

By-Laws of the University of Michigan Club of Ann Arbor

Amended: November 11, 2014

(Standing Rules and Operating Procedures included as Appendices)

ARTICLE I: NAME

University of Michigan Club ("Club") of Ann Arbor

ARTICLE II: PURPOSE

To support and advance the interests of the University of Michigan via student scholarships for Washtenaw County students as well as the University's athletic programs and its student athletes.

ARTICLE III: MEMBERSHIP

There shall be three (3) classes of membership:

Regular: A regular member shall pay annual dues, shall have one (1) vote at any Annual or Special Meeting, and shall have all privileges the Club offers.

Corporate: A company/ business may purchase one or more memberships at the standard price. Each membership purchased would have one (1) vote at any Annual or Special Meeting. A membership card would be issued in the corporate name and entitles on person to attend the luncheons without paying a guest fee.

Courtesy: A one-year courtesy membership may be extended by the Board ("Board") of Governors ("Governors"). This member shall pay no dues, shall have one (1) vote at any Annual or Special Meeting, and shall have all privileges the Club offers.

ARTICLE IV: DUES

Section 1: Dues shall be determined by the Board.

Section 2: Any assessment shall require a two-thirds (2/3) vote of the members present and voting at any Annual Meeting or Special Meeting.

Section 3: Dues paid from July through January 15 shall be applicable only during that Club year. Dues paid after January 15 will carry over through the following club year.

Section 4: Memberships are not transferable, and dues are not refundable.

ARTICLE V: BOARD OF GOVERNORS

Section 1: The Club shall be governed by the Board consisting of five (5) officers and twelve (12) governors. Each Board member shall have one (1) vote.

Section 2: The Board shall assume its duties at the conclusion of the June meeting.

Section 3: The Board shall have full power and authority to set the policy for management of the Club and its affairs.

Section 4: The Board shall meet at least five (5) times per year.

Section 5: All deeds, leases, contracts, and other legal documents, including those used in borrowing money, shall be directed by a resolution of the Board. All contracts shall be signed by two (2) officers.

Section 6: The Board shall approve the recipient(s) of Club academic scholarships upon recommendation of the Scholarship Awards Committee.

Section 7: The Board shall establish Standing and Special Committees as needed.

Section 8: Any member of the Board may be removed from office by a two-thirds (2/3) vote of the Board for dereliction of duty. Each case shall require a written record of what constituted the dereliction of duty.

Section 9: Any member of the Board who is absent without reasonable excuse for two (2) consecutive Board meetings shall be deemed to have resigned from the office, and a successor shall be appointed in accordance within Article XII, B, Section 3.

Section 10: When the Board deems it advisable, it may appoint one or more additional members who, because of their experience or expertise, can be of assistance to the Board. These appointments are for one (1) Club year. Appointments are renewable. Appointees shall not be counted to establish the quorum and shall not vote.

ARTICLE VI: OFFICERS

Section 1: The officers of the Club shall be the President, President-elect, Treasurer, Secretary, and Immediate Past President.

Section 2: The President's duties shall include, but not be limited to:

- a) Presiding at all meetings of the Board and Executive Committee.
- b) Presiding at all Club Meetings.
- c) Send notification of all meetings to the board and/or membership with proposed agenda. Solicit input from board regarding additional items for agenda. Any revised agenda should be provided at meeting.
- d) Appointing Chairs of Standing Committees upon discussion with proposed Chair.

- e) Appointing Chairs of Special Committees upon discussion with proposed Chair.
- f) Representing the Club within the University Community and to the public at large.
- g) Being authorized to speak on behalf of the Club
- h) Being ex-officio to all committees except Nominating.
- i) Signing the contracts with the host site for board meetings and luncheons upon recommendation of the Arrangements Committee Chair(s).
- j) Writing thank you notes to luncheon speakers and guests.

