

**MADISON TEACHERS INC.
RESTATED ARTICLES OF INCORPORATION
WHICH SHALL BE THE CONSTITUTION OF
MADISON TEACHERS INCORPORATED**

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, Without Stock and Not for Profit.

ARTICLE I. NAME

The name of the corporation shall be "MADISON TEACHERS INCORPORATED."

ARTICLE II. PERIOD OF EXISTENCE:

The period of existence shall be perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. Purpose

- a. To promote the interests of education, the teaching profession and the members of the collective bargaining units which are affiliates of the corporation.
- b. To strengthen the welfare status of the teachers and members of the collective bargaining units which are affiliates of this corporation and to enable such individuals to speak with a common voice on matters of interest to them.
- c. To promote a spirit of professional ethics.
- d. To create in the community a deeper sense of the worth and dignity of the teaching profession and all others who are represented by the corporation.
- e. To encourage teachers and all others who are represented by the corporation to exercise their responsibilities as citizens.

Section 2. Powers

The corporation may exercise any and all powers of a corporation organized under the Wisconsin Nonstock Corporation Law.

ARTICLE IV. MEMBERSHIP

The corporation shall be comprised of active members and such other classes as may from time to time be established by the Bylaws. The Bylaws shall set out the qualifications, rights and methods of acceptance of members of each class, and shall also provide how the membership in each class shall be terminated.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors which shall consist of such number of Directors as shall be fixed in the Bylaws, but not less than three (3). The Board of Directors shall carry out the purposes of the corporation in compliance with its Articles of Incorporation and Bylaws. The manner of election and the terms of office of Directors shall be as provided by the Bylaws.

ARTICLE VI. PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. Principal Office

The location of the principal office of the corporation shall be 821 Williamson Street, Madison, Wisconsin 53703. *(Revised 1/17/84)*

Section 2. Registered Agent
The name and address of the registered agent of the corporation is:

John A. Matthews, Executive Director
821 Williamson Street
Madison, Wisconsin 53703

ARTICLE VII. AMENDMENT

Section 1. Proposed amendments to these Articles may be submitted by any Council member or by petition signed by at least ten percent of the membership.

Section 2. These proposals must be submitted to the Constitution Committee and to the Faculty Representative Council for review at least fourteen calendar days prior to a Council meeting. The Committee will then submit the proposal to the Council at its next meeting with the Committee's recommendations.

Section 3. At that meeting, the Council will vote to accept or reject the proposal. If two-thirds of those voting agree to accept the proposal, copies will be sent to the membership within ten days of that meeting for discussion in each school.

Section 4. At the next regularly scheduled Council meeting the proposal will again be voted upon. If it receives a two-thirds majority of those voting, it will become a legal amendment.

ARTICLE VIII. RATIFICATION

These Articles shall become effective upon acceptance by two-thirds vote of the Council and subsequent ratification by two-thirds of the voting membership. Ratification shall be by secret ballot.

ARTICLE IX. DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the corporation, it shall adopt a plan of distributing of assets consistent with its purposes, and as authorized by the Statutes of Wisconsin. All such assets shall be distributed to one or more organizations designed and operated exclusively for educational, religious, charitable or scientific purposes, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene in any political campaign on behalf of any candidate for public office. Under no circumstances shall any natural person who makes a gift of any kind to this corporation be entitled to the return of any part or all of such gift on the dissolution of this corporation, or otherwise.

ARTICLE X. EFFECT OF RESTATEMENT OF ARTICLES

These Articles of Incorporation supersede and take the place of the existing Articles of Incorporation and amendments thereto.

**CODE OF BYLAWS
OF
MADISON TEACHERS INCORPORATED**

ARTICLE I. IDENTIFICATION

- Section 1. Name
The name of this corporation shall be MADISON TEACHERS INCORPORATED.
- Section 2. Seal
The seal of the corporation shall be circular in form and shall have inscribed its name, the fact of its incorporation in Wisconsin, and the words "Corporate Seal."
- Section 3. Fiscal Year
The fiscal year of the corporation shall be July 1 through June 30.

ARTICLE II. CLASSES OF MEMBERSHIP

- Section 1. Active Membership
Active membership in the corporation shall be open to all professional personnel employed by the Madison Metropolitan School District in the "Teacher" collective bargaining unit of Madison Teachers Incorporated (WERC Case I. No. 9691, ME-150 Decision No. 6746, Revised 6/7/66), who agree to abide by the ethics of the education profession; and who are also members of the Wisconsin Education Association, Incorporated, and the National Education Association. Members of the teacher bargaining unit will hereafter be referred to as "teachers". *(Revised 02/19/08)*
- Section 2. Retired Membership
Retired membership shall be available to former members of Madison Teachers Inc. who pay retired dues as set by the Council. Retired members shall be entitled to receive MTI publications, to attend social functions, and to receive such other rights and privileges as may be conferred by the Council.
- Section 3. Termination and Revocation of Membership
- a. Membership in any class shall be terminated by death, voluntary withdrawal, or expulsion, and thereafter all the rights of the member in the corporation or in its property shall cease.
 - b. In addition, active membership shall terminate when the member leaves the school system, voluntarily resigns, or fails to pay membership dues.
 - c. No member may transfer individual membership or any right arising therefrom.
 - d. The Representative Council may suspend from membership or expel any member who has been convicted in a court of law of a crime involving moral turpitude or for other just cause; and may reinstate any member who has previously been suspended or expelled from the corporation.

