

## ARTICLES OF INCORPORATION

- Article 1 - The name of the corporation shall be the University of Wisconsin-Madison School of Pharmacy Alumni Association, Inc.
- Article 2 - The period of existence shall be perpetual.
- Article 3 - The purposes of the Association shall be:
- a. to provide a unifying organization for the alumni of the University of Wisconsin-Madison, School of Pharmacy for the mutual benefit of pharmacists, the University of Wisconsin, the University of Wisconsin School of Pharmacy, and the profession of Pharmacy in general.
  - b. to promote the mutual exchange of ideas between pharmacists, the affiliated and related branches of pharmacy, and the allied health professions.
  - c. to disseminate information concerning the alumni and the activities and progress of the University of Wisconsin-Madison School of Pharmacy.
  - d. to conduct fund raising activities to contribute to the University of Wisconsin Foundation endowed scholarship accounts on behalf of the Pharmacy Alumni Association, Inc.
  - e. to develop and assist in the management of a professional mentor program between pharmacy/toxicology students and alumni/practitioners in the Wisconsin area.
  - f. to coordinate professional networking meetings/gatherings for alumni, faculty, students and affiliated practitioners to participate in
  - g. to establish relationships between the pharmacy/toxicology students, University of Wisconsin faculty, alumni and UW Foundation representatives.
- Article 4 - The location of the principal office shall be in the city of Madison, Dane County, Wisconsin.
- Article 5 - The name and address of the initial registered agent is Arthur H. Uhl, School of Pharmacy, University of Wisconsin, Madison 6, Wisconsin.
- Article 6 - The names and addresses of the incorporators were as follows:  
Arthur H. Uhl, 1010 Harrison Street, Madison, Wisconsin, and Dale E. Wurster, Route 2, Madison, Wisconsin.

- Article 7 - The board of directors shall be designated and known as the Executive Committee. The number of members of the Executive Committee shall be fixed by By-Law but shall not be less than three. The manner of nomination., election or appointment and the term of office of members of the Executive Committee shall be stated in the By-Laws.
- Article 8 - The initial board of directors were composed of eleven members. The names and addresses of the initial board of directors are as follows:  
Joseph H. Jameson, 1415 Middle Avenue, Beloit, Wisconsin; Elmer W. Roloff, 1228 Caledonia Street, La Crosse, Wisconsin; Paul G. Bjerke, 310 Chestnut Street, Eau Claire, Wisconsin; John M. Roudebush, 5325 Frosty Lane, Madison, Wisconsin; Erwin J. Dohmen, 2738 South 13th Street, Milwaukee, Wisconsin; Donald Niebuhr, 208 East Wisconsin Avenue, Milwaukee, Wisconsin; George B. Gates, Jr., 320 6th Street, Racine, Wisconsin; Robert W. Lord, 612 Congress Street, Neenah, Wisconsin; Lloyd Kennon, 1323 South 9th Street, Milwaukee, Wisconsin; Arthur H. Uhl, 1010 Harrison Street, Madison, Wisconsin; and Dale E. Wurster, Route 2, Madison, Wisconsin.
- Article 9 - The Association shall have one or more classes of membership. The designation of such classes, and the qualifications, rights and method of acceptance of members of each class, shall be specified in the By-Laws. There shall be no limitation on the right to vote of any class of members except as may be provided in the By-Laws. Membership may be forfeited for reasons deemed sufficient by a two-thirds vote of all members of the Executive Committee at any regular or special meeting of the Executive Committee.
- Article 10 - This corporation shall not have or issue shares of stock, and it shall pay no dividends or pecuniary profits whatever to its organizers or members, although it may confer benefits upon members in conformity with its purposes and the law.
- Article 11 - These articles may be amended in the manner authorized by law at the time of amendment.

BY-LAWS OF THE UNIVERSITY OF WISCONSIN SCHOOL OF  
PHARMACY ALUMNI ASSOCIATION, INC.

I. PURPOSES

The purposes of the University of Wisconsin-Madison School of Pharmacy Alumni Association, Inc. as stated in the Articles of Organization, may be achieved:

- A. By organizing and sponsoring professional and business meetings.
- B. By issuing publications containing information pertaining to the practice, the stewardship, education and research in the profession of Pharmacy, and news items about the alumni of the University of Wisconsin-Madison School of Pharmacy.
- C.
- D. By management (fundraising and disbursement) of endowed scholarship funds
- E. Through coordination of the professional mentor program with representatives from the School of Pharmacy Student Senate.
- F. And by other activities consistent with the purposes of the Association and the interests of the members (i.e. mentor program).

## II. MEMBERS

- A. The membership of this organization shall be divided into three classes:
  - 1. Active Members - Any alumnus of the University of Wisconsin-Madison School of Pharmacy who is a graduate or a registered pharmacist interested in the purposes of the Association shall be eligible.
  - 2. Supporting Members - Any person, organization or group of persons offering special support to the objectives of the Association shall be eligible, and such members may receive particular recognition as determined by the Executive Committee. Examples may include: corporations, spouses of alumni, friends of the Association. Voting privileges are not granted.
  - 3. Guest Members: graduating members of the DPH-4 class of Pharmacy students and the senior year of Pharmacology/Toxicology students. No voting privileges are granted; no membership is collected; publications are sent; invitations are extended.
- B. An application for Active and Supporting Membership by an eligible alumnus of the University of Wisconsin-Madison School of Pharmacy, or

someone supporting the mission of the Association, shall be accepted; Membership may be forfeited for reasons deemed sufficient by a two-thirds vote of all members of the Executive Committee, as provided in the Articles of Organization.

