

# **Bylaws, Policies and Procedures Manual**

Association Bylaws

Association Policies

Procedures Manual

*“Serving Wisconsin’s Technical Colleges”*

Wisconsin Technical College District Boards Association, Inc.

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Procedures Manual

*“Serving Wisconsin’s Technical Colleges”*

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Wisconsin Technical College District Boards Association, Inc.

## **BYLAWS, POLICIES & PROCEDURES**

### **Introduction**

This manual provides members and employees of the Wisconsin Technical College District Boards Association, Inc., a comprehensive statement of the Association's bylaws, policy statements, and operational procedures. It is a set of evolving documents that is reviewed and updated on an ongoing basis by the Board of Directors upon the recommendation of the Bylaws, Policies & Procedures Committee.

Until 1993, this information was held in the records of the Association's meetings and in the collective memory of members and staff. In 1994, the original manual was created to bring together for the first time in print the Association's bylaws, policies, and procedures. Between 1998-2000, each section underwent a complete review, rewriting, and reorganization by the Bylaws, Policies & Procedures Committee, with input from the member districts.

Unless dated later, this manual is revised through July, 2009.

Bylaws, Policies & Procedures Committee  
July, 2009



Wisconsin Technical College District Boards Association, Inc.

## **Vision and Mission Statements**

### **Vision**

As an association of leaders, the Wisconsin Technical College District Boards Association provides tools to its members to develop and sustain technical colleges in meeting and exceeding their mission to serve Wisconsin.

### **Mission**

The Wisconsin Technical College District Boards Association is a joint venture of technical college districts leading and coordinating Wisconsin Technical College excellence through:

- Member education and development
- Interdistrict cooperation
- Alliances and partnerships
- Public policy advocacy



**Bylaws**

**of the**

**Wisconsin Technical College  
District Boards Association**



**RESTATED  
BYLAWS  
  
OF THE  
  
WISCONSIN TECHNICAL COLLEGE  
DISTRICT BOARDS ASSOCIATION, INC.**

**ARTICLE I**

**Name and Purpose**

Section 1. The name of the corporation is Wisconsin Technical College District Boards Association, Inc.

Section 2. Purpose. The purpose or purposes for which the corporation is formed are as follows: The purpose of the Association shall be the advancement of Wisconsin's Technical Colleges and the Vocational, Technical and Adult Education movement in Wisconsin; more specifically, the purposes shall be:

- a) to exchange ideas relative to the role of Technical College governing boards and chief administrators;
- b) to provide a working link between the Wisconsin Technical College System Board and the local Technical College Boards;
- c) to study, initiate, and support appropriate state and federal legislation as it affects Technical Colleges;
- d) to represent the Technical Colleges in all matters in which collaborative action is desirable or necessary;
- e) to exchange information on legislative and administrative matters of mutual concern;
- f) to provide educational and informational programming for and on behalf of district board members; and
- g) to provide a forum for district board members to interact with each other and to share information and ideas.

## **ARTICLE II**

### **Offices**

Section 1. Principal Office. The principal office of the corporation in the State of Wisconsin shall be located at 22 North Carroll Street, Suite 103, Madison, Wisconsin 53703. The corporation may have such other offices, either within or outside the State of Wisconsin, as the Board of Directors may designate or as the offices of the corporation may require from time to time.

Section 2. Registered Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law may be, but need not be, identical with the principal office in the State of Wisconsin and the address of the registered office may be changed from time to time by resolution of the Board of Directors.

## **ARTICLE III**

### **Membership**

Section 1. Voting Membership. Voting membership in the corporation shall be limited to Wisconsin Technical College District Boards, each as a single body (unit members); however, all members of each District Board which is a unit member shall automatically be non-voting members of the corporation (individual members).

Section 2. Voting by Delegates of Unit Members. Each District Board which is a unit member of the corporation shall be entitled to one vote on any issue which properly comes before any annual, regular, or special meeting of the unit members. While all individual members have a right to be recognized and heard at any such meeting, the privilege of voting shall be delegated by each unit member to one of its individual board members (the delegate) who shall respond and cast one vote on behalf of his/her District Board as a unit member of the corporation. The authority of an individual board member to act as proxy delegate for a unit member shall be controlled by Article V, Section 7, of these Bylaws.

## **ARTICLE IV**

### **Fiscal Year**

Section 1. The fiscal year of the Association shall be from July 1 to and including June 30.

## **ARTICLE V**

### **Meetings**

Section 1. Annual Meeting. The annual meeting of unit members, for the purpose of electing officers, shall take place at the Association's spring meeting. Officers elected at the annual meeting shall assume office at the next regular or special Board of Directors meeting following the date of the annual meeting.

Section 2. Regular Meeting. In addition to the annual meeting, regular quarterly meetings for each calendar year shall be scheduled by the President with the approval of the Board of Directors.

Section 3. Special Meetings. Special meetings of the unit members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, the Board of Directors, or by the delegates of not less than one-third of all the unit members of the corporation entitled to vote at such a meeting.

Section 4. Place of Meeting. The President, with the concurrence of the Board of Directors, may designate any place, either within or outside the State of Wisconsin, as the place of meeting for any annual or regular meeting, or for any special meeting called by the President or Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the unit members represented thereat.

Section 5. Notice of Meeting. Written notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fourteen (14) days nor more than fifty (50) days before the date of the meeting (unless a different time shall be provided by the Wisconsin Nonstock Corporation Law, as amended), either personally or by mail, by or at the direction of the President, the Secretary/Treasurer, or the persons calling the meeting, to each delegate of a unit member, and to each individual member. If mailed, such notice shall be deemed to be the member at his/her address as it appears on the

records of the corporation, with postage thereon prepaid. The attendance of a delegate at a meeting shall constitute a waiver of notice of such meeting, except where a delegate attends a meeting for the express purpose of objecting to the transaction of any business because of that delegate's belief that the meeting is not lawfully called or convened.

Section 6. Quorum. More than one-half of the unit members, represented in person by their delegates, or by proxy given to another member of their unit, shall constitute a quorum at a meeting of unit members. If less than one-half of the unit members are represented at a meeting, a simple majority of the unit members so represented may adjourn the meeting until such time as a quorum is present. Reconvening a meeting after a quorum is present does not require any additional notice, so long as the meeting is reconvened within 24 hours of the meeting time originally noticed.

Section 7. Proxies. At all meetings of unit members, in the absence of a unit member's regular delegate to the Board of Directors, the following will serve as proxy:

- 1) The chairperson of the unit member's district board. If not available,
- 2) the chairperson's designee as provided in writing to the Association Secretary/Treasurer before or at the time of the meeting. If not available,
- 3) the vice chairperson of the unit member's district board. If not available,
- 4) the secretary of the unit member's district board. If not available,
- 5) the treasurer of the unit member's district board.
- 6) If none of the above is available, another member of the unit member's district board may serve so long as both of the following are met: All members of the unit member's district board who are present agree, and, the member's service as proxy would not be contrary to the unit member's board policies.

Section 8. Voting of Unit Members. Each unit member shall be entitled to one vote on each matter submitted for a vote at a meeting of unit members. Such vote shall be cast in person by the delegate or by a qualified proxy. At any meeting of the unit members at which a quorum is present, the vote of a simple majority of the total number of unit members is required to decide the question presented. This standard shall be applied even though a simple majority of total unit members may constitute a super majority of those present as a lawful quorum. In the case that a different vote is required by law, the Articles of Incorporation, or these Bylaws, that standard shall govern and control the decision of that question.

Section 9. Voting Example. Under Section 6 of this Article, nine (9) or more of sixteen (16) unit members represent a simple majority and represent a quorum. Under Section 8 of this Article, the vote of a simple majority of total unit members is required to carry the question presented. Thus, for example, at a meeting where a quorum of twelve (12) unit members is present, a simple majority of total unit members required to control the question presented would remain nine (9) of sixteen (16) total members.

## **ARTICLE VI**

### **Dues**

Section 1. The annual membership dues for each unit member shall be approved at the annual meeting. Invoices for the membership dues shall be mailed by the Association office on behalf of the Secretary/Treasurer within thirty (30) days prior to the beginning of each fiscal year.

## **ARTICLE VII**

### **Board of Directors**

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. For purposes of these Bylaws, a member of the Board of Directors shall be considered as identical to a unit member's "delegate" for voting purposes.

Section 2. Number and Selection. The number of directors of the corporation entitled to vote shall be one from each unit. The President, the Vice-President, the Secretary/Treasurer, and the immediate Past President shall automatically become voting directors of the corporation by virtue of their office, and shall represent their unit member as its voting representative (delegate) on the Board of Directors so long as they serve in that office. The remaining directors shall be selected by the respective unit members in a manner determined by the unit members and shall be seated to the Board of Directors by action of a majority of the total unit members, a quorum being present, at the next regular or special meeting of the Board of Directors following the unit member's selection. There is no limit imposed on unit members as to the number of terms or length of time its delegate may serve on the Board of Directors.

Section 3. Terms of Directors. Except for members of the Board of Directors serving by virtue of being an officer as provided in Section 2 of this Article, and subject to Section 4 of this Article, a member of the Board of Directors shall be seated for the term or remaining portion of the term as follows: For directors selected by even-numbered districts (Western, Madison Area, Gateway, Waukesha County, Moraine Park, Fox Valley, Mid-State and Nicolet), the term shall begin July 1 and end June 30 of even-numbered years. For directors selected by odd-numbered districts (Chippewa Valley, Southwest Wisconsin, Blackhawk, Milwaukee Area, Lakeshore, Northeast Wisconsin, Northcentral and Wisconsin Indianhead), the term shall begin July 1 and end June 30 of odd-numbered years.

Section 4. Tenure. Each director shall hold office until a successor is selected and seated, except if a director is no longer a member of his/her district board, or, in the case a director has been removed from the Board of Directors under Section 5 of this Article. Action to seat a member to the Board of Directors shall take place at the next regular or special meeting following the district's selection.

Section 5. Resignation and Removal. A director may resign from the Board of Directors at any time by providing a written resignation to the Association Secretary. A director may be removed from the Board of Directors by a vote of the majority of the total unit members, a quorum being present, at any regular or special meeting. Removal pertains only to the individual serving as the unit member's delegate and not to the unit member as a member. Upon removal, the Board of Directors shall record the reason(s) for the removal and provide them in writing to the unit member with a request for the unit member to select a new delegate.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors of this corporation, the Board of Directors will request the member unit select one of its members to be seated as its delegate.

Section 7. Compensation. No director of the corporation shall receive any compensation for his/her services, but may receive reimbursement for his/her reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of directors then in office.

Section 8. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary/Treasurer of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE VIII**

### **Officers**

Section 1. Number. The principal officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), and a Secretary/Treasurer, each of whom shall be elected by the unit members. Such other officers and/or assistant officers as may be deemed necessary

by the Board of Directors may be elected by the unit members. An officer may resign at any time by filing his/her written resignation with the Secretary/Treasurer of the corporation.

