

# United Council of UW Students, Inc.

## Corporate By-Laws

Amended August 22, 2004

### Article I. Name

Section 1 Name. The name of this organization shall be the "United Council of UW Students, Inc."

Section 2 Name Not To Be Lent. The name of this organization shall not be lent to any political candidate, campaign or political organization, or to any commercial enterprise.

### Article II. Purpose

Section 1 Purpose. The purpose of this organization shall be to:

- a) protect and defend the quality of education of the University of Wisconsin for all students and to endeavor to maintain and enhance the accessibility of that quality education to the people of the State of Wisconsin;
- b) serve as the liaison between the students of Wisconsin and other State Student Associations and governmental and private groups, and to inform students of the significant occurrences within those groups; and
- c) promote and encourage the free and spirited interchange of ideas and methods of operations between the student governments of the state and the students of the state, and to serve the students of each campus.
- d) represent the interests of the students of the University of Wisconsin by communicating the students' position on issues of importance to the Board of Regents, the state legislature, the Governor, the United States Congress, the President and such other governmental and private agencies as shall be deemed necessary to effect this purpose;
- e) serve as an institutional governance group within the University of Wisconsin System to facilitate communication between and among campuses on systemwide issues and policies;
- f) provide leadership training and skills-building opportunities for students in UW System in campus community organizing, media and public relations, grassroots and face-to-face lobbying techniques, coalition building and conflict resolution
- g) distribute information to campus student governments, student groups, student media and the general campus body on local, state and federal issues of concern to students

### **Article III. Membership**

Section 1 Classes. Membership in this organization shall be composed of four classes: voting, associate, affiliate and donor.

Section 2 Voting Members. Voting members shall be the bona fide student governments of the University of Wisconsin System campuses whose student bodies have adopted the funding referendum.

Section 3 Associate Members.

a) Associate membership shall be open to any bona fide student government of the University of Wisconsin whose student body fails to adopt the funding referendum referenced in Section 2 of this article, provided that any such associate member shall first be approved for membership by a majority of the General Assembly. Associate members shall not be entitled to vote. A limitation of two years will be applied to all UW associate memberships if a referendum is not conducted within this two year period.

b) Associate membership shall be open to any bona fide, non-UW student government at any post-secondary institution in the State of Wisconsin, provided that any such associate member shall first be approved for membership by a majority of the General Assembly. Associate members shall not be entitled to vote.

c) Renewal of associate membership shall be considered by the General Assembly on an annual basis.

Section 4 Misconduct. Any member who intentionally engages in an act of discrimination or harassment based on race, ethnicity, creed, gender, gender identity, sexual orientation, gender expression, gender characteristics, religious belief or lack thereof, veteran status, marital/familial/parental status, age, physical appearance, disability, political affiliation, national origin, income level or source, residency status, or geographic disadvantage.

Section 5 Affiliate Members. Affiliate membership shall be open to any UW student group whose student body failed to adopt the funding referendum referenced in Section 2 of this article, provided that any such affiliate member shall first be approved for membership by a majority of the General Assembly. Affiliate members shall not be entitled to vote.

Section 6 Donor Members. Donor members shall be those students of a University of Wisconsin System campus which has adopted the funding referendum referenced in Section 2 of this article. Donor members not selected as delegates as referenced in Article IV, Section 3, shall not be entitled to vote.

## **Article IV. General Assembly**

Section 1 Legislative Authority. There shall be a General Assembly which shall hold and exercise the legislative authority of this organization.

Section 2 Composition. The General Assembly shall be composed of delegates representing the voting members of this organization. The number of delegates for each voting member is as follows:

### DELEGATES ENROLLMENT

5 0-2,000

6 2,001-4,000

7 4,001-10,000

8 10,001-20,000

9 20,001-35,000

12 35,001+

Section 3 Delegates. Delegates shall be selected in whatever manner and to such terms of office as the appropriate voting member sees fit, except that all delegates shall be duly admitted students of the voting member she or he represents. If this is not the case, delegates shall have been duly admitted students within 150 days of selection and/or service as a delegate, and shall be a donor member of the organization. The student government president of each voting member should always be a delegate. No staff member of this organization shall serve as a delegate.

