

Bylaws of the WPCampus Corporation v1.2

This document was stamped as version 1.2 on January 5, 2024.

Article 1 - Name and Purpose

1.1 Name

The name of this Corporation is the WPCampus Corporation.

1.2 Purpose

The purpose of the Corporation is to provide education, resources, and support for anyone using the web to advance education.

1.3 Non-Profit Status

The Corporation is, at the time of its founding, incorporated as a non-profit corporation in the State of Alabama, and has IRS 501(c)(3) tax-exempt status. The Corporation will seek to maintain its non-profit and tax-exempt status.

1.4 Non-Discrimination Policy

In all of its dealings, the Corporation shall not discriminate against any individual or group for reasons of race, color, creed, sex, gender identity, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

Article 2 - Governance

2.1 Board of Directors Established; Duties and Responsibilities

The governing body of the Corporation is the Board of Directors. The Board is responsible for overall policy and direction of the Corporation, and may delegate responsibilities to staff, volunteers, and/or committees by written resolution of the board. The Board will also have all powers granted to it by the State of Alabama in managing the Corporation.

2.2 Board Membership

Each person who is a member of the Board of Directors is referred to as a Director. There shall always be at least three Directors. The membership list and duties of the Board must be public.

The number of Directors can be increased or decreased by written resolution of the Board. Any vote to change the size of the Board shall require a vote of a majority of the entire Board; however, no decrease shall shorten the term of any incumbent Director.

New directors shall be elected by a majority of directors present at the final board meeting of the calendar year, provided there is a quorum present. Elections may be rescheduled, and board terms extended, by a majority vote of the board for a date not to exceed sixty days from the original election date. Directors so elected shall serve a term beginning on the first day of the month following elections.

Individual Directors do not have the authority to transact business on behalf of the Corporation unless otherwise directed by the Board of Directors.

2.2.1 ***Ex Officio* Membership**

Some Directors may be *ex officio* members of the WPCampus board of directors. Adding or removing an *ex officio* position is considered a change in the size of the board and is handled as described above. *Ex officio* directors are voting members of the board.

2.3 **Term of Office**

Each Director will be a member of the Board of Directors. Each Director shall serve a two-year term, and be eligible for appointment for up to a total of three consecutive terms.

A Director's term of office will begin on the first day of the month following their election, and their term of office will end on the prior day two years later.

2.3.1 ***Ex Officio* Term of Office**

Ex Officio members remain Directors for as long as they hold the position within WPCampus granting this *ex officio* status.

2.4 **Meetings; Frequency and Notice**

The Board of Directors must hold a Regular Meeting at least twice per year, either in-person and/or via any synchronous method (such as video conferencing software, chat software, or telephone conference).

The President may call a Special Meeting of the Board of Directors at their discretion by notifying the Secretary. The Board must also hold a Special Meeting upon the request of two Directors.

The Secretary must provide notice of any upcoming meeting to the Board of Directors at least seven calendar days before the meeting takes place.

2.5 **Meetings; Rules and Procedures**

The Board of Directors may adopt rules for its meetings as long as they are not inconsistent with these Bylaws or applicable law.

The Board of Directors must keep records of all its meetings and actions, and those records must be available to all Directors.

A majority of the Board of Directors constitutes a quorum at any meeting. A majority of those present have the power to act, unless another part of these bylaws establishes a different voting threshold or procedure. The Board may use any method of voting that it prefers, including electronic voting, as long as it is synchronous with the meeting.

2.6 **Transparency**

It is the policy of the Corporation that, as a non-profit organization serving its community, records should be made available to the public to every practical extent.

Therefore, the Board of Directors must keep records of all its meetings and actions, and those records must be available to the public.

2.6.1 Exceptions for Private Documents

The Board of Directors may, by written resolution, declare specific documents to be private and confidential for up to one calendar year at a time. There will be no limit to the number of times that this section may be used.

Any documents that are kept confidential will only be accessible to Directors. However, the Board of Directors may vote to share a confidential document with another person or organization if necessary.

The Board of Directors may not keep any of its agendas or minutes confidential by using this section.

2.7 Action Without a Meeting

The Board of Directors may adopt a resolution outside of a Regular or Special Meeting if the resolution is unanimously agreed to, in writing, by all Directors. Any resolution or action which is taken under this section must be recorded in the minutes of the next meeting of the Board, and should be made available publicly as soon as practical.

2.7.1 Exclusions

The Board of Directors may not use the process in [Section 2.7](#) of these Bylaws (“[Action Without a Meeting](#)”) to amend or repeal these Bylaws, or to take disciplinary action - including removal for non-attendance under [Section 2.9.1](#) of these Bylaws (“[Removal for Non-Attendance](#)”) - against a Director, an Officer, an agent, or an employee.

2.8 Open Meetings

Each meeting of the Board of Directors will be open to the public. The Secretary shall provide a public notice and tentative agenda no later than one day before any meeting.

