

**ARTICLES OF ASSOCIATION**  
**UNIVERSITY OF MICHIGAN CLUB OF SAN DIEGO**  
ADOPTED SEPTEMBER 9, 2008  
LAST REVISED MAY 11, 2010

**Article One - NAME**

The name of this organization is the University of Michigan Club of San Diego, hereinafter referred to as "UMCSD."

**Article Two – PURPOSE**

The UMCSD is an affiliate of, and chartered by, the Alumni Association of the University of Michigan ("AAUM"), an educational, non-profit membership organization of graduates and friends of the University of Michigan (the "University"). The UMCSD has been in existence for many years, but has operated through its Officers and Board of Governors (the "BOG") without formal Articles of Organization or Bylaws until the adoption of such documents on September 9, 2008. UMCSD and AAUM bring alumni together in support of each other and to promote the objectives of the University through the establishment and maintenance of contact among the University, its graduates, and present and prospective students. Underlying all that we do is the belief in the value of education to the well being of society, and a commitment to integrity, diversity, and service. With these objectives in mind, the specific purposes are:

- a) Foster a spirit of loyalty and fraternity among the graduates, current and former students and friends of the University.
- b) Sponsor and support social, educational, and charitable programs and activities for alumni of the University, and their families and friends in the San Diego County area.
- c) Act as a liaison between prospective students of the University in secondary schools in the San Diego County area and students of the University.
- d) Award scholarships to current and prospective admitted students of the University in the San Diego County area.
- e) Effect united action in promoting the general welfare of the University as an educational institution.

**Article Three – MEMBERSHIP**

UMCSD membership is a benefit of membership in AAUM without additional payment of dues. The classes of AAUM membership are:

- Regular members: persons who have been regularly enrolled in a degree granting program at the University of Michigan for one semester or more and have paid current annual or life dues to AAUM.
- Associate members: 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.

**Article Four - AMENDMENT OF ARTICLES OF ASSOCIATION**

A majority vote by the BOG of UMCSD is required to amend the Articles of Association.

**BYLAWS**  
**UNIVERSITY OF MICHIGAN CLUB OF SAN DIEGO**  
ADOPTED SEPTEMBER 9, 2008  
LAST REVISED MAY 11, 2010

**Section One – OFFICERS AND DIRECTORS**

The University of Michigan Club of San Diego (hereinafter referred to as “UMCSD”) shall be governed by a board of Officers and Directors who jointly shall constitute the Board of Governors (the “BOG”). The BOG transacts the business of the UMCSD. No Officer or Director shall receive compensation for performing the duties of the office. Reasonable expenses may be reimbursed as specified by BOG policies.

Officers and Directors are expected to be current dues paying members or life members of the Alumni Association of the University of Michigan (the “AAUM”).

**Section Two – ELECTION OF OFFICERS AND DIRECTORS**

New Officers and Directors shall be nominated by the Nominating Committee at least two months prior to the Annual Meeting to be held in May of each year or at such other time as agreed to by the BOG members. Nominees for Officers and Directors shall be approved by a majority vote of the BOG members present at the March BOG meeting preceding the Annual Meeting. The nominations shall be affirmed by a majority vote of the active BOG members and other regular or associate members in attendance at the Annual Meeting.

The number of Directors shall be not less than be fourteen (14) nor more than twenty (20) with the exact number fixed at twenty (20), subject to the exact number being changed by the BOG within the specified limits. The members of the BOG shall be drawn from the membership of the UMCSD, who are regular or associate members of the AAUM. The BOG shall consist of the following:

- Five – Six (5-6) officers: President, Executive Vice President, Vice President (only if a second vice president is elected or appointed), Secretary, Treasurer, and Immediate Past President whose general responsibilities are listed in *Addendum A*.
- Eight (8) to Fifteen (15) Directors depending of number of officers whose general responsibilities are listed in *Addendum B*.

The BOG may also elect past members of the BOG who have provided valuable services to the UMCSD as Directors Emeritus. Such appointed Directors Emeritus will serve in an honorary capacity.

