



WTA Constitution & By-Laws

ARTICLE I - IDENTIFICATION

This Association shall be a nonprofit member organization to be known as the WTA.

ARTICLE II - PURPOSES

The purposes for which this Association has been formed are as follows:

1. To promote and enhance the advancement of Telecommunications (Telecom) and information Technology (IT) as a profession.
2. To provide a convenient means for members to exchange Telecom and IT information, ideas, and practical experiences concepts for their mutual benefit.
3. To provide assistance to its membership by actively promoting, supporting, and encouraging an expanded knowledge of Telecom and IT through programs, seminars, conferences, and newsletters.
4. To promote the recognition and understanding of Information Technology, telecommunications and other technology within the voice and data community through participation in matters which affect our profession.
5. To encourage and promote the research and development of telecommunications, data and other information technology products which will enhance the productivity and profitability of those supporting this Association and the profession they represent.

ARTICLE III - MEMBERSHIP

Section 1 - Membership shall consist of:

(A) INDIVIDUAL: Individuals who are interested in the advancement of Telecom and IT as identified in Article II, Purposes of the Association, and whose position is not predominately (in excess of 50%) responsible for the sale or rental of Telecom and IT equipment or services.

(B) CORPORATE: Corporations interested in the advancement of Telecom and IT as identified in Article II, Purposes of the Association. Corporate Membership is assigned to specific persons but is transferable to others employed by the Corporation. Each individual wishing to participate in the Association, under Corporate Membership, must meet the requirements of Article III, Section 1(A), and must apply for membership in accordance with Article III, Section 2.

(C) REGIONAL: Individuals that are 50 miles out of the Milwaukee area and are interested in becoming a member of the WTA. Regional members have all rights and privileges of full individual membership, but at a reduced cost.

(D) RETIRED: Former members of the Association retired from the field of Telecom and IT will receive a 50% discount off the Individual membership. Retired members have limited rights and privileges of full individual membership.

(E) HONORARY: Individuals who are awarded recognition by the Board of Directors for providing exemplary service to the Association or to the Telecom and IT industry in general. Honorary memberships are nonvoting and have limited rights and privileges.

(F) STUDENT: Individuals who are full-time students from an educational facility who want to become more involved in the Telecom and IT industry. Students who work full time are not eligible for the Student discount. Students do not have voting right privileges. Students receive a substantial discount off the individual membership, with a focus on the Educational Conference.

(G) VENDOR: Persons interested in the advancement of Telecom and IT as identified in Article II, Purposes of the Association, but do not qualify for membership due to their professional responsibilities being defined as a vendor of Telecom and IT products and/or services. Further, the maximum number of Vendor Members shall not exceed 33% of total membership. This is to preserve the original intent of the association, that being a consumer or "user" of telecommunications or IT. This ratio will be monitored by the Membership Director and provided PRIOR to any vote on a Vendor Member application.

Section 2 - Applications for membership must be submitted to the Second Vice President on the currently approved WTA membership application.

Section 3 - The Board of Directors of the Association shall make the final determination of the applicant's eligibility under Article III, Section 1, and the Second Vice President shall announce all newly approved or disapproved applications at the next regular meeting of the Association.

Section 4 - Any applicant failing to meet the membership requirements, (Section 1) shall be notified of ineligibility by the Second Vice President.

Section 5 - Any member may resign from the association at any time upon written notification to the Secretary of the Association. Annual dues are not refundable. A member who no longer meets the eligibility requirements (Section 1) shall voluntarily resign with written notification to the Secretary. If resignation is the result of ineligibility as defined in Section 1, the unused portion of the dues is non refundable. Membership is transferable within the same organization.

Section 6 - Any member may be expelled from the Association for conduct detrimental to the interests of the Association. Such action shall require the majority vote of the entire Board of Directors.

ARTICLE IV - FEES AND ASSESSMENTS

Section 1 - Annual membership dues, for each type of membership, shall be recommended to the membership by the Officers and Directors of the Association at the Annual Business Meeting. The recommended dues shall be in an amount deemed sufficient to meet the anticipated expenses of the Association for the forthcoming year. Dues for Individual, Corporate, Regional, Retired and Honorary memberships, shall be approved by a majority vote of the members present at the Annual Business Meeting.

Section 2 - If the current membership dues are not paid by March 31, the Treasurer shall contact the delinquent member. If payment is not received by April 30, the delinquent member shall be dropped from the membership and so notified, in writing, by the Second Vice President.

Section 3 - Other fees such as program fees, guest fees, conference fees, etc. shall be set by the Board of Directors.

ARTICLE V - MEETINGS

Section 1 - Regular monthly meetings of the membership shall be held once each month at such times and places as determined by the Board of Directors.

