

**ARTICLES OF ASSOCIATION AND BYLAWS  
U of M Club of Orange County  
Effective July 1, 2014**

**ARTICLES OF ASSOCIATION**

**Article One – NAME**

The name of this organization is the “U of M Club of Orange County,” also known as the “University of Michigan Alumni of Orange County” (“UMAOC”).

**Article Two – PURPOSES**

UMAOC promotes the following goals, through support of and in cooperation with the University of Michigan (the “University”) and the Alumni Association of the University of Michigan (“Alumni Association”):

- Foster a spirit of loyalty and fraternity among alumni and current and former students of the University.
- Sponsor and support athletic, social, educational, cultural, and charitable/community service programs and activities for alumni of the University and their families and friends in the Orange County area.
- Act as a liaison between prospective students of the University in secondary schools in the Orange County area and current and former students of the University.
- Award scholarships to current students of the University and prospective/admitted students in the Orange County area.
- Promote the general welfare of the University as an educational institution.

**Article Three – MEMBERSHIP**

Members of UMAOC are members of the Alumni Association who reside in Orange County zip codes.

**Article Four – BOARD OF OFFICERS AND DIRECTORS**

UMAOC shall be governed by a Board of Officers and Directors (collectively the “Board”) who are elected by the general membership at the June Annual Meeting. New Officers and Directors shall be nominated annually by the Nominating Committee and presented as a slate of candidates to the Board for approval by a majority vote of the Board members present at the May Board Meeting.

Members of the Board shall be members of the Alumni Association and drawn from the general membership of UMAOC. The term of office for all Officers and Directors is July 1 through June 30 of each year. The Board shall consist of the following:

- Five (5) Officers: President, Vice President, Secretary, Treasurer and, when applicable, an Immediate Past President.
- Four (4) Directors who, respectively, are responsible for chairing the Fundraising, Programs, Young Alumni, and Scholarship Awards & Student Relations Committees.
- Up to Twelve (12) additional Directors.

General duties of each Board position are specified in the accompanying Bylaws.

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**Article Five – MEETINGS**

An Annual Meeting of the Board shall be held each year in June for the election of Officers and Directors. All members of UMAOC may attend Board meetings and may vote in the election of Officers and Directors at the Annual Meeting. The Board usually meets each month on a regular schedule (e.g. the second Tuesday of each month). Additional meetings of the Board may be called when determined to be necessary by the President or a majority of the Board. Notice of meetings shall be provided at least seven (7) days prior to the meeting.

**Article Six – BYLAWS**

The Bylaws shall be adopted for governance of UMAOC by a majority of the Board.

**Article Seven – AMENDMENT OF ARTICLES OF ASSOCIATION**

The Articles of Association may be amended at any meeting of the Board by a two-thirds majority vote of the Board members present, as long as specific information about the amendment(s) is presented in writing 30 days in advance of the board meeting or any special meeting called by the Board. A committee of Board members appointed by the President shall review the Articles of Association and Bylaws every five (5) years, or more frequently as needed.

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**BYLAWS**

**Section One – GENERAL DUTIES OF OFFICERS AND DIRECTORS**

All Officers and Directors are expected to attend all Board meetings and participate in UMAOC events.

**OFFICERS**

The **President** shall

- supervise and coordinate UMAOC activities.
- provide notice of and conduct regular and special meetings of the Board and the Annual Meeting.
- serve as liaison with the Alumni Association.
- with a majority vote of the Board, be entitled to appoint standing or ad hoc committees for UMAOC and their respective chairpersons.
- be entitled to serve as a member of any standing or ad hoc committee, with the right to vote.
- serve as “Officer Liaison” to the Scholarship Awards & Student Relations Committee.
- with the Treasurer, review monthly financial reports and determine annually in April the dollar-amount available to fund scholarship awards for incoming freshmen and current/returning students of the University.
- designate Board members to be responsible for club communications, including but not limited to submitting content for eTrueBlue, Alumni Association publications, the UMAOC website, emails to membership via Listserv, supplemental mailings, and social media such as facebook.
- with input provided by Committee Chairs, ensure completion of the UMAOC Annual Report for the Alumni Association.

