

BYLAWS
UNIVERSITY OF WISCONSIN SYSTEM
ACADEMIC STAFF PUBLIC REPRESENTATION ORGANIZATION
(ASPRO), INC.
(March 27, 1996)

ARTICLE I - NAME

The name of this corporation shall be the Academic Staff Public Representation Organization (ASPRO), Inc.

ARTICLE II - PURPOSES AND FUNCTIONS

- A. The purposes of this corporation shall be as specified in the Articles of Incorporation.
- B. The principal functions of the corporation shall be:
1. to communicate to the Board of Regents, state and local government officials, their agencies when appropriate, and the public, the views of the UWS academic staff on matters of concern to the UWS;
 2. to aid the Board of Regents, state and local government officials, and their agencies when appropriate, by facilitating access to the expertise available within the UWS academic staff;
 3. to recommend to the UWS academic staff governance bodies and to the UWS-Administration procedures for improving academic staff communication with the Board of Regents, state and local government officials, their agencies when appropriate, and the public;
 4. to keep the UWS academic staff governance bodies fully informed on relevant issues under consideration by the Legislature and other agencies of state and local government; and
 5. to maintain contact and coordinate activities with the UWS campus faculties, alumni associations, student organizations, professional groups, and other organizations concerned with legislative issues crucial to the UWS.

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

ARTICLE III - MEMBERSHIP

The corporation has no members. It is fully controlled by the UWS ASPRO Board of Directors who are elected by UWS campus ASPROs in accordance with Article IV.A. and B. to ensure that

the UWS ASPRO expresses the views of the academic staff for whose benefit the corporation is organized.

ARTICLE IV - BOARD OF DIRECTORS

A. Members - voting

Campus ASPROs in the UWS shall be represented on the UWS ASPRO Board of Directors by one voting board member for every 100 ASPRO members on a campus. Campus ASPROs with less than 100 ASPRO members shall be granted one voting member whenever at least 10% of the academic staff employed by the campus are ASPRO members. Notwithstanding, the total Board membership from any single campus shall not exceed nine members. For the purposes of this section the UWS Centers, combined, are considered one campus.

B. Members - non~~nt~~-voting

Campus ASPROs that have not attained voting board membership requirements under Article IV.A. shall be eligible to send one nonvoting representative to the ASPRO Board whenever at least five academic staff members employed by the campus are ASPRO members.

C. Selection of Board Members

The Board members prescribed under Article IV.A. and B. shall be members of the UWS ASPRO and shall be selected by each campus ASPRO according to procedures established by its members.

~~D. Election of Officers~~

~~The Board shall elect its officers annually at its first meeting after September 1st of each calendar year and they shall take office immediately.~~

D. Length of Term

Board members shall serve ~~be elected~~ for two-year terms and may be reelected or reappointed. Terms shall be staggered insofar as possible to maintain continuity of the Board membership.

E. Voting

Each voting member of the Board selected under Article IV.A. shall have one vote.

F. Responsibilities

The UWS ASPRO Board of Directors has the primary responsibility for:

1. providing oversight of effective relations with the state legislature;
2. communicating with the UWS Board of Regents, the UWS-Administration, UWS campuses and their administrators, state and local government officials and the public on legislative issues of importance to the UWS academic staff community; and
3. soliciting for system-wide ASPRO membership.

Each UWS ASPRO Board of Directors member is expected to contribute actively to one of these areas: legislative relations, communications or membership. The Board may appoint committees as necessary to carry out its work, and may include non-Board members of ASPRO. Each committee shall be chaired by a voting ASPRO Board member.

G. Duties

The UWS ASPRO Board of Directors shall:

1. act for the UWS ASPRO on all matters of business;
2. prepare and submit a report of its activities to campus ASPROs within thirty (30) days of each Board meeting;
3. employ an executive director, lobbyist and/or other staff to support the ASPRO activities;
4. review proposed legislation, take positions, and represent these positions to the elected officials and legislative bodies as is appropriate; and
5. select chairs and direct the activities of committees established by the UWS ASPRO Board of Directors.

H. Meetings

1. The UWS ASPRO Board of Directors shall meet at least once every two months 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 US mail, campus mail, e-mail, fax, 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 US or campus mail five (5) working days prior to the time of the meeting.
2. Whenever a notice is required to be given to a board member under these bylaws or any provision of law, the board member may waive this requirement by signing a written waiver.
3. The UWS ASPRO Board of Directors may establish, by resolution, the time and place for the holding of meetings without other notice than such resolution.

