

WISCONSIN EDUCATIONAL MEDIA AND TECHNOLOGY ASSOCIATION  
POLICIES AND PROCEDURES MANUAL (PPM)  
September 2018

## **Section 1. Table of Contents**

<b>Section 1. Table of Contents</b>	<b>1</b>
<b>Section 2. Membership</b>	<b>4</b>
2.1 Membership Year:	4
2.2 Categories and rights and benefits:	4
2.3 Dues structure and process:	5
2.4 Dual Membership Opportunities:	5
<b>Section 3. Member Meetings and Voting</b>	<b>6</b>
3.1. Procedures for Proxy Voting:	6
3.2 Procedures for Notice of Meetings:	7
3.3 Member meetings	7
<b>Section 4. Board Responsibilities</b>	<b>8</b>
4.1 Board Membership:	8
4.2. Officers:	8
4.2.1 Responsibilities of all Officers:	8
4.2.2. President’s role and responsibilities:	8
4.2.3. Vice President’s role and responsibilities:	9
4.2.4. President-elect’s role and responsibilities:	10
4.2.5. Past-President’s role and responsibilities:	10
4.2.6. Secretary’s role and responsibilities:	10
4.2.7. Treasurer’s role and responsibilities:	11
4.3 Directors	11
4.3.1 Procedure for staggered terms:	11
4.3.2 Directors’ Roles and Responsibilities:	12
4.4. Board Representatives:	12
4.4.1. Procedure for appointment/selection	12
4.4.2. Board Representatives’ roles and responsibilities:	13
4.5 Election process:	14
4.6 Resignation, removal, and vacancies processes	14
4.6.1 Resignations:	14

4.6.2 Removals:	14
4.6.3 Vacancies	15
4.7. Process for calling special meetings of the Board:	15
<b>Section 5: Executive Committee</b>	<b>16</b>
5.1 Membership:	16
5.2 Responsibilities:	16
<b>Section 6: Committees</b>	<b>17</b>
6.1 Process for establishing committees:	17
6.2 Committee membership:	17
6.3 General Committee Responsibilities	18
6.4 Fiscal Policies	18
6.5 Charge and membership for each committee	18
6.5.1 Awards Membership:	19
6.5.2 Communications	20
6.5.3 Election	20
6.5.4 Governance	21
6.5.5 Intellectual Freedom	22
6.5.6 Leadership Development	23
6.5.7 Legislative Advocacy	23
6.5.8 Membership	24
6.5.9 PK-12 Educational Programs	25
6.5.9.1 Battle of the Books Sub-Committee	25
6.5.9.2. Golden Archer Sub-Committee	26
6.5.10 Permanent Endowment Trust Committee (to be adapted from section 14)	27
6.5.11 Professional Development	27
6.5.11.1. Annual Conference Planning Sub-Committee	27
<b>Section 7: Special Interests Groups (SIGS)</b>	<b>28</b>
7.1 Purpose	28
7.2 Process for forming a SIG	28
7.3 Responsibilities of a SIG	29
7.4 Dissolution of a SIG:	29
<b>Section 8: Contracts, Checks, Deposits and Funds</b>	<b>29</b>
8.1. Contracts: authorization for signature and Board approval.	29
8.2. Bank Accounts	29
8.3. Checks, drafts, etc.	30

8.4. Deposits	30
8.5. Gifts	30
8.6. Books and Accounts	30
8.7. Budget	30
<b>Section 9: Indemnification</b>	<b>31</b>
9.1. Indemnification	31
<b>Section 10: Fiscal Year</b>	<b>31</b>
10.1. Fiscal Year	31
<b>Section 11: Offices</b>	<b>31</b>
11.1 Requirement:	31
11.2 Registered office and agent:	31
<b>Section 12: Amendments to the Bylaws</b>	<b>32</b>
12.1. Responsibility:	32
12.2. Petition:	32
12.3. Development:	32
12.4. Process:	32
<b>Section 13: Dissolution</b>	<b>33</b>
13.1 Conditions for dissolution:	33
13.2 Process for determining dissolution:	33
13.3 Dissolution Process:	33
<b>Section 14. Foundations (to be amended)</b>	<b>33</b>
14.1 Permanent Endowment Trust	34
14.1.1 History	34
14.1.2 PET's relationship to the WEMTA's Board of Directors	34
14.1.3. Membership	35
14.1.4. Responsibilities:	35
14.1.5. Fiscal Policies	37
14.1.6. Funding Policies (Projects and Scholarships)	38
14.1.7 Timeline/Calendar	39

## Section 2. Membership

### 2.1 Membership Year:

Membership shall be for a period of one year from the date of payment of appropriate membership dues. Lapsed members may be reinstated upon payment of dues for the current year.

### 2.2 Categories and rights and benefits:

[Note: All members will have the right to determine whether information about their membership, address, and other contact information will be shared on the WEMTA website, in WEMTA publications, and/or with commercial entities.]

- a) Professional members (\$60): Persons employed in managerial positions or those requiring state certification who are interested in furthering the purposes of this Association may, upon payment of annual dues, become an educational member of this Association. Such members shall be entitled to vote in all elections, to hold office, to serve on committees, to receive any publications prepared or contracted for by this Association, to attend Association-sponsored conferences at member rates, and to otherwise participate in the activities of this Association.
- b) Support members (\$45): Persons employed in positions that do not require state certification who are interested in furthering the purposes of this Association may, upon payment of annual dues, become a support member of this Association. Such members shall be entitled to vote in all elections, to hold office, to serve on committees, to receive any publications prepared or contracted for by this Association, to attend Association-sponsored conferences at member rates, and to otherwise participate in the activities of this Association.
- c) Institutional members (\$60): Educational agencies and/or institutions interested in furthering the purpose of this Association may, upon payment of annual dues, become institutional members of this Association. The educational agency or institution shall designate one representative, who shall be entitled to all privileges accorded to educational members. Institutions can pay for individuals in an institutional membership to become educational or support members.
- d) Business/Commercial members (\$75 w/ \$60 per additional person): Organizations that are engaged in commercial fields related to the purpose of this Association may, upon payment of dues, become commercial members of this Association with one designated representative who shall be entitled to all privileges accorded to educational or support members. Additional representatives of the business or commercial enterprise who wish to become members may do so by paying an amount equal to the current educational or support membership dues.

- e) Student members (\$25): Students enrolled in a college, technical institute, or university education program on at least a half-time basis during the academic year who are interested in furthering the purposes of this Association may upon verification of their enrollment by their institution and payment of the appropriate dues, become student members of this Association and shall be entitled to all privileges accorded to educational members for all years in which they retain half time student status and pay the appropriate dues. Students enrolled on a less than half-time basis may also join the organization at the student rate upon verification of their enrollment by their institution and payment of the appropriate dues. This exemption for a student who is enrolled at less than half time is only for one membership year per applicant and does not apply to education professionals who are working on license renewal. [See process for student membership in Appendix 1.b.]
- f) Retired members (\$25): Personnel no longer actively employed and drawing retirement and/or social security who have been members of the Association for at least three years prior to retirement may, upon payment of annual dues, become retired members of this Association. Such members shall be entitled to all privileges accorded to educational members.
- g) Emeritus members: Persons who are no longer actively employed in the media profession and who have made a significant contribution to this Association may be honored with emeritus status by a vote of the Board of Directors. Emeritus members shall not be required to pay dues but shall be entitled to all privileges accorded to educational members. [See process for nominating and approving emeritus members in Appendix 1.c.]
- h) Honorary members: Persons who because of their position, office, or affiliation or persons who have made a significant contribution to the Association or to the profession may be awarded honorary membership in the Association by the Board of Directors. Honorary members are not accorded voting or office-holding privileges. The Board of Directors shall review honorary memberships annually, at the last Board meeting preceding the conference. [Note: Such positions may include the State Superintendent of Public Instruction, Division Director of DLTCL, etc.]

### **2.3 Dues structure and process:**

The amount of annual dues shall be recommended and approved by the Board of Directors. Official notice of an increase in the annual dues shall be given to the membership at least three months prior to the effective date of the increase. A dues increase of over 25% shall be approved by the members at an annual or special meeting.

