



**RESOLUTIONS OF THE
BOARD OF DIRECTORS
OF THE
UNITED STATES DISTANCE LEARNING ASSOCIATION**

At the open meeting of the **United States Distance Learning Association** ("Corporation") Board of Directors held electronically February 16 - February 22, 2007, the Board, by majority electronic consent, adopted the following resolutions and on May 5, 2007 approved final modifications to them.

WHEREAS, the Board of Directors believes it is in the best interests of the Corporation to approve new Bylaws, stating the rights and responsibilities of the members, directors and officers; and

WHEREAS, the proposed Bylaws are more detailed and address many circumstances as to which the current bylaws are silent.

WHEREAS, pursuant to the current Bylaws of the Corporation, the Board of Directors is authorized to adopt new Bylaws for the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves and adopts the attached Bylaws, in their entirety, as the Bylaws of the Corporation.



REVISED BYLAWS

OF THE

UNITED STATES DISTANCE LEARNING ASSOCIATION

(A California Not-for-Profit Corporation)

As Adopted and Amended: June 11, 1999 and
Amended September 14, 1999
Amended September 8, 2001
Amended February 28, 2005
Amended October 17, 2005
Amended February 22, 2007

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ARTICLE I

NAME AND PURPOSE

Section 1.01. Name. The name of the Corporation is the United States Distance Learning Association (hereinafter referred to as the "Corporation"), a nonprofit corporation incorporated in the State of California and doing business in the State of Massachusetts.

Section 1.02. Purpose. The Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"), including, without limitation, distributing its funds to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

USDLA is committed to being the leading distance learning association in the United States and its mission is to serve the needs of the distance learning community by providing advocacy, information, networking and opportunity. USDLA goals include the following:

1. Leadership: to provide national leadership I the field of distance learning.
2. Advocate: to advocate and promote the use of distance learning.
3. Information: to provide current information on distance learning.
4. Policy: to represent the distance learning community before government policy and regulatory bodies.
5. Association of Associations: to serve and support the state, consortium and individual organizations that belongs to the USDLA.
6. Recognition: to provide annual recognition of outstanding achievements in distance learning.
7. Partnerships: to serve as a catalyst for the formation of partnerships among education, business, healthcare and government.
8. International: to achieve a global leadership role through liaisons with international organizations.
9. Access and Equity: to promote equity and access to life long learning through distance learning.
10. Diversity: to promote diversity among our organization and its programs.

ARTICLE II
DIRECTORS

Section 2.01. Number, Election and Term of Office. The number of elected Directors, which shall constitute the full Board of Directors shall be fixed by the Board of Directors but will not exceed twenty-six (26) Directors. Nominations for Board of Director seats and the President and the Executive Vice President / President – elect positions will be solicited in March each year for an annual election by the Board of Directors in April. Each director is elected for a three (3) year term of office with the exception of the Senior Vice President for Chapters; (two (2) years,) The Presidential Appointee; (one (1) year,) and The Chair of the Chairs Emeriti Group (one (1) year.) The term of office shall be November 1 to October 31. Each board member considered for a board position must meet the following criteria: a.) Must have authority to set travel. b.) Must have some level of budget authority within his/her organization to attend the two yearly board meetings. c.) Must have support from his/her organization committed up front for the duration of their term and d.) Each member’s organizational or individual dues must be current and paid.

The new Board members shall be elected by the then seated Board. Any vacancy that shall occur in the Board of Directors by reason of death, resignation, removal, increase in the number of Directors or any other cause whatever shall be filled by a majority vote of the then members of the Board, and each person so elected shall be a Director until his/her stated term expires. Each Director shall hold office from the time of his/her election, but shall be responsible as a Director from such time only if he/she consents to his/her election; otherwise from the time he/she accepts office or attends his/her first meeting of the Board. Board terms begin November 1 and end on October 31.

Section 2.01 (a). Nominating Committee: Comprised of the President Elect, the Chair Emeritus and one board member, who is not an officer acting as Chair, with the Chief Executive Officer sitting as a non voting, ex-officio member. The president appoints the committee.

