

**WISCONSIN ASSOCIATION OF PUBLIC, EDUCATIONAL AND
GOVERNMENT ACCESS CHANNELS, INC. (W.A.P.C.)
BY-LAWS**

ARTICLE I - NAME, SEAL, AND OFFICES

1.01 **Name.** The name of this corporation is the Wisconsin Association of Public, Educational and Government Access Channels, Inc.

1.02 **Db.** The corporation does business as (dba) the Wisconsin Association of PEG Channels.

1.03 **Seal.** There shall be no seal for this Corporation.

1.04 **Offices.** The principal offices of the Corporation shall be the Oshkosh Community Access Television offices in the first floor of City Hall, 215 Church Avenue, Oshkosh, Wisconsin. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint for such purposes as the corporation may require.

ARTICLE II - MEMBERS

2.01 **Members.** The members of the corporation shall be those persons who make annual membership contributions to the corporation in the amount determined by the Board of Directors.

2.02 **Annual Meeting.** The annual meeting of the members of the corporation shall be held on a date to be selected by the Board of Directors. The Secretary shall give notice of the annual meeting at least thirty (30) days prior by mailing a notice to each member of the corporation to the address appearing on the records of the corporation. At the annual meeting the members shall transact such business as may properly come before the meeting. The President of the corporation, or his or her designee, shall present a written report of the activities of the corporation during the prior year together with the financial statement, copies of which will be made available to members upon request.

2.03 **Board of Directors.** The WAPC Board shall consist of thirteen (13) members with four (4) officers: a President, Vice-President, Secretary and Treasurer.

2.04 **Election of Board of Directors.** Sixty (60) days prior to the Annual Meeting, letters requesting nominations for the Board of Directors shall be sent to all WAPC voting members. Thirty (30) days prior to the Annual Meeting, ballots shall be sent to all WAPC voting members listing all nominees for the Board of Directors. Members shall be required to return ballots no

later than the said postmarked date to the WAPC office or to the Secretary as noted on the ballot. The Secretary shall tally all ballots received by the deadline and announce the election results at the Annual Meeting.

2.05 **Quorum and Procedures of Voting.** A simple majority of the members present shall constitute a quorum at all meetings. Members shall be entitled to one vote and may vote by written proxy at all meetings provided such proxy shall be filed with the Secretary of the corporation prior to the meeting.

ARTICLE III - BOARD OF DIRECTORS

3.01 **Powers.** The management and control of the corporation shall be vested in the Board of Directors.

3.02 **Board of Director Terms.** Upon their election, all Board members shall serve for three (3) year terms. In order to expand the Board from nine (9) to thirteen (13) members in May of 2004, the Directors will appoint two (2) new Directors whose term will expire in May of 2005, appoint one (1) new Director whose terms will expire in May of 2006 and one (1) new Director whose term will expire in May, 2007. Thereafter, Directors will be elected, renewed or appointed to the following cycle: 2005 (five (5) Directors for three year terms), 2006 (four (4) Directors for three year terms) and 2007 (four (4) Directors for three year terms).

3.03 **Board Vacancies/Nominations.** Vacancies on the Board of Directors shall be filled by the appointment of successor Director by the remaining Directors for the remainder of any term. An application form will be available to all members interested in serving on the Board. The Board will review all applications, and, after nomination by any Director and a vote of all Directors present, the Board shall fill the Board vacancy with the new Director.

3.04 **Election of Board Officers.** The Board of Directors will elect officers from within the Board at their first meeting, normally, the spring retreat. Nominations will be accepted for the positions of President, Vice-President, Treasurer and Secretary. All posts are for one-year terms.

3.05 **Regular Meetings.** Regular meetings of the Board may be called at the discretion of the Board of Directors and shall be notified by the Secretary or their designee of the corporation. It is recommended that the Board meet monthly. Notice of the meetings shall include an agenda and the general purposes for which the meeting is called and all such notices shall be mailed or e-mailed to the Board of Directors at their addresses shown on the corporate records.

3.06 **Quorum.** A quorum shall consist of seven (7) Directors or a majority of serving Directors.

ARTICLE IV - COMMITTEES

4.01 **Creation.** The committees of the corporation shall be those committees created by

resolution from time to time and shall have such duties, powers and authority as designated in the establishing resolutions. The corporation (at its discretion) may create the following standing committees with the chairperson and committee members to be appointed by the President:

4.02 Fundraising/Finance Committee. The Fundraising/Finance Committee shall consist of at least three (3) members one of whom will be the Treasurer. The responsibility of this committee is to develop a fundraising plan and activities to implement the plan at the beginning of each year that can be recommended to the Board of Directors for action during the year. Upon Board approval, this committee shall develop a plan to carry out these events. It is recommended that this committee meet quarterly. Additional tasks for the Fundraising/Finance Committee are to explore new revenue streams (grants, video festival, increased membership fees, new membership categories, sponsorships, advertisers, donations), increase involvement by access centers, and review budgetary expenditures. The Treasurer is also responsible for maintaining a current membership list and receiving and recording dues.

4.03 Membership/Volunteer Committee. The Membership/Volunteer Committee shall consist of at least three (3) members. This committee shall be responsible for accepting names of persons interested in becoming members of the corporation, contacting such prospective members and conducting orientations for all new members. It is recommended that this committee meet monthly. Tasks for the Membership/Volunteer Committee are to coordinate regional meetings and develop regional leadership, increase membership by focusing on educational stations and successfully serving current members, develop a list of membership benefits, create and develop partners (e.g. technical schools), survey current members and establish a member database, generate feedback from members, develop an understanding of demographics, and reward volunteers. The committee shall use the website and listserv for its activities whenever possible.

4.04 Public Policy Committee. The Public Policy Committee shall consist of at least three (3) members. It is recommended that this committee meet at least quarterly. The Public Policy Committee shall make recommendations to the Board of Directors regarding the corporation's position on public policy issues affecting PEG, disseminate the corporation's position to members, and encourage members to act in support of these positions.

4.05 Nominating Committee. The Nominating Committee shall consist of two (2) members. The Nominating Committee is charged with finding members willing to stand for election to the Board of Directors. These nominees shall be included in the ballots sent out to all members at least (30) thirty days prior to the annual meeting.

4.06 Communications and Resources Committee. The Communications and Resources Committee has as its primary focus developing the programming and shared resources of the membership. Tasks for the Communications and Resources Committee are to establish a newsletter with paid advertising, develop the website and listserv, keep mail directories, initiate plans for program and resource sharing, and develop promotional materials such as a WAPC video tag and PSA's as appropriate for use on access stations.

4.07 **Executive Committee.** The Executive Committee shall convene at the discretion of the President with its primary focus on the Executive Director/Staff decisions. The committee shall consist of four (4) members: the President, Vice President, Secretary, and Treasurer.

4.08 **Conferences Committee.** The Conferences committee will convene at the discretion of the President with its primary focus on the Video Festival, Spring Conference and Fall Workshop.

ARTICLE V - FINANCIAL OPERATIONS

5.01 **Fiscal Year.** The fiscal year of the corporation shall be January 1 through December 31.

5.02 **Financial Authority.** The Board of Directors shall have the sole authority to direct the disposition of the assets and funds of the corporation, except as provided in Article III of the Articles of Incorporation. Such disposition shall be in the amount as the Board deems necessary and consistent with the purpose of the corporation.

ARTICLE VI - BY-LAW AMENDMENT

6.01 **Amendment.** These By-Laws may be amended by a two-thirds (2/3) affirmative vote of the Board at any regular or special meeting of the Board of Directors provided previous notice of such proposed amendment(s) shall be given in the meeting notice.