

**BYLAWS OF THE
GILA COUNTY EDUCATION TECHNOLOGY CONSORTIUM
March, 2011**

ARTICLE I – PURPOSE

The Gila County Educational Technology Consortium is hereby organized as a voluntary educational partnership specifically for, but not limited to:

- A. Promoting shared educational technology activities among district, charter, community college, college and university partners;
- B. Creating a county wide instructional delivery system that will allow site to site interaction;
- C. Providing broadband connectivity from the state to the Gila County Educational Technology Consortium and to individual member sites;
- D. Ensuring redundant, secure and sustainable service;
- E. Providing a coordinated educational communication network that requires a joint integrated approach between partners and assures local control of the end use of the product; and
- F. Securing resources to support the activities and needs of the Consortium and its individual members.

ARTICLE II – BOARD OF DIRECTORS

SECTION 1. General Powers, Number. The activities of the Consortium shall be managed by a Board of Directors that represents those entities enumerated in Section 2. Each member of the Board of Directors shall have one vote, with the exception of the Gila County School Superintendent, who shall serve as an ex-officio, non-voting facilitator.

SECTION 2. Members of the Board of Directors.

- A. The Board of Directors shall include:
 - 1. One (1) representative from each Gila County public school district that has membership in the Consortium, the Superintendent or designee;
 - 2. One (1) representative from each Gila County charter school that has membership in the Consortium, the Superintendent or designee;

3. One (1) representative of the Gila County Education Service Agency, appointed by the Gila County School Superintendent;
 4. One (1) representative of the Gila County Community College, appointed by the Gila County Community College Governing Board;
 5. One (1) representative of the Gila County Library District, appointed by the Gila County Board of Supervisors; and
 6. The Gila County School Superintendent, who shall serve as an ex officio, non-voting facilitator.
- B. Vacancies on the Board of Directors occasioned by resignation or any other reason may be filled in the same manner as the original member was selected.
- C. At all times during the term of a Director, that individual must remain in good standing within the group, agency, or entity from which they were originally selected.

SECTION 3. Meetings of the Board.

- A. The annual meeting of the Board of Directors shall be held during the month of September of each year.
- B. In addition to the annual meeting, the Board shall hold three (3) regular meetings each year, in December, March, and June. Special meetings may be called by the President, or by at least five (5) Board Members by written request, or by the Board by majority vote of the quorum of Directors present at a regular meeting.
- C. A quorum of the Board of Directors is required for the transaction of business at a meeting.
- D. A simple majority of the voting members of the Board of Directors present shall constitute a quorum for the transaction of business at any meeting of the Board.
- E. Meetings of the Board of Directors, whether regular or special, may be held by means of telephonic or similar communications equipment, by means of which all persons participating in the meeting can hear each other. A request to attend a regular meeting by teleconference requires a minimum twenty-four (24) hour notification to the President or the Secretary / Treasurer. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- F. Directors should notify the President or Secretary-Treasurer of an impending absence from a meeting, forty-eight (48) hours in advance of the meeting if possible. A Director may give written proxy for his/her vote(s) on the transaction of Consortium business to another voting member of the Board of Directors.
- G. Any Director may, prior to its posting, submit an item to the President or the Secretary / Treasurer for inclusion on the next agenda.

- H. Agendas for regular meetings shall be posted three (3) days in advance. Special meetings require a minimum twenty four (24) hour posting. The posting shall be provided to each Director, all Consortium members, to anyone who makes such a request, and shall be placed on the Gila County Schools website.

SECTION 4. Duties and Responsibilities of the Board.

The Board of Directors shall have the duty to see that the purposes of the Consortium are carried out. Individual Directors and the Board of Directors are responsible to:

- A. Attend meetings on a regular basis;
- B. Represent the interests of their sponsoring entity while also keeping the best interests of the Consortium in mind;
- C. Determine on a regular basis that the business and assets of the Consortium are efficiently and effectively handled;
- D. Establish policies and guidelines with respect to the operation and management of the Consortium and its projects;
- E. Establish policies for the effective management of the technological systems;
- G. Establish a communication network between partner agencies; and
- H. Immediately disclose any conflict of interest (financial interests, family matters, legal constraints) they may have, and refrain from participating in discussions or decisions with regard to the stated conflict of interest.

