

WCET Amended and Restated Bylaws

As adopted on June 1, 2025.

ARTICLE I: **NAME.**

The WICHE Cooperative for Educational Technologies (WCET) is a program unit within the Western Interstate Commission for Higher Education (WICHE) composed of various networks including Every Learner Everywhere, State Authorization Network, and WCET Membership. In these Bylaws the larger program unit will be referred to as WCET, and the original membership network will be referred to as WCET Membership.

ARTICLE II: MISSION, VISION, & VALUES.

WCET has a common mission, vision and set of core values that are published on its website. These are reviewed every three years by the Executive Council who makes recommendations on potential changes to the Executive Director. The Executive Director will notify the Executive Council of the final version of the Mission, Vision, & Values when changes are made.

ARTICLE III: **STRUCTURE**

WCET is guided by an Executive Director. Based on its relationship with WICHE as a program unit, WCET is a component of a 501c3 organization.

The work of WCET is done through units referred to as networks. Each network is typically financially self-supporting and furthers the mission and vision of WCET and WICHE. All networks support the operation of WCET.

III.A. Creation of WCET Networks. WCET may create networks that support the overall mission and vision of WCET. Network proposals are reviewed and approved by the Executive Director. A network should have:

- a defined purpose that supports WCET's mission, vision, and values.
- a defined audience to serve.
- a clear set of services distinguishable from those of other current networks.
- a financial plan.

- a demonstrated adherence to WICHE and WCET policies.

III.B. Joint Obligations of Networks. Networks, regardless of type, are part of the WCET operation and are expected to support WCET, other networks, and staff. Where appropriate and reasonable, work is coordinated between networks to support the overall operation of WCET. Additionally, all networks adhere to a common set of responsibilities and receive a minimum set of benefits. These are fully outlined in the WCET Policy and Procedures book.

ARTICLE IV: PRINCIPAL OFFICE.

The principal office of WCET shall be in the same city as that of WICHE.

ARTICLE V: POLICIES.

The Executive Director, in consultation with the WCET Executive Committee and the Executive Council, establishes, updates, and removes policies for WCET. Policies are maintained in the WCET Policy and Procedures Book.

ARTICLE VI: NETWORK DUES.

WCET networks which charge dues provide up to date dues structures on that respective network's website.

ARTICLE VII: MEETINGS.

VII.A. ANNUAL MEETING OF THE EXECUTIVE COUNCIL. WCET shall have an Annual Meeting of the Executive Council. This may occur in person, in combination with another in person conference, or virtually.

VII.B. GENERAL MEETINGS. Each network will define requirements for meetings of the network advisory group for that network.

VII.C. NOTICE. Notice for meetings of the Executive Council is required not less than:

- a. 30 days prior to the Annual Meeting;
- b. 10 days prior to other meetings to be attended in person; and
- c. 5 days prior to a meeting to be conducted electronically.

ARTICLE VIII: GOVERNANCE.

VIII.A. WICHE. WCET is a program unit of WICHE. As such, it is subject ultimately to the governance of the WICHE Commissioners. WCET complies with the following additional requirements of WICHE:

- a. A WICHE Commissioner serves on the WCET Executive Council.
- b. Networks that are funded at least 25% by member dues will have at least one membership body, referred to as a network advisory group, which serves to represent the voice of the members, makes recommendations on issues of interest to the membership at-large, and contributes to activities in support of the programs and membership of that network. Details about all membership bodies are outlined in the WCET Policy and Procedures Book.
- c. WCET abides by all policies and procedures of WICHE as well as applicable laws and regulations.
- d. The Executive Director of WCET reports to the President of WICHE.

VIII.B. Executive Director. The Executive Director shall be appointed pursuant to WICHE personnel procedures by the President of WICHE in consultation with the Executive Council.

VIII.C. NETWORK ADVISORY GROUPS. If a network is funded at least 25% by member dues, then the network will have an advisory group to represent the voice of its members. Each network advisory group shall select officers in a manner appropriate to that group. The selection procedure for each advisory group is described in the WCET Policy and Procedures Book.

VIII.D. Executive Council. The Executive Council serves as the strategic advisory group to the Executive Director on matters related to WCET, including but not limited to significant financial decisions, strategic priorities, and policies. The Executive Council is informed of WCET's financial status and may be consulted on significant financial decisions but does not hold actual fiduciary responsibility for WCET.

