BYLAWS OF THE MEMORIAL UNION BUILDING ASSOCIATION, INC. AMENDED 05-03-13

ARTICLE I
Membership

The Memorial Union Building Association, Inc. (the “Association”) shall have members consisting of all persons who are life members and benefactors of the Association and The Wisconsin Union (the “Union”) on the date hereof, and all persons who in the future pay the life membership subscription determined by the Association or become benefactors. Membership shall be nonvoting. Members may attend any annual or special meeting of the Association, but members who are not Associate Trustees or Trustees shall not be entitled to receive notice thereof or to vote thereat.

ARTICLE II
Associate Trustees

Section 1. Associate Trustees of the Association shall have the rights and responsibilities as provided herein, including the right to vote for the election of Trustees as provided in Article III, the election of Associate Trustees, and the election of members of the Executive Committee as provided in Article V. Associate Trustees shall also vote on any other matters that may be presented by resolution of the Board of Trustees for consideration at the annual meeting or any special meeting of the Association, voting as a single voting group with the Trustees, provided that the action is approved by a majority of the Trustees then in office.

Section 2. The number of Associate Trustees shall be no more than one hundred (100) minus the number of Trustees. Associate Trustees shall be divided as equally as practicable into three (3) classes, one class standing for election every two years, and shall serve six-year terms of office, with the right of succession.

Section 3. In order to stand for election as an Associate Trustee, a candidate shall be a life member of the Association and shall have been nominated by the Nominating Committee. Associate Trustees shall be elected by vote of the Trustees and Associate Trustees, voting as a single voting group, at any annual or special meeting of the Association, or by mail ballot.

Section 4. Associate Trustees shall serve until expiration of their term of office and until a successor shall have been appointed or elected, or until resignation, death or removal by the Board of Trustees. Action to remove an Associate Trustee shall require a two-thirds majority vote of the Board of Trustees.

Section 5. Associate Trustees shall be expected to attend the annual meeting of the Association and to serve on committees of the Association and the Union and to participate in residencies.
ARTICLE III
Trustees

Section 1. The business and affairs of the Association shall be managed by its Board of Trustees, consisting of not more than four student officers of the Union Council (the “Student Trustees”) and not more than 24 other Trustees, as determined from time to time by resolution of the Board of Trustees; provided that no Trustee’s term of office shall be affected by a reduction in the number of Trustees. In addition, the Director and Associate Director of the Wisconsin Union shall serve as non-voting ex-officio Trustees.

Section 2. Except for the Student Trustees and ex officio Trustees, members of the Board of Trustees shall be divided as equally as practicable into three classes, with one class standing for election every two years, to serve six-year terms of office, with the right of succession, and shall be elected by vote of the Trustees and Associate Trustees, voting as a single voting group, at any annual or special meeting of the Association, or by mail ballot (the “Elected Trustees”).

Section 3. In order to stand for election as a Trustee, a candidate must be an Associate Trustee who shall have been nominated by the Nominating Committee. Such candidates generally should have completed at least one six-year term as an Associate Trustee and attended at least four annual meetings within the last six years. The Nominating Committee, in making its nominations, shall give special consideration to Associate Trustees who have participated actively on Association or Union committees, residencies, or on Union Council, as well as a candidate’s involvement in supporting the Wisconsin Union within the University and with outside groups, providing financial stewardship and raising funds in support of the Wisconsin Union, nurturing the ideals of the Wisconsin Union within the Union organization, participating in mentoring and stewardship activities, participating in campus committees, and involvement in community organizations.

Section 4. Trustees shall serve until expiration of their term of office and until a successor shall have been appointed or elected, or until resignation or death. A retiring or resigning Trustee shall be eligible to return to Associate Trustee status upon his or her request. In the event of a vacancy on the Board of Trustees from any cause, including an increase in the number of Trustees, such vacancy shall be filled in accordance with Sections 2 and 3, above.

Section 5. The Board of Trustees shall hold a regular meeting in the spring of the year to receive reports on the activities and financial condition of the Association, to elect the Association officers and act upon such other business of the Association as deemed necessary, and shall hold such other special meetings as may be called by the Chair or the Executive Committee from time to time.

Section 6. The presence of one-half of the Trustees then in office at a meeting of the Board of Trustees, in person or by proxy, shall constitute a quorum.