## Section 2. Election of Officers.

- a) Candidates for election as officers of the corporation shall be nominated as follows:
  - 1) A nominee or nominees for each office to be filled at election shall be named by the Nominations Committee.
  - 2) Delegates of unit members of the corporation shall also have the right to make nominations for each office from the floor of the annual meeting of unit members.
  - 3) Only persons who have consented to serve if elected shall be eligible to be nominated, either by the Nominations Committee or from the floor.
- b) The nominee for each office receiving the affirmative vote of a simple majority of unit members present shall be declared elected. In all cases in which more than one nomination has been made for any office, election to that office shall be conducted by written secret ballot.
- c) Officers elected at the spring annual meeting shall assume office at the conclusion of the Board of Directors summer meeting. Each officer shall hold office for a term of one (1) year and until his successor is elected or appointed and qualified. Any elected officer may succeed himself/herself for one additional term.

Section 3. Vacancies. Any vacancy occurring in any office as the result of death, resignation, removal, or other cause, may be filled by action at any regular or special meeting, for a period until the next succeeding annual election by the affirmative vote of a majority of the total unit members, a quorum being present.

Section 4. Removal. Any officer may be removed from office by a majority vote of the total number of unit members at any regular or special meeting at which a quorum is present. Removal of a member as an officer also constitutes removal of that member as his/her unit member's delegate to the Board of Directors. Upon removal, the Board of Directors shall record the reason(s) for the removal and provide them to the unit member in writing with a request for the unit member to select a new delegate.

Section 5. The President. The President shall be the principal executive officer of the corporation and subject to the control of the unit members and Board of Directors, shall in general supervise and control the affairs of the corporation and shall act as its official representative. The President shall, when present, preside at all meetings of the unit members and of the Board of Directors. The President shall sign, with the Secretary/Treasurer or any other proper officer of the corporation authorized by the

Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President, and such duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-Presidents. In the absence of the President, the Vice-President (if one shall have been designated) (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then according to longest service as a Vice-President) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Any Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. Vice-Presidents may by their election have charge and supervision of designated portions of the corporation's affairs.

Section 7. The Secretary/Treasurer. The Secretary/Treasurer shall: (a) keep the minutes of the unit members' and Board of Directors' meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) serve as custodian of the corporate records; (d) keep the membership records of the corporation; (e) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for membership dues and other monies payable to the corporation, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XIV of these Bylaws; (f) render annual reports and financial statements; and (g) in general, perform all of the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. For purposes of this section, "keep" or maintain "custody" of any record includes the delegation of physical maintenance to the Association office.

Section 8. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Section 9. Additional Officers. Any additional officers not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 10. Compensation. No officer of the corporation shall receive any compensation for services, but may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of the Board of Directors.

Section 11. The Executive Director. The Board of Directors shall have the power to create the position of "Executive Director." The Executive Director shall be an employee of the Wisconsin Technical College District Boards Association, Inc., and shall report to the Executive Committee of the corporation.

The duties of the Executive Director shall include, but are not limited to: studying, initiating and supporting appropriate state and federal legislation as it affects Technical College districts; collecting information and conducting research on behalf of the Association; handling communication activities of the Association; arranging meetings of the Association and its sub-units; and such other and further duties as directed by the Executive Committee.

## **ARTICLE IX**

### **Committees**

Section 1. The Executive Committee. The Executive Committee of the corporation shall be comprised of the President, Vice-President, Secretary/Treasurer, and Immediate Past President.

Section 2. Standing Committees. There shall be established the following standing committees, with each unit member district selecting its own committee member or members, and each unit member district present at a committee meeting having one (1) vote regardless of the number of individual members serving on the committee or attending a committee meeting.

- a) Bylaws, Policies & Procedures. Annually, the Committee shall review the corporate bylaws, policies and procedures manual of the Association, and if necessary, recommend appropriate changes. Additionally, upon request by the Board of Directors, the Committee will review a specific proposed resolution or proposed change in corporate bylaws, policies or procedures, and will, if appropriate, make a recommendation to the Board of Directors.
- b) Legislative. The Committee shall serve as the cornerstone of the corporation's legislative interaction.
- c) Program. The Committee shall assist in establishing the corporation's in-service education programs.

- d) Human Resources. The Committee shall serve as the catalyst in the coordination of human resources management.
- e) Marketing/Public Relations & Awards. The Committee will determine, select the recipients of, and deliver the corporation's annual awards.
- f) Interdistrict/Interagency Cooperation. The Committee shall identify, consider, and promote opportunities for cooperative activities between unit member colleges and between Wisconsin's Technical Colleges and other entities as appropriate.

Section 3. Nominations Committee. There shall be established annually a Nominations Committee comprised of five directors or individual members designated by the President and approved by the Board of Directors. The duty of the Committee shall be to receive and review suggestions regarding nominees for each elective office of the corporation, and to propose nominations for such office in advance of the annual meeting.

Section 4. Ad Hoc Committees. The Board of Directors may, by resolution adopted by the affirmative vote of a majority of the number of directors fixed by Section 2 of Article VII, create one or more ad hoc committees, each consisting of three or more directors or individual members designated by the President with the approval of a majority of the Board of Directors, having such powers and duties as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote.

Section 5. Status of President and Vice-President. The President and Vice-President of the corporation shall be considered as ex-officio members of all the committees with the exception of the Nominations Committee.

## **ARTICLE X**

### **Indemnification**

The corporation shall indemnify any individual member or former individual member of the organization consistent with the requirements set forth in Wisconsin Statutes, Chapter 181, as amended. The Board of Directors may consider and adopt additional rules concerning indemnification to the extent that such action and/or result is not inconsistent with the requirements of Wisconsin Statutes, Chapter 181, as amended.

## **ARTICLE XI**

### **Seal**

The Board of Directors may provide a corporate seal and shall have inscribed thereon the words, "Wisconsin Technical College District Boards Association, Inc. – Corporate Seal."

## **ARTICLE XII**

### **Informal Action by Members and Directors**

Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by delegates of all of the unit members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

## **ARTICLE XIII**

### **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Wisconsin Nonstock Corporation Law or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. Such waiver by a unit member in respect to any matter of which notice is required under any provision of the Wisconsin Nonstock Corporation Law shall contain the same information as would have been required to be included in such notice under any applicable provisions of said Law, except that the time and place of meeting need not be stated.

## **ARTICLE XIV**

### **Contracts, Loans, Checks and Deposits, Gifts and Grants**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No funded indebtedness shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be authorized by the signatures of the Secretary of the corporation and the Executive Director. In the event of the inability of either the Secretary or Executive Director to act, the President shall act on his/her behalf. Should the Secretary or Executive Director continue to be unable to act at the time of the next meeting of the Board of Directors, the Board may appoint an officer or member of the Board to continue in this capacity.

Section 4. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts and Grants. The corporation may accept gifts and/or grants consistent with these Bylaws. A gift or grant valued at \$500 or less may be accepted by the corporation through its Board of Directors, or by the President, Secretary/Treasurer, or Executive Director. The acceptance of a gift or grant valued at more than \$500 shall be subject to approval of the Board of Directors.

## **ARTICLE XV**

### **Conflicts of Interest**

Section 1. Conflicts Defined. A conflict of interest occurs when a unit member's voting delegate or an employee of the corporation may take action resulting in either: 1. a financial benefit to the delegate or employee, or, 2. a financial benefit to an individual delegate's or employee's family member or business. Conflicts of interest do not

include actions related to routine corporate matters such as establishing employee compensation, employee benefits, or the reimbursement of authorized expenses to delegates or employees.

Section 2. Affirmative Duty to Report Conflicts. All voting delegates and employees of the corporation have an affirmative duty to inform the corporation of any situation in which a conflict of interest exists, or when the delegate or employee believes a conflict of interest may be created. Voting delegates and employees will immediately disclose in writing any conflict of interest that is created, or that the delegate or employee believes may be created, before the delegate or employee takes any action on any related matter. Employees and delegates other than the President will make any required disclosure to the President. The President will make any required disclosure to the other members of the Board of Directors.

Section 3. Annual Notice of Duty. The corporation shall communicate with delegates and employees annually for the purpose of informing them of the affirmative duty under this article. The communication will be sent in writing with a reply form, return postage pre-paid, to be returned to the corporation with a deadline suitable to assure compliance prior to the end of each tax year.

The communication will request information necessary to fully respond to IRS reporting requirements.

Section 4. Prohibited Actions and Exception. Actions by a delegate or employee of the corporation are prohibited if a conflict of interest exists or will be created by the action unless all of the following conditions are met: 1. The delegate/employee provides disclosure as required in this article. 2. The delegate/employee recuses him/herself from any discussion or decision concerning the matter beyond making the required disclosure. 3. The corporation, by its Board of Directors, reviews the matter in a regular or special meeting. Any delegate or employee who is the subject of the conflict or potential conflict shall not be present during the review process except if requested to provide information. 4. The Board of Directors will take action after reviewing the matter.

After considering any conflict of interest matter, the Board of Directors shall produce a written summary of the matter, and the Board's decision. This report shall be shared with the subject(s) of the matter within 60 days and be maintained as part of the meeting's minutes.

## **ARTICLE XVI**

### **Compensation of Employees**

The corporation shall create and maintain procedures for the setting of appropriate employee compensation and appropriate employee benefits.

## **ARTICLE XVII**

### **“Whistleblower” Policy**

The corporation encourages its individual members and employees to make complaints, reports or inquiries of potentially illegal or prohibited practices or serious violations of the corporation’s Bylaws, Policies and Procedures. The corporation prohibits retaliation by or on behalf of the corporation against any member or employee who makes such a complaint, report or inquiry in good faith, or who participates in any review or investigation established by the corporation to investigate such a complaint, report or inquiry.

A good faith complaint, report or inquiry under this Article may be made to the corporation through the President and/or the Executive Director. In the case the matter may involve the President and/or the Executive Director, it may be made to the corporation through any member(s) of the Board of Directors. Such a complaint, report or inquiry may be made confidentially. Upon the receipt of a complaint, report or inquiry under this Article, the recipient(s) shall cause the corporation to conduct a prompt, discrete and objective review or investigation of the matter. The review/investigation will be conducted by three or more individuals from among the Board of Directors and the Executive Director, except that no person who is the subject of a complaint, report or inquiry may participate in the review/investigation.

A follow up to the complaint, report or inquiry will be reported back to the individual member within 60 days of the action.

## ARTICLE XVIII

### Prohibited Transactions

Section 1. Loans, Purchases and Sales. The corporation, its members, and its employees shall not have any power to cause the corporation to: (1) lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest; (2) make any part of its services available on a preferential basis; (3) make any substantial purchase of securities or other property for more than adequate consideration in money or money's worth; (4) sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth; or (5) engage in any other transaction prohibited by these Bylaws, Policies and Procedures.

Any transaction which violates the foregoing prohibitions shall be absolutely void as to the corporation and the members and/or employees who authorized or effected the same shall be jointly and severally liable in their individual capacities to revoke or rescind the transaction and to restore the corporation, its income and corpus, to the condition prevailing before the transaction was attempted.

Section 2. Directors and Employment. No director of the corporation may take action related to the creation of, shaping of, funding for, or recruitment to fill, a staff position of the corporation if the director intends to seek appointment to that staff position. A director of the corporation who has already taken action to create, shape, fund, recruit for, or fill, a staff position of the corporation is prohibited from seeking appointment to that staff position unless the Board of Directors expressly approves. Such approval shall not be granted unless the Board of Directors has determined that approval is consistent with applicable laws and Code of Ethics rules including Wisconsin Nonstock Corporation law, and has accepted the director's resignation from the Board of Directors.

