

Kentucky Association for School Technology



Bylaws
June 2025

Section 1: BY-LAWS OF THE KENTUCKY ASSOCIATION FOR SCHOOL TECHNOLOGY

The Mission of KAST (Kentucky Association for School Technology) is to empower the educational community in the Commonwealth of Kentucky to infuse technology as an integral part of the educational process through advocacy and leadership, promoting educational excellence and supporting technology-based innovation.

ARTICLE I PURPOSE

The Kentucky Association for School Technology, hereinafter referred to as 'the Organization', is an organization dedicated to the improvement of education in Kentucky through the use of technology.

ARTICLE II OFFICES

The corporation's principal office shall be in the Commonwealth of Kentucky, and may be located near the physical address of the Executive Director. The corporation may conduct its affairs, carry on its operations, have such other offices and exercise its powers within or without the Commonwealth of Kentucky, as the Board of Directors may, from time to time, determine or as the business of the corporation may require.

ARTICLE III AFFILIATION

The corporation, upon approval of its board of directors may affiliate with any other local, state or national organizations that share a common purpose with it.

ARTICLE IV REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS

4.1. The registered office in Kentucky, and the registered agent at such office, upon whom any process, notice or demand required or permitted by law to be served upon the corporation shall be served, shall be as stated in the Articles of Incorporation or as subsequently changed by resolution of the Board of Directors and an amendment to the Articles of Incorporation.

4.2. The registered office may be, but need not be, the same as the corporation's principal office in the Commonwealth of Kentucky.

ARTICLE V POLICIES

- 5.1. The corporation shall be noncommercial and nonpartisan.
- 5.2. The corporation shall have and exercise all powers necessary or convenient to affect its purposes and in particular all powers, if any, as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.
- 5.3. The corporation, its name, or the name of any of its directors, officers, or members, in their corporate capacities, shall not be associated with any commercial or partisan interest or concern or any purpose contrary to the objectives or purposes of the corporation.
- 5.4. The corporation may cooperate with other organizations and/or agents or individuals concerned with the promotion of the purposes and objectives of the corporation, but no individual shall legally bind the corporation without proper authorization of the Board of Directors of the corporation.

ARTICLE VI CONFLICT OF INTEREST POLICY

The Board of Directors shall pass and approve a conflict of interest policy.

ARTICLE VII SEAL

The Board of Directors may acquire a corporate seal, which will be in such form as adopted by resolution of the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided, however, that the use of the corporate seal is not required to validate any writing or document to which the corporation is a signatory or party.

ARTICLE VIII MEMBERSHIP

8.1 Members shall consist of Kentucky school district personnel with an interest in the organization, this includes but is not limited to district technology coordinators, digital coaches, and technology educators. Upon registration and payment of any dues if enacted by the board of directors, these parties become active members of the organization and may serve in any capacity as elected or appointed through appropriate means as stated in the Policies & Procedures. Only members under section 8.1 are eligible to apply for Outreach Grants.

8.2 Vendors groups may assign a representative to enroll as an associate member with the Organization. Upon registration and payment of any dues if enacted by the board of directors, the vendor representative will have all the rights and responsibilities of active members except the right to vote, to hold office, represent the Organization or apply for Outreach Grants. Vendor associate members may not solicit business at the Organization's events unless registered as a Vendor for the specific event.

8.3 College and University personnel involved in teacher education may upon registration and payment of any dues if enacted by the board of directors, enroll as an associate member with all the rights and responsibilities of associate members except the right to vote, to hold office, represent the Organization, or apply for Outreach Grants.

8.4 Students of Colleges and Universities may upon registration and payment of any dues if enacted by the board of directors, enroll as an associate member with all the rights and responsibilities of active members except the right to vote, to hold office, represent the Organization.

8.5 Personnel of the State Education Agency with assigned duties which relate to the technology in education may upon registration and payment of any dues if enacted by the board of directors, enroll as an associate member with all the rights and responsibilities of active members except the right to vote, to hold office, represent the Organization or apply for Outreach Grants.

8.6 Other organizations or individuals engaged in technology education may upon registration and payment of dues if enacted by the board of directors, assign a representative to enroll as an active member with the Organization with all the rights and responsibilities of active members except the right to vote, to hold office, represent the Organization or apply for Outreach Grants.

8.7 The corporation shall be made up of members, the Board of Directors, and the officers and shall exercise all powers and duties as set forth in these By-laws.