Section 7. Any action required or permitted to be taken at a meeting of the Board of Trustees may also be taken by written consent signed and delivered to the Association’s Executive Secretary by two-thirds of the Trustees then in office. Such action shall have the same
force and effect as an action taken upon a vote of the Board of Trustees at a meeting. All Trustees shall receive written notice of any proposed action together with the form of consent, and the action is effective on the date specified in the written notice or on the date on which the Executive Secretary receives a sufficient number of signed consents, whichever is later.

**ARTICLE IV**

**Association Annual and Special Meetings**

The Association shall hold an annual meeting in the fall of each year at which the officers shall report on the activities and financial condition of the Association, and the Associate Trustees and Trustees, voting as a single voting group, shall consider and act upon nominations for election as provided herein and such other matters as may be presented by resolution of the Board of Trustees. The Association may hold a special meeting upon the call of the Board of Trustees or upon the written request of at least two-fifths (2/5) of the total number of Associate Trustees and Trustees then in office. Notice of the annual or a special meeting shall be given to Associate Trustees and Trustees at least 30 days prior to the meeting. Two-fifths (2/5) of the total number of Associate Trustees and Trustees then in office present in person or by proxy at an annual or special meeting of the Association shall constitute a quorum.

**ARTICLE V**

**Officers**

Section 1. The general officers of the Association shall be a Chair, two Vice Chairs and a Treasurer. The officers shall be elected by the Board of Trustees from among the Elected Trustees, upon the nomination of the Nominating Committee, to serve three-year terms, with the right of succession.

Section 2. The Board of Trustees may fill a vacancy created by the resignation or retirement of an officer by appointment of an Elected Trustee to fill the unexpired term. The Board of Trustees may also appoint a person to act as assistant to any officer or to perform some or all of the duties of any officer when for any reason it is impracticable to such officer to act personally, and any such assistant or acting officer so appointed by the Board of Trustees shall have the power to perform such designated duties of the office for which he or she is appointed assistant.

Section 3. The Chair shall preside at all meetings of the Association and shall perform such other duties as may be required to be performed under the Articles or Bylaws of the Association or pursuant to any resolution or directive of the Board of Trustees.

Section 4. The Vice Chairs shall perform such duties as they may be required to perform by these Bylaws or any resolution of the Board of Trustees, or as directed by the Chair, including presiding at a meeting of the Association in the absence of the Chair.

Section 5. The Treasurer shall have general oversight and charge of the funds, financial affairs and books of account of the Association, and perform such other duties as may be required to be performed by these Bylaws or any resolution of the Board of Trustees, or as directed by the Chair.
ARTICLE VI
Executive Committee

Section 1. An Executive Committee of the Board of Trustees shall consist of seven
ex officio members including the student president of the Union Council, the Union Director
(nonvoting) (who shall serve as the Association’s Executive Secretary and shall record and keep
minutes of all Association meetings), the Union Associate Director (nonvoting) (who shall serve
as the Association’s fiscal officer), the Association’s four general officers (Chair, two Vice
Chairs and Treasurer), and a number of other members (the “Elected Members”) consisting of
Trustees elected by vote of the Trustees at any annual or special meeting of the Association, or
by mail or electronic ballot. The number of Elected Members on the Executive Committee shall
be the largest whole number closest to one-sixth the number of Elected Trustees.

Section 2. The Executive Committee members, other than the ex officio members,
shall be divided as equally as practicable into three classes, with one class standing for election
every year, to serve three-year terms of office with a right of succession for one additional three-
year term. After such Trustee has been elected to serve on the Executive Committee for two
consecutive three-year terms, he or she shall not be eligible to stand for election to the Executive
Committee for three more years.

Section 3. In order to stand for election as a member of the Executive Committee, a
Trustee must be nominated by the Nominating Committee.

Section 4. In the event of a vacancy on the Executive Committee, such vacancy shall
be filled by appointment by the Board of Trustees to fill an unexpired term, subject to
confirmation by the Trustees and Associate Trustees at the next annual meeting of the
Association.

Section 5. The Executive Committee may act for the Board of Trustees in all matters
between Board meetings, except that the Executive Committee may not amend the Articles of
Incorporation or these Bylaws, and may not elect or appoint general officers of the Association
or fill vacancies on the Executive Committee or in the positions of Trustee and Associate
Trustee.

Section 6. The presence in person or by proxy of six members at a meeting of the
Executive Committee shall constitute a quorum, provided that among the members present are at
least three Elected Trustees, one officer of the Association, and either the Union Director or the
Associate Director.