Section 3. Joint Ventures and Business Relationships. The corporation shall not engage in any joint venture or business relationship that will threaten the corporation's exempt status for state or federal tax purposes. The corporation shall take appropriate action in its operations and dealings to assure that its tax-exempt status is protected.

## ARTICLE XIX

### Procedures

Section 1. Rules of Order. All meetings of the unit members of the corporation, the Board of Directors, and of each of the committees of the corporation, shall be governed by Roberts' Rules of Order, revised edition, to the extent not inconsistent with the Articles of Incorporation or the Bylaws.

Section 2. Circulation of Written or Other Materials. No delegate of a unit member, individual member, or other person shall hand out or disseminate any written or other material at any annual, regular, or special meeting of the unit members of the corporation without first submitting such material to and receiving approval from the Bylaws, Policies & Procedures Committee or the Board of Directors, or without receiving prior approval from a majority of the unit members present.

Section 3. Presentation of Resolutions. Any unit member or individual member may request consideration of a proposed resolution by the Board of Directors. Such proposed resolutions may be presented directly to the Board of Directors, or may be submitted first to the Bylaws, Policies & Procedures Committee for the purpose of review to determine whether the specific language proposed would require amendment in order to accomplish its intended effect when incorporated into the Association's bylaws, policies or procedures. The Committee may also consider whether the proposed language, if adopted, would require changes to other portions of the Association's bylaws, policies or procedures. The Board of Directors may refer any proposal to the Bylaws, Policies & Procedures Committee prior to its consideration by the Board.

Section 4. Notice of Resolutions. Any proposed resolution shall first be provided to the Association office, which will distribute it to the unit members. Any request shall be distributed to the unit members with timely notice of a special or regular meeting of the Board of Directors in order to be considered at that meeting. If such notice is not provided, the Board of Directors may consider the proposal without such notice if two-thirds (2/3<sup>rd</sup>'s) of the total unit members vote in favor of such consideration during any special or regular meeting of the Board, a quorum being present.

## **ARTICLE XX**

### **Amendments**

Section 1. By the Members. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the unit members at any regular or special meeting by an affirmative vote of two-thirds ( $2/3^{\text{rd}}$ s) of the total unit members, a quorum being present, as fixed by Article VII, Section 2. Amendments to these Bylaws shall become effective upon adoption, unless another date is specifically provided in the amendment. Any proposed change to the Bylaws shall first be provided to the Association office, which will distribute it to the unit members. Any request shall be distributed to the unit members with timely notice of a special or regular meeting of the Board of Directors in order to be considered at that meeting. If such notice is not provided, the Board of Directors may consider the proposal without such notice if two-thirds ( $2/3^{\text{rd}}$ s) of the total unit members vote in favor of such consideration during any special or regular meeting of the Board, a quorum being present.



**Policies**

**of the**

**Wisconsin Technical College  
District Boards Association**



# **ASSOCIATION POLICIES**

## **1. GOVERNANCE**

### **Board Powers**

#### 1.00 Mission of the Wisconsin Technical College System

The Wisconsin Technical College District Boards Association supports the mission statement as currently defined in Wisconsin Statutes.

The principal purposes of the Wisconsin Technical College System as set forth in Chapter 38 of the Statutes are:

- To provide occupational education and training.
- To provide for the training of apprentices.
- To enable citizens to obtain the knowledge and skills necessary for employment at a technical, paraprofessional or skilled level.
- To provide customized training and technical assistance to business and industry.

The additional purposes are:

- Coordinating with the high schools in providing educational opportunities.
- Providing a collegiate transfer program.
- Providing community service and vocational enrichment programs.
- Providing education in basic skills to enable citizens to function at a literate level in society.

#### 1.01 Governance and Policy Management

The Wisconsin Technical College District Boards Association supports a governance system that retains local trusteeship and management of the district, operating with the coordinative leadership of the Wisconsin Technical College System Board. The Association endorses the following fundamental principles of governance:

- It is in the best interests of the people of Wisconsin and the students being served to seek a governance relationship that is based on both strong local districts and a strong state agency which will enhance the leadership capacity of both organizations.

- Within this dual and shared system of governance, each entity should have distinctively different but mutually complementary roles and responsibilities.
- The State of Wisconsin should preserve and enhance the locally based nature of the districts and affirm that the most effective form of governance is one that places the trusteeship and management of technical education under the direction of local district boards.
- The strength of the Wisconsin Technical College System lies with the district's ability to respond to local and regional needs in the curriculum design and implementation of its educational programs and services.
- There is a need for a state agency that exercises strong leadership in statewide planning and policy development, educational program coordination and advocacy on behalf of the system.
- The state agency should exercise appropriate oversight responsibilities to assure compliance with applicable statutes and rules which guarantee that the system operates within a responsible and prudent administrative and fiscal framework.

#### 1.02 Local Board Selection and Composition

The Wisconsin Technical College District Boards Association supports the appointment of district board members following the proven and successful process including:

- A public appointing authority comprised of the district's constituent county board chairpersons or public school board presidents;
- An accountable and fully public recruitment, interview and selection process that assures opportunity for public input, candidate interviews based on written applications including a résumé and letters of reference, and selection based on a current plan of representation and district needs;
- District boards comprised of employers, employees, a school district administrator, an elected local official, and at-large members; and
- State (statutory and administrative rule) provisions and local plans of representation to assure district boards are diverse, balanced, and best represent the district's population and needs.

#### 1.03 Legislative Protocol

The Wisconsin Technical College District Boards agree that it is important to share information about an individual district's intention to request or influence legislation or administrative rulemaking, while preserving the

right of an individual district to make such contacts as it chooses. Accordingly, the district boards agree that, in advance of a district requesting or influencing legislation or administrative rules, a district will inform the WTCS President, the President of the WTCS Presidents Association, and the Executive Director of the District Boards Association, of its intent.

This policy does not apply to legislation or rules on which the District Boards Association or WTCS Coalition has taken a position, nor to rulemaking by the WTCS Board.

#### 1.04

##### District Governance

It is the policy of the Wisconsin Technical College District Boards Association to vigorously preserve the integrity of the local technical college districts, including their boundaries and governance system.

## 2. FINANCE

### Revenue Sources

#### 2.00 State Funding

The Wisconsin Technical College District Boards Association supports the continuation of the diversified revenue base which includes a combination of local property tax, state and federal aid, and tuition revenue. District boards believe the most effective system of governance is the continuation of one that places management of the districts under the direction of local boards.

The Wisconsin Technical College District Boards Association supports increasing the percentage of technical college funding provided through state aid. Increased state funding of technical colleges reduces pressure on local property tax levies. Increasing state aid will match the state's financial commitment with its high priority for a skilled workforce and economic development.

#### 2.01 1.5 Mill Rate Limit

The Wisconsin Technical College District Boards Association supports the continuation of the 1.5 mill rate limitation as a control measure. District boards will continue to set levies responsibly and with as much restraint as possible. The Association does not endorse any strategy that would reduce the local property tax limit in direct proportion to increased state general aid.

#### 2.02 State Revenue Controls

In principle, the Wisconsin Technical College District Boards Association believes that state imposed revenue controls contradict the nature of local district control and trusteeship. The Wisconsin Technical College District Boards Association opposes all revenue controls beyond the current 1.5 mill rate limit.

The Wisconsin Technical College District Boards Association opposes controlling local or state revenue, expenditures, or taxation by constitutional formula.

2.03 Non-Credit (Avocational) Course Tuition

In order to prevent taxpayer subsidy of non-credit courses or the shifting of costs from non-credit to credit-based instruction, the Wisconsin Technical College District Boards Association supports the position that tuition for non-credit courses shall cover 100% of the direct instructional costs of such courses.

2.04 Student Tuition

The Wisconsin Technical College District Boards Association supports a policy of restraint in the escalation of student tuition costs. In order to close the longstanding gap between WTCS educational costs and need-based financial aid, the Association supports increases in student financial aid that match or exceed tuition increases.

2.05 Fee Exempt Students

The Wisconsin Technical College District Boards Association believes that no new fee exemption should be created by statute unless the state provides sum-sufficient funding to cover the long-term costs of such exemptions.

2.06 Technical College Capital Financing Authority

The Wisconsin Technical College District Boards Association supports the \$1.5 million limit on capital expenditures without requiring a districtwide referendum.

2.07 Tax Exemptions

The Wisconsin Technical College District Boards Association opposes any new tax exemption that substantially reduces district revenues.

### 3. PROGRAMS

#### State/District Partnership

##### 3.00 Youth Programming and High School Diploma Program

The Wisconsin Technical College District Boards Association supports district and system initiatives to enhance K-12 learning by offering opportunities such as integrated (“2+2”) programming between technical college districts and secondary schools, programs for at-risk youth, high school technical programming, Youth Apprenticeship programs, and the Youth Options program.

Additionally, the District Boards Association supports the concept that each district offer for learners of all ages high school completion programs leading to earning a GED or HSED credential recognized by the State Department of Public Instruction.

##### 3.01 Credit Transfer

The Wisconsin Technical College District Boards Association recognizes the importance of life-long learning and mobility between all higher education institutions and systems for all citizens. In support of these principles, learners should receive the maximum possible recognition of credit value in transferring to and from Wisconsin Technical Colleges, the University of Wisconsin System, and private colleges and universities.

## **4. PERSONNEL**

### **4.00 District Director/College President Recruitment and Employment**

The Wisconsin Technical College District Boards Association believes that the recruitment, employment and evaluation of the college president are core responsibilities of each local district board.

## **5. AGENCY RELATIONS**

### **5.00 Student Representation on Wisconsin Technical College System Board**

The Wisconsin Technical College District Boards Association supports the seating of a student representative on the Wisconsin Technical College System Board.

## 6. ACCT

### 6.00 ACCT Board of Directors and Committee Participation

The Wisconsin Technical College District Boards Association strongly supports its members' participation in the Association of Community College Trustees (ACCT). Should more than one member seek the same ACCT position, funding will be provided to the candidate or candidates recommended by the District Boards Association's Nominations Committee.

Upon approval by the Board of Directors, the Association will, upon request, reimburse the recommended candidate or candidates for the ACCT Board of Directors or ACCT Committees position for actual expenses related to the campaign not to exceed \$500 for ACCT Board or \$300 for ACCT Committees per candidate.