### **2.4 Dual Membership Opportunities:**

The value of membership should continue to be enhanced by offering optional dual membership opportunities for members to select from, including WLA, ISTE, AASL, AWSA and CoSN. Successful partnerships with national and state organizations can

sometimes result in discounted dual memberships, but more often a mechanism for members to join both at the same time. Dual memberships shall be available to all professional members and, without regard to their membership category, to the President and WEMTA liaison to WLA and other Associations. Recommendations for Dual Memberships may be brought forward by any Member or the representative of an Association that wishes to offer dual memberships to Association members. Upon receipt of a recommendation, the Board should determine if further exploration of this Dual Membership should be explored. If so, the Board will direct the Membership Committee, in collaboration with the other organization, to draft an agreement for dual membership to be presented to the Board for approval. All such agreements should include:

- a. Identification of the benefits to the Association.
- b. Agreement for sharing of dues and other revenues.
- c. Agreements regarding representation at the other Association's events or meetings, if applicable.
- d. A schedule for review, revision, and presentation of the agreement to the Board for renewal or non-renewal.

Related documents to be maintained on the WEMTA website:

- a. Membership form
- b. Student membership process
- c. Emeritus membership process
- d. Honorary membership process
- e. Dual membership agreements
  - a. Wisconsin Library Association

## **Section 3. Member Meetings and Voting**

### **3.1. Procedures for Proxy Voting:**

In order to meet the requirements of Wisconsin state statute 181, E-mail or mail ballots are designated as 'proxy votes'. These 'proxy votes' are a determinate vote similar to absentee ballots used in governmental elections. When proxy votes are used as part of the determination of a specific issue no changes in the proposal can be made as part of an Annual or Special Members meeting (see Bylaws 3.1) at which the votes are counted. To do so would negate the ability of the proxy voters to participate fully in the discussion of the matter at hand. Proxy votes will be used primarily for election of Officers and Board members although they may be used for other votes. However, if both face to face and proxy votes are counted at a meeting a roster of those who have voted online must be maintained in order to ensure a single vote per member.

- a) Ballots for voting should be prepared by the Election Committee in preparation for the annual election (see information on the Election Committee in section 6.5.3).

- b) Ballots may be distributed by mail or e-mail to Association Members in a manner that ensures each Member has a single opportunity to vote on each issue. The ballots shall clearly state the process for submitting the ballot and the date by which all votes must be submitted.
- c) Votes on issues other than ballots for election of Board members shall be counted by members of the Election Committee as part of a Special Meeting of which the Members have been duly informed.
- d) At least 10% of the membership must participate in person or by proxy in any vote in order for the vote to be effective.
- e) If votes on issues other than ballots for election of Board members are not included as part of the business of a Special or Annual Meeting, the vote will only be valid if at least 2/3 of the Membership votes on and approves the action.

### **3.2 Procedures for Notice of Meetings:**

Board and Executive Committee Meetings: The agenda for the forthcoming regular Board Meeting will be sent by the President to the other Officers, Directors, Board Representatives, and invited guests no later than one (1) week in advance of the scheduled meeting. All available supporting documents relevant to the agenda will be made available to all Directors at the earliest convenience before the regularly scheduled Board meeting. Invited guests will receive access to those supporting documents relevant to them.

A notice of the Board and Executive Committee meetings should be posted on the WEMTA website a minimum of seven days prior to the meeting. The notice should contain the time, date, place, and draft agenda of the meeting, including the subject of any closed session in reasonable detail to inform the Membership about the business of the meeting. Closed sessions in meetings are allowed in limited circumstances (e.g. discussions of personnel or confidential matters.)

(See <http://www.wisc.edu/legal/OpenMtg.pdf> )

### **3.3 Member meetings**

Note: These requirements reflect State Statute 181]

- a. The Board is responsible for determining the most appropriate channels for providing notice of meetings to the Membership. These channels may include mail, email, or the web site.
- b. The notice must contain the time, date, place, and subject matter of the meeting including information on any votes on amendments to be addressed at the meeting. When possible, a draft agenda may be provided.
- c. The notice must be sent no less than twenty-one (21) and no more than sixty (60) days prior to the scheduled meeting.

## Section 4. Board Responsibilities

### 4.1 Board Membership:

The Board shall consist of six (6) Officers and twelve (12) elected Directors with voting privileges. There may also be number of representatives of state agencies and affiliated organizations who serve as non-voting members of the Board.

### 4.2. Officers:

The Officers of the Association shall be President, Vice-President, President-Elect, Past-President, Secretary, and Treasurer.

#### 4.2.1 Responsibilities of all Officers:

All Officers shall:

- Carry out directions assigned to them by the Board and Executive Committee as well as those identified below.
- Serve as members of the Board and Executive Committee.
- Negotiate, present, and sign contracts as outlined in Section 8.1.
- Maintain and submit official documents as outlined in the Appendix.
- At completion of their term transfer materials and assist their successors in learning position responsibilities and transfer files to archives.
- Conduct Board communications using the official tools of the association, including email accounts, social media, and document storage.

#### 4.2.2. President's role and responsibilities:

The President provides leadership and direction for the Association; serves as the primary representative of the Association; and has general charge and control of the Association business affairs and properties.

The responsibilities of the President are to:

- Carry out the responsibilities for all Officers listed in 4.2.1.
- Preside over all Membership, Board, and Executive Committee meetings called as outlined in Section 3.
- Plan and coordinate an annual retreat for Association leaders to provide training for Board members and Committee Chairs and to develop priorities for each Board year.
- Represent the Association and communicate with other organizations and Associations, both locally and nationally, with elected officials, and with members of the public.



- Invite appropriate representatives to the Annual Conference and other Association events.
- Appoint Committee chairs and members as stipulated in Section 6 ensuring that a Director is included on each Standing or Special Committee.
- Represent the Association at national conferences and professional meetings where such representation advances the Association's mission.
- Communicate with the membership through all appropriate communication vehicles.
- Prepare an Annual Report of Association accomplishments for distribution to the Membership based, in part, on annual reports from Committee Chairs.
- Communicate with new and outgoing Board members, committee chairs, and committee members, and their Administrators to acknowledge their responsibilities and contributions to the Association.
- Appoint a parliamentarian as needed.

#### **4.2.3. Vice President's role and responsibilities:**

The Vice President shall serve on the Executive Committee as well as share the annual conference planning sub-committee liaison duties with the President-elect. The Vice President will co-chair the Election Committee with the Past President. The Vice President shall also serve on the Legislative Committee. The Vice President shall assume the duties of the President in his/her absence. The Vice President shall become the President of the Association at the completion of his/her term as Vice President. The Vice President, along with the President, shall sign all contracts.

- Represent the Association and serve as a delegate to national affiliate meetings at the request of the President.
- Sign contracts on behalf of the organization
- Become knowledgeable about the affairs of the Association in preparation for assuming the Presidency.
- Carry out Conference Planning Site Selection Responsibilities (along with President-elect):
  - Attend Conference Planning Meetings
  - Plan for conferences to be held in the future
  - Select the location for future conferences and sign contracts
  - Determine the focus of annual conferences and provide this direction to the Annual Conference Planning committee as it begins its work.
  - Identify potential nationally and regionally known speakers for the annual conference and sign contracts, if necessary.

- Recommend the names of Annual Conference Planning Committee co-chairs to the President approximately 18 months in advance of the conference. (Shared duty with President)

#### **4.2.4. President-elect's role and responsibilities:**

The President-elect shall serve on the executive committee. The president elect shall share the annual conference planning sub-committee liaison duties with the Vice President. The President-elect shall also serve on the Governance and Professional Development Committees. The President-elect shall become Vice President of the Association at the completion of his/her term as President-elect.

- Represent the Association and serve as a delegate to national affiliate meetings at the request of the President.
- Become knowledgeable about the affairs of the Association in preparation for assuming the Presidency.
- Carry out Conference Planning Responsibilities (along with Vice President):
  - Attend Conference Planning Meetings
  - Select the location for future conferences
  - Determine the focus of annual conferences and provide this direction to the Annual Conference Planning committee as it begins its work.
  - Identify potential nationally and regionally known speakers for the annual conference and sign contracts, if necessary.

#### **4.2.5. Past-President's role and responsibilities:**

The Past-President shall be the position filled by the President at the completion of his/her term. As an officer of the Association, the Past-President will maintain a voting position on the board and will chair the Governance Committee. The Past-President will also co-chair the Elections Committee

#### **4.2.6. Secretary's role and responsibilities:**

The secretary shall be the custodian of the Association's official records, post all meeting notices and keep the official minutes of all meetings of the Association, the Board of Directors, the Governance Committee, the Executive Committee, and the Permanent Endowment Trust.

