

DRAFT PROPOSED ISCAP (ISCAP-EDSIG) BYLAWS – PROPOSED 9/7/2020

INFORMATION SYSTEMS AND COMPUTING ACADEMIC PROFESSIONALS, INC.

ARTICLE I - NAME

The name of this non-profit organization shall be “Information Systems and Computing Academic Professionals, Inc.”

This organization may do business as “Information Systems and Computing Academic Professionals Education Special Interest Group, Inc.” (ISCAP-EDSIG)

This organization is hereinafter referred to in these bylaws as ISCAP.

ARTICLE II – PURPOSE AND POWERS

1. **PURPOSE:** To promote and strengthen information systems and computing education by encouraging dialog and information exchange between practitioners and academic professionals regarding model curriculum and IS and computing education policies and standards, receive and disseminate information about IS and computing education, facilitate linkages and collaboration opportunities between industry and academia, and by disseminating innovations and best practices through the publication of scholarly journals and providing networking events such as meetings and conferences.
2. **POWERS.** Information Systems and Computing Academic Professionals shall have such powers as are now or may hereafter be granted by the laws of the State of North Carolina.

ARTICLE III - MEMBERSHIP

The membership of ISCAP shall be referred to as ISCAP-EDSIG. ISCAP-EDSIG membership shall be available to select groups:

1. Any individual who has an interest in furthering the cause of information systems and computing education may join.
2. ISCAP-EDSIG members who have distinguished themselves in service and/or research to IS and computing education may be granted the designation ISCAP-EDSIG Fellow.
3. ISCAP-EDSIG members are those who have registered for the conference whose memberships are current and those who have been designated ISCAP-EDSIG Fellows.

ARTICLE IV – MEETINGS

1. RULES OF ORDER

Rules contained in "Robert's Rules of Order, Revised" most recent edition, shall govern this organization in all cases to which they are applicable, provided they are not inconsistent with the Bylaws of this organization, in which case the latter will be utilized.

2. NECESSITY OF QUORUM

A quorum must exist to conduct a vote of the membership or of the board.

3. ANNUAL MEETINGS

- a) ISCAP-EDSIG members shall meet annually in conjunction with the annual ISCAP conference(s) to conduct such business as may properly come before it. The date and time for this meeting will be circulated to registered members via email at least sixty (60) days prior to the Meeting, including any proposed change to the ISCAP Bylaws.
- b) QUORUM. Those ISCAP-EDSIG members attending the annual ISCAP-EDSIG membership meeting at the ISCAP conference(s) shall be deemed to constitute a quorum, providing due notice of the meeting is given at least 60 days before the meeting
- c) VOTING. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership. All votes of the membership will be by simple majority unless otherwise stated in these by-laws.

4. DIRECTORS MEETINGS

- a) REGULAR MEETINGS. The Board of Directors shall conduct business as a group at least two (2) times per year. One of the Board of Directors meetings shall be in conjunction with the annual conference of ISCAP.
- b) SPECIAL MEETINGS. The president may call a special meeting of the Board at any time with seven (7) days notice. Members may attend electronically. Such a meeting may be held either within or outside of the State of North Carolina or electronically, as fixed by the person or persons calling the meeting.
- c) NOTICE OF MEETINGS. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice to all Directors by any usual means of communication. Such notice need not specify the purpose for which the meeting is called, except where the election of new Directors in excess of the number of then-sitting Directors is to be considered.
- d) WAIVER OF NOTICE. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- e) QUORUM. Two thirds of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Once a quorum is established, it is deemed to be established for the remainder of the meeting.
- f) MANNER OF ACTING. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- g) PRESUMPTION OF ASSENT. A Director of the organization who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting or unless she or he shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the organization within five days after the adjournment of the meeting. Such right to dissent shall not apply to a Director whose vote is in favor of such action
- h) VOTING. All votes of the board will by simple majority unless otherwise stated in these by-laws.
- i) VOTING BY ELECTRONIC MEANS. The president may conduct votes of the board by electronic means provided notice is sent to all board members at least seven (7) days in advance and a quorum is proven electronically.

ARTICLE V - GOVERNING BODY

1. Government of ISCAP shall be vested in its Board of Directors.
2. The Board of Directors shall be ISCAP-EDSIG members.
3. The Board of Directors shall be constituted as follows:
 - a) The elected officers of ISCAP are: President and Vice-President.
 - b) Five (5) directors at large elected from ISCAP-EDSIG.
 - c) The Immediate Past President of ISCAP.
 - d) The following directors appointed by the elected directors to these roles selected from the elected directors or from the ISCAP-EDSIG to execute specific operations:
 - The editor of the Journal of Information Systems Education (JISE)
 - Meeting planner
 - Conference chair
 - Treasurer
 - Curricular matters officer
4. The Secretary shall be appointed by the elected directors from among the at-large directors.
5. Upon approval by the Board of Directors, chairpersons of committees or other groups, as well as presidential appointees, may have non-voting representation on the Board of

Directors.

