



Ohio Distance Learning Association Bylaws

Article I. Name of the Organization

The name of the organization shall be known as Ohio Distance Learning Association.

Article II. Purpose of the Organization

To provide leadership and advocacy for the 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 which established Ohio Distance Learning Association. These Bylaws shall be in accordance with all State and Federal laws.

Article IV. Membership in the Organization

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. Membership is renewed annually.

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 membership. The seven-

member Governing Advisory Board shall include the elected Chair, Vice-Chair and Recording Secretary.

- 2) 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. Election of Governing Advisory Board Officers shall be held at the last meeting prior to July 1 each year.
- 2) 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.
- 3) Board Members may serve consecutive full terms.

Section C. Good Faith Service

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

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

Advisory Board shall then select qualified persons to fill each vacancy on the Ohio Distance Learning Association Governing Advisory Board. In the event of a vacancy, the Board shall select a replacement to complete the original term of office.

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 shall be Chair, Vice Chair, and Recording Secretary.
- 2) Election of officers shall be conducted each year at the last Board meeting prior to July 1.
- 3) All officers will be elected by the Ohio Distance Learning Association Governing Advisory Board.

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

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

Section B. Special Meetings

The Chair or Vice-Chair may call special meetings as required, providing

at least 72 hours advance notice and the reason for the special meeting.

Section C. Quorum

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

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. 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

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. Committees or task forces may include Governing Advisory Board members or other individuals as deemed appropriate.

Article X. 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. The proposed amendments shall be made known to members not present and shall be voted on at the next regular meeting. Four votes shall be required for passage of any amendments. Amended Bylaws shall be submitted to the Management Council of the Ohio Education Network.

Article XI. Procedures

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