- Serve as a member and keep official minutes of the Permanent Endowment Trust Committee.
- Serve as a member of the Governance Committee.

- Distribute copies of the official minutes of meetings in a timely manner.
- Maintain a log of all formal motions available for reference at all meetings.
- Submit a summary of Board actions to the Membership.
- Upon request, certify the voting privileges and membership status of individuals at any meeting.
- Send appropriate correspondence at the direction of the President, Executive Committee, Board of Directors, or membership.

#### **4.2.7. Treasurer's role and responsibilities:**

The Treasurer shall monitor the receipt and distribution of all funds/securities of the Association and report on the Association's financial condition at Board, Executive Committee, and Membership meetings; and serve as a member and Treasurer of the Permanent Endowment Trust.

- Oversee the Association Manager's work in maintaining Association checking account, investments and/or savings account.
- Work with the accountant contracted by the Association to prepare financial records for income tax preparation and audit purposes.
- Secure bonding for an amount authorized by the Executive Committee.
- Keep the Board aware of tax-exempt/non-profit status as related to organizational activities, e.g., lobbyist.
- Develop long term financial plans for the Association.
  - Gather information on anticipated income and expenses for each fiscal year and develop a budget for review and approval by the Board.
  - Work with the Membership Committee to determine the need for and impact of proposed dues changes.
  - Work with the Annual Conference Planning Sub-Committee and other Committees that generate income to set pricing for Association Activities.
  - Conduct a mid year review of the budget.

### **4.3 Directors**

#### **4.3.1 Procedure for staggered terms:**

There will be twelve (12) individual Directors on the Board, each representing a specific constituency. Four (4) Directors will represent PK-12 library media services, four (4) Directors will represent PK-12 technology, one (1) Director will represent higher education; and three (3) Directors will be at-large representatives.

### **4.3.2 Directors' Roles and Responsibilities:**

The responsibilities of Board members include:

- Attend and participate in regularly scheduled Board meetings and Association Conferences.
- Serve as Chair or liaison to at least one Association Committee.
- Serve as a member of the Executive Committee if elected to that role.
- Balance the interests and needs of the constituency they represent with the needs of all members in their work for the Association.
- Conduct Board communications using the official tools of the association, including email accounts, social media, and document storage.

### **4.4. Board Representatives:**

The Board may include representatives of selected state agencies and affiliated organizations (e.g. AASL, DPI, WPT Education, ISTE, and WLA). These individuals shall attend all meetings of the Board but shall have no vote.

#### **4.4.1. Procedure for appointment/selection**

- All representatives must be members of the Association and the organizations they represent.
- State agencies that have established a formal relationship with the Association may appoint a representative to serve on the Board, state agency representatives have no limit on the number of terms they can serve. (i.e. DPI, WPT Education).
- National professional Associations with which the Association has a formal affiliation will have a Board Representative nominated by the Executive based on the application process outlined below. (i.e. AASL, ISTE).
- State Associations with which the Association has a formal dual membership agreement relationship will have a Board Representative nominated by the Executive Committee based on the application process outlined below (i.e. WLA, AWSA, WASCD).
- The application process will include:
  - Announcement of the availability of the position.
  - Submission of letters of interest detailing the applicants' qualifications and purpose in applying for this role.
  - Verification of membership in both Associations.
  - Selection of nominee by Executive Committee.
  - All appointments for Association Board Representatives must be approved by a majority vote of the Board.
  - Appointments of Association Board Representatives are made for two- year terms and can serve no more than two consecutive as the Representative.

- Each term will begin at the time of the Summer Board Retreat. In the year of a new appointment, the outgoing and incoming liaison will be invited to attend the retreat to help with the transition.

#### 4.4.2. Board Representatives' roles and responsibilities:

For Agency representatives:

- Communicate information about the agency to the Association Board and Membership.
- Communicate information about the Association activities to the agency.

For Affiliates:

- Communicate information about the Affiliate Association to the Association Board and Membership.
  - Present at the WEMTA conference
  - Attend Board meetings, online or in person
  - Create an article for each edition of the Digital Dispatch.
  - Create a Board report.
  - Maintain web pages on the WEMTA website.
- Communicate information about the Association activities to the Affiliate organization.
- Serve as an official voting representative of the Association at conferences and meetings of the affiliated organizations and at other events as desired by the Board.
- Communicate with the Conference Committee and Chair concerning speakers and sessions.
- Work with Conference Registration Chair to make certain Affiliate Association ribbons are provided to conference attendees.
- At the Direction of the President invite representatives of the Affiliate Association to attend the WEMTA conference.

Related documents to be maintained on the WEMTA website

- a. The AASL Bylaws are available at:  
<http://www.ala.org/ala/mgrps/divs/aasl/aboutaasl/aaslgovernance/aasldocuments/aaslbylaws.cfm>.
- b. The ISTE Bylaws are available at:  
[http://www.iste.org/content/navigationmenu/aboutiste/governance/bylaws1/iste\\_bylaws.htm](http://www.iste.org/content/navigationmenu/aboutiste/governance/bylaws1/iste_bylaws.htm).
- c. The WLA Bylaws are available at:  
<http://www.wla.lib.wi.us/about/bylaws.htm>.

#### 4.5 Election process:

Each year, the Elections Committee shall develop a slate of candidates for Officer and Director Positions.

- The Elections Committee should insure Membership involvement by issuing a call for nominations through all appropriate communication channels.
- Candidates must be members of the Association and identify the constituency they will represent.
- The Elections Committee is encouraged to find two candidates for each open position.
- The slate of candidates shall be submitted to the Board for approval at the December Board meeting.
- The accepted names will be placed on a ballot posted on the Association website by January 15th. Information about each candidate will also be posted.
- All voting members of the Association as of January 1st will be informed of the location of candidate information and the ballot by January 31st. This notification could be electronic or through regular mail.
- Members will have at least twenty-one (21) days to vote.
- The Elections Committee will validate the results of the election and inform the Board at the next scheduled meeting following the election.
- Results of the election will be publicly announced at the Annual Meeting.
- New Officers and Directors will be installed at the first meeting of the Board following the Annual Meeting.
- The term of the treasurer

#### 4.6 Resignation, removal, and vacancies processes

##### 4.6.1 Resignations:

A Board Member may resign for any reason. The resignation must be made in writing and will become effective when officially accepted by the Executive Committee and approved by the Board.

##### 4.6.2 Removals:

The Board must show cause to remove an Officer or Director. Failure to perform their assigned role or responsibilities would demonstrate cause. The process for removal of an Officer or Director is:

- A Board member may be identified for removal by any voting member of the Association by submitting a petition to a member of the Executive Committee, identifying the Board member to be removed,

the reason removal is being sought and bearing the signatures of at least 25 of the members or 25% of the Board members.

- The Executive Committee will schedule a special meeting to review the merits of the petition. The Board Member or Officer involved will be invited to present a response in writing or in person to the petition.
- The Executive Committee will determine if there is cause for removal. If there is cause, they will schedule a meeting of the Board to be held within 30 days to vote on the recommendation.
- Removal requires a 2/3 majority vote of the Board.
- The membership may request a special meeting at which a 2/3 majority vote of the voting members present at an Annual Meeting or a Special Meeting may be held to consider or reconsider the petition for removal.

#### **4.6.3 Vacancies**

- A vacancy for the office of President shall be filled for the remainder of the term by the Vice-President.
- 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-Elect for the remainder of the term.
- Other Board vacancies may be filled at the discretion of the Executive Committee.
  - Should the Executive Committee choose to fill the vacancy, it should attempt to choose one or more potential candidates from among those listed on the ballot during the last election.
  - Candidates should represent the same constituency as the vacancy.
  - The list of potential candidates will be forwarded to the Board for a vote.
  - The final candidate will be selected by secret ballot by members of the Board.
  - The successful candidate will serve on the Board until the next election at which time the position will be reopened for election. The then elected Board member's term will be adjusted (1 or 2 years) to realign with the regular Board rotation.

#### **4.7. Process for calling special meetings of the Board:**

Special meetings of the Board can be called by the President or at least three (3) Directors/Officers. The notice of this meeting must specify the time, place of the meeting an agenda for the meeting and must adhere to the following notice requirements:

- At least forty-eight (48) hours electronic notice to each Board Member

- At least seventy-two (72) hours notice if notice is given by mail or private carrier.
- At least seven (7) days written advance notice 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.