**Section Three - TERMS OF OFFICE FOR OFFICERS AND DIRECTORS**

UMCSD Officers are elected for a two (2) year term and may be re-elected for up to an additional two (2) terms for a total of six (6) consecutive years of service in a single office. Officer terms shall begin in July or upon appointment or election to fill a vacancy as provided below.

UMCSD Directors are elected for a two (2) year term and may be re-elected for an indeterminate amount of additional terms. Although there is no definite number of terms for any BOG

member, UMCS D believes it is in its own best interest to continue to bring in new BOG members to present fresh perspectives. With that in mind, current BOG members should attempt to recruit new prospective BOG members. Director terms shall commence in July of a given year or upon a Director's appointment as provided below.

If an Officer or Director should resign before his or her term ends or be unable to complete his or her term of office, the President, with concurrence of a majority of the BOG, may replace that Officer or Director for the remainder of the unexpired term until the next election, at which time a replacement will be selected by utilizing the nomination and selection process outlined above.

If the President resigns before the end of his or her term, the Executive Vice President shall assume the role of President, and with concurrence of a majority of the BOG, may replace the Vice President for the remainder of the unexpired term until the next election if there is not a second Vice President, at which time a replacement will be selected by utilizing the nomination and selection process outlined above. If the Executive Vice President becomes President under this provision, the second Vice President, if any, shall become the Executive Vice President, and with concurrence of a majority of the BOG, may replace the position of second Vice President for the remainder of the unexpired term until the next election.

#### **Section Four - QUORUM AND VOTING**

A quorum for the BOG shall consist of a minimum of one-half of the then current members of the BOG. Vacancies on the BOG shall be excluded in determining if a quorum exists. Action by the BOG must be by a majority of the members in attendance. A BOG member shall be entitled to one vote at BOG meetings even if that Board member holds multiple BOG positions. Board members may not vote by proxy.

At the discretion of the President or the request of any two Officers, the President may solicit an e-mail vote on a subject matter. A majority vote of the Board is required for passage of an e-mail solicitation. The Secretary shall maintain a record of all e-mail voting and report the results at the following Board meeting.

#### **Section Five - COMMITTEES**

At the discretion of the BOG, the UMCS D may have any or all of seven (7) standing committees: Communications Committee, Development Committee, Events Committee, Finance and Budget Committee, Membership Committee, Nominating Committee, and Scholarship and Student Relations Committee. Any and all BOG members may volunteer for or be assigned to membership on these Committees. Non-Board AAUM members may also be assigned to these Committees. The President, with the majority vote of the Board, may add standing or ad hoc committees. The responsibilities of the Committees, if such Committees are established and staffed, shall be determined from time to time and have the responsibilities set forth in *Addendum C*.

The Chair(s) of each committee shall be responsible for submitting operational plans throughout each year. Said plans are to be reviewed by the Board and (1) rejected; (2) accepted; or (3) accepted with modifications by the Board.

#### **Section Six - MEETINGS**

The Annual Meeting of the BOG shall be held at specified date, time, and location in May each year or such other time as the BOG or President may designate with proper notice being given to all BOG members. Such notice shall include the notice of the election of Officers and Directors when appropriate. No notice is required be given to members of UMCS D who are not active members of the BOG or nominees for election to the BOG. Any regular or associate member of the UMCS D in good standing may attend the Annual Meeting.

There shall be at least five (5) other meetings of the BOG each year. Meetings are normally scheduled for the second Tuesday of every other month beginning in January. Additional meetings of the BOG may be called when deemed necessary by the President or any four (4) members of the BOG. Notice of all such meetings may be provided by e-mail with at least one (1) day's prior notice, or with mailed notice for any BOG members without email addresses, provided such mailed notice is given at least three (3) days prior to said meeting.

#### **Section Seven - RULES OF ORDER**

Roberts Rules of Order, or any other set of Rules of Order duly adopted by a majority of the BOG, shall govern parliamentary procedure in the UMCS D meetings.