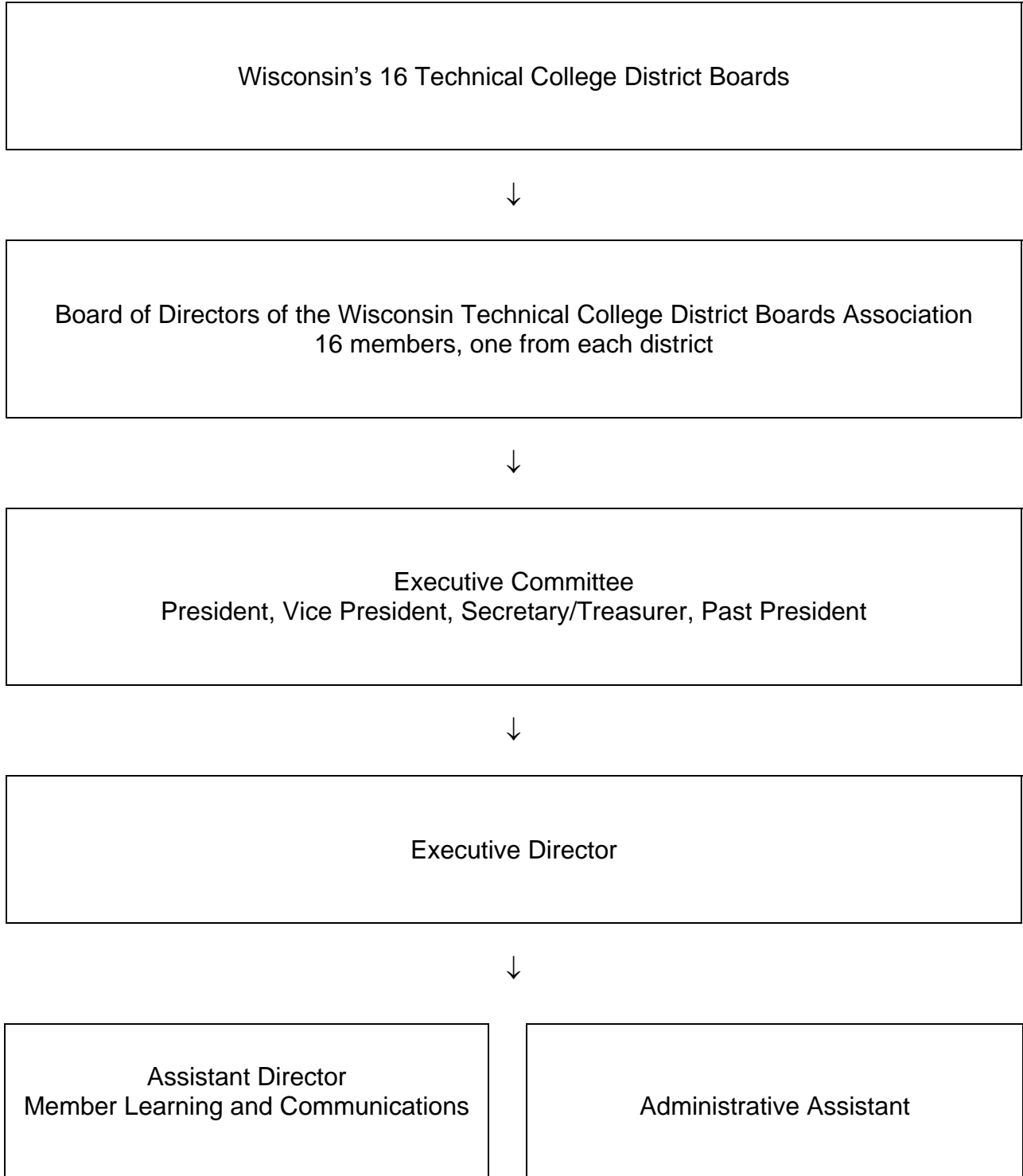
**Procedures Manual**

**of the**

**Wisconsin Technical College  
District Boards Association**



**A. ORGANIZATION CHART**



## **B. MEMBERSHIP AND DUES**

1. **Membership by District Board**  
Membership is by Technical College District Board, each of which is a “unit member.” When a district joins the Association, the members of its Board become non-voting members of the Association.
2. **Membership Year**  
Annual memberships are from July 1 to June 30.
3. **Membership Directory**  
The Association shall distribute an annual membership directory which lists the names, addresses and phone numbers of members of the District Boards of all member Technical College Boards in the state of Wisconsin.
4. **Assessment of Dues**  
The annual membership dues shall be calculated based on a formula combining a flat fee (50% of total) and a pro rata fee (50% of total), as follows: The Association’s approved budget is divided in half. One-half is divided by the sixteen unit members to create a per-member flat fee. The remaining one-half is assessed on an FTE basis. Each unit member’s previous year certified FTE count is divided by the System’s total FTE count to create a ratio that is multiplied by one-half of the budget amount. The unit member’s total fee is the sum of the flat fee plus that member’s pro rata fee. Statements of membership dues will be submitted to member colleges on an annual basis no later than June 1 prior to the new fiscal year. Dues are payable in full upon receipt of the invoice and must be received by the Association no later than August 1.
  - a. **Late, Partial or Non-Payment of Dues**  
If a unit member’s full dues have not been received by the Association by August 1 of that year, the matter will be referred immediately to the Board of Directors for review and/or action.

## **C. BOARD OF DIRECTORS**

1. **Authority**  
Each unit member district shall name a board member as its voting delegate to the Association. As provided in Bylaws, Article VII, Section 2., the president, vice-president, secretary/treasurer, and immediate past president of the Association automatically serve as delegates for their districts. The delegates shall comprise the Board of Directors of the Association, which shall be the governing board with ultimate authority for policies, direction and administration of the Association.

a. **Term of Office**

Delegates who are not automatically members of the Board of Directors are selected by their districts to be seated on the Board of Directors for terms that begin on July 1 and end on June 30, of:

- Even-numbered years for even-numbered districts (Western, Madison Area, Gateway, Waukesha County, Moraine Park, Fox Valley, Mid-State, and Nicolet).
- Odd-numbered years for odd-numbered districts (Chippewa Valley, Southwest Wisconsin, Blackhawk, Milwaukee Area, Lakeshore, Northeast Wisconsin, Northcentral, and Wisconsin Indianhead).

2. **Powers and Duties**

The Board of Directors shall exercise the following powers and duties:

- a. Establish policies for the Association.
- b. Adopt the annual budget, establish a dues schedule, and review an annual audit.
- c. Employ and determine the term of office, salary and responsibilities of an Executive Director.
- d. Set the time and place of the annual meeting.
- e. Provide for election of officers.
- f. Establish the time and place for the meetings of the Board of Directors and special meetings as deemed necessary.
- g. Fill any vacancy which occurs on the Board of Directors.
- h. Set the goals and objectives for future direction and services and review these annually.
- i. Adopt a legislative program and directives.
- j. Delegate the performance of any duties to officers, employees and agents.
- k. Approve position descriptions.
- l. Establish standing committees, designate scope and size of committees and terms of membership.
- m. Establish ad hoc committees and task forces as necessary.
- n. Advise and consent to the President's appointments to all standing committees.
- o. Receive reports from committees and task forces for action and referral.
- p. Employ outside consultants.
- q. Designate fiscal agent.
- r. Report regularly to their district board on actions and activities of the Board of Directors.

### 3. **Meetings**

#### a. **Regular Board of Director Meetings**

- 1) Regular meetings of the Board of Directors shall be held in conjunction with the Association's quarterly meetings.
- 2) Members of the Board of Directors shall be notified of the time and place of the regular meetings at least 14 days prior to the meeting.
- 3) A quorum for the Board of Directors shall consist of more than one-half of the unit member districts, represented by its delegate or authorized proxy.
- 4) Any current member of the Association may attend any meeting of the Board of Directors as an observer.

#### b. **Special Board of Director Meetings**

Special meetings of the Association for any purpose may be called by the President, a simple majority of the Board of Directors during a meeting with a quorum present, or the delegates of not less than one-third of all the unit members entitled to vote at a membership meeting.

#### c. **Planning Meeting**

The Board of Directors shall hold an annual planning meeting for the purpose of self-evaluation and goal-setting.

### 4. **Meeting Agenda**

- a. Under the direction of and in consultation with the President, the Executive Director shall prepare the agenda and necessary materials for each of the meetings of the Board of Directors.
- b. The agenda shall include minutes of the previous meeting, a financial statement detailing the expenditures and revenues of the Association, and appropriate information and action items.
- c. The agenda materials shall be mailed to members of the Board of Directors at least 14 days prior to the regularly scheduled meeting.
- d. The Board of Directors may take action concerning a matter not included on the meeting agenda only with concurrence of two-thirds of the unit members present and voting.

### 5. **Legislative Directives and Policy**

- a. The Board of Directors shall, if possible, adopt a legislative program and the legislative directives to implement the program for each regular legislative session.

- b. The legislative program shall consist of specific issues of interest to the Technical Colleges which the Association will seek to resolve that year through the legislative process. The program may include proposed legislation that the Wisconsin Technical College District Boards Association seeks to have introduced and/or positions taken on issues which may be introduced by others.
- c. The legislative directives shall consist of broad policy statements concerning the Wisconsin Technical College District Boards Association's philosophical position on education issues before the State Legislature. These directives shall serve as policy guidelines for the Association's Legislative Committee and staff.
- d. The Legislative Committee of the Association has the authority, in consultation with the Executive Director and the Executive Committee, to take appropriate positions on legislation and institute action to implement legislative policy at those times when Board of Directors action is not possible. Such action taken by the Legislative Committee shall be reported at the next official meeting of the Wisconsin Technical College District Boards Association Board of Directors.

6. **Use of Association Name**

Members of the Board of Directors shall not use their Wisconsin Technical College District Boards Association board member title when supporting or opposing matters contrary to the official Association position.

**D. EXECUTIVE COMMITTEE**

1. **Authority**

The Executive Committee shall work with the Executive Director to propose goals, objectives and policies for review by the Board of Directors. The Executive Committee shall act on behalf of the Association if action on urgent matters must be taken before it is possible to convene a meeting of the Board of Directors.

2. **Duties**

The Executive Committee shall exercise the following duties:

- a. Recommend to the Board of Directors a budget and dues structure.
- b. Annually evaluate the performance of the Executive Director and recommend for Board of Director approval the Executive Director's contract length, contract terms and salary.

3. **Powers**

The Executive Committee may exercise the following powers:

- a. Propose to the Board of Directors necessary and appropriate policies, goals and objectives.
- b. Recommend a process to the Board of Directors for recruiting candidates to fill the position of Executive Director.
- c. Recommend to the Board of Directors persons to fill professional staff positions.
- d. Recommend to the Board of Directors the salaries and fringe benefits of staff.
- e. Assist in preparation of Board meeting agenda and materials.
- f. Consult with Legislative Committee on legislative matters.
- g. Recommend to the Board of Directors action on entering lawsuits as intervenor or amicus curiae.
- h. Employ legal counsel to assist in legal actions, subject to approval of the Board of Directors.
- i. Approve employment of outside consultants.

4. **Membership**

The membership of the Executive Committee shall consist of the President, Vice-President, Secretary/Treasurer and Immediate Past President of the Association. The Association Executive Director is a non-voting member of the Executive Committee. If a vacancy exists in the position of Immediate Past President, it shall not be filled.

5. **Meetings**

The Executive Committee shall meet at each of the Association's four quarterly meetings and at such other times as deemed necessary. Any current member of the Association may attend an Executive Committee meeting as an observer.

6. **Expenses of Executive Committee**

Necessary and reasonable expenses incurred by Executive Committee members directly related to their attendance at Executive Committee meetings or other authorized activities shall be reimbursed by the Association. However, expenses incurred related to attendance at an Executive Committee meeting or other activity held in conjunction with a regular quarterly Association meeting should be reimbursed by the member's local district in the same manner as for any member. Reimbursement requests to the Association must be submitted within sixty (60) days after incurring the expense and must be submitted on official Association Travel Expense Claim Forms.

