

**Article I. Name of the Organization**

- The name of the organization shall be known as Ohio Distance Learning Association. (OhioDLA)

**Article II. Purpose of the Organization**

- The mission statement of the Ohio Distance Learning Association is publicly stated as: “To promote and foster the formation of partnerships among schools and affiliates to further the effective use of distance learning.”
- This organization will provide leadership and support for Ohio educational technology, and advocate for the continuing use of distance learning in the state of Ohio.

**Article III. Purpose and Governing Authority of the Ohio Distance Learning Association Governing Advisory Board**

- The Ohio Distance Learning Association Governing Advisory Board, as established by the Management Council of the Ohio Education Computer Network (MCOECN), has oversight responsibility for Ohio Distance Learning Association. In exercising these responsibilities, the Board shall be governed by these Bylaws.
- The Ohio Distance Learning Association Governing Advisory Board reports to and advises the Management Council of the Ohio Education Computer Network, which is the holding party of the agreement with the US Distance Learning Association establishing the Ohio Distance Learning Association. These Bylaws shall be in accordance with all State and Federal laws.

**Article IV. Membership in the Organization**

• **Section A. Eligibility for Membership to OhioDLA**

1. Individuals, educational entities (including content providers), and educational consortia may choose to be members in the Ohio Distance Learning Association by agreeing to comply with Ohio Distance Learning Association rules and regulations, and by paying an annual membership fee.
2. Other regular users of educational videoconference technology (e.g., adult residential centers, libraries) may choose to be members of the OhioDLA by agreeing to the group's regulations, and paying the annual Individual Membership fee.
3. Membership is renewed annually, with three levels of membership and unique privileges associated with each.
4. Membership dues shall be collected annually by the OhioDLA Governing Advisory Board, with oversight by MCOECN.

• **Section B. OhioDLA Membership Levels**

1. Educational Service Consortium - \$250

- A consortium is a group that represents multiple school districts and organizations as one medium of content delivery to the association. An Educational Service Consortium may:
  - Receive 5 USDLA memberships
  - Post promotional opportunities of programs to OhioDLA on behalf of their consortium and members
  - Allow multiple members of their entity to attend OhioDLA meetings, speak on behalf of the consortium, participate in subcommittees and hold OhioDLA offices

2. Educational Entity - \$100

- An educational entity is designated to represent a school district, content provider, institution of higher education or like organization. An educational entity may:

- Receive 3 USDLA memberships
  - Post promotional opportunities of programs to OhioDLA on behalf of their organization and members
  - Attend OhioDLA meetings on behalf of their organization and pass along minutes, updates and promotional opportunities
  - Hold OhioDLA offices and participate in subcommittees
3. Individual members/Other members - \$10
- Individual members they may attend OhioDLA meetings and participate in the association. An individual member may:
    - Receive a USDLA membership
    - Attend OhioDLA meetings
    - Hold OhioDLA offices and participate in subcommittees
    - Receive updates, meeting minutes and promotional opportunities from OhioDLA members
  - **Section C. Acceptable Use of Collected Funds**
    1. Reimbursement of OhioDLA-approved activities
      - i. All reasonable expenses incurred in the conduct of OhioDLA business will be reimbursed upon the approval of the chairperson
      - ii. Individual mileage, meals, and other personal expenses are not reimbursed by the OhioDLA
    2. To be reimbursed a member must file a detailed expense report and provide receipts for his/her expenses
      - i. Once approved, MCOECN shall oversee the distribution of funds for the above purposes
    3. Purchase of materials for OhioDLA activities
      - i. Monitors, speakers, other technology needed for conferences
      - ii. OhioDLA literature for distribution

- iii. Banners, tablecovers, and other branding materials for use during Association events
  - iv. Other materials as needed to support Association events, to be approved by the GAB
  - v. Lunch for attendees of the Annual OhioDLA Summer Planning Meeting
4. Any other expenses to be covered by Collected Funds must be pre-approved by the GAB.

**Article V. Membership on the Ohio Distance Learning Association Governing Advisory Board**

• **Section A. Composition**

1. Seven (7) members, herein also referred to as Governing Advisory Board Members, shall be selected from the general membership. The seven-member Governing Advisory Board shall include the elected Chair, Vice-Chair and Recording Secretary.
2. All members of the OhioDLA Governing Advisory Board must currently be members in good standing with OhioDLA, according to the standards established in Article IV of these bylaws.
3. Representatives of both the Management Council of the Ohio Education Computer Network (MCOECN) and the Ohio Department of Education (ODE) may serve as ex-officio members of the Ohio Distance Learning Association Governing Advisory Board. Other ex-officio Board Members may be appointed at the discretion of the Ohio Distance Learning Association Governing Advisory Board.