#### **Section Eight - BYLAWS**

The Bylaws shall be adopted for the governance of the UMCS D by a majority vote of the BOG in attendance at the meeting scheduled and noticed as provided herein. A majority vote by the BOG is required to amend the Bylaws, and the record of any amendment must be attached to the Bylaws in written form.

**ADDENDA**  
**UNIVERSITY OF MICHIGAN CLUB OF SAN DIEGO**

## ADDENDUM A

### **OFFICER AND DIRECTOR POSITIONS**

#### **Officers**

The responsibilities of the UMCS D officers include but are not limited to:

- Set overall strategy for the UMCS D
- Lead efforts to revise Articles of Association, By-Laws, and Addenda as needed

#### **President**

The President's responsibilities include:

- Supervising and coordinating UMCS D activities
- Calling and presiding over regular and special meetings of the BOG
- Ensuring the holding of the Annual Meeting as called for by club's bylaws
- Ensuring the completion of the UMCS D Annual Report for the AAUM
- Serving, if interested, as a member of any standing or ad hoc committee, with the right to vote
- Appointing, with a majority vote of the BOG, standing or ad hoc committees for the UMCS D and their respective chairpersons
- Serving as principal liaison with the University, the AAUM and other organizations

#### **Executive Vice President**

The Executive Vice President's responsibilities include:

- Presiding over the UMCS D meetings in the absence of the President
- Chairing the Nominating Committee
- Ensuring that the term limits described in the UMCS D bylaws are adhered to by the Officers and Directors of the BOG
- Serving as a resource for the Chairs of the Committees and, participating in associated activities as needed
- Assuming the duties of the President on an interim basis if the President is unable to complete his/her term
- Performing such other duties as may be authorized by the BOG

#### **Vice President (only if there are two vice presidents)**

- Presiding over the UMCS D meetings in the absence of the President and the Executive Vice President
- Assuming the duties of the Executive Vice President if the Executive Vice President is unable to complete assigned duties
- Serving as a resource for the Chairs of the Committees and, participating in associated activities as needed
- Performing such other duties as may be authorized by the BOG

### **Secretary**

The Secretary's responsibilities include:

- Giving notice of the UMCS D BOG meetings unless the President chooses to provide such notice
- Taking and distributing meeting minutes at BOG meetings
- Maintaining a permanent record of all UMCS D proceedings
- Tallying votes from the BOG and general membership
- Maintaining and circulating the current Articles of Association, Bylaws and Addenda of the UMCS D
- Taking attendance at UMCS D BOG meetings
- Supervising the club's annual election

### **Treasurer**

The Treasurer's responsibilities include:

- Receiving all funds paid to the UMCS D
- Disbursing money on properly authorized orders/invoices
- Maintaining the permanent record of all financial matters
- Preparing a Treasurer's Report on the status of the operating and scholarship funds (unless the Scholarship Chair is responsible for the scholarship fund report) for all meetings of the BOG, including the Annual Meeting
- Preparing a final report for the prior fiscal year and submitting such report to the BOG
- Transferring funds to the Office of Financial Aid of the University of Michigan
- Transferring financial records to the successor treasurer no later than the July BOG Meeting following the election of the new treasurer
- Assisting in preparation of event-based budgets and related record keeping
- Serving as a resource with the Scholarship Chair for the Director(s) of (1) Scholarship Awards & Student Relations and (2) Fundraising, participating in associated activities as needed

### **Immediate Past President**

The Immediate Past President's responsibilities include:

- Serving as a resource for the Board
- Advising and participating in UMCS D business as needed
- Chairing the Nominating Committee.