Section 3: The President-elect's duties shall include, but not be limited to:

- a) Presiding at meetings in the President's absence.
- b) Serve as Chair of Kickoff Luncheon committee.
- c) Training and orientation of new board members prior to first scheduled Board meetings.
- d) Carrying out such duties as the President may request

Section 4: The Treasurer's duties shall include, but not be limited to:

- a) Receiving all monies paid to the Club.
- b) Disbursing funds as needed, after authorization from Board when required due to amount of request.
- c) Maintaining copies receipts and invoices to support account activity.
- d) At end of fiscal year, obtaining and submitting signature document signed by each of incoming four officers: President, President-elect, Secretary, and Treasurer.
- e) Reconciling the monthly bank statement.
- f) Advising the Board on financial matters.
- g) Submitting the financial report before each Board meeting and at the Annual Meeting.
- h) Supplying records for audit (both board and outside audit).
- i) Preparing any additional forms as required for state and federal government, and Department of Athletics (financial report related to being a booster club).

Section 5: The Secretary's duties shall include, but not be limited to:

- a) Maintaining minutes of all meetings.

- b) Providing copies of minutes before Board meetings.
- c) Being responsible for all correspondence including email of the Club which is not handled by chairs of committees or other officers.
- d) Processing membership applications and renewals.
- e) Maintaining a roster of all current Club members.
- f) Receiving and forwarding all payments of dues to the Treasurer.

Section 6: The Immediate Past-President shall act as advisor to the Board.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1: The members of the Executive Committee shall be the President, President-elect, Treasurer, Secretary, and Immediate Past-President.

Section 2: The Executive Committee shall meet in case of emergency or when there would not be time to call a meeting of the Board.

Section 3: The Executive Committee shall recommend to the Board of Governors a Board member whose term is expiring to be secretary and to enter the line of succession in the order of Secretary, Treasurer, President-elect, President, and Immediate Past-President.

Section 4: Membership will be informed of new officers after the May/June Board of Governors.

Section 5: In June/July the officers will meet with their successors.

Section 6: A report, including any action taken, shall be presented at the next meeting of the Board. All actions of the Executive Committee shall be ratified by the Board.

ARTICLE VIII: STANDING COMMITTEES

Section 1: The Standing Committees shall be:

- a) Arrangements
- b) Athletic Liaison
- c) Audit
- d) Bylaws
- e) Membership and Marketing
- f) Nominations and Elections
- g) Scholarship and Awards

Section 2: Duties shall include, but not be limited to:

- a) **Arrangements Committee** - Works with host site to set up the lunch meetings for the year, including calendar and menus. Facilitates assignment of greeters for: 1) coaches and speakers; and 2) membership at the doors to luncheon site. Communicates proposed cost changes to Executive Committee.
- b) **Athletic Liaison Committee** - In cooperation with the University of Michigan Athletic Department, develops and sets the calendar and schedule of Athletic Department speakers for the regular meetings...
- c) **Bylaws** – Reviews Bylaws for the purpose of considering additions and/or revisions which may be necessary and advisable by the board. Prepare and revise documents containing bylaws and standing rules.
- d) **Membership and Marketing** – Creates and implements recruitment and retention programs to increase and maintain membership. Has responsibility for merchandise sales.
- e) **Nominations and Elections** - Seeks nominees for the Officers' and Governors' positions annually, prepares and oversees mailing of the ballot to members, and counts the votes in accordance with Article XIII, Section 2, B.
- f) **Scholarships and Awards** - Works with the Financial Aid Office of the University of Michigan to identify and select students to be interviewed, schedules and conducts interviews, and recommends to the Board for its approval those students to receive the Club academic scholarships. Makes recommendation to Executive Committee and Board regarding number and amount of awards.

ARTICLE IX: SPECIAL COMMITTEES

Section 1: Shall be appointed by the President with Board approval as needed.

Section 2: During the duration for the Committee's charge, the Chair shall submit reports to the President, as needed; shall submit a report at the conclusion of the fiscal year. If Chair is not a Board member, s/he may attend Board meetings, as needed, or at the request of the President. Shall not be counted to establish the quorum and shall not have a vote.

