

EDUCAUSE Bylaws

As of October 20, 2024

Article I: Name and Principal Office

Section 1. *Name.* The name of the Corporation shall be EDUCAUSE. The Corporation may adopt such trade names as the Board of Directors shall from time to time determine. All uses of the name of the Corporation and all trade names must be approved by the Board of Directors.

Section 2. *Registered Office.* The registered office of the Corporation shall be located in Washington, the District of Columbia.

Section 3. *Other Offices.* The Corporation may have offices and places of business in such other places within and without the District of Columbia as the Board of Directors may from time to time determine.

Section 4. *Governing Law.* The corporate affairs of the Corporation shall be governed by the provisions of the District of Columbia Nonprofit Corporations Act as may be amended from time to time, or its successor.

Article II: Members

Section 1. *Regular Members.* Higher education institutions and such other agencies that, as determined in the discretion of the Board of Directors, contribute to the accomplishment of the purposes of the Corporation, meet the established criteria, and are current in their applicable dues can qualify as Regular Members. However, no institution or agency shall be eligible for membership if its membership would disqualify the Corporation from tax exemption under Section 501(c)(3) of the Internal Revenue Code of the United States as from time to time is in force. As set forth in the Articles of Incorporation, Regular Members shall be entitled to vote for the election of Directors in accordance with Article V of the Bylaws but shall not be entitled to vote on any other matters.

Section 2. *Associate Members.* Corporations and organizations that, as determined in the discretion of the Board of Directors, contribute to the accomplishment of the purposes of the Corporation and meet the established criteria may be admitted as Associate Members, provided that no corporation or other organization shall be eligible for membership if its membership would disqualify the Corporation from tax exemption under Section 501(c)(3) of the Internal Revenue Code of the United States as from time to time is in force. Associate Members shall not have any voting rights.

Section 3. *Additional Classes of Members.* In accordance with the Articles of Incorporation, the Corporation may have additional classes of members without voting rights, which the Board may create by a Bylaw amendment that establishes the qualifications, rights, and obligations of any

such new membership classes. Only by amendment to the Articles of Incorporation can the Board of Directors establish additional classes of members with voting rights.

Section 4. *Dues.* The Board of Directors in its sole discretion establishes the structure of dues to be paid by members.

Section 5. *Membership Term.* The term of membership shall begin upon the Corporation's approval of a membership application and shall terminate when a member: (a) resigns, by providing written notice of resignation to the Corporation; or (b) no longer meets the relevant membership criteria (e.g., nonpayment of dues, fails to support the Corporation's purposes), as determined under policies and procedures established by the Board of Directors.

Section 6. *Termination of Membership.* Notwithstanding any other provisions of these Bylaws, the Board of Directors may terminate the membership of any member of the Corporation at any time, with or without cause, by a majority vote of the Directors then in office.

Section 7. *Membership Policy.* The Board will maintain a membership policy and develop it in accordance with the previous sections.

Article III: Member Representatives and Participation

Section 1. *Primary Representative.* Each member shall designate a Primary Representative to serve as its contact for official business and related communications with the Corporation. The Primary Representative of a Regular Member shall be entitled to exercise the voting right of that Regular Member.

Section 2. *Member Representatives.* Each Regular Member may designate Member Representatives whose number, duties, privileges, and responsibilities shall be determined by policy of the Board of Directors. Primary Representatives shall be Member Representatives. To qualify as a Member Representative, an individual must have their primary employment with a Regular Member unless otherwise qualified by Corporation policy as approved by the EDUCAUSE Board of Directors.

Section 3. *Communication with Members.* The Primary Representative for each member shall be the channel for all official business and related communications between such member and the Corporation and shall serve in that capacity until the Corporation is notified in writing by the member of a successor thereto. Any communication with a Primary Representative shall constitute communication with such member.

Section 4. *Autonomy of Members.* Membership in this Corporation shall in no way infringe upon the autonomy of any member. Likewise, membership in this Corporation shall not be regarded as conflicting with participation by members in any other organization.

