



BYLAWS

University of Michigan Club of Greater Northville

Adopted 6/7/2023; Last Revised 6/7/2023

ARTICLE I: NAME & PURPOSE

Section 1: Name

The name of this organization is the University of Michigan Club of Greater Northville (hereinafter, the “Club”). The Club is a non-profit organization incorporated under the laws of Michigan.

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 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

All current members of AAUM and alumni in the Club’s geographic area (as determined by AAUM) are automatically members of the Club. The Club does not charge membership dues exclusive of AAUM. 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 club activities, though they are not entitled to vote on club business.

Section 2: Annual Meeting

An annual meeting of the Club’s Directors (the “Annual Meeting”) shall take place once per year, the specific date, time, and location of which shall be designated by the Club’s board of directors. At the

Annual Meeting, the Club's directors 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 directors present, with each director present in person entitled to one vote per issue (*i.e.*, the directors present at the Annual Meeting shall constitute a quorum).

Notice of the Annual Meeting shall be delivered to members via an email to the Club's listserv as soon as the date is scheduled but no less than 2 weeks 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.

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 Role

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. **The Board shall have 9-20 directors**, including the four officers of the Board.

All directors should 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.

Directors are expected to make meaningful and valuable contributions to the club. The general responsibilities of directors include (a) serving as liaisons among the Club's leadership, its membership, and the community at large; (b) representing the diverse interests of the general membership; (c) assisting the Club's officers in the administration of the Club and in volunteer identification and recruitment; (d) attending Board meetings; (e) attending Club events; and (f) contributing to the work of at least one standing or *ad hoc* committee/major event.

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

Directors are elected for an initial **two**-year term and may be re-elected for additional **two**-year terms. "Major" Officers (President and Vice President) are elected for an initial **two**-year term and may be re-elected for **one** additional **two**-year term for a total of **four** consecutive years in a single "Major" office.

Secretary and Treasurer serve an indefinite number of consecutive 2-year terms as an officer on the Club's Board at the discretion of the board.

Following **six** consecutive years of service, a "Major" officer must take a mandatory sabbatical year off from his/her position as a "Major" officer prior to being re-elected as a "Major" officer.

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 directors present at the Annual Meeting. Directors shall be elected for a two-year term.

The Club's Nominating Committee/Key Contributor(s) 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 directors in attendance at the Annual Meeting or by verbal presentation.

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 at least quarterly at a time and place designated. Special meetings of the Board may also be called upon the request of the President or one-third of the directors.

Email notice of regular and special Board meetings, including the date, time, and location of the meeting, shall be provided five 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. If a quorum is not present at a meeting, the club may collect votes via email. Directors will have 24 hours to respond to the email and cast their vote. A majority of the votes received at a meeting plus those received via email will be considered the decision of the club.

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 or quorum of a board meeting 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, or if the removed member cannot be reached, through public update to director listing on club website.

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 or verbally propose during a board meeting and retained in the meeting minutes. Following receipt of the proposal, an officer shall promptly notify the director. Notice to the director shall be in writing (sent via email to the director's last known email 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. If a director is removed from the board, AAUM will be provided with timely notice of the updated roster of directors.

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 Club under these Bylaws, the current officers shall submit to the Directors at the Annual Meeting a list of **9-20** proposed directors to constitute the Board under these

bylaws. The list shall designate **9-20** directors to serve for a two-year term. Adoption of these Bylaws by the Directors 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 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/Key Contributors

The Club's present standing committees, including the general responsibilities of each, and/or key contributors that would carry out the associated responsibilities 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 Directors and Board meetings shall be in accordance with Robert's Rules of Order (however, the president shall have authority over matters of procedure and may adopt other forms suitable to the business). 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 or quorum of a board meeting. Proposed amendments must be submitted to be sent out with meeting notices.

Action may be taken without a meeting with written consent of 2/3 board members. Any funds spent over \$500 shall require board approval.

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 Board meetings, including setting the agenda
- 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, Secretary, or Treasurer on an interim basis if any officer is unable to complete his/her term
- Serving as a resource for the chairpersons of the following Club committees and participating in associated activities as needed (Communication, Programming, Scholarship, Fundraising, Freshman Sendoff, etc.).
- The expectation is that the Vice President is the "President-in-waiting" for the subsequent election and should prepare to take on the associated responsibilities

SECRETARY

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

- Giving written notice of Board meetings, as indicated in the Bylaws, including identification/coordination of location
- 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
- Maintaining correct and complete books and records of account

EXHIBIT B

COMMITTEES/KEY CONTRIBUTORS

The Club has four standing committees or key contributors executing the associated responsibilities: (1) the Nominating Committee; (2) the Marketing & Communications Committee; (3) the Programming Committee; and (4) 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 as needed/appropriate. The financial goals are to be reviewed and accepted as-is, accepted with modifications, or rejected by the Board.

Nominating Committee

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

- Soliciting and presenting names to be voted on by the Board as vacancies on the Board occur during the year
- Presenting and preparing a slate of nominees to serve on the Board for election, which shall be presented to the Board prior the Annual Meeting

Marketing and Communications 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:

- Planning and coordinating Club 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 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

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 committee representative attends each scholarship-focused event planned by the committee
- Developing and coordinating a student send-off reception for newly enrolled students