Section 2 – There shall be an annual Association Business Meeting held in the 4th quarter of the calendar year.

Section 3 - Special meetings of the membership may be called by the President or Board of Directors at any time upon two (2) weeks written notice to the membership. The Secretary shall call a special meeting on similar notice upon the written request of ten (10) voting members (Article III, Section 1(A) or (B) in good standing. The action taken at any special meeting shall be limited to the business for which the meeting was called.

Section 4 - All Annual and Special Meetings shall be limited to Individual and Corporate members (Article III, Section 1(A) or (B)), since the matters discussed at those meetings is considered confidential in nature and may require voting by the members present.

Section 5 - Any number of voting members in excess of thirty-five percent (35%) of the total voting membership shall constitute a quorum of the membership. Any number of members of the Board of Directors in excess of fifty percent (50%) shall constitute a quorum of the Board of Directors.

ARTICLE VI - ELECTIONS

Section 1 - The Nominating Committee shall, at the Annual Business Meeting, present nominees for all offices to be filled by election. To promote continuity of the WTA Board, any individuals presented by the Nominating Committee for the position of President must be a current member of the WTA Board or served as a member of the WTA Board in a prior term of office. Additional nominations for any board position may be made from the floor at this meeting, if prior consent has been obtained from the members to be so nominated.

Section 2 - The WTA exclusive method of voting will be Electronic. Annual board elections will be announced a minimum of 21 days prior to the Annual Business Meeting. Balloting will be held open for 3 weeks to provide ample time for each member to cast their electronic ballot. Each eligible WTA member will have one vote. The number of eligible voters from any one company will be capped at 3.

Section 3 - In voting for Officers and Directors, the nominee for each office who receives the largest number of votes, shall be declared elected. Officers and Directors shall take office on January 1 of the forthcoming calendar year.

Section 4 - Officers and Directors are to be elected on individual ballots in the following order of succession:

1. President
2. First Vice President - Programs
3. Second Vice President - Membership
4. Secretary
5. Treasurer
6. Directors

ARTICLE VII - OFFICERS AND DIRECTORS

Section 1 - The Officers of the Association shall be elected at the Annual Business Meeting for a one year term unless re-nominated and reelected in a subsequent election year. Officers of the Association shall consist of: President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 2 - The Board of Directors shall consist of the Officers of the Association, the most recent Past President who is a member in good standing, and elected members who will serve the Association as Directors in positions presented to the membership at the annual business meeting.

Section 3 - The Board of Directors shall have general supervision of all the Association's business, shall fill any vacancies in accordance with Article VI, Section 5, and shall consider and dispose of matters referred to it by members of the Association.

Section 4 - Duties of the Officers and Directors shall be set forth as follows:

(A) PRESIDENT - The President shall preside at the meetings of the Association, appoint all committees except as otherwise provided, and perform such other duties as are usually required by this office.

(B) FIRST VICE PRESIDENT - The First Vice President, in the absence of the President, shall perform the duties of the President. This officer shall also plan and provide the programs for all regular meetings of the Association.

(C) SECOND VICE PRESIDENT - The Second Vice President, in the absence of both the President and First Vice President, shall perform the duties of the President. This Officer shall process all applications for membership, shall promote the membership growth of the Association, shall present new membership applications to the Board for approval and notify applicants when a determination has been made on their application for membership. The Second Vice President shall maintain membership records, submit an annual report of membership status and perform such other duties as usually pertain to this office as assigned by the President.

(D) SECRETARY - The Secretary shall maintain a record of all proceedings of the Association, including the Bylaws and all revisions, prepare and distribute monthly WTA meeting notifications, Board meetings or special meetings as required and perform such other duties as usually pertain to this office as assigned by the President

(E) TREASURER - The Treasurer shall take charge of all Association funds and assets, collect dues, disburse funds upon authority from the Board of Directors, maintain adequate financial records of Association transactions including monthly presentation of financial reports and current status on paid membership at all Board meetings. The Treasurer shall also prepare and submit a financial report summarizing yearly income and expenses for our Annual Business meeting and performs such other duties as usually pertains to this office as assigned by the President

(F) DIRECTORS - The most recent Past President of the Association who is in good standing, shall serve as a Director of the Association. The Past President shall serve as Chairperson of the Nominating Committee, the Auditing Committee and the Past President's Council. Other Directors can include positions deemed appropriate to fill an operational need and function in the organization.

Section 5 - The officers shall hold office for a period of one calendar year. The elected Directors shall hold their office for one calendar year. A detailed description of officer responsibilities is contained in the "WTA Officers Job Descriptions." Any modifications in the officers' job descriptions must be approved by the Board.

ARTICLE VIII - COMMITTEES

Section 1 - The standing committees of the Association shall be: Nominating Committee, Audit Committee, and Past President's Council.