VIII.D.1 EXECUTIVE COUNCIL RESPONSIBILITIES. Executive Council members are expected to attend all scheduled meetings. Meeting agendas are set collaboratively between the Chair of the Executive

Council and designated WCET staff, typically the Executive Director. The Executive Council has the following ongoing responsibilities:

- a. Provide input to the Executive Director about issues related to WCET.
- b. Attend all scheduled Executive Council meetings and actively participate in the work of the Executive Council.
- c. Advocate for WCET and positions it determines are priorities of its networks.
- d. Advise on the future of WCET by reviewing its financial health, identifying strategic priorities, and, with staff, recommending overall priorities within the mission of WCET.
- e. Review and provide counsel regarding significant financial decisions.
- f. Advise on policies for WCET.
- g. Consult with WICHE on the selection of the WCET Executive Director.
- h. Assist with the recruitment of members, including but not limited to, advising on potential members for vacancies to the staff and Executive Director.
- i. Maintain the governance structure of WCET in accordance with these Bylaws and the WCET Policy and Procedures Book.
- j. Advise the Executive Director in resolving any special situations or issues brought to it by the Executive Director.
- k. Consider and solicit input from networks and stakeholders on issues relevant to WCET. Where established governance structures exist across networks or in a network, the Executive Council will coordinate with the established governance body or bodies.
- l. Review and decide on appeals of applications for membership in any WCET network, when requested by the Executive Director.

VIII.D.2. EXECUTIVE COUNCIL MEMBERSHIP. The membership of the Executive Council is comprised of the following ex-officio voting members:

- a. Immediate past Chair of the Executive Council, and
- b. WCET Executive Director.

The Executive Council shall also include a WICHE Commissioner appointed by the WICHE President, the appointed WICHE Commissioner will serve a three-year term and be eligible for reappointment.

Additionally, there are five additional at-large positions on the Executive Council, these persons will serve three year terms. These are appointed by the Executive Director in consultation with the Immediate past Chair of

the Executive Council and the WICHE Commissioner then serving on the Executive Council. These appointments should further:

- Appropriate representation of the membership of all networks, and
- Visionary thought leadership in areas of current interest to WCET.

In his or her discretion, the Executive Director may also ask for a representative to be appointed or chosen by a network's advisory group to serve on the Executive Council. Any such person appointed by a network advisory group would serve for a one-year term, which term may be extended by the advisory group if considered necessary to provide counsel to the Executive Director on issues of importance to WCET.

VIII.D.3. ELIGIBILITY FOR EXECUTIVE COUNCIL MEMBERSHIP.

Anyone employed by a WCET member or partner organization, across all networks, is eligible to serve in an at large position or as a network advisory group appointee on the Executive Council.

VIII.D.4. EXECUTIVE COUNCIL TERMS. To promote continuity, while also supporting fresh perspectives provided by leaders of the advisory groups which are generally renewed annually, three-year terms are used for the WICHE Commissioner and the five at large positions. The terms of the persons serving in the five at large positions on the Executive Council shall be staggered to the greatest extent possible.

VIII.D.5. Executive Council Officers. Leadership within the Executive Council shall be a Chair and Vice Chair and each will serve a one-year term.

VIII.D.5.A. ELECTION OF OFFICERS. The Executive Council shall, annually, elect a Chair and Vice Chair from among its members. Staff, in collaboration with current Executive Council officers, will develop a slate for the Chair and Vice Chair positions. Continuing and incoming Executive Council members will vote on the officer candidates. If an incoming Chair's term on the Executive Council is expiring, that individual's term will automatically be extended for one year.

VIII.D.5.B. Succession by the Vice Chair. At the end of the Chair's term, the Executive Council will vote to confirm succession of the

Vice Chair to the role of Chair. If not confirmed, the Executive Council will elect a chair from its membership.

VIII.D.5.C. DUTIES. The Chair shall call and preside at all meetings of the Executive Council. The Vice Chair shall assume the duties of the Chair in the Chair's absence or upon request of the Chair.

VIII.D.6. EXECUTIVE COMMITTEE OF THE EXECUTIVE COUNCIL.

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

VIII.D.7. EXECUTIVE COUNCIL COMMITTEES AND TASK FORCES.

The Executive Council, upon approval of the Executive Director, may establish committees and task forces at its discretion. Each committee or task force will have a specific charge or purpose statement.

VIII.D.8. EXECUTIVE COUNCIL MINUTES. Minutes of all meetings of the WCET Executive Council will be maintained.

VIII.E. GOVERNING Unit OPERATIONS. Governance units of WCET including, but not limited to, the Executive Council and all network advisory groups shall adhere to all policies and procedures of WCET as well as the following:

VIII.E.1. QUORUM. A quorum shall consist of a majority of the members of the governing unit. No official actions can take place unless a quorum has been reached.

