

**BY-LAWS OF THE
UNIVERSITY OF WISCONSIN
NAVAL RESERVE OFFICERS TRAINING CORPS
ALUMNI ASSOCIATION, INC.**

ARTICLE I - BOARD OF DIRECTORS

Section 1. General Powers: The Association Board of Directors is the policy-making body of the University of Wisconsin (UW) Navy Reserve Officer Training Corps (NROTC) Alumni Association and is responsible for the presentation and adoption of the annual budget, managing legal activities, maintaining accurate records of its proceedings, and ensuring compliance with state statutes. The Association Board of Directors (BOD) is given all the powers necessary to accomplish any or all of the purposes for which the Association has been organized. By way of illustration and not limitation, the Board is responsible for electing the officers, drafting and amending the By-Laws, and managing all of the affairs and property of the Association.

(a.) Composition: The BOD shall consist of at least eight (8) voting members but no more than 15, the Commanding Officer and Executive Officer of the UW NROTC Unit who are both non-voting members and an optional non-voting guest member. The voting members of the BOD will be made up of elected members of the Association, all of whom must be Alumni or Associate Members (as defined in Article III, Section 1. a. and b.) of the Association. The guest member, a Midshipman from the UW NROTC Badger Battalion may participate at the discretion of the Commanding Officer/Professor of Naval Science. The purpose of Midshipmen participation on the Association Board, and if necessary, its committees, is to provide the Board with Midshipman input regarding Association priorities and to provide leadership and mentoring opportunities for future Naval/Marine Corps Officers. Directors need not be residents of the State of Wisconsin and may participate in Board meetings via electronic means including, but not limited to telephone conference, video conference, or web-based medium as feasible.

(b.) Elected Members. Elected members of the Board shall serve three (3) year terms. The term of office for elected directors shall begin and end with annual meetings of the Association or at such time as a successor is duly elected or appointed as the case may be.

(c.) Resignations: A member of the Board may resign by forwarding, to the Board President, a resignation in writing. Such resignations shall be effective when received by the President or when indicated in the letter of resignation.

(d.) Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the

BOD. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office if confirmed by membership vote at the next annual meeting of the Association.

(e.) Eligibility. The elected members of the BOD may include up to three (3) Associate Members. Elected members of the Board are restricted to no more than three (3) consecutive terms.

(f.) Miscellaneous. Additional advisory positions may be appointed by the Board at their discretion to enhance depth, talent, and capability within the Association's leadership.

Section 2. Election of the Board of Directors

(a.) Nominating Committee. The President shall appoint a nominating committee of three (3) members from the Association membership. It shall be the responsibility of this committee to select at least one (1) nominee for each vacant position on the BOD and to notify the membership in writing of those selections at least 30 days prior to the annual meeting. Additional nominations to the BOD may be made in writing by submission of a proposal or petition bearing the signature of at least five (5) voting members of the Association at any time other than the 45 day period immediately prior to the annual meeting of the Association.

(b.) Elections. Members of the Board will be elected by the Association on an annual basis using in-person votes at the annual meeting and/or paper ballots sent and received by mail and/or electronic ballots administered via web-based voting protocol as prescribed by the BOD. Specific procedures will be developed and published by an Election Committee duly appointed by the Board President. This subsection envisions and embraces technological changes that will enhance voting and participation by the Association's membership.

Section 3. Meetings

(a.) The President or the Secretary of the BOD of the Association shall call meetings of the BOD. A regular meeting of the BOD shall be held without any other notice than the By-Laws immediately after, and at the same place as, the annual meeting of the members. The BOD may provide, by resolution, the time and place for holding additional meetings without other notice than such resolution. Additional meetings shall be held at the principal office of the Association in the absence of any designation in the resolution.

(b.) Upon written request to the President by any five Directors, the President shall call, within ten days, a meeting of the BOD. Should the President fail to call such meeting so requested within the prescribed time, the requestors may issue such call, reciting the President's failure to convene a quorum of the Board. Any meeting held pursuant to such call shall be a legal meeting, and its actions deemed valid and binding as though such meeting had been called by the President.

