

Proposed Changes in the ASPRO Bylaws

March 2, 1994

1. Eliminate section describing ASPRO advisory committee, which has been superseded by the ASPRO Board of Directors.

Changes to bylaws:

Eliminate Article IV, which describes the composition and duties of the ASPRO advisory committee.

2. Revise the language describing the ASPRO Board of Directors selection process to clarify that ASPRO's president will be chosen by ASEC, and all other officers will be elected by the ASPRO Board; additionally, eliminate the provision that officers of the Board (with the exception of the president) must be Board members themselves. Finally, change the timing of officer elections to the fall from the summer, to allow ASEC to choose its ASPRO representatives on the Board before the officer selection process.

Changes to bylaws:

Section VI.A:

The principal officers of the corporation shall be a president, a **vice president**, a secretary, and a treasurer, each of whom, **with the exception of the president**, shall be elected by the Board of Directors ~~from among its members.~~

Section VI.B:

The officers of the corporation, **other than the president, who shall be elected by ASEC**, shall be elected annually by the Board of Directors **at a meeting no later than September** ~~at a meeting in June~~ and shall take office immediately.

3. Amend bylaws to allow affiliate Board members to be added at the discretion of the ASPRO Board of directors, to accomodate new ASPRO representation at UW-Milwaukee, Extension, and elsewhere.

Add Section V.5:

At the discretion of the ASPRO Board of Directors, affiliate, nonvoting Board members may be selected to represent UW campuses where ASPRO has a significant presence. Affiliate Board members would be ASPRO members selected by the ASPRO membership of those campuses.

ACADEMIC STAFF PUBLIC REPRESENTATION ORGANIZATION (ASPRO), INC.
Bylaws

ARTICLE I. PURPOSES AND FUNCTIONS

- A. The purposes of the corporation shall be as specified in the Articles of Incorporation.**
- B. The principal functions of the corporation shall be:**
 - 1. to inform the Board of Regents, state and local governments, their agencies when appropriate, and the general public about the academic staff role in the mission and operation of the university;**
 - 2. to communicate to the Board of Regents, state and local governments, their agencies when appropriate, and the general public the views of the Madison academic staff on matters of concern to the university;**
 - 3. to aid the Board of Regents, state and local governments, their agencies when appropriate, and the general public by facilitating its access to the expertise available within the Madison academic staff;**
 - 4. to recommend to the Academic Staff Executive Committee and the UW-Madison administration procedures for improving academic staff communication with the Board of Regents, state and local governments, their agencies when appropriate, and the general public;**
 - 5. to work toward establishing a more effective public information effort;**
 - 6. to keep the Academic Staff Executive Committee and the Academic Staff Assembly fully informed on matters under consideration by the legislature and other agencies of state and local government;**
 - 7. to inform and, when appropriate, seek assistance from the faculty, Alumni Association, student organizations, professional groups, and other organizations concerned with issues crucial to the university; and**
 - 8. to maintain contact and coordinate activities with UW Madison faculty and similar organizations on other UW-System campuses on issues in which there are common interests.**

The corporation will identify and utilize resources existing throughout the academic staff, including calling upon interested academic staff members to participate in communicating with government and the public.

ARTICLE II. MEMBERSHIP

The corporation has no members. It is fully controlled by the academic staff of the University of Wisconsin-Madison through its Assembly and Executive Committee to ensure that it expresses the views of the academic staff for whose benefit the corporation is organized.

ARTICLE III. EXECUTIVE DIRECTOR

- A. The work of the corporation shall be performed by an executive director and such other academic staff volunteers as situations require. Additional staff may be hired at the discretion of the Board with confirmation by the Assembly.
- B. It will be the responsibility of the Executive Director to carry out the functions of ASPRO, Inc. as listed in Article 1.B. In the absence of an Executive Director, the ASPRO Board of Directors will carry out the functions of ASPRO, Inc., as listed in Article I.B.

~~ARTICLE IV. ADVISORY COMMITTEE~~

~~A. The Executive Director will serve as chairman of the ASPRO, Inc. Advisory Committee. In the absence of an Executive Director, the chair person will be elected by the ASPRO Advisory Committee.~~

~~B. The Advisory Committee will consist of at least six persons in addition to the Executive Director: one person selected by and from the Compensation and Economic Benefits Committee (CEBC), one person selected by and from the Personnel Policies and Procedures Committee (PPPC), and four persons elected by and from the Assembly. Additional members may be added to the Advisory Committee by a majority vote of the Board of Directors.~~

~~C. Committee members will serve for two year terms with initial terms staggered to give continuity of membership.~~

~~D. A member whose term in the Assembly, on the CEBC, or the PPPC expires, will complete his/her term.~~

~~E. If, for any reason, a member is not able to complete his/her term, the original appointing body will select a replacement to finish the term.~~

~~F. The Advisory Committee will meet at least quarterly.~~

~~The Advisory Committee will advise the Executive Director on academic staff issues with implications and/or consequences for the Board of Regents, state and local governments, their agencies when appropriate, and the general public.~~