Section 2.02. Regular Meetings Notice. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by the Board of Directors. Notice of such regular meetings shall be required. Whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly in writing and distributed by fax or email to each Director not participating in such action. Any business may be transacted at any

regular meeting. With the exception of special meetings noted below or emergency situations (deemed so by the Executive Committee); the board will hold two regular face to face meetings with option of an electronic meeting each year, which includes one Annual Members Meeting and Planning Meeting (in the spring) and one new officers and Board of Directors meeting (in the fall).

Section 2.03. Meetings of the Board. Three regular meetings of the Board of Directors shall be held at such date, time and place as may be fixed by the Board of Directors including one of which is an Annual Board of Directors Meeting and one a Planning Meeting. These meetings shall include, but not be limited to, conducting annual conference planning, financial review of the corporation, strategic planning, nominations for vacant board seats, and any other business pertinent to the Corporation. The Secretary or national office shall keep records and minutes of such meetings.

Section 2.04. Special Meetings Notice. Special meetings of the Board of Directors may be called at any time by the Chairman, or the President, or by at least one-fourth of the Board, to be held at such place and day and hour or if necessary, via conference call as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Directors shall be given by the Secretary or the national office to each Director at least four days before the meeting in writing and distributed to Board members by fax or email. The only business, which may be transacted at any special meeting, *is* that which was included in the notice calling such meeting. However, other business may be raised for discussion purposes only. The Secretary or the national office shall keep records of such meetings.

Section 2.05. Organization. At all face-to-face or conference call meetings of the Board of Directors, the presence of at least one half the seated board plus one of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business; telephone attendance is acceptable. The Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent by fax, e-mail or given personally or by telephone at least eight hours prior to the hour of reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at

a meeting duly convened and at which a quorum is present. The Chair of the Board shall preside at each meeting of the Board of Directors. In the absence of the Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 2.06. Meetings by Telephone. One or more Directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws.

Section 2.07. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if the action is taken by all of the Directors entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action to be taken, signed by all of the Directors entitled to vote on the action, and delivered to the Secretary and the national office of the corporation for inclusion in the minutes or filing with the corporate records.

Section 2.08. Presumption of Assent. Minutes of each meeting of the Board shall be made available to each Director at or before the next succeeding meeting. Each Director shall be presumed to have assented to such minutes unless his/her objection thereto shall be made to the Secretary at or within two days after such succeeding meeting.

Section 2.09. Catastrophe. Notwithstanding any other provisions of the laws of the State of California and the laws of the State of Massachusetts, the Articles or these Bylaws, if any emergency resulting from any other national or local disaster, causes a majority of the Board to be incapable of acting as such because of death or other physical disability or difficulties of communication or transportation, the Directors available shall constitute a quorum for the sole purpose of electing Directors to replace the Directors so incapable of acting. The Directors so elected shall serve until such replaced Directors are able to attend meetings of the Board or until the Board acts to elect Directors for such purpose. Questions as to the existence of such an emergency or disaster or as to the fact of such incapability shall be conclusively determined by such other Directors.

Section 2.10. Resignations. Any Director may resign by submitting his/her resignation in writing via regular mail, fax or email to the President. Such resignation shall become effective upon its receipt by the President or as otherwise specified therein.

Section 2.11. Committees. The President with majority approval by the Board of Directors may by resolution establish one or more standing or ad hoc committees and appoint its chairperson, consisting of one or more elected directors, who shall serve at the pleasure of the President. Each such committee shall have and exercise such authority of the Board of Directors in the management of the business and affairs of the Corporation as the Board may specify from time to time, which may include any action, which the laws of the State of California and of Massachusetts provide, shall or may, be taken, to the Board of Directors. The President may designate one or more Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee, and in the event of such absence or disqualification, the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors; provided, however, that third parties shall not be prejudiced by such alteration or revocation. USDLA Standing Committees include the following: Awards, Global Business Development, Bylaws, Membership, Nomination, Publications, Programs and Conferences, Public Policy, State Chapters and Global Affiliate Chapters.

Section 2.12. Vacancies. Any vacancy that shall occur in the Board of Directors shall be filled as provided in Section 2.01.

