

**BYLAWS**  
**of**  
**Computer Education Management Association**  
**(CEDMA)**

**ARTICLE I: Name, Purpose, And Offices**

**Section 1.1 Name**

The name of the association shall be Computer Education Management Association (CEdMA), hereafter referred to as the Association.

**Section 1.2 Purpose**

The purpose of the Association is to work together as an organization to shape the future of our industry for excellence in Education, Training, & Learning in ways that benefit members, customers, partners, and other employees within member organizations.

**Section 1.3 Principle Office**

The principal office for the transaction of the business of the Association shall be located in Salt Lake City, County of Salt Lake, Utah. The Board of Trustees is hereby granted full power and authority to change, from time to time, said principal office from one location to another in said state, to another outside the state in another state, or another outside the United States where the Association is qualified to transact business.

**Section 1.4 Other Offices**

Branch or subordinate offices may at any time be established by the Board of Trustees at any place or places where the Association is qualified to transact business.

**ARTICLE II: Membership**

**Section 2.1 Membership**

Membership in the Association is help by companies and individuals under such requirements as are prescribed by the Board of Trustees:

- a) commitment to advancing the mission of the Association,

- b) willingness to subscribe to the Bylaws and policies adopted by the Board of Trustees, and
- c) willingness to subscribe to the CEEdMA Code of Ethical Conduct.

### **Section 2.1.1 Qualifications of Company Membership and Primary Contact**

The membership of the Association shall consist of companies whose primary business is the manufacturing of computer hardware and/or software products and who have technical training organizations to support the products they manufacture and sell. Member companies shall be represented by one individual who is an employee of the member company and is in management responsible for education in the company. This individual will be designated as that member company's primary contact and will be responsible for the relationship that company has with the Association.

### **Section 2.1.2 Qualifications of Individual Membership**

The membership of the Association shall also consist of individuals who are employees of member companies whose responsibility is the advancement of education, training, and/or learning for their company.

### **Section 2.2 Local Chapters**

The Association will support the formation and development of local chapters. Said chapters shall be organized in a manner that is consistent with the Articles of Incorporation, Bylaws and policies of the Association. Each local chapter shall provide for its own financial requirements.

### **Section 2.3 Privileges of Member & Member Companies**

- a) Each Member Company in good standing shall be equally privileged to one vote for trustees and/or for formal Association business.
- b) All Members in good standing shall be equally privileged to vote in an advisory capacity.
- c) Any Member in good standing shall be eligible to hold any office or honor within the Association, so long as they comply with the Bylaws and policies adopted by the Board of Trustees, including the payment of dues to the Association and comply with the qualifications as set forth by the Board of Trustees.
- d) No Member under sentence of suspension or expulsion shall take part in any proceedings of the Association or be elected to any office of the Association.

### **Section 2.4 Suspension or Termination**

The Board of Trustees shall have the power, by the vote of a majority of its members, to suspend or terminate membership of any Member Company and/or its Representative(s) for good cause. Good cause may consist of, but is not limited to: conviction of the criminal offense, serious misconduct, violation of the Bylaws, Policies, or Code of Conduct of the Association, or conduct in which the Board of Trustees, in its sole discretion, deems detrimental to the best interest of the Association.

### **Section 2.5 Resignation**

Any Member Company may withdraw from the Association at any time. All obligations incurred due to membership and participation will be maintained after resignation. Resignation shall occur by written notice to the Board of Trustees.

### **Section 2.6 Membership Certificates**

The Association shall not issue shares of stock. The Board of Trustees may, however, issue certificates evidencing membership in the Association.

### **Section 2.7 Anti-Trust Guidelines**

Recognizing that private solicitations of members of a particular industry have been recognized by the Supreme Court of the United States as posing "a serious potential for anti-competitive" conduct, the Association has adopted a Bylaw committing itself and its members "to open competition" and specifically directing that "the purposes and object of the Association prohibit" discussions or activities on any topic "which could have an adverse impact on national or international competition or trade or could violate any national or international law regarding competition or trade." With these considerations in mind, and being committed to respect for and adherence to the Antitrust Laws of the United States and any other nation in which its members are either domiciled or conduct their business, the Association hereby issues the following guidelines for its members and their representatives in connection with their activities as members, and participants in the work, of the Association.

