



Wisconsin Educational Technology Leaders (WETL)
October, 2013

By-Laws

Article I. NAME

The name of the Corporation is the Wisconsin Educational Technology Leaders (WETL), a chapter of the Consortium for School Networking (CoSN) (hereinafter referred to as “the Chapter”).

Article II. PURPOSE

The Chapter will assist Wisconsin educational and corporate entities in understanding how to plan for the use and successful implementation of information technology to improve student learning, advocate for educational technology needs and to promote the development of leadership skills for educational technology professionals.

Article III. CHAPTER OFFICE

The office of the Chapter shall be at such place as the Board of Directors may from time to time decide. The Chapter will be an institutional membership organization and will be a chapter of the Consortium of School Networking in the District of Columbia.

Eligibility and Rights of Chapters as Defined by CoSN.

1. State and nonprofit organizations whose mission and objectives are aligned with the CoSN mission and objectives are eligible to be considered for a Chapter membership.
2. A Chapter (as an organization) shall have no participation rights in CoSN committees, voting or related CoSN business activities.
3. Each institutional member of the proposed Chapter must be a current institutional member of CoSN (Article IV.A.1.) and will continue to receive all membership rights afforded by their CoSN membership (see Article IV.B.).
4. Affiliate educator and affiliate corporate members may join CoSN, but are not required to join CoSN, and will receive CoSN member benefits only upon joining the national organization.
5. The Chapter has been approved by the CoSN Board of Directors.

Article IV. MEMBERSHIP

WETL is an institutional membership organization. The primary audience will be the Chief Technology Officer (CTO)* of K-12 districts. Corporate Membership in WETL increases the visibility of a company's products and services with K-12 education technology leaders who are responsible for district technology buying decisions. Individual Membership includes those with an interest in educational technology issues, such as recent retirees, graduate students, or ed tech consultants. This membership category is not available to those who are currently working for school districts, educational service agencies, charter or private schools, state departments of education, or other businesses. If you fall into this category, you must join CoSN as an Institutional or Corporate member.

*The Chapter recognizes that job titles vary from district to district, but the term Chief Technology Officer (CTO)

will be used to represent the lead person that is responsible for the maintenance and operations of technology in K-12 school districts.

A. Categories of Membership

There are four categories of membership:

1. Institutional Membership -- PK-12 Wisconsin school districts, educational service agencies, charter or private schools, state departments of education, colleges and universities, or other associations
2. Corporate Membership -- Businesses/corporations who are interested in increasing the visibility of a company's products and services with K-12 education technology leaders who are responsible for district technology buying decisions.
3. Individual Membership -- This category includes those individuals with an interest in educational technology issues, such as recent retirees, graduate students, or ed tech consultants. This membership category is not available to those who are currently working for school districts, educational service agencies, charter or private schools, state departments of education, post-secondary institutions such as colleges and universities, or other businesses. If you fall into this category, you must join CoSN as an Institutional or Corporate member.

B. Eligibility and Rights of Institutional Members

1. PK-12 Wisconsin school districts, educational service agencies, charter or private schools, state departments of education, colleges and universities, or other associations are eligible to join as Institutional Members. Other associations may consist of an established consortium not affiliated with an educational service agency.
2. Each Institutional Member will designate one official representative (e.g. district CTO) and one alternate who will function in the absence of the representative.
3. Each official representative of an Institutional Member shall be entitled to one (1) vote on matters to be voted on by institutional members.
4. Only official representatives of Institutional Members are eligible to serve on the Chapter's Board of Directors.
5. Upon an Institutional Member transferring to another organization, the Institutional Membership shall remain with the organization and is not transferable to the individual.
6. An Institutional Member may change and designate a different official representative by written notice to the WETL Chair.
7. Institutional Members may designate additional, non-voting staff who will receive benefits of membership as defined by the Chapter Board of Directors.

C. Eligibility and Rights of Corporate Members

1. For-profit and nonprofit business/organizations are eligible to be Corporate Members.
2. Each Corporate Member will designate one official representative and one alternate who will function in the absence of the representative.
3. Affiliate Corporate Members may designate additional employees to receive chapter benefits as defined by the Board of Directors.

D. Eligibility and Rights of Individual Members

1. Retirees, graduate students, or ed tech consultants are examples of individual members. This membership category is not available to those who are currently working for school districts, educational service agencies, charter or private schools, state departments of education, post-secondary institutions such as colleges and universities, or other businesses. If you fall into this category, you must join CoSN as an

- Institutional or Corporate member.
- 2. Individual Members have no voting rights and may not serve on the Board of Directors.
- 3. Individual Members may serve on Chapter committees.