7. **Agenda for Meetings**

Agenda for meetings of the Executive Committee shall be made available to members of the Association upon request.

**E. OFFICERS**

The principal officers of the Association shall be the President, Vice-President and Secretary/Treasurer, each of whom shall be elected by the unit member delegate.

1. **President**

The President shall be the principal executive officer of the Association and subject to the control of the Board of Directors, supervise and control the affairs of the Association, and act as its official representative.

Duties and powers:

- a. Serve as the presiding officer of the Board of Directors.
- b. Serve as the presiding officer of the Executive Committee.
- c. Work with Executive Director in the preparation of Board of Directors' meeting agenda and agenda materials.
- d. Make appointments or nominations of trustees to serve on committees of other organizations or agencies when so requested.
- e. Appoint liaisons to state agencies.
- f. Create and terminate special committees, subject to Board of Directors' approval.
- g. Act on staff requests for any leave outside the scope of the employee's regular benefits package.
- h. Approve staff consultation with local district boards on matters concerning lay governance.
- i. Approve use of legal counsel for research and opinions on legal issues of a statewide nature.

2. **Vice-President**

In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

3. **Secretary/Treasurer**

The Secretary/Treasurer shall be responsible for overseeing or delegating the management of the Association's finances and the accurate preparation and preservation of the Association's records.

Duties and powers:

- a. Keep the minutes of the Board of Directors.
- b. Give notice of meetings as set forth in the Bylaws.

- c. Act as custodian of the Association records.
- d. Keep the membership records of the Association.
- e. Have charge and custody of and be responsible for all funds of the Association.
- f. Provide quarterly and annual reports and financial statements.

4. **Expenses**

Necessary and reasonable expenses incurred by the officers directly related to authorized activity shall be reimbursed by the Association. Expenses incurred in relation to attendance at regular quarterly Association meetings should be reimbursed by the officer's local district in the same manner as for regular members. Reimbursement requests to the Association must be submitted within sixty (60) days after incurring the expense and must be submitted on official Association Travel Expense Claim Forms.

5. **Travel to Meetings and Conferences**

The President of the Association, or the President's designee, may have expenses reimbursed for attendance at state meetings or other conferences where the President's attendance is required as a representative of the Association. Expenses incurred by Association officers in travel to national and state conferences and workshops should be borne by the officer's district, except as otherwise approved by the Board of Directors.

6. **Election Procedure**

The following procedure will apply for the election of officers:

- a. At the beginning of the meeting, the Chairperson of the Nominations Committee (Chair) will appoint three members who are not voting delegates to act as tellers. The tellers will distribute, collect, and count the ballots.
- b. The Chair shall report on the Nominations Committee's behalf including placing into nomination the Committee's nominee(s) for each elective office. After the report of the Nominations Committee has been presented, further nominations from the floor will be accepted provided the consent of the nominee has been secured.
- c. Any nominations shall be made by a unit member delegate and shall be limited to a statement of only the name and district of the nominee.
- d. After all nominations for an office have been received, nominations for that office shall be closed. If there is more than one nominee for the office, each nominee may speak on his or her own behalf or appoint a designee. Only one presentation shall be made on behalf of a nominee, and that presentation shall be limited to three minutes in length.

- e. Voting for an office shall be completed before proceeding to the election for the next office, in this order: President, Vice-President, Secretary/Treasurer.
- f. The election will be by secret ballot. Each unit member shall have one vote for each office. The unit member's ballot shall be cast by its delegate to the Board of Directors or by a proxy as authorized by the Bylaws. The Chair will provide time for a member caucus before calling for the collection of ballots.
- g. The election results will be given to the Chair and will include the total number of votes cast, the number needed for election, the number of votes received by each candidate, and the number of invalid ballots. The Chair will announce the name of the person elected.
- h. Officers shall be elected by a majority vote. If more than two candidates are nominated for an office and none receive a majority vote, a second ballot shall be required between the two candidates receiving the highest number of votes.

## F. COMMITTEES

- 1. **Selection**  
The President shall designate members of the Nominations Committee annually for approval by the Board of Directors. The President shall appoint a chairperson from among members of the Nominations Committee. The President shall appoint the officers of each standing committee. Member boards shall select their representatives to the Association's standing committees.
- 2. **Authority**  
The authority of a committee shall be limited to the scope and activity designated by the Board of Directors.
- 3. **Standing Committees**  
The standing committees of the Association shall be:
  - a. **Bylaws, Policies and Procedures**  
The Bylaws, Policies and Procedures Committee, as set forth in Article IX of the Bylaws, reviews the Association's Bylaws, Policies and Procedures and recommends changes to the Board of Directors when appropriate.

The Committee has additional specific assignments:

- 1) At the Board of Directors' request, develop a select list of major issues on which the Board of Directors may request member consideration.
- 2) At the request of the Board of Directors, committee chair, or an individual unit member of the Association, review a proposed resolution or proposed change in the corporate bylaws, policies or procedures for the purpose of recommending whether the proposed language will accomplish the desired effect and/or whether the proposed change would require amendment of any other portion of the corporate bylaws, policies, or procedures.

b. **Legislative**

The Legislative Committee has the following objectives:

- 1) Serve as the cornerstone of the Association's legislative interaction.
- 2) Review, analyze and recommend positions on state and federal legislation.
- 3) Communicate with other Association members, district presidents and Wisconsin Technical College System Board on specific position and action required on/by a bill.
- 4) Develop and maintain effective relations with state and federal legislators.
- 5) Provide information and coordinate activities for individuals who will testify when necessary.
- 6) Coordinate with other groups on joint legislative efforts.

c. **Program**

The Program Committee will assist in establishing the quarterly in-service programs:

- 1) Research and identify in-service needs of the Wisconsin Technical College District Boards Association.
- 2) Establish an annual in-service topic agenda.
- 3) Assist and advise the staff in planning and developing the quarterly in-service programs.
- 4) Evaluate the effectiveness of the Association's in-service programs.

d. **Human Resources**

The Human Resources Committee has responsibility for:

- 1) Reviewing labor-related legislation that affects member districts.
- 2) Creating a coordinated bargaining focus for member districts.
- 3) Serving as the catalyst in group goal setting and the implementation of bargaining strategies.
- 4) Serving as the vehicle to better educate district board members on labor negotiations and labor relations.
- 5) Developing cost containment strategies and alternatives.
- 6) Promoting effective faculty and staff recruitment and retention strategies to meet technical college human resources needs in an increasingly competitive labor market.

e. **Marketing/Public Relations & Awards**

The Marketing/Public Relations & Awards Committee has responsibility for identifying and recognizing:

- 1) Board Member of the Year;
- 2) Technical Education Champion (TECh) Award recipients;
- 3) Media Award recipients;
- 4) Legislator recognition;
- 5) Outgoing officers;
- 6) Other individuals who have contributed to vocational, technical and adult education, Wisconsin Technical Colleges, and the Wisconsin Technical College District Boards Association; and
- 7) Distinguished Alumni of the Year.

The Committee's role includes marketing and public relations, with the expressed purpose of serving as the coordinating vehicle with the System's Statewide Marketing Committee. The Committee is also charged with marketing the Wisconsin Technical College District Boards Association to district board members and, through Association activities, the Committee makes the public aware of the benefits of the Wisconsin Technical College System.

f. **Interdistrict/Interagency Cooperation**

The Interdistrict/Interagency Cooperation Committee has the following purposes:

- 1) To promote a dialog among district boards concerning multiple-district policy and/or program initiatives that best promote the mission of Wisconsin Technical Colleges;
- 2) To promote identification of and education about initiatives that will likely result in significant resource savings if pursued on a multiple-district basis or between districts and external agencies or other partners;
- 3) To realize the leverage presented by pooled purchasing across districts or in conjunction with other agencies or partners, without eroding district-level decision making and control concerning such purposes;
- 4) To identify and promote opportunities in furtherance of the Technical Colleges' missions that take advantage of cross-agency partnerships;
- 5) To share knowledge among Association members concerning best practices and new ways of doing business while maximizing the good stewardship of college resources.

4. **Nominations Committee**

The Nominations Committee's duty shall be to receive and review suggestions regarding nominees for each elective office of the Wisconsin Technical College District Boards Association, and to propose nominations for each such office in advance of the annual meeting held in Spring. Article VIII, Bylaws. The Committee also recommends to the Board of Directors a candidate or candidates, as appropriate, for ACCT office to allow for Association funding of candidate expenses as provided for in Association policies.

5. **Ad Hoc Committees and Task Forces**

Special ad hoc committees and task forces may be created and terminated as needed by the President of the Association, subject to the approval of the Board of Directors.

6. **Liaisons**

The Association President may appoint certain individuals to serve as liaisons with units of state government which in some way affect Wisconsin Technical Colleges.

7. **Committee and Task Force Action**  
Recommendations for policies or actions which are made by any Association standing committee or task force shall be submitted to the Executive Director and the Board of Directors for action.
8. **Expenses of Committee, Task Force and Liaison Members**  
Expenses incurred by Wisconsin Technical College District Boards Association committee and task force members will not be reimbursed by the Wisconsin Technical College District Boards Association except as otherwise provided in the Bylaws, Policies, and Procedures or as approved in advance by the Board of Directors. Liaisons representing the Association before various state agencies may have their reasonable and ordinary expenses reimbursed by the Association.

## **G. MEMBERSHIP SERVICES**

1. **Annual Meeting**
  - a. The Board of Directors shall determine the time for the annual meeting, to take place as part of the Association's regular spring quarterly meeting.
  - b. The annual meeting shall be for the purpose of the election of officers and the transaction of other Association business.
2. **Quarterly Meetings**
  - a. The Association will hold quarterly meetings in spring, summer, winter, and fall. These meetings include committee work, Board of Director meetings, and in-service education programs for local district board members.
3. **In-Service Education Programs**
  - a. The Association provides regular programming for new district board members.
  - b. The Association provides regular programming for district board chairs and vice chairs.
  - c. The Association Program Committee advises the staff and recommends in-service programming for each of the quarterly meetings.
4. **Workshops**  
Periodically, the Association may conduct workshops for board members and administrators on matters of interest to the Technical Colleges.

5. **Publications**

- a. The Association may provide a newsletter discussing Technical College issues and activities of the Association.
- b. The Association shall publish a legislative letter during legislative sessions and on an as needed basis.
- c. Periodically, the Association may publish and distribute publications designed to help Technical College board members fulfill their roles and meet their responsibilities, or to inform or educate Technical College constituencies about technical education in Wisconsin. The general theme and subject matter for such publications shall be approved by the Board of Directors prior to preparation.

6. **Studies and Surveys**

- a. The Association may participate directly or indirectly in surveys or research studies at the discretion of the Executive Director, subject to the limitation described in Section 6.b.
- b. Any person or organization desiring the Association to participate directly or indirectly in any research study or survey likely to require a significant commitment of staff time, whether for qualification for a collegiate degree or otherwise, shall submit a written request to the Board of Directors. The request shall include the following:
  - 1) General nature and purpose of the study or survey.
  - 2) Justification for Association participation.
  - 3) Advantages accruing to the Association from participation.
  - 4) Timeline for completion.
  - 5) Cost (if any).
  - 6) Extent of Association participation.
  - 7) Such other pertinent data as may be necessary or desirable to evaluate the request.