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.

Related documents to be maintained in the Board's Google Drive:

- a. Sample calendar and table of duties for Association
- b. Board reports form
- c. Reference to open meetings law

## **Section 5: Executive Committee**

### **5.1 Membership:**

The Executive Committee shall be constituted as a subcommittee of the Board of Directors and shall be composed of the President, Vice-President, President-Elect, Past-President, Secretary, Treasurer, and one member elected by the Board from among the elected Directors-at-large.

### **5.2 Responsibilities:**

The Executive Committee shall serve as a coordinating and planning committee for the Board of Directors and as a decision-making body between meetings of the Board of Directors for actions which the President deems urgent and not requiring full Board discussion and approval. Official minutes of the Executive Committee shall be reported in writing by the Secretary to the Board of Directors at the next Board meeting or sooner. The Executive Committee shall:

- Assist the President in identifying agenda items for Board meetings.
- Assist the President in handling routine business and correspondence, in making decisions on urgent requests for involvement of the Association, and in determining positions for the Association on issues requiring immediate action.
- Serve as the long-range planning committee for the Association.
- Gather background information on issues and concerns to be addressed by the full Board.
- Propose policies and recommend action item priorities for the Association.
- Manage the Association's archives.
- Monitor and evaluate the performance of the Association Manager, Legislative Advocacy Consultant, and Accountant/Auditor.



- Manage any Board resignations, requests for removal, or vacancies.
- Receive list of recommended projects and funding totals from the PET Committee in November for presentation to the Board at its December meeting.

Related documents to be maintained in the President's Google Drive:

- Contract for Association Manager
- Contract for Accountant
- Contract for Legislative Consultant

## **Section 6: Committees**

### **6.1 Process for establishing 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 will be given a charge by the Board which will be reviewed annually during the Board retreat. During this review the Board may also determine that existing committees are no longer required and/or establish new committees.

Committee chairs or co-chairs are appointed by the President and approved by the Board. Committee members are selected by the chair and approved by the Board. Committee chairs may be removed from office upon formal action by the Board of Directors when their actions are deemed inadequate or inappropriate.

### **6.2 Committee membership:**

All Standing committees shall consist of one Officer or Director [defined in Sections 4.4 and 4.5 of the Bylaws] and at least one other Officer, Director, and/or Member [defined in Section 2.1 of the Bylaws] that has been approved by the Board. All Committee chairs shall be appointed by the President and approved by the Board of Directors. Committee members shall be current members of the Association. It is permissible for a committee to invite non-members with special expertise to participate in the work of the committee. The normal terms for standing committee members, including the chair, shall be two years.

### **6.3 General Committee Responsibilities**

All committees shall:

- Develop an annual committee budget for submission to the Executive Committee and follow Association fiscal policies in all expenditures.

- Keep electronic minutes of their meetings and provide regular reports to the Board of Directors.
- Provide a report summarizing activities of the committee to be included in the President's annual report.
- Keep the committee web page up to date on the WEMTA site.
- Maintain a record of committee documents including minutes, important correspondence, annual reports, publications, brochures, etc. in the Google Drive for the Committee.
- Inform the Membership of Committee activities through the newsletter and other communication vehicles.
- Submit program proposals or recommend speakers for the WEMTA conference regarding the areas of responsibility of the Committee.
- Complete conference related activities as directed by the President and the Annual Conference Committee Chair.
- Collaborate, when appropriate, with other Association Committees to fulfill purpose of the Association.

#### 6.4 Fiscal Policies

Reimbursement: Committee members will be reimbursed for reasonable travel costs at rates approved by the Board of Directors. Any item that was in the approved budget will be reimbursed as long as receipts are provided and it not over the amount budgeted. If receipts are not provided, the amount is over the budget, or a reimbursement is submitted that was not on the approved budget the Treasurer must get approval from the President before sending final reimbursement to the WEMTA Manager/s. Committee members should pay for items per their approved budget, get a receipt, and then be reimbursed via the process the Treasurer has communicated. All income goes to the WEMTA Manager/s and all expenses are paid by the WEMTA Manager/s with oversight by the Treasurer.

Committee chairs are encouraged to use Go-to-meeting, telephone conference calls or e-mail when appropriate to reduce travel costs. Some committees may find it appropriate and convenient to meet before or after Association conferences.

#### 6.5 Charge and membership for each committee

##### 6.5.1 Awards Membership:

The chair is appointed by the President for a two-year term. The chair will select up to six persons to serve on the committee for two-year terms. An elected Director shall be chair or a committee member.

The responsibilities of the Awards Committee are:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.

- Select, announce, and honor recipients of Association awards including the:
  - Award of Excellence
  - Lifetime Achievement Award
  - Media Professional of the Year
  - Special Service Recognition Award
  - Administrator of the Year Award
  - Governmental Service Award (when recommended by Legislative Advocacy Committee)
  - Intellectual Freedom Award (in collaboration with IF Committee and WLA)
  - Business Partnership Award
- Request nominations for these awards at Board of Directors' meetings, membership meetings, in the newsletter, and through any other means deemed appropriate;
- Request documentation from nominators for awards, detailing nominees' accomplishments and qualifications for the award; and
- Confirm that the required number of signatures, when needed, have been received in order to nominate a person for the Emeritus Status.
- Meet approximately two months before the conference at which the awards are to be presented to select the awardees from the nominations.
- Obtain Board approval for all proposed awards prior to the conference.
- Notify the award recipients of the time and place of the award.
- Work with the Membership Committee chair to recognize members who are retiring from professional employment.
- Work for appropriate public information activities to announce recipients of the awards; (articles in newsletters, press releases, etc.), including notification of the recipient's supervisors, if applicable.
- Contact the Association Treasurer to arrange payment of the awards;
- Work with the Conference Chair to plan presentation of awards at the Annual Conference.

Related Documents to be maintained on the WEMTA WebSite

- Association Awards Criteria and Procedures
- Award Nomination forms
- List of award winner

Related documents to be maintained in the Awards Committee Google Drive:

- Wording on plaques and other certificates
- Sample Press Release for Awards and Scholarships

### 6.5.2 Communications

Membership: The chair is appointed by the President for a two-year term. The chair will select up to six persons to serve on the committee for two-year terms. An elected Director shall be chair or a committee member.

The responsibilities of the Communications Committee are to:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Develop a communications plan for the Association.
- Maintain and revise the design, organization, and content of the website in response to needs of Association, changes in technology, and ongoing evaluations.
- Work with the Association's web developer to make certain that information and updates are completed in a timely manner.
- Coordinate the development and production of the Association newsletter.
- Review and revise the newsletter guidelines.
- Establish and communicate the annual calendar and content plan for the newsletter.
- Assist the Board and other Committees in developing press releases for their activities.

Related Documents to be maintained in the Communications Committee Google Drive:

- Newsletter guidelines and deadlines [To Be Developed]
- Web guidelines [To Be Developed]
- Publications and Sales Policy [To Be Developed]

### 6.5.3 Election

Membership: 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 Vice-President and the Past-President. If the Past-President is unavailable, the President shall appoint a replacement or the Vice-President may serve alone as the Chair, at the President's discretion.

The responsibilities of the Elections Committee are to:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- In consultation with the membership and Board, develop a slate of at least two candidates to fill the Officers positions outlined in 4.2 and Categories of Directors outlined in 4.3.
- Verify that all candidates are members of the Association.
- Ensure that the slate of candidates reflects the diversity of membership in identifying Officer and Member at Large candidates.
- Submit the slate of candidates to the Board for approval.

- Develop the ballot for elections to clearly identify the candidates for each position and include a biographical statement submitted by each candidate.
- Distribute a copy of the ballot to all members at least twenty-one (21) days before the end of the current term.
- Announce the election results to the membership at the Annual Conference and in Association Publications.
- Recommend changes in the nominations and elections process to the Governance Committee.

Related documents to be maintained in the Election Committee Google Drive:

- List of organizations to be notified of election results.

#### 6.5.4 Governance

Membership: The Governance Committee will be chaired by the Past-President. Membership will be comprised of the Vice-President, President-Elect, Secretary, Past-President, and the Members at Large. If the Past-President is unable to serve as chair, the President should appoint a Member at Large as committee chair.