Article V. GOVERNANCE

A. Board of Directors

Within the Chapter, policy decisions for the conduct of business shall be the responsibility of the Board of Directors. Subject to any restrictions contained in the Articles of Incorporation and these bylaws, the Board of Directors may perform all acts permitted under state law. Membership in the Board of Directors is as follows:

- Chair: Vicki Lyons
 - Chair-Elect: TBD in Spring, 2014 by vote of membership
 - Secretary: David Gundlach
 - Treasurer: Jim Hawbaker
 - State Education Department Representative (non-voting): TBD in Spring of 2014 by vote of membership
 - At-Large Member: TBD in Spring of 2014 by vote of membership
 - At-Large Member: TBD in Spring of 2014 by vote of membership
1. The initial membership of the Board of Directors shall consist of the seven (7) members designated in the Articles of Incorporation. The Initial Board may elect such officers as it deems necessary to organize the Chapter. The Initial Board of Directors shall serve for a one (1) year term that expires on June 30, 2014, or until the end of the first Annual Meeting of the Chapter, whichever is last to occur with the exception of the Chair, Secretary, and Treasurer who shall run the duration of their defined terms.
 2. After the selection of officers by Institutional level members as provided in these bylaws, the Board of Directors shall consist of nine (9) members as follows:
 - a. Chair
 - b. Chair-Elect
 - c. Secretary
 - d. Treasurer
 - e. Past-Chair
 - f. State Education Department Representative (non-voting)
 - g. At-Large (1)
 - h. At-Large (2)
 - i. At-Large (3)
 3. At such time as there exists a Past-Chair, the Past-Chair shall also be a member of the Board of Directors. Thereafter, the Board of Directors shall consist of nine (9) members.

B. Officers

Officers of the Chapter shall be the Chair, Chair-Elect, Secretary, Treasurer, and Past-Chair, elected annually from among the Institutional Level Members. These officers will comprise the Board of Directors.

1. Chair: The Chair shall call and preside at all meetings of the Board and business meetings of the Chapter membership. In cooperation with the Board of Directors, the Chair shall prepare agendas for these meetings. The Chair shall perform such other duties as may be prescribed by the Board of Directors.
 - a. The Chair shall be responsible for administering the work of the Chapter pursuant to directions of the

Board. The Chair may sign and execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors shall authorize the Chair to execute or have delegated to his or her discretion to execute on behalf of the Chapter.

2. Chair-Elect: The Chair-Elect shall assume the duties of the Chair in his/her absence or upon request of the Chair. The Chair-Elect shall perform such other duties as may be prescribed by the Board of Directors. The Chair-Elect will be elected to a three-year term, serving the first year as the Chair-Elect, the second year as Chair, and the succeeding year as Past Chair.
3. Secretary: The Secretary shall be responsible for the records of the Chapter, including taking and maintaining the minutes of the Annual Meeting, meetings of the Board of Directors, and any other meetings of the Chapter. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law or as directed by the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary will serve a two-year term with elections to occur during even numbered years.
4. Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the corporation, including full and accurate accounts of receipts and disbursements, gains, losses, capital, retained business transactions of the corporation, including full and accurate accounts of receipts and disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall present the budget and any audit findings at the annual convention. Every two (2) years there will be an external audit by an independent auditing firm chosen by the executive committee. The books or account shall be open to inspection by any director at all reasonable times. The treasurer will serve a two-year term with elections to occur during odd numbered years.
5. Past-Chair: The Past-Chair shall assist in the transition of the new Board. The Past-Chair shall perform duties at the discretion of the Chair.
6. At-Large (3 seats): The At-Large Directors shall perform such duties as may be prescribed by the Board of Directors. The At-Large Directors will be elected to two-year terms.
7. State Education Department Representative: shall perform such duties as may be prescribed by the Board of Directors and be a non-voting member.

C. Elections

Members of the Board of Directors shall serve terms of two years, staggered so that approximately one-half are elected each year. A Director may be re-elected for a second term but may not serve more than four consecutive years, except the Past-Chair who may serve one additional year. The time period whereby Directors may be appointed to fill an interim position is not included in the four consecutive years, two-term rule. A person may be re-elected to the Board after having been off the Board for a period of one year.

