

**University of Michigan Alumni Club of
Miami-Fort Lauderdale Bylaws**
Adopted and amended July 22, 2017

ARTICLE I: NAME & PURPOSE

Section 1: Name

The name of this organization is the University of Michigan Alumni Club of Miami-Fort Lauderdale (hereinafter, the “Club”).

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.

Section 2: Mission and Purpose

The Club's mission is to:

- Provide U-M alumni and supporters in Miami-Dade and Broward counties with a local connection to the university.
- Sponsor events that allow members to interact and socialize.
- Support local students attending U-M.
- Provide opportunities for networking in the local job market.
- Encourage qualified young people to attend U-M.
- Work with AAUM to promote the best interests of the university.

The Club’s purpose is to:

- Sponsor events that achieve our mission and provide an enjoyable experience for Club members.
- Raise funds for scholarships and award scholarships to future U-M students.

ARTICLE II: MEMBERSHIP

Section 1: Membership Qualifications

Membership includes all members of AAUM in the Club’s geographic area as determined by AAUM. In addition, all Scholarship Fund donors, U-M alumni, U-M students, parents, those who have been officially connected with U-M and friends of U-M in the Club’s geographic area are considered members of the Club. All Club members may attend Club events and activities upon payment of the published charges. All Club members may be eligible to vote on Club business matters, as determined by the Board of Directors (“Board” or “Directors”).

Section 2: Annual Meeting of Members

An annual meeting of the Club’s members (the “Annual Meeting”) shall take place in the month of July or August, the specific date, time, and location shall be designated by the Club’s Board of Directors. At the Annual Meeting, the Club’s members shall elect the Board of Directors, vote on Club matters, and receive reports on and plan the activities of the Club. All issues to be voted on at the Annual Meeting shall be decided by a simple majority of those members present. Written notice of the Annual Meeting shall be delivered to Club members via an email to the Club’s listserv at least 14 (fourteen) days prior to the meeting. This notice should indicate that the election of the Board will take place at the meeting and that all Club members are invited to attend and participate. After the election of the Directors and Officers, the outgoing and incoming President Officers will convene a meeting of the new Board of Directors, following the Annual Meeting, to plan for the coming year.

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 *twelve (12)* Directors, including the four Officers of the Board.

All Directors are required to be Club 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. 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 a majority of Board meetings in a given year; (e) attending Club events on a regular basis; and (f) contributing to the work of at least one standing or *ad hoc* committee.

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, more particularly described in Exhibit "A" attached hereto, include setting overall strategy for the Club and leading efforts to revise these Bylaws, as needed.

Section 3: Terms of Office

Directors are elected for an initial one-year term and may be re-elected for five additional terms for a total of 6 (six) consecutive years. Officers are elected for an initial 1 (one) year term and may be re-elected for 3 (three) additional 1 (one) year terms for a total of 4 (four) consecutive years in a single office. Directors, including Officers, shall not serve more than six consecutive years on the Club'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

Any Club member may nominate a candidate, including himself/herself, to the slate of nominees. The slate of nominees shall be presented to the Club members in attendance at the Annual Meeting. New and current Directors (including Officers) shall be elected (or re-elected, as the case may be) by a simple majority of Club members present at the Annual Meeting. 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 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.

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, failure to meet the Board of Directors' Commitment Requirements described in **Exhibit "C"** attached hereto. Any such removal shall be confirmed in writing to the "removed" Director 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. 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.

Section 8: Vacancies

Should a vacancy occur on the Board, the President, with the concurrence of the Board, may appoint a member of the Club to serve out the remaining term.

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

The Club's present standing committees include the: (1) Student-Alumni Relations & Scholarship Committee; (2) Scholarship Golf Tournament Committee; (3) Social Events Committee; (4) Holiday Party Committee; and (5) Communications Committee. The Committees' responsibilities are more particularly described in **Exhibit "B"** attached hereto. Committee members or "Friends of the Board" may serve on multiple Committees and are subject to the Commitment Requirements described in **Exhibit "C"** attached hereto.

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: CHARGES, FISCAL YEAR AND PROCEDURES

Section 1. Charges

The Board of Directors may set charges in order to maintain the financial stability of the Club and to cover costs related to Club events and activities.

Section 2: 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 3: Meeting Procedure & Rules of Order

Procedure at all meetings of the Club'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.

ARTICLE VII: AMENDMENTS

These Bylaws may be amended when necessary by two-thirds majority of the Board or by a majority of Club members at the Annual Meeting. Proposed amendments must be submitted to the Secretary to be sent out with meeting notice.

EXHIBIT A

OFFICER RESPONSIBILITIES

PRESIDENT

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

1. Serving as the principal liaison with the University of Michigan ("U of M"), AAUM, and other organizations;
2. Overseeing Board of Directors and all Club volunteers;
3. Appointing, with a majority vote of the Board, standing or ad hoc committees and committee Chairpersons for the Club;
4. Assisting Club volunteers with all questions/issues that might arise;
5. Planning monthly Board meetings, Committee meetings as needed; and
6. Preparing annual report(s).

VICE PRESIDENT

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

1. Assuming the duties of the President on an interim basis if the President is unable to, including serving as liaison to U of M, AAUM and other organizations;
2. Coordinating volunteer activities and general administrative tasks with the Club President;
3. Assists Club volunteers with questions/issues that might arise;
4. Overseeing commitment requirements for Board of Directors;
5. Assisting in planning of monthly Board meetings and in preparation of annual reports; and
6. Liaison to Committee Chairs and generally oversees all committee members and volunteers.

