

**AMENDED AND RESTATED
CONSTITUTION OF THE WISCONSIN UNIVERSITY UNION, INC.**

Approved by provisional Executive Committee December 4, 1985, ratified February 12, 1986,
amended September 18, 2012, amended October 21, 2014, amended August 27, 2024,
and amended and restated August 5, 2025.

This document constitutes the bylaws of the corporation as required by Chapter 181 of the Wisconsin statutes.

ARTICLE I. NAME AND MEMBERSHIP

1. The name of this organization shall be the Wisconsin University Union, Inc. (WUU).
2. Membership in the organization shall be open to all members (current and retired) of the faculty and academic staff of the University of Wisconsin-Madison.

ARTICLE II. DUES AND SUSPENSION/EXPULSION

1. The dues payable by the members of this organization shall be set by a majority vote at a membership meeting. Dues set at a membership meeting may not be changed for twelve months.
2. A member may be expelled or suspended for a particular period by an affirmative vote, at a meeting of members, or by ballot of at least two-thirds of the number of members.

ARTICLE III. OFFICERS

1. The Executive Committee shall appoint the officers of WUU.
2. The officers of WUU shall be a president, a vice-president, and a secretary/treasurer. The foregoing officers shall be appointed from among the members of the Executive Committee. The Executive Committee may create additional appointive officer positions that may be filled by persons who are not members of the Executive Committee.
3. The president shall serve as chair of the executive committee and membership meetings and shall coordinate all functions of WUU committees and bodies.
4. The vice-president shall perform the duties of the president in the event of the latter's absence, incapacity, or resignation.
5. The secretary/treasurer shall (a) maintain a list of members of WUU and shall make such list available to any member on request, (b) oversee the distribution and collection of ballots for voting by the members, (c) be responsible for receiving, depositing, and disbursing all dues and other funds on behalf of WUU, and shall keep permanent records of all such transactions, (d) maintain budget, and (e) submit necessary state and federal forms. These records shall be open for inspection by all members.
6. The Executive Committee shall have the discretion at any time to remove an officer. When an officer is removed as a member of the Executive Committee, such person shall immediately cease to be an officer.

ARTICLE IV. MEMBER MEETINGS

1. Meetings of the members of WUU shall be held at least once in each academic year or at the written request of any five members. The president shall ensure that all members receive adequate notice of such meetings.
2. The conduct of membership meetings shall be per the latest edition of Robert's Rules of Order, except where this is at variance with this constitution.
3. Each member in good standing shall have the right to speak at any meeting of the members and to cast one vote on any question placed before the membership, whether at a meeting or by ballot.

ARTICLE V. EXECUTIVE COMMITTEE

1. The executive committee shall constitute the WUU's board of directors as required by Chapter 181 of the Wisconsin Statutes and shall consist of at least six persons chosen according to the article on elections from among the WUU members.
2. The Executive Committee is charged with implementing the decision of the membership, with acting for the membership between membership meetings, and with preparing the agenda for membership meetings.
3. The Executive Committee shall have the power to act for the membership by majority vote of those at an Executive Committee meeting in matters directly involving WUU's advocacy concerning the salaries, working conditions, academic or governance rights of members of the faculty and academic staff, and sustaining the quality and accessibility of education at UW-Madison. In other matters, the Executive Committee may act for WUU only if those in favor are at least three-quarters of those present and also constitute a majority of the Executive Committee members then in office.
4. Each member of the Executive Committee shall have one vote, except that in case of a tie, the president shall have an additional casting vote.
5. The Executive Committee shall be empowered to fill any vacancies which arise on the Executive Committee in the period between elections.
6. A quorum for a meeting of the Executive Committee shall consist of four members.
7. Meetings of the Executive Committee (and any vote at such a meeting) may be conducted in person or via electronic communication by which all members of the Executive Committee can simultaneously communicate with each other. Any action that could be taken at a meeting of the Executive Committee may alternatively be taken by written consent signed by all of the members of the Executive Committee.
8. There shall be a category of Executive Committee member known as an 'Executive Committee member emerit' who is nominated and elected by the Executive Committee and serves until resignation or removal per Article III.6 . Executive Committee members emerit shall be selected from those Executive Committee members who have served on the Executive Committee with distinction and excellence.
9. Executive Committee members emerit shall be entitled to receive all written notices and information provided to Executive Committee members, participate in to attend all Executive Committee meetings, to participate in the meetings of the committees in which they serve, and encouraged to attend all other events conducted by the organization. An Executive Committee member emerit shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or

entitled to vote at any Executive Committee meeting. Executive Committee members emerit shall remain members of WUU without being subject to paying member dues.

ARTICLE VI. ELECTIONS

1. Regular elections for the members of the Executive Committee shall be held by ballot each year in the spring semester and shall be completed not later than 1 May.
2. The Executive Committee shall appoint a nominations committee in January of each year to nominate candidates for the regular election. Each member of WUU may self-nominate or nominate a candidate for any position in the regular election.
3. The terms of the members of the Executive Committee will be three years, with two elected each year.
4. All voting shall be by anonymous, secret ballot, except that voter identity may be known to the secretary/treasurer to the extent necessary for such officer to collect, verify and count ballots. The ballot shall have such form as determined by the secretary/treasurer with the advice and consent of the Executive Committee. The Secretary shall administer the election process.

ARTICLE VII. DISSOLUTION

1. A majority of the Executive Committee must authorize a referendum on the question of dissolution, which, if approved, will be carried out through a mail ballot to all members. In addition to the ballot, brief statements in support of and in opposition to dissolution will be included in the mailing.
2. WUU can be dissolved by an affirmative vote of two-thirds of the members voting and a unanimous vote of the executive committee.
3. If two-thirds of the members voting approve a motion for dissolution, the Executive Committee will identify three organizations whose purpose(s) are congruent with those of WUU. A rank-choice ballot administered by the Secretary with brief statements in support of each organization will be mailed to members. The organization selected by instant run-off will receive the remaining funds in the WUU treasury upon dissolution.

ARTICLE VIII. AMENDMENTS

1. Amendments to this constitution may be made by unanimous vote of the constituted Executive Committee, each member holding a veto, or by a vote at a membership meeting or by mail ballot of two-thirds of the members voting.