

**BYLAWS OF THE
WISCONSIN UNION ASSOCIATION, INC.
AMENDED (DATE TO BE DETERMINED)**

**ARTICLE I
Membership**

The Wisconsin Union 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”) (“Association Members”) 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. Association Members may attend any annual or special meeting of the Association, but Association Members who are not Trustees shall not be entitled to receive notice thereof or to vote thereat.

**ARTICLE II
Trustees**

Section 1. The business and affairs of the Association shall be managed by its Board of Trustees, consisting of the elected student officers of the Union Council (the “Student Trustees”) and 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 Deputy 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 at any 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 Association Member, who shall have been nominated by the Nominating Sub-Committee. The Nominating Sub-Committee, in making its nominations, shall give special consideration to Association Members 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. In the event of a vacancy on the Board of Trustees from any cause, including an increase in the number of Trustees, such vacancy may be filled in accordance with Sections 2 and 3, above.

Section 5. 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 III **Association Annual and Special Meetings**

Section 1. The Board of Trustees shall hold a meeting in the spring of each 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

Section 2. The Association shall hold a meeting in the fall of each year to receive reports on the activities and financial condition of the Association, consider and act upon nominations for election of Trustees as provided herein, and act upon such other business of the Association as deemed necessary.

Section 3. 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 Trustees then in office. Notice of the spring and fall meetings, or of a special meeting, shall be given to Trustees at least 30 days prior to the meeting.

Section 4. The Association may hold such other special meetings as may be called by the Chair or the Executive Committee from time to time.

Section 5. Two-fifths (2/5) of the total number of Trustees then in office present in person or by proxy at a spring or fall meeting or a special meeting of the Association shall constitute a quorum.

ARTICLE IV **Officers**

Section 1. The officers of the Association shall be Chair, Chair-Elect, Past Chair, Executive Secretary, and Treasurer.

Section 2. The Board of Trustees will elect a Chair-Elect, from among those Trustees nominated by the Nominating Sub-Committee, who will serve a two-year term as Chair-Elect. After completing his or her term as Chair-elect, the Chair-Elect will become the Chair and may serve in that position for two years. After completing his or her term as Chair, the former Chair will serve as Past Chair for a term of two years. No person may be elected to serve as Chair-Elect if that person is currently serving as Chair or Past Chair.

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 Chair-Elect 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 Board of Trustees will elect a Treasurer, from among those Trustees nominated by the Nominating Sub-Committee, to serve a two-year term. The Treasurer may serve multiple, consecutive terms. 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.

Section 6. The Director of the Union will serve as Executive Secretary of the Association and shall record and keep minutes of all Association meetings.

Section 7. The Board of Trustees may fill a vacancy created by the resignation or retirement of an officer by appointment of a 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.

ARTICLE V

Executive Committee

Section 1. An Executive Committee of the Board of Trustees shall consist of the Chair, Chair-Elect, Past Chair, Treasurer, Chairs of the Standing Committees, up to three Student Trustees (who collectively have one vote), and up to three at-large members appointed by the Chair, with the advice and consent of the Executive Committee, to address specific needs of the Association. The Union Director and the Union Deputy Director are nonvoting members.

Section 2. At-large members of the Executive Committee must be Association Members and will serve terms designated by the Chair, not to exceed two years. At-large Members of the Executive Committee may not serve consecutive terms on the Executive Committee unless they do so in other capacities, such as an officer or a Committee Chair. The terms of the other Executive Committee members will expire when they complete the role, such as officer or Committee Chair, which provides the basis for their membership on the Executive Committee.

Section 3. The Board of Trustees may fill a vacancy created by the resignation or retirement of an Executive Committee member by the appointment of a Trustee to fill the unexpired term.

Section 4. 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 position of Trustee.

Section 5. The presence in person or by proxy of one person more than one-half of the members at a meeting of the Executive Committee shall constitute a quorum.

ARTICLE VI
Emeritus Trustees

Section 1. 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 Sub-Committee. Emeritus Trustees are no longer expected to attend annual meetings on a regular basis.

Section 2. Emeritus Trustees shall be invited to attend and participate but shall not have a vote at annual meetings, and shall be eligible and encouraged to serve on Association committees and residencies.

ARTICLE VII
Nominating Sub-Committee

Section 1. A Nominating Sub-Committee of the Trustee Engagement Committee shall be comprised of six Trustees, appointed by the Chair, with the advice and consent of the Executive Committee, for three-year, nonrenewable terms. All Trustees shall be eligible to serve as members of the Nominating Committee. The WUA Chair shall designate one of member of the Sub-Committee who has served one year as a Sub-Committee member to serve as chair of the Sub-Committee for up to two years.

Section 2. Members of the Nominating Sub-Committee shall be divided into three classes of equal number with one class appointed each year.

Section 3. The Nominating Sub-Committee’s responsibilities include seeking out individuals to serve as Trustees, proposing qualified candidates for new and renewed terms for Trustees, with emphasis on participation, membership diversity and Association needs, as well as the individual’s desire to serve; for officers of the Association, with emphasis on participation and contributions as a Trustee; and for Emeritus Trustee, with emphasis on length of exemplary service as a Trustee.

ARTICLE VIII
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 Trustees, committee members, and officers (“Indemnitees”) against any and all liabilities, and shall advance any and all reasonable expenses incurred thereby in any proceeding to which any Indemnitee 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 Indemnitee may be entitled under any written agreement, board resolution, vote of the Trustees, the WNCL or otherwise.

ARTICLE IX Committees

Section 1. In addition to the Executive Committee, the Association shall have the following Standing committees which shall consist of Trustees and Association Members:

a. ***Membership Engagement Committee.*** This committee will focus on the recruitment and engagement of Association Members.

b. ***Trustee Engagement Committee.*** This committee is responsible for cultivating and recruiting Trustees and facilitating and evaluating their engagement.

c. ***Student Engagement Committee.*** This committee will focus on enhancing the experience of the students of WUD, Hoofers, and student employees through mentorships and other leadership development programs, including their post-University experience.

d. ***Development Committee.*** This committee will work, as directed by the Trustees or the Executive Committee, on fundraising, such as Capital Campaigns, Annual Campaigns, and assisting Trustees in developing skills in fundraising for the Union and the Association.

e. ***Finance and Budget Committee.*** This committee is responsible for developing and managing the budget of the Association, reviewing funding requests from the Committees, and allocating funds as appropriate.

f. ***Wisconsin Union Ambassadors.*** This Committee is the link between the Association, the activities of the Union, and the outside world.

Section 2. The Standing Committees shall meet at least once each year in conjunction with the fall meeting of the Association and make reports and recommendations to the Association.

Section 3. The Chair of the each Standing Committees shall be appointed by the Trustees, upon the recommendation of the members of each Standing Committee, and shall be a member of the Executive Committee. Unless a longer or shorter term is deemed necessary by the Executive Committee, the chair of each Standing Committee shall be elected to serve a three-year term. The Trustees will appoint, upon recommendation of the members of each Standing Committee, a Vice-Chair of each Standing Committee who will serve a one year term, and may serve repeat terms as Vice-Chair.

Section 4. The Board of Trustees or 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 5. All Trustees shall serve on at least one committee.

ARTICLE X
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 XI
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.