

THE UNIVERSITY OF MICHIGAN ALUMNAE COUNCIL

BYLAWS

(Revisions adopted May 13, 2023 by the Alumnae Council.
Approved as of September 22, 2023 by the U-M Alumni Association Board.)

ARTICLE I - NAME

The name of this organization is the University of Michigan 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 and unaffiliated members;
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. inform Alumnae Council members of the work, progress, and needs of the University;
6. identify and encourage outstanding students to attend the University;
7. 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;
3. individuals, including current students, and unaffiliated members who support the purpose of the Alumnae Council.

ARTICLE IV – 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. the Chair of the Henderson House Board of Governors and a representative from the Michigan League Board of Governors;
4. non-elected committee chairs, namely, but not limited to the Parliamentarian, who serve without the right to make motions or vote.

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, their privileges will be reinstated.

ARTICLE V - 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 (2) 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, and the Alumnae Council informed at the next 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 VI - 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 roster of the Executive Committee and Board of Governors as needed.

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 VII - EXECUTIVE COMMITTEE

Section A. The Executive Committee consists of the officers of the Alumnae Council and the Chair of the Nominating Committee.

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. Meetings may be held in person and/or by electronic means.

ARTICLE VIII - NOMINATING COMMITTEE

Section A. The Executive Committee appoints the Chair of the Nominating Committee for a three (3)-year term. The Nominating Committee shall consist of not fewer than four (4) members appointed by the Chair of the Nominating Committee. The Committee reports to the Alumnae Council at the Annual Meeting.

Section B. The Nominating Committee nominates candidates for:

1. officers of the Alumnae Council;
2. membership on the Governing Board of the Alumnae Council;
3. and, when requested, representatives of the Henderson House Board of Governors and the Michigan League Board of Governors.

ARTICLE IX - 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 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 (3) years; five (5) members being elected each year. No member-at-large shall serve more than two (2) consecutive terms. Members may be re-elected after two (2) years off the Board.

Section D. The Governing Board meets prior to annual and regular meetings. Meetings may be held in person and/or by electronic means. 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.

ARTICLE X - 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 XI - 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 XII - MEETINGS

Section A. There shall be two (2) 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. Meetings may be held in person and/or by electronic means.

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 (3) 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 a combination of at least three (3) different member clubs and unaffiliated members constitute a quorum to do business at any regular or special meeting of the Alumnae Council.

ARTICLE XIII – FISCAL YEAR

The Alumnae Council's fiscal year shall be July 1 through June 30.

ARTICLE XIV – 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 XV – DISSOLUTION

In the event of the dissolution of the Alumnae Council, after payment of all debts, the proceeds remaining shall be distributed to one or more of the following: Henderson House, the Michigan League, and/or Alumnae Council Scholarship endowment funds at the University of Michigan. This distribution shall be made in accordance with the Alumnae Council's policies and procedures.

ARTICLE XVI - AMENDMENTS

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

ARTICLE XVII - 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.