ARTICLE IX DIRECTORS

9.1. General Power- The affairs of the corporation shall be managed by its Board of Directors.

9.2. Number, Tenure, and Qualifications- The Board of Directors of the Corporation shall consist of not less than ten (10) nor more than eighteen (18) directors. The number of directors shall be fixed from time to time by resolution of the Board of Directors. Until otherwise changed or as herein provided, the Board of Directors shall consist of the past President, President, Vice-President, Treasurer, Secretary, Outreach Officer, Partnerships and Engagement Officer, Parliamentarian, Communications Officer and the eight (8) Regional Representatives.

9.2a All nominees for Director positions, excluding Regional Representatives, shall be members in good standing who have completed a minimum of three consecutive years of membership in the organization prior to nomination.

9.3. Vacancies- Whenever any vacancy shall occur on the Board of Directors by reason of death, resignation or increase in the number of directors or otherwise, such vacancy shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. The director(s) so appointed shall hold office until the next succeeding meeting of members and until a successor shall be duly elected and qualified.

9.4. Removal of Directors- At a meeting of members called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, pursuant to the provisions set forth in Corporation's Article of Incorporation.

9.5. Quorum- A majority of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

9.6. Regular Meeting- A regular meeting of the Board of Directors shall be held, regular or special, at such place within or without the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing of all the directors. Regular meetings may be held without notice at such time and place as shall, from time to time, be determined by the Board of Directors.

9.7. Special Meetings - Special meetings of the Board of Directors may be called by, or at the request of, the President on one day's notice to each director, either personally, by mail, or by e-mail. Special meetings shall be called by the President in like manner and on like notice on the written request of any director. Notice of any special meeting need not be given to any director, if waived by him, before, at, or after such special meeting, in writing or by e-mail, radiogram, wireless e-mail or cable. Any meeting of the Board of Directors shall be a duly constituted meeting without any notice or waiver of notice thereof having been given if all the members of the Board of Directors are present.

9.8. Action Without Meeting- Whenever any action by the directors at a meeting is required or permitted to be taken by law or the Articles of Incorporation or the Bylaws, such action may be taken without a meeting if a written consent, which sets forth the action so taken, is signed by all the directors. Such action shall have the same effect as a unanimous vote.

9.9. Compensation- Directors shall receive no pay for their services; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. Directors may be reimbursed for out-of-pocket expenses approved by the Board of Directors.

9.10. Proxies- Any member of the Board of Directors may be represented at any meeting by another member of the Board by giving such member a signed written statement that such other member shall serve as his proxy. Such proxy shall be valid for only one (1) meeting and must be executed within twelve (12) hours of such meeting. Proxies shall be presented to the Board's Secretary at the beginning of a meeting and shall be counted as part of the required number for a quorum. A member of the Board of Directors may also be present at a meeting telephonically and as such may vote telephonically.

9.11 At the discretion of the Board of Directors, all Directors may be elected by general membership or by the Board of Directors themselves. The method of election shall be as outlined by Article XII, Sections 2-5 and 7 and Article VIII.

9.12. Upon the Board of Directors shall rest the duties, responsibilities, and final authority for the conduct of the Organization in all matters except as stated otherwise in the Constitution and Bylaws; provided that they may at time refer any matter to the entire membership for general consideration, with Board of Directors prescribing the manner of voting thereon.

9.13. Shall meet upon call of the President, or at the request of a majority of the members of the Board of Directors.

9.14 Duties of the Board of Directors are to:

- 9.14a. Form the policy of the Organization;
- 9.14b. Implement the policies of the Organization;
- 9.14c. Authorize all expenditures not included in preapproved annual budget submitted to Executive Committee by President;
- 9.14d. Provide for auditing of the Treasurer's books;
- 9.14e. Be responsible for rulings on any questions of constitutional interpretation and may appoint a Parliamentarian and other officers as may be necessary for the conduct of the meeting.
- 9.14f. Establish procedures for the review and recall of members of the Executive Committee;
- 9.14g. Approve and maintain the organization's website.
- 9.14h. Be present at all official organization events.