SECRETARY

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

1. Assisting the Communications Committee Chair with outreach and communications via email, social media, and other means in support of Club related events;
2. Recording minutes or otherwise summarizing monthly Board meetings and distributing to Board and Friends of the Board; and
3. Tracking participation and attendance at Club meetings, events, and outings.

TREASURER

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

1. Planning annual budget and compiling annual financial report(s);
2. Tracking Club's income and expenses throughout the year;
3. Coordinating approval and issuance of reimbursement requests;
4. Overseeing Club credit card(s), bank account(s) and finances; and
5. Collecting, calculating and depositing monies raised at Club events and programs.

EXHIBIT B

COMMITTEE RESPONSIBILITIES

The Club has four (4) standing committees, the: (1) Student-Alumni Relations & Scholarship Committee; (2) Scholarship Golf Tournament Committee; (3) Social Events Committee; (4) Holiday Party Committee; and (5) Communications Committee.

COMMITTEE CHAIRPERSON(S)

The Committee Chairperson(s) are members of the Board of Directors whose responsibilities include, but are not limited to, the following:

1. Proactively setting goals and action plans with the Committee members to execute related objectives and events;
2. Recruiting Committee members and regularly communicating with them;
3. Facilitating committee meetings and/or conference calls;
4. Providing updates and monthly summary to the Board and Friends of the Board; and
5. Submitting financial goals, including budgets, in writing to the Treasurer throughout the year.

STUDENT-ALUMNI RELATIONS & SCHOLARSHIP COMMITTEE (2 CO-CHAIRS)

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

1. Planning, coordinating and overseeing:
 - a. Annual Student Send-off (usually in August – must coordinate with AAUM)
 - b. Admitted Students' Picnic in the Spring
 - c. Fundraising activities and student events throughout the year
2. Tracking progress of the Club's \$100k scholarship endowment challenge;
3. Supporting golf tournament and other fundraising events throughout the year;
4. Coordinating scholarship application and award process in conjunction with AAUM; and
5. Communicating regularly with Alumni Student Recruitment Liaison.

SCHOLARSHIP GOLF TOURNAMENT COMMITTEE (2 CO-CHAIRS)

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

1. Organizing and executing annual scholarship golf tournament (usually in May), including non-golfer programming;
2. Securing event sponsors (financial contributions, golfer tickets, other donations);
3. Planning and coordinating silent auction; and
4. Advertising and promotion of tournament via Club's social media and email system (e.g., ListServ).

SOCIAL EVENTS COMMITTEE (2 CO-CHAIRS)

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

1. Planning and coordinating:
 - a. Football Game Watch Parties (1 Chair)
 - b. Monthly Happy Hours/Speaker Series events (1 Chair)
 - c. Any other event proposed and approved (e.g., sports outings, career advancement events, happy hours, etc.)
2. Advertising and promotion of Club events via Club's social media and email system (e.g., ListServ, Facebook, LinkedIn, Twitter, Instagram).

HOLIDAY PARTY COMMITTEE (1 CHAIR)

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

1. Organizing annual holiday party for Miami and Ft. Lauderdale alumni (usually early December); and
2. Advertising and promotion of holiday party via Club's social media and email system (e.g., ListServ, Facebook, LinkedIn, Twitter, Instagram).

COMMUNICATIONS COMMITTEE (1 CHAIR)

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

1. Planning, coordinating and overseeing advertising, promotion, and other communications related to Club events, activities and other business on behalf of the Committee Chairs and Officers via email, social media, and other means (e.g., ListServ, Facebook, LinkedIn, Twitter, Instagram; AAUM managed website);
2. Maintaining the Club's social media accounts (e.g., Facebook, LinkedIn, Instagram, Twitter), including timely posting related to upcoming Club events and activities, and engaging with constituents;
3. Monitoring the Club's general email inbox and appropriately directing messages and/or responding within a reasonable time period; and
4. Coordinating with the Club Secretary as necessary to ensure timely communications to Club members.

EXHIBIT C

COMMITMENT REQUIREMENTS

BOARD OF DIRECTORS (I.E., OFFICERS AND COMMITTEE CHAIRS)*

The responsibilities of the Board of Directors shall include, but not be limited to, the following:

1. Attending monthly Board meetings:
 - a. Monthly meetings will be in-person or via videoconference (*proposed*: 4:30 p.m. on the first Wednesday of each month) with one in-person meeting per quarter (*proposed*: meeting first Saturday in January, April, July, September)
 - b. **Any Board member with three (3) absences or more will be subject to removal.**
2. Serving in position for entire term of one year; and
3. Attending annual meeting.

FRIENDS OF THE BOARD (I.E., COMMITTEE MEMBERS, OTHER VOLUNTEERS)*

The responsibilities of the Friends of the Board shall include, but not be limited to, the following:

1. Serving on at least one Committee(s) for the entire term of one year;
2. May attend monthly Board meetings & will receive meeting minutes/summary; and
3. Attending annual meeting.

**Commitment Requirements are subject to limited exceptions and modifications as approved by the Officers of the Board of Directors. Any Board Member, Friend of the Board or any other Club volunteer who cannot meet the Commitment Requirements described above for any reason shall advise the Secretary and President in writing as soon as practicable.*