



BYLAWS

December 2008



SCT EDUCATION TECHNOLOGY ASSOCIATION, INC.

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INTRODUCTION

SCT Education Technology Association, Inc. (SETA) was incorporated in the State of New York in July 1985 as Information Associates User Group Association. The corporation was formed as a “trade association” to facilitate the exchange of information, techniques, procedures, and programs among users of the software products of SunGard Higher Education and related vendors and to recommend potential areas for software product development and enhancement.

The need for a tax reporting entity for IAUGA, the former User Group Boards (FRS, HRS, and SISU), was fulfilled by the incorporation of SETA on December 1, 1998.

SETA’s responsibilities are to address issues and opportunities that are common among the Board user community. SunGard Higher Education and SETA work closely together to further the relationship between the user group and SunGard Higher Education.

ARTICLE I - NAME

The name of this Association shall be SCT Education Technology Association, Inc. (SETA).

ARTICLE II - PURPOSE

The purpose of the Association shall be to provide services and resources to members of the Association that enhance the use and knowledge of SunGard Higher Education products, and encourage and strengthen the relationship among members and SunGard Higher Education, which include:

- Be an independent voice of SunGard Higher Education users.
- Facilitate communication among members to encourage a direct, informal approach for exchanging ideas, techniques, procedures, and information.
- Facilitate communication between members, SunGard Higher Education, and related vendors.
- Promote a high level of understanding of SunGard Higher Education products through experience and educational sharing.
- Promote the exchange of ideas, understanding, and solutions among members – including user developed software enhancements and refinements of SunGard Higher Education products and services, as well as other vendor solutions.
- Provide input to SunGard Higher Education on issues relating to supported products and services.
- Facilitate user conferences.

ARTICLE III - MEMBERSHIP

A. VOTING MEMBERS

Individual voting members are employees of colleges, universities, agencies of higher education, commercial and non-profit organizations who have a license agreement with SunGard Higher Education for computer software products and/or services. To be considered in good standing each individual member shall pay an annual membership fee as determined by the Board.

B. NON-VOTING MEMBERS

Any individual who attends a conference but who does not represent an institution with a license agreement with SunGard Higher Education for computer software products and/or services. (e.g. SunGard Higher Education employees, prospective clients, approved vendor representatives).

C. INSTITUTIONAL MEMBERS

Colleges, universities, agencies of higher education, commercial and non-profit organizations who have a license agreement with SunGard Higher Education for computer software products and/or services. Each institutional member may designate up to eight (8) representatives provided that the institution pays the annual membership fee, as determined by the Board.

D. EXPECTATIONS OF MEMBERS

Association members are expected to have a cooperative spirit and a sense of community with other members, respect the confidentiality of the software license agreements, and conduct themselves ethically and with the highest degree of professionalism.

ARTICLE IV - BOARD OF DIRECTORS

A. PURPOSE

The purpose of the Board of Directors, also known as the Governing Board, shall be to manage the activities related to the corporate entity; provide leadership and direction for conference planning and execution and product advocacy; serve as the focal point for executive level interaction with SunGard Higher Education; and, develop and approve the policies and procedures. The Board will consist of seven (7) elected members who meet the qualifications prescribed in the *Policies and Procedures*. In addition, SunGard Higher Education will provide one non-voting representative to attend meetings at the invitation of the Board. This individual will be designated by SunGard Higher Education.

B. OFFICERS

The Board shall elect the following Officers from its member-elected Directors:

- President
- Vice President
- Treasurer
- Secretary
- Director at Large
- Director at Large
- Director at Large

C. GENERAL RESPONSIBILITIES OF OFFICERS

- **President** serves as official representative/spokesperson of the Association; presides over and conduct the SETA Board meetings and all meetings of the Association; oversees financial stability; executes all contracts on behalf of the Board; coordinates and facilitates all executive communication with SunGard Higher Education; assigns duties to Directors as necessary; and performs such other duties as customarily pertaining to the office of President.
- **Vice President** develops, reviews and maintains the Bylaws, the *Policies and Procedures*, *Conference Planning and Program Committee Handbook*, and *Presenter Handbook*; serves as parliamentarian; assumes the duties of the President in his/her absence; and perform other duties as assigned by the President.
- **Treasurer** coordinates tax reporting; develops and monitors adherence to budget; oversees and carries out investment activities; collects and disburses funds; prepares financial statements; coordinates external audit/review and presents findings to the Board; maintains insurance; prepares an annual financial report for the membership; and performs other duties as assigned by the President.
- **Secretary** is responsible for documenting all official proceedings in a timely manner; and performs other duties as assigned by the President.
- **Directors at Large** serve as advisors to the Board and are responsible for duties as assigned by the President. These duties may include managing nominations and elections, coordinating SETA membership and conference marketing, serving as editor of the SETA newsletter, serving as liaison to vendor sponsors, etc.