VIII.E.2. Voting. Except for very specific instances otherwise specified in these Bylaws or the WCET Policy and Procedures book, a simple majority of the members of the governing unit participating in the meeting shall be the act of the group. Abstentions are excluded when calculating a simple majority.

VIII.E.3. CODE OF CONDUCT: Although providing voluntary service to WCET, members of governing units will honor the following expectations of professional service. They will:

- a. Participate fully in the role to which they have been appointed or elected. They will make themselves aware of the responsibilities of the role and fulfill those responsibilities to the best of their ability.
- b. Interact with WCET staff through the Executive Director or their designee.
- c. Fulfill their responsibilities in a professional manner, with honesty, integrity, dignity, fairness, and civility.
- d. Speak on behalf of the governing unit only when designated by the Executive Director.
- e. Maintain confidentiality of information shared with them as a part of their responsibilities with the governing unit. Exercise discretion, including verifying with the Executive Director, before sharing any information outside of the governing unit discussions.
- f. Declare any potential conflict of interest that might influence their decision-making or the decision-making of others.
- g. Act in an informed, competent, and responsible manner, and with due diligence to provisions of the WCET Bylaws and the approved policies and procedures of WCET.
- h. Support the principles of due process and civil and human rights of all individuals while being vigilant to resolve circumstances of discrimination, inequity, inappropriate behavior, harassment, or abuse within WCET.
- i. Obey local, state, and national laws and pursue any changes in those laws, policies, and regulations only through legal, ethical, and otherwise appropriate means.

VIII.E.4. Resignations. A holder of any appointed or elected office may resign at any time by giving written notice to the Executive Director. The resignation shall take effect at the time specified therein. The Executive Director will work with the Executive Committee of the Executive Council to re-fill the vacant position in a timely manner. The individual who takes the vacant position may be asked to fulfill the remainder of the term or may be asked to begin a new term. This will be determined by the Executive Director in consultation with the Executive Committee of the Executive Council.

VIII.E.5. Vacancies. Vacancies in elected or appointed positions shall be filled by the following methods:

- a. If an elected or appointed person is no longer employed by the member organization, the person may remain in the designated position for 30 days or longer, at the discretion of the Executive Director.
- b. The Executive Director shall coordinate an election to fill an unexpired term or work with the Executive Committee of the Executive Council to fill the vacant position.

VIII.E.6. Removal. A governing unit member may be removed for failure to meet the responsibilities of the role or for inappropriate conduct. Governing unit members may be removed by a majority vote of the members of that governing unit.

VIII.E.7. Compensation. Elected and appointed members of governing units within WCET shall not receive compensation.

VIII.E.8. REIMBURSEMENT. Reimbursement for limited expenses may be provided when pre-approved by the Executive Director and submitted in accordance with all applicable WICHE and WCET policies and procedures. This does not generally include travel expenses for participation in meetings and other events.

VIII.E.9. Rules of Procedure. In the event a question of order or procedure shall arise which is not covered in these Bylaws, Robert's Rules of Order (Revised) shall prevail.

ARTICLE IX: ACCOUNTABILITY AND INTEGRITY.

IX.A. ADVOCACY. Because WCET sees itself as an advocate for the effective use of digital learning technologies in higher education, it may take a stance on public policy issues which is shared with its membership. WCET will adhere to U.S. federal regulations and WICHE policy on lobbying.

IX.A.1. ENDORSEMENTS. WCET does not endorse any product or service unless it has participated in its creation.

IX.A.2. SPONSORS. WCET seeks sponsors for many of its events and activities.

- a. WCET reserves the right to not allow an organization to serve as a sponsor for any reason.

- b. WCET's acceptance of an organization as a sponsor does not indicate endorsement of that organization, its employees, products, or services.
- c. Sponsors may not use the WCET name or brand in marketing materials without prior written authorization from the Executive Director.

IX.B. PROTECTION OF PRIVACY AND SECURITY. WCET honors the relationship with its members by complying with both the [WICHE Privacy Policy](#) and the [Privacy and Use for WCET Affiliated Websites and Systems](#). In addition to those documents, WCET does not generally share its member, participant, or partner lists, except as noted in those two policies.

IX.C. USE OF INSTITUTIONAL INFORMATION. Institutions have the right to edit for accuracy any institutional information used by WCET in its publications.

ARTICLE X: AMENDMENTS.

The Executive Director may, with the recommendation of two-thirds of the members of the Executive Council, modify or amend these Bylaws. The wording of the proposed modification or amendment must be provided to the Executive Council at least 30 days prior to the meeting at which the Executive Council will consider such modification or amendment.