BYLAWS OF THE UNIVERSITY OF WISCONSIN-MADISON
RETIREMENT ASSOCIATION (5/08)

Article 1  Name

The name of this organization is the University of Wisconsin-Madison Retirement Association Inc.

Article 2  Purpose

The purpose of this Association is to promote the interests and welfare of Association members, to facilitate their support of the University of Wisconsin-Madison and the surrounding community, and maintain liaison with relevant University and community organizations. In conducting its activities, the Association shall comply with the provisions of 501(c)(4) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Article 3  Membership

Any retired or current employee and any spouse, partner, widow, widower of a current or retired employee of the University of Wisconsin-Madison, UW-Extension, UW-Colleges, UW Health, UW System Administration, UW Foundation, Wisconsin Alumni Association, or Wisconsin Alumni Research Foundation may become a member of the Association upon payment of dues.

The Board has the option to accept members outside of the constituent groups described above.

Article 4  Governance

4.1 The officers of the Association shall consist of the President, President-Elect, Secretary, Treasurer, and immediate Past-President.

4.2 The Board of Directors shall consist of the officers and nine members-at-large.

4.3 The Board will hold regular meetings, receive and review reports, develop policies, and oversee the affairs of the Association. If any Board member (except President) is unable to complete her or his term of office, or if a Board Member is absent from three consecutive Board meetings without cause, the Board shall designate a successor for this vacancy until an election is held pursuant to Article 8.

Special Board meetings shall be called by the President or upon the request of three Board Members. The request for a special meeting shall state the purpose of the meeting along with a specific agenda.
A majority of Board Members constitutes a quorum at any regular or special Board meeting.

4.4 Board Members shall be elected as specified in Article 8. Terms of office will be for three years for the Secretary, Treasurer, and members-at-large. Terms of office for these offices shall be staggered. A President-Elect will be elected each year, and will serve successively as President-Elect, President, and Past-President.

4.5 The President, or her or his designee, shall represent the Association in carrying out the actions and directives of the membership. In the absence of the President or at the request of the President, the President-Elect shall perform the duties of President. The officers of the Association shall constitute an Executive Committee.

4.6 The Secretary shall be responsible for keeping the minutes of all meetings of the Association. The Board has the authority to appoint an assistant secretary to ensure continuity of Association business.

4.7 The Treasurer shall be responsible for keeping and maintaining the financial records of the Association, receiving and depositing dues and other funds received by the Association, expending these funds as authorized by the Board, the Board's designee, or the membership of the Association, and preparing an annual operating budget. The Treasurer shall make a financial report to the Association at its annual meeting and at such other times as the Board shall direct.

There shall be an annual audit of the Treasurer's accounts by a committee of the Board or by a professional retained by the Board for such purpose. The fiscal year shall be from July 1 to June 30. The Board has the authority to appoint an assistant treasurer to ensure continuity of Association business.

4.8 The President, President-Elect, Past-President, Secretary, and Treasurer shall also serve as members of the UW-Madison Retirement Issues Committee or its successor. The Board may make recommendations to the University Committee and Academic Staff Executive Committee for additional members of that Committee in accordance with UW-Madison Faculty Policy and Procedures and Academic Staff Policy and Procedures.

4.9 The Board has the authority to appoint administrative and secretarial assistance, for example an Executive Director, Co-Directors, or Manager as needed. Remuneration may be paid as appropriate.

4.10 The Board shall designate the registered agent authorized to receive legal papers on behalf of the Association and shall direct the Secretary or designee to file that person's name and address with the Secretary of State.

4.11 The President, or an officer designated by the President, shall file the annual report of the Association with the Secretary of State, or as required by Chapter 181 of the Wisconsin Statutes.
Article 5 Committees

1 The Board shall establish a Nominating Committee, may establish other standing committees, and ad hoc committees as needed. The President may also establish ad hoc committees.

2 The Nominating Committee shall be appointed at the start of the fiscal year and serve until the start of the next fiscal year. Normally, it will be comprised of the three immediate Past Presidents and chaired by the least senior Past President. However, the Board may add additional members from among the Board membership or select another chair. The primary responsibility of the Nominating Committee is to develop a slate of candidates for the election of officers and directors to Board positions which will become vacant at the end of the fiscal year. The Nominating Committee also has the responsibility of suggesting replacements for any Board position which becomes vacant prior to its normal expiration.

3 The Board may determine the size and composition of any committee. Standing committees shall consist primarily of members of the Association. The Chair of any standing committee shall be an Association member appointed by the Board in consultation with committee members.

Article 6 Annual Business Meeting

The Annual Business Meeting of the Association shall be held each year in May or June at a place, date, and time determined by the Board. Both the President and the Treasurer will provide reports on the state of the Association at this meeting. The Board shall schedule additional meetings as needed.

Special meetings may be called upon written request of at least fifteen members of the Association. Written notice will be provided to the membership at least two weeks prior to any Association Meeting. A quorum of 15 members is required for Association business to be conducted.

Article 7 Dues

The dues of the Association will be approved by the Board. The Board may designate a membership year which is distinct from the fiscal year (see 4.7).

Article 8 Elections

1 Candidates for each open office will be proposed each year by the Nominating Committee. Elected officers shall begin their terms of office at the Board’s organizational meeting following the election.

2 The Nominating Committee shall present its slate at the Annual Business Meeting of the Association for election by the membership present. Additional nominations from the floor will be accepted at that meeting.
Article 9 Amendments

These Bylaws may be amended at any meeting of the membership by a majority vote of the members present and voting, provided that the proposed amendment has been submitted at a preceding meeting or in a written notice provided to the membership not less than one month prior to the vote. If an exception warrants action, a 2/3 vote of the Board may modify the Bylaws. This vote must then be ratified at the next Annual Business meeting.

Article 10 Rules of Order

Robert's Rules of Order shall govern the conduct of all meetings, except in instances in which they conflict with the Bylaws of the Association.

Article 11 Dissolution

If the Association dissolves, any remaining net assets shall be transferred to the Board of Regents of the University of Wisconsin System to be used for the benefit of the University of Wisconsin-Madison.