Sample Bylaws

Article I. Purpose

Section 1.01 Formal name of the Association (the "Association") is a not-for-profit association established to further education, research, economic development and public service in the State of [Wisconsin] by creating and operating a digital communications network interconnecting public and private organizations.

Section 1.02 The Association is formed and shall be operated exclusively to advance education, research, economic development and public service by assisting in the exchange of information among its members by means of high-speed digital communication techniques to assist those members in gaining access to scientific and educational resources. The network will support collaborative instruction, research, economic development and public service; facilitate access to regional and national networks and hence to national resources such as supercomputer centers, and generally support the education, research, public service and economic development mission of the members.

Section 1.03 To further such purposes, the Association will endeavor to promote instruction and research at colleges, universities and schools through digital communications; to promote collaborative research between educational institutions and associations and private industry through digital communications; to promote access to special research facilities, and, through the above activities, increase the pool of scientific knowledge and the advancement of high technology so necessary to the economic well-being of the State of [Wisconsin] and the United States of America.

Section 1.04 The foregoing are exemplary of the activities of the Association but shall not be taken to preclude other activities which may advance the purpose of the Association.

Section 1.05 In no case shall the purpose of the Association nor its activities encompass any purpose or activity not permitted to exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 1.06 The Association is organized exclusively for educational, scientific and charitable purposes, including economic development and the making of distributions to other organizations for such purposes, but only to the extent and in such manner that such purposes constitute exclusively educational, scientific and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The Association is organized exclusively for the benefit of the members of the Association, including current members so long as they remain members of the Association, and any future members.

Section 1.07 No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as described in this Article. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence public legislation, and the Association shall not participate in, or intervene in (including the public distribution of statements), any political campaign on behalf of any candidate for public office.

Article II. Membership

Section 2.01 Membership in the Association is open to educational institutions and associations, libraries and associations, governmental organizations, and other non-profit institutions with desire to support the purposes and participate in the activities of the Association. Members are expected to abide by policies for appropriate use of the network as they are developed and updated from time to time.
Section 2.02 Membership in the Association shall be by written application submitted to the Board of Directors (the "Board"). Admission to membership shall be by approval of not less than two-thirds of the Board of Directors.

Section 2.03 A member may withdraw from the Association by filing with the Secretary a written notice of withdrawal. Such notice must be filed on or before December 31st of any year and will be effective June 30th of the following year. A member may be expelled from The Association with not less than six months' notice on approval of not less than two-thirds of the Board. The withdrawal or expulsion of a member will not affect the then-existing rights and liabilities of that member under contracts between that member and any other member(s) or between that member and the Association or any other entity or person with whom the Association or any member has entered into a contract which binds the withdrawing or expelled member, unless otherwise determined by a vote of not less than two-thirds of the Board.

Section 2.04 Members are collectively responsible for the financing of the Association. The Association, through the actions of its Board, may from time to time create categories of membership, with appropriate fees, services and responsibilities.

Section 2.05 The members will receive annually a financial report of the Association from the Board.

Article III. Association Responsibilities

Section 3.01 All actions relating to the following matters of the Association are reserved to and may take effect only upon the vote of not less than two-thirds of the membership of the Association: amending or repealing any of these Bylaws amending or repealing the Articles of Association, dissolving the Association.

Section 3.02 Each The Association member shall have the right to appoint one Representative to attend meetings of the Association. A statement in writing by an authorized representative of a member institution to the Chair or Secretary of the Board constitutes the only action necessary to appoint a new person as the Representative of that member organization.

Section 3.03 The Association shall have an annual meeting for the purpose of electing a Board of Directors, making changes to the Bylaws and Articles of Association and other such matters as may be provided herein.

Section 3.04 The annual meeting of the Association shall be in June of each year at such time as shall be designated by the Association or on such other date, as the Association shall determine.

Section 3.05 Except as otherwise expressly required by statute or these Bylaws, the act of a majority of the Representatives present at any meeting of the Association shall be the act of the Association.

Section 3.06 Each Representative is entitled to one vote on each question at each meeting of the Association. Unless required by statute or determined by the Chair of the meeting to be advisable, the vote on any question need not be by written ballot.