Section 4 Delegation Requirements. To properly reflect the diversity of students, delegates are to be selected with a view toward representation of those groups in society, which traditionally have been denied representation. The groups include, in no particular order, people of color; women; gay, lesbian, bisexual and transgender people; people with a disability; non traditional students as defined as someone who is 24 years or older, a veteran of the US armed forces, is married, is an orphan and ward of the court, has legal dependents other than a spouse or is an international or graduate student. Each year each member campus is to create a plan for enhancing diversity within their delegations to United Council. When recruiting delegates to fulfill your campus' plan, each delegate, while possibly identifying with more than one traditionally underrepresented group, should not be expected to solely fulfill the multiple representations required by the plan.

Each campuses' plan is to:

- a) Provide for investigating the resources available on each campus to further the goals of diversity.
- b) Take into account the size and demographics of the campus.
- c) Include provisions for outreaching to the various student organizations on their campus that involve traditionally underrepresented groups.

d) Require feedback from the campus' Student Government Association.

The plan will be reviewed by the Equal Access Accountability Board on the first day of the General Assembly held in August. The Board shall consist of one representative of each delegation. The President of UC or a designee shall chair the Board, who will not vote. Once reviewed, each campus is responsible for meeting the goals outlined in the plan at each General Assembly. Prior to the start of the General Assembly, the Equal Access Accountability Board will review delegation makeup.

Members in violation of Article IV, Section 4 (a) and (b) and/or Article VIII, Section 5 for the first time shall receive a warning. If a campus is in violation and has a warning, they shall lose one vote for that General Assembly. However, when a school fails to meet their goals they will be afforded the opportunity to explain the reason for that failure to the Equal Access Accountability Board and to discuss the amount of effort they put into reaching their goals. If the Board feels that the school has put in sufficient work on their plan, the Board can revoke the warning. Similarly, if a school that has a warning is in violation, the Board can decide to not take away one of their votes. The Board shall report its decisions immediately to those delegations that appealed and to the General Assembly during Roll Call.

Section 5 Legislative Powers Defined. The legislative powers of the General Assembly shall be:

- a) to enact all appropriate legislation to effect the purposes of this organization;
- b) to approve or modify, by a two-thirds proportional vote, the policy platform of this organization;
- c) to approve and modify all budgetary provisions of this organization;
- d) to establish and review all organizational programs;
- e) to provide direction to the officers;
- f) to override vetoes of the President by a three-fifths vote at the meeting following the notice of the veto by the President;
- g) to remove any officer for cause, pursuant to requisite procedures, by a three-fourths vote of all delegates, present or not;
- h) to approve, pursuant to requisite procedures, all amendments to these bylaws and other governance documents established by the General Assembly; and
- i) to uphold the decisions of the President against any and all action that in any way involves or is related to the organization.

Section 6 Legislative Powers Denied. The General Assembly shall be denied the

following legislative powers. This section may be amended only by a three-fourths vote of all delegates, present or not:

a) to alter the delegate representation of a particular voting member or delegate apportionment except as provided by Section 2 of this article;

b) to adopt legislation applicable to one voting member alone without its consent, or to interfere with local student governance, except that noncompulsory statewide actions shall not be barred;

c) to endorse or in any way assist factions or parties on a campus in a student government election;

d) to censure or reprimand in any way staff members of this organization for political activities or beliefs espoused or advocated on their own time, at their own expense and in their own name;

e) to take any action which directly or indirectly discriminates against any student on the basis of race, ethnicity, creed, gender, gender identity, sexual orientation, gender expression, gender characteristics, religious belief or lack thereof, veteran status, marital/familial/parental status, age, physical appearance, disability, political affiliation, national origin, income level or source, residency status, or geographic disadvantage;

f) to discriminate with regard to any of the categories enumerated in subsection (e) of this section in hiring, promotion or retention of staff;

g) to take any action which would bring this organization into noncompliance with the provisions of Title IX of the Education amendments of Section 504 of the Rehabilitation Act of 1983, as amended; or

h) to act on any matter without a committee recommendation, unless by two-thirds vote of the delegates.

**Section 7 Annual Meeting.** The General Assembly shall meet for the purpose of an annual meeting in April of each year to elect the President and take such other actions as deemed necessary and proper.