- 2.7.1** Neither the Association nor any of its committees or activities shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, expressed or implied, among and between competitors with regard to prices, terms or conditions of sale, distribution, volume of production, territories, customers, credit terms or marketing practices.
- 2.7.2** There shall be no discussion, communication or other exchange between members of the Association and/or their representatives of prices, pricing methods, production quotas or other limitations on either the timing, costs or volume of production or sale, or allocation of territories or customers.

- 2.7.3** No activity or communication of the Association or any of its members or representatives thereof shall include any discussion which might be construed as an agreement or understanding to refrain, or to encourage a member to refrain, from purchasing any raw materials, equipment, services or other supplies from any supplier or from dealing with any supplier.
- 2.7.4** No Association activity or communication, or that of its members or the representatives thereof, shall include any discussion which might be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods or services, or to prevent any business entity from obtaining a supply of goods or services or wise purchasing goods or services freely in the market.
- 2.7.5** The qualifications for membership in the Association are set forth in the Bylaws of the Association. No applicant for membership, who otherwise meets the qualifications set forth therein, shall be rejected for any anti-competitive purpose or for the purpose of denying such applicant the benefits of membership.
- 2.7.6** To the end that the Association, through its committees and membership, develops at or approves specifications which, if followed, will permit specific equipment and service to interoperate with any other equipment, service or network, adherence to such specifications shall be voluntary on the part of the members of the Association and shall in no way be compelled, directed or coerced by the Association or any committee thereof, it being solely a voluntary decision on the part of the particular member or members of the Association as to whether to adhere to or comply with any such specifications.
- 2.7.7** Any specifications which may be developed or approved by the membership of the Association in order to effectuate the purposes of the Association as set forth in its Bylaws shall be based solely and exclusively upon technical considerations and upon the merits of objective expert judgments and thorough procedures and shall in no way be based upon any effort, intention or purpose of any of its members to reduce or eliminate competition in the sale, supply and furnishing of products and services.
- 2.7.8** Neither the Association nor any committee thereof shall impose sanctions for the violation of, nor shall they enforce compliance with, standards or specifications developed, promulgated, recognized or approved by the Association.
- 2.7.9** Should a request be made by anyone for interpretation or definition of a specification or standard developed, promulgated, recognized or approved by the Association, the committee which has received such a request shall consult with counsel for the Association before providing any such interpretation or definition.

## **ARTICLE III: Membership Fees**

### **Section 3.1 Annual Fee**

The Board of Trustees shall decide yearly what the annual membership fees will be and the manner and time of payment. This will be communicated to all Members of record in good standing.

### **Section 3.2 Default and Termination of Membership**

When any member shall be in default in the payment of dues for a period of two months from the beginning of the calendar year or period for which such dues become payable, its membership may thereupon be terminated by the Board of Trustees. Members who have memberships terminated for failure to pay dues within two months will be reinstated to their prior status if dues are paid within four months.

## **ARTICLE IV: Board of Trustees**

### **Section 4.1 Members of the Board of Trustees**

The Board of Trustees, of the Association shall be comprised of the following positions: President, Vice-President, Secretary, Treasurer, and Trustees. The Board of Trustees reserves the right to increase or decrease the number of seats on the Board of Trustees, but will not reduce the number of seats below three. Such a change in the number of seats will take place at the time of the annual election.

#### **Section 4.1.1 President**

The President shall schedule meetings and establish agendas for meetings and appoint such subcommittees deemed necessary to perform the work of the Association. The President presides over the meetings of the Board of Trustees and the meetings of the general membership. This is a voting position on the Board of Trustees.

#### **Section 4.1.2 Vice-President**

The Vice-President serves in the capacity of the President in the event of the President's absence or disability. This is a voting position on the Board of Trustees.

#### **Section 4.1.3 Secretary**

The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Trustees may order, of all meetings of trustees and members, with the item and place of holding, whether regular or special, and

if special, how authorized, the notice thereof given, the names of those present at trustees' meetings, the number of members present or represented at members' meetings and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all of the meetings of the Board of Trustees required by the Bylaws or by the law to be given (provided, however, that in the event of the absence or disability of the secretary, such notice may be given by any other officer of the Association), and shall have such other powers and perform such other duties as maybe prescribed by the Board of Trustees or the Bylaws. This is a voting position on the Board of Trustees.