ARTICLE X
OFFICERS

10.1. The election of officers is referenced in Article 12.

10.2. President

- 10.2a. Shall preside at all meetings of the Organization and the Executive Committee
- 10.2b. Shall, upon the approval of the Executive Committee, appoint all standing committees, special committees, and chairpersons from the membership.
- 10.2c. Shall call a meeting of the Executive Committee within thirty (30) days after beginning his/her term and shall call other meetings which are necessary to carry out the policies of the Organization.
- 10.2d. Shall serve as an ex officio (voting) member of any committee or commission.
- 10.2e. Shall be responsible for official representation of the Organization at any requested function.
- 10.2f. Shall be responsible for planning and conducting the conferences and events.
- 10.2g. Shall communicate and serve as a liaison with the Kentucky Department of Education.
- 10.2h. Shall be responsible for working with Parliamentarian to make sure annual archives are completed before leaving term.
- 10.2i. Shall serve as Chairperson of the Planning Committee.
- 10.2j. Shall represent the Organization at a maximum of 2 conferences for state leaders throughout the year to help promote membership.
- 10.2k. Shall ascend to the office of Past President for the following term before being eligible to serve in another board position

10.3. Vice-President (**Must have prior Board experience**)

- 10.3a. Shall take over the duties of the President in his/her absence.
- 10.3b. Shall assist the President in carrying on the work on the Organization.
- 10.3c. Shall perform such duties as delegated by the President.
- 10.3d. May serve as an ex officio (voting member of any committee or commission).
- 10.3e. Shall be responsible for conducting elections.
- 10.3f. Shall serve as Chairperson of the Nominating Committee.

- 10.3g. Shall ascend to the presidency at the end of the President's one-year term; followed by a one year as past president before being eligible to serve in another board position
- 10.3h. Shall serve on the planning committee and help plan conferences and events.
- 10.3i. At the President's request, shall communicate and serve as a liaison with the Kentucky Department of Education.
- 10.3j. Shall represent the Organization at a maximum of two (2) conferences for state leaders throughout the year to help promote membership.
- 10.3k Shall attend board meetings, including conference calls
- 10.3l Shall work at any Organization event as requested by the President

10.4 Treasurer

- 10.4a. Shall keep records of the funds of the Organization and shall certify or make such disbursements as authorized by the Executive Committee.
- 10.4b. Shall present a treasurer's report at each Board Meeting
- 10.4c. Shall file financial reports and official documents as necessary.
- 10.4d. May serve as an ex officio (voting) member of any committee or commission,
- 10.4e Shall attend board meetings, including conference calls
- 10.4f Shall work at any Organization event as requested by the President

10.5 Secretary

- 10.5a. Shall keep accurate records of all official proceedings of the Organization.
- 10.5b. Shall review Organization correspondence.
- 10.5c. Shall provide the Executive Committee with all Executive Committee minutes.
- 10.5d. Shall maintain copies of all minutes in the Organization digital drive.
- 10.5e. Shall perform other duties as directed by the President and the Executive Committee.
- 10.5f. May serve as an ex officio (voting) member of any committee or commission.
- 10.5g Shall be responsible for the official record of membership.
- 10.5h Shall attend board meetings, including conference calls
- 10.5i Shall work at any Organization event as requested by the President
- 10.5j Chairs the Membership Committee

10.6 Outreach Officer

- 10.6a. Shall support and coordinate the Organization's outreach initiatives and events, working to increase visibility and engagement with the organization's programs.
- 10.6b. This officer shall collaborate with the Partnerships and Engagement Officer to support the execution of the Organization's strategic partnership and engagement activities.
- 10.6c. Coordinate, purchase, and prepare awards to be given out at appropriate meetings.

10.6d. Provide the Executive Committee of the organization with appropriate information regarding the organization's outreach program.

10.6e Coordinates the Organization outreach and grants as approved by the Board. Partners with Partnerships and Engagement Officer to coordinate awards and scholarships.

10.6f. May serve as an ex officio (voting) member of any committee or commission.

10.6g. Shall attend board meetings, including conference calls.

10.6h. Shall work at any Organization event as requested by the President.

10.6i. Chairs the Outreach Committee

10.6j Co-chairs Partnership and Engagement Committee

10.7 Partnerships and Engagement Officer

10.7a. Co-Chairs the Outreach Committee.

10.7b. Works with Communication Officer to update website with information about upcoming partner & engagement opportunities.

10.7c. Responsible for developing and maintaining relationships with external organizations, identifying opportunities for collaboration, resource sharing, and mutual benefit, and focusing on partnerships that align with the Organization's mission and values..

10.7d. Leads efforts to secure sponsorships and fundraising opportunities for Organization events, conferences, and initiatives.

10.7e. Updates on state and federal legislation information pertinent to members.

