



BYLAWS FOR  
NORTHWEST COUNCIL FOR  
COMPUTER EDUCATION

*AS AMENDED MARCH 24, 2016*

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## Table of Contents

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I.	PURPOSE AND GOALS	1
II.	MEMBERSHIP	1
III.	ELECTION, APPOINTMENT AND REMOVAL OF DIRECTORS	3
IV.	BOARD OF DIRECTORS	5
VIII.	THE OFFICERS AND THE CEO/EXECUTIVE DIRECTOR	8
IX.	AMENDING THE BYLAWS	9
X.	DISSOLUTION OF THE ORGANIZATION	9
XI.	INDEMNIFICATION AND LIMITING THE LIABILITY OF DIRECTORS AND OFFICERS	10

## I. Purpose and Goals

- A. Subject to the limitations stated in the Articles of Incorporation, the purpose of the Northwest Council for Computer Education (NCCE) will be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501 [c] 3 of the Internal Revenue Code of 1954 (or its corresponding future provisions) for educational, nonprofit corporations. NCCE's fiscal year is July 1 through June 30.
- B. NCCE will be organized and operated exclusively for educational purposes. The specific goals of this corporation include the following:
  - 1. To help educational communities reach higher levels of success in teaching and learning.
  - 2. To participate in the coordination of activities relating to the instructional use of computers and related technologies.
  - 3. To promote equal opportunity for all students to enjoy the benefits and instructional enrichment afforded by computers and related technologies.
  - 4. To promote successful practices in the educational use of computers and related technologies.
  - 5. To promote standards of proficiency in the use of computers and related technologies for all educators.

## II. Membership

- A. Qualifications of Membership
  - 1. Membership is open to anyone having an interest in instructional uses of computers and related technologies and subscribing to the basic tenets of NCCE as proclaimed in Section I of these Bylaws.
  - 2. Membership and membership privileges are not in any way limited by race, color, creed, sex, age, familial status, disability, national origin, sexual orientation, or religious belief.
  - 3. Members will pay dues as established by the Board of Directors, and only persons who have paid dues according to current established policy will be considered members in good standing. The Membership year will be 12 months from the date of dues payment. If dues payment is included in conference registration, the membership year will begin on the first day of the conference and be either 12 months from the first day of the conference or up to the first day of the following year's conference (if there is a conference), whichever is longer.

## B. Membership Privileges

1. Members in good standing will have the right to vote in elections of Directors and in all matters placed before the assembly at any General Membership Meeting or through balloting procedures.
2. All meetings held, sanctioned, or sponsored by the organization, or by any committee, subgroup, or task force of the organization, are open to attendance by any Member, pursuant to payment of established registration fees, if any, and provided such attendance does not subvert the purpose of the meeting, except that total attendance limitations may be imposed by prior announcement when necessary to serve the purpose of the meeting.
3. Additional privileges of Membership, consistent with these Bylaws, will be conferred by either:
  - a. The Membership, via changes to these Bylaws OR
  - b. The Board of Directors, consistent with these Bylaws.

## C. General Membership Meetings

1. The Membership will be given prior notice of the time, place and purpose of each General Membership Meeting by mail or electronic mail at least one month before the date of the meeting.
2. An Annual General Membership Meeting will be held during each operating year of the organization for the purpose of making nominations for Directors and conducting other business as those present deem appropriate. The Board of Directors will designate the place and time of the Annual General Membership Meeting, and in the absence of such designation the Annual General Membership Meeting will be held in Portland, Oregon, on the second Saturday of February.
3. Other General Meetings may be called by order of the President, President-Elect or Immediate Past-President (whichever office is currently filled due to election cycle), Board Secretary, or by order of petition bearing the signatures of members in a number in excess of that required for a quorum at the called meeting.
4. Any business relevant to the purpose of the organization and concordant with existing law and statute and these Bylaws may be conducted at any General Membership Meeting except that Directors may not be elected nor recalled.
5. With the exceptions noted, all authority vested in the Membership through these Bylaws may be delegated by its will to the Directors of the organization. The exceptions are:
  - a. The election of Directors.
  - b. The recall of elected Directors.
  - c. Amendment of these Bylaws.
  - d. Dissolution of the organization other than as specified in section X of these Bylaws.

