



PLATO Bylaws

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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. The Board of Directors, by vote of the majority of a quorum of its members, may designate other office locations in Wisconsin.

ARTICLE III—MISSION

PLATO is a learning-in-retirement organization that relies on active member involvement to develop and provide participatory learning, teaching, and social opportunities for members. PLATO also financially supports educational opportunities for learners of all ages in greater Madison.

ARTICLE IV—GOVERNANCE

The organization shall be governed by its articles of incorporation, these bylaws, and by such policies and procedures as may be established by the Board of Directors.

ARTICLE V—MEMBERSHIP

Section 1. Member in Good Standing. A member in good standing of PLATO is a person who has paid the membership fee for the current membership year and is in compliance with the rules and policies promulgated by the Board of Directors. Only a member in good standing may vote in a matter relating to the affairs of the organization and serve as an officer or a member of the Board of Directors of the organization.

Section 2. Term. The term of membership shall be for one year, from August 1 to July 31.

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 addition to the membership dues,

there may be fees required for participation in particular courses, tours, trips, lectures, or activities.

Section 4. Benefits. Members shall be entitled to participate in PLATO programs subject to fees and space availability.

ARTICLE VI —MEETINGS

Section 1. Annual Meeting. A meeting of the members of the organization shall be held each year in the month of May. The officers shall provide the members with a written or oral report concerning the activities and financial status of the organization at this meeting. Other business may also be addressed at this meeting, but shall be limited to the topics identified in the meeting agenda.

Section 2. Other Meetings. Additional meetings of the members of the organization may be held if requested by the President, a majority of the members of the Board of Directors, or at least 10 percent of the membership.

Section 3. Conduct of Meetings. The President shall preside at all meetings of the members of the organization. The presence or participation of 10 percent of membership shall constitute a quorum. Actions taken by the majority vote of a quorum of the members of the organization shall be deemed the actions of the members of the organization. Each member in good standing of the organization is entitled to a vote on every matter submitted in the agenda and approved for decision by the President in a meeting of the members of the organization.

Section 4. Location and Method. The Board of Directors shall select the location of every meeting of the members of the organization. All in-person meetings shall be held in Dane County, Wisconsin. Meetings may be conducted in person, by telephone or video conference, or by electronic communication.

Section 5. Notice. An officer of the organization shall provide the members of the organization notice stating the date, time, location, and agenda for all meetings of the members of the organization. This notice shall be provided at least 30 days before the date of the meeting. Notice may be provided by postal mail, electronic mail, posting on the organization's internet web site, or in the organization's newsletter.

ARTICLE VII—ADMINISTRATIVE AND FISCAL YEAR

The administrative and fiscal years for this organization shall be July 1 to June 30, with the exception of the membership year which runs from August 1 through July 31.

ARTICLE VIII—ELECTION OF OFFICERS AND AT-LARGE DIRECTORS

The members of the organization shall elect all officers and at-large directors from a list of candidates provided by the Board of Directors each year, which election shall be completed in the month of May. The nominating committee established in Article XI, Section 4, shall submit a slate to the Board for its approval at the Board's April meeting.

The election process by the members shall be conducted by ballot, including electronic or paper. Each member in good standing of the organization is entitled to a vote on the slate. The Board shall provide members a reasonable opportunity for voting. Candidates receiving the greatest number of votes cast shall be elected as officers and at-large directors.

Actions taken by the majority vote of the above during the election process shall be deemed the actions of the members of the organization.

ARTICLE IX—OFFICERS

Section 1. Number and Qualification. This organization shall have the following officers: President, Vice President, Secretary, and Treasurer, and Immediate Past President. All officers shall be members in good standing of PLATO.

Section 2. Election and Terms of Office. Officers shall be elected by members in good standing of PLATO. Elected officers shall be those receiving the greatest number of votes cast. Terms of office shall be for one administrative year, but officers may be elected for successive terms.