10.7f. Partners with Outreach Officer to coordinate awards and scholarships.

10.7g. Chairs the Partnerships & Engagement Committee

10.7h. May serve as an ex officio (voting) member of any committee or commission.

10.7i Shall attend board meetings, including conference calls

10.7j Shall work at any Organization event as requested by the President

10.8 Parliamentarian.

10.8a. Attend all meetings of the membership and meetings of the Executive Committee.

10.8b. Apply Robert's Rules of Order to meeting procedures.

10.8c. Must be knowledgeable on current By-Laws and Policies & Procedures Documents of the organization, as well as on Roberts Rules of Order so that he/she can serve as a resource to the President (or facilitator of the meeting) to clarify, define, provide opinion on meeting procedure (reference Article XIV).

10.8d. Chair the Governance Committee.

10.8e. May serve as an ex officio (voting) member of any committee or commissions.

10.8f. Shall be in charge of compiling, updating and maintaining the Policies and Procedures document to be used by the organization in both hard copy and electronic format.

10.8g Shall work at any Organization event as requested by the President

10.9 Communications Officer.

- 10.9a. Shall post information provided by the Executive Committee on the Organization's website.
- 10.9b. Shall post all new and revised organization documents.
- 10.9c. May serve as an ex officio (voting) member of any committee or commission.
- 10.9d. Provide the membership with at least a quarterly electronic newsletter.
- 10.9e. Create, support, maintain and document the Organization's website and related resources (listservs).
- 10.9f. Promote Organization events as necessary through press releases and other media outlets.
- 10.9g. Shall chair the Membership/Marketing Committee.
- 10.9h Shall attend board meetings, including conference calls
- 10.9i Shall work at any Organization event as requested by the President

10.10 Regional Representative.

- 10.10a. Shall attend all meetings, including monthly conference calls.
- 10.10b. Shall be responsible for updating new DTC/CIOs within their region about the Organization and all related events.
- 10.10c. Shall encourage new memberships to the Organization from within their region.
- 10.10d. Shall update new members on Organization information monthly DTC/CIO meetings.
- 10.10e. Shall work at any Organization event as requested by the President.
- 10.10f. Shall be a Liaison between their Region and the Executive Committee.
- 10.10g. Shall organize Regional training events sponsored by the Organization as needed.
- 10.10h. Shall help promote the fall and spring conferences.
- 10.10i. Shall help find presenters for fall and spring conferences from within their region.
- 10.10j. May serve as an ex officio (voting) member of any committee or commission.
- 10.10k Evaluate Awards nominations

10.11 Past President

- 10.11a . Attend all meetings of the membership and meetings of the Executive Committee.
- 10.11b Shall serve on planning committee in an advisory role
- 10.11c Shall work at any Organization event as requested by the President
- 10.11d . May serve as an ex officio (voting) member of any committee or Commission
- 10.11e. In the event the Organization elects to perform in-house Event Management Services in lieu of a 3rd party vendor for the Spring Conference, the Past President shall assist the Director and President in a supporting role under the direction of the President or Executive Board.

10.11f May request lifetime membership in the Organization

ARTICLE XI COMMITTEES

11.1. Executive Committee- The Executive Committee shall be composed of the elected officers, the immediate past President, and any other officers designated by the Board of Directors. The Executive Committee shall appoint the employees to operate the business of the Corporation or hire any independent contractors or agents. The Executive Committee may act on behalf of the Corporation in any matter where the Board of Directors either authorize or ratify its action at each regular or special meeting called for that purpose.

11.2. A quorum shall be a majority of Executive Committee members present.

11.3 Other Committees - The President, upon approval of the Board Directors, shall appoint all standing committees, special committees and chairpersons from the membership. The members of the Committee shall hold office until appointment of their successors. Standing committees of the Organization shall consist of three to eight (3-9) persons for a term of no less than one (1) year and shall include:

- 11.3a. Planning
- 11.3b. Partnerships & Engagement Committee
- 11.3c. Governance
- 11.3d. Marketing
- 11.3e. Outreach Committee
- 11.3f. Nominating Committee
- 11.3g. Membership Committee

11.4. Ad Hoc (Special) Committees shall include any other committees considered necessary for the welfare and work of the Organization.

11.5. Chairs or Co-Chairs of Standing and Ad Hoc Committees may be appointed by the President, with the approval of the Executive Committee; or at the discretion of the Executive Committee, may be elected by members of the committee.