ARTICLE VII
Emeritus Trustees

Section 1. Trustees and Associate Trustees who resign their position after many years
of good service to the Association may be named “Emeritus Trustees” by the Board of Trustees,
upon the nomination of the Nominating Committee. Emeritus Trustees are no longer expected to
attend annual meetings on a regular basis.
Section 2. Emeritus Trustees shall have the same rights and privileges as Associate Trustees when they are in attendance at annual meetings, and shall be eligible and encouraged to serve on Association committees and residencies.

Section 3. An Emeritus Trustee shall be eligible to return to Associate Trustee status upon his or her request.

ARTICLE VIII
Nominating Committee

Section 1. A Nominating Committee shall be comprised of four Trustees and three Associate Trustees, appointed by the MUBA chair for three-year, nonrenewable terms. All Trustees and Associate Trustees shall be eligible to serve as members of the Nominating Committee. The MUBA chair shall designate one of the Trustee appointees who has served one year as a committee member to serve as chair of the committee for up to two years.

Section 2. Members of the Nominating Committee shall be divided into three classes of three members each (two classes of one Trustee and one Associate Trustee, and one class of two Trustees and one Associate Trustee) with one class appointed each year.

Section 3. The Nominating Committee’s responsibilities include making recommendations for new and renewed terms for Associate Trustees and Trustees, with emphasis on participation, membership diversity and Association needs, as well as the individual’s desire to serve; for Executive Committee members, with emphasis on participation and contributions as a Trustee; for general officers of the Association, with emphasis on exemplary service as a Trustee; and for Emeritus Trustee, with emphasis on length of exemplary service as a Trustee or Associate Trustee.

ARTICLE IX
Committees

Section 1. In addition to the Executive Committee and the Nominating Committee, the Association shall have the following standing committees which shall consist of Trustees and Associate Trustees: Board Leadership and Governance; Development; Finance; Membership; and Student Programs and Leadership. The committees shall meet at least once each year in conjunction with the annual meeting of the Association and make reports and recommendations to the Association.

Section 2. The chairs of the standing committees shall be appointed by the Trustees, upon the recommendation of the Executive Committee, and shall be invited to attend meetings of the Executive Committee.

Section 3. The Chair may appoint such other ad hoc or special committees as are necessary or appropriate to conduct the business of the Association, and may appoint the chair and members thereof.

Section 4. All Associate Trustees and Trustees shall be encouraged to serve on at least one committee.
ARTICLE X
Indemnification

The Association shall, to the fullest extent permitted or required by the Wisconsin Nonstock Corporation Law, ch. 181 of the Wisconsin Statutes (the “WNCL”), indemnify its Associate Trustees, Trustees and officers (“Indemnities”) against any and all liabilities, and shall advance any and all reasonable expenses incurred thereby in any proceeding to which any Indemnity is a party by reason of such position with the Association. The rights to indemnification granted hereunder shall not be exclusive of any other rights to indemnification against liabilities or the advancement of expenses or other rights which such Indemnity may be entitled under any written agreement, board resolution, vote of the Trustees, the WNCL or otherwise.

ARTICLE XI
Meetings

Section 1. Any meeting of the Association, the Board of Trustees or any committee of the Association may be conducted, and any member thereof may participate, through the use of telephone or any other means of communication by which all participating members may simultaneously hear each other during the meeting, or all communication during the meeting is immediately transmitted to each participating member and each participating member is able immediately to send messages to all other participating member. At any such electronic meeting, all participating members shall be informed that the meeting is taking place at which official business may be transacted, and a member participating in the meeting then is deemed to be present in person at the meeting.

Section 2. With respect to any meeting of the Association, the Board of Trustees or any committee of the Association, a member may appoint a proxy (consisting of another member of the Association, Board of Trustees or committee, as applicable) to attend and vote or otherwise act for the member by signing and delivering to the chair of the meeting a written appointment which may be in facsimile or electronic form. At any such meeting, if a quorum is present when the vote is taken, the affirmative vote of a majority of members present constitutes the act of the Association, Board of Trustees or committee, as applicable, unless the WNCL, the Association’s articles of incorporation or these bylaws provide otherwise.

ARTICLE XII
Amendments

Section 1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Trustees at any regular or special meeting thereof, provided that any such proposed action shall be described in the notice of the meeting.

Section 2. Any action taken by the Board of Trustees which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Trustees required to amend the Bylaws, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, as is necessary to permit the specific action so taken or authorized.