Section 5. *Distribution of Information.* Material submitted by members for redistribution through Corporation channels is received with the understanding that the member has the right to submit

such material, that the material is not classified in nature, and that it is being provided only for members' use, unless other characteristics or restrictions are noted in writing.

Article IV: Meetings of Members

Section 1. *Business Meetings.* A business meeting of the members shall be held during each calendar year at such time and place, either within or outside the District of Columbia, as shall be designated by the Chair of the Board of Directors.

Section 2. *Special Meetings.* Special meetings of the members may be held at any time or place pursuant to a call signed by the Secretary on written application of not less than 10 percent of the Regular Members or by the Chair of the Board of Directors. Calls for special meetings shall specifically state the time, place, and purpose thereof.

Section 3. *Conduct of Meetings.* Annual or special member meetings may be held by teleconference or electronically, with the authorization of the Board.

Section 4. *Notice of Business and Special Meetings.* Written or printed notice stating the place, day, and hour of the business meeting shall be delivered neither less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail, by facsimile transmission, or by electronic communication, by or at the direction of the Chair, the Secretary, or the Officers or persons calling the meeting, to each member entitled to vote at such meeting. For special meetings, such notice shall be provided not less than five (5) days prior to the meeting and include the purpose or purposes for which the meeting is being called. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member's Primary Representative at the representative's address as it appears on the records of the Corporation. If sent by facsimile or electronic communication, such notice shall be deemed to be delivered when sent.

Section 5. *Waivers of Notice.* Whenever any notice is required to be given to any member under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent of giving such notice. The presence of any member at a meeting, in person or by proxy or by electronic means of attendance, without objection to the lack of notice of such meeting, shall also waive notice by such member.

Section 6. *Quorum.* A quorum for the transaction of business at any meeting of the members shall be at least one-tenth of the votes entitled to be cast represented in person or by proxy.

Section 7. *Proxies.* A member may vote by proxy executed in writing given to another representative of their institution, to another Primary Representative of a Regular Member, or to the Secretary of the Corporation. Such proxy shall be valid only for that meeting.

Section 8. *Action without a Meeting.* Any action required or permitted to be taken by the members at a meeting may be taken without a meeting if a consent in writing, setting forth the

action so taken, shall be signed by all of the members entitled to vote. Such written consents have the force and effect of a unanimous vote of the members.

Section 9. *Chair of Meetings.* The Chair of the Board of Directors shall preside over all annual and special meetings of members.

Article V: Board of Directors

Section 1. *Generally.* The affairs of the Corporation shall be overseen by the Board of Directors. The Board of Directors may exercise all the powers of the Corporation.

Section 2. *Number and Types of Directors.* The number of Directors shall not be less than nine (9) and shall be determined by the Board. A majority of the Board shall be composed of Elected Directors, who must be Member Representatives of Regular Members. The President and Chief Executive Officer of the Corporation shall serve as a nonvoting member of the Board of Directors. The remaining Directors shall be Directors-at-Large.

Section 3. *Election of Elected Directors.* Elected Directors shall be elected by the Regular Members. In the sole discretion of the Board of Directors, the election of Elected Directors shall be held either (i) by electronic voting preceding the annual meeting of the members; or (ii) at the annual meeting of the members. In the rare situation in which a member cannot vote electronically, a mail ballot will be accepted. Directors shall be elected by a plurality of votes of Regular Members.

Section 4. *Appointment of Directors-at-Large.* Directors-at-Large shall be nominated to serve by a member of the Board of Directors and appointed by a majority vote of the Board. Directors-at-Large need not be representatives of, or affiliated with, Regular Members. The Board of Directors shall appoint successors to outgoing Directors-at-Large prior to the last regular Board meeting of the year such that an appointee may take their seat on the Board at that meeting.

Section 5. *Terms and Reelection of Directors.* The terms of Elected Directors and Directors-at-Large shall be approximately four (4) years. A Director's term shall begin at the first regular Board meeting following their election or appointment. It shall end after the final regular Board meeting held in their final year of service and once a successor has been elected or appointed and qualified. Each type of Director shall be eligible to serve one additional term after a break in service of at least four (4) years. An individual Director's term of service may be changed on a case-by-case basis with (a) the approval of the Chair and President/CEO and (b) a majority vote of the board.