ARTICLE III. MEMBERS

Section 1. Rights and Privileges of Active Membership

- a. Only active members in the corporation shall have the right to vote, to hold office, to serve on committees, to serve as Faculty Representatives, to officially represent, with its approval, the corporation.
- b. Any member of the corporation who is not a member of the Representative Council may attend meetings of the Representative Council and may speak provided that such member is recognized by the chair.
- c. Any active member who has a complaint or grievance concerning the performance of any committee or committee member, may submit it in writing to the chairperson of the committee. If the problem is not resolved it should be sent in writing, along with the committee chairperson's comments to the President who may take whatever action she/he deems necessary. *(Revised 02/19/08)*
- d. Such member(s) may serve on any body of the union to which he/she is elected or appointed, in accordance with these Bylaws. *(Revised 02/19/08)*

Section 2. General Membership Meetings

- a. The Board of Directors shall arrange at least one meeting of the members each Contract term, or at least in odd numbered calendar years. *(Revised 02/19/08; 02/16/16)*
- b. A Contract ratification meeting, or meeting regarding the District Handbook to which all members are invited, may be classified by the Faculty Representative Council, the Board of Directors or the President, as a General Membership Meeting. *(Revised 02/19/08; 02/16/16)*
- c. A quorum for the General Membership Meeting shall be one hundred members representing at least fifteen schools/work sites. *(Revised 02/19/08)*
- d. Notice of the General Membership Meeting(s) shall be given at least two weeks in advance of the date of the meeting, unless notice has been specifically waived by action of the Faculty Representative Council or the Board of Directors. *(Revised 02/19/08)*
- e. No item of business shall be voted on which was not on the agenda as prepared by the Executive Director, or on the agenda which has been approved and/or amended and approved by the members present at the meeting. Action items presented to a General Membership Meeting which cannot be acted upon due to the absence of a quorum may be acted upon by the Board of Directors or the Faculty Representative Council. *(Revised 2/20/01)*
- f. The Faculty Representative Council or the Board of Directors may call a meeting of the members of all MTI units. *(Revised 02/21/12)*
 1. Notice of the General Membership Meeting(s) shall be given at least two weeks in advance of the date of the meeting, unless notice has been specifically waived by action of the Faculty Representative Council or the Board of Directors. *(Revised 02/21/12)*
 2. A quorum for said meeting shall be one-hundred members. *(Revised 02/21/12)*
 3. No item of business shall be voted on which was not on the agenda as prepared by the Executive Director, or on the agenda which has been approved and/or amended and approved by the members present at the meeting. Action items presented to a General Meeting of the members of all MTI bargaining units, as described herein which cannot be acted upon due to the absence of a quorum may be acted upon by

the MTI Joint Fiscal Group or by a joint meeting of the Boards of Directors of the MTI units. *(Revised 02/21/12)*

Section 3. Unit Meetings

Each unit (school building/work site) will hold special meetings, conducted by the Senior Faculty Representative of that unit/work site, from time to time as may be necessary. Members of each unit may establish their own procedures for organization and operation, and may instruct their Faculty Representatives as to their attitudes on matters involving the organization. *(Revised 02/19/08; 02/16/16)*

Section 4. Notice of Meetings

Written notice of meetings within units stating the place, day and hour of the meeting and in case of a special meeting the purpose or purposes for which the meeting is called, shall be given personally to members within the unit not less than twenty-four hours before the date of such meeting.

ARTICLE IV. FACULTY REPRESENTATIVE COUNCIL

Section 1. Function and Composition

The Faculty Representative Council shall be the legislative and policy forming body of the teacher unit, and shall consist of the elected Faculty Representatives.

Section 2. Powers and Duties

- a. The Faculty Representative Council shall establish membership requirements, and with the approval of a majority of the members voting, set dues for the teacher unit. Teachers will pay dues equal to the percentage of their contract/employment. Teachers hired after January 1 shall pay dues at 50% of the regular annual rate. *(Revised 02/19/08)*
- b. It shall act on reports of committees, pass resolutions, and adopt policy statements.
- c. It shall adopt procedures for suspending and expelling members for cause or for reinstating members. It shall be the final judge of the qualifications and election of officers, Faculty Representatives and any other elected positions referenced herein. It shall be able to remove officers of the corporation, and to fill vacant elected positions by special election following procedures established by the Nominations and Elections Committee and approved by the Council. *(Revised 02/19/08)*
- d. It may adopt rules governing the operations of the corporation and its meetings. It shall have the power to retain legal counsel. *(Revised 02/19/08)*
- e. Powers of members not reserved to the members shall be vested in the Faculty Representative Council.

Section 3. Buildings Which Are Not Schools

A building which contains administrative, supervisory and special service personnel and also members of the bargaining unit shall be considered a school building or "work site" for the purposes of the corporation, but shall have Faculty Representative Council representation for members of MTI's "Teacher" Bargaining Unit only. *(Revised 02/20/01; 02/19/08)*

Section 4. Meetings

- a. Regular Meetings
The Faculty Representative Council shall hold at least seven regularly scheduled meetings during the school year. The time, date, and place of such meetings will be determined in advance by the Board of Directors. The Executive Director, with the approval of the President of MTI, shall prepare an agenda for each meeting which shall be delivered to all members of the Faculty Representative Council so that Representatives may have time to discuss it with their faculty members in advance of said meeting. *(Revised 3/27/84)*
- b. Special Meetings
Special meetings of the Faculty Representative Council may be called by the President, the Board of Directors or by Faculty Representatives totaling one-twentieth of the votes entitled to be cast at such meeting. *(Revised 02/19/08)*
- c. Voting
Each Faculty Representative shall be entitled to one (1) vote upon each matter submitted to a vote at the Faculty Representative Council meeting. A Faculty Representative may vote in person only.
- d. Alternates
Alternates may only vote in the absence of the regularly elected Faculty Representative and if they either have written authorization from the Faculty Representative they are replacing, or have been duly elected by the appropriate members in good standing as set forth in Article X, Section 1.
- e. Notice of Meetings
Written notice of meetings of the Faculty Representative Council stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which meeting is called, shall be given to the representatives not less than ten days before the date set for such meeting either personally or by mail. If mailed, such notice shall be deemed to be given when deposited in the Madison Metropolitan School District mail system or in the United States mail, with postage prepaid, addressed to each Faculty Representative at his/her address as it appears on the records of the corporation. Waiver of notice of a Faculty Representative Council meeting in writing, signed at any time by a Faculty Representative, shall be deemed equivalent to the giving of such notice.