D. ELECTION OF BOARD DIRECTORS

Board members shall be elected by voting membership in accordance with the *Policies and Procedures*.

E. TERM OF BOARD DIRECTORS

Elected Board members will serve three-year terms beginning on July 1 following their election. Members are limited to two consecutive terms.

F. RESTRICTION

No person may hold more than one SETA office at one time.

G. REMOVAL

Directors will serve the terms specified in ARTICLE IV, Section E. The following circumstances will result in the disqualification of Directors from continuing on the Board:

1. If the Director ceases to meet the qualifications prescribed in the *Policies and Procedures*.
2. Any Director may be removed by a two-thirds vote of the Board whenever, in their judgment, the best interest of the Association shall be served.

H. VACANCIES

Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the Board. A director elected to fill a vacancy shall be elected for the remainder of the unexpired term of the previous incumbent.

I. LIABILITY

Board members and committee members shall not be personally liable for any debt, obligation, injury, sickness, disease, death, or destruction arising out of or relating to actions by said persons in the capacity of a director or officer. These individuals will be liable for intentional wrongful acts.

ARTICLE V - MEETINGS

A. ANNUAL MEETING OF THE MEMBERSHIP

An annual meeting of the membership shall be held at a time and place determined by the Board for the purpose of conducting business as may come before the meeting. Members present at the meeting constitute a quorum.

B. ANNUAL MEETING OF THE BOARD OF DIRECTORS

An annual meeting of the Directors shall be held at a time and place determined by the Board for the purpose of conducting election of Officers and for transaction of all Association business. Other meetings of the Board may be called at the discretion of the President or a simple majority of the Board. A simple majority of the Board of Directors constitutes a quorum. If a quorum will not be present or represented at any meeting of the Board, the Board members present have the power to adjourn the meeting to a future date.

C. COMMITTEE MEETINGS

Committee meetings and other meetings may be held as necessary with prior Board approval.

D. SPECIAL MEETINGS OF THE MEMBERSHIP

Special meetings of the membership may be called by the President, the Board of Directors, or at least 10 percent of the members having voting rights. The members present constitute a quorum.

E. AGENDA AND RULES

The Association officers will provide the agenda and the rules for planning and conducting all Association meetings. Parliamentary procedure shall be governed by *Roberts Rules of Orders* except when otherwise specified by these bylaws.

ARTICLE VI - VOTING

A. BOARD OF DIRECTORS

1. The President or Chair may vote only to break a tie.
2. All other voting members have one vote.
3. Proxy voting is prohibited.
4. A simple majority of the votes cast by the Board must be in favor to pass any changes in the *Policies and Procedures*.
5. A simple majority of the votes cast must be in favor to pass any other motions and amendments to motions.

B. MEMBERSHIP

1. Each voting or institutional member will have one vote.
2. A quorum shall consist of those members present and casting a vote.
3. Any membership vote requires a simple majority of the votes cast in order to pass.
4. Proxy voting is prohibited.

ARTICLE VII - AMENDMENTS

These bylaws may only be amended by a majority vote of members voting. Amendments may be submitted by the Board, or by petition of the members to the Board. Proposed amendments to these bylaws must be set forth in notice to the members 30 days prior to consideration.

ARTICLE VIII - STATEMENT OF DISSOLUTION

Should the Association be dissolved, any funds on-hand after the retirement of all outstanding liabilities shall be distributed pursuant to a legally permissible plan. The Treasurer shall be responsible for prompt payment of all outstanding obligations, the distribution of remaining funds, preparation of a final Association Financial Statement, and the preparation and submission of final tax forms.

ARTICLE IX - MISCELLANEOUS

A. COMMITTEES

The Board of Directors may establish one or more committees. Membership, term, representation, election or selection procedures, and restrictions shall be prescribed in the *Policies and Procedures*.

B. COMPENSATION

Elected or appointed members of the Board, councils and committees shall receive no compensation for their services but will be reimbursed for actual expenses incurred while conducting official business on behalf of the association, as prescribed in the *Policies and Procedures*.

C. FISCAL YEAR

The fiscal year is January 1 to December 31.