SECTION 5. Acceptance of Gifts. The Board of Directors may accept, on behalf of the Consortium, any contribution or gift subject to whatever conditions are attached to the gift, as long as it does not conflict with the Bylaws of the Consortium, and as permitted by state and federal law.

ARTICLE III – OFFICERS

SECTION 1. Officers. The officers of the Consortium shall be President, Vice-President, and Secretary-Treasurer and such other officers as the Board may determine. Unless otherwise authorized by the Board of Directors, all officers must be voting members of the Consortium.

SECTION 2. Election and Term of Office. The officers of the Consortium shall be elected annually by the Board of Directors at the regular annual meeting. Officers will serve a one year term and may hold office for consecutive years without limit. The Board of Directors may replace officers who resign the office or end their service to the Consortium as needed.

SECTION 3. President. The President shall preside at all meetings of the Board of Directors. He or she shall sign all instruments or contracts requiring execution on behalf of the Consortium and appoint all committees subject to approval of a majority of the Board of Directors. The President shall serve as an ex-officio member of all committees.

SECTION 4. Vice-President. The Vice-President shall perform the duties of the President in his or her absence and shall perform such other duties as may be assigned by the President or the Board of Directors.

SECTION 5. Secretary-Treasurer. The Secretary-Treasurer may, with the consent of the County School Superintendent, utilize staff members of the County Schools Office to carry out the duties of the Secretary-Treasurer. The Secretary-Treasurer shall see that minutes of all meetings of the Board of Directors and all appointed committees are kept and filed. He or she shall give, or cause to be given, notice of all meetings of the Board and of all appointed committees and shall have general supervision over the care and custody of all funds and securities of the Consortium. The Secretary-Treasurer shall keep or cause to be kept, full and accurate accounts of all receipts and disbursements of the Consortium and will nominate, at a meeting prior to the annual meeting, an impartial person to perform a review of the year's financial activities. The report of this audit/review will be presented at the annual meeting.

SECTION 6. President Pro Tempore. When the President and Vice-President are both absent, the Board may appoint a temporary Presiding Officer from among the Board members present.

SECTION 7. County School Superintendent. The Gila County School Superintendent shall serve as an Ex-Officio, non voting member, of the Board of Directors. The Superintendent shall facilitate the meetings of the Consortium and provide administrative support as requested by the Board. The Superintendent may appoint other facilitators to assist the Consortium from among the staff of the Education Service Agency.

ARTICLE IV – COMMITTEES

SECTION 1. Appointments. The President, with the approval of the Board of Directors, may appoint advisory committees to carry out the objectives and purposes of the Consortium. Such committees shall have at least three (3), but less than a quorum of the Board Members, but additional members of interested persons from throughout the community may be appointed whose expertise will be of benefit to the work of the committee. In addition to the standing committees identified in Article IV, Section 2, the President may, as appropriate, appoint other standing and ad-hoc committees to address specific projects of the Consortium.

SECTION 2. Standing Committees.

- A. Executive Committee. This committee (President, Vice-President, Secretary-Treasurer, County School Superintendent, Facilitator) shall be responsible for carrying out the administrative functions of the Consortium.

- B. Grants Committee. This committee shall be responsible for coordinating and securing grant funding, based on the guidance of the Board of Directors.
- C. Technical Resources Committee. This committee shall identify best practices for technical support services, inoperability problem resolution, joint procurement and disposal, and infrastructure sustainability.

ARTICLE V – AMENDMENT OF BYLAWS

The Board of Directors may amend these Bylaws by a two-thirds (2/3) vote at any annual or regular meeting. An amendment may be proposed by a simple majority and made available to all Board members at least two (2) weeks prior to any vote to amend the by-laws.

ARTICLE VI – GENERAL PROVISIONS

SECTION 1. Agency Office. The principal office of the Consortium shall be located in the State of Arizona at the office of the Gila County School Superintendent at 1400 East Ash Street, Globe, AZ 85201, or as subsequently changed by the Board of Directors.

SECTION 2. Fiscal Year. The Fiscal year ends the last day of June of each year and begins the first day of July.

SECTION 3. Date of Adoption of Bylaws. The Bylaws of the Gila County Educational Technology Consortium were adopted by the Board of Directors on _____.