



## **BYLAWS**

### **U-M Club of Fairfield County Area Alumni**

Adopted 07/06/2023; Last Revised 06/08/23

## **ARTICLE I: NAME & PURPOSE**

### **Section 1: Name**

The name of this organization is the U-M Club of Fairfield County (hereinafter, the “Club”).

### **Section 2: Purpose**

The Club is an affiliate of, and chartered by, the Alumni Association of the University of Michigan (hereinafter, “AAUM”), an educational, non-profit membership organization of graduates and friends of the University of Michigan (hereinafter, “U-M”). It is expressly recognized that the chartering and continued recognition of this Club by AAUM, and its affiliation with AAUM, shall be in accordance with such rules and regulations as may be promulgated from time to time by AAUM.

The Club and AAUM bring alumni together in support of each other and to promote the objectives of U-M through the establishment and maintenance of contact among U-M, its graduates, as well as present and prospective students. In planning, promoting, and hosting alumni events and other initiatives, the Club should emphasize and encourage AAUM membership. Additionally, the Club encourages and supports the matriculation of local students at U-M through funding and administering student scholarships.

## **ARTICLE II: MEMBERSHIP**

### **Section 1: Membership Qualifications**

Club membership is a benefit of membership in AAUM without additional payment of dues. The classes of AAUM membership area:

1. Regular members who consist of all those who have been regularly enrolled in a degree granting program and the University of Michigan for one semester or more and have paid current annual or life dues to AAUM.
2. Associate members who consist of all persons, excluding those qualified as regular members, who have shown an active or vital interest in the University of Michigan and the AAUM and who have paid current annual or life dues to AAUM.

## **Section 2: Annual Meeting of Members**

An annual meeting of the Club's members (the "Annual Meeting") is recommended to take place in the month of March or April but no later than May 30 with the location designated by the Club's Board of directors. At the Annual Meeting, the Club's members shall elect the board of directors and officers, receive reports on the activities of the Club, and determine the direction of the Club for the coming year. All issues to be voted on at the Annual Meeting shall be decided by a simple majority of those members present, with each member present in person entitled to one vote per issue (*i.e.*, the members present at the Annual Meeting shall constitute a quorum).

Written notice of the Annual Meeting shall be delivered to members via an email to the Club's listserv at least one month prior to the meeting. This notice should indicate that the election of officers and directors will take place at the meeting and that all members are invited to attend and vote.

## **Section 3: Special Meetings of Members**

Special meetings of the Club's members may also be called by the Club's president, a simple majority of the Club's board of directors, or 10% of the Club's membership.

# **ARTICLE III: BOARD OF DIRECTORS & OFFICERS**

## **Section 1: Board of Directors**

The Club's Board of Directors (the "Board"), which shall be drawn from the membership of the Club, shall manage the affairs of the Club. Each member of the Board is considered a Director ("Director").

**The Board shall have up to thirteen Directors**, and shall consist of the following:

- Four (4) Officers: President, Vice President, Treasurer and Secretary.
- Five (5) Directors: Each Director shall chair a Committee as specified in Exhibit B
- Up to Four (4) Directors-at-Large: General duties and specific terms of office are specified in the accompanying Bylaws.

Beginning in 2025, all directors are required to be AAUM members for the duration of their term on the Club's Board. Directors shall not receive compensation for their services other than reasonable expenses incurred in the course of their Board duties.

The general responsibilities of Directors include:

- Serving as liaisons among the Club's leadership, its membership, and the community at large;
- Representing the diverse interests of the general membership
- Sssisting the Club's officers in the administration of the Club and in volunteer identification and recruitment
- Attending Board meetings on a regular basis. "Regular" means attending at least two consecutive Board meetings in a calendar year and missing no more than three in a row.
- Taking the lead to plan and execute at least 1 unique event (not co-planned) per calendar year.
- Attending Club events on a regular basis
- Contributing to the work of at least one standing or *ad hoc* committee.