11.6 Committee members shall be appointed by the President, but the President may seek suggestions for chairpersons and or/for committee members.

11.7 The Board of Directors may recommend to the Standing and/or Ad Hoc Committees such actions as may be deemed suitable for the welfare of the Organization.

11.8. Operational procedures shall be established by each committee and shall be approved by the Board Directors.

ARTICLE XII

ELECTIONS

12.1. Number, Term of Office- The officers of the corporation shall be elected annually by the general membership from the list of nominations submitted by the board of directors. Each officer shall hold office until his successor has been duly elected and qualified, or until his death or resignation or until removed by the Board of Directors.

12.2 The Board of Directors, if necessary, may elect the officers in accordance with Article VIII instead of having general membership elect officers.

12.3 The Nominating Committee chaired by the Vice President, shall be charged with the responsibility of securing candidates for pending vacancies.

12.4 The Vice-President shall chair the Nominating Committee.

12.5 The Nominating Committee shall invite the members of the Organization to submit nominations.

12.6 The Nominating Committee shall certify that nominees have met the qualifications for holding office as stated in Article VIII and, excluding Regional Representatives, have completed a minimum of three consecutive years membership in the Organization prior to their nomination.

12.7 The Nominating Committee shall receive the consent of, and name candidates for each of the following offices: Vice-President, Secretary, Treasurer, Communications and Liaison Officers, Regional Representatives.

12.8 Balloting.

12.8a. The Nominating Committee shall prepare the ballot to include the name of the candidates as reported by the Nominating Committee.

12.8b. The Nominating Committee shall also prepare a report to accompany the ballot to include information about the candidates for office.

12.8c. Election ballots shall be distributed in alignment with the Election section of the organization's Policies and Procedures.

12.9 The election of the regional representatives shall be as follows:

One regional representative shall be elected from each geographic region as designated originally by the Kentucky Department of Education. The regional representatives shall be elected by a vote of that specific region's district-level technology leaders (CIO/DTC/TRS). Each district in the region will be allowed one vote with the vote to be sent from the district's director of technology (CIO/DTC) or designee's state sponsored email account. The nomination process shall be conducted as outlined under Article XII, Section 2-5 above. The nominating committee shall then prepare the ballot to include the name of the candidates as reported by the nominating committee. The nominating committee shall also prepare a report to accompany the ballot to include information about the candidates for office. The required nominating documents will be posted to the Organization's web site at least two weeks prior to the deadline for submission of votes to the Vice-President. The individual receiving a plurality of the votes shall be elected as the regional representative and will serve a two-year term. In the event of an open regional representative position, the

Board of Directors will appoint an individual from that region to complete the remaining term of office.

ARTICLE XIII DESIGNATIONS

Directors, Officers, Committee Members. Any director, officer or committee member may resign his office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by the corporation. The acceptance of a resignation shall be required to make it effective.

ARTICLE XIV BOOKS AND RECORDS

14.1. Books and Records- The corporation shall keep current and complete books and records of account and minutes of the meetings of the members and Board of Directors.

14.2 Membership List- The corporation shall keep at its registered office or principal place of business a record of its members, giving the names and addresses of all members.

14.3. Right to Examine Books and Records. Members shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, the corporation's relevant books and records of account, minutes, and record of members and to make abstracts therefrom all as permitted by, and subject to the limitations of, Kentucky Revised Statutes section 273.233 as now stated and as hereafter amended.

ARTICLE XV FISCAL YEAR Fiscal Year-July 1 – June 30

ARTICLE XVI LOANS TO DIRECTORS, OFFICERS OR MEMBERS

Prohibition of Loans- In accordance with Kentucky Revised Statutes section 273.241, as now stated and as hereafter amended, the corporation shall not lend money to or use its credit to assist its directors, officers, or member.

ARTICLE XVII PROTECTION FROM LIABILITY

Indemnification- The corporation agrees to indemnify any director or officer or former director or officer of the corporation against expenses actually and reasonably incurred by **him** in connection with the defense of any action, suit or proceeding, civil or criminal, in which **he** is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation.

ARTICLE XVIII
AMENDMENT OF BYLAWS

After a process of two readings at two different Board meetings, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors by a two-thirds (2/3) majority of a quorum present at that meeting.

The foregoing Bylaws were duly approved and adopted by resolution of the members of The Kentucky Association for School Technology at a meeting of the members on the 6th of June 2025.