Section 2 - The Nominating Committee shall consist of the most recent Past President in good standing as Chairperson, and two members appointed by the President. The Committee shall study the qualifications of the members and, at the Annual Business Meeting, present its recommendations of nominees for the elective offices. The Nominating Committee must ensure all nominees meet all the requirements set forth in the Association's Bylaws.

Section 3 - The Audit Committee shall consist of two members of the Board of Directors, appointed by the President, to audit the records of the Treasurer. The committee shall, upon completion of their audit, report their findings to the Board of Directors at the Board meeting which precedes the February meeting. The President will advise the membership of the results of the audit.

Section 4 - The Past President's Council shall consist of all Past Presidents of the Association who are still members in good standing. It shall assist the Association in planning, organization and policy making.

Section 5 - The President shall appoint such other committees as may be deemed necessary.

ARTICLE IX - GENERAL POLICIES

Section 1 - Members shall consider all meeting discussions as confidential and shall not, in any dealings on behalf of themselves or their company, quote Association action or information exchanged at Association meetings. Exception may be made by a majority vote of the Board of Directors.

Section 2 - The Association shall be nonpolitical and nonsectarian.

Section 3 - Robert's Rules of Order shall govern the Association in all cases to which they are applicable and not inconsistent with the Bylaws of the Association.

Section 4 - Members, dealing for themselves or their companies, shall not use the Association as a means of supporting or lending weight to their dealings.

Section 5 - No member shall receive any personal gain from the income or investment activities of the Association.

ARTICLE X - AMENDMENTS

Section 1 - These Bylaws may be amended at any Annual or Special Meeting (Article V, Section 3, 4, and 5), by a two thirds vote of voting members present. Substance of the proposed amendments shall be provided to each member at least two weeks prior to such meeting.

ARTICLE XI - DISSOLUTION

Section 1 - The Association may be dissolved by a two-thirds vote of the membership at any Business or Special Meeting (Article V, Sections 3 and 4). Written notice of such meeting having been mailed to each member at least two weeks prior to the meeting.

Section 2 - In the event of dissolution of the Association, all assets of the Association shall be distributed to such tax-exempt, nonprofit organizations as selected by the Board of Directors.

ARTICLE XII - BY-LAWS' EFFECTIVE DATE

Section 1 - The Original Bylaws became effective July 2, 1974 by a two-thirds vote of the Charter Members.

Section 2 - The Bylaws were amended on November 16, 1978.

Section 3 - The Bylaws were amended on October 21, 1982.

Section 4 - The Bylaws were amended on October 24, 1985 and shall remain effective until such time as changed in accordance with Article X or until the Association is dissolved in accordance with Article XI.

Section 5 - The Bylaws were amended on October 20, 1988 and shall remain effective until such time as changed in accordance with Article X or until the Association is dissolved in accordance with Article XI.

Section 6 - The Bylaws were amended on October 20, 1994 and shall remain effective until such time as changed in accordance with Article X or until the Association is dissolved in accordance with Article XI.

Section 7 - The Bylaws, Article VII, Section 4 and Section 5 were amended on March 21, 1996 and shall remain effective until such time as changed in accordance with Article X or until the Association is dissolved in accordance with Article XI.

Section 8 - The Bylaws, Article VI, Section 1 were amended on June 19, 1997, and shall remain effective until such time as changed in accordance with Article X or until the Association is dissolved in accordance with Article XI.

Section 9 – The Bylaws, Article IV, Section 1 and Section 2 , and Article VII Section C and Section 5 were amended on October 18, 2007 and shall remain effective until such time a changed in accordance with Article X or until the Association is dissolved in accordance with Article XI.

Section 10 – The Bylaws, Article I, Article II (section 4 & 5) , and Article III, Section 1 (F-Student) were amended on October 16, 2008 and shall remain effective until such time a change in accordance with Article X or until the Association is dissolved in accordance with Article XI.

Section 11 – The Bylaws, Article II, all sections were changed to include “telecom and IT;” Article II, (B)-Corporate changed to allow transfer of membership; Article III, Section 1 (G)-Vendor; Article VI and Article VII changed to clarify Officers and Directors and Article X to allow other methods of communication than mail; were amended on October 15, 2009 and shall remain effective until such time a change in accordance with Article X or until the Association is dissolved in accordance with Article XI.

Section 12 – The Bylaws, Article VI, Section 2 was changed to provide for electronic balloting; Article V, Section 5 changed the definition of a quorum to 35% of eligible members; Article VI, Section 4 was eliminated; Section 5 renumbered to section 4; Article V, Section 2 changed to allow the business meeting in the 4th quarter of the calendar year; were amended on October 20, 2011 and shall remain effective until such time a change in accordance with Article X or until the Association is dissolved in accordance with Article XI.