PLATO Bylaws

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Final adoption: July 18, 2008
Amended: October 24, 2008
Amended: January 16, 2009
Amended: February 20, 2009
Amended: January 15, 2010
Amended: June 18, 2010
Amended: October 26, 2010
Amended: April 20, 2012

ARTICLE I—NAME

The name of this organization shall be Participatory Learning and Teaching Organization, hereafter referred to as PLATO or “the organization.”

ARTICLE II—OFFICES

The office of this organization shall be located in Madison, Wisconsin.

ARTICLE III—AFFILIATION

This organization is affiliated with the University of Wisconsin-Madison (UW), and the Division of Continuing Studies (DCS), and is subject to the applicable rules and policies of the University.

ARTICLE IV—MISSION

PLATO is a member-directed and participatory learning-in-retirement organization committed to developing, offering, and promoting opportunities for intellectual and cultural enrichment for its members, and to providing scholarship support for adult students with significant financial needs enrolled in post-secondary education courses, or such other charitable purposes as the Board of Directors may determine.

ARTICLE V—GOVERNANCE

The organization shall be governed by these bylaws and by such policies and procedures as may be established and recorded by the Board of Directors.
ARTICLE VI—MEMBERSHIP

Section 1. Qualification. Members of PLATO shall be men and women most of whom are retired or semi-retired, and who are willing to commit time and energy to themselves and others through exchange of knowledge in a continuing learning process.

Section 2. Term. The term of membership shall be for one year, from July 1 to June 30.

Section 3. Dues and Fees. The dues to become a member of PLATO shall be an amount determined annually by PLATO’s Board of Directors, in conjunction with the University Liaison. In addition to the membership dues, there may be fees required for participation in particular courses, tours, trips, lectures, or activities offered by PLATO or UW-Madison.

Section 4. Privileges. Members shall be entitled to the following privileges:
1. Participation in Discussion Groups
2. Participation in courses, tours, trips, lectures, or activities and other educational activities sponsored by PLATO.
3. Participation in the annual meeting in May and in social events.
4. Nominating and voting for PLATO officers and directors.
5. Receiving a copy of these Bylaws.
6. Receiving on a regular basis print and electronic communications from PLATO.

ARTICLE VII—MEETINGS

The annual all-member meeting will be held in May of each year. At least one month advance notice of this meeting will be published.

ARTICLE VIII—ADMINISTRATIVE AND FISCAL YEAR

The administrative and fiscal years for this organization shall be July 1 to June 30.

ARTICLE IX—OFFICERS

Section 1. Number and Qualification. This organization shall have four elected officers: President, President-elect, Secretary, and Treasurer, and one officer that is not elected: Immediate Past President. All officers shall be members in good standing of PLATO.

Section 2. Election and Terms of Office. Officers shall be elected at each annual all-member meeting by members in good standing of PLATO. Elected officers shall be those receiving the greatest number of votes cast. If there is only one nominee for each office, election may be by voice vote. If there are multiple nominees, the election method shall be as determined by the President. Terms of office shall be for one administrative year, but officers may be elected for successive terms.
Section 3. Duties. The following citation of officer’s duties is not necessarily exhaustive or exclusive:

1. The President, as Chief Executive, shall call Board of Director meetings, preside over meetings, and coordinate the activities of the organization in accord with such policies and procedures as may be developed.
2. The President-elect shall fulfill the duties of the President in his or her absence. The President-elect shall also serve as Chair of the Leadership Development Team.
3. The Secretary shall prepare, distribute, and file minutes of all meetings of the Board of Directors, the annual meeting, and other all-member meetings. The Secretary shall also file minutes of Standing Committees, as they may be presented for filing. The University representative on the Board of Directors shall keep the permanent, official file of these minutes.
4. The Treasurer shall maintain the financial records of the organization. The Treasurer shall prepare an annual budget with projections of revenues and expenses, in consultation with Board Members and Standing Committee Chairs. The Treasurer will report the organization’s current financial status at all regular Board of Director meetings, and prepare an annual report at the end of each fiscal year, which will be submitted to the Board of Directors.
5. The immediate Past President shall chair the Nomination Committee and will assume the lead role in re-negotiating the bi-annual Memorandum of Agreement (MOA) with UW/DCS.

