

**FOUNDATION FOR INFORMATION TECHNOLOGY EDUCATION  
BYLAWS**

**ARTICLE I**

**NAME AND OFFICE**

1. **NAME** - The name of this corporation shall be Foundation for Information Technology Education.
2. **OFFICE** – The principal office of the Foundation for Information Technology Education shall be in Cook County, Illinois. The Foundation for Information Technology Education may have such other offices as may from time to time be designated by the Board of Directors.

**ARTICLE II**

**OBJECTIVES**

The Objectives of this Foundation are:

- a. To provide educational programs and services for information technology professionals, educators, the computer industry, business, government, or the general public.
- b. To determine the needs and desires of information technology professionals with regard to professional education and development.
- c. To develop and implement educational courses and information technology programs that will meet the needs and desires of information technology professionals.
- d. To encourage the information technology profession in the development and adoption of technical and managerial information technology standards and preferred practices.
- e. To develop and implement educational programs for information technology personnel self-evaluation.
- f. To develop and implement educational programs for the evaluation of hardware, software and managerial systems.
- g. To assist educational institutions in the development of effective business information technology curricula.

- h. To develop and release publications that support the attainment of the objectives of the Foundation.
- i. To provide funding sufficient to implement these objectives.

### **ARTICLE III**

#### **MEMBERSHIP**

The Foundation shall have no members.

### **ARTICLE IV**

#### **BOARD OF REGENTS**

1. *Board's Name and Authority* – The Board of Directors of this Foundation shall be referred to as the Board of Regents and each member of the Board shall have the title of Regent. The Board of Regents shall have supervision, control and direction of the affairs of the Foundation, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents, as it may consider necessary.
2. *Selection* – the Board of Regents shall have six members. Each year the number of Regents equal to that of those whose terms are about to expire shall be appointed no later than December 31, by the then president-elect of AITP for a term of three years. Regents shall, upon appointment, enter upon the performance of their duties for the term of three years, after appointment, commencing on January 1 until December 31 of the third year thereafter and shall continue in office until their successors shall be duly appointed and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term. No person shall serve more than two consecutive three-year terms as a member of the Board of Regents. A Regent filling an unexpired term may then be appointed to two full terms as a member of the Board of Regents.
3. *Qualifications* – Four members of the Board of Regents must be practicing *information technology* professionals, educators or researchers and the remaining two members may be appointed without regard to profession. Four of the Regents shall be selected from among the membership of AITP and the remaining two shall be selected without regard to AITP membership

4. *Meetings* –
  - 4.1 Regular meetings of the Board of Regents shall be held annually. One Regular meeting shall be held prior to the end of the year for the purpose of electing officers, approving the annual budget and such other business as may be brought before it.
  - 4.2 Special meetings may be called by the president at any time, or shall be called upon written request submitted to the President by not less than three Regents.
  - 4.3 Notice of any regular, special or adjourned meetings of the Board of Regents shall be given at least five business days prior to the meeting by written notice delivered personally, by phone or sent by mail or electronically to each of the Regents at the Regents last known address as shown on the Foundation's records
  - 4.4 The president shall preside at all meetings of the Board of Regents.
5. *Voting* – Except as otherwise specifically provided in these bylaws, all decisions at any meeting of the Board of Regents or of any committee of which there is a quorum shall be a majority of those present. Each Regent shall have one vote.
6. *Quorum* – Two thirds of those eligible to vote shall constitute a quorum at any meeting of the board. Any lesser number may adjourn from time until a quorum be present.
7. *Compensation* – Regents shall not receive any compensation for their services as Regents, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Foundation.
8. *Resignation or Removal* – Any Regent may resign at any time by giving written notice to the president or the Board of Regents. Such resignations shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the president or the Board. Any Regent may be removed by a majority vote of the Board of Regents at any regular or special meeting at which a quorum is present.

*Vacancies* – Any vacancies that may occur on the Board of Regents may be filled by the appointment of the then president of AITP for the unexpired term.