7. **Resolutions**

The submission, consideration, and approval of resolutions shall be controlled by Article XIX of the Association's Bylaws.

## **H. BUDGET AND FINANCE**

1. **Budget Preparation**

The budget for the Association will be prepared annually by the Executive Director and the Executive Committee for approval by the Board of Directors at the spring meeting of the Association.

2. **Accounting**

- a. The Association, through contract with the designated fiscal agent, receives the following services:
  - 1) Semi-monthly payroll
  - 2) Bill payments
  - 3) Billing for services provided
  - 4) Purchasing
  - 5) Monthly statement of accounts
  - 6) Monthly statement of bills paid
  - 7) Employee benefits
  - 8) Annual audit
  - 9) Annual financial statement
- b. The designated fiscal agent pays all bills for the Association authorized by the dual signatures of the Secretary/Treasurer and Executive Director.
- c. The Secretary/Treasurer of the Association submits a quarterly financial statement to the Board of Directors for review.

3. **Control of Funds**

- a. Authority for access to Association funds shall be vested in the Association Secretary/Treasurer and Executive Director by their joint action, with their signatures on file with the banks used by the Association.
- b. Withdrawals or transfers of Association funds from bank depositories are permitted only with the signatures of both the Executive Director and the Association Secretary/Treasurer.
- c. To totally safeguard funds, the bank of record has been authorized to maintain a restrictive withdrawal that permits transfers to the designated fiscal agent only.
- d. Exceptions to signature requirements described in this section are provided in Bylaws XIV, Section 3.

4. **Bank Accounts, Investments, Reserves and Other Assets**

- a. Monetary assets of the Association, both operating and reserve, may be held in either FDIC insured money market accounts, savings accounts, certificates of deposit, repurchase agreement accounts collateralized/backed by government securities, or any combination of these as deemed prudent by the Executive Director. No other form of investment or use of these funds is allowed except as approved by the Board of Directors.
- b. The Association shall maintain a balance in its accounts which will provide a readily accessible reserve of cash allowing for the timely payment of salaries and bills. Remaining cash assets of the Association should not be allowed to accumulate in accounts which pay no interest.

- c. The Executive Committee of the Association will, upon the recommendation of the Executive Director, designate a Wisconsin bank or savings and loan as the depository for funds of the Association. While these funds may be deposited in any Wisconsin bank or savings and loan, a major consideration regarding the choice of the designated depository should be its proximity to and the convenience for use as a depository by the central office of the Association.
- d. The Association seeks to maintain a financial reserve/fund balance of fifty (50%) of its annual operating budget.
  - 1) Any budgeted operating revenue plus interest income remaining at year's end above expenditures and encumbrances shall be placed into the fund balance.
  - 2) Except as authorized by a 2/3<sup>rd</sup>'s majority of the full membership of the Board of Directors, the fund balance will not be used to reduce member dues assessments or to meet the ongoing operational expenses.

5. **Annual Reports**

An annual report of the financial activity of the Association during the preceding twelve (12) months shall be prepared by the Executive Director and shall be made available to the Board of Directors of the Association following the end of each fiscal year. The annual reports shall be maintained during the existence of the Association.

6. **Annual Audit**

The Association's annual audit is completed by the designated fiscal agent or the auditing firm of the designated fiscal agent. The Secretary/Treasurer submits a copy of the audit statement to the Executive Committee for review.

7. **Safe Deposit Box**

The Association maintains a safe deposit box in proximity to the Association's offices in Madison. The box allows for offsite maintenance of records that would assure the Association's continued operation in the event that records in the Association office are damaged or destroyed. Safe deposit box contents include copies of the Association's: Articles of Incorporation, Bylaws, insurance policies, office lease, tax filings, employment contracts, excerpts from staff personnel files, and information about the office's capital equipment and furnishings. The Board of Directors has authorized the Secretary/Treasurer, Executive Director, and Administrative Assistant to have access to the safe deposit box.

## I. DOCUMENT AND RECORD RETENTION AND DESTRUCTION

### 1. Responsibility for Documents and Records

The Secretary/Treasurer and Association employees have responsibility for the retention and destruction of Association documents and records under this procedure. Unless and to the extent prohibited by law or the Association's Bylaws, the Secretary/Treasurer's responsibility for retention and destruction of Association documents and records may be delegated to the Executive Director.

### 2. Retention of Association Documents and Records

The Association will retain documents and records, including electronic documents and records, as required by state and federal law applicable to the Association as a non-stock, tax-exempt organization. Unless otherwise required, the Association will maintain documents and records for the following periods of time:

#### a. Retain permanently:

- 1) Governance records such as corporate registrations, Bylaws, charters, organizational documents and minutes of the corporation's membership, annual and Board of Director meetings.
- 2) Tax records such as state and federal filings and returns, tax-exempt determination letters, and files related to tax audits.
- 3) Summary financial records such as audited annual financial statements.

#### b. Retain for ten years:

- 1) Personnel records such as employment contracts and employee personnel files.
- 2) Lobbying records, including lobbyist and lobby principal reporting statements, as required by the Government Accountability Board or similar entity.

#### c. Retain for three years:

- 1) Employment, recruitment and hiring records not listed above such as job postings, job candidate applications and hiring process documents.
- 2) Contracts and agreements such as hotel, service and vendor contracts.
- 3) Lease and insurance documents such as facilities, parking and equipment leases, and insurance policies and claims information.

3. **Destruction of Documents and Records**

The Association may destroy documents and records, including electronic documents and records, that are not required to be retained under this section. However, in no event shall the corporation or any member or employee destroy any documents or records pertinent to any ongoing or anticipated government investigation or any litigation.

4. **Confidentiality**

The Association shall retain and destroy documents and records in such a manner as to protect the confidentiality of information that is not otherwise public in nature and that contains any of the following:

- a. Private personally identifiable information concerning an Association member, employee, or applicant for employment;
- b. Information that is private in nature in order to protect the security of the Association's banking and financial transactions; and
- c. Private information that could be used to gain unauthorized access to Association facilities such as its offices or computer network.

## **J. HUMAN RESOURCES**

1. **Determining Employee Compensation**

a. **Compensation Decisions**

The Executive Committee will serve in the role of a compensation committee of the Board of Directors for the purpose of recommending employee compensation to be approved by the Board of Directors.

b. **Executive Director and Key Employee Compensation**

In recommending the compensation of the Association's Executive Director and of any key employees, the Executive Committee will take into account data as to the comparable compensation for similarly qualified persons in functionally similar positions at similarly situated organizations. The corporation will maintain a record of deliberations and decisions regarding the setting of compensation for the Executive Director and key employees.

2. **General Personnel Policies and Procedures**

a. **Organization Chart and Position Descriptions**

The Board of Directors shall approve an organization chart for the administration of the Association. Each position identified on this

organization chart will have a written position description of the position's duties and responsibilities. Position descriptions are approved by the Board of Directors. Any changes in the organization chart, or in the position descriptions, will be made on the recommendation of the Executive Director with the approval of the Board of Directors. The organization chart and the accompanying position descriptions shall be made available to the Association's employees.

b. Nondiscrimination

The Association employs and recruits qualified individuals without regard to race, creed, gender, marital status, national origin, ethnicity, sexual preference, or age.

c. Employment Procedures

- 1) Recruitment and recommendation of a candidate to fill the position of Executive Director of the Association shall be the responsibility of a search committee appointed by the President of the Association. That search committee will report its recommendations to the Executive Committee which will have the responsibility of making a recommendation to the Board of Directors.
- 2) Recruitment and recommendations for filling positions other than the Executive Director shall be the responsibility of the Executive Director who will give a recommendation to the Executive Committee. That committee will be responsible for making a recommendation to the Board of Directors.
- 3) Except for temporary assistance, persons shall be hired only to fill positions which are a part of the approved organization chart.
- 4) The hiring of temporary help shall be the responsibility of the Executive Director who will engage such help as required within budget limitations.

d. Discipline and Termination

- 1) An Association employee may be disciplined or terminated either because of a failure to perform consistent with the position's expectations, or because of willful conduct while working or acting in the Association's name that is illegal or that is inconsistent with maintaining a professional and appropriate work environment.
  - a) Performance: An employee whose performance fails to meet the position's expectations as determined by the Executive Director, or by the Executive Committee, shall be notified in writing of the problem,

the expectations for acceptable performance, a timeframe for correcting performance, and the consequences, up to and including termination, should expectations for performance not be met.

- b) Inappropriate Behavior: An employee member who, while working or acting in the Association's name, willfully engages in illegal behavior or other behavior inconsistent with maintaining a professional and appropriate work environment as determined by the Executive Director or the Executive Committee, may be disciplined up to and including termination, with or without prior warning.

e. Resignations

- 1) Resignations of employees other than the Executive Director should be submitted in writing to the Executive Director of the Association.
- 2) The resignation of the Executive Director should be submitted in writing to the President of the Association.

f. Salaries

- 1) Employee salaries are determined by the Executive Committee upon recommendation of the Executive Director and are reviewed annually. Salary increases will be based upon the quality of the employee's performance. Increases also may be based on such other considerations including: competitive rates, fluctuations in the cost of living, commitment to professional development, and the length of a person's period of employment.
- 2) Salaries are paid to each employee semimonthly.

g. Performance Evaluations

- 1) The Executive Director is responsible for conducting an annual performance review of each employee and recommends appropriate changes in compensation.
- 2) The Executive Committee is responsible for conducting an annual performance review of the Executive Director and recommends appropriate changes in compensation.

h. Professional Development

The Association encourages the ongoing development of its employees. Association employees are encouraged to identify and discuss with the Executive Director opportunities for professional growth and development. The Executive Director is encouraged to identify and discuss with the Executive Committee opportunities for professional growth and development.

3. **Employee Benefits**

Except as expressly provided in an employee's current written contract of employment, the Association provides fulltime employees with the specific employment benefits described below. Benefits are divided into two groups: those which are procured through the Association's fiscal agent, Fox Valley Technical College, and those which are provided directly by the Association. Benefits procured through the fiscal agent are subject to the terms and conditions of that benefit as provided to employees of the fiscal agent.

a. **Benefits Procured through the Fiscal Agent**

The full terms and conditions of each specific benefit procured through the Association's fiscal agent are the same as those provided by the Association's fiscal agent, Fox Valley Technical College, to its own employees. The following description of benefits procured through the fiscal agent is intended to be general in nature. Specific information is available through the fiscal agent.

