

**VIRGINIA ELECTRONIC STUDENT
INFORMATION SERVICES ASSOCIATION
(VESIS)
BY LAWS**

MISSION STATEMENT

The mission of the Virginia Electronic Information Services Association is to promote the effective and efficient use of student data in educational decision making by providing a forum for Virginia school systems and Virginia student information organizations to communicate with state and federal policy makers and federal government agencies responsible for data collection.

ARTICLE 1 – DIRECTORS

1. The affairs of the corporation shall be managed by a Board of Directors, the number of which shall *be not less than nine (9) and not more than seventeen (17)*, as determined by the Board from time to time.
2. Directors shall be elected for a term of *two (2) years* and shall include up to *seventeen (17) individuals*, to reflect a balance of members' views, software in use, and geographic representation insofar as possible.
3. Vacancies in the Board of Directors for the unexpired terms resulting from death, resignation or retirement of Directors shall be filled by the remaining Directors as a Board Business item. A majority of the number of Directors in office when action is taken shall constitute a quorum for the transaction of any and all business of the Board. If a quorum is present when a vote is taken, the affirmative vote by a majority of the members of the Board present is the act of the Board of Directors.

The annual meeting of the membership shall be held at the principal offices of the Corporation or such other places as from time to time may be fixed by the Board. Regular meetings of the Board of Directors shall be held once per quarter and other times and places as may be fixed by the Board. A special meeting of the Board may be held at any time upon the call of the Board, any officer, any two Directors who are not officers or thirty-three percent (33%) of the Membership upon five (5) days written notice. No special form of notice shall be necessary to hold a special meeting but the notice shall state the purpose of the meeting.

4. Any action required by law to, or any action which may, be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors.
5. A "Conflict of interest" transaction shall be voidable by the Corporation under the conditions of Section 13.1-871 of the Code of Virginia, 1950, as amended, or any successor provision of the law of Virginia. A "Conflict of interest" transaction is a transaction with the Corporation in which a Director of the Corporation has a direct or indirect personal interest. A Director of the Corporation has an indirect personal interest in a transaction if (a) another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction, or (b) another entity of which he is a director,

officer or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

6. Any special or regular meeting of the Directors may be held through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting of this means is deemed to be present in person at the meeting.
7. The Directors of the Virginia Electronic Student Information Services Association who are “disqualified persons” as defined in Section 4946 of the Internal Revenue Code of 1986, as amended, shall at no time, control, directly or indirectly, individually or in the aggregate, the activities of the Virginia Electronic Student Information Services Association as the term “control” is defined in Section 509(a)(3)(C) of the IRC of 1986, as amended, or the regulations promulgated thereunder.
8. Seat counts for the board will be based on a fair representation of the eight geographical regions of the Commonwealth of Virginia as defined by the Virginia Department of Education as well as a proportionate balance of SIS software currently in use by Virginia school divisions insofar as is possible and a proportionate balance of large, medium and small school districts.

ARTICLE II – OFFICERS

1. The corporation shall have a President, a Vice-President, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary. Officers shall serve a term of one (1) year. In addition, the immediate past president shall be an officer of the corporation. Any two or more offices may be held by the same person. Officers shall be elected by the Board upon consideration of nominees suggested by the Board Members to the elections committee.
2. The President shall serve as chairperson at all meetings of the Board of Directors and shall be the chief executive officer of the corporation. The President shall ensure that the work and functions of the Virginia Electronic Student Information Services Association (VESIS) are conducted in a manner exemplifying adherence to the highest standards of ethics, propriety and fairness. The president shall see that the organization functions in accordance with the Articles of Incorporation and these Bylaws. The President will make appointments of officers required to fill vacancies for unexpired terms. The President will be responsible for conducting day-to-day business of the organization, consistent with all policies and regulations of the organization and authority granted by the Board of Directors. The President, or an officer designated by the President and confirmed by the Board, shall monitor all official activities of the organization to ensure their compatibility with existing policies and regulations. The President, or an officer designated by the President, shall serve in an ex officio capacity on all committees, task forces and working groups of the organization.
3. Members within each membership class shall be entitled to the same rights and privileges, provided however, that the Board may create different categories of members within a class solely for purposes of different levels of dues and registration fees. No member shall have voting rights on any matters other than the election of the Directors.
4. Members may be required to pay dues as established by the Board of Directors from time to time, and only those persons and organizations that have paid dues according to the current dues schedule shall be considered members in good standing at any given time.
5. All meetings held, sanctioned or sponsored by the organization or any committee or group thereof are open to attendance by any member in good standing, provided, however, that the Board of Directors may adopt reasonable restrictions and limitations, and may cause individuals to be removed, as necessary, to preserve the peaceful, safe and orderly transaction of the corporation’s affairs.