Section 6. *Compensation of Directors.* Directors shall not receive any compensation for services rendered to the Corporation as Directors but may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation as authorized by resolution of the Board.

Section 7. *Resignation and Removal of Directors.* Any Director may resign from the Board by sending their written resignation to the Chair, Secretary, or Board of Directors by mail, by facsimile transmission, or by electronic communication. Such resignation shall be effective as of

the date specified by the Director in their resignation; if the date the resignation is to take effect is not specified, then the resignation shall be effective as of the date it is received by one of the identified parties. A Director may be removed with or without cause at any time by majority vote of the Directors in office whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that the Directors have at least twenty-one (21) days' notice of the proposed removal and the Director at issue has an opportunity personally to address the Board.

Section 8. *Vacancies.* Vacancies shall be filled for the unexpired term by majority vote of the remaining members, though less than a quorum of the Board. In the event of a vacancy pursuant to this section, the number of Directors-at-Large serving on the Board may exceed the number of Elected Directors until such time as the Board appoints a new Member Representative of a Regular Member to fill the Elected Director vacancy. A Director appointed to fill an Elected Director vacancy shall be considered an Elected Director.

Section 9. *Standard of Conduct.* Directors must act in good faith, with care, and in the best interests of the Corporation. A Director must disclose to other Directors all material information not already known to them, absent a legal responsibility of confidentiality.

Section 10. *Policy and Procedures for Board.* The Board will maintain online for its members a policy and procedures document on nomination, elections, appointment, and onboarding, as well as the roles and responsibilities of Board members.

Section 11. *Voting.* In all cases where the Board votes either as a whole or in committee, a motion will pass if it has a majority of the votes. A tie vote is the same as a vote against passage of the motion.

Section 12. *Attendance.* Any Board member missing more than half of the Board's meetings or a committee's meetings over a one-year period may have their membership reviewed by the Executive Committee. The Executive Committee may make a recommendation to the Board to remove the member in the Board's sole discretion.

Article VI: Board Meetings

Section 1. *Quorum of Directors and Action by the Board.* A majority of the number of Voting Directors in office shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 2. *Meetings of the Board.* Meetings of the Board of Directors may be held at such place within or without the District of Columbia and upon such notice as may be prescribed by a resolution of the Board of Directors.

Section 3. *Notice and Waiver.* Whenever written notice is required to be given to any Director, it may be given to such Director either personally or by mail, by facsimile transmission, or by electronic communication to the address supplied by the Director to the Corporation for the purpose of notice. Whenever notice is required, a waiver thereof in writing signed by the

Director or Directors entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Further, a Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the lack of notice about the meeting. Directors shall be given at least ten (10) days' notice of Board meetings, except in emergencies as declared by the Chair with the concurrence of the Officers of the Corporation; under such circumstances, the Chair may call an emergency meeting of the Board without any set period of prior notice.

Section 4. *Action without a Meeting.* Any action that may be taken at a meeting of the Board of Directors may be taken without an in person or video/telephonic meeting if every member consents in writing (by email or similar method).

Section 5. *Participation.* The Directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or by any means of communication, including electronic communication, by which all persons participating in the meeting are able to hear each other, and such participation shall constitute presence in person at the meeting.

Section 6. *Proxies.* There shall be no proxy voting by the Directors.

Article VII: Officers

Section 1. *Officers.* The Officers of the Board shall be the Chair, Vice Chair, Secretary, and Treasurer of the Board of Directors, who, along with the President and Chief Executive Officer of the Corporation, constitute the Officers of the Corporation. The Board of Directors may in its sole discretion designate additional Officers. All Officers except the President and Chief Executive Officer must be selected from among the Directors. The President and Chief Executive Officer and the Treasurer may not be the same person.