6. President and vice-president will serve one-year terms with a two consecutive year term limit. Directors-at-large shall be elected for terms of two (2) years with a three consecutive term limit. Three directors shall be elected for terms beginning immediately during elections held in even numbered years and two directors shall be elected for terms beginning immediately during elections held in odd numbered years. If a resignation occurs that alters the election cycle described above, a director may be elected for a one-year term to restore the cycle.
7. The appointed directors shall not have term limits. However, each serves at the pleasure of the elected directors. Each must be reappointed annually at the fall directors' meeting and may be removed from office and replaced at any time by the elected directors.
8. Directors and officers shall be elected by secret written ballot or by an alternative means agreed to by of the board.
9. Directors need not be residents of the State of North Carolina.

ARTICLE VI — OFFICERS, NOMINATIONS, AND ELECTIONS

1. An elected director may also serve in the capacity of an appointed director. However, no board member may cast more than one vote on any issue brought to the board.
2. The **President** shall:
 - a) Be the chief executive officer of ISCAP and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the organization, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time
 - b) Preside at all board and membership meetings,
 - c) Be an ex-officio member of all committees,
 - d) Assist the treasurer in the preparation of annual budgets.
 - e) The President shall sign, with the Secretary, or any other proper officer of the organization thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed.
3. The **Vice-President** shall:
 - a) In the absence of, or during the incapacity of the President, as determined by the Board of Directors, have the authority and perform all duties and assume all responsibilities of the President until the Board of Directors shall revoke such authority, and
 - b) Coordinate and monitor the activities of all committees of ISCAP as directed by the president.
 - c) In addition, the Vice President shall perform such other duties and have such other powers as are normally incident to the office of Vice President or as shall be prescribed by the Board of Directors.
4. The **Treasurer** shall:

- a) Receive and disburse the funds of ISCAP, and shall keep and preserve proper vouchers and books of accounts, which shall be open to inspection by the Board of Directors and subject to examination at any time,
 - b) Deposit ISCAP funds in such financial institutions as may be approved by the Board of Directors and shall disburse money only for approved investments or upon approved vouchers and in accordance with procedures approved by the Board of Directors,
 - c) Submit a financial report to the Board of Directors, at each regular Board meeting, an annual report to the membership and such reports as may be requested,
 - d) Propose the annual budget to the Board of Directors at the annual fall meeting, and, upon direction of the President or a majority of the Board of Directors, submit records for audit to an independent auditor appointed by the president or Board of Directors.
5. The **Secretary**, who shall also be known as the Recorder, shall:
- a) Take and distribute the minutes and record attendance of all Board of Directors meetings,
 - b) Be custodian of and responsible for all administrative records of ISCAP,
 - c) Keep such records and prepare such reports as may be requested by the Board of Directors,
 - d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, specifically, ensuring that the notice of the annual meeting of members is sent out at least sixty (60) days before the meeting to enable a quorum to assemble at the meeting, and
 - e) Coordinate the maintenance of the content of the organizational website.
 - f) Be custodian of the seal of the organization, if applicable, and see that the seal of the organization is affixed to all documents the execution of which on behalf of the organization under its seal is duly authorized
 - g) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
6. Nominations
- a) Any ISCAP-EDSIG member who has been a member for at least one year immediately previous may stand for election as an officer or an at-large board member.
 - b) Members who wish their names to appear on the paper ballot must notify the election supervisor at least 24 hours prior to the meeting at which the election will take place.
 - c) Members may be nominated or nominate themselves from the floor at the meeting at which elections will take place.
7. Elections
- a) Elections will take place at the annual meeting of the ISCAP-EDSIG membership.
 - b) Elections will be supervised by the past-President who serves as an ex-officio member of the board provided that person is not standing for election for an office. If that person