1. The Board and two (2) members of the organization shall each year nominate one or more candidates for each seat on the Board to which a Member is to be elected in the upcoming election. The Committee will seek to achieve representation appropriate to the membership demographics.
2. Each year's election shall be completed prior to the start of the fiscal year. The Nominating Committee shall submit its nominees to the Chair of the Board at least ninety (90) days in advance of the fiscal year. The Chair shall send a ballot to all institutional level members in good standing as of sixty (60) days prior to the commencement of the fiscal year. Institutional level members shall vote for the election of officers and directors and all ballots shall be submitted not later than thirty (30) days prior to the fiscal year.

Election of officers and directors shall require a vote of at least fifty-one (51%) percent of the institutional level members in good standing as of sixty (60) days prior to the start of the fiscal year.

3. Those elected to the Board and as officers shall assume their duties at the start of the fiscal year (July 1).
4. Any Board Member may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation may be of his/her role as a Board Member or as a Member of any other body as may be pertinent at the time. The resignation shall take effect at the time specified in the written notice; and unless otherwise specified therein, acceptance of the resignation shall not be necessary to make it effective.
5. The Board will fill any vacancies on the Board for the Interim between elections. At the next election following the vacancy, the Institutional District Level Members will elect their new representative who will serve the remainder of the term.
6. A Board Member may be removed from office for cause by an affirmative vote of the remaining members of the Board of Directors, exclusive of the Board Member whose removal is being considered.
7. Officers and Directors shall continue to serve until their successors have been elected and take office.

D. Compensation

For their service on the Board of Directors or other Committees or Task Forces of the Chapter, Members shall not receive compensation, except that reasonable expenses for attendance at meetings or for assignments undertaken on behalf of the Chapter may be reimbursed as circumstances permit and pursuant to policies of the Board of Directors.

E. Committees and Task Forces

Committees and Task Forces of the Chapter may be established by the Board from time to time.

F. Fidelity Bonds

The Chapter may secure the fidelity of any or all of its Officers, Directors, or agents by bond or otherwise.

Article VI. MEETINGS

A. Annual Meeting

Members shall receive notification of the Annual Meeting electronically or by U.S. Mail, not less than 60 days prior to the Annual Meeting.

1. The purpose of the Annual Meeting shall be to conduct the business of the Chapter and hold such other sessions as shall advance the purpose of the Chapter.
2. The Board of Directors will establish a Planning Committee for the Annual Meeting.

B. Meetings of the Board of Directors

The Board of Directors shall meet in person during the Annual Meeting of the Chapter and otherwise as permitted by applicable Wisconsin law, either at the call of the Chair or as the result of a ballot in which two-thirds of the Board requests such a meeting.

1. Notice of the place, day, and hour of the meeting is required electronically or by U.S. Mail not less than sixty (60) days prior to the Annual Meeting; electronically or by U.S. Mail not less than thirty (30) days prior to other meetings to be attended in person; and electronically or by U.S. Mail, not less than ten (10) days prior to a meeting to be conducted by telecommunications.
2. Executive Sessions of the Board of Directors may be held at the discretion of the Chair or at the request of any four Board Members present.

C. Quorum Defined

For meetings of the Board of Directors, a quorum shall consist of not less than half of the membership of the Board at the time of the meeting. For meetings of the Chapter membership, a quorum shall be defined as those Members entitled to vote and in attendance.

D. Rules of Procedure

In the event of a question of order or procedure which arises and is not covered in these bylaws, Robert's Rules of Order (Revised), latest edition, shall prevail.

E. Voting

Voting may be conducted in person, by U.S. Mail, electronic mail, online survey, or facsimile.

Article VII. COMMITTEES

The Board of Directors of the Chapter has the authority to create, modify, or eliminate committees and task forces as needed to conduct the business of the Chapter. The following permanent committees shall be established:

1. Executive Committee: The Executive Committee shall consist of the Chair, Past-Chair, Chair-Elect, Secretary, and Treasurer. The Executive Committee shall:
 - a. Serve as a coordinating and planning committee for the Board of Directors
 - b. Serve as a decision-making body between meetings of the Board of Directors for action which the Chair deems urgent and not requiring full Board approval
 - c. Assume such other duties as assigned by the Board of Directors
2. Membership Committee: The Membership Committee shall:
 - a. Promote membership in WETL
 - b. Monitor membership trends
 - c. Propose methods of increasing membership in WETL
 - d. Develop member benefits and promote communication within and beyond WETL membership
 - e. Propose methods of communication between the Board of Directors and WETL members
 - f. Identify topics of interest to WETL members and Provide for publications and other means of communication for WETL
3. Influence Committee: The Influence Committee shall:
 - a. Identify and study current issues that affect education in Wisconsin and WETL
 - b. Propose issues for organizational direction and action
 - c. Formulate position statements for approval by the Board, which are based upon research and compatible with the positions of CoSN
 - d. Establish and develop contact with federal and state legislators in order to inform legislative issues.