Section 5. Quorum

A quorum for a Faculty Representative Council meeting shall be representatives representing a least fifteen schools/work sites. *(Revised 02/19/08)*

ARTICLE V. FINANCIAL MATTERS

Section 1. Budget

- a. The Finance Committee shall prepare a balanced budget for presentation to the members of the Joint Fiscal Group.
- b. The Joint Fiscal Group shall meet at least once per fiscal year for the purpose of adopting the annual budget for the corporation. Such meetings shall be held at the discretion of the Executive Director, in conjunction with the April or May Faculty Representative Council meeting. Additional meetings will be scheduled as necessary. *(Revised 1/19/93)*
- c. In the event a budget is not approved prior to the first day of the fiscal year, the corporation shall operate within the previous fiscal year's budget. Account limits set forth in the budget shall be considered renewed until further action by the Joint Fiscal Group.

ARTICLE VI. JOINT FISCAL GROUP

Section 1. Function and Composition

The Joint Fiscal Group shall be responsible for adopting the annual budget for the corporation, voting on contracts pursuant to Article VII, Section 3, and acting on business which could not be acted upon at a General meeting of all MTI bargaining units (per Article III-Section 2) because of a quorum not being present. It shall consist of the members of the MTI Faculty Representative Council and proportionate representatives from each of MTI's affiliates, as defined in Article XVIII; i.e. one elected representative for each fifteen members or major fraction thereof. Elections are to be conducted in accordance with the Bylaws of the affiliate. The President of MTI shall serve as Chairperson of the Joint Fiscal Group. (*Revised 02/19/08; 02/21/12*)

Section 2. Alternates

Should a representative be unable to attend any meeting of the Joint Fiscal Group, said representative may appoint an alternate who may vote in place of said representative provided the alternate is duly elected by the constituency which elected the representative, or, in the alternative, provides the Chairperson with written authorization from the unit President or the member who is unable to attend the meeting.

Section 3. Meeting(s)

- a. There shall be at least one annual meeting each year for the purpose of adopting the annual budget for the corporation. Such meeting shall be held in April or May, and shall be scheduled by the Executive Director. Additional meetings may be scheduled as necessary. (*Revised 1/19/93*)

- b. Notice of Meetings

The Executive Director shall serve notice in writing of the annual meeting to each member of the Joint Fiscal Group not less than one week before such meeting is scheduled. The notice shall contain the time, date, and place of the meeting. Notice for any additional meetings must be served by the Executive Director upon each member of the Joint Fiscal Group not less than forty-eight hours prior to the time the meeting is scheduled. Such notice shall contain the time, date and place of such meeting. The above notice(s) may be served by U.S. Mail, school mail, or personally delivered by the Executive Director or his/her designee. Attendance by a member of the Joint Fiscal Group shall constitute waiver of notice of such meeting. Waiver of notice of a meeting by a member of the Joint Fiscal Group signed at any time shall be deemed equivalent to the giving of such notice.

Section 4. Quorum

A quorum for the Joint Fiscal Group shall be representatives from at least fifteen schools/work sites. (*Revised 02/19/08*)

ARTICLE VII. CABINET ON PERSONNEL

Section 1. Composition

The Cabinet on Personnel shall consist of the President and the Treasurer of MTI, four members of the teacher unit elected by the Faculty Representative Council, and

representatives of the MTI affiliates as for which MTI is the bargaining agent. *(Revised 2/20/01)*

Section 2. Election of Representatives

- a. Each year the Faculty Representative Council shall elect two members of the teacher unit to the Cabinet on Personnel to serve a two year term.
- b. Nominations for the Faculty Representative Council's representatives shall be presented by the Nominations and Elections Committee at the September meeting of the Faculty Representative Council. Nominations may also be made from the floor. At said meeting, nominations will be closed. If there are more than two candidates for a position, a primary shall be held. The two candidates receiving the most votes shall be placed on the final ballot.
- c. The election of the Faculty Representative Council's representatives shall be held at the October meeting of the Faculty Representative Council. Voting shall be by secret ballot and shall be conducted according to procedures developed by the Nominations and Elections Committee and approved by the Faculty Representative Council.
- d. The election of the representatives from MTI's affiliates shall be held in accordance with procedures established in the affiliates' Bylaws. Each affiliate shall be entitled to one representative for every two hundred members, or major fraction thereof in the affiliate.