The responsibilities of the Governance Committee are to:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Review the organization's Bylaws and make recommendations for changes as directed by the Board of Directors.
- Review and draft changes to the Bylaws as recommended by the Board of Directors.
- Ensure that amendments to the Bylaws occur according to established procedures as outlined in section 12 and that they result in internally consistent documents.
- Ensure that official copies of the Bylaws are true and accurate and contain a listing of amendments and dates of revision.
- Review and update the Policy and Procedures Manual to reflect Board actions, Bylaws, and changes in Association Practice.
- Review requests for SIGs and recommend approval or disapproval to Board.
- Maintain documents required for SIG development and activities on the WEMTA website.
- Review compliance of SIGs with requirements identified in Bylaws, Article 9.
- Maintain a file of current Bylaws documents from our affiliated organizations.

- Monitor the WEMTA website to make certain that all sections reflect the current Bylaws and Policy and Procedure Manual.

Related documents to be maintained on the WEMTA website:

- Current Bylaws
- Documents for establishing a SIG
- Bylaws Amendment petition form

### 6.5.5 Intellectual Freedom

Membership: The chair is appointed by the President for a two-year term. The chair will also select four persons to serve on the committee for a two-year term. The chair will participate as a non-voting member of the Board.

“Intellectual freedom is the right of every individual to both seek and receive information from all points of view without restriction. It provides for free access to all expressions of ideas through which any and all sides of a question, cause or movement may be explored.” American Library Association

The Responsibilities of the Intellectual Freedom Committee are to:

- Promote Wisconsin students’ First Amendment right of access to information in all formats within the parameters allowed by state and federal legislation
- Promote intellectual freedom within library and technology programs, the broader educational community, and parents and community groups
- Educate members on the concepts and realities of intellectual freedom as it relates to print and electronic resources, technology equity, and the threat of filters to information access
- Report to members the intellectual freedom climate in Wisconsin and the nation through a variety of media venues and conferences
- Develop and implement collaborative activities with other organizations which support intellectual freedom (i.e. Wisconsin Library Association)
- Recognize extraordinary efforts of those in Wisconsin school districts upholding intellectual freedom principles within library and technology programs by promoting and co-administering the WLA/WEMTA Intellectual Freedom Award

### **6.5.6 Leadership Development**

Membership: The chair is appointed by the President for a two-year term. The chair will also select at least five persons to serve on the committee for two-year terms. An elected Director shall be chair or a committee member. The responsibilities of the Leadership Development Committee are to:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Plan and coordinate leadership activities for the membership of the Association.
- Identify and provide leadership training for future leaders of the Association.
- Work cooperatively with other organizations to coordinate joint leadership events.
- Assist the President and Board of Directors in determining leadership activities the Association may sponsor with affiliates (AASL and ISTE) or in collaboration with others (DPI, WLA, etc.).
- Plan and coordinate activities for first time attendees to the Association's annual conference.

### **6.5.7 Legislative Advocacy**

Membership: The chair is appointed by the President for a two-year term. The Legislative Committee should consist of up to 12 persons chosen to represent the different regional areas and/or different membership groups such as building level media specialists, district media Directors, technology staff, university personnel, and regional or CESA coordinators. The chair will select members to serve for two-year terms. An elected Director shall be chair or a committee member. The Vice-President shall be a member of the committee.

The responsibilities of the Legislative Advocacy Committee are to:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Maintain a communications network through which membership can respond to legislative and other governmental issues of importance to the Association.
- Develop a working relationship with the Legislative Consultant and work together on legislative strategies for the Association and articles and reports for the Dispatch and listserv.
- In collaboration with the Legislative Consultant, develop annual goals, a legislative advocacy agenda and a plan of action for accomplishing such and submit it to the Board for approval at its fall meeting.
- Make recommendations to the Board of Directors for initiating legislative action of importance to the profession and work to implement such action.

- Recommend specific action regarding legislative issues to the membership on approval of the Board and/or the President.
- Work cooperatively with ALA/AASL, ISTE, DPI, WPT Education, WLA and other organizations with mutual interests in sharing information, publicizing issues, and action in support or opposition of the same.
- Mobilize the membership regarding critical issues via the most appropriate and effective communications tool.
- Promote legislative awareness and education efforts through conference programs and coalition building efforts, e.g. Legislative Retreat.
- Know and communicate with legislators and Department of Public Instruction officials and keep aware of current issues through the ALA Washington Newsletter, DPI newsletters, professional publications, etc.
- Plan, promote and participate with WLA in the annual Library Legislative Day.
- Promote and participate in the national legislative activities of our affiliated Associations.

Related documents to be maintained on the WEMTA Website:

- Legislative agenda

#### **6.5.8 Membership**

Membership: The chair is appointed by the President for a two-year term and approved by the Board of Directors. The chair selects one person from each CESA region to serve on the committee. An elected Director shall be chair or a committee member. The President shall be a member of the committee.

The responsibilities of the Membership Committee are:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Promote the value of membership in the Association.
- Coordinate activities with the Association manager.
- Work with the Association manager to keep membership records for the Association.
- Develop a biennial membership plan with the Executive Committee to reach a specified goal.
- Promote membership in the Association from all potential areas of the Association.
- Implement a student membership program.
- Identify retiring members to be noted in a brochure at each Annual Conference.
- Notify the Association Managers of the change in membership status for lifetime, emeritus and retirees.



- Recommend annual membership dues for each membership category as part of the annual budget conference.
- Coordinate membership categories, rights, and privileges, as outlined in Article II of the Bylaws.

#### **6.5.9 PK-12 Educational Programs**

**Membership:** The committee will be chaired by an elected director appointed by the President to a two-year term. The committee members includes the President-Elect, the chairs of the Sub-Committees for Education and Programs: Battle of the Books and Golden Archer, plus up to three additional persons selected by the PK-12 Educational Programs chair.

The responsibilities of the PK-12 Educational Programs Committee are to:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Coordinate the activities and programs of the PK-12 Educational Programs Sub-Committees: Battle of the Books and Golden Archer, plus any other association programs focused on children and youth.

##### **6.5.9.1 Battle of the Books Sub-Committee**

**Description:** The statewide Battle of the Books program is designed to promote a love of reading among Wisconsin students. It encourages students to read a variety of books and remember information about the plots, characters and settings of those books.

**Membership:** The chair is appointed by the President for a two-year term. The chair(s) will also identify at least 5 persons to serve on the sub-committee. The Education and Programs chair shall be chair or a sub-committee member.

The responsibilities of the Battle of the Books Sub-Committee are to:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Publicize and disseminate information about the program to Association membership.
- Coordinate book selection and write contest questions
- Schedule all program events and deadlines
- Accept and judge all entries
- Select, announce, and notify recipients of their awards
- Maintain the committee web page
- Prepare reports for the Board of Directors
- Work with the Conference Chair to plan presentation of awards at the Annual Conference.

Related Documents to be maintained on the WEMTA website

- Battle of the Books Overview
- Battle of the Books Registration Form

Related documents to be maintained in the Battle of the Books Google Drive.

- DEMCO Inc. Sponsorship of Battle of the Books

#### **6.5.9.2. Golden Archer Sub-Committee**

Description: The Golden Archer Award is presented to authors of books nominated by Wisconsin students according to established criteria and categories.

Membership: The chair is appointed by the President for a two-year term. The chair selects up to three persons to serve on the sub-committee. The PK-12 Educational Programs chair shall be chair or a sub-committee member.

The responsibilities of the Golden Archer Sub-Committee are:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Publicize and disseminate information about the program to Association membership.
- Solicit and accept nominations for the award
- Coordinate the statewide vote of nominated titles
- Announce the winners at the annual conference
- Coordinate the selection of an author/speaker for the annual conference with the Annual Conference Planning Sub-Committee
- Prepare reports for the Board of Directors.
- Work with the Conference Chair to plan presentation of awards at the Annual Conference.

Related Documents to be maintained on the WEMTA website:

- The Golden Archer Award: Categories, Criteria, and Procedures
- The Golden Archer Award: A Complete History
- The Golden Archer Award Titles: 1974-present

#### **6.5.10 Permanent Endowment Trust Committee (to be adapted from section**

14)

#### **6.5.11 Professional Development**

Membership: The chair is appointed by the President for a two-year term and approved by the Board of Directors. The committee members include the President-Elect, the chair of the Annual Conference Planning sub-committee

and at least five additional persons selected by the Professional Development Committee chair.