- 1) Health and Dental Insurance: The Association provides each fulltime employee with health and dental insurance, unless the employee has elected not to be covered by such insurance. Coverage is provided on an individual or family basis at the employee's election. The health and dental insurance programs' terms, benefits, limitations, and employee contribution costs are the same as available to employees of the fiscal agent.
- 2) Life Insurance: Employees are provided \$50,000 in term life and accidental death and dismemberment insurance coverage on the employee through the fiscal agent at no cost to the employee. The employee may have an opportunity to purchase additional coverage through the fiscal agent, based on the fiscal agent's program for its own employees.
- 3) Disability/Income Protection Insurance: Employees are provided disability/income protection insurance through the fiscal agent at no cost to the employee. Subject to restrictions, the plan replaces up to 90% of a totally disabled employee's salary beginning after a qualifying period and for a maximum period that is based on the employee's age.
- 4) Retirement Benefits: Employees participate in the fiscal agent's retirement plan. The Association pays the full cost of both the employer and the employee contributions to the plan. The Association reserves the right to negotiate an employment contract with an employee that requires the

employee to cover all or a portion of the “employee contribution” portion of the retirement plan.

b. Benefits Provided Directly through the Association

- 1) Workers Compensation: Consistent with state and federal law, employees of the Association are covered by workers compensation in the event of injury while performing duties as an employee of the Association.
- 2) Unemployment Compensation: The Association complies with state and federal laws regarding unemployment compensation.
- 3) Vacation: Vacation is granted on a fiscal year, not employment anniversary year, basis.
  - a) The Executive Director is granted 20 working days of vacation per fiscal year.
  - b) Employees other than the Executive Director are granted vacation per fiscal year as follows: 10 working days of vacation for employees who have been employed by the Association for less than five years; 15 working days of vacation for employees who have been employed by the Association for more than five years but less than twelve years at the beginning of a new fiscal year; 20 working days of vacation for employees who have been employed by the Association for more than twelve years at the beginning of the new fiscal year.
  - c) Vacation must be scheduled with the approval of the Executive Director. Vacation time taken by the Executive Director in excess of five successive business days must be scheduled in consultation with the President of the Association.
  - d) Employees may elect to carry over up to 10 days of unused earned vacation time to the next fiscal year.
- 4) Sick Leave: Employees are granted paid sick leave at a rate of one day of leave for each month of employment. Sick leave may be used when the employee is unable to work because of medical condition, illness or injury, or when the employee is required to care for a sick or injured member of the employee’s immediate family, as defined by the Family Medical Leave Act or state law. Sick leave may be accumulated to a maximum of 90 days.
- 5) Emergency and Bereavement Leave: Paid leave to attend to an emergency or for bereavement is granted as necessary at the Executive Director’s discretion for employees other than the Executive Director, and at the President’s discretion for the Executive Director. Such leave

is non-cumulative and is granted up to a maximum of four days per year.

- 6) Personal Leave: One personal leave day shall be granted to an employee who did not use any sick leave in the prior fiscal year, regardless of his/her accumulated sick leave balance. A personal leave day must be scheduled with the Executive Director's approval.
- 7) Jury Duty: Jury duty is time in which an Association employee is required by a court to report for jury service or to serve on a jury. An employee receives his/her regular pay minus any amount received for jury service in excess of actual expenses incurred by the employee for mileage and/or meal costs during jury duty.
- 8) Maternity/Paternity Leave: Maternity/paternity leave is available for the birth or adoption of a child consistent with state and/or federal law concerning family and medical leave.
- 9) Leave without Pay: Leave without pay is available at the Executive Director's discretion for employees other than the Executive Director, and at the President's discretion for the Executive Director.
- 10) Holidays: The Association office is closed and Association employees will be granted a paid holiday on the following days:

January 1	Thanksgiving
Spring holiday	Day following Thanksgiving
Memorial Day	December 24
July 4	December 25
Labor Day	December 31

When a holiday falls on Saturday or Sunday, the Executive Director will schedule a date for the holiday's observance, typically on the Monday closest to the holiday.

#### 4. **Office Procedures**

##### a. **Office/Work Hours**

The Association office normally will be open between the hours of 8:00 a.m. to 4:30 p.m., Monday through Friday. The Executive Director is responsible for assigning work schedules that facilitate this operation. Generally, working hours are the same as the hours during which the office is to be open. Employees may be required, at the Executive Director's discretion, to work occasionally outside

of regular office hours, including on a weekend, holiday, or previously scheduled vacation day.

b. Travel and Business Expenses

The Association will reimburse an employee for 100% of appropriate travel and business expenses. Expense reimbursement is subject to the Executive Director's approval for Association employees, and to the Executive Committee's approval for the Executive Director.

c. Smoke-Free Workplace

In order to protect the health of its employees, members, and guests, the Wisconsin Technical College District Boards Association prohibits smoking in its offices and in the meeting rooms of Association functions.

5. **Position Descriptions**

- a. Executive Director (see following pages)
- b. Assistant Director (see following pages)
- c. Administrative Assistant (see following pages)

# **EXECUTIVE DIRECTOR**

## **POSITION DESCRIPTION**

The Executive Director of the Wisconsin Technical College District Boards Association, a non-profit professional trade association, is an employee of the Association reporting to the Executive Committee. The Executive Director serves as the Association's director and chief of staff. The Executive Director's general duties and responsibilities promote the Association's mission and goals, and the mission and goals of the Wisconsin Technical College System. They are organized in five broad areas, as follows:

- Government Relations, Advocacy, and Legislative Support
- Liaison Services
- Member Services
- Meeting Planning and Support
- Association Executive Management

### **Government Relations, Advocacy, and Legislative Support**

Study, initiate and support appropriate state and federal legislation as it affects Technical College Districts.

Coordinate and implement the Association's legislative program in cooperation with the Wisconsin Technical College System, WTCS Board, WTCS staff, Wisconsin Technical College Presidents Association, public employee unions, technical college student governments, the Wisconsin Association of Career and Technical Education, and other stakeholder and alliance groups.

Provide day-to-day state and federal government relations advocacy services on the Association's behalf in monitoring, providing analysis, lobbying, providing testimony, conducting research, and drafting documents. Serve as a registered Wisconsin lobbyist on the Association's behalf.

Establish and maintain communications necessary to provide information services to Association members, and appropriate partner, stakeholder, and alliance groups, regarding proposed and existing state and federal legislation, administrative rules, their implications for Technical College Districts, and their progress through the legislative or administrative process.

## **Liaison Services**

Establish and maintain liaison necessary to promote information sharing and to maintain positive working relationships between the Association and: the Governor's Office, State Legislature, Wisconsin Technical College System and staff, WTCS Board, Wisconsin Technical College Presidents Association, state educational associations, Wisconsin Association of Career and Technical Education, state business and state economic development associations, state administrative agencies, the U.S. Congress, the U.S. Department of Education, other federal agencies and offices, University of Wisconsin System, public and private schools, and other technical and community colleges and systems. Attend meetings and functions of organizations with which the Association maintains liaison relationships.

Be responsible for the Association's communications with the news media and communications organizations representing liaison organizations.

## **Member Services**

Advise and provide assistance to members, district boards, college presidents, and the WTCS Board and staff.

Attend district board meetings and district events to represent the Association and to communicate about and promote Association activities.

Maintain an effective communication network with Association members designed to foster accomplishment of the Association's mission.

Assist members with requests for information or resources to promote board member education and development, and to further the Association's goals. Provide orientation and training for officers, committee chairpersons and other members to promote continuity and excellence in the operation of the Association.

Collect information and conduct research as directed by the Association's Executive Committee.

## **Meeting Planning and Support**

Through effective supervision of Association staff, maintain final responsibility for meeting planning and support, such as the following:

Plan and implement all aspects of the Association's quarterly meetings, general membership meetings, Board of Directors meetings, and Board of Directors annual planning meeting. Plan and implement state-based activities for Association of

Community College Trustees events such as regional and national meetings and the National Legislative Summit.

Prepare the agenda and program for regular and special meetings of the Association, under the direction of the President and committee chairpersons.

Arrange for speakers and other educational programming to realize the Association's goals for board member education and development.

Arrange, approve, and coordinate meeting and meal and lodging facilities for meetings of the Association.

### **Association Executive Management**

Provide day-to-day executive management of the Association's affairs, business relationships, and office management.

Supervise the Association's staff on behalf of the Board of Directors. Recruit, train, evaluate, and promote the professional development of Association staff.

Under the direction of the Secretary/Treasurer and Board of Directors, prepare the Association's operating budget for Board of Director approval. Oversee the Association's purchasing, leases, and other financial transactions. Maintain oversight of banking and fiscal agent relationships and transactions. Oversee maintenance of the Association's financial and corporate records.

Assure accurate and timely reporting of corporate registration, corporate tax reporting, Government Accountability Board filings, and other obligations of the Association.

Organize and maintain the office of the Executive Director.

Participate in activities of local, state and national organizations promoting excellence in association management, educational association management, lobbying, and meeting planning.

Pursue appropriate professional development opportunities in furtherance of the position and the Association's mission and goals.

Accept and perform other duties and responsibilities as may be assigned or delegated by the Executive Committee consistent with the Association's Bylaws, Policies and Procedures.

## Minimum Qualifications

The Executive Director position requires significant abilities in leadership, communications, policy analysis, organization, advocacy, building advocacy coalitions and alliances, and management. The position requires the ability to balance priorities and to work independently on behalf of a statewide membership in a busy, complex and rapidly changing environment. The position requires regular public presentations to a variety of audiences to promote the Association's and Wisconsin Technical College System's mission and goals. A high degree of integrity is required in conducting the Association's affairs and in representing the Association.

1. Bachelor's Degree in an appropriate area is required. An advanced degree or its equivalent is desirable.
2. Three to five years administration experience at the supervisor/coordinator level.
3. Experience with the legislative process.
4. Experience in an educational setting.
5. Demonstrated leadership experience and understanding of and belief in the philosophy of the technical college concept, and ability to promote that concept in state government, business communities, and generally.
6. Commitment to vocational/technical education and its role in service to Wisconsin citizens.
7. Outstanding organizational and oral and written communication skills.
8. Ability and willingness to travel throughout the State of Wisconsin and nationally as appropriate.
9. Experience in using computer technology, business software packages, and information technology in the administration of duties and responsibilities.
10. Experience in working with a board is desirable.

This position description is intended to indicate the position's basic tasks and the level of ability it requires. It is not intended to limit or in any way modify the right of the Association to assign, direct and control the work of the Executive Director. The use of a particular expression or illustration describing duties shall not be held to exclude other duties not mentioned that are of similar kind or level of difficulty.

# **ASSISTANT DIRECTOR**

## **Member Learning and Communications**

### **POSITION DESCRIPTION**

The Assistant Director for Member Learning and Communications performs a wide variety of functions in three interrelated areas:

- Member learning and development programming and services
- Meeting planning and support
- Member communications services

The Assistant Director monitors/measures member learning needs, plans and implements member education and development programs, coordinates meetings, develops informational and educational materials, prepares and distributes member communications, serves as liaison/staff to Association committees, and fulfills other duties as assigned.

### **Job Functions and Characteristic Duties**

#### **Member Learning and Development Programming and Services**

##### Program Development and Implementation

Based on member needs, leads the Association's member learning efforts in close cooperation with its Program Committee and Board of Directors:

- Designs and implements high-quality, high-value, learning programs and activities for an association of technical and community college board members. Learning programs are currently delivered in person to the membership on a quarterly basis and may expand to include on-demand programming or other learning activities over time.
- Manages learning program logistics such as scheduling, locating and confirming speakers/presenters, assisting with travel arrangements and related logistics, creating related correspondence, assuring audio/visual and room set-up needs are met, preparing agendas and handouts, and preparing draft remarks for Association members.