• **Section B. Duration of Membership**

1. The term of service for Governing Advisory Board Members is one (1) year, commencing on July 1.
2. Election of Governing Advisory Board Officers shall be held at the last meeting prior to July 1 each year.

3. In the event that an individual Board Member is unable to complete his/her term, that term shall be completed by a replacement appointed by the Ohio Distance Learning Association Governing Advisory Board, consistent with Article V, Section E.
4. Board Members, including officers, may serve consecutive full terms, assuming that during the last Board meeting prior to July 1 there are no other nominees for election. If at that time new individuals have been nominated to serve, then the standing Board Members will be placed into the general election, consistent with Article V, Section E.

- **Section C. Good Faith Service**

1. Members of the Ohio Distance Learning Association Governing Advisory Board shall serve in a completely responsible, irreproachable, and ethical way.

- **Section D. Rights and Privileges**

1. Each Advisory Governing Board Member may cast one vote on any issue presented to the Ohio Distance Learning Association Governing Advisory Board. Ex-officio Board Members and liaisons are not eligible to vote.
2. A board member may designate a proxy at any meeting upon written notification to the Chair.
3. Attendance is not transferable. If a Governing Advisory Board Member is unable to participate regularly, the Ohio Distance Learning Association Governing Advisory Board shall seek a replacement as presented in Article V, Section E.

- **Section E. Selection of Members of the Ohio Distance Learning Association Governing Advisory Board**

1. The Ohio Distance Learning Association Governing Advisory Board shall annually solicit nominations for appointment to the Advisory Board from the general membership.

2. Nominees may be any individuals in good standing with OhioDLA, according to the standards established in Article IV of these bylaws. Nominations shall be presented in writing to the current Governing Advisory Board by e-mail, mail, or fax, prior to May 1<sup>st</sup>.
3. As of May 1<sup>st</sup>, if there are no new nominees, and the current members of the Governing Advisory Board have declared their intentions to continue service for another term, then the current Board shall note this in the meeting minutes (during the last Board meeting prior to July 1) and all positions shall be approved for the next year by way of motion and seconding.
4. In the event that more than seven (7) nominees have been presented to the Board, a general vote shall be opened to all OhioDLA members:
  - A list of all Governing Advisory Board nominees shall be sent to the OhioDLA general membership via email, with votes to be sent to the current Advisory Board Chair within seven (7) days of the sending date.
  - After all votes are received (or the due date has passed) The Governing Advisory Board will set a meeting time within seven (7) days to record the votes and to inform the new Board members of their standing. This meeting may take place via phone or teleconference.
  - In the event of a vacancy during the term, the Board shall select a qualified replacement to complete the original term of office from the previously submitted list of nominees.

### **Article VI. Officers of the Ohio Distance Learning Association Governing Advisory Board**

#### **• Section A. Officers**

1. The officers of the Ohio Distance Learning Association Governing Advisory Board (G.A.B) shall be Chair, Vice Chair,

and Recording Secretary. These officers shall all be current members in good standing of the general G.A.B.

2. Election of officers shall be conducted each year at the last Board meeting prior to July 1.
3. The Ohio Distance Learning Association Governing Advisory Board shall annually solicit nominations for officers of the Advisory Board from the general membership.
4. Current officers may declare their intention to continue serving in their current office for another term no later than May 1<sup>st</sup>.
5. During the last Board meeting prior to July 1, if there are no new nominees for Board officers, and the current officers of the Governing Advisory Board have declared their intentions to continue service for another term, then the current Board shall note this in the meeting minutes and all positions shall be approved for the next year by motion and seconding.
6. In the case of new officer nominees, who are current members in good standing of the general G.A.B., during the July 1<sup>st</sup> meeting of the Board the appointment of new officers shall be carried out by motion and seconding.

### • **Section B. Vacancies**

1. Upon resignation of any Governing Board officer a new officer will be elected from the Ohio Distance Learning Association Governing Advisory Board at the next Board meeting.