The responsibilities of the Professional Development Committee are:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Coordinate and plan all professional development activities targeted at media, information, and technology literacies.
- In collaboration with the Annual Conference Planning Sub-committee, pursue the possibility of WEMTA becoming involved in any aspect of their conferences, i.e. providing sessions, displays, etc.
- Work with school library media and educational technology programs in Wisconsin to recruit new members to the profession.
- Develop proposals, for review and approval by the Board, for projects, activities and publications that support the professional development of members of the profession.
- Implement approved proposals through the use of task forces, contracts and/or collaborations with other Associations and organizations.
- Market approved projects, activities and publications to WEMTA membership, other related local and national Associations, and to other members of the profession through promotion at events, print and electronic announcements and other appropriate advertising vehicles.

#### ***6.5.11.1. Annual Conference Planning Sub-Committee***

Membership: The Annual Conference Planning Sub-Committee co-chairs are recommended by the Professional Development Committee and then appointed by the President. In the case of jointly-sponsored conferences, a third co-chair shall be appointed by the co-sponsoring organization. The Annual Conference Planning Sub-Committee includes the President-Elect and the Chair of the Professional Development Committee. The Vice-President and President-Elect shall act as liaisons to this committee.

The Annual Conference Planning Sub-Committee Co-chairs shall have the authority to select and appoint the sub-committee chairs responsible for the following assignments: Hospitality Chair, Local Arrangements Chair, Publicity Chair, Printing/Graphics Chair, Program Chair, Registration Chair, Vendor/Exhibits Chair and chairs for other sub-committees as needed. The sub-committee chairs will be responsible to select and appoint their committee members. The Annual Conference Planning Sub-Committee should be organized and begin work 18 months before the conference. The Professional Development chair shall be a member of the Annual Conference

Planning Sub-Committee. The Association Manager serves as the Annual Conference Treasurer and attends meetings as needed.

The overall responsibilities of the Annual Conference Planning Sub-Committee are to:

- Complete the general responsibilities outlined in 6.3 for all committee chairs.
- Plan the program based on the foci identified by the Professional Development Committee including keynote(s), workshops, and sectional speakers.
- Submit a final budget, including registration and exhibit fees for approval by the Board.
- Oversee all conference subcontractors.
- Oversee the site planning and operations of the conference.
- Submit a final conference report within three months of the end of the conference.

Documents to be maintained in the Google Drive for the Annual Conference Planning Sub-Committee

- Conference Planning Manual
- Conference Budgets

## **Section 7: Special Interests Groups (SIGS)**

### **7.1 Purpose**

The purpose of a SIG is to facilitate a group of members who have a common interest related to the mission of the Association.

### **7.2 Process for forming a SIG**

- A representative from the proposed SIG must present a petition with 20 or more signatures to the WEMTA Board.
- The Board must approve the formation of a planning group to develop a formal proposal to be presented to the Board.
- The planning group creates formal proposal to present to the Board for approval.

The formal proposal must include:

- Rationale for the proposed SIG.
- Name.
- Proposed activities.
- Proposed budget for activities.
- Proposed slate of Officers.
- Selection process of Officers.

The Board acts on the final proposal and approves a budget.

### **7.3 Responsibilities of a SIG**

- The SIG is required to report the following to the Board:
  - Agendas and announcements of meetings
  - Meeting minutes within 30 days of approval
  - An annual report to include membership, a report of activities
- The SIG will submit annually a proposal for the upcoming year's operational and activities expenses in accordance with the regular budget process.
- The SIG will be responsible for providing a minimum of one workshop or professional development offering at the annual conference.

### **7.4 Dissolution of a SIG:**

Dissolution of the SIG can occur by majority vote of the SIG members with Board approval or through action of the Board as outlined in the Bylaws (Article 7).

Related documents to be maintained by the Governance Committee on the WEMTA Website:

- Petition to form a special interest group.
- Planning document for a special interest group.

## **Section 8: Contracts, Checks, Deposits and Funds**

### **8.1. Contracts: authorization for signature and Board approval.**

- The Board may authorize an Officer or agent of the Association to enter into contract on behalf of the Association.
- The originals of all contracts shall be kept by the President. Copies should also be kept by the treasurer and the secretary.

### **8.2. Bank Accounts**

WEMTA will maintain savings and checking accounts to handle all accounts receivable and accounts payable by the Association manager as supervised by the Association treasurer.

### **8.3. Checks, drafts, etc.**

- The treasurer shall oversee the custody of all corporate funds and securities.
- The Association Manager will manage the deposits and drafts for the Association's conferences and workshops.

- Request for Funding -All requests for funds will be made using the Association's online reimbursement form with all appropriate invoices, receipts, etc. attached and using the budget's category.
- Check signing will be limited to:
  - Treasurer of WEMTA
  - Association Manager of WEMTA
  - President of WEMTA

#### **8.4. Deposits**

- All funds of the Association will be deposited within thirty days of receipt by the Association in such banks, or trust companies as the Board may elect.
- All checks will be endorsed and deposited in the appropriate account as soon as possible after receipt.

#### **8.5. Gifts**

- The Board may accept on behalf of the Association any contribution, gift, bequest or device for the general or for a specific purposes of the Association.
- A letter noting the contribution shall be sent to the person or organization presenting the gift by the treasurer or the president.

#### **8.6. Books and Accounts**

- The Association will keep all financial records for a period of seven years. All tax related documents shall be kept permanently.
- The Treasurer will present a summary report of the financial standings at all regularly scheduled Board and Executive Board Meetings. This report will include the total income and expenditures for year-to-date and balance sheet. All checking, saving, and investment account balances will also be reported.

An accounting firm will be contracted by the Association to provide an audit of the Association's accounting records. This firm will also be responsible for completing any IRS or state tax returns or documents necessary for the Association.

#### **8.7. Budget**

- In June/July of each year the treasurer shall provide Board members, committee chairs and others responsible for areas of the budget the information necessary for requesting funds for the next fiscal year.
- In August the Executive Board, acting as the Finance Committee, will develop a draft budget for the next fiscal year.
- In September the Budget will be submitted to the full Board for its consideration and approval.

Related documents to be maintained in the Treasurer’s Google Drive:

- Treasurer-related Financial Procedures

## **Section 9: Indemnification**

### **9.1. Indemnification**

State law requires that Indemnification information be included in one of two documents: the Articles of Incorporation or the Bylaws. Since it is not included in our Articles of Incorporation it must be included in our Bylaws. It is mentioned in this Policies and Procedures Manual to ensure that future versions of the Bylaws retain this State requirement.

## **Section 10: Fiscal Year**

### **10.1. Fiscal Year**

The Fiscal Year of the Association is October 1-September 30. This fiscal year is selected in order to provide a new Board with the opportunity to build a budget that a) considers the revenue from the previous year’s conference and b) supports the programs identified by each year’s Board. Although most fiscal activities of the Association will align with this fiscal year, the Treasurer must file accounting reports based on the calendar year. [See Section 4.2.5 and Section 8.]

## **Section 11: Offices**

### **11.1 Requirement:**

Wisconsin State Law (180.0501) requires “every Wisconsin corporation must have a registered agent and office in the state”.

### **11.2 Registered office and agent:**

WEMTA’s registered office and agent will be the formal mailing office for the Association and the Association Manager.

## **Section 12: Amendments to the Bylaws**

### **12.1. Responsibility:**

The Governance Committee [see 6.5.4] will be responsible for developing amendments to the Bylaws as directed by the Board and for ensuring that Bylaws Amendments submitted by petition (see below) are aligned with current Bylaws, Articles of Incorporation, and Wisconsin Statute.

### **12.2. Petition:**

Upon receipt of a petition requesting a change in the Bylaws signed by 10% of the membership, the Board shall direct the Governance Committee to develop a proposal for amending the Bylaws. The petition must state the Bylaws change requested, the rationale for requesting the Bylaws change, the impact of the Bylaws change, contact information for the primary requestor of the change, and the signatures of 10% of the voting membership. The petition may suggest proposed language for the Bylaws change. The Governance committee shall share their proposed language for the change with the primary requestor before presenting this change to the Board.

### **12.3. Development:**

Upon receipt of a recommendation from the Board or a petition from membership (see 12.2.), the Governance Committee shall draft language to reflect the proposed change. This language may be an addition, deletion, and/or revision of language in the current Bylaws.