Section 2.13. Personal Liability of Directors.

(a). **Elimination of Liability.** To the fullest extent that the laws of the State of California, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b). **Nature and Extent of Rights.** The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this

Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 2.14. Indemnification

(a). Right to Indemnification.

- (1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Corporation.
- (2) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.
- (3) A person who is not a director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Section.
- (4) As used in this Section, "indemnitee" shall include each director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Section; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and

"expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

(b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his/her expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of indemnitee to initiate Action; Defenses.

- (1) If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.
- (2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

- (3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).

(d) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

Section 2.15. Removal of Directors and Conflict of Interest. Members of the Board of Directors of the USDLA, all of whom serve at the pleasure of the Board on behalf of the Members and, thus, all of whom may be removed from the Board by a majority vote of the full Board, accept a standard of participation when accepting membership on the USDLA Board which includes the avoidance of direct conflicts of interest.

In any case where a Board Member, due to other obligations, relationships or responsibilities, is potentially in a position where a conflict of interest might result if he or she voted on an issue or person as part of his or her duty as a USDLA Board Member, the involved member should recuse him or herself from voting on that issue or person, thereby eliminating the conflict. Such possible conflicts may be raised by other Board Members and if the involved Board Member refuses to recuse, the board, by a majority vote of the quorum of the full board, may require recusal on a given issue.

Any Board Member who is absent for more than two official board meetings in one year, and who has not contacted the Chair of the Board to be excused for reason of serious conflict which prohibits attendance shall be brought before the Board for nonperformance as a Board Member and a vote shall be taken to determine his/her continuation on the Board.

Section 2.16. New Initiatives and Financial Policy Guidelines. No new cost-based initiatives will receive consideration without a revenue plan. While initiatives may break even, a plan must be provided to the board for consideration at least two (2) weeks before the board meeting at which

action is sought. An annual report with current financials and copies of tax filings for the past year will go to all board members at least one week in advance of the annual meeting.

ARTICLE III

OFFICERS AND EMPLOYEES

Section 3.01. Executive Officers. The Executive Officers of the Corporation shall be the Chair of the Board (voting), the President (voting), the Executive Vice President / President Elect) (voting), the Treasurer (voting), the Senior Vice President for Chapters (voting), the Senior Vice President for Business Development (voting), and the Chair Emeritus (voting only in case of ties), the Secretary (voting), the Chair of the Advisory Board (voting), and the Chief Executive Officer (non-voting). Any two or more offices may be held by the same person for the balance of the term of office or for one (1) year. Each Executive Officer shall hold office at the pleasure of the Board of Directors, or until his/her death or resignation. Election to any office in this section automatically includes election to the Board of Directors for the duration of the term of office

Members considered for Executive Officer positions must meet the following criteria:

Each Executive Officer considered for an Executive Officer position must meet the following criteria: a.) Must have authority to set travel. b.) Must have some level of budget authority within his/her organization to attend the two yearly board meetings. c.) Must have support in writing from his/her organization committed up front for the duration of their term and d.) Each Executive Officer's organizational or individual dues must be current and paid.

Section 3.02. Other Agents and Employees. The Chief Executive Officer may appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as he / she deems advisable; The Chief Executive Officer shall prescribe in writing their duties, conditions of employment and compensation; and the board by majority vote shall have the right to dismiss them at any time, without prejudice to their contract rights, if any.

Section 3.03. The Chair. The Chair shall be the immediate past president and shall chair board meetings and have such other powers and duties as from time to time as may be prescribed by the Board. He/she is a voting member of the Executive Committee. In the event the term for the President is extended an extra year, then the term for this position will be likewise extended.

Section 3.04. The President. The President shall be the immediate past Executive Vice President / President-elect. The President shall exercise such powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors. The President shall act as chairman for all Executive Committee meetings and is a voting member. The Presidential nominee will have just completed service as Executive Vice President / President elect and shall be confirmed by election of majority of those members attending the annual meeting. The term of office for the President shall be one year. However, a majority of the Board members may recommend a one-year extension for the President if deemed necessary for continuity of the Association and/or other major restructuring initiatives that the Board finds relevant for the successful and efficient transition of the Association.