Section 3. Duties. The following citation of officers' duties is not necessarily exhaustive or exclusive:

1. The President, as Chief Executive, shall call and preside at all meetings of the Board of Directors and membership. The President shall have general charge and supervision of the business of the organization. The President shall coordinate the activities of the organization in accordance with these bylaws and any policies that the Board of Directors may adopt. The President has authority to sign contracts and other official documents.
2. The Vice President shall serve in the absence of the President and shall become President if the presidency becomes vacant.
3. The Secretary shall keep the minutes of the Board of Directors and member meetings according to procedures established by the Board. The Secretary shall see that all notices are duly given, in accordance with the provisions of the Bylaws and as required by law, and shall be the custodian of the records of the organization.
4. The Treasurer shall have charge of and be responsible for all funds, receipts, and disbursements of the organization and shall deposit in the name of the organization all receipts in financial institutions selected by the Board. The Treasurer, under the overall supervision of the Board, shall be the primary liaison with any outside accounting firm. The Treasurer shall prepare reports showing the financial condition of the organization and submit it to the Board of Directors and shall ensure that annual federal, state, or municipal tax returns are completed. The Treasurer shall prepare an annual budget with projections of revenues and

expenses, in consultation with Board Members and Standing Committee Chairs. The Treasurer shall provide, whenever requested, an account of the financial condition of the organization and advise the Board accordingly.

5. Money signature authority for PLATO shall reside with the Treasurer and the current President.
6. The Immediate Past President shall chair the Nominating Committee.

Section 4. Executive Committee. The five officers shall compose an Executive Committee that has responsibility for evaluating organizational needs and managing the on-going operations of PLATO under the policies established by the Board of Directors. The President shall preside at all meetings of the Executive Committee. The presence of a majority of the members of the Executive Committee shall constitute a quorum. Actions taken by the majority vote of all of the members of the Executive Committee shall be deemed the actions of the Committee. The Executive Committee is authorized to act on behalf of the Board of Directors in exigent circumstances whenever the Board of Directors is unable to meet, or when expressly authorized by the Board of Directors to do so. In appropriate circumstances, the Executive Committee may request the Board of Directors to review, approve, and ratify actions taken by the Executive Committee on behalf of the Board of Directors. The Executive Committee shall prepare and file minutes of its meetings with the PLATO Office.

Section 5. President as Ex Officio Member of Committees. The President shall be a nonvoting ex officio member of all committees, except the Nominating Committee, and shall have the right to participate in all committee meetings.

Section 6. Removal of Officers. Officers may be removed from their position only by a two-thirds vote of all Directors.

Section 7. Vacancies in Office. A vacancy in the office of President shall be filled by the Vice President. A vacancy in any other office of the organization may be filled as an interim

appointment by a vote of the majority of a quorum of the Board of Directors present and voting at a meeting of the Board. An interim appointment shall remain in effect for the unexpired term of the holder of the vacant office. An office shall be deemed vacant if the holder of that office dies, resigns, is removed, is no longer able to perform his or her duties, or is no longer a member in good standing of the organization.

ARTICLE X—BOARD OF DIRECTORS

Section 1. Authority. The Board of Directors has the authority to manage and control the business and affairs of the organization. In executing this authority, the Board of Directors may hire and appoint persons and organizations reasonably necessary to administer the business and affairs of the organization.

Section 2. Directors. The Board of Directors shall include as voting members:

1. The five officers of PLATO: President, Vice President, Secretary, Treasurer, Immediate Past President.
2. A representative from each of the five Standing Committees, as determined by each of the Committee Chairs.
3. Five At-large Directors.

Section 3. Qualification. All Directors shall be members in good standing of PLATO.

Section 4. At-large Directors. At-large directors shall be elected by members in good standing of PLATO. Elected Directors shall be those receiving the greatest number of votes cast

Section 5. Terms of Office. The terms of office for Directors who are representatives of Standing Committees as defined in Article X, Section 2, continue only so long as they hold the positions listed in that section. The terms of office for At-large Directors shall be three years, but At-large Directors may not be elected to successive terms. If an At-large Director is selected by the Board under Article X, Section 11, to complete the unexpired portion of a vacant term, that Director will be eligible to be nominated for a successive three-year term.

Staggered elections shall be held to ensure that not all At-large Directors are elected at the same time and to maintain continuity in At-large Director representation.

Section 6. 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)(3) of the Internal Revenue Code. Each Officer and Director of PLATO shall annually sign a statement which affirms such person:

1. Has received a copy of the Conflict of Interest policy.
2. Has read and understands the policy.
3. Has agreed to comply with the policy.
4. 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.

