

THE ALUMNAE COUNCIL OF THE UNIVERSITY OF MICHIGAN

BYLAWS

(Revisions adopted April 6, 2019 by the Alumnae Council.
Approved as of May 18, 2019 by the U-M Alumni Association
Board.)

ARTICLE I - NAME

The name of this organization is the Alumnae Council of the Alumni Association of the University of Michigan, hereinafter referred to as the Alumnae Council.

ARTICLE II - PURPOSE

The Alumnae Council, an affiliate of the Alumni Association of the University of Michigan, shares the University's commitment to the advancement of diversity through the equitable inclusion of women in all facets of the University community.

The purpose of the Alumnae Council is to:

1. support the interests of and provide a governance structure to alumnae clubs;
2. represent alumnae interests to the University community;
3. promote the interests of the University in local communities;
4. support alumnae interests in the Alumni Association and its programs;
5. bring alumnae into responsible positions in the Alumni Association;
6. inform Alumnae Council members of the work, progress, and needs of the University;
7. identify and encourage outstanding students to attend the University;
8. provide financial assistance to worthy and qualified students.

ARTICLE III - MEMBERSHIP

The Alumnae Council is composed of:

1. all University of Michigan alumnae clubs chartered by the Alumni Association of the University of Michigan, including emerita clubs;
2. all chartered coeducational alumni clubs desiring membership; individuals, including current students, who support the purpose of the Alumnae Council.

ARTICLE IV - ADMINISTRATIVE FEE

An administrative fee is paid by active member clubs or individual members in accordance with the procedures established by the Alumnae Council Governing Board.

ARTICLE V – ORGANIZATION

Section A. The Governing Board of the Alumnae Council is composed of:

1. fifteen (15) members-at-large elected from the membership;
2. the elected officers of the Alumnae Council;

3. ex-officio members, namely the Chair of the Henderson House Board of Governors and the Chair of the Michigan League Board of Governors, who serve without the right to vote or make motions;
4. non-elected committee chairs also serve without the right to vote or make motions.

Section B. Past chairs of the Alumnae Council become honorary members of the Governing Board without the right to make motions or vote. If re-elected to the Governing Board, they have the rights of their elected position.

ARTICLE VI - OFFICERS

Section A. The officers of the Alumnae Council are: Chair, Vice Chair, Treasurer, Corresponding Secretary, and Recording Secretary. The officers of the Council are the officers of the Governing Board and form its Executive Committee.

Section B. The officers of the Alumnae Council are elected at the Annual Meeting, held in the Spring, for a term of two years. The Chair, Vice Chair, and the Corresponding Secretary are elected in odd-numbered years; the Recording Secretary and the Treasurer are elected in even-numbered years.

Section C. The newly-elected officers take office immediately following the close of the meeting at which they are elected.

Section D. The unexpired term of any elected officer or Governing Board member may be filled by the Executive Committee until confirmed by the Alumnae Council at its next regular meeting.

Section E. For purposes of determining eligibility for election, an elected officer or Governing Board member who has served more than half a term is considered to have served a full term.

ARTICLE VII - DUTIES OF OFFICERS

Section A. The Chair:

1. presides at all meetings of the Alumnae Council, Governing Board, and Executive Committee;
2. appoints the chair of all committees except the Nominating Committee; this includes special and Ad Hoc committees;
3. is authorized to speak on behalf of the Alumnae Council.

Section B. The Vice Chair:

1. performs the duties of Chair in the absence or disability of the Chair;
2. reports the activities of the Executive Committee to the Alumnae Council;
3. is expected to become Chair after completing their term as Vice Chair.

Section C. The Recording Secretary:

1. records the proceedings of all meetings of the Alumnae Council, its Governing Board, and the Executive Committee;
2. transmits the minutes in a timely fashion to the Executive Committee, and to the Governing Board upon approval by the Executive Committee.

Section D. The Corresponding Secretary:

1. is responsible for external communications of the Alumnae Council;
2. creates, maintains, and distributes the full roster of the Alumnae Council;
3. sends Alumnae Council contact updates to the Social Media coordinator.

