

WEMTA Bylaws
Approved by the WEMA Board 12/2/2006
Approved by the WEMA Membership Meeting March 27, 2007

Article I: Purpose

The purpose of the Wisconsin Educational Media and Technology Association (WEMTA) is to embrace individuals involved in the support, utilization, and integration of information, communication, and technology and to advance their efforts to improve student growth and achievement by:

- Providing programs and services that enhance the professional growth of all members.
- Representing information, communication, and technology interests to the general public, policymakers, and the educational community.
- Advocating our members' role as instructional leaders and key players within the educational community.
- Promoting leadership and advocacy for information access, intellectual freedom and life-long learning.
- Advancing Association goals through cooperation with related organizations and associations having similar interests and purposes.

Article II: Membership and Dues

2.1 Members and Membership. Membership in the Association will consist of any individual, institution, or business that pays the annual dues stipulated by the Association.

The Association shall define the categories of membership along with their associated rights and privileges in the Association's Membership Policies.

For purposes of these Bylaws, the term "Member" or "Members" shall refer only to those individuals who have voting rights in the Association; the term "membership" shall refer to all categories of members.

2.2 Dues. Dues for Members shall be determined by the Board (see section 4.2b).

2.3 Voting Rights. Each Member is entitled to one vote. A Member's right to vote shall cease upon lapse of membership for failure to pay dues or by resignation, expulsion or suspension pursuant to § 181.0620, Wis. Stats.

Article III: Member Meetings

3.1 Annual Meeting. The annual meeting of the Members (the “Annual Meeting”) shall be held at a time and place to be fixed by the Board (see Article IV) typically in conjunction with the Association’s Annual Conference.

3.2 Special Meetings. Special meetings of the Members may be held at the call or the request of the President, a majority of the Board or at the request of at least ten percent (10%) of the Members.

3.3 Attendance and Voting. The attendance at the Annual Meeting and any Special Meeting is open to all Members. All matters submitted to the Members are determined by a majority vote of those present and voting.

3.4 Quorum. Except as otherwise provided in these Bylaws, the presence in person of at least ten percent 10% of the Members constitutes a quorum at all meetings of the Members.

3.5 Conduct of Meetings. The President shall preside over all meetings of the Members. The Secretary shall keep the minutes of the meeting and record in a minutes’ book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting. All meetings shall be conducted pursuant to an agenda and in accordance with common parliamentary procedure.

3.6 Electronic/mail Voting. Procedures for conducting a mail or electronic voting shall be set forth in the Policies and Procedures Manual in accordance with state law.

3.7 Notice of Meetings. The Association shall give notice of the Annual Meeting and all special meetings to all of the membership through communication as determined by the Board, including the Association’s website and electronic correspondence. Notice of the time and place shall be given no less than twenty-one (21) and no more that sixty (60) days prior to the scheduled meeting.

Article IV: The Board

4.1 General Powers. The management, control and operation of the affairs and properties of this Association are vested in the Board of Directors. The Board is responsible for planning, coordinating, communicating and managing all Association activities.

4.2 Roles and Responsibilities of the Board. The Board of Directors shall 1) provide leadership and promote the business of the Association; 2) develop and approve an annual budget and otherwise manage the business and property of the Association; 3) develop and maintain a Policy and Procedures Manual for the Association; and 4) direct all Association activities except as otherwise provided by the Bylaws. Additionally, each Board member shall serve as a chair or liaison member to at least one association committee.

4.3 Board Membership. Board membership shall consist of 4 Officers and 12 elected Directors with voting privileges. A number of representatives of state agencies and affiliated organizations may serve as non-voting members of the Board.

