

**BYLAWS
of
ETUDES**

ARTICLE I Name

1.1 The name of the Corporation is Etudes.

ARTICLE II Non-Profit Operation

2.1 The purpose for which the Etudes Corporation (Etudes) is formed is exclusively for educational, scientific, research and other similar nonprofit purposes, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented, or superseded). Etudes is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

ARTICLE III Purposes and Mission

3.1 **Purpose.** Etudes is dedicated to the design and development of teaching, learning, and collaborative software applications and related services that are targeted at supporting education, research and related scholarly programs and activities.

3.2 **Mission.** The specific mission and purposes of Etudes are the following:

1. To foster the development of educational software applications and associated teaching, learning, research and collaboration tools and related components, for support of collaboration, research, teaching, and learning;
2. To support research, collaboration, and development on relevant collaboration, learning and research environments, tools, and components by the higher education community;
3. To promote collaboration, sharing of good practices, and dissemination of results of innovative approaches to applying technologies to support teaching and learning;
4. To support the delivery and management of teaching, learning, research, and collaboration through the Etudes tools and applications;
5. To solicit grants and other funding to permit the development and refinement of Etudes applications, framework, and the development of related services, tools and capabilities;
6. To engage in such activities permitted under the California Nonprofit Corporation Law incident or beneficial to the foregoing purposes.

ARTICLE IV Membership

4.1 Membership. Membership in Etudes is open to academic organizations and institutions with programs and missions consistent with the purposes of Etudes as set forth in Articles II and III and may include colleges and universities, research and development centers, membership organizations, and other nonprofit organizations, and for-profit organizations, provided that applications for membership must show that the organization:

- (a) Has goals and purposes consistent with the goals and purposes of Etudes to the satisfaction of a majority of the Etudes Board members present at the meeting at which the applicants' membership is considered, based on the applicant's application, bylaws, mission statement, and similar evidence.
- (b) Agrees to pay membership fees and dues as approved by the Etudes Board.
- (c) Designates an Organizational Representative to Etudes.
- (d) Agrees to pay the dues. Members shall pay such dues as may be determined from time to time by the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

5.1 Definition

The Etudes Board of Directors, hereinafter referred to as the "Board," is the governing and administrative body of the Etudes Corporation. Such Board of Directors shall only act in the name of the organization when it shall convene by its chairman after due notice to all directors.

5.2 Purposes and Functions

a) Purposes

1. To provide management and oversight of the business and affairs of the Etudes corporation in accordance with the bylaws and consistent with the mission and purposes. This includes management of the corporate assets (including funds, intellectual property, trademarks, and equipment) and allocation of resources;
2. To provide leadership for the overall project;
3. To represent the project;
4. To act as a 'court of final appeal' for Work Groups of the Etudes corporation.

b) Functions

The Board of Directors shall have the following functions and such other functions as it deems consistent with the Purposes stated in Article V, Section 5.2(a) above.

1. To hire an Executive Director and hire or appoint a Secretary and Treasurer, and to determine the conditions of their appointments.

2. To approve the appointment of other committees or subcommittees formed by the Board of Directors. Such committees or subcommittees will have a life of one year which may be extended annually as needed.
3. To appoint the chair and vice-chair of standing committees of the Board.
4. To report to membership on important actions taken by the board, and to make all agendas and minutes (except for executive session minutes) available to members.
5. To approve the employment of necessary staff, purchase of supplies and equipment, and publication of such materials as necessary.
6. To make interim appointments to vacancies on the Board if the By-Laws so allow.

5.3 Board Size, Member Term, Meetings

- a) The Board shall consist of not less than three (3) and not more than seven (7) members.
- b) Board members shall serve for a term of three (3) years.
- c) Board members may serve only two (2) consecutive terms, but are eligible for re-election if they are nominated and elected again.

d) Meetings of the Board

- 1) *Regular Meetings.* The Board of Directors shall meet in person at least once a year, at such times and places as designated by the Chair. The Chair or any three members of the Board may call a meeting. A board meeting requires that Board members have written notice at least two weeks in advance.
- 2) *Special Meetings.* Additional meetings may be called upon at the request of the chair, the Executive Committee, or a simple majority of the Board of Directors. Notices of special meetings shall be sent out by the secretary, upon a notice of five days.

e) Order of Business

- 1) Roll Call
- 2) Reading of the Minutes of the preceding meeting
- 3) Reports of Committees (if any)
- 4) Reports of Officers
- 5) Old and Unfinished Business
- 6) **New Business**
- 7) Adjournments

5.4 Nomination of Board Members

Anyone may be nominated for consideration for election to the Board of Directors. Each member organization's representatives shall be requested to submit nominations for board member elections. Board Members who serve as organizational representatives may submit nominations as well. Every nominee must submit a paper describing how he or she will contribute to the mission and purposes of Etudes, and should include relevant experience and strategic leadership positions held, public service activities, and other professional achievements that will contribute in advancing the public charity status and mission of Etudes.