## **Section 2: Officers**

Four of the Club's directors shall serve as officers of the Board in the following roles: President, Vice President, Secretary and Treasurer. The officers' responsibilities include setting overall strategy for the Club and leading efforts to revise these Bylaws, as needed. General responsibilities for each officer position are set forth in *Exhibit A*.

## **Section 3: Terms of Office**

The Board of Directors are elected for either a one-year or two-year term and may be re-elected for additional terms. Officers are elected for an initial two-year term and may be re-elected for ten additional two-year terms for a total of twenty consecutive years in a single office.

## **Section 4: Elections**

New and current Directors (including officers) shall be elected (or re-elected, as the case may be) by a simple majority of Club members present at the Annual Meeting.

The Club's Nominating Committee shall be responsible for nominating a slate of prospective directors and officers representing the Club's diverse constituency. Any member may also nominate a candidate to the slate of nominees. The slate of nominees shall be presented by ballot distributed to the Club members in attendance at the Annual Meeting.

The Club shall notify AAUM of the results of the election of directors and officers within thirty days of such election.

## **Section 5: Board Meetings & Notice**

In addition to the Annual Meeting, the Board shall hold regular meetings monthly (quarterly at minimum) at a time and place designated by the President. Special meetings of the Board may also be called upon the request of the President or one-third of the directors.

Written notice of regular and special Board meetings, including the date, time, and location of the meeting, shall be delivered to each Director at least seven days prior to the meeting. Email or text is considered written notice. Any proposed amendment of these bylaws shall be stated in said notice.

**Section 6: Quorum & Voting**

A quorum for the Board shall consist of at least 50% of the Directors, including at least one Officer. Actions by the Board must be made by a majority of the quorum voting in the affirmative. Voting by telephone or via Internet (*e.g.*, email, SMS, video chat) is permitted.

**Section 7: Removal**

Any elected or appointed Director (including an officer) may be removed from the Board by a two-thirds majority of the total Board for any reason deemed adequate by the Board, including but not limited to the director's failure to materially comply with the responsibilities set forth in Article III, Section 1 (and, in the case of an officer, failure to materially comply with the responsibilities set forth in Article III, Section 2 and Exhibit A). Any such removal shall be confirmed in writing to the "removed" member by the President and/or Secretary.

In order to initiate the process of removing a director from the Board, one or more other members of the Board must submit a written statement to the President and/or Secretary proposing the removal of such director. Following receipt of the proposal, the President and/or Secretary shall promptly notify both AAUM and the director. Notice to the director shall be in writing (sent via email to the director's last known email address and via U.S. mail to the director's last known home address) and indicate the director may either choose to resign from the Board or request a hearing before the Board. If the director does not request a hearing in writing within 14 days of the date the communication is sent, the Director will be deemed to have resigned. If the director timely requests a hearing, the hearing shall take place at an upcoming board meeting, and notice of that meeting shall explicitly state that a hearing will be held on a proposal to remove such director. At that meeting, prior to any vote on removal, the person(s) who submitted the proposal may present the reasons why removal is being proposed, and the director shall have a reasonable opportunity to explain why he or she should not be removed. The Board shall thereafter have an opportunity to discuss openly the reasons for and against the removal and a vote shall be held by secret ballot.

**Section 8: Vacancies**

When a vacancy on the Board exists mid-term (whether due to resignation, removal from office, death or incapacity, or other means), a majority of the Board may vote to fill the vacancy until the next Annual Meeting, at which time a replacement will be elected for the remainder of the unexpired term. If the Presidency position becomes vacant, the Vice President shall assume the role of President (unless a majority of the Board votes otherwise) until the next Annual Meeting, at which time a replacement President will be elected for the remainder of the unexpired term.

