Wisconsin Alumni Association, Inc.

BYLAWS
(Revised April 2007)

ARTICLE I — BOARD OF DIRECTORS

Section 1. Composition: Voting members of the board of directors shall consist of the following, all of whom must be active members of the corporation:

(1) Twenty-seven directors; and
(2) The four elected officers of the corporation

Section 2. Ex Officio Composition: Ex officio, non-voting members of the board of directors may include the following:

(1) The president/CEO of the Wisconsin Alumni Association
(2) The president and chair of the University of Wisconsin Foundation
(3) A representative of the Chancellor of the University
(4) The board secretary and treasurer
(5) The student president of the Wisconsin Alumni Student Board (WASB)

Section 3. Meetings: Regular meetings of the board of directors shall be held semi-annually (Fall and Spring), at a time designated by the chair and upon at least ten days notice. Special meetings shall be held at such other times as the chair shall determine, upon at least ten days notice. A quorum shall consist of ten members, a majority of whom shall be necessary for passage of any matter. All parliamentary matters not specifically defined in the Articles of Incorporation or Bylaws shall be administered in accordance with Robert’s Rules of Order.

Section 4. Vote by Proxy: The chair of the board may arrange for voting by mail or electronic mail on any questions which may properly come before the board. Ballots from at least half of the members of the board must be returned in order to validate the vote on any question. A majority of the members voting shall be necessary for passage. In addition to the opportunity to vote for or against the questions under consideration, the ballot shall also provide a space where members of the board may indicate their desire to postpone action on the question for further consideration. In each case of a mail ballot or electronic mail ballot, the chair shall indicate a time limit for returning these votes.

ARTICLE II — OFFICERS

Section 1. Executive Officers: The officers of the corporation shall be a past chair, chair, first vice chair, and second vice chair elected for one-year terms. The outgoing chair each year shall become the past chair of the board for the year immediately following serving the term of office as chair. Vice chairs may serve for a term of one year and shall not immediately succeed themselves in the same office more than once. Any voting member of the board of directors is eligible for nomination and election as chair, first vice chair, or second vice chair.

Section 2. President/Chief Executive Officer: The president/CEO shall be the chief executive of the corporation. The president/CEO shall be employed by the board of directors, shall perform such duties as the board shall prescribe, and shall receive such salary, as the executive committee of the board shall designate.

Section 3. Secretary and Treasurer: The duties of secretary will be filled by the staff member designated as the secretary to the board. The duties of treasurer will be assumed by the chief financial officer of the Wisconsin Alumni Association.
ARTICLE III — COMMITTEES of the BOARD

Section 1. Executive Committee of the Board:

(1) Membership: The executive committee of the board shall consist of the four officers of the corporation (past chair, chair, first vice chair, second vice chair) and the chair of the finance and investment committee, and other appointed members of the board of directors. This committee shall not exceed nine members. The president/CEO, board secretary, and treasurer shall serve as ex officio members of the executive committee.

(2) Responsibilities of the committee: The executive committee of the board manages and directs the financial and operational affairs of the Wisconsin Alumni Association and acts on behalf of the board of directors in the intervals between board meetings. A majority of the executive committee shall constitute a quorum. The chair of the board shall serve as chair of the executive committee. In the chair’s absence, his/her duties shall in turn be assumed by the first vice chair; then the second vice chair.

Section 2. Compensation Committee of the Board:

(1) Membership: The compensation committee shall consist of the four officers (past chair, chair, first vice chair, and second vice chair). The past chair serves as the chair of the compensation committee.

(2) Responsibilities of the committee: The compensation committee conducts annual president/CEO performance evaluations and makes recommendations to the executive committee of the board on president/CEO compensation and benefit adjustments. The compensation committee meets with the president/CEO annually after discussions have concluded in closed session of the executive committee.

Section 3. Finance and Investment Committee of the Board

(1) Membership: The finance and investment committee shall consist of appointed members of the board of directors and other appointed volunteers, the majority of which have specific experience in investment management or experience working with financial audit matters. The chief financial officer of the Wisconsin Alumni Association shall serve as an ex officio member of the finance and investment committee. The chair of this committee shall serve as a member of the executive committee of the board.

(2) Responsibilities of the committee: The finance and investment committee oversees the investment of the Corporation’s non-operational funds, develops investment policies and asset allocation standards, hires the audit firm, supervises the financial audit through an audit subcommittee, and develops corporate governance policies. This committee acts on behalf of the Corporation to retain investment counsel and management services, monitor investments, and report on investments to the corporation’s board of directors.

Section 4. Nominating Committee of the Board

(1) Membership: The nominating committee shall be comprised of three members of the corporation’s board of directors, the two vice chairs and the chair of the board, and three members-at-large. The president/CEO shall serve as an ex officio member of the nominating committee. The first vice chair shall serve as chair of the nominating committee. If, for some reason, any of the officers as outlined are unable to serve on this committee, the chair of the committee may appoint alternate members of the board to serve in their place.

