maintains a list disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by members of the governing board and contributors to the charitable trust. The list shall also be reported to the director of charitable trusts each year as part of the charitable trust's annual report required under RSA 7:28;
 - (d) If the transaction, or the aggregate of transactions with the same director, officer, or trustee within one fiscal year, is in the amount of \$5,000 or more, the charitable trust publishes notice thereof in a newspaper of general circulation in the community in which the charitable trust's principal New Hampshire office is located, (or if there is no such office, then in a newspaper of general circulation throughout the state), and gives written notice to the director of charitable trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with this section and shall include the name of the charitable trust, the name of any director, officer, or trustee receiving pecuniary benefit from the transaction, the nature of the transaction, and the specific dollar amount of the transaction.
- III. Every director, officer, or trustee, or member of the immediate family of such director, officer, or trustee, who engages in a pecuniary benefit transaction with a charitable trust shall provide copies of all contracts, payment records, vouchers, other financial records or other financial documents at the request of the director of charitable trusts in accordance with RSA 7:24. All documents so provided may be disclosed to the public for inspection and copying, subject to applicable confidentiality laws.
 - IV. Every charitable trust shall adopt policies pertaining to pecuniary benefit transactions and conflicts of interest.
 - V. No charitable trust shall lend money or property to its directors, officers, or trustees. Any director, officer, or trustee who assents to or participates in the making of any such loan shall be jointly and severally liable to the charitable trust for the amount of such loan until it is repaid.
 - VI. No charitable trust shall sell, lease for a term of greater than 5 years, purchase, or convey any real estate or interest in real estate to or from an officer, director, or trustee without the prior approval of the probate court after a finding that the sale or lease is fair to the charitable trust. However, this paragraph shall not apply to a bona fide gift of an interest in real estate to a charitable trust by a director, officer, or trustee of the charitable trust.
 - VII. A pecuniary benefit transaction undertaken in violation of this section is voidable. The director of charitable trusts may investigate complaints regarding pecuniary benefit transactions and if, after an investigation pursuant to RSA 7:24, the director determines that a pecuniary benefit transaction is in violation of this section, the director may institute appropriate proceedings under RSA 7:28-f to enforce these provisions.
 - VIII. Any member of the governing board of a charitable trust shall have standing to petition, pursuant to RSA 491:22, for a declaratory judgment that one or more pecuniary benefit transactions of the charitable trust are void.
 - IX. The provisions of this section shall not apply to transactions between a charitable trust and its incorporators, members, or other contributors who are not also directors, officers, or trustees of the charitable trust, provided that such transactions are fair to the charitable trust.
 - X. Notwithstanding subparagraph 1(c) of this section, in the case of hospitals, "pecuniary benefit transaction" shall not include reasonable compensation for professional services of members of the hospital's professional medical or nursing staff who also serve as members of the governing board of the hospital, if persons receiving such compensation do not constitute more than 25 percent of the membership of such board or the governing board of the charitable trust which owns the hospital.
 - XI. Notwithstanding subparagraph 1(c) of this section, in the case of educational organizations normally maintaining a regular faculty and curriculum and normally having a regularly enrolled body of pupils or students in attendance at the place where their educational activities are regularly carried on, "pecuniary benefit transaction" shall not include reasonable compensation for professional services of members of the organization's faculty and staff who also serve as members of the governing board of the educational organization if such persons do not constitute more than 25 percent of the membership of such board.

Source. 1996, 302:2, eff. Aug. 10, 1996. 1997, 184:2, 3, eff. Jan. 1, 1998.