2.8.1 Private Session

The Board of Directors may hold a private session during a meeting to discuss sensitive matters. However, the Board may not make any motions or take any action during a private session. No participant will take notes during a private session, and the minutes of the meeting will not describe the contents of a private session.

2.8.2 Public Comment

At each meeting of the Board of Directors, the Board must allow time for public comments. The Board may permit any combination of written or oral comments. The Board may impose reasonable limits on public comment to preserve order and time.

2.9 Resignation, Removal, and Vacancies on the Board

Any Director may resign their membership on the Board of Directors by writing to the Secretary of the Board. The Secretary must promptly accept the resignation.

The Board of Directors may remove a Director at its discretion. Any vote taken to remove a Director must pass with a three-fourths majority of the entire Board, excluding the Director who is being removed.

If there is a vacancy on the Board of Directors, whether due to resignation, removal, or any other cause, the Board may appoint a replacement to serve out the remainder of the removed director's term at the earliest opportunity unless the vacancy begins within sixty days of scheduled board elections.

For the purposes of term limits, a Director's term will only count as a full term if they serve more than twelve months.

2.9.1 Removal for Non-Attendance

The Board of Directors may remove a Director if they have failed to attend two consecutive meetings of the Board without the Board's consent. Notwithstanding [Section 2.9](#) of these Bylaws ("[Resignation, Removal, and Replacement of Directors](#)"), a vote to remove a Director for non-attendance will require a simple majority.

Whenever a Director is absent from two consecutive meetings of the Board, the Secretary shall notify the Director in writing that they are subject to removal at the next meeting of the Board. The Director must be given an opportunity to explain the reason for their absences before any such vote is taken.

2.10 Conflicts of Interest

A Director, Officer, agent or employee of the Corporation who has any potential conflict of interest which could result in any financial or personal benefit to them, whether direct or indirect, must disclose that conflict before and upon participating in the Corporation's affairs.

2.11 Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, their testator or intestate, was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

No indemnification may be made to or on behalf of any such person if (a) their acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) they personally gained a financial profit or other advantage to which they were not legally entitled.

2.12 Insurance

The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to [Section 2.11](#) of these Bylaws ("[Indemnification](#)"), or to indemnify such persons in instances in which they may be indemnified pursuant to [Section 2.11](#) of these Bylaws ("[Indemnification](#)").

Article 3 - Officers

3.1 Offices Established

The Board of Directors will select Officers to act on behalf of the Corporation. Each Officer must be a Director. The Officers will report to the Board of Directors on their work at each meeting. All officers shall be subject to the supervision and direction of the Board.

The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and a Past President and such other officers as the Board may choose to appoint. All Officers shall be chosen by and shall serve at the pleasure of the Board.

The Officers will only have the authority to act on behalf of the Corporation when it has been specifically given to them by the Board of Directors or by these Bylaws.

3.2 Election and Term of Officers

At the first meeting of the Board of Directors each calendar year, the Board will elect its officers. Elections may be rescheduled, and officers' terms extended, by a majority vote of the board for a date not to exceed sixty days from the original election date. Each Officer will hold office until their successor begins their term or until their earlier death, resignation, or removal.

3.3 President; Duties

The President is the chief executive of the Corporation. In addition to any duties assigned to them by the Board of Directors and these Bylaws, the President will perform the following duties:

- preside at each meeting of the Board,
- keep the Board fully informed of the Corporation's affairs,
- exercise general supervision of the Corporation,
- represent the Board and the Corporation publicly, and
- cast the deciding vote if there is a tie vote in the Board.

3.4 Secretary; Duties

The Secretary is the chief administrative officer of the Corporation. In addition to duties assigned to them by the Board of Directors and these Bylaws, the Secretary will perform the following duties:

- serve as the administrative secretary to the Board,
- maintain attendance records at Board meetings for each Director,
- distribute the agenda for each meeting,
- provide notice of any upcoming meetings,
- call special meetings of the Board, pursuant to [Section 2.4](#)
- record and keep the minutes of all meetings of the Board,
- ensure the Corporation's notices and reports are filed appropriately as required,
- serve as the custodian of non-financial records and documents, and
- keep the Corporation's official seal.

3.5 **Treasurer; Duties**

The Treasurer is the chief financial officer of the Corporation. In addition to duties assigned to them by the Board of Directors and these Bylaws, the Treasurer will perform the following duties:

- serve as the custodian of financial records and documents,
- maintain the Corporation's bank accounts subject to the direction of the Board,
- maintain all other financial accounts subject to the direction of the Board,
- provide a report on the Corporation's finances at each meeting of the Board,
- create an annual report on the Corporation's finances for the public,
- receive gifts and dues payable to the Corporation on its behalf, and
- make payments and financial disbursements on behalf of the Corporation.

3.6 **Past President; Duties**

The Past President is a non-voting advisor to the Board of Directors. In addition to duties assigned to them by the Board of Directors and these Bylaws, the Past President will perform the following duties:

- support the President through mentoring, coaching and advising, and
- provide context for decision making and planning from previous Boards.

