

AMENDED AND RESTATED BYLAWS
of the
Public Representation Organization of the Faculty Senate (PROFS), Inc.
(Approved 05/17/99, amended 07/12/00, 7/26/00, 9/16/02, 6/29/09, 10/10/11)

ARTICLE I
NAME AND LOCATION

- Section 1.1** **Name.** The name of the corporation is Public Representation Organization of the Faculty Senate (PROFS), Inc.
- Section 1.2** **Principal Office.** The principal office of the corporation is located at Bascom Hall, University of Wisconsin-Madison, Madison, Dane County, Wisconsin.
- Section 1.3** **Registered Agent.** The corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the corporation. The identity and address of the registered agent of the corporation may be changed from time to time by resolution of the Board of Directors and notification pursuant to the relevant provisions of the Wisconsin Statutes.

ARTICLE II
PURPOSES AND FUNCTIONS

- Section 2.1** **Purposes.** The purposes of the corporation shall be as specified in the Articles of Incorporation.
- Section 2.2** **Functions.** The principal functions of the corporation shall be:
1. to inform the public and state government about the purpose, mission, and operation of the university;
 2. to communicate to state government and the general public the views of the Madison faculty on matters of concern to the UW-Madison;
 3. to aid state government by facilitating its access to the expertise available within the UW-Madison faculty;
 4. to recommend to the University Committee and the UW-Madison administration procedures for improving faculty communication with state government;
 5. to work toward establishing a more effective public information effort for UW-Madison faculty;
 6. to keep the University Committee and the Faculty Senate fully informed on matters under consideration by the legislature and other agencies of state and federal government;
 7. to inform and, when appropriate, seek assistance from the alumni association, professional groups, and other organizations concerned with issues crucial to the university; and

8. to maintain contact and coordinate activities (where appropriate) with organizations such as ASPRO (Academic Staff Public Representation Organization) and BAN (Badger Action Network), and other campuses, on issues on which there are common interests.

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

ARTICLE III MEMBERSHIP

Section 3.1 **Membership.** The corporation has no members. It is fully controlled by the Faculty Senate of the University of Wisconsin-Madison to ensure that it expresses the views of the faculty for whose benefit the corporation is organized.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 **Members of Board.** The Board of Directors shall be the six members of the University Committee, the executive committee of the Faculty Senate of the University of Wisconsin-Madison.

Section 4.2 **Term of Office.** The term of office of the Board of Directors shall coincide with their terms of office on the University Committee.

Section 4.3 **Meetings.** The Board of Directors shall meet at least twice a year. The time and place of the meeting shall be set by the Chair of the Board. Members shall be notified by United States mail, campus mail, electronic mail, or telephone at least forty-eight (48) hours prior to the meeting. A notice shall be deemed to have been given within the required time if it is deposited in the United States or campus mail five (5) days prior to the time of the meeting.

Section 4.4 **Waiver of Notice.** Whenever any notice whatever 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.

Section 4.5 **Quorum.** A quorum consists of four (4) 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.

Section 4.6 **Action Without Meeting.** 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 all of the directors then in office.

Section 4.7 **Duties of Board.** It shall be the duty of the Board of Directors to carry out the purposes and functions of the corporation. To this end, the duties of the Board of Directors shall include, but not be limited to:

1. Arranging for the services of necessary personnel, including a legislative representative to work under the supervision of the Steering Committee (see Art. VI), to represent the corporation in State legislative affairs and to facilitate communication between PROFS, Inc. and other agencies and organizations, as appropriate. The legislative representative shall be chosen by the Board in consultation with the Steering Committee and be confirmed by the Faculty Senate.
2. Meeting with the Steering Committee, regular reporting to the Faculty Senate of the University of Wisconsin-Madison and periodic consultation with other faculty to ensure that the activities of the Steering Committee and the Board of Directors represent the wishes of the faculty of UW-Madison.

ARTICLE V **OFFICERS**

Section 5.1 **Number.** The principal officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. The Board of Directors may provide for other officers as may be deemed necessary. Any two or more offices may occasionally be held by the same person, except that the office of president may not be combined with any of the other offices.

Section 5.2 **Election.** The chair of the Board of Directors shall either be the chair of the University Committee or her/his University Committee delegate. The other officers shall be elected annually by the Board of Directors at the first meeting following the election of University Committee members for the coming year. Newly elected officers and the incoming president shall take office effective June 1. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient.

Section 5.3 **Duties of Officers.** Officers 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.

Section 5.4 **Vacancies.** Whenever a vacancy occurs in any office, it shall be filled by the Board of Directors. The officer so elected shall serve only until the next election.

Section 5.5 **Removal of Officers.** Any officer elected by the Board of Directors may

be removed by two-thirds (2/3) vote of the entire membership of the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE VI **STEERING COMMITTEE**

- Section 6.1** **Members.** The Board of Directors shall appoint a Steering Committee to perform the work of the corporation. The Steering Committee shall consist of at least three (3) currently sitting members of the University Committee, (usually including its chair); at least three (3) members with prior experience on the University Committee and/or the PROFS, Inc. Steering Committee; one (1) or more At-Large members selected from the faculty of the University of Wisconsin-Madison, at least one (1) of whom shall be a member of the Faculty Senate; and one (1) member of the Faculty Commission on Compensation and Economic Benefits.
- Section 6.2** **Terms of Office.** The terms of office of the Steering Committee shall be as follows: For members appointed from sitting membership of the University Committee, terms are for one to three years to coincide with their terms of office on the University Committee; for other members, terms of service shall be for three-year terms, which are renewable.
- Section 6.3** **President of Steering Committee.** The Board of Directors shall elect a president of the Steering Committee annually.
- Section 6.4** **Meetings.** The Steering Committee shall meet at least once a month when the Wisconsin legislature is in session and at least twice a year otherwise. During the budget cycle and other times as dictated by the legislative calendar, the Steering Committee shall meet on a regular, frequent basis. The time and place of the meeting shall be decided by the chair of the Steering Committee, and members shall be notified by United States mail, campus mail, electronic mail, or telephone at least forty-eight (48) hours prior to the meeting. A notice shall be deemed to have been given within the required time if it is deposited in the United States or campus mail five (5) days prior to the time of the meeting.

ARTICLE VII **FISCAL MATTERS**

- Section 7.1** **Fiscal Year.** The fiscal year of the corporation shall begin on July 1 of each year.
- Section 7.2** **Finances.** The corporation shall be financed by voluntary payroll

deductions authorized by faculty members, by direct payments by faculty members if they prefer, and by any gifts, bequests, or devises which may be accepted by the Board of Directors.

Section 7.3 **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 Faculty Senate to reduce the monetary contributions by the faculty.

Section 7.4 **Financial Review.** The corporation shall have a financial review by a qualified independent person at least once every three years.

Section 7.5 **Depository.** All funds of the corporation shall be deposited with such depository or depositories as determined by the Board of Directors except that the treasurer (with the president's concurrence) may retain funds totaling up to \$100.00 as a petty cash account.

Section 7.6 **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.

ARTICLE VIII MISCELLANEOUS

Section 8.1 **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.

Section 8.2 **Records Archive.** All records of the corporation shall be archived with such depository or depositories or destroyed as determined by the Board of Directors.

ARTICLE IX AMENDMENT OF BYLAWS

These bylaws may be amended at any meeting of the Board of Directors by a two-thirds vote of the entire membership of the Board.

ARTICLE X EFFECT

These bylaws shall take effect when adopted by the Board of Directors.