- may not supervise, the current president may appoint, with the consent of the board members present, any past-president or member who is not standing for election to supervise.
- c) The election supervisor will ensure that ballots are prepared for the election of officers and board members-at-large.
 - d) Officers must be elected by . The supervisor will conduct run-offs, if necessary, by dropping the person who received the least number of votes in the previous ballot. Candidates will be offered positions as at-large board members in order of the number of votes each received until the required number of board members is reached.
 - e) All elected director terms will begin immediately following their election.
 - f) All appointed director terms begin at the time of appointment.
 - g) The elected directors shall appoint a secretary from among at-large board members.
8. Any Director of the organization may resign at any time by giving written notice to the Board of Directors or the President of the organization. The resignation of any Director shall take effect upon receipt of such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
9. Any board members, officer, or agent elected or appointed by the board of directors may be removed at any time with or without cause by two-thirds vote of the Directors at any regularly scheduled meeting at which a quorum of Directors is present whenever in its judgment the best interest of the organization will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If any Directors are so removed, new Directors may be elected at the same meeting.
10. Any vacancy on the Board because of death, resignation, disqualification, disability, or any other reason may be filled temporarily by an appointment to that position by the President until the next meeting of the Board of Directors at which time the Board shall confirm the President's action or elect someone else to serve the remaining portion of the term of office by the affirmative vote of the Directors at any regularly scheduled meeting at which a quorum is present, or by a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. The successor shall serve only until the expiration of the term of the predecessor. Any Directorship to be filled by reason of any increase in the authorized number of Directors shall be filled only by election at an annual meeting, or a regular meeting of Directors upon at least ten days notice to the then-serving Directors.
11. Directors shall not receive any salaries for their services as such; however, Directors may be reimbursed for reasonable and necessary expenses (including travel expenses) incurred in the performance of their duties.
12. The Board of Directors may by resolution require any officer, agent, or employee of ISCAP to give bond with sufficient sureties to ISCAP, conditioned upon the faithful performance of the duties of his or her respective conditions as may from time to time be imposed by the Board of Directors.

ARTICLE VII - FISCAL AFFAIRS

1. The fiscal year end of ISCAP shall be as designated by its Board of Directors as December 31.
2. ISCAP shall assess dues as follows.
 - a) The dues for ISCAP-EDSIG membership shall be as determined and approved by two-thirds of the votes cast at a meeting of the Board of Directors.
 - b) Dues shall be waived for individuals who have been awarded Fellows status.
3. The accounts of ISCAP shall be reviewed each year at the end of each fiscal year.
4. Neither the Board of Directors nor any member of the Board shall have power to pay or become responsible for ISCAP or assume the personal debts or liabilities of any individual member, officer or director of the Group.

ARTICLE VIII – COMMITTEES

1. Additional special committees may be appointed by the Board of Directors to perform such functions as it deems fit.
2. The Board of Directors shall appoint a chairperson for each of the Standing Committees from among the membership. Each chair shall select the necessary number of members to complete each committee except as otherwise specified.

ARTICLE IX - STANDING RULES

1. The Board of Directors may formulate standing rules, including policies and procedures, to supplement these Bylaws, so long as they are not inconsistent with these Bylaws.
2. Standing rules may be adopted by a of the Board of Directors.

ARTICLE X - RESTRICTIONS

ISCAP shall be non-racial, non-partisan, non-sectarian, and neutral with respect to creed, ethnicity, national origin, gender and orientation. This organization shall wholly abstain from any political or labor affiliation or endorsements for public office.

ARTICLE XI - RECORDS

ISCAP shall keep correct and complete books and records of accounts and shall also keep minutes of the meetings of its members and of its Board of Directors.

ARTICLE XII – BYLAW AMENDMENTS

1. Proposed amendments of these Bylaws may be submitted in writing to the President by any ISCAP-EDSIG member.
2. Amendments to these Bylaws can be made by submitting any proposed changed in writing to a vote of the entire membership. Any proposed amendment must first be submitted to and

approved by at least two-thirds of the Board of Directors. At least two-thirds of those voting must vote in favor of the amendment for it to pass. A special Bylaws Committee can be established by the President to carry out the functions described previously.

ARTICLE XIII – OFFICES

1. **REGISTERED OFFICE.** The registered office of Information Systems and Computing Academic Professionals shall be in the State of North Carolina.
2. **PRINCIPAL OFFICE.** The principal office of Information Systems and Computing Academic Professionals shall be located in Wilmington, North Carolina.
3. **OTHER OFFICES.** There may be other offices, located within the State of North Carolina, as approved by the Board of Directors, based on the affairs and needs of Information Systems and Computing Academic Professionals.

ARTICLE XIV - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. **CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.
2. **LOANS.** No loan shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. **CHECKS AND DRAFTS.** All checks, drafts, or other orders for the payment of money, issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization, and in such manner as shall from time to time be determined by resolution of the Board of Directors.
4. **DEPOSITS.** All funds of Information Systems and Computing Academic Professionals not otherwise employed shall be deposited from time to time to the credit of the organization in such depositories as the Board of Directors may select.