## **ARTICLE IV: COMMITTEES**

### **Section 1: Committee Formation**

If deemed beneficial by the Board, standing and *ad hoc* committees may be formed to advise the Club. Subject to the majority vote of the Board, the President may create and dissolve committees and appoint all committee chairs and committee members. All committees shall include among their membership at least one director.

### **Section 2: Standing Committees**

The Club's present standing committees, including the general responsibilities of each, are listed in *Exhibit B*.

## **ARTICLE V: DISSOLUTION**

In the event of the dissolution of the Club, the Board shall, after paying or making provision for the payment of all of the liabilities of the Club, distribute all of the remaining property and assets of the Club to AAUM, a 501(c)(3) non-profit organization, to be used to fund scholarships for students from the Club's geographic area.

## **ARTICLE VI: MISCELLANEOUS**

### **Section 1: Fiscal Year**

The fiscal year of the Club shall be consistent with the fiscal year of AAUM, which is presently July 1 to June 30.

### **Section 2: Meeting Procedure & Rules of Order**

Procedure at all meetings of the Club's members and Board meetings shall be in accordance with Robert's Rules of Order. All officers shall deliver to their successors in office all official material within ten (10) days following the expiration of their term in office.

### **Section 3: Repealer**

All prior bylaws, including any and all previous constitutions or charters, are hereby repealed and revoked.

## **ARTICLE VII: AMENDMENTS**

These Bylaws may be amended when necessary by two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with meeting notices.

## **EXHIBIT A**

### **OFFICER RESPONSIBILITIES**

#### **PRESIDENT**

The President's responsibilities include but are not limited to the following:

- Supervising and coordinating the Club's activities
- Calling and presiding over regular and special meetings of the Board
- Ensuring the holding of the Annual Meeting, as called for by the Bylaws
- Ensuring the completion of the Club's annual report and its submittal to AAUM
- Serving as the principal liaison with U-M, AAUM, and other organizations
- Appointing, with a majority vote of the Board, standing or *ad hoc* committees and committee chairpersons for the Club
- Serving, if interested, as a member of any standing or *ad hoc* committee, with the right to vote

#### **VICE PRESIDENT**

The Vice President's responsibilities include but are not limited to the following:

- Presiding over the Club's meetings in the absence of the President
- Assuming the duties of the President on an interim basis if the President is unable to complete his/her term
- Ensuring the Club's directors and officers adhere to term limits described in the Bylaws
- Serving as a resource for the chairpersons of the following Club committees and participating in associated activities as needed

#### **SECRETARY**

The Secretary's responsibilities include but are not limited to the following:

- Giving written notice of Board meetings, as indicated in the Bylaws
- Taking attendance, taking and distributing meeting minutes, and tallying votes at regular and special Board meetings, as well as the Annual Meeting and any special member meetings
- Maintaining and circulating the Club's current Bylaws
- Maintaining minutes of meetings of the Board, its committees, and the Club's members

#### **TREASURER**

The Treasurer's responsibilities include but are not limited to the following:

- Receiving all funds paid to the Club
- Disbursing money on properly authorized orders or invoices
- Appropriately investing any substantial balances of funds
- Transferring scholarship funds to the U-M Office of Financial Aid when appropriate
- Preparing and presenting a Treasurer's Report on the status of the Club's operating and scholarship funds for the Annual Meeting and producing financial statements for the Club on a quarterly and fiscal year-end basis
- Assisting in preparation of event-based budgets and related record keeping
- Assisting the Scholarship Committee and participating in associated activities as needed
- Maintaining correct and complete books and records of account

**EXHIBIT B**  
**COMMITTEES**

The Club has five standing committees: (1) the Nominating Committee; (2) the Marketing & Communications Committee; (3) the Programming Committee; (4) the Membership Committee; and (5) the Scholarship & Student Relations Committee.

Non-Director members of the Club may be assigned to each of these committees (other than the Nominating Committee) in such numbers as considered appropriate by the committee chairperson(s) and the President.

