

TEMPO MADISON BYLAWS
Amended and Approved June 2011: Proposal for Amendment June 2021

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ARTICLE I - NAME AND PURPOSE

Section 1. Name

The name of this organization is TEMPO of Madison, Inc. (hereinafter TEMPO Madison). It is a non-profit corporation incorporated pursuant to Chapter 181, Wisconsin Statutes, and is tax exempt pursuant to Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or any successor statute.

Section 2. Purpose

The purpose of TEMPO Madison is to connect and develop dynamic women leaders in greater Madison.

TEMPO Madison and the Board are committed to incorporating the values of diversity, equity, and inclusions (“DEI”) in the governance and operations of this organization.

ARTICLE II - FISCAL RESPONSIBILITY

Section 1. Fiscal Year

The fiscal year shall commence on the 1st day of July and shall end on the 30th day of June.

Section 2. Audit

Each year, an unaudited financial statement prepared by the Treasurer and approved by the Board of Directors, shall be available after September 1 for member review. In addition, the Board of Directors shall engage a Certified Public Accountant who is not a member of the Board of Directors to conduct an audit of TEMPO Madison at least every three (3) years, or more frequently as determined by the Board of Directors

Section 3. Administration

The Board of Directors (hereinafter Board of Directors or Board) may enter into service contracts to manage the affairs of TEMPO Madison. Contracts may include services for general administration, technology, accounting and special projects. All ongoing contracts shall be reviewed every two (2) years at a minimum.

The company or individual under contract for general administration services is referred to herein as the Executive Administrator*. Section

4. Dissolution

TEMPO Madison may be dissolved subject to approval of the dissolution by two-thirds of the votes cast by members or a majority of the voting power of the members of TEMPO Madison. Upon the dissolution of TEMPO Madison, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of TEMPO Madison, dispense of all the remaining assets of TEMPO Madison as set forth in the Articles of Incorporation.

Section 5. Dues

Dues are payable upon acceptance to membership and, thereafter, annually by July 1. The annual dues for the various categories of membership shall be determined by two-thirds vote of the Board of Directors; however, in the event that more than a 10% annual increase is proposed, it will not take effect unless it is approved by the membership at the Annual Meeting.

Dues for an Active Member admitted to membership after July 1 shall be prorated to the number of months of active membership remaining in that fiscal year.

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ARTICLE III - MEMBERSHIP

Section 1. Requirements for Membership

Membership is by invitation and shall be held by individuals who share a commitment to the stated purpose of TEMPO Madison.

TEMPO Madison members are generally expected to meet the following criteria:

- 10 years + professional experience
- 5 years executive level professional experience
- Decision-making responsibility for staff and budget
- Direct access to the organization's top executive team
- Leadership in professional and/or civic organizations

Section 2. Categories and Conditions of Membership

There are three (3) TEMPO Madison membership categories:

1. Active Member

An Active Member is regularly engaged in TEMPO Madison activities and is in good standing through the payment of annual dues. An Active Member has full voting privileges and may serve on the Board of Directors.

2. Sabbatical Member

A Sabbatical Member has been an Active Member for at least one (1) year, but temporarily cannot continue as an Active Member due to special circumstances (such as personal or family issues, career transition or special work demands, extraordinary travel schedule). A Sabbatical Member pays reduced annual dues; is charged the registration fees for activities attended; and has full voting privileges, but may not serve on the Board of Directors. A member may be on sabbatical status for no more than two (2) consecutive years. A Sabbatical Member is identified in the directory as a Sabbatical Member.

3. Retiree Member

A Retiree Member has been an Active Member for at least five (5) years, but is now retired from her business or profession. A Retiree Member pays reduced annual dues; is charged the registration fees for activities attended; and has full voting privileges, but may not serve on the Board of Directors. A Retiree Member is identified in the directory as a Retiree Member.

Section 3. Dues Levels for Membership Categories

Dues are set by the Board of Directors to implement TEMPO Madison's mission and annual objectives. The dues structure for the membership categories is as follows:

1. Active Members -- Annual dues
2. Sabbatical and Retiree Members -- Annual dues of approximately one-half of the Active Member dues

Section 4. Re-Joining Members

A TEMPO Madison member whose membership has lapsed may rejoin TEMPO Madison at any time upon approval by the Board and payment of appropriate annual dues.

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Section 5. **Application/Nomination Process** – **NOTE Vote for Membership needed.**

1. Any current TEMPO member may nominate a woman for membership. Members in good standing will complete nomination application for ~~Applicants must either complete the on-line application or submit a resume to the TEMPO Madison Executive Administrator for review by the Membership Committee.~~

2. The Membership Committee will review nominations, recommend potential membership nomination for approval by the board of directors.

~~2. All applications must include confirmation of endorsement from at least one TEMPO Madison member sponsor familiar with the applicant or by a member of the Membership Committee.~~

3. Approved potential members will then be sent an invitation to join TEMPO Madison.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. **Regular Meetings**

Regular meetings of the members shall be held monthly on the second Tuesday of each month, unless a different date is set by the Board of Directors.