**Section 8 Semi-Annual Meetings.** The General Assembly shall meet for the purpose of a semi-annual meeting in October of each year to review the policies and governance documents of the organization and make such amendments as deemed necessary and proper.

**Section 9 Regular Session Meetings and Conference Schedule.** Regular session meetings of the General Assembly shall be held periodically on such dates, times and places as the General Assembly, acting upon the recommendation of the Executive Committee, shall determine annually at its August regular session meeting. No fewer than six such

meetings shall occur annually. The annual and semi-annual meetings shall be considered regular sessions. United Council's Regular Session Meetings and Conference Schedule are suggested as follows:

- July Student Leadership Retreat
- August General Assembly
- September Grass Roots Organizing Weekend / Student of Color Symposium
- October General Assembly
- November Building Unity Conference
- December General Assembly
- January
- February General Assembly / Women's Leadership Conference
- March Invest in Tomorrow Educate Today (every other year)
- April General Assembly
- May Student of Color Symposium
- June General Assembly

\*\*General Assemblies are suggested to be set the first full weekend of a month.

Section 10 Special Session Meetings. Special session meetings of the General Assembly may be held upon the call of the President at any time, or shall be called by the President upon receipt of a written or electronic request by a least a quorum of voting members signed by each student government president or his/her designee, within 15 days from the date of receipt. Ten days notice is afforded for any special session meeting; such a meeting is to be held at a centrally located voting member campus, if possible.

Section 11 Meeting Notice/Waiver. Notice of the date, time, place and order of business of the annual and any regular or special session meeting of the General Assembly and shall be sent to each voting and associate member by mail, telegram or other written or electronic communication no less than ten days prior to said meeting. Any notice of meeting required to be given pursuant to these bylaws may be waived in writing and signed by an authorized representative of all voting members, whether before or after the time stated for the meeting.

Section 12 Regular Voting. Unless otherwise provided in these bylaws (or other governance documents adopted by the General Assembly), a majority vote of delegates present and voting shall decide all matters before the General Assembly. In all proceedings, a delegate must be physically present in order to vote. Each delegate shall have one vote, except in policy platform and budget matters.

Section 13 Proportional Voting. When voting on policy platform and budget matters, each delegate shall be entitled to vote in proportion to the students she or he represents. A voting member shall not receive less than one vote per delegate. The assigned proportion shall be in place for one year. The following formula shall be used to determine the proportions:

- number of students (head count)
- 1000 multiplied by the number of delegates according to Article IV, Section 2

Section 14 Quorum. Quorum for the General Assembly shall consist of: a) a majority of voting members, or seven voting members, whichever is less; and b) the total number of delegates shall not be lower than 25.

Section 15 Action By Written Consent In Lieu Of Meeting. Actions required or permitted to be taken at a meeting of the General Assembly, or any committee thereof, may be taken without a meeting if consent in writing is signed by an authorized representative of each voting member, and if such consent shall have the same force and effect as a unanimous vote. Action by written consent cannot be taken on changes to the governing documents or impeachment of an officer.

Section 16 Meetings To Be Open. All meetings of the General Assembly shall be held pursuant to the requirement of Wisconsin State Statutes 19.81-19.98 (the Wisconsin Open Meetings Law).

### **Article V. President**

Section 1 Executive Authority. The executive authority of this organization shall be vested in the President.

Section 2 Qualifications/Election/Term. Any delegate to the General Assembly, member of the Executive staff, or any donor of the organization shall be eligible and qualified to seek the office of President. The President shall be elected by a majority vote. The President shall serve for a term of one year commencing on June 1 of each year and concluding on May 31, or until a successor is elected and assumes office.

Section 3 Presidential Powers & Duties. The duties and powers of the President, with the exception of those relating to control of staff, veto authority and representation to the Board of Regents, shall be as follows:

- a) to preside at General Assembly and Presidents' Committee meetings;
- b) to appoint, with the consent of the General Assembly, all officers of the organization, unless otherwise provided by these bylaws;
- c) to establish, with the consent of the General Assembly, all special committees, to appoint a convener, and other officers thereof not specified in these bylaws;
- d) to oversee the operations of the central office;
- e) to execute and implement the policies of this organization and provide administrative direction to and coordination of its ongoing functions;
- f) to represent this organization, in person or through an appointed representative(s) who if other than the vice presidents shall be approved by the General Assembly, before the legislative and executive branches of state and national government, national and regional conferences, and at all other occasions

where such an appearance may be deemed necessary and proper;

g) to sign any necessary contracts or other legal agreements, as specified in the Financial Policies and Procedures, necessary to implement policies established by the General Assembly, provided that the General Assembly shall first have reviewed and approved such contracts or other legal agreements;

h) to uphold and enforce these bylaws and other governance documents of this organization at all times;

i) to act as an ex-officio member of all standing and special committees

**Section 4 Control of Staff.** The President shall have the right to hire, with the consent of the General Assembly, and to terminate all executive staff persons pursuant to the Personnel Policies & Procedures, and to direct their work on behalf of this organization. The President may not order executive staff members to perform any task(s) which would expose them to criminal prosecution or personal civil liability, or which would violate their civil rights under law.

**Section 5 Veto Authority.** The President shall have the authority to veto General Assembly enactments which, in her or his opinion, are not in the best interests of the organization, are unworkable, are improperly worded, violate the spirit and/or letter of these bylaws, or which are outside the reasonable bounds of this organization's purpose and role. The President may veto entire clauses, but may not add language or veto parts of clauses or individual letters or words. The President may exercise veto authority up to five business days following the regular session meeting at which the enactment in question was adopted. In each instance in which the President exercises veto authority, she or he shall provide to all voting members reasons for the veto at the next regular session meeting following the meeting at which the veto enactment was adopted, or within five business days, whichever shall first occur.

**Section 6 Representative to the Board of Regents.** The President shall serve as the students' representative to the Board of Regents and shall report to the General Assembly each month on the condition of education and of the students.

**Section 7 Vacancy.** In the event of the resignation, removal, incapacity, demise, or conflict of interest of the President, the Executive Director shall assume the office of Acting President, with all the powers and responsibilities thereof, until the next meeting of the General Assembly, at which the Assembly shall under any of the above circumstances, except temporary conflicts of interest, elect a new President who shall serve the remainder of the vacated term.

**Section 8 Conflict of Interest.** In the event of impeachment or other instances of conflict of interest, the Executive Director will temporarily assume the duties of the President.

Section 9 Removal. The President may be removed from office for cause by a 3/4 vote of all delegates to the General Assembly.

## **Article VI. Officers**

Section 1 Officers. In addition to the President, the organization will have two vice presidents and a secretary/treasurer.

Section 2 Vice-Presidents. One student, the Two-year Vice-President, representing the UW Colleges shall be elected each year at the June General Assembly meeting. Only the delegates from the UW Colleges may vote for the Two-year Vice-President. In addition, one student, the Four-year Vice-President, representing the UW comprehensive and doctoral campuses, shall be elected each year at the June General Assembly meeting. Only the delegates for the UW comprehensives and doctoral campuses may vote for the Four-year Vice President. A majority of votes of the delegates present of the particular constituency shall be sufficient for election of the Vice-Presidents. Both the Two-year Vice President and the Four-year Vice President shall stand equally in United Council. The term of office shall be one year; however, if a Vice-President resigns or is no longer able to serve the vacancy shall be filled at the next General Assembly following the official notice of resignation. Duties of the Vice-Presidents include in no particular order:

- a) working with and assisting on projects as directed by the United Council President
- b) assisting the United Council Staff with campus visits
- c) assisting the United Council Staff in running referenda
- d) lobbying/testifying to the state legislature and the Board of Regents
- e) chairing special and ad hoc committees
- f) serving as an official United Council representative to state and national organizations of which United Council is a member
- g) facilitating a partnership with the Minnesota state student associations to work on reciprocity and joint areas of concern
- h) working with the Executive Director on disseminating the information regarding General Assembly meetings and other United Council events
- i) working with the Organizing and Communications Director on campus outreach and organizing students to work on statewide campaigns
- j) assisting on new member campus recruitment
- k) facilitating communication among the students and the United Council staff and expressing student concerns to the staff in a timely matter

Section 3 Secretary/Treasurer. The position of secretary/treasurer shall be held by the Executive Director. The secretary/treasurer in consultation with the President shall have ultimate charge and custody of and be ultimately responsible for all funds, securities and financial records of the organization pursuant to the guidelines of the Financial Policies and Procedures; shall be ultimately responsible for keeping the minutes of meetings of the organization and the General Assembly; shall ensure that all notices are duly given in accordance with the provisions of the bylaws; shall be responsible for the performance of

all duties incident to the office of secretary/treasurer and such other duties which from time to time may be assigned by the President.