Section 3.07 At each meeting of the Association, the Chair, or, in the absence or inability to act of the Chair, the Vice-Chair, or, in the absence or inability to act of the Vice-Chair, another Representative chosen by the majority of the Representatives present, in person or by proxy, shall act as Chair of the meeting. The Secretary or, in the absence or inability to act of the secretary, any person appointed by the Chair of the meeting shall act as secretary of the meeting and keep the minutes thereof.

Section 3.08 Representatives of the Association may participate in a meeting of the Association using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.
Section 3.09 Business of the Association may be conducted via a variety of means such as electronic mail, telephone, fax and US Mail if the Board duly authorizes a formal procedure for doing so. When a vote is taken by an asynchronous method, the number of votes required for passage shall be either two-thirds of the entire membership for the issues specified in section 3.01 of these Bylaws, or a majority of the entire membership in the spirit of section 3.05.

Article IV. Board of Directors

Section 4.01 Its Board of Directors shall govern the business and affairs of The Association. The Board may exercise all such authority and powers of the Association and do all such lawful acts and things as are authorized by statute and these Bylaws.

Section 4.02 The Board may enter into such contracts, purchase agreements, leases and other legal arrangements and relationships as are otherwise lawful and as it deems necessary to carry out the purposes of the Association. The Board is authorized to accept such gifts and grants as it deems will support the purposes of the Association and to submit proposals for donations, grants and contracts for the support of The Association, as it deems appropriate.

Section 4.03 The Board will annually approve a budget. The Treasurer is authorized to request disbursements of the Association funds in accordance with budgeted expenditures.

Section 4.04 All other actions of the Board, unless otherwise provided by these Bylaws, require a majority vote of the Directors present at any meeting in which a quorum is present.

Section 4.05 The Board shall consist of eleven (x) persons having the following distribution:

- This
- This
- This
- This

Section 4.06 Each member Representative who qualifies for more than one category must elect to run for election in exactly one of the above categories. Any member Representative is also eligible to be in the at large category.

Section 4.07 No category may become a majority by election from the at large constituency. If such should occur as a result of preliminary Board election results, the nominating committee shall rank the at large results, highest to lowest, and certify the candidates with the highest number of votes such that a majority constituency does not exist.

Section 4.08 Each Member Representative will have one (1) vote to cast for each of the vacant seats. A single Representative may give no candidate for member at large more than one vote.

Section 4.09 As terms expire in each succeeding year, the nominating committee will present at least two (2) candidates for election to each seat. For example, if one of the seats open were from private higher education, at least two candidates would be nominated from Representatives of private higher education members. Member Representatives will have one (1) vote for each open seat.

Section 4.10 Each elected director will serve a term of three (3) years.

Section 4.11 The Board of Directors will annually, at the first Board meeting following the annual meeting of the Association, elect its own officers, to include a Chair, Vice Chair, Secretary, and Treasurer.

Section 4.12 Regular meetings of the Board will be held not less than quarterly.
Section 4.13 An extraordinary meeting of the Board, unless otherwise prescribed by statute, may be initiated at any time by the Board and shall be called by the Chair at the written request of no less than fifteen percent (15%) of the Representatives of the members of the Association or any two (2) Directors.

Section 4.14 Two thirds of the Board members shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of any business at such meeting and, except as otherwise expressly required by statute or these Bylaws, the act of a majority of the Directors present at any meeting of the Board at which a quorum is present shall be the act of the Board.

Section 4.15 In the absence of a quorum at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time and place or such meeting need not be held. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The Directors shall act only as a Board, and the individual Directors shall have no power as such.

Section 4.16 Each Director is entitled to one vote on each question at each meeting of the Board. Unless required by statute or determined by the Chair of the meeting to be advisable, the vote on any question need not be by written ballot. Business of the Board may be conducted via email if the Board duly authorizes a formal procedure for doing so.

Section 4.17 At each meeting of the Board, the Chair, or, in the absence or inability to act of the Chair, the Vice-Chair, or, in the absence or inability to act of the Vice-Chair, another Director chosen by the majority of the Directors present in person shall act as Chair of the meeting. The Secretary or, in the absence or inability to act of the secretary, any person appointed by the Chair of the meeting shall act as secretary of the meeting and keep the minutes thereof.

