

# WCET Bylaws - Approved July 24, 2015

**ARTICLE I: NAME.** The name of this organization is the WICHE Cooperative for Educational Technologies (WCET).

**ARTICLE II: MISSION.** The mission of WCET is to accelerate the adoption of effective practices and policies, advancing excellence in technology-enhanced teaching and learning in higher education.

**ARTICLE III: MEMBERSHIP.** Membership in WCET is at the organizational level. Employees or students of a member organization are eligible for the benefits of membership in WCET.

- A. Eligibility and Rights of Members. Any institution, organization, government agency or corporation with an interest in educational technology issues in higher education is eligible to become a member. Members have voting rights for any election held by WCET. Members' employees are eligible to serve in any elected office of WCET.
- B. Official Representative. Each member shall designate an individual to serve as the Official Representative who shall be entitled to vote on behalf of that member in any election. By written notification, an Official Representative may designate another individual within that member organization to serve as a proxy and to vote on behalf of that member. The Official Representative shall be the channel for all official communications between the member and WCET. Any communication with the Official Representative shall constitute communication with that member. The member will appoint a new Official Representative when a vacancy occurs.
- C. Termination of Membership. Member organizations may terminate their membership at any time by written notice to the Executive Director of WCET and/or WCET's membership administrator. An organization's membership may be terminated by failure to pay dues. An organization's membership may also be terminated for cause by a two-thirds vote of the Executive Council. Cause includes (but is not limited to) any action which uses the WCET identity in a way that misrepresents or discredits the organization as to the meaning of membership.

## **ARTICLE IV: GOVERNANCE.**

- A. Association with WICHE. WCET is a program unit of the Western Interstate Commission for Higher Education. As such, it is subject ultimately to the governance of the WICHE Commissioners.

- a. Annual reports concerning WCET will be made to the WICHE Commission by the Chair of the Executive Council or by the Executive Director.
  - b. WCET submits an annual fiscal report to the WICHE Commission.
- B. The Steering Committee. The Steering Committee is representative of the WCET membership, makes recommendations on programmatic issues of interest to the membership at-large, and leads and/or contributes to activities in support of WCET's programs and membership.

- a. Membership. The Steering Committee is a 15-person group representative of the WCET membership. The number of seats designated for membership categories and at-large will be determined by the Executive Director in consultation with the Executive Council. The distribution of Steering Committee categories and seats will be reviewed at least every three years. Members will be notified of any changes to the distribution of the Steering Committee categories and seats. Steering Committee members are elected to serve three-year terms. Steering Committee terms will be staggered so that approximately one-third will be elected each year.
- b. Eligibility. Anyone employed by a WCET member is eligible to serve on the Steering Committee. Members may apply themselves, or may nominate another member, to seek election to the Steering Committee.
- c. Election Ballot. The election ballot will indicate which seat each candidate is pursuing.
- d. Election Process. The Official Representative, or designated proxy, of all member organizations receives electronically the election ballot and is responsible for casting the vote on behalf of the member organization.
- e. Steering Committee Officers. Leadership within the Steering Committee shall be a Chair and Vice Chair and each will serve a one-year term.
  - i. Election of Officers. The Steering Committee shall annually elect a Chair and Vice Chair from its membership. Staff, in collaboration with current Steering Committee officers, will develop a slate for the Chair and Vice Chair positions. Continuing and incoming Steering Committee members will vote on the officer candidates prior to the Annual Meeting.
  - ii. Succession by the Vice Chair. At the end of the Chair's term, the Steering Committee will vote to confirm succession of the Vice Chair to the role of Chair. If not confirmed, the Steering Committee will elect a chair from its membership.

- iii. Duties. The Chair shall call and preside at all meetings of the Steering Committee. The Vice Chair shall assume the duties of the Chair in the Chair's absence or upon request of the Chair.
    - iv. If an incoming Chair's term is expiring, that individual's term will automatically be extended for one year.
- C. The Executive Council. The Executive Council serves as the strategic advisory group to the Executive Director on matters related to membership, annual dues, strategic priorities, policies, and other issues brought forth by the Steering Committee, the Executive Director and/or the WICHE President. The Executive Council also reviews the WCET budget in relation to strategic priorities. The Executive Council is informed of WCET's financial status but does not hold actual fiduciary responsibility for WCET.
  - a. Membership. The membership of the Executive Council is comprised of four people elected at-large and six ex-officio voting members. The ex-officio voting members include:
    - Immediate past Chair of the Executive Council
    - Immediate past Chair of the Steering Committee
    - Current Chair of the Steering Committee
    - Current Vice Chair of the Steering Committee
    - A WICHE Commissioner (appointed by the WICHE President)
    - WCET Executive Director
  - b. Eligibility. With the exception of the WICHE Commissioner and WCET Executive Director, anyone employed by a WCET member organization is eligible to serve on the Executive Council.
  - c. Election Ballot. The Executive Council Chair will designate a three-person Nominating Committee, from the existing council membership, to create an election ballot for the at-large seats.
  - d. Election Process. The Official Representative, or designated proxy, of all member organizations receives electronically the election ballot and is responsible for casting the vote on behalf of the member organization.
  - e. Terms. The WICHE Commissioner serves a three-year term. The four members elected directly by WCET membership serve staggered, three-year terms.
  - f. Executive Council Officers. Leadership within the Executive Council shall be a Chair and Vice Chair and each will serve a one-year term. The current Chair or Vice Chair of the Steering Committee may not simultaneously serve as Chair of the Executive Council.
    - i. Election of Officers. The Executive Council shall annually elect a Chair and Vice Chair from among its membership. Staff, in collaboration with current Executive Council officers, will develop a