4.4 Officers. The officers of the Association shall be President, President-Elect, Secretary, and Treasurer.

4.4.1 Election and Term of Office. Officers shall be elected by the Members. The Officers shall be selected from the slate of nominees put forth by the Election Committee pursuant to Section 4.7 of these Bylaws. The officers' terms shall be two (2) years. All terms of office shall begin at the adjournment of the Association's Annual Conference or May 1, whichever occurs first. Officers shall serve until their successors are elected or until an appointment is made by the Board except for the office of President, which shall be filled for the remainder of the term by the President-Elect. If vacancies occur in both the office of President and President-Elect within the same term, the Board shall elect a Director to serve as President for the remainder of the term. If President-Elect assumes the role of President mid-term, that individual may continue to serve as President for only one (1) term. Except for the President and President-Elect, officers shall serve no more than two (2) consecutive terms in a specific office. The President and President-Elect may only serve one (1) term. Having served two (2) consecutive two (2) year terms (or one term as President), the person may again become eligible for election after a lapse of one (1) year.

4.4.2 President. The President will preside at all meetings of the Board and the membership meetings. The President will have the necessary authority and responsibility for the administration of the affairs of the Association subject only to such Bylaws as may be adopted and such orders as may be issued by the Board. The President will advise and make recommendations to the Board relating to the operation and long-range planning of the Association. The President may sign with the Secretary or other proper officer of the Association authorized by the Board any deeds, bonds, contracts or other instruments which the Board has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

4.4.3 President-Elect. In the absence or inability of the President, the President-Elect will perform the duties of the President and will assume the office of the Presidency if the President is unable to serve. The President-Elect will succeed to the President following his or her full term as President-Elect unless the President-Elect was appointed to fill a vacancy in that position. The President-Elect will have such duties as may be prescribed by the Board or these Bylaws. The President-Elect will assist the President in the performance of his or her duties as the President directs.

4.4.4 Secretary. The Secretary will sign documents of the Association as required, perform such duties as may be assigned by the President, and will keep the minutes of the meetings of the Board in one or more books provided for that

purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records.

4.4.5 Treasurer. The Treasurer will be responsible for the custody of the funds and securities of the Association which will come into the Treasurer's hands, and will advise the Board respecting its financial condition and the handling of its monies and investments and perform such additional duties as may be assigned to the Treasurer by the President.

4.5 Directors. There shall be no more than twelve (12) individuals (each a "Director" or, collectively, the "Directors"). The twelve Directors shall consist of:

- four (4) individuals representing PK-12 library media services
- four (4) individuals representing PK-12 technology
- one (1) individual representing higher education; and
- three (3) At-large Directors.

4.5.1 Terms of Directors. Except for the first set of Directors under these Bylaws ("Initial Directors"), each Director shall serve a term of two (2) years and shall serve until his/her successor is elected.

Directors' terms of office shall begin at the adjournment of the Association's Annual Conference or May 1, whichever occurs first. Except for Initial Board members serving only one year who may serve an additional two consecutive terms if elected, no Director shall serve more than two (2) consecutive terms in the same position.

The terms of the Directors shall be staggered so that approximately one-half (1/2) of the Directors' terms expire each year. For the Initial Directors, the Directors may serve one (1) or two (2) year terms, as determined by resolution of the Board, to establish the staggered schedule. After the Initial Board, no Director shall serve more than two (2) consecutive terms. An individual may again become eligible for election after a lapse of one (1) year.

4.5.2 Election of Directors. The Directors shall be elected by the Members. The Directors shall be selected from the slate of nominees put forth by the Election Committee pursuant to Section 4.7 of these Bylaws. Each Member shall vote for the number of Directors to be elected to each category of the Board. The nominees with the greatest number of votes are elected.

4.6 Board Representatives. The Board may also include representatives of selected state agencies and affiliated organizations (e.g. DPI, ECB, WLA, ISTE, AASL, etc.) who shall attend all of the meetings of the Board but who shall have no vote. Board representatives must be Members of the Association. Qualifications for representatives and criteria for the selection process will be outlined in the Policy and Procedures Manual.

4.7 Nominations and Election of Officers and Directors. The President shall appoint an Election Committee of no less than five (5) but no more than seven (7) to be co-chaired

by the President-Elect and the Past-President. If the Past-President is unavailable, the President shall appoint a replacement or the President Elect may serve alone as the Chair, at the President's discretion. Director and Officer Nominees may be submitted by the membership, Directors, Officers, or any other interested persons. The Election Committee shall select a slate of candidates to fill the Officers positions outlined in Section 4.4 and Categories of Directors outlined in Section 4.5. The slate of candidates shall be submitted to the Board for approval. The accepted names shall be placed on a ballot and delivered to the Members. Members will have at least twenty-one (21) days to vote.