If the President fails to complete the term of office, the Vice President shall assume the President’s responsibilities on an interim basis until a new President is elected at the next Annual Meeting.

The **Vice President** shall

- preside over Board meetings in the absence of the President.
- serve as a resource for the Directors, participating in associated activities as needed.
- coordinate and lead initiatives to identify and recruit alumni volunteers from outside of the Board to serve on the Board.
- serve as MAC Database Administrator, informing the Board monthly about membership growth statistics and changes in applicable membership requirements.
- unless otherwise designated by the President, be responsible for submitting UMAOC website content to the Alumni Association and distributing emails to UMAOC membership via Listserv.
- serve as “Officer Liaison” to the Programs Committee.

The **Secretary** shall

- give notice of Board meetings to members of the Board and UMAOC members when directed by the President.
- record the outcome of all votes of the Board and maintain a permanent record of all UMAOC proceedings, including preparation and distribution of minutes of all Board meetings.
- maintain all correspondence for UMAOC and its Standing Committees.

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- serve as “Officer Liaison” to the Young Alumni Committee.
- ensure the current Articles of Association and Bylaws of UMAOC are maintained and circulated whenever a revision occurs or new members of the Board are elected.

The **Treasurer** shall

- receive and properly account for all funds submitted to UMAOC.
- disburse money on properly authorized orders.
- maintain the permanent record of all financial transactions.
- prepare a Treasurer’s Report for all meetings of the Board, including the Annual Meeting, on the status of Operating funds and all Scholarship funds, including a final report to the Board at the Annual Meeting.
- transfer all financial records no later than the August Board Meeting to the Treasurer elected at the June Annual meeting.
- prepare and file an annual tax return, when applicable.
- serve as “Officer Liaison” to the Fundraising Committee.

The **Immediate Past President** shall

- serve as a resource for other members of the Board.
- advise and participate in UMAOC business as needed.
- chair the Nominating Committee; if unable to serve, the President shall appoint a member of the Board to chair the Nominating Committee.

**DIRECTORS**

All **Directors** shall

- assist the Officers in the administration and leadership of UMAOC and the execution of UMAOC policies to ensure all goals and objectives of UMAOC are achieved.
- represent the diverse interests of the general membership by serving as liaisons among the UMAOC Board, UMAOC membership, and the UM alumni community at large.
- assist in identification of opportunities for leadership and recruitment of volunteers.
- serve on at least one standing or ad hoc committee.

In addition, the Directors who serve as Chairs of the Fundraising, Programs, Young Alumni, and Scholarship Awards & Student Relations Committees will contribute to the overall purposes of UMAOC in accordance with each respective Committee’s Policy Statement as described in more detail below.

The **Fundraising Director** shall

- chair the Fundraising Committee and oversee its functions, including solicitation of donations for scholarships and other funding needs via special events and fundraising campaigns, and
- coordinate with the Treasurer and Programs Director to ensure Fundraising objectives are met.

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The **Programs Director** shall

- plan, arrange, and coordinate programs, services, and events that are focused on engaging alumni and helping them maintain contact with UMAOC and the Alumni Association, and
- coordinate with the Vice President and Young Alumni Director to ensure Programs objectives are met.

The **Young Alumni Director** shall

- plan, coordinate, and assist in the development of UMAOC programs and services focused on engaging young alumni in club activities, and
- coordinate with the Secretary and Programs Director to ensure Young Alumni objectives are met.

The **Scholarship Awards & Student Relations Director** shall

- chair the Scholarship Awards & Student Relations Committee and oversee its functions, and
- coordinate with the President and a Young Alumni representative to ensure Scholarship Awards & Student Relations objectives are met.

**Section Two – OPERATIONAL COMMITTEES**

UMAOC has established five (5) operational Committees:

- **Fundraising Committee**, chaired by a Director or Co-Directors;
- **Programs Committee**, chaired by a Director or Co-Directors;
- **Young Alumni Committee**, chaired by a Director or Co-Directors;
- **Scholarship Awards & Student Relations Committee**, chaired by a Director or Co-Directors; and
- **Nominating Committee**, chaired by the Immediate Past President.