Section 3. Powers and Duties

The Cabinet on Personnel shall develop and/or modify the corporation's personnel policies, employ and dismiss from employment the Executive Director of the corporation, and negotiate agreements relative to wages, hours and conditions of employment with the employees of the corporation, or their agent(s). The members of said Cabinet shall be responsible to the body which elected them, shall report regularly to, and consult with such body and shall, when instructed by such body, carry out its direction. A record of the actions of the Cabinet shall be provided by the representative of the affiliate to the Boards of each affiliated bargaining unit. The Cabinet shall establish the proposals and procedures for conducting negotiations with the employees of the corporations. All agreements negotiated with employed personnel must be approved by majority vote of those Cabinet members present and voting, before they may be forwarded for ratification. Contracts negotiated with employed personnel of the corporation by the Cabinet on Personnel shall not take effect until ratified by the Joint Fiscal Group₂ or ratified by the MTI Board of Directors and two of the Boards of Directors of MTI affiliates. The Cabinet may not make decisions which would require an increase in the adopted budget of the corporation for the year in which the decision is made. *(Revised 01/20/87; 02/19/08)*

Section 4. Meeting(s)

- a. The Cabinet on Personnel shall meet upon call by the Executive Director and/or whenever any three members of said Cabinet or the Cabinet Chairperson, call for a meeting. With the approval of the Board of Directors, the MTI President shall name the chairperson from among its membership. *(Revised 02/19/08)*
- b. The Cabinet shall be called into session by the Executive Director not less than fifteen days prior to the expiration of any contract between the corporation and its employee(s). Additional meetings shall be scheduled as necessary. *(Revised 02/19/08)*

c. Notice of Meetings

The Executive Director shall serve notice in writing of any meeting upon the members of the Cabinet. Such notice shall be delivered not less than twenty-four hours before such meeting is scheduled, and shall contain the time, date, place and purpose of said meeting. Notice(s) may be served by U.S. Mail, Madison Metropolitan School District School Mail, or personally delivered by the Executive Director or his/her designee. Attendance by a member of the Cabinet shall constitute a waiver of notice of such meeting. Waiver of notice of a meeting by a Cabinet member signed at any time shall be deemed equivalent to the giving of notice.

Section 5. Quorum

A majority of its members shall constitute a quorum at meetings of the Cabinet on Personnel.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the President, President-Elect, Past-President, Vice-President, Secretary and Treasurer of the corporation, and four members elected at-large.

Section 2. Election of Members-at-Large

- a. Each year the Faculty Representative Council shall elect two members-at-large to the Board of Directors each of whom is to serve a two-year term.
- b. Nominations for members-at-large shall be presented at the September meeting of the Faculty Representative Council by the Elections Committee. Nominations may also be made from the floor. At said meeting, nominations will be closed. If there are more than two candidates for each office, a primary will be conducted. The two candidates receiving the most votes shall be placed on the final ballot.
- c. Elections shall be held at the October meeting of the Faculty Representative Council.

Section 3. Powers and Duties

The Board of Directors shall manage the affairs of the corporation in accordance with the policies established by the Faculty Representative Council, the Joint Fiscal Group, and the Cabinet on Personnel, shall serve as members of the Faculty Representative Council, and shall attend the WEAC Representative Assembly as delegates of Madison Teachers Incorporated. *(Revised 02/19/08)*

Section 4. Meetings

- a. Regular Meetings
The Board of Directors shall hold at least one regular meeting preceding each Faculty Representative Council meeting at a regularly scheduled date, time and place.
- b. Special Meetings
Special meetings may be called by the President or at the request of three members of the Board.
- c. Quorum
A majority of the number of Directors shall constitute a quorum at a meeting of Directors.

Section 5. Notice of Meetings

Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors shall be held upon notice given to each director not less than twelve hours before the hour set for such meetings in writing personally, or orally either personally or by telephone. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting. Waiver of notice of a Director's meeting in writing signed at any time by a director shall be deemed equivalent to the giving of such notice.

Section 6. Removal of Directors

A Director may be removed from office for cause by the Faculty Representative Council. Removal shall be by a two-thirds majority of those voting. The Faculty Representative Council shall elect a replacement to fill the unexpired term following procedures developed by the Nominations and Elections Committee and approved by the Council. Nominations shall be made at the first meeting of the Faculty Representative Council following the creation of the vacancy. The election shall be at the next meeting of the Faculty Representative Council.

ARTICLE IX. OFFICERS

Section 1. Structure

The officers of this corporation shall be a President, a President-Elect who shall succeed to the presidency, the Past-President, a Vice-President, a Secretary and a Treasurer.

Section 2. Powers and Duties

a. President

The President shall preside over meetings of the Board of Directors and the Faculty Representative Council, shall serve as MTI's representative to the WEAC Board of Directors or appoint a designee subject to confirmation by the Board of Directors, shall serve on the Board of Directors of MTI CARES, as chairperson of the MTI delegation to the WEAC and NEA Representative Assemblies, shall serve as a delegate to the South Central Federation of Labor, shall appoint the Chairperson and the members of the standing committees, shall be ex-officio a member of all standing committees, and shall approve the agendas for meetings of the Faculty Representative Council and the Board of Directors. The President shall represent the corporation before the public, either personally or through delegates, and shall perform all other functions usually attributed to this office. *(Revised 9/21/00; 02/16/16)*

b. President-Elect

The President-Elect shall be available to serve in the absence of the President should the President or the Board of Directors so designate. He or she shall serve as MTI's alternate representative to the WEAC Board of Directors or appoint a designee subject to confirmation by the Board of Directors, and shall serve as a delegate to the South Central Federation of Labor. He or she shall maintain contact with all committees and shall perform such other duties as may be delegated by the President. The President-Elect shall become President at the expiration of one year, or when the presidency becomes vacant, except as provided in Section 5 of this Article. *(Revised 3/27/84; 01/20/98; 9/21/00; 02/16/16)*

