

**PROPOSED AMENDMENTS TO THE**  
**BY-LAWS**  
**OF THE**  
**WISCONSIN AGRICULTURAL AND**  
**LIFE SCIENCES ALUMNI ASSOCIATION, INC.**

**Proposed August 2016**

**ARTICLE I—BOARD OF DIRECTORS**

*Section 1.* Composition: The board of Directors shall consist of up to twenty-one (21) members.

- (1) Two (2) directors shall be elected from the CALS Student Association or CALS Ambassadors each year. Interested students shall complete an application for submission to the WALSAA board each spring term. (He or she shall assume office at the time of selection and serve until the next annual selection). The student may be a sophomore or junior.
- (2) One (1) director shall be appointed by the Dean, in consultation with the Corporation's Board of Directors, from the faculty of the College of Agricultural and Life Sciences. This Faculty member shall be annually appointed prior to each annual meeting.
- (3) One (1) director shall represent the College of Agricultural and Life Sciences Career Services Office. This faculty member shall be annually appointed prior to each annual meeting by the Executive Committee in collaboration with the Dean.
- (4) One (1) director shall be appointed by the Dean, in consultation with the Corporation's Board of Directors, from the College of Agricultural and Life Sciences Dean's Office. This faculty member shall be annually appointed prior to each annual meeting. Preference is given to the Assistant Dean of External Relations or and equivalent.
- (5) One (1) director shall be appointed by the UW Foundation, in consultation with the Corporation's Board of Directors, to represent and report on the organization's funds held at the Foundation.
- (6) The Dean and UW Foundation appointed directors shall be non-voting directors.
- (7) The remaining up to fifteen (15) at-large directors shall be elected for three (3) year terms with up to five (5) directors being elected each year. The term of office for the at-large directors shall begin and terminate with the annual meeting.
- (8) At least one (1) at-large director shall be an alumnus of the Wisconsin Farm and Industry Short Course and shall serve as the chair of the Farm and Industry Short Course Committee.
- (9) In the event of a vacancy on the board of Directors, the Board shall have the power to fill any unexpired term.
- (10) The fifteen (15) directors elected by the Corporation's membership must be alumni of the College of Agricultural and Life Sciences and are restricted to no more than two (2) consecutive terms on the Board of Directors.

*Section 2* Election of the Board of Directors

- (1) The Executive Committee (see Article II) shall serve as the nominating committee. It shall be the responsibility of this committee to select one (1) nominee for each vacant position on the Board of Directors.
- (2) Additional nominations to the board of Directors may be made from the floor during annual meetings.

### *Section 3. Meetings*

- (1) The meetings of the Board of Directors shall be called by the President or Vice President of the Board of Directors of the Corporation.
- (2) Fifty percent plus one voting members of the Board of Directors shall constitute a quorum, which shall be necessary for the transaction of business.

## **ARTICLE II — OFFICERS**

The officers of this Corporation shall be President, Vice-President, Secretary/Treasurer and Past-President.

The President, Vice-President and Secretary/Treasurer shall be elected by and from the Board of Directors. The election of officers shall take place at the next Board meeting immediately following the annual meeting. The President and Vice-President shall hold office for a term of one (1) year and shall not hold the same office for more than two (2) consecutive years. The Secretary/Treasurer shall hold office for one (1) year but shall not have a term limit. The Secretary/Treasurer shall, among other things, manage and supervise an accountant and/or bookkeeper appointed by the Board. The officers: President, Vice-President, Secretary/Treasurer and past President shall constitute the Executive committee. The Executive Committee shall have the authority to conduct routine business during the interim between meetings of the Board of Directors.

## **ARTICLE III — MEMBERSHIP**

*Section 1.* Regular membership in the Association shall be open to all graduates, former students and faculty of the college of Agricultural and Life Sciences, including all of its degree programs and the Farm and Industry Short course. Membership may also be accepted from any individual who expresses an interest in the College of Agricultural and Life Sciences and the goals of this Association.

*Section 2.* Honorary membership may be extended to any individual whom the Association chooses to so honor.

*Section 3.* The By-Laws of this Association may provide for other classes of membership.

## **ARTICLE IV — GENERAL MEMBERSHIP MEETINGS**

*Section 1.* The annual meeting of the Association shall be held each year on or near the University of Wisconsin-Madison campus at a time designated by the Board of Directors.

*Section 2.* Special meetings for the Association members may be called at the discretion of the President, subject to approval by the Board of Directors. Special meetings may also be called by a majority of the Board of Directors.

*Section 3.* Fifty (50) members of the Association may petition the Board of Directors to call a special meeting of the Association membership. The Board of Directors must call a meeting of the general members within (90) days of receiving the petition.

*Section 4.* In the event of a special meeting, notices stating the time, location and purpose of the meeting shall be e-mailed to the membership and posted using social media channels at least thirty (30) days prior to the date of said meeting.

## **ARTICLE V — FUNDS**

All funds received by the corporation shall be deposited in bank accounts designated by the Board of Directors or its Executive Committee. No funds shall be withdrawn from such accounts except by ~~checks signed by the President, Vice President or Secretary/Treasurer as authorized by~~ rules established by the Board of Directors or its Executive Committee.

## **ARTICLE VI — DUES**

The Board of Directors shall be authorized to determine the charge for membership and dues annually.

## **ARTICLE VII — AMENDMENTS TO THE BY-LAWS**

*Section 1.* Amendments to the by-laws may be made at any regular or special meeting of the Association by a majority of the members present with thirty (30) days notice to the full membership. Notices shall be e-mailed to the membership and posted using social media channels at least thirty (30) days prior to the date of said meeting.

*Section 2.* Amendments to, or changes in these by-laws may also be made by a referendum vote, by mail, of all the members of the Association for whom a current address is available. The proposed amendment(s) shall pass provided that a majority of the votes received at the Association's headquarters within thirty (30) days of the mailing are for adoption.

For a referendum vote by mail, proposals or petitions for amendments(s) to the by-laws, bearing the signature of at least fifty (50) members of the Association, must be filed at the headquarters of the Association at least sixty (60) days prior to the date of mailing.

## **ARTICLE VIII — LIABILITY**

To protect against personal liability, WALSAA will maintain Directors and Officers Insurance. In addition, Directors and or Officers, of the WALSAA Board are given the right to indemnification (reimbursement) for any litigation costs, as well as any judgments or settlements to the fullest extent permitted by law.

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