

**BYLAWS  
of the  
STATE OF WISCONSIN  
EDUCATIONAL COMMUNICATIONS BOARD (ECB)**

**ARTICLE I  
MEETINGS AND BUSINESS OF THE BOARD**

**Section 1. Notice and Record of Meetings.** The notice calling any regular or special meetings of the Board shall be served by the ECB executive director on each member of the Board in writing and in accordance with the State of Wisconsin open meetings and public records laws.

On behalf of the Board secretary, ECB staff shall keep a record of the proceedings of the ECB Board and committee meetings conducted in open session. Minutes of closed session meetings shall be executed by the executive director for the Board secretary, except for closed meetings which pertain to Board evaluation of the executive director. In such instances, the minutes shall be taken and maintained by the Board secretary.

**Section 2. Regular and Special Meetings.** Regular meetings of the ECB Board and committee meetings shall be in accordance with a schedule adopted by the Board unless otherwise specifically ordered by the Board. Special meetings of the Board may be held upon the call of the chair or a majority of its members, with not less than 48 hours advance notice. Unless the call of the special meeting is limited, it shall be valid to act on any subject within the power of the Board.

**Section 3. Place of Meetings.** All meetings of the Board shall be held in Madison, unless specifically ordered by the Board. Options for virtual attendance may be made available at the discretion of the Chair of the Board.

**Section 4. Quorum.** A majority of the members of the Board, the Executive Committee or any special committee shall constitute a quorum.

**Section 5. Parliamentary Rules.** General parliamentary rules as set forth in Robert's Rules of Order, Revised, as modified by rules and regulations of the Board, and the Open Meeting Law, secs. 19.81 – 19.98, Wis. Stats., shall govern the conduct of the Board in session.

**Section 6. Agenda.** The agenda of matters to be considered by the Board shall be prepared by the Executive Director in consultation with the Chair of the Board. The order of business at all meetings of the Board shall be as follows:

- Roll Call
- Amendment or Approval of the Minutes of the Last Meeting
- Report of the Chair of the Board
- Report of the Executive Director
- Action Item Agenda
- Information Item Agenda
- Board Member Questions or Comments

## **ARTICLE II OFFICERS OF THE BOARD AND THEIR DUTIES**

**Section 1. Officers of the Board.** The officers of the Board shall consist of a chair, a vice chair, and a secretary.

**Section 2. Eligibility for Office.** All members of the ECB Board shall be eligible for election to Board office.

**Section 3. Nominating Procedure.** At the first meeting of the year the Board shall elect from among its members a Chair, Vice-Chair and Secretary. The chair shall convene the meeting with the chair or chair pro tem conducting the election by soliciting nominations for officers from the membership from the floor.

In order for a name to be placed in nomination for any of the above-named offices, a motion and a second are required. The chair or chair pro tem will call for the closing of the nominations. .

The election of officers will be conducted in the following order: Chair, Vice Chair and Secretary. In the event of a single slate, a single voice vote may be called. In the event of competitive votes, votes may be cast by voice, paper ballot or electronic poll at the discretion of the Chair of the Board. A majority vote is required; and in the case of a tie, ballots shall be recast. In the case of two consecutive tie votes, the nominations will be reopened.

At the conclusion of the election, the newly-elected officers shall assume their duties.

**Section 4. Mode of Election and Term of Office.** The officers of the Board shall be elected at the first Board meeting of the calendar year, and shall hold office for one year, beginning immediately upon election and until their successors shall be elected.

**Section 5. Duties of the Chair.** The chair of the Board shall preside at all meetings; shall appoint the members of all committees of the Board; shall be an *ex officio* voting member of all committees; and shall discharge the ordinary duties of such officer pursuant to parliamentary procedure. The chair, or designee, shall also serve as an official Board delegate to the Corporation for Public Broadcasting, and such other organizations as the Board may determine.

**Section 6. Duties of the Vice Chair.** The vice chair of the Board shall be an *ex officio* voting member of all committees, and shall, in the absence of the chair, perform all the duties of the chair.

**Section 7. Duties of the Secretary.** The secretary of the Board is the recording officer of the Board. The secretary of the Board shall assure that an accurate record is kept of the proceedings of the Board and its committees at its meetings, and in the absence of the chair and vice chair, shall perform all the duties of the chair.

### **ARTICLE III COMMITTEES OF THE BOARD**

**Section 1. Committees.** The ECB Board shall act as a committee of the whole, with an executive committee, ad hoc committees, task forces, or other such bodies appointed, charged, and terminated as may be deemed necessary.

**Section 2. Executive Committee.** There shall be an executive Committee consisting of the Chair, Vice Chair, Secretary and two additional members to be appointed by the Board Chair. The Executive Committee shall exercise the powers of the Board, when the Board is not in session, and shall provide for the execution of orders and resolutions not otherwise committed or provided for. A separate record of the proceedings of this Committee shall be kept by the Secretary, and the same shall be submitted to the Board for inclusion in the record at the next regular or special meeting.

**Section 3. Creation of Special Committees.** Special Board committees may be created from time to time as necessity demands. The Chair of the Board shall appoint the members thereto with one member designated as the Chairperson.

**Section 4. Special Committee Meetings.** Meetings of special committees shall be called by the Chairperson or upon request of a majority of the members of the special committee.

## **ARTICLE IV ADMINISTRATION**

**Section 1. Executive Director.** The Executive Director shall serve at the pleasure of the Board and has full executive responsibility for the operation and management of the independent agency known as the Educational Communications Board. This person shall carry out the duties prescribed in Wisconsin Statutes for this office, and such other duties as may be assigned by the Board or be implicit in policy actions of the Board. The Executive Director shall appropriately staff the administrative office of the Board and shall direct and coordinate the activities of staff as needed to fulfill their responsibilities.

All items to be brought before the Board for action, except matters which come to the Board pursuant to its administrative rules or existing policy and those initiating in the Board itself, should reach the Board through the Executive Director. A decision by the Executive Director that a matter should not be considered by the Board may be appealed directly to the Chair of the Board.

The Executive Director is authorized to sign all contract and instruments authorized or issued by authority of the Board except those specifically requiring the signature of the Chair. The Executive Director may authorize other Board employees to sign such documents as the Executive Director so designated.

## **ARTICLE V CHANGE IN BYLAWS**

**Section 1. Amendments.** These bylaws may be added to or amended by any meeting of the Board by an affirmative vote of a majority of the members of the Board – provided that proposed amendments shall be specifically set forth in the notice of such meeting.

**Section 2. Suspension of Bylaws.** Any section of the bylaws may be suspended by any meeting by an affirmative vote of two-thirds of the total members of the Board and not otherwise..

Adopted May 20, 1994  
Amended July 20, 2007  
2<sup>nd</sup> Amendment April 21, 2023  
3<sup>rd</sup> Amendment July 21, 2023