Section 2. **Annual Meeting**

The Annual Meeting shall be held on the second Tuesday in June unless a different date is set by the Board of Directors. The Annual Meeting is restricted to members only.

Section 3. **Special Meeting**

Special Meetings of the membership may be held at the call of the President. No less than 10 days' advance written notice of the date, time, place and purpose of any Special Meeting shall be provided to the membership either by hand-delivery, mail, telephone or electronic communication.

ARTICLE V - BOARD OF DIRECTORS

Section 1. **Board of Directors**

The Board of Directors shall be composed of not less than nine (9) nor more than thirteen (13) Directors in total, in the following categories:

- a. Officers
- b. Directors-at-Large
- c. Chairs of Standing Committees
- d. Immediate Past President

The Officers, Directors-at-Large and Chairs of Standing Committees shall be elected to the Board as provided in Article VII, and the Immediate Past President is automatically a member of the Board. A Director-at-Large may also serve as a Chair of a Standing Committee.

Section 2. **Officers of the Board of Directors**

The Officers of the Board of Directors are President, Vice President, Recording Secretary, and Treasurer.

Section 3. **Terms of Office**

Officers: The term of office for each Officer shall be one (1) year, starting July 1. No Officer shall hold the same office for more than two (2) consecutive years.

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Directors-at-Large and Chairs of Standing Committees: The term of office for each Director-at-Large and Standing Committee Chair shall be two (2) years, starting July 1; provided, however, that the terms of these positions shall be staggered so that one-half (1/2) shall be initially elected to serve one-year terms, and one-half (1/2) shall be initially elected to serve two-year terms. The initial election shall be the election for the Board of Directors that takes office on July 1, ~~2011~~. **Vote Needed by Members**

Immediate Past President: The Immediate Past President shall serve a one (1) year term in that role, beginning on July 1.

Section 4. Term Limits

An Active Member may serve a maximum of seven (7) consecutive years on the Board of Directors; following a hiatus of no less than one (1) year, this Active Member may again serve a maximum of seven (7) consecutive years on the Board of Directors. The one (1) year term of Immediate Past President is not considered one of the seven (7) consecutive years.

Section 5. Succession to President

The Vice President shall succeed automatically to the office of President at the conclusion of the term of the President. Prior to election as Vice President, this Active Member must serve on the Board for at least one (1) year.

Section 6. Duties and Responsibilities of Board of Directors

The duties and responsibilities of the Board of Directors include the obligation, without limitation to:

1. Manage the affairs of TEMPO Madison.
2. Establish and carry out TEMPO Madison policy.
3. Approve admission of new members and make other membership-related decisions.

Section 7. Duties and Responsibilities of Officers, Directors-at-Large, Standing Committee Chairs and Immediate Past President

The duties and responsibilities of the Officers, Directors-at-Large, Standing Committee Chairs and Immediate Past President are set forth in the applicable position descriptions and include, without limitation, the following:

The President shall:

1. Preside at all meetings of TEMPO Madison membership, the Board of Directors and the Executive Committee.
2. Appoint special committee chairpersons.
3. Oversee the payment of bills in the absence of the Treasurer.
4. Serve as an ex-officio member of all committees.

The Vice President shall:

1. Perform the duties of the President in the absence of the President.
2. Become President for the unexpired term in case of death, resignation or incapacity of the President.
3. Succeed automatically to the office of the President at the conclusion of the term of the President.
4. Serve in such capacities as assigned by the President.

The Recording Secretary shall:

1. Oversee the preparation of accurate minutes of the proceedings of the Annual Meeting, any Special Meetings and the meetings of the Board of Directors and the Executive Committee.
2. Oversee the conduct of the correspondence of TEMPO Madison.
3. Oversee the **Executive Administrator's*** obligation to maintain a permanent file of all records and letters of value to TEMPO Madison and ensure these documents are electronically archived.

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The Treasurer shall:

1. Oversee the handling and management of all moneys of TEMPO Madison and provide a financial report to the membership on an annual basis.
2. Ensure that the **Executive Administrator*** collects all dues from members
3. Oversee the payment of all bills.
4. Ensure that the **Executive Administrator*** keeps a permanent file of membership attendance.
5. Ensure that the **Executive Administrator*** keeps an itemized record in a permanent file of all receipts and expenditures.
6. Oversee the preparation of an annual financial statement and ensure it is posted on or about
7. September 1 on the secured extranet site for review by the membership.
8. Cooperate with any audit performed.

The Directors-at-Large shall: perform such duties as requested by the President to address the needs of TEMPO Madison. Such responsibilities may include but are not limited to networking, corporate board strategy, organizational liaison, anniversary planning or other special events or projects.

The Standing Committee Chairs shall: perform the duties set forth in the applicable position description.

The Immediate Past President shall: perform such duties as requested by the President to address the needs of TEMPO Madison.

Section 8. Board Meetings

The Board of Directors shall meet a minimum of four (4) times each fiscal year. Special Meetings may be called by the President or any three (3) members of the Board. A simple majority of the Board shall constitute a quorum for the purpose of conducting the business of the Board. The Board may conduct business by telephone or electronic communication when the President deems it necessary or appropriate.