ARTICLE X—BOARD OF DIRECTORS

Section 1. Directors. The Board of Directors shall include as members:

1. The five officers of PLATO
2. A representative from each Standing Committee, as determined by the Committee Chair
3. Five at-large Directors

Section 2. University Liaison. The Division of Continuing Studies will appoint a representative to be a non-voting member of the Board.

Section 3. Qualification. With the exception of a University representative, all Directors shall be members in good standing of PLATO.

Section 4. Ex Officio Directors. The officers of PLATO, the immediate Past President, and the representatives of the Standing Committees shall be ex officio Directors.

Section 5. At-large Directors. At-large directors shall be elected at each annual all-member meeting by members in good standing of PLATO. Elected Directors shall be those receiving the greatest number of votes cast. If there is only one nominee for each office, election may be by voice vote. If there are multiple nominees, the election method shall be as determined by the President.

Section 6. Terms of Office. The terms of office for ex-officio Directors shall be the same as their terms as officers of PLATO. The terms of office for at-large Directors shall be three years.
If an at-large Director is initially elected to serve the remainder of an existing term, then that Director will be eligible to be nominated for a subsequent three year term.

**Section 7. Meetings.** The Board of Directors shall meet at such times and places as may be necessary or appropriate, but in no case shall there be fewer than six meetings annually. Meetings shall be open to all members in good standing of PLATO.

**Section 8. Meeting Conduct and Voting.** A majority of actively serving Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. In the transaction of business, each Director shall have one vote. Unless otherwise provided in these Bylaws, the action of a majority of Directors at any meeting at which a quorum is present shall be considered an act of the Board. Roberts’ Rules of Order shall be the procedural authority at all meetings.

**Section 9. Vacancies.** Any vacancy on the Board of an elected Director shall be filled for the unexpired portion of the term by majority vote of the remaining Directors.

**Section 10. Responsibilities and Powers.** The Board shall be responsible for control and management of the affairs and interests of the organization.

**Section 11. Resignation.** Directors may resign at any time by giving written notice to the President or Secretary of the organization. The resignation of an officer must be from both the office and the Board. Resignation shall be effective upon receipt of such notice.

**ARTICLE XI—COMMITTEES**

**Section 1. Types of Committees.** To further the interests of the organization the Board of Directors may appoint or dissolve such Standing, Special, or Ad Hoc committees as may be necessary or appropriate for the conduct of PLATO affairs. However, there shall be at least these three Standing Committees: (1) Curriculum and Facilities Committee, (2) Communication and Membership Committee and (3) Special Events and Activities Committee. The Nominating Committee, the Leadership Development Committee, the AGORA Committee, and the Fund Development Committee shall be Special Committees of the Board.

**Section 2. Standing Committee Standards.** Each Standing Committee shall meet these standards:
   1. Consist of at least six members.
   2. Hold scheduled, periodic meetings, at least four times each Administrative year.
   3. Prepare and file minutes of each scheduled meeting.
   4. Have a representative present at each regular meeting of the Board of Directors.

**Section 3. Standing Committee Chairs and Members.** The Chair (and Co-Chair, if appropriate) of Standing Committees shall be appointed annually by the PLATO President, after consultation with Committee members, and with concurrence of the Board Directors. The Chair shall select an appropriate number of members to carry out
the mission of the committee. The term for Committee Chairs and members shall be one administrative year, although there is no limit to the number of successive terms they may serve.

Section 4. Nominating Committee. This Committee shall be chaired by the immediate Past President of PLATO and shall include as members three other Directors or past-Directors, as appointed annually by the President. This Committee is responsible for the following activities:

1. Identifying members who are willing and able to serve as officers, directors, and committee chairs for the organization.
2. Preparing and presenting to PLATO members a slate of candidate officers and directors, at least one month prior to the annual all-member meeting.
3. Providing members reasonable opportunity for voting for the proposed slate of officers and directors, or for other nominations as may be put forward.

Section 5. Other Standing Committees, Special and Ad Hoc Committees. Other committees that may be appointed by the Board of Directors shall be furnished with a clear written charge and, if appropriate, a specific time for completion of the charge. Committees may exercise such powers as the Board confers, and shall make reports to the Board on activities and progress as the Board may request.

Section 6. Committee Meetings and Minutes. Committees shall meet as often as necessary to plan and carry out the assigned responsibilities in a timely and efficient manner. Meeting minutes will be recorded, and a permanent copy will be retained by the Committee Secretary and the University representative.