5.5 Board Elections

New directors shall be elected by a majority of directors provided there is a quorum present. Directors so elected shall serve a term beginning on the date of the fall Board meeting.

5.6 Vacancies and Resignations

If an individual elected to the Board is incapacitated, or resigns, the Etudes Board of Directors may appoint an individual to the Board for the remainder of that person's term only. However, the Board will fill the vacancy, if needed to maintain the minimum of five Board members. The secretary must receive nominations for new members from present board members at least two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting.

Resignations from the Board must be in writing and received by the secretary. A Board member shall be terminated from the board due to excess absences, more than two unexcused absences from Board meetings in a year. A board member may be removed for other reasons by three-fourths vote of the remaining directors.

5.7 Board Composition

Board composition is determined by the Board elections.

5.8 Quorum

A majority of the entire membership of the Board of Directors as fixed in these Bylaws shall constitute a quorum for the transaction of any business. In the absence of a quorum, a majority of those members present may adjourn the meeting. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more directors from the meeting, provided that at least one third of the board is present at all times.

The affirmative vote of a majority of the members present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except as a larger vote may at any time be otherwise specifically required by California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

5.9 Notice

At least ten days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of five days. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but need not specify the purpose for the meeting or the business to be conducted.

A Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

5.10 Telephonic meetings

The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment through which all members participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. This includes online communication methods other than telephone at the board's discretion.

5.11 Unanimous Consent, in lieu of meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all members consent in writing or electronically and set forth in the same message the action or decision taken or made. Consent in such fashion shall have the same force and effect as a meeting vote, and may be described as such in any document executed by or on behalf of the corporation.

5.12 Compensation

Members of the Board of Directors other than officers and employees shall receive no compensation for their services but, by resolution of the Board, may be reimbursed for expenses incurred while acting on behalf of the corporation. No more than 49% of the individuals comprising the Board of Directors shall be 'financially interested persons' as described in Article II of the corporation's Conflict of Interest Policy.

5.13 Executive Committee

By a vote of the majority of all the Directors (Board Members) in office, the Board of Directors may designate an Executive Committee consisting of the Chair, Vice-Chair and one other board member which shall have authority to act for the Board of Directors in between meetings of the full Board; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or

removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; fixing the compensation of the Directors for serving on the Board or a committee; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it or the director by law, The Board of Directors may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the Chair. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

ARTICLE VI OFFICERS

6.1 Number

The officers of the corporation shall be a Chair, Vice-Chair, Executive Director, Secretary, and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The duties of any such officers and assistant officers shall be fixed by the Board of Directors, or by the Chair if authorized to do so by the Board of Directors, but to the extent not so fixed, shall be those customarily exercised by corporate officers holding such offices.

6.2 Chair and Vice-Chair

The Chair and Vice-Chair shall be elected by the Board of Directors by majority vote. They shall normally serve one year. They may be re-elected. The term of office of either officer shall terminate upon the effective date of his or her resignation; upon his or her death; or upon a majority vote of the Board of Directors to remove him or her from office. Any vacancy created thereby shall be filled by the Board of Directors from among its members.

The *Chair* shall convene Board meetings, shall preside or arrange for other members of the Executive Committee to preside meetings in the following order: vice-chair, secretary, treasurer.

The *Vice-Chair* shall chair committees on special subjects as designated by the Board. The Vice-Chair shall serve as Chair whenever the Chair is unable to so serve.

6.3 Executive Director

The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals, mission and purposes. The Executive Director shall attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Executive Director serves at the pleasure of the Board.

The Executive Director position, when vacant, may be filled on an interim basis by appointment of the Chair to the position. A permanent Executive Director shall be selected by majority vote of the Board of Directors from among applicants for the position. Such applicants shall be solicited from the membership and elsewhere at least two months prior to filling of the vacancy.