Section 4.18 Members of the Board or any committee designated by the Board may participate in a meeting of the Board or any committee using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 4.19 Any Director may resign at any time by giving written notice of resignation to the Board, the Chair or the Secretary. Any such resignation will take effect at the time specified therein or, if the time when it shall be effective shall not be specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.20 A vacancy on the Board may occur for the following reasons

1.1. The Director resigns.
1.2. The Director's position as Representative of his or her member organization is terminated.
1.3. The Director's organization withdraws its membership from the Association.
1.4. The Director is removed for cause by an action of the Board.
1.5. The Director misses three (3) Board meetings without reasonable cause during any year of the Director's term.

Section 4.21 The Board by majority vote may remove any Director who violates applicable law, the Articles of Association or these Bylaws, or for any other good or sufficient cause. No Director may be so removed until the Director has been informed in writing of the reasons for the proposed removal and until the Director has been given the opportunity to appear before the Board.

Section 4.22 If a Director is absent without reasonable cause from three (3) meetings of the Board during any year of the Director's term; the Director may be removed from office by resolution at the next meeting of the Board.
Section 4.23 A vacancy on the Board shall be temporarily filled by majority vote of the Board at the next Board meeting with a Representative from the appropriate category as defined in section 4.3. Appointments filled in this manner shall be valid until the first annual meeting after the date of the appointment. At the annual meeting, the members shall elect a Director to serve the balance of the unexpired term.

Section 4.24 The Board may, by resolution or resolutions passed by a majority of the Board, designate one or more committees, including, without limitation, an Executive Committee. The Executive Committee is composed of the Chair, the Vice-Chair, the Secretary, the Treasurer and one Director-at-Large. The Executive Committee will conduct the regular business of the Board between Board meetings and provide direction to agents and contractors of the Association in the conduct of the day-to-day operations of the Association.

Section 4.25 Each Board committee other than the Executive Committee will be chaired by a Board member and will include three or more representatives of the Association.

Section 4.26 The Board may designate one or more Directors as alternate members of any committee, who may replace any absent Director at any meeting of the committee. In the event of the absence of any member of such committee or committees, the Director or Directors thereof present at any meeting, whether or not such Director or Directors constitute a quorum, may unanimously appoint another Representative to act at the meeting in the place of such absent Representative. The act of a majority of the Directors and Representatives at any such meeting shall be the act of the committee.

Section 4.27 Any such committee, to the extent provided in the resolution of the Board, or in these Bylaws, shall have and may exercise all of the powers and authority of the Board in the management of the affairs of the Association. However, no such committee shall have the power or authority to (a) dissolve the Association, (b) revoke dissolution, (c) amend these Bylaws of the Association or (d) take any action reserved exclusively to the Board in these Bylaws or elsewhere.

Section 4.28 The Board shall appoint a fiscal agent which shall be responsible, within policy set by the Board and operating at the direction of the Treasurer, for collection, custody and disbursement of the Association funds.

Article V. Meetings

Section 5.01 Notice of meetings of Board committees need not be given except as otherwise expressly required by statute or these Bylaws.

Section 5.02 Notice of the place, date and time of the holding of the annual meeting of the Association and each regular or special meeting of the Board and, in the case of a special meeting, the purpose or purposes thereof, shall be given not less than five (5) nor more than sixty (60) days before the date of such meeting. Notice of any meeting of the Board need not be given to Representatives and Directors who (a) attend such meeting in person and do not, prior to the commencement of such meeting, object to the transaction of any business on the ground that the meeting is not lawfully called or convened or (b) submit, either before or after the meeting, a signed waiver of notice, in person or by proxy.

Section 5.03 In the absence of a quorum at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time and place or such meeting need not be held. Unless the Board shall fix, after the adjournment, a new record date for the adjourned meeting, notice of such adjourned meeting need not be given if the time and place to which the meeting shall be adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Board may transact any business that might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days or if, after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Director.
Section 5.04 The Association meetings may be held at any such place as the Secretary shall specify in the notice of such meeting. (Meetings will normally be held in Wisconsin but may be held elsewhere in conjunction with other professional activities that bring a number of members together.)

Section 5.05 The rules contained in Robert's Rules of Order, Newly Revised, shall govern The Association meetings in all cases in which they are not inconsistent with applicable law, these Bylaws or with any special rules of order that may be adopted from time to time by the Board of Directors.

Section 5.06 The Chair of the meeting shall determine the order of business at any meeting of the Board.