4. Actions of the UWS ASPRO Board of Directors may be taken without meeting. These actions will require a if consent is given by two-thirds (2/3) of the voting board members then in office by mail ballot or another means whereby a written response can be obtained, e.g. electronic mail.
5. A quorum consists of a simple majority of the UWS ASPRO 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. Board members must be in attendance at meetings to vote. Voting board members who participate in Board meetings by teleconference are presumed to be in attendance.
6. As is practical, meetings of the UWS ASPRO Board should be hosted by campus ASPROs on a rotating basis as determined by the UWS ASPRO Board of Directors.
7. Special meetings of the UWS ASPRO Board of Directors may be called by the President or upon the written request of three members. The purpose of the meeting shall be stated in the notice. Except in cases of emergency, at least five days notice shall be given.
8. When vacancies or resignations occur, the UWS ASPRO President shall notify the ASPRO chapter having a vacant seat. The ASPRO chapter shall select a replacement member for the seat and will provide written notification of the replacement member to the UWS ASPRO President. The new member of the board will be seated at the next board meeting.

ARTICLE V - OFFICERS

- A. The principal officers of the corporation shall be a president, vice president, secretary, and treasurer, each of whom shall be elected by the UWS ASPRO Board of Directors. 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 the president and vice president.
- B. The Board shall elect its officers annually at its first meeting after September 1st of each calendar year and they shall take office at the close of the meeting at which they are elected.
- C. Each officer shall hold office until a successor shall have been duly elected, or until his/her death, or until he/she resigns or is removed as provided in V.D.
- D. The UWS ASPRO Board of Directors, at its option, may elect persons who are not voting members of the Board to the offices of Secretary and Treasurer. Whenever this occurs, these officers shall be ex-officio members of the Board and shall not vote.
- E. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby.

- F. 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 these bylaws, by resolution of the Board of Directors and, by the parliamentary authority adopted by this corporation. ~~failing such resolution, shall have such powers and perform such duties as are normally incident to such offices.~~

ARTICLE VI - CAMPUS ASPROs

- A. ASPRO members on a UWS campus may establish a campus ASPRO and select its officers solely at the prerogative of its members. A campus ASPRO may take positions on issues that are not in agreement with those taken by the UWS ASPRO Board. However, campus ASPROs shall not represent these variant positions to elected officials or the public as positions of UWS ASPRO without the expressed approval of the Board of Directors.
- B. Campus ASPROs shall be represented on the UWS ASPRO Board of Directors as prescribed under Article IV.A. and B.

Responsibilities of campus ASPROs include, but are not limited to:

1. coordinating effective relations with elected officials;
2. communicating with the Board of Regents, UWS-Administration, other UWS campuses and their administrations, state and local government officials and the public on issues of importance to the academic staff of the campus and the positions on issues adopted by the UWS ASPRO Board of Directors; and
3. solicitation of campus ASPRO membership.

ARTICLE VII - MISCELLANEOUS

- A. *Fiscal Year.* The fiscal year of the corporation shall begin on January 1 of each calendar year.
- B. *Budget Finances.* The corporation shall be financed by voluntary payroll deductions, direct payments, gifts, grants, bequests, or other devices that may be accepted by the UWS ASPRO Board of Directors.
- C. *Dues.* Dues for employees shall be 1/10 of 1% of the monthly gross salary.
- D. *Nonprofit Basis.* The corporation shall operate on a nonprofit basis. Notwithstanding VII.C, in the event a surplus accrues, above a reasonable reserve for contingencies, the UWS ASPRO Board of Directors shall reduce the contribution of the academic staff.
- E. *Audit.* The corporation shall be audited by a qualified person at least every three years or as voted by 50% of the UWS ASPRO Board of Directors.

- F. *Agents.* The UWS ASPRO 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.
- G. *Depository.* All funds of the corporation shall be deposited with such depository or depositories as determined by the UWS ASPRO Board of Directors.
- H. *Distribution of Assets on Dissolution.* Upon dissolution of the corporation, the UWS ASPRO 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 System academic staff.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

ARTICLE IX- AMENDMENTS

These bylaws may be amended by a two-thirds vote of the UWS ASPRO Board of Directors. Amendments to these bylaws must be forwarded in writing to board members at least ten (10) days prior to the next scheduled meeting.