The Chairperson(s) for each committee shall be responsible for submitting financial goals, including budgets, in writing to the Treasurer throughout the year. The financial goals are to be reviewed and accepted as-is, accepted with modifications, or rejected by the Board.

**Community Service Committee**

The responsibilities of this committee shall include but not be limited to the following:

- Initiate, plan and implement community projects/activities focused on the club's goals
- Developing and coordinating a Community Service event in conjunction with the Alumni Association's Community Service Month (usually in May)
- Whenever possible, partner with other service clubs, and other organizations to carry out community plans

**Marketing and Communications ("MARCOM") Committee**

The responsibilities of this committee shall include but not be limited to the following:

- Maintaining the Club's website, including drafting copy for it
- Maintaining the Club's social media accounts, including drafting copy for them and engaging with constituents
- Drafting and sending email listserv messages on at least a monthly basis to the Club's members and other constituents
- Monitoring the Club's email inbox and responding to constituents within a reasonable time
- Submitting copy regarding upcoming events to AAUM's Event Calendar
- Coordinating the design and creation of physical marketing materials (*e.g.*, flyers, business cards, signs, physical mailings) as needed
- Proposing and executing strategies to promote events, initiatives, and benefits of the Club and AAUM
- Assisting other Club committees with their promotional efforts
- Cooperating with AAUM's marketing and communications initiatives
- Otherwise proposing, coordinating, and executing the marketing, promotion, and communication strategies of the Club, including additional initiatives as agreed upon by the Board

**Programming Committee**

The responsibilities of this committee shall include but not be limited to the following:

- Responsibility and maintaining the events calendar
- Planning and coordinating Club events that align with AAUM's brand values, including establishing financial and operational objectives for such events
- Completing and submitting the Club Events Form
- Determining subcommittees and electing subcommittee chairs that best fulfill the annual programming goals of the Club
- Informing the Marketing & Communications Committee of all information on events and other matters of interest to Club members with sufficient time to market such events and matters
- Collecting feedback from event attendees and informing the Board of "lessons learned" from events
- Ensuring at least one Club board member attends each event planned by the committee

### **Membership Committee**

The responsibilities of this committee shall include but not be limited to the following:

- Ensuring at least one Board member is present at each Club event to explain and promote the benefits and value of AAUM membership (*e.g.*, distribute handouts, acknowledge members at sign-in table or during event, promoting membership and educating attendees regarding its value during welcome remarks) and, when desirable, providing member giveaways
- Collaborating with Marketing and Communications Committee to ensure the benefits and value of AAUM membership are being adequately promoted via the Club's online communication channels (*e.g.*, website, listserv messages, social media)
- Collaborating with Programming Committee to ensure membership value is being emphasized in planning and pricing Club events
- Ensuring all of the Club's directors (including officers) remain AAUM members during the entirety of their term on the Board
- Creating and executing strategies to welcome alumni moving to the Club's area. An example may include collaborating with the Programming Committee to plan an annual welcome event
- Otherwise cooperating with AAUM's membership initiatives



### **Scholarship & Student Relations Committee**

The responsibilities of this committee shall include but not be limited to the following:

- Soliciting qualified students in the Club's area to apply for Club scholarship awards, reviewing applications submitted by students, and awarding the winners funding from the Club's scholarship fund(s), in conjunction with U-M's Office of Financial Aid
- Coordinating the raising of funds to support the Club's scholarship fund(s), including developing the Club's annual giving strategy, and recommending to the Board how to manage and distribute such funds
- Ensuring at least one Board representative attends each scholarship-focused event planned by the committee
- Assisting in the recruitment of students from the Club's area to U-M, in conjunction with U-M's Office of Undergraduate Admissions, including disseminating information and materials regarding U-M to prospective students and schools in the area, attending college nights in the area, and contacting area high school guidance counselors
- Developing and coordinating an admitted student reception for accepted students
- Developing and coordinating a student send-off reception for newly enrolled students