



BYLAWS

U-M Club of Greater Ann Arbor

Proposed 10.30.22; Last Revised 10.3.23

ARTICLE I: NAME & PURPOSE

Section 1: Name

The name of this organization is the U-M Club of Greater Ann Arbor (hereinafter, the “Group”).

Section 2: Purpose

The Group is an affiliate of, and chartered by, the 501 (c)(3) Alumni Association of the University of Michigan (in the state of MI) (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 Group 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 Group 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 Group should emphasize and encourage AAUM membership.

ARTICLE II: MEMBERSHIP

Section 1: Membership Qualifications

All current members of AAUM in the Group’s geographic area (as determined by AAUM) are automatically members of the Group. The Group does not charge membership dues exclusive of AAUM. U-M alumni, U-M students and their parents, and other supporters of U-M who are not AAUM members are welcome and encouraged to participate in most group activity, though they are not entitled to vote on group business.

Section 2: Annual Meeting of Members

An annual meeting of the Group’s members (the “Annual Meeting”) shall take place between May 1 - June 30 of each year, the specific date, time, and location of which shall be designated by the Group’s board of directors. At the Annual Meeting, the Group’s members shall elect the board of directors and officers, receive reports on the activities of the Group, and determine the direction of the Group 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). The Annual Meeting can be held virtually via zoom with elections done virtually as well.

Written notice of the Annual Meeting shall be delivered to members via an email to the Group'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 Group's members may also be called by the Group's president, a simple majority of the Group's board of directors, or 10% of the Group's membership.

ARTICLE III: BOARD OF DIRECTORS & COMMITTEE CHAIRPERSON(S)

Section 1: Board Role

The Group's board of directors (the "Board"), which shall be drawn from the membership of the Group, shall manage the affairs of the Group. The Board shall have at least 2 chairpersons, including the four officers of the Board.

All directors are recommended to be AAUM members for the duration of their term on the Group'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 (a) serving as liaisons among the Group's leadership, its membership, and the community at large; (b) representing the diverse interests of the general membership; (c) assisting the Group's officers in the administration of the Group and in volunteer identification and recruitment; (d) attending a majority of Board meetings in a given year; (e) attending Group events on a regular basis; and (f) contributing to the work of at least one standing committee.

Section 2: Directors and Committee Chairperson(s)

Four of the Group's directors shall serve as officers of the Board in the following roles: President, Vice President, Secretary, and Treasurer. The responsibilities include setting overall strategy for the Group 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

Directors and Committee Chairperson(s) are elected for an initial two-year term and may be re-elected for two additional two-year terms and shall not serve more than six consecutive years on the Group's Board. Following six consecutive years of service, a director must take a mandatory sabbatical year off prior to being re-elected as a director.

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 Group members present at the Annual Meeting. At least 1 new director shall be elected each year.

The Group's Nominating Committee shall be responsible for nominating a slate of prospective directors and officers representing the Group'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 Group members in attendance at the Annual Meeting.

The Group 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 at least twice annually 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. Any proposed amendment of these bylaws shall be stated in said notice.

Notice of any Board meeting may be waived in writing signed by the person(s) entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. No business shall be transacted except that for which the meeting has been called.

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.

Section 9: Transition

To facilitate the orderly continuation of the Group under these Bylaws, the current officers shall submit to the general membership at the Annual Meeting a list of 6 proposed directors to constitute the original Board under these bylaws. The list shall designate 2 proposed directors to serve for a two-year term and 4 board directors to serve for a two-year term. Adoption of these Bylaws by the general membership shall constitute an election of the persons named in such list to the terms set out opposite their respective names. The terms of all current officers shall terminate upon the installation of the officers duly elected in such manner.

ARTICLE IV: COMMITTEES

Section 1: Committee Formation

If deemed beneficial by the Board, standing committees may be formed to advise the Group. Subject to the majority vote of the Board, the President may create and dissolve committees and appoint all committee chairs and committee members.

Section 2: Standing Committees

The Group'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 Group, the Board shall, after paying or making provision for the payment of all of the liabilities of the Group, distribute all of the remaining property and assets of the Group to AAUM, a 501(c)(3) non-profit organization.

ARTICLE VI: MISCELLANEOUS

Section 1: Fiscal Year

The fiscal year of the Group 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 Group'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

OFFICERS & RESPONSIBILITIES

PRESIDENT

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

- Supervising and coordinating the Group's activities
- Calling and presiding over regular and special meetings of the Board
- Create an annual report in coordination with the Vice President
- Serving as the principal liaison with U-M, AAUM (Alumni Association of the University of Michigan), and other organizations
- Appointing, with a majority vote of the Board, standing or ad hoc committees and committee chairpersons for the Group
- Serve as a member of the Programming Committee, as needed
- Maintaining the merchandise relationship with the M Den

VICE PRESIDENT

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

- Presiding over the Group'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 Group's directors and officers adhere to term limits (2 years for all board members)
- Coordinate and lead initiatives to identify and recruit volunteers from outside of the Board
- Serve as a member of the Marketing & Communications Committee, as needed

SECRETARY

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

- Giving written notice of Board meetings
- Taking attendance, taking and distributing meeting minutes, and tallying votes at regular and special Board meetings
- Maintaining minutes of meetings of the Board, its committees, and the Group's members

TREASURER

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

- Receiving all funds paid to the Group
- Working with AAUM for bank account needs for the Group
- Disbursing money on properly authorized orders or invoices
- Appropriately investing any substantial balances of funds
- Preparing and presenting a Treasurer's Report on the status of the Group's operating funds and producing financial statements for the Group on a quarterly and fiscal year-end basis
- Assisting in preparation of event-based budgets and related record keeping
- Maintaining correct and complete books and records of account

EXHIBIT B

STANDING COMMITTEES & RESPONSIBILITIES

The Group has two standing committees: (1) the Marketing & Communications Committee; and (2) the Programming Committee. Non-director members of the Group may be assigned to each of these committees 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.

MARKETING & COMMUNICATIONS

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

- Maintaining the Group’s website, including drafting copy for it
- Maintaining the Group’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 (preferred bi-monthly) to the Group’s members and other constituents
- Monitoring the Group’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, as needed
- Assisting other Group committees with their promotional efforts
- Cooperating with AAUM’s marketing and communications initiatives
- Proposing, coordinating, and executing the marketing, promotion, and communication strategies of the Group, including additional initiatives as agreed upon by the Board

PROGRAMMING

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

- Planning and coordinating Group events that align with AAUM’s brand values, including establishing financial and operational objectives for such events
- Determining subcommittees and electing subcommittee chairs that best fulfill the annual programming goals of the Group
- Informing the Marketing & Communications Committee of all information on events and other matters of interest to Group 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 Group board member attends each event planned by the committee