6. All General Membership Meetings will be conducted using Robert's Rules of Order as a non-binding guideline.
7. For the purposes of conducting business at a General Membership Meeting, a quorum will be defined to consist of at least ten Members. No formal action, other than adjournment, may be taken in the absence of a quorum. Once an initial quorum is established, adjournment is not mandatory if the quorum is subsequently lost.
  - a. The quorum requirements quoted herein are to be construed as minimums. More stringent requirements may be imposed by the Membership.
8. Decision-Making
  - a. The affirmative vote of at least a majority of the voting Members present at a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting Members unless a greater proportion is required by law, the Articles of Incorporation or these Bylaws.
  - b. All decisions require a clearly stated motion, a second (except those presented by a committee or task force), and a vote. All motions that are successfully adopted must be recorded in the written minutes.
9. Proxy Voting
  - a. Proxy voting will not be allowed at any meeting of the Membership or as part of reaching any decision by the Membership.

### III. Election, Appointment and Removal of Directors

- A. Directors must be members in good standing of NCCE.
- B. Nine Directors must be elected according to the will of the Membership.
  1. Geographic balance will be maintained on the Board of Directors insofar as possible.
  2. A balance of Membership interests consistent with the stated purpose of Section I, B of these Bylaws will be maintained.
  3. A term of office may not be set which exceeds three years. Directors may serve more than one term.
- C. Election of Directors will be conducted by mailed and/or electronic ballot to the full Membership with outcomes determined by a plurality.
- D. Nominations of a slate of candidate(s) for election to the Board of Directors and the subsequent election will be done as follows:

1. The Board of Directors will appoint a Nominating Committee consisting of Members in good standing. The Nominating Committee will prepare a slate of candidate(s) for each open position. The Nominating Committee will secure acceptance from each of the candidate(s) to be placed in nomination. No member serving on the Nominating Committee may be placed in nomination.
2. At the Annual General Membership Meeting of NCCE, the Nominating Committee's slate of candidate(s) will be placed in nomination. Nominations from the floor will be conducted as follows:
  - a. Nominees must be members in good standing of NCCE.
  - b. The total number of nominees for any one position may not exceed three.
  - c. One person for each position may be nominated from the floor at the Annual General Membership Meeting. People to be considered for nomination from the floor must either be present to provide their verbal agreement, or have provided written willingness to be nominated. If more than one candidate for a position is nominated from the floor, a secret ballot will be conducted to select the one person to be nominated for the position. The person receiving the most votes, provided this is at least one-third of the total number of votes, will be added to the slate of nominees. Ties or failure to achieve at least one-third of the votes will be handled under the direction of the President in a manner acceptable to the members present at the meeting.
  - d. Candidate(s) will provide the Chair of the Nominating Committee with written information sufficient for use with the ballot within seven calendar days after the Annual General Membership Meeting. Candidate(s) failing to provide this information on time may not be included on the ballot.
3. The Board of Directors will appoint an Election Task Force consisting of members who are neither candidate(s) nor proposed nominees. The Election Task Force will:
  - a. Compile the nominations ballots at the Annual General Membership Meeting;
  - b. Prepare the final ballots;
  - c. Receive ballots and compile the results of the election.

Ballots will be made available to the full Membership no later than 30 days following the Annual General Membership Meeting, and the deadline for voting will be 15 days following the date of ballot availability. The Election Task Force will determine the outcome of the elections by a plurality of the votes cast. The Election Task Force will inform the Board of Directors and all nominated candidate(s) of the election results before notifying the general membership. The President will announce the names of those elected to the full membership no later than 30 days following the due date for ballots.

- E. The newly elected members of the Board of Directors will take office on July 1 following their election.
- F. The Board of Directors consists of at least nine and up to eleven Directors.

1. The following 9 positions will be elected by vote of the entire Membership:
  - a. One elementary educator to serve a three-year term.
  - b. One middle school or junior high educator to serve a three-year term.
  - c. One senior high educator to serve a three-year term.
  - d. One person working in a K-12 district level technology related position to serve a three-year term.
  - e. One person from an institution of higher education to serve a three-year term.
  - f. One person from a regional, county or state educational agency (i.e., ESD, OSPI, Department of Education, etc.) to serve a three-year term.
  - g. Three persons designated as at-large representatives to serve three-year terms. These three terms will be staggered insomuch as possible.
2. Up to two, non-elected Directors may be appointed by the members of the Board of Directors to provide representation as needed for unrepresented or underrepresented constituencies or to meet the organizational needs of the Board to serve for three-year terms.