Section 2. *Selection and Term.* The Board of Directors shall select the Officers of the Board at the Board's final regular meeting of the year. Officer selection shall be based on a majority vote of those Directors whose terms do not expire at the conclusion of the meeting. Officers shall serve approximately one-year terms, from the conclusion of the meeting at which they are elected to the final regular meeting of the next year, and until their successors are selected and qualified. Officers may succeed themselves without limitation. The Chair and Vice Chair must have served at least one year on the Board before they may be elected to those offices. Board officers will continue in their roles until a new officer is appointed even if their term expires prior to that appointment.

Section 3. *Resignation and Removal of Officers.* Any Officer may resign from their office by sending their written resignation to the Chair, Secretary, or Board of Directors by mail, by facsimile transmission, or by electronic communication. Such resignation shall be effective as of the date specified by the Officer in their resignation; if the date the resignation is to take effect is not specified, then the resignation shall be effective as of the date it is received by one of the identified parties. Any Officer may be removed with or without cause by a majority vote of the members of the Board of Directors. Upon the resignation or removal of an Officer from their

position, the Board will select a replacement from among its number by a majority vote to complete the Officer's term.

Section 4. *Duties of Officers.* The Officers shall have such duties in connection with the operation of the Corporation as generally pertain to their respective offices, as described below, as well as such powers and duties as from time to time may be delegated to them by the Board of Directors. The President and Chief Executive Officer and the individuals they hire to perform the day-to-day operations of the Corporation, which individuals may be given proper executive titles, including Officer titles, shall not be governed by the provisions contained in this article.

Section 5. *Chair.* The Chair shall preside at all meetings of the Board of Directors unless the Chair or the Board designates another person to preside and, subject to the supervision of the Board of Directors, shall perform all duties customary to the office of the Chair. Those duties include presiding at all business or special meetings of the members as specified in Article IV, Section 9, of these Bylaws.

Section 6. *Vice Chair.* In the event the Chair is unable to serve or perform duties delegated to the Chair, the Vice Chair shall serve in the Chair's place. The Vice Chair also serves as the liaison between the Board and the Corporation's Nominations Committee, which is the member body charged by the Board with overseeing the process for nominating candidates to serve as Elected Directors. The Vice Chair may have such additional duties as delegated to them by the Board of Directors or the Chair.

Section 7. *Secretary.* Either directly or through designated Corporation staff, the Secretary shall be responsible for: (i) the minutes of the meetings of the Corporation, including the meetings of the Executive Committee; (ii) service of all official notices of the Corporation; (iii) retention of the books and records of the Corporation, which may be in digital form; and (iv) all other duties as may be directed from time to time by the Board of Directors. In the absence of the Secretary at any meeting, a Secretary *Pro Tempore* shall be appointed by the Presiding Officer.

Section 8. *Treasurer.* Subject at all times and in all respects to the direction and approval of the Board of Directors, and subject to the terms of any gift, bequest, or devise made to the Corporation, the Treasurer shall, either directly or through designated Corporation staff, have the custody of and be responsible for all funds of the Corporation; periodically monitor the disbursement of such funds as ordered by the Board of Directors; and require full and accurate records and accounts in books belonging to the Corporation showing the transactions thereof, its accounts, liabilities, and financial condition. The Treasurer shall render or have rendered a statement of the condition of the finances of the Corporation at each regular meeting of the Board and at such other times as the Board shall require. The Treasurer shall provide or arrange to have provided a full financial report to the Board annually. The Treasurer shall do and perform all other duties pertaining to the office of Treasurer as ordered by the Board of Directors. The Treasurer shall serve as a member of the EDUCAUSE Corporate Fiduciary Committee.

Section 9. *Standard of Conduct.* An Officer must act in good faith, with care, and in the best interests of the Corporation. An Officer must disclose to the Board all information the Officer

has learned while carrying out their duties that is material to the Board in carrying out its responsibilities. An Officer has an obligation to inform a Superior Officer or the Board if the Officer believes that another person has or is likely to engage in a breach of duty to the Corporation or in a material violation of law involving the Corporation.

Article VIII: President and Chief Executive Officer

The Board of Directors may employ a President and Chief Executive Officer. The President and Chief Executive Officer shall employ such individuals, agents, and consultants as they deem desirable. The President and Chief Executive Officer shall serve on the Board of Directors as an ex officio nonvoting member.