### **12.4. Process:**

- a. The Governance Committee will present proposed Bylaws changes to the Board. A majority vote of the Board is needed to present the change to the membership. If the Board does not approve a Bylaws change requested by petition, the Board must inform the membership of the requested change and a discussion of the Board's decision at least 21 days before the next Annual or Special membership meeting.
- b. The Governance Committee will distribute Board approved Bylaws changes to the membership at least 21 days before the next Annual or Special Membership meeting. The information distributed must include the proposed language as well as the rationale and impact of the Bylaws change.
- c. The Governance Committee will present Board approved Bylaws changes at an Annual or Special membership meeting at which there is a quorum. Amendments to the Bylaws may be proposed from the floor if they do not substantively change the content of the amendment. To become final proposed amendments must be approved by two thirds of the membership present in person.



Related documents to be maintained by the Governance Committee on the WEMTA Website

- Amendment petition form.

## **Section 13: Dissolution**

### **13.1 Conditions for dissolution:**

Bylaws Article XI stipulates the conditions under state statute necessary to dissolve the Association. State statute requires that assets of dissolved Associations be given to charitable organizations that are exempt under the provisions of Sections 501c3 of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law.

### **13.2 Process for determining dissolution:**

In the event that dissolution of the Association appears to be likely the Board shall:

- At least six months before the proposed date of dissolution notify the Membership of the potential for dissolution including the conditions that may require dissolution.
- Call a Special Membership meeting for discussion of the potential for dissolution and the process to be followed.
- Implement any viable options for keeping the Association from dissolution.

### **13.3 Dissolution Process:**

If the Membership votes for dissolution or all viable options for dissolution have been exhausted the Board shall:

- Collaborate with all WEMTA aligned foundations to follow legal requirements for dissolution of the Trust and disposal of assets.
- Identify the charitable association to whom WEMTA's assets will be given.
- Arrange for the sale and dispersal of WEMTA assets for the benefit of the charitable Association identified in the Special Membership meeting.
- Ensure that archives of the Association are delivered to the Wisconsin Historical Society.

## **Section 14. Foundations (to be amended)**

As an educational non-profit, not-stock corporation, WEMTA may maintain on-going, or establish new, foundations or trust entities organized exclusively for educational purposes within the meaning of Section 501 © (3) of the Internal Revenue Code, the income from which would be used for the benefits of charitable and educational purposes of WEMTA, including the making of distributions to organizations which qualify as exempt organizations under Section 501 (c ) (3) of

the Internal Revenue Code or corresponding provisions of any future federal tax laws.

## **14.1 Permanent Endowment Trust**

In 1992 The Wisconsin Educational Media Association, Inc. Permanent Endowment Trust was established. The legal documents establishing the trust are located in the Appendix to this Policies and Procedures Manual.

### **14.1.1 History**

In 1992 WEMTA received a sum of around \$45,000 from a cooperative project with Apple Computer. Rather than spend this money on operational expenses, it was decided that this sum of money was of a size that offered an opportunity to invest the funds and receive income on a continuing basis. The premise underlying the establishment of the Permanent Endowment Trust (PET) was to provide an ongoing amount of money to fund special, unique or urgent activities or projects that benefit the membership and for which the normal operating budget is not sufficient. The establishment of the trust was also done with the understanding that the trust could and should continue to grow and that only the interest from the trust could be used. A separate WEMTA committee was established to oversee the trust and make decisions concerning the disbursement of the interest. WEMTA's Bylaws were amended to include the Permanent Endowment Trust.

### **14.1.2 PET's relationship to the WEMTA's Board of Directors**

- The PET committee serves as the designee of the Board in accordance with the Articles of Agreement for the Permanent Endowment Trust dated Feb. 14, 1992. It is a standing committee of WEMTA with powers derived from the above stated agreement. It operates under the guidelines for regular committees of WEMTA, but has special powers and duties, and a special fiscal relationship. Like other committees, it has a representative from the WEMTA Board who has communication and oversight responsibilities. Because it is helpful to have the treasurer at PET meetings, the treasurer serves as the Board representative on the committee.
- The PET Committee is involved in various WEMTA activities such as Board retreats, leadership workshops, new member orientations, etc. so that all leaders and members of WEMTA are aware of the endowment trust, understand its relationship to WEMTA, and participate in its promotion.
- Because the expenses of the committee are paid from the interest earned by the trust, the existence of the PET Committee is not an expense of WEMTA and the committee is assured of funds to carry out

its work on behalf of the endowment regardless of WEMTA's financial situation.

#### **14.1.3. Membership**

- The PET chair is appointed by the President at the beginning of his/her term (spring) just as the other committee chairs are appointed and serves a two year term as do the others. It is recommended that the chair be someone who has either served on the committee as a member or be someone who has had some direct contact with the trust such as a past treasurer, secretary, or former president. It is a position that requires at least some financial experience, expertise and/or previous commitment to the endowment program. Current members of the committee may be considered for a two-year term as chair and if so appointed, another individual will be appointed to serve out the remainder of the new chair's regular three year term.
- The committee shall consist of the chair, the current secretary of WEMTA who serves as secretary for the committee, the past-president (or a designee if he/she is unable to serve) and at least three at-large members. The treasurer serves as the Board representative.
- The three at-large members are appointed for three year terms, one each year
- beginning in January of a calendar year. These staggered terms will allow for continuity and experience when WEMTA Officers and the chair change every two years.
- The WEMTA President or WEMTA Board of Directors solicits applications from membership to serve on the committee. Based on the member's stated interest and background or experience, the WEMTA president, with concurrence of the Board, makes the appointment. The appointment is made in December so that the new member may participate in the work of the committee prior to the spring conference.

#### **14.1.4. Responsibilities:**

The WEMTA PET Committee exists to oversee investments and disbursements of the trust. Its fiduciary functions include:

- To manage the investments through choice of trustee (trust company), choice of
- Investment options, and percentage of investment in asset mix.
- To make recommendations to the WEMTA Board of Directors regarding disposition of interest earned from the trust each year, including a percentage to be reinvested in the fund.

- To provide information to the membership and appropriate others regarding the fund, including opportunities to contribute to the fund.
- To foster the concept that the fund proceeds be used to benefit the membership in ways which are not attainable through the regular WEMTA budget.
- The responsibilities of the WEMTA PET Committee include, but may not be limited to, the specific management items listed below:
  - The committee meets at least once each year to review the trust portfolio and conduct committee business.
  - The chair reviews the monthly statement from the trust company and determines the need for any committee review for possible changes in the fund.
  - The committee determines all changes in the portfolio by vote; the chair may not act without consent of the committee.
  - The chair communicates any approved changes in the trust account to the trust portfolio manager.
  - The committee recommends to the WEMTA Board of Directors the amount of interest that should be reinvested in the fund and what amount is available to fund projects on a yearly basis.
  - The committee and the Board of Directors may receive requests from the membership, committees and outside groups for funding support. The Board of Directors may also make suggestions or specific requests for the use of the funds. All requests, including those from the Board of Directors, are channeled to the committee through the PET committee chair for consideration by the committee.
  - The committee reviews all funding requests and sends its recommendations on disbursement of the yearly funds to the WEMTA Executive Committee for presentation to the entire Board of Directors.
  - The committee initiates payment from the fund trustee to the treasurer of the Wisconsin Educational Media Technology Association.
  - The committee publicizes to the membership ways of contributing to the Trust utilizing the Dispatch, flyers at conference, explanatory brochures, WEMTA website, and also makes suggestions to the WEMTA Board of Directors as to ways they can promote expansion of the fund.
  - The chair makes an annual report to the membership regarding the status and disbursements of the Trust.
  - The committee recommends to the WEMTA Board of Directors the manner in which contributors shall be recognized.
  - The committee engages in appropriate fund-raising activities to add to the Endowment Trust and supports the adoption of

systematic ways and on-going projects to increase the amount of the corpus.

- Select recipients of Lowell Wilson and Higher Education Scholarships.

#### **14.1.5. Fiscal Policies**

The trust corpus is made up of the original \$45,000 investment plus all donations and annual reinvestments since its inception in April of 1992.

