

Alumni Association Bylaws

It is the policy of the Alumni Association of the University of Michigan (hereafter referred to as "Association") and its affiliated organizations that no person shall be discriminated against in employment and Association programs activities on the basis of race, sex, color, religion, sexual orientation, national origin or ancestry, age, marital status, handicap, height and weight, or Vietnam-era and other military status. (Adopted September 1992.)

Article I – Membership

Association membership shall be open to all persons who have shown an active or vital interest in the University of Michigan and the Alumni Association, and who have paid membership dues to the Association for the current year in such amount as may be prescribed by the Board or who have become paid life members. Such persons include but are not limited to alumni, honorary alumni, honorary degree recipients, family members of alumni, faculty and staff of the University of Michigan, University of Michigan students, and those who are or have been Research Fellows, House Officers or participants in other non-degree granting programs of the University of Michigan.

Article II – Association Membership Meetings

A. Association Meeting Dates and Times

The Annual Meeting of the Association (hereafter referred to as Annual Meeting) shall be held on a date designated by the Chair of the Board (hereafter referred to as "Chair") between September 1 and December 31, at such hour and place as the Chair shall designate.

A special meeting of Association members may be held upon call by the Board.

B. Quorum

Twenty Association members, in good standing, shall constitute a quorum at any annual or special meeting of the Association. All Association members (whether regular or associate) shall be entitled to vote at any such meeting. Except as otherwise provided by law or in the Articles of Incorporation or Bylaws of the Association, all matters coming before any meeting shall be decided by a majority of Association members present.

C. Notice of Annual Meeting

Notice of the Annual Meeting or any special meeting of Association members shall be given at least 30 days prior to the meeting by publication in the Michigan Alumnus or

other appropriate means, such as mail, email or other electronic means, to the extent permitted by applicable law.

Article III – Affiliate Organizations

Two categories of organizations are recognized by the Board: Association Affiliates and Educational Affiliates.

Association Affiliates are organizations that represent alumni clubs, students as future alumni/alumnae, and organizations otherwise granted this classification by the Board.

Educational Affiliates are organizations representing the degree granting entities of the University of Michigan.

A. Association Affiliates

The following organizations are recognized as Association Affiliates:

- Alumnae Council (1917)
- University of Michigan Clubs Council (1923)
- Emeritus Club (1931)
- Michigan Alumni Academy (1965)
- Michigan Alumni Cheerleaders Association (1967)
- Camps Council (1972)
- University of Michigan Black Alumni (1977)
- University of Michigan Latino Alumni (1989)
- Korean Alumni Society (1990)
- LGBTQ Alumni Association (1993)
- Asian Pacific American Alumni Council (1993)
- University of Michigan Entertainment Coalition (2007)
- University of Michigan Association of Jewish Alumni (2008)
- Letterwinners M Club (2010)

and any other organization recognized as an Association Affiliate, in accordance with Article III, paragraph C, below.

B. Educational Affiliates

The following Educational Affiliates are recognized:

- School of Medicine (1960)
- School of Dentistry (1962)
- School of Public Health (1964)
- School of Information (1973)
- U-M Dearborn (1973)

School of Music, Theatre and Dance (1975)
School of Education (1975)
Law School (1976)
School of Natural Resources and the Environment (1976)
College of Pharmacy (1977)
School of Art and Design (1980)
U-M Flint (1980)
School of Social Work (1982)
Ross School of Business Administration (1983)
Taubman College of Architecture and Urban Planning (1984)
College of Engineering (1986)
College of Literature, Science and the Arts (1988)
School of Nursing (1993)
School of Kinesiology (1993)
Gerald R. Ford School of Public Policy (1993)

and any other representatives of a degree granting entity recognized as an Educational Affiliate, in accordance with Article III, paragraph C, below.

C. Recognition of Additional Affiliate Organizations

In accordance with standards adopted by the Board from time to time, additional Association and Educational Affiliates may be recognized by the Board through petition by the prospective affiliate. Such petition must include a copy of the organization's articles, constitution and/or bylaws, if any, submitted to the President of the Alumni Association not less than sixty (60) days before the meeting of the Board at which the petition will first be considered.

