



**CoHEsion**

**CoHEsion  
Bylaws**

**Adopted: February 1, 2013**

**Last Amended:**

# CoHEsion Bylaws

Version 1.0 (2/1/2013)

## TABLE OF CONTENTS

HISTORY .....	3
ARTICLE I - NAME .....	4
ARTICLE II - PURPOSE .....	4
ARTICLE III -MEMBERSHIP .....	4
A. Voting Members .....	4
B. Non-voting Members .....	4
C. Institutional Members .....	4
D. Expectations of Members .....	5
ARTICLE IV - BOARD OF DIRECTORS.....	5
A. Purpose .....	5
B. Officers .....	5
C. General Responsibilities of Officers.....	5
D. Election of Board Directors.....	6
E. Term of Board Directors .....	6
F. Restriction .....	6
G. Removal.....	6
H. Vacancies .....	6
I. Liability .....	6
J. Self Dealing Prohibited .....	6
ARTICLE V - MEETINGS.....	7
A. Annual Meeting of the Membership .....	7
B. Annual Meeting of the Board of Directors .....	7
C. Special Meetings of the Membership.....	7
D. Agenda and Rules .....	7
ARTICLE VI - VOTING .....	7
A. Board of Directors .....	7
B. Membership .....	7
ARTICLE VII - AMENDMENTS .....	7
ARTICLE VIII - STATEMENT OF DISSOLUTION.....	8
ARTICLE IX - MISCELLANEOUS .....	8
A. Committees .....	8
B. Compensation .....	8
C. Fiscal Year .....	8

## HISTORY

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 customers of Higher Education software products and related vendors and to recommend potential areas for software product development and enhancement.

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

The Association’s responsibilities are to address issues and opportunities that are common among the Association community; Platinum Sponsors, vendors, software providers, and The Association work closely together to further the relationship between the community and their service/software providers.

The amended bylaws of SETA took effect on December 1, 1998.

In August of 2012, the Board of Directors found it advisable and in the best interests of the corporation to convene a special meeting. In the exercise of their business judgment and following proper motion it was determined that the corporation would: change its name, and domesticate the corporation in Nevada as a Non-Profit entity.

This resolution was presented to Officers and Members of **SCT EDUCATION TECHNOLOGY ASSOCIATION, INC.**, at the fall conferences of 2012 with the new bylaws unanimously approved by membership vote on Nov. 22, 2013.

It has been determined that the name of **SCT EDUCATION TECHNOLOGY ASSOCIATION, INC.** be and is hereby changed to **Cohesion Central, INC.**, doing business as: **CoHEsion**.

The bylaws of CoHEsion took effect on February 1, 2013.

## ARTICLE I - NAME

The name of this Association shall be **CoHEsion Central, Inc.**; doing business as **CoHEsion**.

## ARTICLE II - PURPOSE

The Corporation has been organized solely for-educational, charitable or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and such other purposes as will not prevent the Corporation from obtaining or, if obtained, would cause the Corporation to lose, qualifying status under such Section.

The purpose of the Association shall be to:

- Provide services and resources to members of the Association that enhance the use and knowledge of higher education software and service solutions, and encourage and strengthen the relationship among members and their service/software providers.
- Be an independent voice of customers of higher education software products and services.
- Facilitate communication among members to encourage a direct, informal approach for exchanging ideas, techniques, procedures, and information.
- Facilitate communication between members, Platinum Sponsors, software providers, and related Vendors.
- Promote a high level of understanding of higher education software products through experience and educational sharing.
- Promote the exchange of ideas, understanding, and solutions among members – including user developed software enhancements and refinements of higher education software and service products.
- Provide input to Platinum Sponsors, vendors, or software providers 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 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 an Association conference but who does not represent an institution with a license agreement for computer software products and/or services. (e.g., vendor 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 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 Platinum Sponsors, vendors, or software providers; and, develop and approve the policies and procedures. The Board will consist of a minimum of seven (7) elected members (the actual number always being odd) who meet the qualifications prescribed in the Policies and Procedures. In addition, Platinum Sponsors may provide one non-voting representative to attend meetings at the invitation of the Board. This individual will be designated by each Platinum Sponsor.

#### B. OFFICERS

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

- President
- Vice President
- Treasurer
- Secretary

#### C. GENERAL RESPONSIBILITIES OF OFFICERS

- **President** shall serve as official representative/spokesperson of the Association; preside over and conduct the Board meetings and all meetings of the Association: set meeting agendas, coordinate financial expenditures, and execute all contracts on behalf of the Board; coordinate and facilitate all executive communication with Platinum Sponsors, vendors, or software providers; appoint all ad hoc committees; prepare and present an annual report to the membership; assign duties to Directors as necessary; and perform such other duties as customarily pertaining to the office of President.
- **Vice President** shall maintain and, as needed, develop bylaws, policies, and procedures; serve as parliamentarian; assume the duties of the President in his/her absence; and perform other duties as assigned by the President.
- **Treasurer** shall coordinate tax and insurance reporting; develop and monitor adherence to budget; oversee and carry out investment activities; collect and disburse funds; prepare and archive financial statements; coordinate external audit/review and present findings to the Board; prepare an annual financial report for the membership to be presented at conferences by Board Liaison; maintain insurance for the organization; review checking and investment accounts regarding transfer of funds; review deposit detail; serve as administrator for our financial system; and perform other duties as assigned by the President.

- **Secretary** shall be responsible for keeping a written record of all official proceedings in a timely manner; official membership records; archiving of all official records; and perform other duties as assigned by the President.
- **Directors at Large** shall serve as advisors to the Board and be responsible for duties as assigned by the President. These duties might include chairing the nomination and election committee, coordinating membership and conference marketing, serving as moderator of the blog, 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 *January 1* following their election.

#### F. RESTRICTION

No person may hold more than one 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:

- If the Director ceases to meet the qualifications prescribed in the Policies and Procedures.
- 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

Subject to the provisions of the Nevada Nonprofit Corporation Law, any Director may resign effective upon giving written notice to the Chairman or President of the Board, the Secretary, or the Board.

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.

#### J. SELF DEALING PROHIBITED

Except as expressly permitted under Section 82.226 of the Nevada Nonprofit Corporations Law, and 501(c)(3) of the Internal Revenue Code, the Corporation shall not be a party to any transaction in which one or more of the members of the Board has a material financial interest.

## 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. 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.

### D. 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

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

### B. MEMBERSHIP

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

## ARTICLE VII - AMENDMENTS

These bylaws may 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.

## CERTIFICATE OF SECRETARY

The undersigned Secretary of SCT Education Technology Association, Inc., a New York corporation (the "Corporation") does hereby certify that the foregoing Bylaws were duly revised and adopted at a meeting of the Board of Directors of the Corporation held on \_\_\_\_\_ and that they do now constitute the Bylaws of the Corporation.

IN WITNESS THEREOF, the undersigned has executed this Certificate and affixed the seal of the Corporation on the date set forth below.

\_\_\_\_\_, Secretary  
[SEAL] [Name of Secretary Here]

Adopted 12/1/1998  
Revisions made 10/1/2012