Section 3.05. The Executive Vice President / President Elect. The Executive Vice President is the President Elect and shall be nominated by the Nominating Committee and elected by the board. He/she is a voting member of the Executive Committee. It shall be the duty of the Executive Vice President to work with the Treasurer and other Vice Presidents in coordinating the planning for the organization. The Executive Vice President is also responsible for leading the planning activities at the annual planning meeting. In his/her role as President Elect the Executive Vice President shall be responsible for executing those other duties as assigned by the President and the Executive Committee as well as using the planning role to create the agenda for his/her year as President. It is specifically the obligation of the Executive Vice President to work closely with the Treasurer and the Senior Vice President for Chapters to gain a close working knowledge of the Corporation's financial matters as well as the status and relationship of the chapters. In the event the term for the President is extended an extra year, then the term for this position will be likewise extended.

Section 3.06. The Treasurer. The Treasurer shall be nominated by the Executive Committee and elected by the Board. He/she is a voting member of the Executive Committee. It shall be the duty of the Treasurer to provide oversight and assistance to the Chief Executive Officer in (a) keeping the Corporation's contracts, insurance policies, leases, deeds and other business records; (b) seeing that the Corporation's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; (c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the Corporation; (d) to have charge and custody of and be responsible for the Corporation's funds, securities and investments; (e) to advise the Chief Executive Officer in management of Corporation activities such as giving receipts for checks, notes, obligations, funds and securities of the Corporation, and the deposit of monies and

other valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Board of Directors; (f) to cause the funds of the Corporation to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Corporation, and cause to be taken and preserved proper vouchers for such disbursements; (g) to render to the President and the Board of Directors whenever they may require it an account of all USDLA transactions, and reports as to the financial position and operations of the Corporation; (h) to keep appropriate, complete and accurate books and records of account of all the Corporation's business and transactions, and (i) to exercise all powers and duties incident to the office of Treasurer; and such further duties from time to time as may be prescribed in these Bylaws or by the Board of Directors or the President. The Chief Executive Officer is responsible for the normal, daily fiscal matters of the Corporation.

Section 3.07. The Chair Emeritus. The Chair Emeritus shall be the immediate past Chair of the Board. In the event another member of the Executive Committee is unable to complete his/her term of office, The Chair Emeritus shall substitute for the absent officer for the balance of the term.

Section 3.07(a). Chair Emeriti Council. The Chair Emeriti Council (CEC) shall include all past Chairs of the USDLA Board of Directors. The CEC will elect a Chair who will serve a one-year term on the Board with voting rights. The CEC may be called upon by the President and /or Chair of the Board to execute specific assignment as needed. CEC Chairs may be elected for two consecutive one (1) year terms. A CEC Chair who has served two consecutive one (1) year terms may serve again following a two-year interval. The unique experiential expertise and service of these USDLA members serving on the Council have been, and will continue to be, an invaluable resource to the USDLA – “The CEC may be called upon by the President and / or Chair of the Board to execute specific assignments as needed.”

Section 3.08. The Senior Vice Presidents and The Vice Presidents.

Section 3.08(a). The Senior Vice President for Chapters. The Senior Vice President for Chapters will be the primary point of coordination with the State Chapters and Special Interest Groups. He/she will be responsible for the development of the state chapters and for their relationship with the USDLA. Unless specifically granted the power to do so, the Senior Vice President is not authorized to execute any document on behalf of, or enter into any agreement, which binds, the Corporation. The term of office is two (2) years. The Senior Vice President for Chapters will be elected by a majority of the presidents of active

chapters in good standing with USDLA. To qualify for election, the nominee will have completed a successful term as president for his/her chapter, which must be in good standing with USDLA at the time of election. If the elected individual is not serving a term as a member of the USDLA Board of Directors, then he/she will hold a two (2) year term on the board and will also be a member of the Executive Committee.

Section 3.08(b). The Senior Vice President-elect for Chapters. The Senior Vice President for Chapters will serve a two-year term with no board voting privileges and will serve under the direction of the Senior Vice President of Chapters and at the pleasure of the board.