The President shall distribute copies of the petition and supporting materials to each member of the Board, which can either accept or reject the petition, or seek additional information from the proposed affiliate before voting on the request. Approval of an entity as an Association Affiliate or an Educational Affiliate shall be officially recognized by inclusion in the Bylaws of the Association, without regard to the normal process for Bylaws amendment outlined in Article VIII.

D. Review of Organizations; Rescission

The Board may review the status of any organization in accordance with standards adopted by the Board from time to time. The articles, constitution and bylaws, if any, of any such organization, and any amendments thereto, shall be subject to the review and approval of the Board, which approval shall not be unreasonably withheld. Failure to submit such materials may constitute grounds for suspension or removal of affiliate status. Recognition of any such organization may be rescinded upon a two-thirds (2/3) vote of the Board members voting.

Article IV – Board of Directors

A. Board Member Eligibility

The members of the Board shall be drawn from the membership of the Association and must have been Association members in good standing at the time their terms commence and must remain Association members in good standing for the duration of their terms.

B. Board Composition

The Board shall be constituted as follows:

Five (5) elected Officers of the Association (hereafter referred to as “Officers”); and No less than fifteen (15) and no more than nineteen (19) Directors.

Up to three (3) nonvoting members who provide needed perspective, expertise or relationship with a key external entity may be appointed by the Chair with the advice and consent of the board with terms of either one or two years’ duration.

C. Directors’ Terms of Office

Directors shall serve terms of three (3) years’ duration. Those terms shall be staggered, so that at least five (5) expire each year. Directors shall not be elected to serve more than two (2) consecutive full terms.

D. Characteristics of Officers and Directors

Officers and Directors should possess leadership qualities and skills/experience in key areas of need for the Association that might arise from time to time.

E. Nominating Committee Composition and Procedures

There shall be a Nominating Committee consisting of five (5) members of the Board reflecting a fair representation of the full Board. The committee shall include at least one person with previous service on the Nominating Committee. The Chair shall appoint all members and the chairperson of the Nominating Committee.

The Nominating Committee shall make nominations for Directors of the Association, who are elected at the Annual Meeting. The nominees for Directors of the Association shall be communicated to Association members at least 30 days prior to the election. Additional nominations for Directors of the Association may be received from Association members in writing, provided they are received by the chairperson of the Nominating Committee at least prior to the election and include the written support of five Association members for each nominee.

The Nominating Committee shall make nominations for all Officers and submit them for election by the Board. The slate of nominees for Officers shall be communicated to each Director no later than 30 days prior to the meeting of the Board at which their election will occur.

The Nominating Committee shall make nominations to University committees and boards upon request from the University.

The Nominating Committee shall strive to achieve diversity among the Board and all other positions for which it nominates, considering factors that include but are not limited to specific areas of expertise, geography, Association program participation, degree, race, age, gender, etc.

F. Elections

Elections for Directors of the Association shall be held at the Annual Meeting, and terms of office shall begin immediately following the election.

G. Board Vacancies

Any vacancies occurring in the Board may be filled by appointment by the Chair, provided that the succeeding Director shall serve as a Director for the unexpired term of his or her predecessor. The succeeding Director shall then be eligible for election or selection for up to two (2) full terms following the expiration of the term of the predecessor.

H. Resignation; Removal

A Director may resign at any time by giving written notice of resignation to the Board, the Chair, or the President of the Association. A resignation shall take effect at the time specified in the notice or, if no time be specified, upon receipt thereof. Acceptance of a resignation shall not be necessary to make it effective.

Any Director may be removed, with or without cause, by a two-thirds vote of Association members present at the Annual Meeting, or for cause by a vote of not less than two-thirds of the entire Board (not including the Chair), provided that in each case notice of the proposed removal shall have been given to such Director in writing or by other legally permissible means at least 30 days prior to the taking of such action, and if such proposed removal shall be for cause, such notice shall include a statement of such cause.

I. Board Meetings

Regular meetings of the Board shall be held at least three (3) times in each fiscal year, presided over by the Chair and at such time and place and in such manner as may be designated by the Chair.

Each elected or appointed Board member is expected to attend at least two thirds (2/3) or the meetings held in each twelve month period.