#### **Section 4.1.4 Treasurer**

The Treasurer shall advise the Board of Trustees regarding the finances of the Association. The treasurer shall exercise such controls over expenditures the Board of Trustees may prescribe and shall report on the financial condition of the Association at all meetings of the Board of Trustees and at other times when called upon by the president. This is a voting position on the Board of Trustees.

#### **Section 4.1.5 Trustees**

The Trustees shall assist the Officers in managing the affairs of the Association. These are voting positions on the Board of Trustees.

#### **Section 4.1.6 Non-Voting Board of Trustee Positions**

The Board of Trustees reserves the right to create non-voting positions on the Board of Trustees for the purpose of assisting in the Association business or advancing the mission of the Association. These are appointed positions.

##### **Section 4.1.6.1 Director of Business Operations**

The Director of Business Operations shall be responsible for the day-to-day operations of the Association. The Director of Business Operations shall keep the Board of Trustees apprised of such matters that require the attention or action of the Board of Trustees. This is a salaried position.

#### **Section 4.2 Powers**

Subject to limitations of the Articles of Incorporation, the Bylaws, and the Utah Nonprofit Association and Co-operative Association Act as to actions which shall be authorized or approved by the members, and subject to the duties of trustees as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Association shall be managed by the Board of Trustees. Without prejudice to such general powers, but subject to the said limitations, it is hereby expressly declared that the trustees shall have the following powers, to wit:

- a) To select and remove all the other officers, agents and employees of the Association, prescribe such powers and duties for them may not be inconsistent with law, or with the Articles of Incorporation or the Bylaws, and require from them security for faithful service.

### **Section 4.3 Term and Office**

Each voting member of the Board of Trustees shall serve a term of two years from the beginning of their term of office. All terms of office shall begin at the adjournment of the annual meeting following a general election. No person may hold more than one office at a time.

### **Section 4.4 Nomination and Election of Officers and Trustees**

Prior to the Annual Meeting of the Association, nominations of candidates will be solicited from the general membership. Officers and Trustees are elected by the membership of the Association with principle member from each company in good standing casting one vote. Voting will occur prior to the Annual Meeting of the Association by a process that allows each member company in good standing the opportunity to cast one vote. Elections will be deemed valid if at least two-thirds of the member companies in good standing participate in the election process. The candidate with the highest number of votes will be declared elected to the respective office. In the event of a tie, a run-off election will be held among the deadlocked candidates. Charge will be taken of the respective office upon expiration of the previous holder's term.

### **Section 4.5 Removal and Resignation**

Any member of the board may be removed, either with or without cause, by a majority of the board at the time in office, at any regular or special meeting of the Board of Trustees. Any member of the board may resign at any time by giving written notice to the Board of Trustees or to the president, or to the secretary of the Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 4.6 Vacancies**

When a vacancy occurs on the Board of Trustees, the president shall in consultation with the board appoint a replacement for the balance of the vacated term. The appointed trustee's term of office shall begin upon approval by the Board of Trustees.

### **Section 4.7 Place of Meeting**

Meetings of the Board of Trustees shall be held at any place where the Association is qualified to transact business that has been designated from time to time by resolution of the Board of Trustees by consent of all members of the Board.

#### **Section 4.8 Open Meeting**

Usually, one meeting of the Board of Trustees may be announced at the discretion of the Board of Trustees to be open to the membership of the Association.

#### **Section 4.9 Special Meetings**

Special meetings of the Board of Trustees for any purpose or purposes shall be called at any time by a majority of the Members of the Board. Notice of special meetings shall comply with the requirements that the Members of the Board establish by resolution.

#### **Section 4.10 Notice of Adjournment**

Notice of the time and place of holding an adjourned meeting need not be given to absent members of the board if the time and place is fixed at the meeting adjourned.