Section 3.08(c). The Senior Vice President for Business Development. The Senior Vice President for Business Development shall be nominated by the President and appointed by action of the Board with duties as assigned by the President. The Senior Vice President for Business Development is a voting member of the Executive Committee.

Section 3.08(d). The Vice President for Membership. The Vice President for Membership shall be nominated by the President and appointed by action of the Board. Duties shall be assigned by the President and the Board and include membership development and services. He or she serves at the pleasure of the Board.

Section 3.08(e). The Vice President for Programs and Education. The Vice President for Programs and Education shall be nominated by the President and appointed by action of the Board. Duties shall be assigned by the Board and include coordination of conferences, member education and other special programs. He/she serves at the pleasure of the Board.

Section 3.09. The Secretary. The Secretary shall be nominated by the Executive Committee and elected by the board. He or she shall serve at their pleasure. It shall be the duty of the Secretary or the National office to: (a) to keep an original or duplicate record of the proceedings of the Board of Directors, and a copy of the Articles and of the Bylaws; (b) to give such notices as may be required by law or these Bylaws; (c) and such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors, the, Chief Executive Officer or the President. The Secretary will serve as the

Awards Chair of the Awards Committee and is a voting member of the Executive Committee.

Section 3.10. The Chair of the Advisory Board. The Chair of the Advisory Board is a voting member of the Executive Committee. He/she is nominated by the Chief Executive Officer and confirmed by a majority vote of the Executive Committee. The term of office is three years. The chair's role is to chair the Advisory Board meetings and to coordinate communication and participation with the advisory board members.

Section 3.11. The Chief Executive Officer The Chief Executive Officer of the Corporation, is appointed by the Board. Subject to the control of the Board of Directors, the Chief Executive Officer shall have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board are carried out. The Chief Executive Officer may be a paid employee or a consultant of the Corporation. The Chief Executive Officer is a non-voting member of the Executive Committee and is charged with working closely with the President in the operation of the Association. The Chief Executive Officer serves at the pleasure of the Board.

Section 3.12. The General Counsel. The Board of Directors may retain outside legal counsel to provide legal advice to, and act as outside counsel for the Corporation.

Section 3.13. Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in Article II and for regular election or appointment to such office.

Section 3.14. Delegation of Duties. The Executive Committee may in its discretion delegate for a limited time before the next board meeting the powers and duties, or any of them, of any officer to any other person whom it may select for the interim until the board can meet. At its next meeting the full board will then confirm or deny such acts of delegation thereafter.

ARTICLE IV
MEMBERSHIP

Section 4.01. Members. The Corporation shall be a membership organization. Membership will include both organizations and individuals and may be attained by submission of an application and membership dues to the Association. The Board of Directors will determine the membership dues. Each member shall be entitled to one vote, regardless of whether it is an individual or other entity. USDLA retains the right to refuse membership to any organization or individual.

Section 4.02. Annual Meeting and Notice. The annual meeting of the members shall be called by the Board of Directors to be held at such time and place as may be fixed by the Board of Directors. Notice of an annual or special meeting of the membership shall be given to all members in writing via regular mail, fax, or email, which shall include the date, time and place of the meeting, including conference call information for participation in the Annual Meeting. Such notice shall be given, no less than ten nor more than sixty days before the date of the meeting, except that notice of a members' meeting to act on an amendment of the Articles of Incorporation, plan of merger, a proposed sale of assets, or dissolution of the corporation shall be given not less than twenty-five nor more than sixty days before the meeting, except in cases of emergency as determined by the Executive Committee. In no case shall notice be less than 5 working days. Proxies may be exercised by the Secretary of the Association in lieu of attendance. Conference call participation shall be considered valid for members to participate at the Annual Meeting.

Section 4.03. Waiver of Notice. A member may waive any notice required by these Bylaws or the Articles of Incorporation before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, be signed by the member entitled to such notice, and be delivered to the Secretary of the Corporation for inclusion in the minutes or filing with the corporate records. A member's presence at a meeting constitutes a waiver of notice, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 4.04. Quorum. The presence of at least a majority of the members entitled to vote who were present at the opening of the meeting shall be necessary and sufficient to

constitute a quorum for the transaction of business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The Board Chair shall determine if a quorum is not present at any meeting. The meeting lacking a member quorum may be adjourned by a majority vote of the Board of Directors present or the Board may elect to conduct business as such allowing member input but votes will be by board members only.