## **ARTICLE V**

### **OFFICERS**

1. *Elective Officers* – The officers of the Foundation shall be a president, a vice president, a secretary and a treasurer. These officers shall be elected annually by the Board of Regents at a regular meeting held in the fourth quarter of each year for officers for the subsequent year. Election shall be by ballot and a majority of the votes cast shall elect. Each elective officer shall take office upon the first day of the year and shall serve for a term of one year and until their successor is duly elected and qualified. No officer may serve in the same office for more than three consecutive terms.
  - 1.1 President – The president shall be the principal executive officer of the Foundation, and shall, in general, perform all duties incident to the office of president and have such other powers and shall perform such other duties as the Board of Regents may from time to time assign. The president shall be an ex-officio member of all committees.
  - 1.2 Vice President – At the request of the president or in the event of the president’s absence or inability to act, the vice president shall perform any and all of the duties of the president. In addition, they shall have such other powers and shall perform such other duties as the Board of Regents may from time to time assign.
  - 1.3 Secretary—the secretary shall keep the minutes of all meetings of the Foundation; see that all notices are duly given in accordance with the provisions of these bylaws; shall perform all duties of the secretary as outlined in the General-not-for-Profit Corporation Act of the State of Illinois. The secretary shall be responsible for the content and accuracy of the Foundation’s website. It is envisioned that the maintenance of the website would be outsourced and would be performed under the direction of the secretary.
  - 1.4 Treasurer—the treasurer shall keep an account of all monies received and expended; make disbursements authorized by the Board of Regents; keep such other books and records as may be necessary, monitor the investments of the Foundation and shall perform such other duties as the Board of Regents shall from time to time assign. The Board may choose to hire bonded firms to carry out some of the duties of the Treasurer under the direction of the Treasurer.
2. *Vacancies* – Vacancies in any office may be filled for the balance of the term by the Board of Regents at any regular or special meeting, or by mail ballot.

## ARTICLE VI

### COMMITTEES

1. *Appointment* – The president, subject to the approval of the Board of Regents, shall annually review the need for, name and appoint such standing, special or subcommittees as may be required by the bylaws or as the president may find necessary.
2. *Rules and Regulations* – The Board of Regents shall establish such rules and regulations as may be necessary for such committees, including meeting procedures and the like.

## ARTICLE VII

### MISCELLANEOUS

1. *Rules of Order* – “Robert’s Rules of Order, revised,” most recent edition shall govern all deliberations when not in conflict with these bylaws.
2. *Seal* – The Foundation seal shall be of such design as the Board of Regents shall adopt.
3. *Limitations* – Nothing in these bylaws shall constitute Regents or the Foundation as partners for any purpose. No Regent, officer, employee or agent of this Foundation shall be liable for the act or failure to act on the part of any other Regent, officer, employee or agent of the Foundation. Nor shall any Regent, officer, employee or agent be liable for his acts or failure to act under these bylaws, excepting only acts or omissions to act arising out of his willful negligence.
4. *Dissolution* – The Foundation shall use its funds only to accomplish the objectives and purposes specified in these bylaws. On dissolution of the Foundation, any funds remaining shall be distributed in accordance with the Articles of Incorporation.
5. *Indemnification* – The Foundation shall indemnify and hold harmless each person who is now or shall hereafter serve as a Regent, officer, employee or agent of the Foundation from and against any and all claims and liabilities, whether the same are settled or proceed to judgement, to which such person shall have become subject by reason of his having heretofore or hereafter been a Regent, officer, employee or agent of the Foundation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Regent, officer, employee or agent, and shall reimburse each such person for all legal and other expenses, (including the cost of settlement) reasonably incurred by him in

connection with any such claim, liability, suit, action or proceedings; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs of expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of his own negligence or willful performance of his duties as such Regent, officer, employee or agent. The determination of all questions as to the existence of negligence or willful misconduct, as to the right to indemnity and reimbursement hereunder and the reasonableness of such costs and expenses, may be made, and shall be final and conclusive if made by the Board of Regents acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so effected). The rights accruing to any person under the provisions of this section shall not exclude any other right to which he may be lawfully entitled, or shall anything herein contained restrict the right of the Foundation to indemnify or reimburse such persons in any case even through not specifically provided for herein.

6. *Fiscal Year* – The fiscal year of the foundation shall be set by resolution of the Board of Regents.

## **ARTICLE VIII**

### **AMENDMENTS**

1. These bylaws may be amended, repealed or altered, in whole or in part, by a majority at any duly organized meeting of the Board of Regents provided that a copy of any amendment proposed for consideration shall be mailed to each Regent at least ten days prior to the date of the meeting.
2. No amendments to these bylaws shall become effective without the prior written approval of the Executive Committee of AITP.

Approved by the Board of Regents, June 13, 1975

Amended 2/77

Amended 11/84

Amended 11/92

Amended 6/2005

Amended 6/95

Amended 12/8/96

Amended 6/99