Section E. The Treasurer:

1. monitors the finances of the Council, the collection of monies and expenditures;
2. prepares periodic reports of the income, expenditures, and balances in accounts controlled by the Council;
3. provides all other financial reports as required by law;
4. prepares a budget for the Council's fiscal year;
5. prepares a status report of projected-to-actual expenses.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section A. The Executive Committee consists of the officers of the Alumnae Council and the Chair of the Nominating Committee (the latter shall serve without right to make motions or vote on nominations).

The Executive Committee:

1. exercises the powers and duties of the Governing Board in the intervals between its meetings;
2. oversees the general management of Council business;
3. appoints the chairs of the standing committees;
4. oversees the standing committees.

Section B. All actions of the Executive Committee shall be reported to the Governing Board at its next meeting and are subject to the approval of the Governing Board.

Section C. Meetings of the Executive Committee may be held at a time and a place determined by the Chair. They may be held by conference call or other electronic means.

ARTICLE IX - NOMINATING COMMITTEE

Section A. The Executive Committee appoints the Chair of the Nominating Committee for a one-year term. The Nominating Committee shall consist of not fewer than four members appointed by the Chair of the Nominating Committee. The Committee reports to the Alumnae Council at the Annual Meeting.

Section B. This Nominating Committee nominates candidates for:

1. officers of the Alumnae Council;
2. membership on the Governing Board of the Alumnae Council;
3. appointment by the President of the University to the Henderson House Board of Governors and the Michigan League Board of Governors.

ARTICLE X - GOVERNING BOARD

Section A. The Governing Board:

1. advises and recommends policy to the Alumnae Council for its approval;
2. executes action adopted by the Alumnae Council;

Section B. Any active member is eligible for election or appointment to the Governing Board.

Section C. Members-at-large of the Governing Board are elected at the Annual Meeting for a term of three years; five members being elected each year. No member-at-large shall serve more than three consecutive terms.

Section D. The Governing Board meets prior to annual and regular meetings. Special meetings of the Board may be called at such times as the Chair may decide, or may be called upon written request to the Chair by five members of the Board.

Section E. A majority of the voting members of the Governing Board constitutes a quorum to do business at any meeting of the Board.

Section F. Elected members of the Governing Board are eligible to vote at meetings of the Alumnae Council.

ARTICLE XI - STANDING COMMITTEES

Standing committees of the Alumnae Council are authorized, created, and terminated by the Governing Board according to the needs of the Alumnae Council. Each standing committee is named and described in the Policies and Procedures statement of the Alumnae Council.

ARTICLE XII - AD HOC AND SPECIAL COMMITTEES

The Chair of the Alumnae Council appoints such other committees as are found necessary and advisable by the Executive Committee. Such committees shall be terminated automatically when their assigned tasks are completed, or at the discretion of the Executive Committee.

ARTICLE XIII - MEETINGS

Section A. There shall be two regular meetings each year: one in the spring and one in the fall. The Spring meeting is considered the Annual Meeting. Elections will be held at the Annual Meeting.

Section B. Special meetings may be called by the Chair or by the Executive Committee, and may also be called upon the written request of three member clubs. The purpose of the meeting shall be stated in the call and at least ten (10) days' notice is required.

Section C. All member clubs and individual members having been duly notified, thirty-five (35) members from at least four (4) different member clubs constitute a quorum to do business at any regular or special meeting of the Alumnae Council.

ARTICLE XIV – FISCAL YEAR

The Alumnae Council's fiscal year shall be the calendar year.

ARTICLE XV – POLICIES AND PROCEDURES

Operating policies and procedures necessary to implement the bylaws and to guide the operation of the Alumnae Council are recorded in the Alumnae Council Policies and Procedures. These policies and procedures may be amended at any time by a majority vote of the Governing Board.

ARTICLE XVI – DISSOLUTION

In the event of the dissolution of the Alumnae Council, after payment of all debts, the proceeds remaining shall be given to an Alumnae Council Scholarship endowment fund at the University of Michigan.

ARTICLE XVII - AMENDMENTS

Section 1. These bylaws may be amended at any regular meeting of the Alumnae Council by a two-thirds vote of those present, provided the proposed amendments have been included in the notice of the meeting or provided that notice to amend has been sent/mailed to the membership at least 30 days prior to the meeting at which the action is to be taken.

Section 2. All amendments are subject to the approval of the Board of Directors of the Alumni Association.

ARTICLE XVIII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised govern the Alumnae Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules the Council may adopt.