Section 3: If the Committee's charge is not completed at the conclusion of the fiscal year, the incoming President shall have the option of reappointing the Chair or may appoint a new Chair of the Committee with Board approval.

ARTICLE X: PRESIDENTIAL APPOINTMENTS

Section 1: Historian and Sergeant-At-Arms

- a) The President with Board approval shall annually appoint: Historian and Sergeant-At-Arms, who may or may not be a board member.
- b) The Historian shall maintain records of activities through photographs, news articles, and other documentation.
- c) The Sergeant-At-Arms shall verify membership and receive guest fees. All fees collected should be submitted to Treasurer with documentation.
- d) Shall submit reports to the President as needed. If not a board member, s/he shall attend Board meetings as needed or at the request of the President. Shall not be counted in the quorum, and shall not have a vote.

Section 2: Parliamentarian: The President shall, as needed, appoint a Parliamentarian who shall serve in an advisory capacity.

ARTICLE XI: MEETINGS AND QUORUMS

Section 1: Annual Meeting: The Club shall hold as Annual Meeting of the membership at which time the President shall provide an annual report on activities of the past year. The treasurer shall provide an annual report.

Quorum: Those members present shall constitute a quorum.

Section 2: Special Meetings: Special Meetings of the Club may be called by the President, by four (4) members of the Board, or upon written request of ten (10) members of the Club.

Quorum: Those members present shall constitute a quorum.

Section 3: Notice of Annual or Special Meeting: Notice of Annual or Special meetings of the membership including place, date, and time shall be announced to membership at least two (2) weeks prior to the meeting.

Section 4: Board Meeting: The Board shall meet at least five (5) times a year.

Quorum: A majority of the total number of the Board shall constitute a quorum.

Section 5: Special Meeting of the Board: Special Meetings of the Board may be called by the President or four (4) Directors.

Quorum: A majority of the total number of the Board shall constitute a quorum.

Section 6: Executive Committee: The Executive Committee shall meet as necessary (including by phone and email) to discuss items to be brought to the full board.

Quorum: A majority of the total members of the Committee shall constitute a quorum.

Section 7: Standing and Special Committees: Standing and Special Committees shall meet as needed.

Quorum: A majority of the total members of the committee shall constitute a quorum.

Section 8: A quorum established at the beginning of any meeting of the membership, Board, Executive Committee, and Standing and Special Committees shall be considered a quorum throughout the meeting.

ARTICLE XII: TERMS

A. Officers

Section 1: A President shall serve a five-year term, the first as Secretary, the second as treasurer, the third as President-elect, the fourth as President, and the fifth as Immediate Past President.

Section 2: In the event that the office of President becomes vacant, the President-elect shall become President with the other officers advancing in the line of succession. The Executive Committee shall recommend to the Board of Governors that a third-year Board member assume the office of Secretary. Such action must be ratified by the Board of Governors. The same procedure of advancing up the line of succession would be followed in the case of vacancies of other officers. Two or more offices may be held by the same person until replacement by the Board.

B. Board of Governors

Section 1: The elected Governors shall serve a term of three (3) years or until a successor is elected or appointed. After fulfilling a term a Governor must wait three (3) years before being nominated as a Governor but is eligible to serve as an officer.

Section 2: Any member appointed to serve an unexpired term less than two (2) years shall be eligible for nomination to serve a three (3) year term. Any member serving two (2) years or longer shall be determined to have completed that term and shall not be eligible to serve for a period of three (3) years.

Section 3: In the event of a vacancy, the President, with Board approval, may appoint a member to complete the term.

C. Standing Committees

Standing Committee members shall serve for a term of one (1) Club year. They may be reappointed for successive years.

D. Special Committees

Special Committee members shall serve in accordance with Article IX.