Any Officer and Director may volunteer for or be assigned to membership on these operational committees. With Board approval, non-Board members and non-alumni can also be assigned to these operational Committees. The President, with the majority vote of the Board, may add new standing or ad hoc Committees as deemed necessary for meeting UMAOC objectives.

The Chair(s) of each operational Committee shall be responsible for submitting financial and operational plans in writing throughout each fiscal year, as deemed necessary by the Board. Said plans are to be reviewed and (1) accepted, or (2) accepted with modifications, or (3) rejected by the Board.

**Fundraising Committee**

- 1) Committee membership shall include
  - a) the Fundraising Director as Committee Chair,
  - b) the Treasurer, and
  - c) additional members as needed.
- 2) Committee actions shall be executed in accordance with the Policy Statement for the Fundraising Committee, as approved by the UMAOC Board.

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**Programs Committee**

- 1) Committee membership shall include
  - a) the Programs Director as Committee Chair,
  - b) the Vice President, and
  - c) additional members as needed.
- (2) Committee actions shall be executed in accordance with the Policy Statement for the Programs & Young Alumni Committees, as approved by the UMAOC Board.

**Young Alumni Committee**

- 1) Committee membership shall include
  - a) the Young Alumni Director as Committee Chair,
  - b) the Secretary,
  - c) the Programs Director or designated Programs representative, and
  - d) additional members as needed.
- (2) Committee actions shall be executed in accordance with the Policy Statement for the Programs & Young Alumni Committees, as approved by the UMAOC Board.

**Scholarship Awards & Student Relations Committee**

- 1) Committee membership shall include
  - a) the Scholarship Awards & Student Relations Director as Committee Chair,
  - b) the President,
  - c) the Young Alumni Director or designated Young Alumni representative, and
  - d) additional members as needed.
- (2) Committee actions shall be executed in accordance with the Policy Statement for the Scholarship Awards & Student Relations Committee, as approved by the UMAOC Board.

**Nominating Committee**

- 1) Committee membership shall include
  - a) the Immediate Past President as Committee Chair and
  - b) additional members as needed.
- (2) Committee actions shall be executed in accordance with the Policy Statement for the Nominating Committee, as approved by the UMAOC Board.

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**STRUCTURE OF OPERATIONAL COMMITTEES**

<b>Operational Committee</b>	<b>Chaired By</b>	<b>Officer Liaison</b>	<b>Additional Board or Non-Board Members</b>
<b>Fundraising</b>	Fundraising Director	Treasurer	As Needed
<b>Programs</b>	Programs Director	Vice President	As Needed
<b>Young Alumni</b>	Young Alumni Director	Secretary	Programs Director
<b>Scholarship Awards &amp; Student Relations</b>	Scholarship Awards & Student Relations Director	President	Young Alumni Representative
<b>Nominating</b>	Past President	N/A	As Needed

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**Section Three – TERM OF OFFICE**

- UMAOC Officers are elected for a one (1) year term and may be reelected for two (2) additional terms, for a total of three (3) consecutive years of service in a single office. By a majority vote of the Board, an officer's term may be extended beyond the term limit for good cause.
- UMAOC Directors are elected for a one (1) year term and are eligible for reelection.

**Section Four – QUORUM AND VOTING**

- A quorum of the Board shall consist of seven (7) Board members with at least one (1) Officer in attendance.
- Action by the Board must be by a majority of the Officers and Directors in attendance.
- A Board member, including the President, shall be entitled to one vote at Board meetings even if he/she holds multiple board positions.
- Board members may not vote by proxy.
- Under special circumstances, the President may request an e-mail vote. A majority vote of the Board is required for passage. The Secretary shall maintain a record of all e-mail voting and report the results at a subsequent Board meeting.