- c. **Past-President**
The Past-President shall advise the Board of Directors and assist the President at the latter's request. She/he shall serve as chairperson of the Nominations and Elections Committee, and as a delegate to the South Central Federation of Labor, and as MTI's second alternate Representative to the WEAC Board of Directors. *(Revised 3/27/84, 01/20/98; 9/21/00; 02/16/16)*
- d. **Vice-President**
The Vice-President shall perform such duties as may be assigned him/her by the President, shall preside at the meetings of the Board of Directors and the Faculty Representative Council in the absence of the President, and shall serve as MTI's third alternate representative to the WEAC Board of Directors. *(Revised 9/21/00; 02/16/16)*
- e. **Secretary**
The Secretary shall keep accurate minutes of all meetings of the Board of Directors and Faculty Representative Council. The roster of those attending each Council meeting will be attached to the file copy of the minutes. He/she shall serve on the Board of Directors of MTI CARES. *(Revised 02/16/16)*
- f. **Treasurer**
The Treasurer shall uphold the funds of the corporation and disburse them upon authorization by the corporation's adopted Budgets, the Board of Directors, Faculty Representative Council or the Joint Fiscal Group. He/she shall collect annual dues, fair share assessments and other income. He/she shall transmit, as authorized, amounts due to NEA. He/she shall discharge, as authorized, the obligations of the corporation, including its per capita tax to WEAC. He/She shall maintain a roll of the members. He/she shall keep accurate accounts of receipts and disbursements, shall submit a written report to all members monthly (September - May), shall submit to the Board of Directors a complete statement of monthly expense account disbursements, shall report to each meeting of the Faculty Representative Council, to the Joint Fiscal Group and to members as directed by the Board of Directors. He/she shall keep the President and the Board of Directors informed of the financial condition of the corporation. He/she shall be bonded. He/she shall assist the Finance Committee in the initial drafting of the annual budget. The Treasurer shall delegate the performance of the above duties to the Executive Director but shall retain the responsibility for the correct functioning of the above-mentioned duties. He/she shall serve on the Board of Directors of MTI CARES. *(Revised 02/19/08; 05/17/11; 02/16/16)*

Section 3. Nominations and Elections

- a. The active members in each unit during the month of March may nominate candidates for President-Elect, Vice-President, Secretary and Treasurer. Nominations may be submitted by any active member, in writing or orally, to the Nominations and Elections Committee, which shall report all nominations to the Faculty Representative Council at the March meeting. At this meeting, nominations from the floor shall be in order. At the end of said meeting nominations shall close. The Executive Director shall furnish brief information on each candidate for the membership. Should there be more than two candidates for each office, the Nominations and Elections Committee shall conduct a primary election. The two candidates receiving the most votes shall be placed on the final ballot. Under the direction of the Nominations and Elections Committee the Executive Director shall be responsible for the preparation and distribution of ballots to the membership.

- b. **Balloting**
On the fourth Monday of April, active members shall receive their ballots for officers. Balloting shall be secret and conducted in accordance with procedures developed by the Nominations and Elections Committee and approved by the Faculty Representative Council. The Nominations and Elections Committee shall report results to the President who shall have them published. New officers shall be installed at the May meeting of the Faculty Representative Council.
- c. **Terms and Election**
 - (1) The officers shall serve for one year, and, with the exception of the President and President-Elect, may be reelected without an intervening term.
 - (2) Whenever the offices of both President and President-Elect shall become vacant between elections, except as provided in Section 5 of this Article, the remaining members of the Board of Directors shall choose one of their number to serve as President pro tempore until the Faculty Representative Council can fill the vacancies.
 - (3) Whenever any other office shall become vacant between elections, the Faculty Representative Council shall fill the vacancy following the procedure outlined in Article IX, Section 3a.

Section 4. Compensation
Duly elected officers shall serve without compensation for the performance of the duties of their respective offices. *(Revised 1/19/93)*

Section 5. Removal of Officers
Any officer may be removed from office by the Faculty Representative Council whenever in their judgment, the best interests of the corporation may be served thereby. Removal shall be by a two-thirds majority of those voting, and the Faculty Representative Council shall elect a replacement to fill the unexpired term, except in the case of the President-Elect whose unexpired term shall be filled by a special election by the membership. A vacancy in the position of a Director shall be filled by nominations being made at the first meeting of the Faculty Representative Council following the creation of the vacancy. The election shall be at the next meeting of the Faculty Representative Council.

ARTICLE X. FACULTY REPRESENTATIVES

Section 1. Representation
Faculty members in each public school who are members in good standing of Madison Teachers Incorporated shall elect for a term of two years one Faculty Representative to the Faculty Representative Council for each fifteen members or major fraction thereof. There shall be at least one Representative from each unit. Where more than one such Representative is elected, one shall serve as the Senior Representative, and the terms shall be staggered. In each unit, alternates shall be named for each Representative, and will be elected at the same time and in the same manner as the Representative.

Section 2. Duties

Each Faculty Representative shall represent his/her unit at the Faculty Representative Council meetings. He/she shall appoint such faculty committees as his/her unit may require and shall organize and oversee the subsequent elections of Faculty Representatives. He/she shall oversee the enrollment of members, and shall maintain communication between the faculty and the Faculty Representative Council.

Section 3. Elections

During the fourth week in April, the active members in each building shall vote by secret ballot for Faculty Representatives in accordance with the ratio established by the Faculty Representative Council. Nominations shall be posted in a conspicuous place for one week prior to the election. The Senior Faculty Representative shall conduct the elections and report the results to the Executive Director, who shall cause to have them published.

ARTICLE XI. REPRESENTATIVES TO THE SOUTH CENTRAL FEDERATION OF LABOR DELEGATE BODY

Section 1. Duties

MTI's representative(s) to the South Central Federation of Labor Delegate Body shall present the views and represent the interests of Madison Teachers Incorporated at all South Central Federation of Labor meetings and shall make regular reports to the MTI Faculty Representative Council and the MTI Board of Directors concerning important issues being considered and acted upon by the South Central Federation of Labor Delegate Body.