Section 4.05. Meetings by Telephone. One or more members may participate in any regular or special meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a member will be considered to be attendance in person for all purposes under these Bylaws.

Section 4.06. Action without a Meeting. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by means of proxies sent to the Secretary and/or the national office and voted at a meeting of the Board. The action shall be evidenced by one or more written consents describing the action to be taken, signed by all the members entitled to vote on the action, and delivered to the Secretary of the Corporation and/or the national office for inclusion in the minutes or filing with the corporate records.

Section 4.07. Dues Structure.

The dues shall be set by the Board of Directors within the following categories and reviewed annually.

USDLA Membership Dues

Student

Individual Membership - State Chapter members

Premium Individual Membership

Organizational Membership

Nonprofit Organizations

For Profit Organizations

State Chapter Dues and Initiation Fees

Special Interest Group Dues and Initiation Fees

Premium Sponsors:

- USDLA Bronze Sponsorship
- USDLA Silver Sponsorship
- USDLA Gold Sponsorship
- USDLA Platinum Sponsorship
- USDLA 21st Century Benefactor

ARTICLE V

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 5.01. Execution of Notes, Checks, Contracts and Other Instruments.

All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, may be signed by the Chief Executive Officer and must be co-signed by the President and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used. The signature for any debt must be co-signed by the Chief Executive Officer and the President. This may not be delegated.

Section 5.02. Voting Securities Owned by the Corporation. This activity requires approval of a majority of the Executive Committee and is to be executed by the Chief Executive Officer and the Treasurer jointly.

ARTICLE VI
GENERAL PROVISIONS

Section 6.01. Offices. The principal business office of the Corporation shall be located in the State of Massachusetts and in such other localities as may be determined by the Board of Directors.

Section 6.02. Fiscal Year. The fiscal year shall run from July 1 through June 30, thereby allowing a year-end report to the membership to be available in the fall. Should the Annual Meeting date be moved, the fiscal year shall be set to end sufficiently in advance of the Annual Meeting to allow for provision of a year-end financial report.

Section 6.03. Annual Report. The President is responsible for providing an Annual Report on the state of the association in advance of the Annual Meeting including a financial report of the year, which has just closed and a budget for the year, which is current.

Section 6.03 (a). Annual Budget. The Chief Executive Officer, the President, the Executive Vice President, and the Treasurer are jointly responsible for developing an annual budget for the coming year and it must be distributed in writing to all members of the board. The Chief Executive Officer and Treasurer are charged with presenting this budget to the board for approval, which is to occur before the end of the fiscal year (June 30). The Secretary and/or the national office shall maintain a copy for association records.

Section 6.03 (b). Annual Report to the Membership. The President, with the assistance of the Chief Executive Officer is to present the Annual Report at the Annual Membership Meeting. It must be provided to each member of the board, in writing, at least two weeks before the meeting. The Secretary and/or the national office shall maintain a copy for Association records.

Section 6.03 (c). Interim and Special Reports. The Chair of the Board and/or the President may authorize other interim or special reports and determine their circulation beyond the board, which shall receive all such reports. The Secretary and/or the national office will retain a copy of all such reports for the Association's records.

ARTICLE VII
THE ADVISORY BOARD

Section 7.01 Purpose The Advisory Board is a distinguished body of distance learning and industry leaders who advise the Chief Executive Officer and the USDLA Board of Directors on all matters concerning distance learning. Advisory Board members represent the major constituencies served by the Association. Pre-K through 12 education, higher education, home schooling, continuing education, corporate training, military and government training and telehealth.

Section 7.02. Membership Advisory Board members are nominated by the Chief Executive Officer and confirmed by the Executive Committee. The Chair of the Advisory Board is also nominated by the Chief Executive Officer and confirmed by a majority vote of the Executive Committee.