6.4 Treasurer and Secretary

The offices of Treasurer and Secretary shall be filled by appointment of the Board of Directors. The Treasurer and Secretary, who may but need not be members of the Board of Directors, shall serve one year terms. The term of office may be changed from time to time by the Board. An individual may serve as Treasurer or Secretary for succeeding terms without limitation. The term of office of Treasurer or Secretary shall terminate upon the effective date of his or her resignation submitted orally or in writing to the Board of Directors; upon his or her death; or upon a majority vote of the Board to remove him or her from office. Any vacancy created thereby shall be filled by the Board of Directors.

The *Secretary* shall be responsible for keeping records of Board actions, overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that records are maintained.

The *Treasurer* or *Executive Director* shall make a report at each physical Board meeting, at least once a year. The Treasurer shall assist the Executive Director in the preparation of the budget, help with fundraising plans, and make financial information available to Board members and the Etudes community. An annual budget report shall be presented to the Board showing income and expenditures. The Board must approve the budget. Expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee.

ARTICLE VII OFFICES

7.1 The principal office of the Etudes Corporation shall be located in California.

ARTICLE VIII COMMITTEE FORMATION

8.1 The Board of Directors may create standing or other committees as needed, such as fundraising, marketing, data collections, public relations, etc. The Board Chair appoints all committee chairs. Committees may be created and disbanded at the desire of the Board.

ARTICLE IX AMENDMENTS

9.1 The Bylaws or the Articles of Incorporation may be amended in whole or in part by a two-thirds majority vote of the Board of Directors except as otherwise specified for special circumstances in these Bylaws or provided by California law. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements for review. All amendments must be discussed at a Board meeting prior to the one at which they are voted on.

ARTICLE X PUBLICATIONS

10.1 The Executive Director shall prepare an annual report of activities and such special bulletins and reports as are deemed necessary.

Article XI SALARIES, CONTRACTS, CHECKS AND DEPOSITS

11.1 **Salaries.** The Board of Directors shall hire and approve the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

11.2 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation who are not specifically so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; provided that such authorization shall be confirmed by written resolution.

11.3 **Checks.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Those who have check signing ability for the corporation shall be bonded.

11.4 **Deposits.** All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

11.5 **Contributions and Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation. The Board of Directors may establish a gift acceptance policy.

Article XII BOOKS AND RECORDS

12.1 **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors.

ARTICLE XIII MISCELLANEOUS PROVISIONS

13.1 **Fiscal year.** The annual accounting period of the corporation shall be determined by the Board of Directors.

13.2 **Parliamentary Authority.** The rules of parliamentary procedure in "Robert's Rules of Order, Revised", shall govern the proceedings of the meetings of this corporation, subject to all other rules contained in the Articles of Incorporation and Bylaws and not including the rules against proxy voting.

13.3 **Severability.** Each of the sections, subsections and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any of the other sections, subsections or provisions.

13.4 **Website.** Etudes shall maintain a publicly accessible Web site (the "Website"), which may include, among other things, (i) a calendar of scheduled meetings of the Board, Committees and Work Groups; (ii) a docket of all pending project development matters, including their schedule and current status; (iii) specific meeting notices and agendas as described below; (iv) information on Etudes financial contributors, grants, and related matters; (v) announcements about Etudes meetings, events, and activities of interest to significant segments of the Etudes community; (vi) other information of interest to the Etudes community.

At the Board meeting of June 25, 2008, the following Etudes Board of Directors Conflict of Interest Policy was adopted. This version is being incorporated in the Etudes By-Laws.

**Etudes Board of Directors
Conflict of Interest Policy**

**Article I
Purpose**

The purpose of the conflict of interest policy is to protect this non-profit organization's ("Organization") interest when it is contemplating entering into a transaction or an arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II
Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. 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/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. Similarly, any other interested persons with a possible conflict of interest pertaining to a financial interest shall also leave the meeting.
- b.** The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to the conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the person 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 governing board's or committee'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 with the proceedings.

Article V Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation and on voting on other members' compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation and on voting on other members' compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms 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 the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations confirm to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATION

These bylaws were approved by the Board of Directors by unanimous vote on March 4, 2009. Minor modifications were made by unanimous vote on May 13, 2016.



Eric Ichon, Chair