**Section Five – ANNUAL MEETING OF MEMBERS**

- The Annual Meeting of the Board shall be held at a specified date, time, and location each year in June as the Board may designate with proper notice being sent to all members at least seven (7) days before the meeting. Any UMAOC member may attend.
- The slate of nominees for the election of Officers and Directors shall accompany the notice of the Annual Meeting. Additional nominations for any Board position may be made from the floor at the time of election, with the consent of the nominee.

**Section Six – RULES OF ORDER**

Roberts Rules of Order, Newly Revised, or any other set of Rules of Order duly adopted by a majority of the Board, shall govern parliamentary procedures in UMAOC meetings.

**Section Seven – AMENDMENT OF BYLAWS**

The Bylaws may be amended at any meeting of the Board by a majority of the Board members present, as long as specific information about the amendment(s) is provided to Board members thirty (30) days in advance of the Board meeting.



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**POLICY STATEMENTS**

**POLICY STATEMENT for the FUNDRAISING COMMITTEE**

**The UMAOC Fundraising Committee shall:**

1. take action to raise funds targeted for scholarships and increases to the principal balance in UMAOC scholarship fund account(s) through events, activities, direct solicitations, and other methods as appropriate, within the framework of Alumni Association guidelines and in accordance with this Policy Statement.
2. be governed by rules of ethics in establishing fundraising strategies, events, and activities.
3. establish annual scholarship fundraising goal(s) at the start of the fiscal year and regularly report to the UMAOC Board throughout the year updates on progress at meeting such goal(s).
4. seek to encourage, motivate, and as appropriate, reward potential donors to UMAOC Scholarship Funds.
5. coordinate with the Programs Committee to ensure adequate planning for and oversight of events that may be mutually beneficial.
6. raise funds as needed for purposes other than scholarships as may be directed by the UMAOC Board.
7. prepare an annual summary report of the fiscal year's performance for the Annual Report.

This Policy Statement may be amended pursuant to Section Seven of the UMAOC Bylaws.

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**POLICY STATEMENTS**

**POLICY STATEMENT for the PROGRAMS COMMITTEE and YOUNG ALUMNI COMMITTEE**

**The UMAOC Programs Committee and Young Alumni Committee shall:**

1. ensure all UMAOC events and programs are adequately planned for and financial objectives are established within the framework of Alumni Association guidelines and in accordance with this Policy Statement.
2. act as a sounding board for all events considered for the UMAOC general membership to make sure the desires and needs of UMAOC members are understood and their ideas and candid feedback are solicited in planning for club events and activities.
3. be responsible for scheduling and leading the annual Programs Planning meeting at the beginning of each fiscal year, where prospective events for the fiscal year (July 1 - June 30) are identified and a calendar of events is then presented to the Board for approval, with regularly-scheduled reports to the Board throughout the fiscal year on progress of each event.
4. be involved in planning and attending at least one event per month, on average, over the course of UMAOC's fiscal year, including athletic, social, educational, cultural, and charitable/community service events and events that promote inclusion of new members and young alumni.
5. ensure event promotions are communicated and advertised in a timely manner.
6. assist in organizing the Football Saturdays sub-committees, whose responsibilities include but are not limited to newsletter (aka bulletin) creation and distribution, UM merchandise sales, oversight of raffle ticket sales, email address collection, and half-time welcome, games, and contests.
7. coordinate with the Fundraising Committee to ensure adequate planning for and oversight of mutually beneficial events.
8. prepare an annual summary report of the fiscal year's performance for the Annual Report.
9. **The UMAOC Programs Committee shall also:**
  - designate a member of the Committee to serve as a resource for the Young Alumni Committee.
10. **The UMAOC Young Alumni Committee shall also:**
  - act as a liaison between young alumni and the Board, keeping the Board informed of events and programs hosted by young alumni.
  - designate a Young Alumni representative to serve as a resource for the Scholarship Awards & Student Relations Committee.
  - maintain UMAOC websites, including social media such as facebook.

This Policy Statement may be amended pursuant to Section Seven of the UMAOC Bylaws.