4.8 Resignation, Removal and Vacancies. A Board Member's resignation from the Board must be in writing and is effective when accepted by the Board.

A Board Member may be removed by (a) 2/3 majority vote of the Board or (b) 2/3 majority vote of the voting members present at an Annual Meeting or a Special Meeting.

If there is a vacancy on the Board for any reason, the Board will find a replacement until the next election as outlined in the Policies and Procedures Manual.

4.9 Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the President may designate, at such a place as the President may designate. Special meetings of the Board may be called by the President of the Association or by at least three (3) Directors/Officers at such time and place as the Officer or Directors calling the meeting may specify and in accordance with the notice requirements of this Article.

Unless otherwise determined by the Board by a majority vote of those present, all Board meetings shall be open to Members and minutes shall be provided to Members in a timely manner.

4.10 Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

In the event that a quorum is not present, official business may not be transacted; however, reports, discussions, and adjournment are permissible.

4.11 Compensation. Board members will not be paid compensation for their services; however they will be reimbursed for appropriate expenses related to Association business as identified in the Policies and Procedures Manual.

4.12 Meetings by Electronic Means of Communication. Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided simultaneous communications is possible among all board members. For Regular and Special Board Meetings (see 4.9) All requirements, such as meeting notice (see 4.13) or quorum (see 4.10), also apply to Board meetings conducted by electronic means of communication.

4.13 Notice. Board meetings must be preceded by at least forty-eight (48) hours electronic notice to each Board Member, or seventy-two (72) hours notice if notice is

given by mail or private carrier. A meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of Board Members is to be considered requires seven (7) days advance written notice. Written notice may be given electronically.

Article V: Executive Committee

5.1 General Powers. The Executive Committee shall manage the business of the Association between Board Meetings including the Board approved contracted services of the Association.

5.2 Membership. The Executive Committee shall be constituted as a subcommittee of the Board and consist of the Officers and a Director elected by the other Board Members.

5.3 Meetings. The Executive Committee shall meet as necessary to manage the business of the Association, or when requested in writing by three or more members of the Executive Committee. All meetings of the Executive Committee shall be open to members of the Board. The minutes of the Executive Committee shall be shared with the Board prior to the next Board meeting. Executive Committee meetings must be preceded by at least forty-eight (48) hours notice to each Board Member.

5.4 Quorum. A simple majority of the members shall constitute a quorum at any meeting of the Executive Committee.

Article VI: Standing and Special Committees

The Board may designate one or more Standing committees to address Association business. These committees shall be established to address issues that require attention over time. The Board may also designate one or more Special Committees to assist it in any capacity as it directs. All committees shall consist of one Officer or Director and at least one other Officer, Director and/or Member that has been named by the Board. The role and responsibilities of each Standing or Special Committee shall be set forth in the Association's Policies and Procedures Manual.

Article VII: Special Interest Groups (SIGS)

Any group of twenty or more Members may form Special Interest Groups (SIGS), which are consistent with the purposes of the Association and are approved by the Board. Membership in SIGS shall be open to all of the Association's membership. The SIGS shall at all times comply with the Association's Bylaws and report to the Board at least annually. Other policies and procedures related to SIGS shall be set forth in the Association's Policies. A SIG may be dissolved by the Board if it becomes inactive, if its membership reduces below twenty or if the SIG violates the provisions of this Article.

Article VIII: Contracts, checks, deposits, and funds

8.1 Contracts. The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers 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 Association, and such authority may be general or confined to specific instances.

8.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, will be signed by such officer or officers, agent or agents of the Association and in such manner as is to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments will be signed by the Treasurer and countersigned by the President or President-Elect of the Association.