- The corpus amount will be calculated at least once per year by the PET Trustee (BMO Trust Company) and reported to the WEMTA membership in an annual report.
- Any donations made to the trust, of whatever nature, become a permanent part of the trust corpus and are not accessible by WEMTA. This includes contributions made along with membership renewals. It includes all funds raised through PET fundraising activities, excluding expenses.
- The committee may recommend an amount of reinvestment each year, depending on the amount of additional contributions made to the Trust. The initial reinvestment recommendation was at least 15% of the annual earned interest.
- The Trust is required by law to spend at least 10% of its annual earned interest each year in ways other than reinvestment.
- The annual interest accrued is calculated each year on October 1 by the Trust manager and reported to the Committee Chair and the Treasurer. The fiscal year is the same as WEMTA: October 1 to September 30.
- The interest earned for the year is placed in a separate account for WEMTA by the Trust manager and is then available for distribution to WEMTA. On the recommendation of the Trust manager, the interest funds are left with the bank in this account until needed, thereby earning interest at the same rate as the corpus.
- Upon receipt of a request from the treasurer, the Trust manager will release funds for projects to the WEMTA account. Payment to recipients will be made by the treasurer.
- The PET committee and the Board of Directors will jointly determine if unspent interest in a given year (due to inability of a project recipient to follow through on a project or because of lack of projects) is added to the corpus or retained to fund additional projects in the following next year(s).
- Expenses for the PET committee to meet and do its work are paid from the interest earned by the Endowment Trust before it is made available each year for WEMTA projects. In this respect, the PET committee is funded differently from regular committees.

- The WEMTA PET committee has its own WEMTA account, which will be used to house and disperse funds for expenses of the committee received from the Trust interest once each year. It also serves as a place for funds earned in fund-raising activities to be held until all expenses are paid and the “net amount” raised can be deposited in the Trust corpus.
- Expenses incurred by the PET committee in the activity of promoting the trust (such as fundraising auctions, raffles, brochures, etc.) are covered from the gross receipts from such activities and deducted from the amount raised before money is added to the trust corpus.

#### 14.1.6. Funding Policies (Projects and Scholarships)

- All groups or individuals requesting funds from the WEMTA Endowment Trust must submit a written application, using WEMTA’s form or including all pertinent information in a letter. Written proposals must be received no later than December 15 for projects and for scholarships in the following calendar year.
- Funds for PET Projects will be awarded based on one or more of the following criteria:
  1. The project will enhance the professional capabilities of Association membership.
  2. The project will contribute to the improvement of education or media and technology services/resources provided by members to their students.
  3. The project will improve WEMTA’s ability to serve its membership.
  4. The project will encourage individuals to prepare for careers in library media and technology (scholarships, for example).
- Projects are normally funded for one year. Multi-year projects will be considered by the committee but must be re-approved for funding on an annual basis and are not guaranteed. The request must show yearly activities that can stand alone in the event not all years can be funded.
- Recipients of PET Project funding will be expected to provide a timeline, evidence of progress and a final report. A presentation at a WEMTA conference or an article for the Dispatch may also be requested.
- Recommendations from the PET Committee and the WEMTA Executive Committee to the WEMTA Board of Directors for PET Project funding will include a brief rationale or explanation for the decisions. The committee chair should be invited to address the Board as necessary to present or clarify recommendations.
- The WEMTA Board of Directors approves the distribution of the PET funds for specific projects and scholarships. Once the projects and scholarships are approved, and following notification of the award to the recipients by the PET chair, implementation of the scholarships becomes

the responsibility of the Awards/Grants Committee, which will approve the disbursement of the funds (in conjunction with the treasurer) and oversee the awarding of the scholarship(s). The PET committee will oversee the implementation of the projects and the disbursement of the funds (in conjunction with the treasurer).

- When a PET project is funded, the Project recipient will be asked to complete a timeline form which lays out the activities of the funded project, when funds are needed and the expected completion date. Normal completion is expected within one year of receiving the Project approval (around January 1) Extensions will be Revision approved by Board of Directors on 09/12/2009 considered by the PET Committee when necessary, but all projects are expected to be fully completed within two years.
- Scholarship awards are given with the full expectation of completion of the academic year of the scholarship. Changes in status (such as dropping out of school) will be reviewed by the Board in determining any payback that may be appropriate.
- The PET Committee, with the concurrence of the WEMTA Board , and based on the annual amount of interest being generated by the fund, has committed to fund a minimum of one \$1000 scholarship for study in a library/media or technology program leading to a professional degree each year. This scholarship is named for Lowell Wilson, a charter member of the Association. Additional scholarship awards may be considered by the committee in any year or awarded every other year to allow for a larger scholarship. A scholarship dedicated to pursuit of an advanced degree (PhD or Specialist) with a goal of teaching in the library/media or technology field is offered when funds permit. The Awards/Grants Committee will make the selection of the award recipient(s) once the amount of funding available for scholarships is approved by the Board of Directors at its December meeting.
- WEMTA scholarships will include a one-year WEMTA membership.

#### 14.1.7 Timeline/Calendar

**September:** The PET Committee Chair prepares and submits an invitation to apply for PET Project funds for the first newsletter of the school year with an October 15 deadline for project applications and November 30 deadline for scholarship applications.

**September:** WEMTA Board and Executive Committee determine any requests desired by the WEMTA Board for Endowment funds and provide written descriptions to the PET committee.

**October 1:** The M&I Trustee informs WEMTA PET Committee Chair of the amount of interest earned during the past fiscal year and places that amount in a separate account which WEMTA can access during the coming year.

**October 15-30:** WEMTA PET Committee meets to review all requests for funds from members, the WEMTA Board, and outside groups. Based on the amount available, overall criteria for use of the endowment interest, and initiatives of the Association identified by the WEMTA Board, the committee makes recommendations for disbursement of the interest funds, including scholarship amounts, minus expected expenses of the committee. Interest funds to cover the committee's expected expenses are requested from M&I and deposited in the committee's WEMTA account.

**November:** The PET Committee disbursement recommendations are shared with the WEMTA Executive Committee for presentation to the full WEMTA Board.

**November 15:** After membership renewals come in, the secretary sends a thank you letter to all members who contributed to PET. The letter is signed by the President and PET Chair and includes the amount of the contribution.

**December:** The WEMTA Board approves the final distribution of the PET funds for the current fiscal year. Board minutes reflecting the disbursement decisions are sent to the PET Committee Chair and the Awards/Grants Committee Chair as soon as possible following the meeting. In addition, the treasurer sends a letter to the PET Chair listing the approved projects and the amount. The PET Chair sends a letter with this list to the M&I trustee, authorizing them to release funds to the treasurer upon receipt of a letter from the treasurer requesting funds for each specific project and scholarship.

**December/January:** A letter is sent to each PET Project recipient by the PET Chair, indicating the amount of the funding, the specific project it is for, the timetable for requesting funds and completing the work, reporting requirements, and the name of the PET Committee Chair (or designee) who will be supervising/overseeing their project. A copy of this letter is sent to the President. Included is an acceptance form which includes an approximate timeline for the project and a form for the recipient to use in requesting funds through the PET Committee Chair. The PET Committee Chair will then submit the funding form to the treasurer who requests payment from M&I.

**February-June:** The PET Committee Chair serves as a contact person to the PET Project recipients and provides reports to the WEMTA Board as appropriate.

**February/March:** The PET committee meets to revise as necessary all promotional materials for the next grant year and see that they are placed in the Dispatch and available at conference. The committee also plans fundraising events for spring conference and other times.



**Spring:** Solicitations for endowment project and scholarship grant applications are announced at the spring conference and in all spring newsletters of the school year by the PET Chair, with project applications due October 15 and scholarship applications due November 30.

**March/April:** WEMTA PET Project and scholarship recipients are publicized at the spring conference and an annual update on the Endowment Fund is provided by the PET Chair for the membership meeting. Opportunities to promote the Permanent Endowment Trust and do fund-raising should be provided during general sessions and conference chairs should be informed of the need for PET promotion.

**May/September:** The WEMTA office receives all PET funding applications and sends them on to the PET Committee Chair as soon as possible.

**August:** The PET Chair submits a budget proposal for expected PET committee expenses for the next fiscal year, even though these expenses do not come from WEMTA's budget.

Related Documents Found in the Appendices:

- a. Legal Documents regarding PET establishment: (WISCONSIN EDUCATIONAL MEDIA ASSOCIATION, INC. PERMANENT ENDOWMENT TRUST [February, 1992]; AMENDMENT to the above [August, 1992]).
- b. Additional documents on the history of the endowment.
- c. PET brochure and any information sheets prepared about PET.
- d. Summary sheet with information on the current Trustee (M&I Bank) .
- e. Application Forms (scholarships and projects).
- f. Sample letter for awarding of projects.
- g. Acceptance Contract, which includes the timeline for the project and for reporting to WEMTA concerning progress and completion of the project.