Section 2. Election

- a. Nominations for the position of MTI representatives to the South Central Federation of Labor Delegate Body shall be presented to the Faculty Representative Council by the Nominations and Elections Committee at the February meeting of the Council in the year that the term of office for that position expires. Nominations may also be made from the floor. At said meeting, nominations shall be closed. If there are more than two candidates for a position, a primary will be conducted. The two candidates receiving the most votes shall be placed on the final ballot.
- b. The election shall be held by secret ballot at the March meeting of the Faculty Representative Council in the year that the term of office for that position expires.
- c. The term of office for the MTI representatives to the South Central Federation of Labor Delegate Body shall be two years.
- d. Elections will be for one-half of the delegates in odd numbered years and one-half of the delegates in even numbered years. *(Revised 02/19/08)*

ARTICLE XII. STANDING COMMITTEES

Section 1. Structure

Standing committees, with the exception of the Finance Committee, the Political Action Committee, the Bargaining/Handbook Committee, and their Chairpersons, shall be appointed by the President subject to confirmation by the Board of Directors. Such

appointments will be for one year terms. The affiliates of MTI shall be entitled to appoint, via their respective President, representatives to the Constitution, Public Relations, Legislative-Citizenship, and Labor Solidarity Committees on a proportionate basis, with such to be determined by the number of committee members appointed by MTI in comparison to its membership and that of MTI and its affiliates combined. The affiliates shall be entitled to at least one representative. The composition of the Political Action Committee and designation criteria for the appointment of its chair are set forth in Sub-section "5(i)". Each committee may, with the approval of the Board of Directors organize special subcommittees from the general membership. (*Revised 01/19/93; 02/19/08; 02/16/16*)

Section 2. Meetings

Each standing committee shall hold regular meetings and may hold special meetings at the call of the Chairperson. The Executive Director shall prepare a yearly calendar of such meetings.

Section 3. Reports

Each committee shall report to the Board of Directors via their Chairperson or the Executive Director as needed.

Section 4. Distribution of Materials

Any material which a committee wishes to distribute to the membership must be first submitted to the MTI Board of Directors for approval. Distribution to the membership will then be via the MTI Executive Director. (*Revised 02/19/08*)

Section 5. Titles and Duties

a. Finance Committee

(1) The committee shall consist of

- (a) the President of MTI,
- (b) the Treasurer of MTI,
- (c) and one member appointed by the President of each of MTI's affiliates as defined in Article XVII,
- (d) three members elected by the Faculty Representative Council at the October meeting, following procedures for the election of members at-large of the Board of Directors. (*Revised 02/19/08*)

(2) Duties

- (a) To prepare a balanced budget for presentation at the March meeting of the MTI Faculty Representative Council and, thereafter, mailed to the members of the MTI Joint Fiscal Group. (*Revised 02/18/03*)
- (b) To categorize elements of the budget into understandable divisions.
- (c) To consult with various committee Chairpersons to determine their financial need.
- (d) To meet with the Executive Director to determine the needs of the organization.
- (e) To hold a meeting inviting the membership of MTI and its affiliates to review the budget before its presentation to the Joint Fiscal Group for final adoption of the budget.

- (f) To provide, via the Executive Director, an external audit at least every three years with an accounts review in non-audit years. The Board of Directors, Representative Council, or the Joint Fiscal Group may call for an audit at more frequent intervals.

- b. Nominations and Elections Committee
This committee shall prepare specific and detailed procedures governing the nomination and election of officers and delegates for presentation to and approval by the Faculty Representative Council. It shall report to the Board of Directors any violations of the procedures which have been adopted. The Past-President shall serve as chairperson. *(Revised 3/27/84)*

- c. Constitution Committee
The Constitution Committee shall receive and study any proposed amendments to the Articles of Incorporation or Bylaws, and shall submit them with its recommendation to the Faculty Representative Council. The Committee shall also be authorized to draft amendments and submit them to the Faculty Representative Council. The Executive Director shall act as an advisor to this committee.

- d. Labor Solidarity Committee
This committee shall serve as the corporation's liaison with other labor organizations representing workers in the Madison metropolitan area and shall recommend to the Faculty Representative Council, the Board of Directors and the Boards of MTI's affiliates actions which would be beneficial to labor. The Executive Director shall serve as an advisor to the committee. It shall also create and distribute educational material regarding the significant developments affecting labor. *(Revised 2/20/01)*

- e. Political Action Committee
The Political Action Committee shall be known as MTI-VOTERS. The Committee shall consist of the President of MTI or his/her designee and the Treasurer of MTI, the President or his/her designee of each of MTI's affiliates, and nine members elected by the MTI Faculty Representative Council, one of whom will be a member of MTI's retired teacher organization. The nine members elected by the Faculty Representative Council shall be with five each elected in even number years, and four elected in odd numbered years. The Treasurer of MTI will also serve as the Treasurer of the Political Action Committee. *(Revised 11/11/93; 02/19/08)*
 - (1) Duties:
To interview candidates for public office and recommend endorsement/non-endorsement of said candidates pursuant to sub-section (a) below.
 - (a) Endorsement Procedure:
The Political Action Committee shall first determine the office(s) for which MTI-VOTERS shall consider endorsements. It shall obtain from the appropriate elections authority (Federal Elections Commission, State Elections Board, County Clerk, or City Clerk) the names and addresses of all ballot-qualified candidates for those offices.
 - (1) MTI-VOTERS shall determine which candidates to interview of those candidates whose names will appear on the ballot. If a candidate is unable to be present for an interview during the scheduled time, the Committee shall review any written material supplied by the candidate. Following the interviews, endorsement/non-endorsement recommendations shall be determined by a vote of at least two-thirds

(2/3) of the Political Action Committee present and voting. *(Revised 3/20/01)*

(2) Endorsement recommendations shall be submitted to members of MTI and its affiliates for ratification, who contribute to MTI VOTERS. A candidate shall be endorsed if a majority of the ballots cast support the approved recommendation. *(Revised 3/20/01; 02/19/08)*

(a) The Political Action Committee is authorized to engage in any lawful political activity, including but not limited to internal communications with members of MTI and its affiliates and their families, contributions to candidates and other committees, and independent expenditures.