Special meetings of the Board may be held at such time and place as the Chair shall designate, provided that written or electronic notice of such meetings shall be sent to each Director at least 15 days in advance of the meeting. The Chair, or in the case of the Chair of the Board's absence or neglect to act, the President of the Association, shall call a special meeting of the Board upon the written request of a majority of Directors then in office. At all meetings of the Board, one-third of the Directors shall constitute a quorum of the Board.

Meetings of the Board and any of its committees may be held at any place within or without the state, and may be held through any communications equipment, provided all persons participating can communicate with each other. Participation in a meeting through the use of such communications equipment shall constitute presence at the meeting.

J. Board Duties

The Board shall be responsible for determining the compensation and benefits of the President/CEO, and providing review and advice on personnel policy, staff development, and organizational structure; financial planning, including investments, and setting the annual budgets of the Association; ensuring the proper maintenance and development of Association land, buildings, equipment, and other facilities, including, but not limited to, the Alumni Center and Michigania; and for developing strategies and recommending processes which ensure the Association remains a dynamic and efficient organization.

Article V – Officers

The elected Officers shall be Association members at the time their terms of office commence. Officers elected by the Board are, by virtue of their election, members of the Board. Officers and their duties shall be as follows:

A. Chair of the Board of Directors

The Chair shall take office in odd numbered years for a term of two years. In the event of the Chair's death, removal or resignation, the Board shall elect a new Chair at its next regularly scheduled meeting. In that event, the new Chair shall remain in office until he or she has completed the remaining portion of his or her predecessor's term. Until the new Chair is elected, the Chair-Elect, in a year in which there is a Chair-Elect, will preside until a new chair is elected. In years in which there is not a Chair-Elect, the Secretary will preside until the new Chair is elected.

The Chair shall preside at all meetings of the Association and the Board; shall appoint members of committees as provided in Article VI and shall act as ex-officio member of all committees. The Chair shall exercise the usual powers and perform the usual duties incident to the office of the Chair, and such other powers and duties as may from time to time be delegated to the Chair by the Board. In the event of the Chair's temporary inability to perform his or her duties for reasons other than death, removal or resignation, he or she shall designate a member of the Board to fulfill those duties.

With the exception of a person who completes his or her predecessor's term as the result of a death, removal or resignation, as set forth above, a person may serve only one term as Chair.

B. Chair-Elect of the Board of Directors

The Chair-Elect shall be elected by the Board in even numbered years for a term of one year to prepare for his or her term as Chair. After one year, the Chair-Elect shall automatically succeed to the position of Chair and shall serve in that position for two (2) years.

C. Treasurer

The Treasurer shall be elected by the Board in even numbered years to serve for a term of two years. The Treasurer shall supervise the accounts of the Association and control its monies or funds held in trust by it, and shall make such reports showing the financial condition of the Association as may be required by the Board or the Finance Committee. The Treasurer shall serve as chairperson of the Finance Committee and shall perform such other duties as may be delegated by the Board or the Finance Committee.

D. Secretary

The Secretary shall be elected by the Board in odd numbered years to serve for a term of two years. The Secretary shall be responsible to see that meeting announcements, agendas and minutes of all Board and Board committee meetings are properly prepared, distributed in a timely manner and maintained for archival and business records purposes.

The Secretary shall serve as a parliamentarian at every meeting of the Board and Association and shall maintain and have on hand an up-to-date copy of the Association bylaws and any policies or governance procedures adopted by the Board, as well as a copy of Robert's Rules of Order Newly Revised.

The Secretary shall review and ensure the board of director's conflict of interest policy is fully followed.

E. Immediate Past Chair of the Board

The Immediate Past Chair of the Board shall serve for a term of one year following his or her term as Chair.

F. President

The President of the Association shall be appointed by the Board and shall serve at the pleasure of the Board. The President shall be the chief executive officer, shall act as the director of the professional staff, and shall be responsible for the administration of all Association activities, such activities to be in accord with established Board policy. The President shall serve as the Association's business agent and publisher of Association publications. The President shall promote the development of the Association and its affiliate organizations, and shall perform such other duties as the Board from time to time may delegate.

The President shall serve as an ex-officio member, without vote, of the Board, and all committees of the Board with the exception of the Executive Compensation Committee.