ARTICLE XII—RESOLUTIONS

The Board of Directors may from time to time adopt Resolutions involving matters essential to the organization’s activities but not requiring codification and inclusions in the Bylaws. Such Resolutions may be adopted, revised, or rescinded by a majority vote of Directors as set forth in ARTICLE X, Section 8, and they will be attached to and archived with the Bylaws.

ARTICLE XIII—AMENDMENT

These Bylaws may be amended by the affirmative vote of two-thirds of the Directors eligible to vote.

ARTICLE XIV—DISSOLUTION

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
PLATO Resolutions

#2008-1 Money Signature Authority

Money signature authority for PLATO shall reside with the Treasurer and the current President.

Adopted: October 24, 2008

#2009-1 Responsibilities of Standing Committees

Curriculum Committee

This committee is responsible for the following activities:

1. Planning, scheduling, and setting standards for a balanced program of discussion groups.
2. Recruiting, identifying and confirming discussion group coordinators.
3. Locating and reserving suitable meeting rooms for discussion groups.
4. Supporting group coordinators.
5. Planning and leading the Fall and Spring Previews.
6. Arranging training for members who desire instruction prior to assuming coordinator duties.
7. Other activities as may be assigned or as its members deem appropriate.

Revised: April 20, 2012

Communication and Membership Committee

This committee is responsible for membership activities, and for internal and external communications, including the following:

1. Retaining current PLATO members and recruiting new ones.
2. Recruiting volunteers to staff the Expo booth and the membership table at Previews, the Annual Luncheon, and other locations as appropriate.
3. Advising on publication and mailing of the Newsletter and other internal communications, in cooperation with the University liaison.
4. Advising the Board on other essential or useful communications.
5. Developing promotional material and distributing this material to community organizations.
6. Recruiting members to speak about PLATO to community groups.

Adopted: February 20, 2009
Special Events and Activities Committee

This committee is responsible for planning lectures, travel programs, and social events, including the following:

1. Arranging for speakers at lectures, at such dates, times, and places as interest by PLATO members justifies.
2. Developing, planning, and publicizing educational or social trips as interest by PLATO members justifies.
3. Planning social events for PLATO members, including picnics, holiday events, and the Annual Luncheon.

Adopted: February 20, 2009

#2009-2 Charitable Giving

Each fiscal year the Board of Directors shall determine the amount of charitable giving in the year and the recipients of these gifts. The emphasis shall be on adult educational programs that target the economically disadvantaged. Whereas the amount of giving may vary from year to year, at a minimum it will equal the amount of PLATO’s earned income in the previous fiscal year.

Adopted: February 20, 2009

#2009-3 Conflict of Interest

PLATO has formally adopted a Conflict of Interest policy which has been approved by the federal Internal Revenue Service for tax exempt organizations, under 501(c) of the Internal Revenue Code. Each Officer and Director of PLATO shall annually sign a statement which affirms such person;
   a. Has received a copy of the conflict of interest policy,
   b. Has read and understands the policy,
   c. Has agreed to comply with the policy
   d. Understands that PLATO is a charitable organization, and that to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Adopted: February 20, 2009

#2010-1 Policy on Procedures for Payment, Reimbursement and Contracts

1. PLATO is a nonprofit corporation organized under Wisconsin law and is recognized by the U.S. Internal Revenue Service as a tax exempt organization under section 501(c)(7) of the internal revenue code.
2. PLATO is also affiliated with the University of Wisconsin-Madison.
3. UW-Madison and PLATO are parties to a Memorandum of Agreement relating to purchase of services by the University. This memorandum specifies that dues to PLATO are paid to the University and that 70% of the aggregate dues received are returned to PLATO for use at its discretion.
4. This gives PLATO the option of operating directly with vendors or individuals University of Wisconsin-Madison Division of Continuing Studies. With transactions or contracts involving other entities within UW-Madison, or contract transactions such as bus trips, catering or facility use, with potential liability, PLATO members need to operate through UW-Madison Division of Continuing Studies and UW-Madison Purchasing. For transactions involving other vendors PLATO members should assure that the purchase or obligation they are undertaking is within the budget of the relevant committee, for expenditures over $50 get the approval of the committee chair, and forward the bill directly to the PLATO treasurer for payment or reimbursement.
5. As a rule financial transactions, other than bus trips, catering or facility use (which involve potential liability), should be handled within PLATO’s traditional mechanism for reimbursement described in the last sentence of #4 above.

Adopted: January 15, 2010