ARTICLE VIII
STATE, REGIONAL and GLOBAL AFFILIATE CHAPTERS

Section 8.01. Purpose. State, Regional and Global Affiliate chapters may be organized as official chapters of USDLA to better fulfill the needs of persons dedicated to distance learning. Chapters will be local offices of the United States Distance Learning Association and provide interstate communications as well as nationwide and global resources to their members. Consistent with USDLA goals, chapters are dedicated to distance learning leadership, advocacy, information, policy, recognition, partnerships, international relations, access, equity, and diversity.

Section 8.02. Organization and Relationship to USDLA. A USDLA chapter is autonomously governed. Members of state, Regional and Global Affiliate chapters are individual members of USDLA, and are entitled to certain privileges of the national organization. Current chapter members are entitled to attend any or all open meetings of USDLA and are also represented on the Executive Committee of the Board of Directors

through the office of the Senior Vice President of Chapters. Chapter member privileges are contingent upon chapter standing with the national organization. Chapters will be considered in good standing if they have met the annual re-chartering fee requirements and in addition, paid members' dues prior to the beginning of each USDLA's fiscal year (July 1). These include meeting the financial relationship and reporting requirements. Chapters must independently file with Federal, State and Local governments (if required) as a not-for-profit organization. The USDLA national offices will aid each forming chapter in establishing its non-profit status under 501(c) (3) of the International Revenue Code of 1986 as deemed necessary.

Section 8.03. Financial Relationship and Reporting Requirements. In order to be officially recognized, a Chapter must submit an official application and a \$500 initiation fee to the USDLA national office for a new chapter. On an annual basis, each duly recognized chapter must complete its re-chartering process with payment of a re-chartering fee (\$200). In addition, each chapter must forward an approved dues sum for each Chapter Associate Member up to a maximum of \$1,000 per year, in order to offset USDLA expenses for administration and in support of chapter activities. The Board of Directors at the Annual Board Meeting will set the Chapter dues amount. The chapter must have on file with the national office a copy of its Constitution, Articles of Incorporation and Bylaws, a list of current officers and a general membership roster including complete contact information. The chapter must keep records of members, meeting minutes, income and expenditures, and submit an Annual Report by June 30 each year to the national office. This not only assures continued USDLA membership but also is essential to retaining the 501(c) (3) tax status.

Section 8.04. Use of USDLA Name. Once an organization is recognized as an official chapter and approved by the Board of Directors, it is entitled and may use the official USDLA logo in all official publications. These include but are not limited to: web sites, newsletters, letterhead, membership brochures, conferences and convention publicity.

Section 8.05. Probation and Dissociation. An active chapter will be considered on probation (not "in good standing") if it fails to meet its re-chartering fee requirements and dues payments on time. After six months of probation, the Board of Directors will consider dissociation. The Board of Directors may grant exceptions if unusual conditions warrant.

After dissociation, the former chapter may submit a new application, with payment of initiation fees, if it desires re-instatement. Re-instatement is not automatic; the Board of Directors reserves the right of approval.

Section 8.06. Forming State Chapters. For chapters in the formative stages, the Board of Directors will review all emerging chapter progress on a quarterly basis. If, at the end of any 12 month period of time, an emerging chapter is found to be lagging in its efforts to form an active chapter without adequate explanation, the Board of Directors may choose to cease efforts with that particular emerging chapter and pursue other initiatives. It is possible that circumstances could create the need for an “inactive” status for chapters with extenuating circumstances that do not warrant full reinstatement or dissociation. Chapters that are on inactive status and chapters that have been disassociated from USDLA are prohibited from using the USDLA logo and are not entitled to individual member privileges. Chapters that are on probation shall have full privileges except in the nomination and election of the Senior Vice President for Chapters. The USDLA Board of Directors, and general members of USDLA have no official responsibilities to members of disassociated chapters.

ARTICLE IX
AMENDMENTS

Section 9.01. Amendments to the Bylaws. The bylaws may be amended by a two-third vote of a quorum of the Board of Directors.

Section 9.02. Suspension of the Bylaws. The bylaws may be temporarily suspended by a simple majority vote of a quorum of the Board.

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