6. The Annual Meeting of members of the corporation shall be held in the *Spring of the year* on such dates and times and at such places as fixed by the Board of Directors.
7. Special meetings of the membership may be held upon the call of the President, the Board of Directors, or upon written request signed by at least 33% of the voting members of the corporation.
8. Written notice of an annual or special meeting, stating the place, day and hour of the meeting (and in case of a special meeting, the purpose or purposes for which it is called) shall be given either personally, *by electronic communication*, or by mail to each member of the corporation. Such notice shall be given, not less than 10 nor more than 60 days before the date of the meeting, except that notice of a members' meeting to act on an amendment to the Articles of Incorporation, a plan of merger, or proposed sale of assets or the dissolution of the corporation shall be given not less than 25 nor more than 60 days before the meeting, and the Code of Virginia should be consulted as to those and other matters.
9. Any action required by law to, or any action which may, be taken at meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote thereon and is delivered to the Secretary for inclusion in the minutes or filing with the corporate records, and such consent shall have the same force and effect as a unanimous vote of the members entitled to vote.
10. A quorum at any meeting of the Members of the corporation shall be one-third of the voting Membership represented in person or by proxy.

ARTICLE III – MEMBERSHIP

1. Membership in the corporation shall be open to any person or organization interested in the corporations' charitable purposes. In order to remain in good standing (active membership) in the corporation, a member must have paid all current dues and must observe all provisions of the Bylaws. In no way shall race, sex, nationality, handicap or religion be used to determine membership eligibility.
2. There are two classes of memberships, as follows:
 - a. **REGULAR MEMBERS.** Regular members must be individuals who are interested in the purposes of the organization *and must represent school divisions within the Commonwealth of Virginia.*
 - b. **ASSOCIATE MEMBERS.** Associate members include business entities, public and private agencies and other types of organizations. *Associate members have no voting rights within the organization.*
3. Members within each membership class shall be entitled to the same rights and privileges, provided, however, that the Board may create different categories of members within a class solely for the purposes of different levels of dues and registration fees. No member shall have voting rights on any matters other than the election of Directors.
4. Members shall be required to pay dues established by the Board of Directors. Dues will be payable each fiscal year on or before the annual meeting. Only those persons and organizations that have paid dues according to the current dues schedule shall be considered members in good standing at any given time.
5. All meetings held, sanctioned or sponsored by the organization or any committee or group thereof are open to attendance by any member in good standing, provided, however, that the Board of Directors may adopt reasonable restrictions and limitations, and may cause individuals to be removed, as necessary, to preserve the peaceful, safe and orderly transaction of the corporation's affairs.
6. The annual meetings of the members of the corporation shall be held in the Spring of the year on such dates and times and at such places as fixed by the Board of Directors.

7. Special meetings of the membership may be held upon the call of the President, the Board of Directors, or upon written request signed by at least 33% of the voting members of the corporation.
8. Written notice of an annual or special meeting, stating the place, day and hour of the meeting (and in the case of a special meeting, the purpose for which it is called) shall be given not less than 10 days nor more than 60 days before the date of the meeting, except that notice of members' meeting to act on an amendment to the Articles of Incorporation, a plan of merger, or proposed sale of assets or dissolution of the corporation shall be given not less than 25 days nor more than 60 days before the meeting, and the Code of Virginia should be consulted as to those and other matters.
9. Any action required by law to, or any action which may, be taken at a meeting of the members may be taken without a meeting if consent in writing, setting for the action so taken, is signed by all of the members entitled to vote thereon and is delivered to the Secretary for inclusion in the minutes or filing with the corporate records, and such consent shall have the same force and effect as a unanimous vote of the members entitled to vote.
10. A quorum at any meeting of the members of the corporation shall be one-third of the voting membership represented in person or by proxy.

ARTICLE IV – SEAL

The seal of the corporation shall be circular, with the name of the Corporation inscribed around the circumference, and "1992" in the center thereof, an impression of which shall be affixed to this section of the Bylaws.

ARTICLE V – FISCAL YEAR

The fiscal year of the Corporation shall commence on the 1st day of *September* each year.

ARTICLE VI – AMENDMENTS

The Board of Directors shall have the power to amend or repeal these Bylaws in accordance with the Virginia Nonstock Corporation Act.

Adopted November 2013