ARTICLE XV - CONFLICTS OF INTEREST POLICY

1. **PURPOSE.** The purpose of the conflicts of interest policy is to protect Information Systems and Computing Academic Professionals' interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of Information Systems and Computing Academic Professionals. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable Foundations.
2. **DEFINITIONS.**

- (a) Interested Person. Any Director or principal officer with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - (1) an ownership or investment interest in any entity with which Information Systems and Computing Academic Professionals has a transaction or arrangement; or
 - (2) a compensation arrangement with Information Systems and Computing Academic Professionals or with any entity or individual with which Information Systems and Computing Academic Professionals has a transaction or arrangement; or
 - (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Information Systems and Computing Academic Professionals is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

3. **PROCEDURES.**

- (a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Directors considering the proposed transaction or arrangement.
- (b) Determining whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest.
 - (1) An interested person may make a presentation at the Board meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
 - (2) The chairperson of the Board shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
 - (3) After exercising due diligence, the Board shall determine whether Information Systems and Computing Academic Professionals can obtain a more

advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

- (4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a of the disinterested Directors whether the transaction or arrangement is in Information Systems and Computing Academic Professionals' best interest and for its own benefit and whether the transaction is fair and reasonable to Information Systems and Computing Academic Professionals and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

- (1) If the Board has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
- (2) If, after hearing the response of the interested person and making such further investigation as may be warranted in the circumstances, the Board determines that the interested person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. **RECORDS OF PROCEEDINGS**. The minutes of the Board shall contain:

- (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

5. **ANNUAL STATEMENTS**. Each Directors and principal officer shall annually sign a statement which affirms that such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands that Information Systems and Computing Academic Professionals is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

6. **PERIODIC REVIEWS.** To ensure that Information Systems and Computing Academic Professionals operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

ARTICLE XVI - GENERAL PROVISIONS

1. **INFORMATION SYSTEMS AND COMPUTING ACADEMIC PROFESSIONALS.** Where the words “Information Systems and Computing Academic Professionals” appears, they refer to Information Systems and Computing Academic Professionals, Inc.
2. **DIRECTOR.** Where the word “Director” appears, it refers to the member of the Board of Directors of Information Systems and Computing Academic Professionals, Inc.
3. **SEAL.** The corporate seal shall have inscribed thereon the name of Information Systems and Computing Academic Professionals, together with the words “North Carolina” and the word “Seal.”
4. **ELECTRONIC TRANSACTIONS.** ISCAP may conduct any transaction or transactions by electronic means and this provision shall constitute the agreement by ISCAP and its Directors to the conduct of transactions by electronic means.
5. **WAIVER OF NOTICE.** Whenever any notice is required to be given to any Director under the provisions of the North Carolina Non-Profit Foundation Act or under the provisions of Articles of Incorporation or Bylaws of ISCAP, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
6. **INDEMNIFICATION.** Any person who at any time serves or has served as a Directors or officer of ISCAP, or in such capacity at the request of ISCAP for any other foundation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by ISCAP to the fullest extent permitted by law against (a) reasonable expenses, including attorney’s fees, actually and necessarily incurred in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of ISCAP, seeking to hold her or him liable by reason of the fact that she or he is or was acting in such capacity, and (b) reasonable judgment, money decreed, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding. The expenses referred to in (a) above may be paid by ISCAP in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall be ultimately determined that she or he is entitled to be indemnified by ISCAP.
 - a. The Board of Directors of ISCAP shall take all such action as may be necessary and appropriate to authorize ISCAP to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and the reasonable amount of indemnity due him or her.

- b. Notwithstanding the foregoing, no person shall be entitled to indemnification under this section unless such indemnification is either (a) required by law or (b) is permitted by law and expressly authorized or approved by the Board of Directors.
 - c. Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of ISCAP shall be deemed to be doing or to have done so in reliance upon, and as considered for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled a part from the provisions of the Bylaws.
7. **PROHIBITED ACTIVITIES.** Notwithstanding any other provision of these Bylaws, ISCAP shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, as now or hereafter promulgated thereunder.
8. **EFFECTIVENESS.** These Bylaws shall be effective upon adoption by the ISCAP-EDSIG.

End of By-Laws

CERTIFICATION OF ADOPTION

The foregoing Bylaws of Information Systems and Computing Academic Professionals, Inc. were duly adopted by the Board of Directors effective as of _____.

ISCAP President