(b) The Political Action Committee shall also organize members to work on behalf of endorsed candidates/issues and encourage their participation in the political process.

(2) Funding

(a) Each member, on an annual basis, shall contribute by payroll deduction, cash or check depending on how one's dues are paid, an amount to the political action fund which will equal 5% of the dues for membership in the individual's bargaining unit. Such shall be payable to MTI. MTI will transmit all funds received for political action to a separate and segregated fund to be utilized for political action.

(b) The members of MTI and its affiliates shall be allowed the option of rebate. Said rebate must be requested in writing and delivered to MTI by October 1. Reimbursement will be made not later than November 30.

(c) Non-member fair share employees are exempt from this section.

(3) Meetings

The Committee will meet on a schedule determined by the Committee, at the call of the chair, the Executive Director, or a quorum of the Committee. *(Article XII, Section 5(I) Revised 1/19/93; 02/19/08)*

Section 6. Quorum

A majority of their members shall constitute a quorum at meetings of the Standing Committees.

ARTICLE XIII. BARGAINING/HANDBOOK COMMITTEE

Section 1. Powers and Duties

a. The Committee shall gather, investigate, and prepare information as necessary in all areas of teacher welfare such as salary, leave of absence, fringe benefits, insurance, credit and investment facilities, and general working conditions. *(Revised 02/16/16)*

b. The Committee shall have the power to create subcommittees for the purpose of carrying out its responsibilities. *(Revised 02/16/16)*

c. The Committee shall elect its own chairperson, and from its membership, nominate prospective agents for MTI to engage in negotiations/discussions with agents/representatives for the Board of Education on all matters involved with master contract negotiations/Handbook. Such nominations shall be presented to the Board of Directors of MTI which shall formally designate the corporation's agents for

negotiation/discussions when approved, the latter shall be known as the Negotiation Team/representatives, and its members shall be considered the agents for MTI. *(Revised 02/16/16)*

- d. Upon the completion of negotiations/Handbook discussions the Negotiation Team/representatives shall bring the tentative agreement/amendments to Handbook to the Committee for its review and recommendation and then to the Board of Directors for its recommendation before the tentative agreement is submitted to the membership for ratification. If discussions are relative to amending the Handbook, MTI will schedule a meeting (s) to present same to the MTI members, given such is not subject to ratification. *(Revised 1/17/84; 02/16/16)*

Section 2. Structure

- a. The Committee shall consist of fifteen (15) members, three representatives each elected from elementary, middle, high school, Educational Services, and at-large. The Educational Services members will consist of one elementary, one middle school and one high school representative. *(Revised 2/20/01, 3/20/07; 02/16/16)*
- b. Each member shall be elected for a three-year term. Terms of office shall be staggered, with one member from each group being elected each year. *(Revised 1/15/91)*
- c. Nominating and balloting procedures for Committee positions shall be the same as those for officers of the corporation. *(Revised 02/16/16)*
- d. Any member of the Committee may be removed by action of the Representative Council whenever, in its judgment, the best interests of the corporation would be served thereby. Removal shall be by a two-thirds majority of those voting. *(Revised 02/16/16)*
- e. A quorum of the Committee shall be declared when a majority of the members are present. *(Revised 02/16/16)*

Section 3. Operating Procedures

- a. The Committee shall accept recommendations for items to negotiate/discuss with District management from the regular standing committees, from individual MTI members, from the Board of Directors, from the Representative Council, from special committees, from the Executive Director, and may itself suggest items for negotiation. *(Revised 02/16/16)*
- b. All suggested items shall be forwarded to the Executive Director for further research and drafting.
- c. Properly drafted items will then be returned to the Committee with recommendations. The Committee shall have the right to make revisions before the items are presented to the Board of Directors for approval. When approved by the Board, the Executive Director shall transmit the proposal to the Board of Education and their designated agents. *(Revised 02/16/16)*
- d. The Committee or the Negotiation Team/representatives may then prioritize the items contained in the proposal. *(Revised 02/16/16)*
- e. Such negotiated contract shall not be binding on the membership until it is approved by vote of fifty percent and one of the MTI members voting on same. *(Revised 02/19/08)*

Section 4. Contract Ratification *(Revised 02/19/08)*

- a. Upon tentative agreement being reached for a Collective Bargaining Agreement, the Executive Director shall notify the Committee of same and the date, time and place for

them to consider whether to recommend the Tentative Agreement to the Board of Directors. *(Revised 02/16/16)*

- (1) A quorum shall be a majority of the Committee.
- b. Upon recommendation of the Tentative Agreement, the Executive Director shall notify the Board of Directors of same and the date, time and place for them to consider the recommendation of the Committee and whether to recommend the Tentative Agreement to MTI members. *(Revised 02/16/16)*
 - (1) A quorum shall be a majority of the Board.
- c. Upon recommendation of the Tentative Agreement, the Executive Director shall notify MTI members of the date, time, and place of a meeting for the purpose of Contract ratification. The Executive Director shall prepare the Agenda for said meeting and provide the members at least 24 hours' notice of said meeting.
 - (1) A quorum shall be one-hundred members representing at least fifteen schools/work sites.
- d. The members attending said meeting, may conduct other business at said meeting, provided the Agenda for such is approved by the body, at the commencement of the meeting.