8.3 Deposits. All funds of the Association will be deposited to the credit of the Association in such banks, trust companies or other depositaries as the Board may elect.

8.4 Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association.

8.5 Books and Accounts. The Association will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board. In addition, the Association will cause to be filed the necessary reports, tax returns or other documents as be required by law on its own behalf.

Article IX: Indemnification

9.1 Summary. The Association will indemnify any of its Officers, Directors, or Staff who act in good faith in carrying out their Association roles and responsibilities. Articles 9.2-9.8 reflect the wording required by Wisconsin statute.

9.2 Definitions: All capitalized terms used in this section shall have the meaning given to them in Section 181.0871 of the Wisconsin Statutes.

9.3 Mandatory Indemnification. This corporation shall indemnify a Director or Officer to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding for all reasonable Expenses incurred in the Proceeding if the Director or Officer was a party because he or she is a Director or Officer of this corporation.

9.4 Additional Indemnification.

Directors and Officers. In cases not included under Section 9.1, this corporation shall indemnify a Director or Officer against Liability incurred by the Director or Officer in a Proceeding to which the Director or Officer was a party because he or she is a Director or Officer of this corporation, unless Liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to this corporation and the breach or failure to perform constitutes any of the following:

A willful failure to deal fairly with this corporation in connection with a matter in which the Director or Officer has a material conflict of interest.

A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

A transaction from which the Director or Officer derived an improper personal profit, or Willful misconduct.

Employees and Agents. The corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder.

9.5 Method of Determining Indemnification. The method for determining the rights of the Directors, Officers, employees or agents to indemnification and reimbursement under Chapter 181 of the Wisconsin Statutes, or the bylaws of this corporation shall be as follows:

(a) By a majority vote of a quorum of the Board not at the time parties to the same or related Proceedings.

(b) If a quorum of disinterested Officers and Directors cannot be obtained, by independent legal counsel selected by a majority vote of the full Board, including Officers and Directors who are parties to the same or related Proceedings.

9.6 Expenses. Upon written request by a Director, Officer, employee or agent who is a party to a Proceeding, this corporation, in its discretion, may pay or reimburse his or her reasonable Expenses as incurred if the Director or Officer provides this corporation with all of the following:

(a) A written affirmation. of his or her good faith belief that he or she has not breached or failed to perform his or her duties to this corporation.

(b) A written undertaking. executed personally or on his or her behalf, to repay the allowance and, if required by this corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required.

9.7 Insurance. This corporation may purchase an insurance policy to fund all or any portion of its indemnity obligations created under this Article.

9.8 Indemnification Provisions Constitute a Contract. The foregoing indemnification provisions of this Article constitute a contract between the corporation and the respective Officers, Directors and other persons described above and for whose benefit indemnification is provided under this Article.

Article X: Fiscal Year

The fiscal year of the Association is October 1 – September 30.

Article XI: Offices

The Association shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board may determine.

Article XII: Amendments

Amendment of the Bylaws shall require the approval of a majority of the Board after which they will be presented to membership for their approval at an Annual or Special Meeting. Notice of the proposed change(s) to the Bylaws must be given at least 21 days before the date of the meeting and must include the proposed language and state the nature of the proposed amendment, repeal or new Bylaws to be considered. To become final, the amendment, repeal, or new Bylaws must be approved by two-thirds of the Members present at an Annual or Special meeting at which there is a quorum.

Article XIII: Dissolution and Disposal of Assets

13.1 Dissolution: Recommendations for dissolution shall originate with the Board and shall require a two-thirds (2/3) vote of the Members at an Annual or Special Meeting as outlined in the Bylaws.

13.2 Disposal of assets: Upon dissolution of the Association, the Board will be responsible for disposing of any assets remaining after payment or provision for its debts and liabilities. These assets must be given to one or more charitable organizations whose purposes are consistent with the purposes of the Association. These charitable organizations must be exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. Determination of the charitable organizations requires two-thirds vote of the Board. No part of the net assets or net earnings of the Association shall inure to the benefit of or be paid or distributed to an officer, member, employee or donor of the organization.