(c.) There must be at least five (5) voting members of the BOD for the transaction of business. All parliamentary matters not specifically defined in the Articles of Incorporation or the By-Laws shall be administered in accordance with Robert's Rules of Order.

(d.) Action without a Meeting: The President may arrange for voting by mail, electronic mail, or other suitable electronic system on any questions which may properly come before the Board. Ballots from at least half of the 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 Board members the option to postpone action on the question until sufficient information is provided to satisfy the reason for delay. The President shall indicate a time limit for returning these ballots, and retain copies of each response for review, ratification, and recording in the official minutes at the next regular meeting of the Board.

ARTICLE II - OFFICERS

Section 1. Officer Positions. Association Officers shall consist of the President, Vice-President, the Secretary, and the Treasurer.

Section 2. Election of Association Officers. The President, Vice-President, the Secretary, and the Treasurer shall be elected by and from the BOD. A majority vote by the Directors is required for election to these offices. Any Officer elected or appointed by the Directors also may be removed by a majority vote of the Directors whenever in their judgment the best interests of the Association would be served thereby.

Section 3. Term limits. The election and installation of officers shall be held at annual meetings of the Association following the election and installation of that year's new Directors. The President and Vice-President shall hold office for a term of two (2) years and shall not hold the same office for more than three (3) consecutive terms. If the President or Vice-President is at the end of his/her three (3) year term half way through his/her President or Vice-President term then the term will be extended one year.

Section 4. Executive Committee. The President, Vice-President, the Secretary, and the Treasurer, plus the NROTC Unit Commanding Officer shall constitute the Executive Committee of the Association. The Executive Committee shall have the authority to conduct routine business during the interim between meetings of the BOD and shall act on behalf of the Association in the general management of the Association's property, finances, and legal interests.

Section 5. The duties of the Association's officers are as follows:

(a.) President:

The President shall direct the activities of the Board; preside at all meetings of the Association, including those of the BOD; ensure compliance with the By-Laws and regulations governing the Association; submit all reports required or requested by state or national organizations; and represent the Association in public affairs. The President shall prepare an address to be presented at the next annual meeting following his installation and each annual meeting thereafter during his term of office. The President shall appoint the members of committees and representatives not otherwise provided for in

the By-Laws. He/she shall be Chairman of the Executive Committee and shall have executive supervision over the activities of the Association, within the scope provided by these By-Laws. He/she may sign checks on behalf of the Association and shall ensure that financial audits are periodically conducted, bonding and indemnification requirements comply with the Association Articles of Incorporation, and that Association business is conducted in accordance with applicable county, state, and federal statutes.

(b.) Vice-President:

The Vice-President shall be a member of the Executive Committee and assist the President as approved by the BOD. In the event of absence, incapacity or resignation of the President, the Vice-President shall assume the duties of the President. The Vice-President may serve as chairmen of major committees, represent the Association at events which the President is unable to attend, and generally be understudying the duties of the Board President. The Vice-President is authorized to sign Association checks when necessary.

(c.) Secretary:

The Secretary shall maintain Board records such as By-Laws, minutes of the Association and Executive Committee or other meetings; maintain an accurate roster of members; help conduct the business of the Association by handling correspondence as designated by the President; arrange programs, provide appropriate notice of meetings, edit publications of the Association, and prepare and render an annual report to the membership.

(d.) Treasurer:

The Treasurer shall be responsible for the safekeeping of Association funds and for maintaining adequate financial records, including a record of all receipts and expenditures. The Treasurer shall establish and manage the Association's bank accounts. All moneys received shall be deposited with a reputable banking institution in the name of Wisconsin NROTC Alumni Association. Moneys shall be paid out only by numbered checks. If, for whatever reason, the Treasurer is unable to sign a check, the signature of the President or Vice President shall be accepted instead. The Treasurer shall prepare and oversee the Association's budget; submit a quarterly report to the BOD on the Association's financial status; and prepare and render an annual report based upon the calendar year to the general membership. The Treasurer shall be a member of the Executive Committee and prepare the financial portion of the Board's annual report. The Treasurer shall arrange for an annual audit of the Association's financial activities by an independent agent. The Treasurer shall be bonded in accordance with Wisconsin state law.