#### **Section 4.11 Waiver of Notice**

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid though transactions had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the trustees not present signs a written waiver of notice, or a consent to holding each meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### **Section 4.12 Quorum**

A majority of the authorized number of members of the board shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board, unless a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

#### **Section 4.13 Telephone Participation**

Any one or more members of the board may participate in a meeting by means of a conference telephone call or similar communications allowing all persons participating in the meeting to hear each other at the same time. Such participation shall constitute presence in person at a meeting.

#### **Section 4.14 Adjournment**

A quorum of the Board may adjourn any board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the board present at any board meeting, either regular or special, may adjourn from time to time until the time fixed for the regular meeting of the Board.

#### **Section 4.15 Fees and Compensation**

Members of the Board of Trustees, with the exception of the Director of Business Operations, shall not receive any stated salary for their services as Board of Trustees member, but as compensation for Board of Trustees participation membership dues and conference fees will be waived. On a case by case basis by resolution of the Board of Trustees expenses of attendance may be allowed for attendance at selected meetings.

#### **Section 4.16 Action Without Meeting**

Any action required or permitted to be taken by the Members of the Board under any provision of the **Utah Nonprofit Association and Co-operative Association A** and under these Bylaws may be taken without a meeting if all of the trustees of the Association shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Members of the Board. Such action by written consent shall have the same force and effect the unanimous vote of such board members.

- (b) To conduct, manage and control the affairs of the Association, to establish policies and procedures for the operations of the Association and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem proper.
- (c) To change from time to time the principal office for the Association from one location to another as provided in Section 1.0 1 hereof-, and to fix and locate from time to time one or more subsidiary offices of the Association within or without the State of Utah, or within or without the United States, as provided in Section 1.02 hereof.
- (d) To admit new members or terminate the membership of existing members.

### **ARTICLE V: Committees of the Board Of Trustees**

#### **Section 5.1 Standing Committees**

The Board of Trustees shall have the following committees:

- b) Bylaws, Policies and Procedures;
- c) Membership;
- d) Conference;

e) Such other committees as the Board of Trustees deems necessary.

Each standing committee is to have one or more Board of Trustees member acting as liaison. The Board of Trustees will appoint its own members to these functions.

### **Section 5.2 Appointment**

The board shall appoint the chairpersons of the committees established by the Board. In consultation with the committee chairperson, the board shall appoint the members of committees.

## **ARTICLE VI: Annual Meeting**

### **Section 6.1 Designation of Annual Meeting**

The members of the Board of Trustees shall designate one meeting of the Association the annual meeting. Unless the Board of Trustees otherwise notifies the members in writing or through its ordinary communication methods, the annual meeting will be the first meeting of the calendar year.

### **Section 6.2 Quorum at Annual Meeting**

A majority of member companies in good standing shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the member companies present at a meeting duly held at which a quorum is present shall be regarded as an act of the Association, unless a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

### **Section 6.3 Representation from Member Companies**

Each member company attending a meeting shall be represented by the primary contact for the member company or their designate. Designates for the primary company shall be an employee of the member company and a member of the Association in good standing.

## **ARTICLE VII: Miscellaneous**

### **Section 7.1 Checks, Drafts, Etc.**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by the treasurer and/or by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

### **Section 7.2 Contracts Etc. How Executed**

The Board, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specified instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

### **Section 7.3 Inspection of Bylaws**

The Association shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as ended or otherwise altered to date, certified by the secretary which shall be open to inspection by the members at all reasonable times during office hours.

### **Section 7.4 Financial Responsibility**

No member or local user group or staff member shall have the authority to pledge the credit or assets of the Association except as specifically authorized in writing by the Board.

## **ARTICLE VIII: Amendments**

New Bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds (2/3) majority vote of the Board, except as otherwise provided by law or by the Articles of Incorporation. Notice of adopted changes in the Bylaws shall be distributed, separately or in a publication of the Association, to all members of the Association within 180 days after the effective date of such changes.

## **CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Computer Education Management Association (CEdMA), a Utah non-profit Association; and
2. That the foregoing Bylaws, comprising \_\_\_\_ pages, constitute the amended Bylaws of said Association as duly adopted at a meeting of the Board thereof, duly held on \_\_\_\_\_, 19\_\_\_\_.

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