slate for the Chair and Vice Chair positions. Continuing and incoming Executive Council members will vote on the officer candidates prior to the Annual Meeting.

- ii. Succession by the Vice Chair. At the end of the Chair's term, the Executive Council will vote to confirm succession of the Vice Chair to the role of Chair. If not confirmed, the Executive Council will elect a chair from its membership.
- iii. Duties. The Chair shall call and preside at all meetings of the Executive Council and business meetings of WCET membership. The Vice Chair shall assume the duties of the Chair in the Chair's absence or upon request of the Chair.
- iv. If an incoming Chair's term is expiring, that individual's term will automatically be extended for one year.

- g. Executive Committee of the Executive Council. The Executive Council Chair, Executive Council Vice Chair, and the Steering Committee Chair will constitute the Executive Committee of the Council. The Executive Committee provides strategic advice as requested by the Executive Director.

D. Office Holders. The following items relate to anyone holding an elected office or ex-officio position within WCET.

- a. Voting. A majority of officers participating in the vote shall be the act of the group.
- b. Resignations. A holder of any elected office or ex-officio position may resign at any time by giving written notice to the Executive Director. The resignation shall take effect at the time specified therein.
- c. Vacancies. Vacancies in elected or ex-officio positions shall be filled by the following methods:
  - i. If an elected or ex-officio officer is no longer employed by the member organization, the officer may remain in the official capacity for 30 days or longer, at the discretion of the Executive Director.
  - ii. The Executive Director shall coordinate an election to fill an unexpired term or may make a direct appointment if less than one year remains on the term.
- d. Removal. Removal of a holder of an elected office for cause must be approved by a two-thirds vote of the respective governing body.
- e. Compensation. Elected officers or holders of official positions within WCET shall not receive compensation, except that expenses for attendance at meetings or for assignments undertaken on behalf of WCET may be reimbursed as circumstances permit and pursuant to policies of WICHE.

- E. Executive Director. The Executive Director shall be appointed pursuant to WICHE personnel procedures by the President of WICHE in consultation with members of the Executive Council.
- F. Committees and Task Forces. The Executive Council and Steering Committee may establish committees and task forces at their discretion.
- G. Policies. The Executive Council may establish policies regarding WCET membership, operations, or activities at its discretion.

**ARTICLE V: PRINCIPAL OFFICE.** The principal office of WCET shall be in the same city as that of WICHE.

**ARTICLE VI: MEETINGS.** WCET shall have an Annual Meeting and such other meetings as are called by the Officers or by a vote of two-thirds of the Member Representatives.

- A. Annual Meeting. The purpose of the Annual Meeting shall be to conduct business of WCET and to hold such other sessions as shall advance the purpose of WCET.
- B. Quorum Defined. For meetings of the Executive Council or the Steering Committee, a quorum shall consist of not less than half the membership of the Committee. For meetings of the WCET Membership, a quorum shall be defined as those members in attendance.
- C. Rules of Procedure. In the event a question of order or procedure shall arise which is not covered in these bylaws, Robert's Rules of Order (Revised) shall prevail.
- D. Meetings of the Executive Council and the Steering Committee. The Executive Council and the Steering Committee shall each meet in person during the Annual Meeting of WCET and in person or electronically at the call of the Chair, the Executive Director, or as the result of a ballot in which a simple majority of their members request such a meeting
  - a. Notice. Notice is required not less than 60 days prior to the Annual Meeting; not less than 30 days prior to other meetings to be attended in person; and not less than ten days prior to a meeting to be conducted electronically.
  - b. Executive Sessions. Executive sessions of the Executive Council or the Steering Committee may be held at the discretion of the Chair or at the request of any three members. The Executive Director shall be present at all executive sessions except those dealing with his/her performance or compensation.

**ARTICLE VII. DUES AND FEES.** Members shall be assessed such annual dues as fixed by the Executive Council upon the recommendation of the Executive Director.

**ARTICLE VIII. AMENDMENTS.** Upon the recommendation of two-thirds of the members of the Executive Council, these bylaws may be altered, amended, or repealed by a majority vote of the members. Official Representatives must be provided the wording of the proposed alteration, amendment or repeal 30 days prior to any vote to change these bylaws. The vote may be held in-person, by mail, or electronically.

As amended July 24, 2015, by the WCET membership.