## **ADDENDUM B**

### **DIRECTORS**

Directors' responsibilities include:

- Serving as liaisons among the UMCS D leadership, the membership, and the community at large
- Representing the diverse interests of the general membership
- Assisting the Officers in the administration of the UMCS D and in volunteer identification and recruitment
- Attending BOG meetings on a regular basis – failure to attend at least fifty percent (50%) of the scheduled meetings on an annual basis may subject a Director to removal at the discretion of the President
- Attending club events on a regular basis
- Contributing to the work of at least one standing or ad hoc committee

## **ADDENDUM C**

### **COMMITTEES**

The Chair(s) for each committee shall be responsible for submitting financial goals, including budgets, in writing to the Treasurer throughout each fiscal year. The financial goals are to be reviewed and (1) rejected, (2) accepted, or (3) accepted with modifications by the BOG.

#### **Communications Committee**

Members of this committee include the website administrator and such other BOG members or AAUM members who are appointed to the committee. The responsibilities of the Communications Committee include:

- Coordinating the communication and marketing strategies for the UMCS D
- Assisting other committees with creation and execution of flyers, postcards, and other mailers
- Keeping the UMCS D website current

#### **Development Committee**

The responsibilities of the Development Committee include:

- Generating proposals for events, strategies or ideas with the primary purpose of raising money for the UMCS D and its scholarship fund
- Working with the Events Committee to implement, coordinate and conduct events proposed by the Development Committee and agreed to by the BOG
- Acting as a point of contact for the UMAA and/or the University development and fund-raising entities

#### **Events Committee**

The responsibilities of the Events Committee include:

- Ensuring all UMCS D events and programs are adequately planned
- Acting as a sounding board for all events considered for the UMCS D general membership
- Planning, arranging and coordinating at least six events over the course of UMCS D's year, including athletic, social, cultural, and educational events and events that promote community service, student recruiting, and inclusion of new members and young alumni
- Coordinating with UMCS D BOG leadership to ensure all events have a Chair as liaison between event planning and the Events Committee
- Working with the Membership Committee to make sure the desires and needs of members are understood and their ideas are solicited in planning for UMCS D events and activities
- Working with the Development and Scholarship Committees, as appropriate, to ensure adequate planning for and oversight of events that may be mutually beneficial
- Working with the Communications Committee to ensure event promotions are posted and circulated in a timely manner
- Organizing the football watches
- Ensuring that at least one representative on the Programming committee attends events that are planned by the Committee
- Providing a report to the BOG of all events planned for in the upcoming fiscal year and regularly reporting on progress for each event

### **Finance and Budget Committee**

The responsibilities of the Finance and Budget Committee include:

- Developing and submitting to the BOG for approval a budget for the fiscal year
- Working with the Committees to ensure that the Committees are operating within the budgetary guidelines

### **Membership Committee**

The responsibilities of the Membership Committee include:

- Creating and executing strategies to welcome alumni moving to the UMCS D area
- Planning, with the Programming Committee, an annual welcoming event each August or September for new members
- Creating and executing strategies to welcome relocating alumni to the club's area
- Creating strategies, with the AAUM, to market the value proposition of membership to members
- Leading BOG recruitment efforts to identify volunteers to serve on committees and to join the BOG
- Ensuring that at least one representative on the committee attends events that are planned by the committee
- Ensuring that AAUM membership materials and volunteer sign-up sheets are available at UMCS D events

### **Nominating Committee**

The responsibilities of the Nominating Committee include:

- Soliciting nominees for Officer and Director positions by canvassing current BOG members and collaborating with the Marketing and Communications Committee to develop a strategy to make opportunities for leadership known to the general membership
- Presenting a slate of nominees, through the Vice President or Vice Presidents who serves as chair of the Nominating Committee, to the BOG for Officer and Director positions

### **Scholarship and Student Relations Committee**

The responsibilities of the Scholarship and Student Relations Committee include:

- Assisting in the recruitment of students for the University of Michigan
- Attending college nights at local high schools
- Recruiting volunteers for the UMAA's adopt-a-school program
- Contacting high school guidance counselors within the UMCS D area
- Developing and coordinating a student send-off reception for newly admitted students, information sessions, and a "conversion" party for accepted students
- Disseminating scholarship information and materials to UM students in the UMCS D
- Awarding scholarships to students from the UMCS D area
- Serving as liaison to the UM Office of Financial Aid