### • **Section C. Duties of Officers**

1. The Chair of the Ohio Distance Learning Association Governing Advisory Board shall preside at all meetings, approve the Board meeting agenda for distribution to the Governing Advisory Board, appoint all committees, chair the Executive Committee, and perform other duties as delegated by the Governing Advisory Board.
2. The Recording Secretary will be responsible for monitoring the accuracy and completeness of Board records, will certify and sign minutes and any other documents adopted by the



Governing Advisory Board, and will act as presiding officer in the absence of the Chair and Vice-Chair.

**Article VII. Meetings of the Ohio Distance Learning Association Governing Advisory Board**

• **Section A. Regular Meetings**

1. The Ohio Distance Learning Association Governing Advisory Board shall meet at least three times a year.

• **Section B. Special Meetings**

1. The Chair or Vice-Chair may call special meetings as required, providing at least 72 hours of advance notice and the reason for the special meeting.

• **Section C. Quorum**

1. At all meetings of the Ohio Distance Learning Association Governing Advisory Board, four (4) members shall constitute a quorum for the official transaction of business.

• **Section D. Order of Business**

1. The order of business at regular meetings of the Ohio Distance Learning Association Governing Advisory Board shall be established by an Approved agenda.

**Article VIII. Voting by the Ohio Distance Learning Association Governing Advisory Board**

• **Section A. Motions and Resolutions**

1. Voting on motions and resolutions shall normally be conducted by roll call vote. Certain items of business may be approved by consensus as deemed appropriate by the Chair. However, any Governing Board member may call for a roll call vote on any motions or resolutions. Official business may also be conducted



by mail, fax, telephone conference, electronic mail, or videoconference.

2. A simple majority of votes by the Ohio Distance Learning Association Governing Advisory Board members present and voting or by proxy to a Governing Advisory Board member present shall be required for adoption of motions and resolutions.
3. Four (4) votes shall be required for passage of motions amending Board Bylaws or Policies.

**Article IX. Committees of the Ohio Distance Learning Association Governing Advisory Board**

• **Section A. Committees**

1. Business of the Governing Advisory Board may be conducted by the Board as a whole or by committees or task forces, as authorized by the Board. Such groups shall be appointed jointly by the Chair and approved by the Ohio Distance Learning Association Governing Advisory Board.
2. Committees or task forces may include Governing Advisory Board members or other individuals as deemed appropriate.

**Article X. Sponsorship for Ohio Distance Learning Association**

• **Section A. Solicitation and Selection of Sponsors**

1. The Ohio Distance Learning Association Governing Advisory Board shall be authorized to solicit Sponsors for the OhioDLA.
2. All prospective Sponsors shall be vetted by the Advisory Board to establish their priority of supporting the OhioDLA mission as stated in Article II of these bylaws.
3. Recognizing that corporate sponsorship is a form of brand advertising, the Governing Advisory Board shall establish with prospective Sponsors logo specifications and placement at all OhioDLA events and venues prior to Sponsor acceptance.

4. Sponsor recognition shall be displayed on the OhioDLA website, and relevant OhioDLA publications, correspondence, and social media.
- **Section B. Sponsor Rights, Privileges, and Terms of Service**
    1. Corporate or private sponsors may be accepted by the OhioDLA, with either financial or material support to be approved by the Advisory Board. Sponsorship may be initiated at any point in the fiscal year.
    2. Sponsors may be invited to renew funding for consecutive terms. The Governing Advisory Board will review Sponsors and vote to renew their terms during the last meeting prior to July 1.
    3. Upon acceptance by the Advisory Board, Sponsors may also elect to have their funding automatically renew at the end of each financial year.
    4. In the unlikely event of a Sponsor becoming unacceptable due to conflicts with the mission of OhioDLA, the Advisory Board has the right to terminate a Sponsorship at any point during the year. Pro-rated funds for the current fiscal year shall be refunded to the Sponsor.
    5. Sponsors may be invited to present at a meeting of the OhioDLA and submit items of business to the Board.

### **Article XI. Amendments to these Bylaws**

- Amendments to the Bylaws and Policies may be proposed at any regular meeting of the Ohio Distance Learning Association Governing Advisory Board. Proposed amendments shall be made known to any members not present.

- MCOECN shall be advised of proposed changes to the Bylaws, and have 30 days to approve the changes.
- Once approved by MCOECN, the proposed amendments shall be voted on at the next regular meeting. Four votes shall be required for passage of any amendments.
- The Recording Secretary shall submit the amended bylaws to MCOECN.

### **Article XII. Procedures**

- All proceedings not specified herein shall be governed by State and Federal laws and Robert's Rules of Order.