Section 6. Special Committees. The President shall appoint such special committees as may be required and deemed necessary to accomplish Association business. The President shall appoint a chairperson of each such committee annually, following his/her own election as President of the BOD. Committee chairpersons may be reappointed but shall not chair the same committee more than three (3) consecutive years.

ARTICLE III - MEMBERSHIP & DUES

Section 1. Membership Classes. The membership of this organization shall be divided into three classes:

a. Alumni Members - Alumni membership in the Association shall be open to all graduates, former faculty and staff members of the University of Wisconsin-Madison's Department of Naval Science.

b. Associate Members - Associate membership may be accepted from any individual who expresses an interest in serving the University of Wisconsin-Madison's Department of Naval Science and is committed to supporting the goals of the Association. Associate members will receive all benefits of Alumni membership.

c. Honorary Members - Honorary membership may be extended by the BOD to any individual whom the Board chooses to so honor. Honorary members are privileged to take part in all social activities of the Association, but shall not be eligible to vote or to hold regular office in the Association.

Section 2. Other Members. The By-Laws of this Association may provide for other classes of membership.

Section 3. Membership Dues and Fees. The BOD shall be authorized to determine the charge for membership and dues. Association membership shall be entered on a calendar-year basis. The annual dues shall be payable in advance by December 31 annually, and members in arrears more than one year after payment is due should be deemed inactive and ineligible for membership benefits such as printed copies of the Association's newsletter, Association sponsored reunions, or other benefits as the BOD sees fit.

Section 4. Types of Membership. Membership in this organization shall be divided into three types:

a. Annual Membership. Those who choose to renew their membership on a yearly basis. On a per-annum basis, this should be the mostly costly type of membership.

b. 5-Year Membership. Those who choose longer term membership and wish to pay every five years rather than annually. On a per-annum basis, this type of membership should offer a less costly option when compared to the annual membership.

c. Lifetime Membership. Those who choose to contribute a larger sum of money in exchange for permanent/lifetime membership in the Association. This type of membership should offer extended benefits but properly consider the cost and lost periodic revenue.

ARTICLE IV - FUNDS

Section 1. All funds received by or withdrawn from Association financial accounts shall be in accordance with Article 2, section 5.(d).

Section 2. Securities or other assets acquired by the Association may be transferred, sold, or exchanged in accordance with the Articles of Incorporation. The BOD Executive Committee must approve all

financial actions of this nature.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Business Meeting. The regular business meeting of the Association shall be held annually on or near the University of Wisconsin-Madison campus at a time designated by the BOD, if feasible, or alternatively held by virtual, electronic, tele-conference, video conference, or other adequate means as adopted by the BOD.

Section 2. Special Meetings. Special meetings for the Association membership may be called at the discretion of the President, subject to approval by the BOD. Special meetings may also be called by a majority of the BOD.

Section 3. Member-Requested Meetings. Twenty-Five (25) Alumni or Associate Members of the Association may petition the BOD to call a special meeting of the full membership. The BOD must call a meeting of the general membership within sixty (60) days of receiving the petition from the active membership.

Section 4. Notice. In the event of a special meeting, printed notices stating the time, location, and purpose of the meeting shall be mailed and/or emailed and/or communicated via web-based protocol to the membership at least thirty (30) days prior to the date of said meeting. Any meeting held pursuant to such call shall be a legal meeting, and its acts and proceedings as valid and binding.

ARTICLE VI - AMENDMENTS TO THE BY-LAWS

Section 1. Thirty (30) days notice in writing via mail and/or electronic mail shall be given to the membership of the Association prior to any amendments of these By-Laws.

Section 2. Amendments to the By-Laws may be made by the BOD and will be effective after the thirty (30) day notice period. Such amendments, however, subsequently must be confirmed by the general membership, either at a regular or special meeting or by proxy vote or by electronic, web-based balloting protocol.