Article VI – Committees of the Board

A. Nominating Committee

The Nominating Committee is described in Article IV, Section E.

B. Finance Committee

The Finance Committee shall consist of the Chair, Chair-elect or Immediate Past Chair of the Board when there is no Chair-elect, the Treasurer, who shall serve as chairperson of the committee and five (5) Directors. The Chair shall appoint all members of the Finance Committee for terms of two (2) years each. Members of the Finance Committee must be independent of the Association's management staff and shall not have a financial interest in the Association's operations.

The Committee will regularly review financial statements and make recommendations to the Board regarding the Association's fiscal operations, including investments and its annual budgets. The Finance Committee shall secure an annual audit of the books and the accounts of the Association, and shall meet at least annually with the Association's auditors.

C. Diversity Committee

There shall be a Diversity Committee consisting of at least (5) members, a majority of which shall be members of the Board. At least one member should be appointed from the University community to represent diversity interests there. The Chair shall appoint all members and the chairperson of the Committee.

The Diversity Committee will serve as an advisory group to the Board, providing recommendations that support and increase diversity at the University of Michigan through Association efforts including diversity scholarships, programming, and membership. The Diversity Committee chairperson will partner with the LEAD program director to keep the board informed of Association and U-M diversity initiatives. The committee will meet at least annually during Board meetings, and convene via conference call during the LEAD recruitment cycle.

D. Executive Compensation Committee

There shall be a Executive Compensation Committee consisting of the Chair and at least three (3) other members of the Board. The Committee shall include at least one person with previous service on the Committee. The Chair shall appoint all members and the chairperson of the Committee.

The Committee shall oversee the execution of the Association's executive compensation philosophy and plan. The Committee will review and recommend the compensation of the CEO consistent with that philosophy subject to a performance review conducted by the Committee, and will review the CEO's contract prior to the expiration of the contract term.

Further, the Committee may review and make recommendations to the President regarding compensation strategies for the Association's high-level staff.

E. Ad Hoc Committees

The Board shall have the authority to appoint one or more ad hoc committees it deems appropriate for current issues. Such committees may continue from meeting to meeting or year to year if the Board deems it necessary. The Chair shall appoint all members and the chairperson(s) of ad hoc committee(s) and may include Association members who are not currently on the Board.

Article VII – Amendments

Any proposed amendment to these Bylaws may be presented in writing at a regular meeting of the Board, and vote thereon shall be taken at the next regular meeting of the Board, unless such amendment is subsequently withdrawn. Changes to a proposed amendment that do not substantively alter its original purpose may be considered and adopted at the second meeting without the original amendment having to be resubmitted for an initial reading. A three-quarters affirmative vote of those present is required for amendment.

These Bylaws and all amendments therein shall be reviewed at least every other year by a committee appointed by the Chair, and chaired by the Secretary.

Article VIII – Roberts’ Rules of Order

Roberts’ Rules of Order Newly Revised shall govern in all cases not provided for by the foregoing Bylaws.

Article IX – Indemnification of Directors, Officers, and Employees; Insurance

A. Indemnification

The Alumni Association shall indemnify its Directors and Officers to the maximum extent permitted by law. Without limiting the foregoing, the Alumni Association shall indemnify, to the fullest extent authorized or permitted by law, any person, and such person’s heirs and legal representatives, who is made or threatened to be a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought against, by or in the right of the Alumni Association or otherwise, by reason of the fact that such person is or was a Director, officer, employee or agent of the Alumni Association or such person served on any formally constituted advisory body or committee of the Alumni Association or the Board, or any such person served at the request of the Alumni Association as a trustee, shareholder, member, officer, director, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including attorney’s fees), judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Alumni Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

B. Liability Insurance

Notwithstanding the foregoing, the indemnification provided to any person described in Section A above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including, without limitation, any benefit available under any insurance of the Alumni Association, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under applicable law, the Alumni Association may purchase and maintain insurance on behalf of any person described in section A above against any liability asserted against her or him or incurred by her or him in any capacity or arising out of her or his status as such, whether or not the Alumni Association would otherwise have the power to indemnify under the circumstances.

Article X – Inclusion

The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all alumni, members of our staff, volunteers, and vendors.

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