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**POLICY STATEMENT for the SCHOLARSHIP AWARDS & STUDENT RELATIONS COMMITTEE**

**The UMAOC Scholarship Awards & Student Relations (SA&SR) Committee shall:**

1. act as a conduit between the University of Michigan Office of Undergraduate Admissions and UMAOC to help promote the University and encourage enrollment in the University of qualified students living in Orange County and/or attending Orange County high schools, within the framework of Alumni Association guidelines and in accordance with this Policy Statement.
2. assist in coordinating Alumni Student Recruiting (ASR) activities for UMAOC, including but not limited to recruiting students for the University and participating in College Nights at local area high schools.
3. identify and communicate with students from Orange County or from Orange County high schools who have been admitted to the University, including but not limited to organizing:
  - a. an annual UMAOC reception for all admitted students and their parents, and
  - b. a student send-off reception for all matriculated Orange County students, their parents, and current undergraduate students.
4. encourage Orange County students attending the University to apply for UMAOC Scholarship Awards, send them scholarship applications, and meet to review all applicants' submissions to select the annual UMAOC Scholarship Award winners.
5. in determining Scholarship Award recipients, hold itself to standards set forth by the University's Office of Financial Aid, which currently states it "is committed to a policy of nondiscrimination and equal opportunity for all persons regardless of race, gender, color, religion, creed, national origin/ancestry, age, marital status, sexual orientation, disability, or [military] status."
6. conduct its affairs so that no member of the Committee nor any member(s) of their families shall profit personally or benefit privately, knowingly or unknowingly, directly or indirectly, by reason of his or her participation in or association with the SA&SR Committee's process of determining Scholarship Awards. The intent of the policy is to:
  - a. maintain credibility in the scholarship awards process and avoid the appearance of impropriety,
  - b. ensure confidence in the decisions of the committee, and
  - c. assure fairness and impartiality in decision-making.
7. prepare an annual summary report of the fiscal year's performance for the Annual Report.

This Policy Statement may be amended pursuant to Section Seven of the UMAOC Bylaws.

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**POLICY STATEMENTS**

**POLICY STATEMENT for the NOMINATING COMMITTEE**

**The UMAOC Nominating Committee shall:**

1. annually at the May Board meeting, present to the UMAOC Board for review and approval, a **proposed slate of candidates** for Officers and Directors, within the framework of Alumni Association guidelines and in accordance with this Policy Statement.
2. upon UMAOC Board approval of the proposed slate at the May Board meeting, coordinate with the UMAOC President to ensure that the **Board-approved slate of candidates** is immediately submitted to the general membership of UMAOC and that the election of Officers and Directors occurs at the June Annual Meeting.
3. mindful of term limits, solicit interest in Board membership by asking current Officers and Directors if they desire to run for:
  - a. the **same** office or directorship, or
  - b. a **different** office or directorship.
4. ask current officers and directors if they would like to **nominate someone else** for office or directorship.
5. solicit interest of the **general membership** in running for office or directorship, via phone calls, emails, and website promotion.
6. allow for **more than one person** to be slated for a given office or directorship.
7. be sensitive to information that may be of a confidential nature – e.g. comments or opinions that may be offered as to why someone should **not** be a candidate for a given office or directorship.
8. be mindful of **potential conflicts of interest** in serving on this Committee.
9. ensure all new candidates receive a copy of this policy statement and the Articles of Association & Bylaws, informing them of the **responsibilities of Board membership**, which include at a minimum:
  - a. leading and directing the activities of UMAOC,
  - b. required attendance at Board meetings, and
  - c. participation in club events.
10. develop with each candidate a **thumbnail profile** (generally, no more than three sentences) describing the candidate's background, credentials, experience, or reasons why he or she would make a good candidate for the respective office or directorship – information that can be particularly useful if more than one person volunteers for a given office or directorship.
11. coordinate with UMAOC President to ensure allocation of 2-3 minutes at the June Annual Meeting for each candidate, if desired, to state why he or she deserves membership approval for the respective office or directorship.
12. identify candidates for replacement of officers and directors as vacancies may occur during the year, in accordance with the terms of this Policy Statement.

This Policy Statement may be amended pursuant to Section Seven of the UMAOC Bylaws.