Article IX: Committees and Task Forces

Section 1. *Committees with Governance Authority.* The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees and their members. Such resolution shall also specify the duties and authority of the committee and the number of Directors to be appointed to the committee. Only Board members may serve on governance committees. The Board by resolution approved by a majority of the Directors in office shall name the members of the committees. Each committee shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing, or removing any member of any committee or any Director or Officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; 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 or any individual Director of any responsibility imposed thereon by law.

Section 2. *Committees without Governance Authority.* The Board of Directors may create and delegate responsibilities to committees, task forces, subcommittees, advisory panels, and such other groups identified by the Board to work in areas of significant interest to the Corporation. Such committees, task forces, subcommittees, advisory panels, and other groups not having and exercising the authority of the Board of Directors in the management of the Corporation need not be composed of Directors or Members of the Corporation.

Article X: Indemnification

Any person made a party to any action, suit, or proceeding, whether civil, administrative, or criminal, by reason of the fact that such person, their testator or intestate, is or was a member of the Board of Directors or an Officer, member, employee, or agent of the Corporation or of any

corporation of which such person served at the request of the Corporation, may be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it is adjudged in such action, suit, or proceeding that such Director, Officer, member, employee, or agent is liable for negligence or misconduct in the performance of their duties to the Corporation. The Board, by resolution, may also indemnify any such Director, Officer, member, employee, or agent for any damages awarded in any such action, suit, or proceeding if it makes a specific finding that the Director, Officer, member, employee, or agent believed in good faith that they were acting in the matter in the best interests of the Corporation. The Board may, but is not required to, purchase insurance to satisfy any indemnification hereunder.

Article XI: Conflict of Interest

It is the policy of the Corporation and its Board of Directors that the Corporation's Directors, Officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. Directors, Officers, and employees will make an annual disclosure to the Board and the Chief Executive Officer if they have any possible conflicts of interest. The disclosure should be made available to all the members of the Board. The Board and Officers recognize that a conflict of interest can violate a Directors duty of loyalty and that conflicts should be disclosed and a Director with a conflict should abstain from voting if a conflict exists. The Board will develop policies and procedures to avoid conflicts that will be maintained in the organization's policy and procedure manual.

Article XII: Miscellaneous

Section 1. *Fiscal Year.* The fiscal year of the Corporation shall be from July 1 through June 30.

Section 2. *Financial Matters.* All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by such Officers, employees, agents, or persons and in such manner as the Board of Directors shall from time to time direct by resolution.

Section 3. *Instrument Execution.* When the execution of any membership certificate, contract, conveyance, or other instrument has been authorized without specification of the Executing Officers, the Chair and the Secretary shall execute the same in the name and on behalf of this Corporation and may, where required by law or authorized by the Board of Directors, cause the corporate seal to be affixed thereto. The Board of Directors shall have power to designate the Officers and agents who shall have authority to execute any instrument or class of instruments on behalf of this Corporation.

Section 4. *Other Rules.* The Board of Directors may, by resolution entered in the minutes of its meetings, provide for other and further rules for the conduct of the affairs of this Corporation not inconsistent with these Bylaws. The usual parliamentary rules as laid down in "Robert's Rules of Order," as revised, shall govern all deliberations of the Corporation and its committees, except as may be otherwise provided in these Bylaws or other rules of the Corporation or its committees.

Section 5. *Amendments.* The Articles of Incorporation and Bylaws of this Corporation may be amended by majority vote of the Board of Directors.

January 16, 1998
Revised June 12, 1998
Revised August 6, 1999
Revised October 10, 2000
Revised April 18, 2002
Revised May 1, 2003
Revised October 8, 2006
Revised February 4, 2010
Revised May 6, 2010
Revised May 11, 2011
Revised June 4, 2013
Revised September 28, 2014
Revised March 29, 2016
Revised February 27, 2019
Revised October 13, 2019
Revised February 25, 2020
Revised October 25, 2021
Revised June 22, 2022
Revised October 20, 2024