Section 5.07 Any action required or permitted to be taken at any meeting of the Board or any committee provided for herein may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing and the writing is filed with the minutes of proceedings of the Board or committee.

Article VI. Officers

Section 6.01 The officers of The Association shall be a Chair, Vice-Chair, Secretary and Treasurer. Such officers shall be elected from time to time by the Board, each to hold office until the next annual meeting of the Association or until a successor shall have been duly elected and shall have qualified or until death, resignation or removal, as elsewhere provided in these Bylaws. Unless authorized by a two-thirds vote of the Board, no officer shall serve in one office for more than two consecutive years.

Section 6.02 The Board may from time to time elect or appoint such other officers and agents as may be necessary or desirable for The Association business. Such other officers and agents shall have such duties and shall hold their offices or positions for such terms as may be prescribed by the Board or by the appointing authority.

Section 6.03 Any officer of the Association may resign at any time by giving written notice of resignation to the Board, the Chair or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time shall not be specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.04 Any officer of the Association may be removed, either with or without cause, at any time by the vote of two-thirds of the entire Board. Such removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

Section 6.05 A vacancy in any office, whether arising from death, resignation, removal or any other cause, may be filled for the unexpired portion of the term of the office which shall be vacant, in the manner prescribed in these Bylaws for the regular election or appointment to such office.

Section 6.06 The Chair shall be elected by and from the Board of Directors. The Chair shall, if present, preside at each meeting of the Board and of the Association. The Chair shall have the authority to sign, execute and acknowledge on behalf of The Association all contracts, leases, reports and other documents or instruments necessary or proper to carry out the purposes of The Association or which shall be authorized by Resolution of the Board to carry out such purposes and, except as otherwise provided by law or the Board, may authorize other officers or agents of The Association to sign, execute and acknowledge such documents or instruments in his or her place. The Chair shall be a member of the Executive Committee and shall perform other duties as from time to time may be assigned by the Board.

Section 6.07 The Vice-Chair shall be elected by and from the Board of Directors. The Vice-Chair shall, if present, preside at each meeting of the Board and of the Association where the Chair is unavailable. In the case of a vacancy in the position of Chair, the Vice-Chair shall fill out the remainder of the term of the Chair.
Section 6.08 The Vice-Chair shall be a member of the Executive Committee and shall perform other
duties as from time to time may be assigned by the Board.

Section 6.09 The Secretary shall be elected by and from the Board of Directors. The Secretary shall (a)
keep the minutes of the meetings of the Board and of the Association and the committees of the Board,
(b) ensure that all notices are duly given in accordance with the provisions of these Bylaws and as
required by law, (c) ensure that the books, reports, statements and other documents and records required
by law to be kept and filed are properly kept and filed and (d), in general, perform all the duties incident to
the office of Secretary. The Secretary shall be a member of the Executive Committee and shall perform
other duties as from time to time may be assigned by the Board.

Section 6.10 The Treasurer shall be elected by and from the Board of Directors. The Treasurer shall be
the chief financial officer of the Association and shall exercise general supervision over the receipt and
disbursement of the Association funds. The Treasurer shall ensure that records are kept regarding the
identity and location of all assets of the Association. The Treasurer shall be a member of the Executive
Committee and shall perform other duties as from time to time may be assigned by the Board.

Article VII. Miscellaneous

Section 7.01 The fiscal year of the Association shall begin on the first day of July of each year.

Section 7.02 Whenever any notice is required by these Bylaws to be given, personal notice is not meant
unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by
depositing the same in the United States mail, postage prepaid, addressed as it appears in the records of
the Association, and such notice shall be deemed to have been given on the day of such mailing.

Section 7.03 Whenever any notice whatever is required to be given under the provisions of any laws or
under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled
to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 7.04 These Bylaws may be amended or repealed or new Bylaws may be adopted by the
affirmative vote of not less than two-thirds of the Association.

Section 7.05 In the event of the withdrawal from the Association by a member, all the Association assets
at that institution shall be returned to the Association.

Section 7.06 In the event of dissolution of the Association, the Board shall, after paying or making
provision for the payment of all liabilities of the Association, dispose of all the assets of the Association
exclusively for educational, scientific and charitable purposes within the meaning of Section 501 (c) (3) of
the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue
Law).

Section 7.07 If any part of these Bylaws is found to be illegal or otherwise invalid, such finding shall not
affect the validity of the remainder.