#### G. Removal of Directors

1. Elected Directors may be removed from office by the procedures specified below:
  - a. Any elected Director may, with just cause, be removed temporarily from office and relieved of all duties for a period not to exceed three months by action of the Board of Directors, provided such action is supported by at least three-fourths of the elected Directors, and provided the elected Director has served in the office for an uninterrupted period of no less than three months. The effect of this action is to take place immediately.
  - b. Permanent removal or recall of an elected Director may be accomplished only through identical procedures and requirements for amending the Bylaws as found in Section IX of these Bylaws.
2. Appointed Directors may be removed by a three-fourths vote of the elected Board of Directors.
3. The Board of Directors will appoint an acting replacement when an office becomes vacant.

## IV. Board of Directors

### A. Duties and Responsibilities

1. The Board of Directors, as trustees for the Membership, has three specific duties that cannot be delegated:
  - a. The Board is the linkage to the Membership as the owners of the organization.
  - b. The board will direct, control, and inspire the organization through written organizational policies:
    - i. that direct the CEO/Executive Director to achieve certain outcomes for the organization

- ii. that describe and limit the authority of the CEO/Executive Director
- iii. that describe the board's governing process and decision making rules
- iv. that describe the board's relationship with the CEO/Executive Director including how the board will monitor the performance of the CEO/Executive Director and the organization.

c. The Board will provide assurance of organizational performance of both the CEO/Executive Director and the Board of Directors including:

- i. organizational financial planning,
- ii. financial condition,
- iii. asset protection,
- iv. achievement of its purpose.

2. The Board of Directors will retain a CEO/Executive Director and an independent auditor who report directly to the board.
3. The Board of Directors will plan the agenda for Annual General Membership Meetings and be responsible for giving prior notice of Annual General Membership Meetings to the Membership.
4. The Board of Directors will assess and monitor Board activities.
5. The Board of Directors will keep minutes of its deliberations and make them available for inspection by any member of the organization.
6. The Board of Directors will appoint an acting replacement whenever an elected position becomes vacant for any reason. The appointment will be made as soon as is reasonably possible after the vacancy occurs.
7. The Board of Directors can initiate dissolution of the organization as described in Section X of these Bylaws.
8. The Board of Directors will appoint members to the Nominating and Election Committees

#### B. Quorum and Decision Making

1. For the purposes of conducting business at a Board of Directors' Meeting, a quorum will be defined to consist of at least a majority of its Membership. The affirmative vote of at least a majority of the members of the Board who are present at any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. All decisions require a clearly stated motion, a second (except those presented by a committee or task force), and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

- C. Notice of all meetings of the Board of Directors must be given in writing either by mail, fax, or email, at least 48 hours in advance of the meeting.
- D. No Proxy Voting
  - 1. Proxy voting is not allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.
- E. Telephonic Meetings
  - 1. Meetings may be held by telephone so long as all participating Directors may simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.
- F. Online Meetings
  - 1. Meetings may be held via the Internet so long as all participating Directors may simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.
- G. Decisions without Meetings
  - 1. The Board may make any decision or take any action within its power without a meeting through a Consent Resolution, which shall be a ballot that sets forth in writing each specific resolution(s) being considered, and gives each Director a place to vote for or against each resolution. Such ballots may be distributed and returned to NCCE through regular mail, fax or email. A Consent Resolution must be adopted through the affirmative vote of all of the Directors in office. Consent resolutions must be filed with NCCE's records.

## V. Election of Officers

- A. During the first Board meeting of the fiscal year, the members of the Board shall elect officers, if necessary. In even-numbered years, a President-elect shall be elected from the current Board of Directors.

## VI. Assumption of the Presidency

- A. The President-Elect shall become President the following year and become Past-President two years after that for a single year.
- B. When a Board member becomes President-Elect, his or her term on the Board shall be extended to enable him or her to serve as President and Past-President.
- C. A person becoming President automatically creates a vacancy in the constituency to which they were most recently elected.

## VII. Vacancies

- A. In the event of the death, resignation, or removal of the President, the current board member serving as President-Elect or the Past-President shall fill the resulting vacancy for the remainder of the term.
- B. In the case of a vacancy in the position of any other officer or member of the Board of Directors, except for the Past-President, the unexpired term shall be filled by a majority vote of the Board of Directors at the next meeting following the vacancy. Any member of the Board of Directors or officer thus appointed shall hold office until the next annual meeting at which the holder of such office would be subject to election in accordance with Section III.