4. Public Relations Committee: The Public Relations Committee shall:
 - a. Develop and maintain the WETL website and associated graphics and information
 - b. Work with CoSN to develop press releases and other communication
 - c. Work with other state organizations to promote WETL presentations and educational offerings
 - d. Work with the Wisconsin DPI to promote conference opportunities

5. Professional Learning and Leadership Committee: The Professional Learning and Leadership Committee shall:
 - a. Work with members on CETL testing and preparation
 - b. Mentor other state organizations on issues surrounding educational technology
 - c. Plan the WETL CTO boot camp each spring
 - d. Highlight CoSN educational offerings
 - e. Develop anchor lessons illustrating state of the art educational activities that leverage instructional technologies
 - f. Provide a clearinghouse service with questions and information helping districts hire quality CTO staff
 - g. Provide guidance on the evaluation of technology and vendor support

Article VIII. DUES AND FEES

The Membership shall be assessed such annual dues for each year as fixed annually by the Board of Directors. Notification of dues increases will be at the Annual Meeting or via U.S. Mail or electronically at least 60 days prior to taking effect. The fiscal year of the organization will begin July 1 and end on June 30.

Article IX. FINANCIAL REPORT

A financial report, including an income statement and balance sheet for the prior fiscal year, shall be presented at each Annual Meeting.

Article X. AMENDMENTS

Upon the recommendation of two-thirds of the Members of the Board of Directors, these bylaws may be altered, amended, or repealed by a majority of the Members voting at any Annual Meeting of the Chapter. Notice of the meeting shall include a statement describing the subject matter of the proposed alteration, amendment or repeal and the article(s) to be affected thereby and shall be given to the members entitled to vote at least thirty (30) days prior to the proposed meeting or vote on the amendment.

Article XI. INDEMNIFICATION

1. To the extent permitted by the laws of the State of Wisconsin, as the same may be amended or superseded from time to time, the Chapter shall indemnify any person made a party to an action by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he or she, his or her testator or intestate is or was a Director, Officer, or employee of the Chapter, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, or in connection with an appeal if an appeal there is, except in relation to matters as to which such Director or Officer is adjudged to have breached his duty to the Chapter under the Wisconsin Nonprofit Corporation Act. In no event shall indemnification include the amount paid in settling or otherwise disposing of a threatened action or pending action which is settled or disposed of without court approval.

2. To the extent permitted by the laws of the State of Wisconsin, as the same may be amended or superseded from time to time, the Chapter shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than the one by or in the right of the Chapter to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any Corporation of

any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, for any conduct which he or she reasonably believed to be in the best interests of the Chapter and, in criminal actions or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

3. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled, and the Chapter may purchase insurance as authorized by the Board of Directors for the purposes of indemnification as provided herein and to the full extent allowed by law.

Article XII. INTERESTED OFFICERS OR DIRECTORS

No contract or transaction between the Chapter and one or more of its Directors or Officers, or between the Chapter and any other corporation partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. No benefit inures to an individual Director or Officer in contravention of the requirements of the relevant subsection of the Internal Revenue Code Section 501(c); and either.
2. The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the Committee, and the Board or Committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
3. The contract or transaction is fair as to the Chapter as the time it is authorized, approved, or ratified, by the Board of Directors or a Committee thereof.
4. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

Article XIII. DISSOLUTION

The Chapter shall remain in existence until such time as:

1. The Chapter votes by 2/3 majority of all current members to dissolve,
2. The CoSN Board of Directors votes by 2/3 majority to revoke the Chapter's charter.

A. Appeal Process

Should the CoSN Board of Directors vote to revoke the charter of a Chapter, the Chapter shall have the right to appeal the decision before the CoSN Board of Directors at the next face-to-face Board Meeting.

B. Disposition of Chapter Assets

After paying any outstanding debts, all remaining assets of a dissolved Chapter revert to the national organization.

C. Chapter Debts

CoSN shall not be obligated to pay any Chapter debts incurred in excess of Chapter assets unless the Chapter was authorized in writing by the CoSN Board of Directors to act as an agent of the national organization in incurring the debts in question.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 11th day of October, 2013

Vicki Lyons, Chair