- C. Each Active Member, dues are paid in full, may vote at the Annual Business Meetings of the Association and participate in the election of officers, has preference over non-active members for attendance at events.
- D. All alumni shall receive all regular publications of the Association, and are invited to participate in such other benefits and activities as may be provided.

### III. OFFICERS

The officers of the Association shall be a President and a President-Elect who shall be elected for a term of one year, a Treasurer elected for a term of two years, an Executive Secretary appointed by the Executive Committee for a term of two years, and the Dean of the School of Pharmacy serving a continuous term

### IV. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the current officers and the five most recent past presidents and two representatives from the past 2 graduating classes (serving a 2 (graduate from 2 years) and 3 year terms (most recent graduate)), . The President of the Association shall be the Chair of the Executive Committee. (Rev. 1968)

### V. ELECTION OF OFFICERS

All officers except the Executive Secretary shall be Active Members elected by a plurality of votes cast by the active membership present at the Association's Annual Business Meeting. The Executive Secretary shall be an Active Member appointed by the Executive Committee.

During the annual Executive Board Meeting nominations for each open office is conducted by the Chair of the Executive Committee. The Chair will present the candidates to vote on at the Annual Business Meeting.

Nominations may also be made by any Active member of the Association at any time prior to balloting at the Annual Business Meeting. A candidate for election must be an Active Member.

Officers shall be installed during the Annual Business Meeting at which they are elected and shall serve until their successors have been duly elected and installed. In the event of resignation or incapacity of any officer except the President, or of any Executive Committee member, the vacancy may be filled by vote of the Executive Committee for the unexpired term of office.

## VI. DUTIES OF THE OFFICERS AND EXECUTIVE COMMITTEE

- A. The President shall preside at all meetings of the Association. He/She shall prepare an address to be presented at the annual meeting at which he/she is installed. He/She shall appoint the members of committees and representatives not otherwise provided for in the By-Laws. He/She shall be Chairman of the Executive Committee and shall have executive supervision over the activities of the Association, within the scope provided by these By-Laws.
- B. The President-Elect shall be a member of the Executive Committee. In the event of absence, incapacity or resignation of the President, the President-Elect shall assume the duties of the President. . (Rev. 1964)
- C. The Executive Secretary shall keep the minutes of the Association and of the Executive Committee meetings, maintain a list of members, help conduct the business of the Association, arrange programs and meetings, edit publications of the Association, fund raise and render an annual report. He/She shall be a member of the Executive Committee.
- D. The Treasurer shall be responsible for the safe-keeping of Association funds and for maintaining adequate financial records and submitting appropriate financial reports (i.e. tax returns). He/She shall deposit all moneys received with a reliable banking company in the name of the University of Wisconsin-Madison School of Pharmacy Alumni Association, Inc.. or the University of Wisconsin Foundation, whichever is appropriate. Moneys shall be paid out by numbered checks signed by the Treasurer or dispersed according to appropriate procedures of the University of Wisconsin Foundation. If, for whatever reason, the Treasurer cannot sign a check, the signature of the Secretary shall be accepted instead on banking accounts; and the Dean's and Associate Dean's signature shall be accepted on all University of Wisconsin Foundation accounts. The Treasurer shall render an annual report and budget based upon the fiscal year. He/She shall be a member of the Executive Committee.

- E. The Executive Committee shall act for the Association in the general management of the Association's property, finances, and program. It shall fix the dues of members. It shall approve the budget and programs planned for the next fiscal year. It shall approve the fees for business and professional service on projects. It shall decide on all cases of expulsion from membership as provided in the Articles of Organization. It shall select candidates for office, pursuant to the By-Laws. It shall fix the time and place of the Annual Meeting. The Executive Committee shall decide questions of policy that for any reason cannot be acted upon at a meeting of the Association and perform such other functions as designated in the By-Laws or otherwise assigned to it.

The Executive Committee shall meet annually prior to the Annual Meeting of the Association. Other "meetings" (in person or electronically) may be scheduled by the Chairman provided each member of the Executive Committee is notified at least fifteen days prior to the "meeting" of the time and place of the meeting and that each member consents to the holding of the "meeting". At any "meeting" of the Executive committee five members thereof shall constitute a quorum. Between meetings the Chairman may conduct the business and balloting of the Executive Committee by mail, email or other electronic means. A majority of the votes cast shall decide a question, whether Executive Committee members are personally present or voting by mail, email or other electronic means. Duly designated committees of the Executive Committee may exercise its functions between meetings in the manner and extent provided by law.

## VII. DUES

The annual dues for individual Active and Supporting Members shall be fixed at amounts determined by the Executive Committee. Membership shall be entered on a calendar-year basis.

Lifetime dues for individual Active and Supporting Members shall be fixed at amounts determined by the Executive Committee.

New practitioner dues for recent Doctor of Pharmacy and Pharmacology/Toxicology Students shall be fixed at amounts determined by the Executive Committee.

Two-practitioner family dues for family Active and Supporting Members shall be fixed at amounts determined by the Executive Committee.

VIII. ANNUAL MEETING

The annual meeting shall be held at the time and place designated by the Executive Committee, pursuant to the By-Laws. This has been conveniently scheduled in conjunction with the Annual Educational Conference of the state pharmacy society. Special “meetings” may be called by the President. Members shall be notified of the place, day and hour of a “meeting” at least fifteen days in advance, and of the purpose of any special “meeting”. Ten or more active members shall constitute a quorum at any general meeting of the Association.

A majority of the votes entitled to be cast by the Active Members present shall be decisive, except on questions for which a greater proportion may be required by law, Articles of Organization, or By-Laws.

IX. AMENDMENTS

These By-Laws may be amended at an Annual Meeting by a two-thirds vote of the Active Members present.

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9 September 1963  
September 2004