Section 9. Notice of Board of Directors Meetings

Notice of regularly scheduled Board of Directors meetings shall be given to Board Members at least (30) days in advance of the meeting. Notice of a Special Meeting shall be given to the Board Members at least five (5) days in advance of the meeting, except in the event of an emergency when 24 hours advance notice is deemed adequate. Notice may be given either by hand-delivery, mail, telephone or electronic communication.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Composition of the Executive Committee

The Officers of TEMPO Madison and the Immediate Past President constitute the Executive Committee.

Section 2. Authority of Executive Committee

The Executive Committee shall have authority to act for the Board of Directors when necessary between meetings of the Board and shall report thereon at the next meeting of the Board. The Board shall either ratify, revise or rescind the acts of the Executive Committee.

Section 3. Meetings of the Executive Committee

The Executive Committee shall meet as called by the President, or by any two (2) members of the Executive Committee, for the consideration of special matters between regular meetings of the Board of Directors. A simple majority shall constitute a quorum for the purpose of conducting the business of the Executive Committee. The Executive Committee may conduct business by telephone or electronic communication when the President deems it necessary or appropriate.

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ARTICLE VII - NOMINATION AND ELECTION PROCEDURE FOR BOARD OF DIRECTORS

Section 1. Nominating Committee

By April 1 of each year, the Vice President shall appoint and serve as Chair of a Nominating Committee consisting of at least three (3) Active Members, one of whom shall be the outgoing President. The Nominating Committee shall review Active Member and Committee lists to identify potential future Board Member candidates and shall, no later than the last day of April, nominate one (1) candidate for each position to be filled. Only Active Members in good standing may be nominated.

Section 2. Slate of Candidates

The Nominating Committee, after obtaining the consent of each of the candidates, shall communicate the slate of candidates to the membership during the month of May.

Section 3. Election Procedure

The slate of candidates shall be presented to the membership for a vote at the Annual Meeting. The President shall open the ballot to nominations from the floor. If no nominations are received from the floor for any position, the slate of candidates shall be deemed elected by acclamation.

In order to nominate a candidate from the floor, the candidate must either be present at the annual meeting and confirm her willingness to serve in the office for which nominated, or the person placing a candidate's name in nomination must have a statement signed by the candidate confirming the candidate's willingness to serve in the position for which nominated.

If more than one candidate is nominated for any position, the President shall cause a vote to be taken for that position by a show of hands. The candidate receiving the largest number of votes shall be elected. If a vote results in a tie, the election will be decided by lot with a procedure being agreed to in advance by the tied candidates and conducted, if they request, in their presence.

ARTICLE VIII -VACANCIES

Section 1. President

In the event of death, resignation or incapacity of the President, the Vice President shall become the President.

Section 2. Vice President

In the event of a vacancy in the office of the Vice President, the Board of Directors shall appoint a current Board Member to fill the remainder of that Vice Presidential term. The Board Member so appointed shall succeed automatically to the office of President as provided in Article V. Section 5.

Section 3. Other Board Offices and Positions

In the event of a vacancy in any position on the Board other than President or Vice President, the President shall appoint an Active Member to fill the unexpired term.

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ARTICLE IX-STANDING AND AD HOC COMMITTEES

Section 1. Standing Committees

The Standing Committees of the organization shall be Membership, Programs, Communications, Hospitality and Networking. Each Standing Committee shall be composed of the Committee Chair and two (2) or more members.

Section 2. Ad Hoc Committees

The President may also appoint ad hoc committees.

ARTICLE X- PARLIAMENTARY PROCEDURE

Robert's Rules of Order Newly Revised shall be the guide for all proceedings of TEMPO Madison, the Board of Directors, and the Executive Committee, subject to any special rules as have been or may be adopted. However, the failure to strictly follow Robert's Rules or any other local procedural rules that have been set at the discretion of the TEMPO Madison Board of Directors shall not, standing alone, be construed to render any decisions made by the Board or Executive Committee void, voidable, or otherwise invalid.

~~Robert's Rules of Order Newly Revised shall govern all proceedings of TEMPO Madison, the Board of Directors and the Executive Committee, subject to any special rules as have been or may be adopted.~~ Will need Vote

ARTICLE XI - AMENDMENTS

Section 1. Proposed Amendments

All proposed amendments shall be presented in writing to the Board of Directors prior to presentation to the membership. Any member may propose an amendment to the Bylaws for the Board's consideration.

Amendments to these Bylaws may be proposed by the Board of Directors to the membership for approval.

Section 2. Notification of Proposed Amendments

All proposed amendments shall be provided in writing to the membership at least ten (10) days prior to the meeting of the membership at which the proposed amendments will be considered.

Section 3. Adoption of Proposed Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the members voting, either in person or by written proxy, at the meeting of the membership at which the proposed amendments are considered.

These Amended Bylaws were approved by a vote of the membership at the Annual Meeting of TEMPO Madison held on **June 8, 2021.**