

BYLAWS  
of  
FRIENDS OF THE CAMPUS, INC.

PREAMBLE

These bylaws shall supersede all previous Bylaws and amendments thereto and shall be consistent with the provisions of Chapter 181 of the Wisconsin Statutes and with the Articles of Incorporation and all subsequent restatements and amendments thereto filed with the Secretary of State under which this organization is incorporated as a non-stock, non-profit corporation, and shall govern the administration and activities of this organization. Furthermore, the provisions of Chapter 181 of the Wisconsin Statutes and Roberts Rules of Order shall govern the proceedings of this organization not herein provided for.

ARTICLE I. PURPOSES AND OBJECTIVES

As stated in the Articles of Corporation, the purposes of this organization are exclusively educational and charitable, and to promote the welfare and advance the objectives of the UW-Baraboo/Sauk County College of the University of Wisconsin System.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Board Members.

- a. The business and property of the corporation shall be vested in a Board of Directors consisting of no more than twenty-one (21) members. Three (3) of these shall be considered ex-officio, being the Dean of the campus, a faculty representative, and a student representative.

Section 2. Powers of the Board.

- a. The Board of Directors shall have the power to conduct the affairs of this organization and to delegate such authority as is not otherwise set forth in these Bylaws.
- b. The Board of Directors shall have the power to create or terminate an executive committee, special boards of trustees or advisors, and such permanent and special committees as are deemed necessary and which may include a nominating committee, a program committee and a publicity or public relations committee as shall be required. The manner in which committee chairmen and committee members shall be appointed and the manner in which the committee operates shall be set forth in the regulations and proceedings.

### ARTICLE III. OFFICERS

#### Section 1. Classification of Officers

- a. The officers shall be a president, vice-president, secretary and treasurer and such officers shall be members of the Board of Directors.
- b. Other officers may be elected or appointed as the Board of Directors may determine.

#### Section 2. Duties.

- a. Officers shall perform the duties traditional to their offices and in conformity to state statute and Roberts rules of Order and may assume such other duties as the Board may request among which may be the chairmanship of special or permanent committees. However, no two offices of Board rank may be combined.
- b. All officers and directors shall familiarize themselves with these Bylaws and the Articles of Incorporation upon their election or appointment.

### ARTICLE IV. ELECTIONS

#### Section 1. Directors at Large.

- a. Directors at large shall be nominated and elected by the members of the Board and elected each year at the annual meeting of the organization for a term of three (3) years.
- b. Vacancies among directors at large occurring before the expiration of their term may be appointed by the President, and those so appointed shall complete the term of the director at large they replace. Appointment will be confirmed by the Board at the next scheduled meeting.

#### Section 2. Officers.

- a. Officers with Board rank--president, vice-president, secretary, treasurer— shall be elected by the Board of Directors at the annual meeting to serve for a period of one (1) year and until their successors are chosen.
- b. Vacancies in all offices occurring before the expiration of the specified term of office shall be filled by election by the Board of Directors and those so elected shall hold office until the next scheduled election for that office.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting.

The annual meeting of this organization shall be held on the third Wednesday in the month of July each year.

Section 2. Other Meetings.

Other meetings of the Board of Directors may be called by the president; on the instruction of the Board of Directors; or upon the written request of ten (10) members. When a special meeting of the members is called, each member shall be notified in person or by mail as to the time and place.

Section 3. Quorum.

Ten (10) members present or voting by proxy shall constitute a quorum.

(Amended on 9/22/93 to read: Eight (8) members present or voting by proxy shall constitute a quorum.)

ARTICLE VI. FISCAL YEAR

The fiscal year shall extend from midnight, July 1, to midnight of the succeeding June 30.

ARTICLE VII. FUNDS

Section 1. Bank Accounts.

All funds received by the corporation shall be deposited in bank accounts or invested as designated by the Board of Directors or its Executive Committee.

Section 2. Dissolution.

In the event of dissolution of the corporation, all funds shall be transferred to its successor organization, whether or not incorporated, provided the purpose of said successor organization is also exclusively educational and charitable; otherwise, said funds shall be transferred to and become the property of the University of Wisconsin Foundation.

ARTICLE VIII. VOTE BY MAIL

The president may arrange for voting by mail on any questions which may properly come before the Board. Ballots from at least two-thirds of the voting members of the Board must be returned in order to validate the vote on any question. A majority of the members voting shall be necessary for passage. In addition to the opportunity to vote for or against the questions under

consideration, the ballot shall also provide a space where members of the Board may indicate their desire to postpone action on the question for further consideration. In each case of a mail ballot, the president of the corporation shall indicate a time limit for returning these votes.

ARTICLE IX. AMENDING BYLAWS

The Bylaws of the corporation may be amended at any meeting of the Board of Directors at which at least eight (8) voting members are in attendance if a majority of those in attendance vote in favor of such amendment. Five (5) day advance written notice of such proposed amendments shall be sent to all directors.

Amended: 9/22/93  
Amended: 7/20/94  
Amended: 7/17/02