## VIII. The Officers and The CEO/Executive Director

The Officers of the corporation shall be the President, President-Elect or Immediate Past-President, and Secretary. The Officers must be members in good standing and must also be members of the Board of Directors.

### A. President

- 1. The President will ensure that the work and functions of the Board are conducted in a manner that exemplifies adherence to the highest standard of ethics, propriety, fairness, and Board policies.
- 2. The President will preside over all General Membership Meetings and all Board of Directors' Meetings and make reports to the membership and to the Board of Directors as appropriate. In the absence of the President at General Membership Meetings or Board of Directors' Meetings, the President-Elect or Immediate Past-President shall fulfill the President's duties.
- 3. The President is the principal officer of the corporation and will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President serves as an ex-officio member of all committees and task forces.

### B. President-Elect

- 1. The President-Elect will act as the President in the absence of the President and the Immediate Past-President.

### C. Immediate Past-President

- 1. The Immediate Past-President will act as the President in the absence of the President and the President-Elect.

#### D. Secretary

1. The secretary will perform or oversee the performance of the following duties:
  - a. Record and keep the minutes of the meetings of the Membership and of the Board of Directors and of any Board committees or task force in one or more books provided for that purpose.
  - b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
  - c. Be custodian of the corporate records.
  - d. Perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### E. CEO/Executive Director

1. The Board will select and employ a CEO/Executive Director, who is accountable to the Board of Directors, to manage and conduct the business of the organization and fill the role of Secretary of the Organization.

### IX. Amending the Bylaws

- A. The Bylaws may be changed, except as noted in Section II C 5, herein, by either of the following procedures:
  1. Approval by a majority of the ballots cast within six weeks of the distribution (electronic or by mail) of the ballots to the general Membership. Referral to the Membership may be initiated by the Board of Directors or by a successful resolution to refer made at a General Membership Meeting.
  2. Approval by a simple majority at a General Membership Meeting provided the Membership has been given written notice of the proposed change at least one month prior to the date of the General Membership Meeting.

### X. Dissolution of the Organization

- A. The act of dissolution of NCCE will be considered an amendment to these Bylaws, and can be enacted only by the procedures specified herein for adoption of an amendment, except as prescribed below.
- B. A declaration of insolvency, adopted by a two-thirds majority at a meeting of the Board of Directors, will constitute dissolution three months thereafter unless challenged and successfully overruled by a majority of the Membership. Notification of the Board of Directors' declaration of insolvency must be given to the entire Membership at least two months prior to the dissolution.

- C. Failure to elect Directors for two years running, due either to a lack of quorum at General Membership Meetings at which nominations are to be made or to an inability to attract anyone willing to serve, will automatically constitute dissolution.
- D. Failure to elect Directors in a given year will not in itself constitute dissolution unless it occurs two years running. Instead, the Immediate Past-President will appoint an Interim Board of Directors. The Interim Board of Directors will elect an Acting President of the organization. The authority of this Interim Board of Directors will be strictly limited to:
  - 1. Initiating the dissolution procedure.
  - 2. Scheduling and planning General Membership Meetings for the purpose of resurrecting the organization and nominating officers.
  - 3. Conducting elections of a new Board of Directors by the Membership.
- E. Upon dissolution, the financial assets and material assets convertible to financial assets will be disbursed by a prior designated fiscal agent as follows:
  - 1. Paid-up members will receive an amount prorated according to the amount of the most recent dues payment but not to exceed that dues payment.
  - 2. The remainder will constitute a charitable donation to be contributed to a nonprofit organization or government organization designated by the Board of Directors.
- F. Upon dissolution, nonconvertible material assets will be contributed to organizations exempt under Section 501 [c] 3 of the Internal Revenue Code.

## XI. Indemnification and Limiting the Liability of Directors and Officers

- A. NCCE will indemnify its Directors and Officers to the fullest extent allowed by current or future law, provided, however, that in the event of a settlement, the Board of Directors must approve any settlement in advance to qualify for this mandatory indemnification.
- B. The personal liability of each member of the Board of Directors and each uncompensated Officer of the corporation, for monetary or other damages, for conduct as a Director or Officer shall be eliminated to the fullest extent permitted by current or future law.