(2) Responsibilities of the committee: This committee shall meet prior to the spring board of directors meeting to nominate candidates for the following positions:
   a) Directors whose terms expire during the year
b) Corporation officers for the ensuing year  
c) Appointed at-large members of the executive committee of the board  
d) Appointed representatives on the Athletic Board and Union Council

The nominating committee shall report its nominations and appointments at the Spring meeting of the board of directors.

(3) Elections and terms: All elections shall be held at the Spring meeting of the board of directors. Terms of office for all positions shall begin on July 1, immediately succeeding their election to office.

Directors shall be elected for a three-year term. The term of office shall be limited to two, three-year terms not to exceed six years.

At-large members of the executive committee will be appointed for one-year terms.

The alumni representative on the Union Council shall be elected for a two-year term. The term of office shall be limited to two, two-year terms not to exceed four years.

Alumni representation on the Athletic Board shall consist of four appointees by the corporation’s board of directors. Each alumni representative will have a staggered date of expiration to allow one new appointment to the Athletic Board annually, terms of the office not to exceed four years.

Section 5. Other Committees of the Board: The chair of the board shall appoint such special ad hoc committees as may be required and deemed necessary to accomplish the goals of the corporation. The chair, in consultation with the president/CEO, shall appoint a chair of each such committee. Committee chairs may be reappointed but shall not chair the same committee more than three consecutive years.

ARTICLE IV — FUNDS

Section 1. Bank Accounts: All funds received by the corporation shall be deposited in accounts designated by the executive committee or the president/CEO. No funds shall be withdrawn from such accounts except by check signed by the president/CEO or a designated member(s) of the corporation staff. Operational account checks require signatures of two of the individuals designated above. Payroll and reserve account checks require only one signature.

Section 2. Transfer, Sale or Disposal of Securities or Assets: Securities or other assets acquired by the corporation may be transferred, sold or exchanged, in accordance with the purposes of the corporation, by the president/CEO or one member of the corporation staff designated by the president/CEO.

ARTICLE V — DUES AND MEMBERSHIP

Membership dues and membership strategies are the operational role of Wisconsin Alumni Association staff. The corporation staff have the authority to survey, market, and adjust membership rates, as necessitated by costs for servicing members.

ARTICLE VI — ADVISORY COUNCILS OF THE ASSOCIATION

Section 1. Past Presidents/Chairs Council

(1) Mission: The past presidents/chairs council serves as a continuing resource to the corporation and the president/CEO and recognizes the many contributions of these former chief volunteers.

(2) Membership: The past presidents/chairs council is comprised of all past presidents/chairs of the board of directors. The council may meet once annually and receives periodic updates from the corporation. The chair of the past presidents/chairs council shall be the most immediate past chair of the corporation.

Section 2. Council for Diversity and Inclusivity
Mission: The mission of the council for diversity and inclusivity is to foster increased participation of all alumni in the life of the Wisconsin Alumni Association and the university. The council provides a means for a collective voice for advocacy, counsel, and advice to the corporation and to the university. Finally, the council’s composition is designed specifically to foster a sense of ownership and responsibility among all UW alumni, students and staff for the achievement of a diverse, inclusive and supportive community. The chair of the council for diversity and inclusivity will report to the board of directors at least once annually.

Membership: Members of the council for diversity and inclusivity shall be comprised of representatives of the corporation's African American Alumni Association, Hispanic Latino Alumni Association, American Indian Scholarship Advisory Council, and the Gay, Lesbian, Bisexual Alumni Council, or other affiliate groups of the corporation which foster inclusion and participation for traditionally underserved groups of graduates. An officer and at least two members of the board of directors will serve on the council for diversity and inclusivity. In addition, the council would include other minority and non-minority alumni, along with current students and key campus administrators or faculty with special accountability for achieving the university's objectives for a diverse and welcoming UW campus community. The chair and staff will appoint additional members as needed.

The council for diversity and inclusivity will meet at least once per year. Members will serve a three-year term. Each council member shall also be a member of the corporation. The chair of the council shall be appointed by the president/CEO in consultation with staff and the chair of the board. The chair of the council for diversity and inclusivity will serve for no more than three years.

ARTICLE VII — ALUMNI COMMUNICATIONS

To keep alumni abreast of alumni and university news, the corporation shall publish, on a regular basis, a magazine for its membership and other alumni networks. In addition, the corporation shall publish electronic newsletters for alumni and constituent or target markets and young graduates and friends of the university as appropriate.

ARTICLE VIII — FISCAL YEAR

The fiscal year of the corporation shall extend from midnight, July 1, to midnight of the succeeding June 30.

ARTICLE IX — AMENDMENT

These bylaws may be amended at any meeting of the board of directors at which at least ten members are in attendance if a majority of those in attendance vote in favor of such amendment, or by a majority vote of the executive committee upon a thirty-day notification to such committee of a bylaw change or addition to be considered at the next meeting of the executive committee when a quorum is present.