Section 7. Meetings. Meetings of the Board of Directors may be called by the President, or by a majority of the members of the Board of Directors. At least 2 weeks' notice shall be given to all members of the Board of Directors before each meeting, unless the President determines that an emergency or exigent circumstance requires a shorter notice. Meetings may be conducted in person, by telephone or video conference, or by electronic communication. The President shall preside at all meetings of the Board of Directors. The presence of a majority of the members of the Board of Directors shall constitute a quorum of the Board of Directors. Each Director shall have one vote. Actions taken by the majority vote of a quorum of the members of the Board of Directors shall be deemed the actions of the Board of Directors, except for amendment of these bylaws or removal of officers and directors which requires the vote of two-thirds of all members of the Board of Directors. A vacancy in any position on the Board of Directors reduces the number for establishing a quorum. The Board of Directors shall meet at least 6 times each administrative year.

Section 8. Recording of Votes. A member of the Board of Directors who is present at a meeting is presumed to have assented to an action taken by the Board of Directors at that meeting, unless a member abstains or votes against that action at that meeting, and the

member requests the abstention or vote against that action is recorded in the minutes of that meeting

Section 9. Attendance at Meetings. Any member in good standing of the organization may attend meetings of the Board of Directors with the exception of portions of meetings held in executive session to deal with legal advice or personnel matters. When a member of the organization requests advance notice of a meeting of the Board of Directors, the President or Secretary shall provide the member with the time, date, location, and agenda of that meeting. The Board of Directors, in its sole discretion, may allow persons who are not members of the organization to attend meetings of the Board of Directors.

Section 10. No Compensation for Board Members. No officer or other member of the Board of Directors may receive any payment for his or her service as an officer or member of the Board of Directors. An officer or member of the Board of Directors may be reimbursed for actual and reasonable expenses relating to the organization's business, but only when authorized by the majority of a quorum of the Board of Directors present and voting at a meeting. No officer or member of the Board of Directors may vote in favor of his or her own reimbursement.

Section 11. Vacancies. Any vacancy in the membership of an at-large Director may be filled as an interim appointment for the unexpired term of the vacant member by the President, with the consent of the majority of a quorum of the Board of Directors, present and voting at a meeting. An interim appointment shall remain in effect for the unexpired term of the vacant member. An at-large membership on the Board of Directors shall be deemed vacant if the holder of that membership dies, resigns, is removed, is no longer able to perform his or her duties, or is no longer a member in good standing of the organization.

Section 12. Responsibilities and Powers. The Board shall be responsible for establishing priorities and providing direction, control and planning for PLATO.

Section 13. Removal of Directors. Directors may be removed from their position only by a two-thirds vote of all Directors.

Section 14. Resignation. Directors may resign at any time by giving written or electronic 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. There shall be five Standing 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. The Nominating Committee and the Agora Editorial Board shall be Special Committees of the Board.

Section 2. Standing Committee Standards. Each Standing Committee shall meet these standards:

1. Have an appropriate number of members as determined by the Committee Chair to carry out the mission of the committee.
2. Hold scheduled, periodic meetings at least four times each Administrative year.
3. Prepare and file minutes of each scheduled meeting with the PLATO Office.
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 of Directors. 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 at least two other Directors or past Directors 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 the Board a slate of officer and at-large Director candidates for approval at the Board's April meeting.

Section 5. Standing Committees, Special, and Ad Hoc Committees. 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. Meeting minutes will be recorded and a permanent copy will be retained by the Committee Chair with a copy forwarded to the Secretary.

ARTICLE XII—CHARITABLE GIVING

Each fiscal year the Board of Directors shall determine the amount to be drawn from the PLATO Fund for charitable giving in the year and the recipients of these gifts. The emphasis shall be on educational programs that target the economically disadvantaged.

ARTICLE XIII—POLICIES AND PROCEDURES

The Board of Directors may from time to time adopt Policies and Procedures involving matters essential to the organization's activities but not requiring codification and inclusion in the Bylaws. Such Resolutions may be adopted, revised, or rescinded by vote of the majority of a quorum of its members, and they will be attached to and archived with the Bylaws.

ARTICLE XIV—AMENDMENT

Section 1. Method of Amendment. These bylaws may be amended or repealed by the affirmative vote of two-thirds of all of the members of the Board of Directors. The Board of Directors may, but is not required to, request the approval of the amendment or repeal of these bylaws by the members of the organization.

Section 2. Member Requests for Amendment. Ten percent of the membership may request the Board of Directors to amend or repeal these bylaws. The Board of Directors shall consider this request within 60 days after receiving this request.

ARTICLE XV—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.