ARTICLE XIII: NOMINATIONS AND ELECTIONS

Section 1: Nominations

- a) The Nomination Committee shall consist of three (3) members who have been appointed by the President with Board approval.
- b) The Nomination Committee shall be responsible for completing a slate of nominees for four (4) Governors.
- c) The Nomination Committee shall present the slate to the Board prior to the mailing of the ballots.
- d) The Nomination Committee shall prepare the ballots for mailing.

Section 2: Elections

- a) The membership shall be allowed twenty-one (21) days to return the ballots after mailing.
- b) The Nominations Committee shall meet to count the ballots which shall remain sealed until that time. The election shall be by plurality. Following the counting, the Committee shall destroy the ballots.
- c) Election results shall be announced by the Nominating Committee to the Board of Governors via email and to the membership by the President or delegate at the spring luncheon.at the May Board Meeting.

ARTICLE XIV: FISCAL YEAR

The fiscal year of the Club shall be from the first day of July to the last day of June.

ARTICLE XV: PARLIAMENTARY AUTHORITY

This organization shall be governed by these Bylaws, Standing Rules, and the current edition of Robert's Rules of Order, Newly Revised.

ARTICLE XVI: DIRECTOR LIABILITY

Refer to Article VII and Article VIII of the Articles of Incorporation.

ARTICLE XVII: AMENDMENTS

Section 1: These Bylaws may be amended by two-thirds (2/3) vote of the members present and voting at any meeting of the Board.

Section 2: Notice of any proposed amendment must be mailed to the Board at least two (2) weeks before the meeting at which it is to be considered.

Section 3: Copies of the Bylaws shall be made available to the membership.

APPENDIX: STANDING RULES

Standing rules are related to the details of administration of an organization and are motions of continuing action. Standing rules are generally adopted not at the time a club is organized but individually as need arises. Standing rules may be amended or rescinded by a majority vote of the board.

- a) The Board shall correct minutes from each Annual Meeting (Kickoff Luncheon). (approved 6/9/05)
- b) No one shall spend over \$200 on non-budgeted expenses without prior approval of the board. (approved 6/9/05)
- c) In accordance with Article III, courtesy Memberships may be extended to:
- d) An individual in recognition of service to the University or Club for one year to be evaluated by the Board for extension.
- e) Woodman Award – Service to the club is recognized with this award which is named after a former board member and officer of the club, Edward Woodman. The choice is made by the board and the recipient should not be a current member of the board. The award may be given once a year but is not required to be given in every year. (approved 6/9/05). Ideally the award should be presented during the Spring football luncheon.
- f) Michigan Man of the Year – an outgoing senior football player, selected by the head football coach, is presented with the Club's Man of the Year award at the Spring Football lunch. The trophy is paid for by the Athletic Department and the club reimburses them. (approved 6/9/05)
- g) Guest rules
 - a. Non-members (guests) cannot attend the Kick-Off Luncheon.
 - b. Non-members attending as guests are subject to a guest fee payable to the Sergeant-at-arms before purchasing a meal ticket and shall sign the guest register.
- h) Non-members shall be permitted to attend as guests no more than three (3) times in a Club year.
 - a. Members bringing guests are responsible for the guest fee.
 - b. Exceptions to this policy must be approved by the Club President.
- i) Members are required to wear visible membership cards to all club luncheons. (approved 6/9/05, amended 11/11/15)

- j) Attendees who are not buying a meal are expected to stand (or sit if chairs are available) at the back of the room and not occupy spaces at the front tables. (approved 6/9/05)
- k) The club requires two (2) Officer's signatures on any check exceeding \$500. (approved 10/5/06).
- l) No members of the working press corps may attend meetings of the Club unless invited by the President and with the approval of the speaker(s)/Coach(es). This is to ensure confidentiality for the speakers/coaches. (approved 10/5/06)
- m) The Treasurer should not sign any check made out to him or herself. The president or president elect should sign the check and the receipt supporting the reimbursement. (approved 11/11/15)

**APPENDIX 2 – COMMITTEE OPERATING PROCEDURES/TASKS – CAN BE
UPDATED AS NEEDED TO COMPLETED**