Article 4 - Committees

4.1 **Committees**

The Board of Directors may establish or disestablish any committees that would assist it with its work by passing a written resolution, which will have the following information:

- the name of the committee,
- the mission of the committee,
- the initial membership list of the committee,
- whether the committee's membership is open to the public, and
- the date on which the committee will expire.

4.2 **Membership and Leadership of Committees**

The membership of each committee will be established by the Board of Directors. Each committee will choose a chairperson, who will preside at each meeting and serve as a liaison between the committee and the Board when requested.

Any member of the Board of Directors may attend and speak at committee meetings unless otherwise specified in the resolution creating the committee.

4.3 **Actions and Duties of Committees**

Each committee will serve as an advisory body or working group to the Board of Directors, and will have no formal role in the Corporation unless a power or responsibility is explicitly delegated to the committee by the Board.

Committees may not:

- fill vacancies on the Board or any committee,
- amend, repeal or replace the Bylaws, or
- pass, amend or repeal resolutions of the Board of Directors.

Article 5 - Community Relations

5.1 Community Involvement

As a legal entity, the Corporation does not have members, and only the Board of Directors may transact business on its behalf pursuant to these Bylaws.

The Corporation appreciates that it operates fully to support individuals and organizations using WordPress in and for higher education. Therefore, it is the policy of the Corporation that the Board of Directors will seek community input and involvement in its decisions and actions whenever possible.

Article 6 - Finance and Contracts

6.1 Bank Accounts and Other Depositories

The Corporation's funds must be deposited in a FDIC-insured banking account. The Board of Directors shall establish rules regarding deposits, withdrawals and disbursements.

6.2 Payments from the Corporation; Signatories

The Treasurer may only make payments on behalf of the Corporation with the permission of the Board of Directors.

6.3 Contracts and Instruments

The Board of Directors, subject to the provisions of these Bylaws, may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

If a contract or document requires the signature of more than one officer, no one person can sign twice, even if they hold multiple roles within the organization.

6.4 Compensation of Directors and Committee Members

It is the policy of the Corporation that membership on the Board of Directors or any of its committees is on a voluntary basis. The Board of Directors may not establish any policy which provides compensation for a Director or member of a committee.

6.4.1 Reimbursement for Certain Expenses

The Board of Directors may reimburse a Director or committee member for specific expenses which are directly related to the Corporation. Whenever possible, a Director must seek prior approval from the Treasurer before making an expense for which they intend to seek reimbursement from the Corporation. A Director must abstain from any vote on reimbursing their own expenses.

Article 7 - Miscellaneous

7.1 Code of Conduct

The Board of Directors must adopt, maintain, and enforce a Code of Conduct, which will be applicable to all Directors, Officers, agents, employees, and any who represent the Corporation. The Code of Conduct must be enforced at all events sponsored by the Corporation.

7.2 Employees, Contractors and Other Agents

The Board may appoint employees, contractors, or other agents as it deems necessary. All employees and agents will serve at the pleasure of the Board, and will have the authority and responsibility to perform the duties assigned by the Board.

The Board of Directors may fix compensation for employees, contractors or other agents.

To the fullest extent allowed by law, and as long as not inconsistent with these Bylaws, the Board may delegate to any employee, contractor or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

7.3 Reference to Articles of Incorporation

Any reference in these Bylaws to the Articles of Incorporation shall refer to the Articles of Incorporation that is on file with the Alabama Secretary of State and all amendments, unless otherwise stated.

If the bylaws and the Articles of Incorporation were ever to contradict one another, the Articles of Incorporation on file with the Alabama Secretary of State would take precedence.

Article 8 - Amendments

8.1 Amendments to the Bylaws

The Bylaws may be amended or repealed by written resolution of the Board of Directors. Any resolution to amend or repeal the Bylaws must be made available in writing to the entire Board no later than one week before it is proposed.

Any vote taken to amend or repeal the Bylaws must pass with a two-thirds majority of the entire Board of Directors.

Changelog

Date	Article	Version	Description
2023-12-15	2.2	1.1	Provided option for rescheduling of board elections.
2023-12-15	3.2	1.1	Provided option for rescheduling of officers' elections.
2024-03-15	2.2	1.2	Removal of appointment as the means by which directors are added to the board.

2024-03-15	2.2.1	1.2	This article was added to the bylaws at this time.
2024-03-15	2.3	1.2	Altered a director's term of office to begin and end at more flexible times based on changes made to article 2.2 in bylaws version 1.1.
2024-03-15	2.3.1	1.2	This article was added to the bylaws at this time.
2024-03-15	2.4	1.2	The sentence referencing December 31st as a moment to appoint replacement board members. It was probably in the wrong place, and the work it covered was redundant with respect to article 2.9.
2024-03-15	2.9	1.2	Indicated that the board "may" appoint replacements (rather than "must") and added suggested flexibility regarding when to avoid such appointments.