ARTICLE V. BOARD OF DIRECTORS

A. Membership

The ASPRO Board of Directors shall be appointed by ASEC and shall be comprised of:

1. The President of ASPRO;
2. Three (3) members of ASEC (two additional members if the ASPRO President is a member of ASEC);
3. Six (6) members-at-large chosen by ASEC and confirmed by the Assembly, after calling for nominations from ASPRO members, Assembly representatives, other individuals, or receiving self-nominations. These members will be selected based on considerations of breadth, continuity, and expertise in areas including legislative relations, membership solicitation, and communications;
4. One (1) member of the UW-Extension Academic Staff Council;
(NOTE: The Extension member will be added to the BOARD when at least 65 members of the UW-Extension academic staff have joined ASPRO. The addition of the UW-Extension academic staff and an ASPRO Board member from the UW-Extension academic staff is on a trial basis through June 30, 1994. A reievew of the effectiveness of this relationship will be completed and a report with recommendations presented to the UW-Madison Academic Staff Assembly by the ASPRO Board prior to July 1, 1994.)

B. Ex-Officio Membership

Unless BOARD members, the following shall serve as ex-officio members of the BOARD:

1. The Secretary of the Association who shall assist in preparations for meetings and in preparing minutes for distribution to BOARD members;
2. The Treasurer of ASPRO.

C. Election of Officers

seeking advice, consent, or ratification of its actions, as necessary or proper, from the Academic Staff Assembly. The Assembly shall retain authority to review and, by majority vote, to modify or rescind any action taken.

At the discretion of the ASPRO Board of Directors, affiliate, nonvoting Board members may be selected to represent UW campuses where ASPRO has a significant presence. Affiliate Board members would be ASPRO members selected by the ASPRO membership of those campuses.

G. Meetings

1. The Board of Directors shall meet at least once a month when the Wisconsin Legislature is in session and at least once a year otherwise. The time and place of the meeting shall be decided by the president of the board, and members shall be notified by United States mail, campus mail, or telephone at least forty-eight (48) hours prior to the meeting. If notice is by United States or campus mail, it is deemed delivered within the required time if it is deposited in the United States or campus mail five (5) working days prior to the time of the meeting.
2. Whenever any notice whatsoever is required to be given to any director under these bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, is sufficient.
3. The Board of Directors may establish, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.
4. Actions of the Board of Directors may be taken without meeting if a consent in writing, setting forth the action so taken, is signed by two-thirds (2/3) of the directors then in office.

H. A quorum consists of five (5) members of the Board of Directors. Unless otherwise stated in these bylaws, decisions of the board shall be by majority vote of those members present at a meeting for which a quorum has been satisfied.

ARTICLE VI. OFFICERS

A. The principal officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, each of whom, with the exception of the president, shall be elected by the Board of Directors, ~~from among its members~~. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary and the offices of president and vice president.

B. The officers of the corporation, other than the president, who shall be elected by ASEC, shall be elected annually by the Board of Directors at a meeting no later than September 30, 1996 and shall take office immediately.

~~Directors at a meeting in June and shall take office immediately.~~ If the election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected or until his death or until he resigns or is removed as provided in V.C.

- C. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby.
- D. Officers, assistant officers, and agents elected or appointed by the Board of Directors shall have such powers and perform such duties as may from time to time be prescribed by resolution of the Board of Directors and, failing such resolution, shall have such powers and perform such duties as are normally incident to such offices.

ARTICLE VII. MISCELLANEOUS

- A. Fiscal Year. The fiscal year of the corporation shall begin on July 1 of each year.
- B. Finances. The corporation shall be financed by voluntary payroll deductions authorized by academic staff members, by direct payments by academic staff members if they prefer, and by any gifts, grants, bequests, or devises which may be accepted by the Board of Directors.
- C. Nonprofit Basis. The corporation shall operate on a nonprofit basis. In the event a surplus accrues, above a reasonable reserve for contingencies, the Board of Directors shall ask the Academic Staff Assembly to reduce the contribution of the academic staff.
- D. Audit. The corporation shall be audited by a qualified person on an annual basis.
- E. Agents. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances.
- F. Depository. All funds of the corporation shall be deposited with such depository or depositories as determined by the Board of Directors except that the executive director may retain funds totaling up to \$100.00 as a petty cash account.
- G. Distribution of Assets on Dissolution. Upon dissolution of the corporation, the

Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall give the remaining assets, if any, to the Regents of the University of Wisconsin System to be used for the benefit of the University of Wisconsin-Madison.

- H. Substituting a Contract Lobbyist for the Executive Director. If, because of circumstances beyond the control of the corporation, the position of Executive Director is vacant, the Board of Directors by a two thirds vote and confirmation of the Assembly may hire a registered contract lobbyist. The term of such contract may be for no longer than six months and may be renewed by the Board and the Assembly.

ARTICLE VIII. AMENDMENT

These bylaws may be amended by a two-thirds recommendation of the Board of Directors and confirmation of the Assembly by a majority vote.

ARTICLE IX. EFFECT

These bylaws shall take effect when adopted by a majority vote of the Assembly.