##### Liaison

Assists the Association's Program Committee, and other standing or ad hoc committees as assigned, as staff liaison.

##### Needs Assessment

Leads Association activities to assess member learning and development needs.

### Evaluation

Prepares, distributes, monitors, and reports upon program evaluation/quality measurement.

### Networking

Works with other learning organizations such as WIDS, ACCT, other state trustee associations, and the member colleges to develop/gain access to learning programs/materials to promote member learning. Gathers and makes available to members presentation materials from various sources.

### Orientation

Develops and leads an association-level program for new trustee orientation.

## **Meeting Planning and Support**

### Meeting Information

Assists with development and distribution of pre- and post-quarterly meeting information such as session schedules, agendas, and meeting minutes.

### Documentation

Assists with development of agendas and minutes for standing committee and quarterly membership meetings.

### Support

Provides staff support, as assigned, to the Association's standing and ad hoc committees and Board of Directors.

### Awards

Coordinates the Association's awards programming and serves as liaison with award recipients, presenters, the awards committee, nominating districts and district marketing/public information staff. As assigned, participates in Statewide Marketing Consortium activities.

## **Member Communications Services**

### Member Assistance

Responds, as assigned, to member requests for information and assistance.

### Correspondence

Develops, updates, and distributes general correspondence projects as assigned with an emphasis on maintaining web-based/electronic resources and materials the Association sends out regularly such as new member welcomes, requests for district information, calls for district action to appoint members to Association positions, routine announcements, and calls for member input.

### Webpage Updating/Support

Maintenance of website resources including posting of materials to website, editing website content, assisting members with use of website, liaison with website host and consultant, and promoting electronic interactivity between/among members.

### **Other Duties**

This position description is intended to indicate the position's basic tasks and the level of ability required. It is not intended to limit the Executive Director's or the Association's right to assign other duties or to direct and control the position's work. The use of particular descriptions of duties is not intended to be exclusive.

## **Position Qualifications**

### **Required, Preferred, and Desirable Education and Experience Qualifications**

- The position requires interest and experience in both the science and the creative art of professional development programming for adult volunteer learners from a wide variety of backgrounds statewide.
- An associate degree is required, a bachelors degree or higher in education or a related field is desirable.
- Significant experience in as many as possible of the following areas is required: professional development programming, curriculum development, technical/ community college education and training, not-for-profit associations, effective college boards/board governance, legislative/public policy activities, and meeting conference planning.
- Excellent writing/communication, computer, organizational, and human relations skills are also required for this position. The ability to develop and use electronic databases and web-based resources is highly preferred.

### **Essential Aptitudes, Skills, Knowledge and Personal Characteristics**

- Initiative. Ability to accomplish work objectives with minimal supervision and ability to anticipate and identify needed action without direction and assume responsibility. Ability and discretion in maintaining confidential and sensitive information.
- Ability and skill to listen to and communicate with a variety of clients/contacts effectively and courteously.
- Considerable maturity and initiative in handling a wide variety of complex work and work situations, with heavy workload considerations. Ability to perform and conduct self in a professional manner and to maintain a positive attitude. Ability to handle service issues in a calm, confidential, efficient, and effective professional manner.

- Motivated to contribute to the success of the Association and the Wisconsin Technical College System. Interest in promoting a learner-centered professional education and development program for adult volunteer members.

# **ADMINISTRATIVE ASSISTANT**

## **POSITION DESCRIPTION**

### **Basic Functions and Responsibilities**

The Administrative Assistant performs a wide variety of support functions and services for the Association in five broad areas:

- Member services support, records maintenance, and staff support for the Association's committees and Board of Directors
- Meeting planning services
- Office management
- Financial accounting
- Secretarial support for the Executive Director and Assistant Director, and office reception services

These duties are complex, visible, and often confidential in nature. A high degree of administrative competence, organizational skill, and excellent human relations abilities are essential to the position. The position requires the ability to balance competing and rapidly changing priorities. The position also requires the individual to prioritize and complete tasks without direct supervision.

### **Essential Job Functions and Characteristic Duties**

#### **Member Services Support, Records Maintenance, Staff Support**

Provides assistance to Association members in filling any requests they may have. Also provides staff support to the Association committees and Board of Directors.

Serves as the recording secretary for membership and Board of Director meetings. Maintains a complete file of all past Association meeting minutes, including committees.

Manages, coordinates and maintains accuracy of membership directory and of the Association's electronic databases and web resources. Updates and disseminates to membership annually.

#### **Meeting Planning Services**

With the Assistant Director, coordinates and schedules Association quarterly meetings. Works with hotel sales/catering personnel on meeting logistics such as contract details, room sets, menu selections, and media equipment details.

Distributes pre- and post-meeting information such as session schedules, agendas, meeting minutes, and membership, Board of Director and committee materials. Develops member name badges and registration handouts.

Records and transcribes minutes for membership and Board of Directors meetings and other official meetings called by the Board or Executive Director. Transcribes minutes of the Association's standing committees.

Coordinates and disseminates Association awards mailings, including requests for nominations, award judging, and award tabulation.

#### Office Management

Maintains office equipment such as copier, computers, printer, facsimile machine, telephone system, and postage machine, in good working order. Orders postage meter refills, necessary supplies and service and maintenance calls.

Monitors, orders, and stocks all office supplies and stationery.

Posts all outgoing Association mail.

Liaison with building and parking management.

#### Financial Accounting

Prepares the Association's travel expense reports.

Prepares and maintains a budget for the operation of the Association.

Prepares quarterly financial status report.

Serves as record keeper and manager of all incoming accounts payable/receivable. Coordinates payment authorizations/account designation and distributes for proper signatures prior to forwarding to fiscal agent.

Calculates and disseminates annual fee assessments.

Prepares banking deposits/withdrawals.

Maintains accurate information in bank safe deposit box.

Prepares individual district quarterly meeting expense billings.

#### Secretarial Support

Assists the Association staff with efficient and timely coordination of communications flow and public relations between district board members, State Office staff, college presidents, staff, public officials, media, and others. This may include disseminating information and/or investigating and resolving (problem solving) issues. Acts as the office's liaison and screening point for visitors and telephone calls and scheduling of meetings for staff.

Researches, compiles, composes, organizes and drafts written and oral communications.

Transcribes, edits, and distributes staff communications.

Reviews, sorts and prioritizes Association's mail in a timely and efficient manner.

Coordinates and arranges travel for Association staff.

Coordinates and manages the work flow in the Association office.

Coordinates and collects appropriate documents; establishes and maintains efficient filing systems for all of Association's non-confidential and confidential materials/records.

### **Supervision Received**

The Executive Director of the Association supervises this position.

### **Qualifications**

- An associate degree in administrative assistant area or equivalent combination of education and experience in high level office positions is required.
- Three years of successful executive level support work experience is desirable.
- Extensive training and experience in the use of computers, common office software packages, including electronic database and web content management software, and advanced keyboarding skills, are required.
- Customer service techniques and process improvement skills and experience are required.
- Note-taking skill and experience is preferred.
- Willingness to pursue ongoing professional development activities.

### **Essential Aptitudes, Skills, Knowledge and Personal Characteristics**

- Initiative. Ability to provide executive support with minimal supervision and ability to anticipate and identify needed action without direction and assume responsibility. Ability and discretion in maintaining confidential and sensitive information.
- Excellent organizational skills and ability. Ability to work accurately with details and deadlines and prioritize work.
- Ability and skill to listen to and communicate with a variety of clients/contacts effectively and courteously.
- Considerable maturity and initiative in handling a wide variety of complex work and work situations, with heavy workload considerations. Ability to perform and conduct self in a professional manner and to maintain a positive attitude. Ability to handle difficult, sensitive, and at times, serious, customer service issues in a calm, confidential, efficient, and effective, professional manner.

- Advanced knowledge and command of word processing packages and electronic communication and database software. Knowledge of continuous process improvement and measurement.
- Problem-solving knowledge, skill and ability.
- Advanced knowledge of office procedures and practices and telephone techniques. Command of English, spelling, grammar, and usage, and the proper formatting and construction of written communications; organized and accurate record keeping.
- Motivated to contribute to the success of the Association and the Wisconsin Technical College System.

This description is intended to indicate the position's basic tasks and the level of ability it requires. It is not intended to limit or in any way modify the right of the Executive Director to assign, direct and control the work of the Administrative Assistant. The use of a particular expression or illustration describing duties shall not be held to exclude other duties not mentioned that are of similar kind or level of difficulty.

## K. GENERAL

### 1. Legal Matters

- a. The Association may employ legal counsel with responsibility for providing advice regarding legal matters. Such advice shall be obtained from legal counsel at the direction of the Executive Director and the President of the Association.
- b. The Association shall not employ legal counsel on questions of strictly local application, except when the result in such a matter is likely to affect or set a precedent for the majority of member districts.
- c. When a legal matter is of a statewide nature, legal counsel, at the direction of the Executive Director and President, may be asked to research and prepare a formal opinion. Such opinions will be available to the member colleges at the direction of the Executive Director and the Board of Directors.
- d. The Board of Directors may seek to enter a pending lawsuit as an amicus curiae or intervenor, when a decision rendered in the case ultimately may have statewide legal implications on the local governance of the Technical College districts, their nature, or the role or powers of district boards or their members.
  - 1) The determination to enter a lawsuit in such capacity shall be made by the Board of Directors upon the recommendation of the Executive Committee in consultation with the Executive Director.
  - 2) If in the opinion of the Executive Committee a decision must be made before the Board of Directors can act, the Executive Committee may make the decision.
  - 3) The Executive Committee, in consultation with the Executive Director, may employ legal counsel to assist in such actions.

### 2. Professional Consultants

Outside consultants may be employed to assist in the work of the Association. Such consultants may be employed by action of the Board of Directors or the Executive Director, with approval of the Executive Committee, within budgetary limitations.

### 3. Co-Sponsorship, Endorsements, Cooperation

- a. Approval by the Board of Directors must be obtained for Association co-sponsorship. Co-sponsorship includes the use of the Wisconsin Technical College District Boards Association name in connection with a workshop or conference. It may involve conference or workshop joint planning efforts, promotional activities, sharing in the expense or profit, and the publication of announcements, and the reports of such workshops or conferences.

- b. Endorsements
  - 1) The Association will not endorse candidates for public office.
  - 2) The Association may endorse candidates for appointments to educational boards, commissions and other public bodies as approved by the Executive Committee and the Executive Director.
  - 3) Endorsements involving the use of the Association's name for any external conference, workshop or publication must be approved by the Board of Directors.
- c. Cooperation with other organizations and agencies is encouraged and may include staff consultation and the mailing of promotional materials to Association members. Such mailings shall not be at the Association expense.

4. **Association Mailing List**

- a. The Association's mailing list of boards and chief executive officers shall be made available upon request to representatives of member boards.
- b. The mailing list also shall be made available upon request to representatives of the Legislature, Office of the Governor, or to state agencies.
- c. The mailing list shall be made available to others only based on a written request approved by the President and the Executive Director.

5. **External Fundraising**

- a. The Association may solicit and/or accept funding from private and public sources as approved by the Board of Directors and consistent with the Association's goals and objectives.
- b. Funding sources may include: ads or announcements published in Association newsletters, brochures and booklets; grants, gifts, or sponsorships.