Section 4 Assistant Officers. The President shall be authorized to appoint such assistant officers as she or he shall deem necessary to provide for the efficient discharge of the duties of such offices. The term of such assistant officers shall be contiguous with that of the President. Assistant officers may be members of the executive staff.

## **Article VII. Executive Staff**

Section 1 Selection. The executive staff of this organization shall be selected by the President in accordance with the Personnel Policies and Procedures, and with the consent of the General Assembly. To properly reflect the diversity of students and people, staff should be selected with a view toward representing those groups in society which traditionally have been denied equality of opportunity. To this end, United Council, the search and screen committee, and the President may not discriminate in its hiring of qualified applicants on the basis of, but not limited to race, ethnicity, creed, gender, gender identity, sexual orientation, gender expression, gender characteristics, religious belief or lack thereof, veteran status, marital/familial/parental status, age, physical appearance, disability, political affiliation, national origin, income level or source, residency status, or geographic disadvantage.

Section 2 Term. The executive staff of this organization shall be hired according to the Personnel Policies and Procedures. The term of office shall be from July 1 to June 30 of each year.

## **Article VIII. Standing and Special Committees**

Section 1 Standing Committees. The standing committees of this organization shall be established by the General Assembly. Standing committees shall include, but not be limited to: Executive Directors', Legislative Affairs, Academic Affairs, Presidents', Multicultural Issues, Women's Issues, Shared Governance, and the Lesbian Gay Bisexual Transgender Queer and Questioning Issues Committee.

Section 2 Special Committees. Special committees may be established by the President or the General Assembly, provided that special committees may not undertake work assigned to an existing committee and shall expire in 90 days unless extended by the appointing authority.

Section 3 Committee Composition. All standing committees shall be composed of equal membership from each voting member campus. Special committees may be composed differently with the approval of 2/3 of the General Assembly.

Section 4 Committee Officers. The President, with the consent of the General Assembly, shall appoint all committee conveners who shall be either a member of the executive staff

or a delegate to the committee. In the case of special committees, the committee chair shall be appointed by the President.

Section 5 Standing Committee Attendance. All delegations shall send at least one representative to as many standing committees as their number of delegates permit. Delegations that fail to meet this requirement may appeal to the Equal Access Accountability Board, pursuant to Article IV, Section 4 (c)

## **Article IX. Finance**

Section 1 Fiscal Year. The fiscal year of the organization shall be July 1 to June 30.

Section 2 Budget/Expenditures. An annual budget shall be adopted each year by the General Assembly. The expenditures of this organization shall be made pursuant to the Financial Policies and Procedures.

Section 3 Funds/Investments. Funds held by this organization which are not currently needed shall be directed to interest-bearing investment accounts. The Executive Director, with the consent of the General Assembly, shall determine the most appropriate repository for said funds.

Section 4 Audit. An audit of the books and records shall be performed at least once a year.

Section 5 Records To Be Open. Financial records of this organization shall be open to and made available to all donor members, and to the general public in accordance with current Wisconsin Open Records laws.

## **Article X. Rules of Procedure**

Section 1 Standing Rules. The General Assembly may adopt such rules and regulations for the conduct of its business and to establish the various rules of conduct for the executive staff.

Section 2 Personnel Policies & Procedures. The General Assembly may adopt policies and procedures governing the executive staff.

Section 3 Financial Policies & Procedures. The General Assembly may adopt policies and procedures governing finances.

Section 4 Parliamentary Authority. The parliamentary authority of this organization shall be Robert's Rules of Order, Newly Revised, which shall govern in all instances to which applicable and where not inconsistent with these bylaws and/or other rules of the General Assembly.

## **Article XI. Amendment**

Section 1 Amendment. Unless otherwise provided in these bylaws, these bylaws may be amended at any General Assembly or at any meeting aforementioned in Article IV, Section 7, 8, 9, or 10 by a 3/4 vote of the delegates. Also, written notice describing proposed changes shall be distributed to all members at least 10 days prior to amendment.