ARTICLE XIV. UNIFIED MEMBERSHIP

- Section 1. The corporation (MTI) has affiliated and unified with the National Education Association (NEA) under its constitutional provisions as of April 17, 1973 and the Wisconsin Education Association Council (WEAC) under its rules and constitutional provisions as of April 17, 1973. MTI may affiliate with other organizations as determined by majority vote of the membership. *(Revised 05/17/11)*
- Section 2. The corporation shall not, under any circumstances whatsoever, affiliate with an organization whose Articles, Constitution, Bylaws or any other document or governance provides for, allows or permits such organization to place any of its local affiliated organizations under Trusteeship or any device resembling Trusteeship.
- Section 3. Should members of MTI seek to disaffiliate the corporation (MTI) from WEAC and NEA, the following procedure must be utilized:
 - a. A formal request to hold a membership vote on the question of disaffiliation from WEAC and NEA must be submitted to the Faculty Representative Council, by a member of the Board of Directors either by a member of the Council or by petition of at least ten percent of the membership. The request must outline the reasons for which disaffiliation is being sought.
 - b. The Council shall vote whether to submit the question to the membership.
 - c. The reasons for which disaffiliation is being sought shall be the subject of debate, at a duly convened meeting of the membership of MTI.
 - d. The disaffiliation of the corporation (MTI) from WEAC and NEA requires a majority vote of the members of MTI present and voting. *(Revised 3/20/01)*
- Section 4. In the event Madison Teachers Incorporated (MTI) affiliates with any other organization, including the National Education Association and the Wisconsin Education Association Council, and thereafter that organization adopts provisions to, or amends the provisions

of its Articles, Constitution or Bylaws or any other document of governance so as to provide for, allow or permit such organization to place any of its local affiliates, including Madison Teachers Incorporated, under Trusteeship, or any device resembling Trusteeship, such action by itself and without more, and without notice to anyone, may disaffiliate Madison Teachers Incorporated from any other such organization provided that a majority of the members of MTI voting concurs in such action. *(Revised 3/20/01)*

ARTICLE XV. QUESTIONNAIRES, OPINIONNAIRES, AND POLLS

The following procedures and guidelines shall be made available to the membership and shall govern the use of all such devices for polling the membership.

- (1) All questionnaires, opinionnaires or polls which originate in committees must be submitted to the Board of Directors for approval. The President may act as agent of the Board with its consent.
- (2) Each questionnaire, opinionnaire, or poll must identify its author and state the purpose for which it is intended or the use to which it will be put.
- (3) The results of such questionnaire, opinionnaire, or poll must be made available to the Board of Directors. Members shall be informed of results upon request to the Board.
- (4) With the approval of the Board of Directors, the Executive Director may formulate and distribute questionnaires, opinionnaires, and polls.

ARTICLE XVI. RULES OF ORDER

All meetings of the Board of Directors, Representative Council, committees and members shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's Rules of Order.

ARTICLE XVII. AFFILIATES OF MTI

- Section 1. Collective Bargaining Unit(s) for which MTI is either the recognized or certified exclusive bargaining representative shall be designated as an "affiliate."
- Section 2. Procedure for Affiliation
- a. Applications, in writing, requesting affiliation shall first be filed with the Executive Director of MTI.
 - b. The President and Vice-President of the teacher unit and the President of each affiliate, or their designee, shall investigate into the appropriateness of the application and upon completion of such investigation shall forward their written findings, conclusions of fact and recommendation to the Joint Fiscal Group.
 - c. The Joint Fiscal Group shall then make the final decision as to whether affiliation with MTI will be granted.

Section 3. Representation

The President of any affiliate may call a meeting of the President of MTI and the Presidents of its affiliates for the purpose of dealing with issues of mutual concern. Such meetings shall be called by the person desiring the meeting contacting the Executive Director. The Executive Director shall, upon being so contacted, prepare an agenda and serve notice of such meeting upon all appropriate parties. Such notice shall contain the time, date and purpose of such meeting and shall be served not less than twenty-four hours before such meeting is scheduled. Attendance shall constitute waiver of notice. Waiver of notice signed at any time shall be the equivalent to the giving of notice.

ARTICLE XVIII AMENDMENT OF BYLAWS

Section 1. A proposed change in the Bylaws may be submitted by any member of the Board of Directors, Faculty Representative Council, Constitution Committee, the Executive Director or by petition of at least ten percent of the membership. Such shall be submitted, in writing, to the Faculty Representative Council at its November meeting, and thereafter referred to the Constitution Committee. The matter will be placed by the Executive Director on the February Agenda of the Council, when the recommendation of the Constitution Committee will be heard. The Faculty Representative Council will then vote, with approval by two-thirds (2/3) of those voting being necessary to carry the proposal. (*Revised 1/17/89, 5/16/98*)

Section 2. The above timeline may be waived and the Bylaws revised at the will of the Faculty Representative Council, provided two-thirds (2/3) of the Faculty Representative Council present and voting agree to the consideration of such amendment. However, in no case shall a proposed amendment be voted upon at the Faculty Representative Council meeting at which it was initially presented. It must, after being initially presented, be referred to the Constitution Committee and thereafter be considered by the Faculty Representative Council at its next meeting.