

*Restated Bylaws of: The University of Michigan Club of Greater Flint
Amended and Approved by Board Action September 5, 2006
And October 07, 2008*

*Article I
Membership*

Section 1:

Any person who is a member in good standing of and meets the appropriate and required address specifications of the Alumni Association of the University of Michigan (hereafter referred to as AAUM) shall be deemed to be member of the University of Michigan Club of Greater Flint (hereafter referred to as UMCGF), and herein will be referred to as “member”. Members of the AAUM whose addresses disqualify them from membership in the UMCGF, or any person who expresses interest in the UMCGF, may petition the Greater Flint Club for “associate membership” status. A majority vote of the UMCGF Board of Directors may grant “associate membership” status to the petitioner who will herein be referred to as “associate member” (see Section 3 for further definition and clarification of “associate member”).

Section 2:

Membership and associate membership may be terminated for the following reasons:

- A. Membership in the UMCGF will terminate if the member fails to meet the membership requirements of the AAUM.*
- B. Associate membership status may be terminated by a majority vote of the UMCGF Board of Directors.*

Section 3:

Clarification of “Associate Member” status:

- A. A former member of the UMCGF who is precluded from “member” status, because of address as mentioned in Section 1, and who is approved for “associate membership” by the UMCGF Board of Directors.*
- B. Any person who has interest in UMCGF associate membership, and is approved for associate membership by the UMCGF Board of Directors.*
- C. An Associate Member may not vote nor serve on the Board of Directors.*
- D. An Associate Member shall be subject to such other rules as may be determined by the UMCGF Board of Directors.*

Article II

Officers and Directors

Section 1:

The Board of Directors shall elect from its membership a President, Vice President, Secretary, and Treasurer, who together with the Immediate past President and such other officers as may be elected by the Board of Directors, shall be the Officers of the Club. The officers shall serve a One (1) year term, or until a successor is elected and installed in office.

Section 2:

The Board of Directors shall consist of eighteen (18) members, each serving a three (3) year term. Six (6) members of the Board of Directors of Directors shall be elected each year. There shall be no limit to the number of consecutive terms to which a person may be elected or appointed.

Section 3:

All past Presidents of the Club shall be ex-officio members of the Board of Directors and shall:

- A. Be entitled to attend Board meetings and to participate in discussions.***
- B. Not be counted for determination of a quorum.***
- C. Not be entitled to vote.***
- D. Be entitled to written notice of meetings and to minutes of previous meetings if so requested by the Past President.***

Section 4:

If a vacancy on the Board of Directors shall occur for any reason, the Nominating Committee shall recommend to the Board for the Board's approval, a candidate to fill the vacancy until the next election; or at the discretion of the Board of Directors, the vacancy may be left unfilled until the next election cycle.

Section 5:

If a vacancy for an elected officer shall occur for any reason, the Nominating Committee shall recommend to the Board of Directors for the Board's approval, a candidate to fill and to complete that term of office.

Section 6:

The Board of Directors, by resolution, may establish from time to time, requirements for attendance of Directors at meetings. Failure, without good cause, to satisfy those requirements, shall be cause for removal of such Director.

Section 7:

Members of the Board of Directors shall receive no compensation for their services as Directors.

Article III

Nominations and Elections

Section 1:

A nominating Committee shall be formed consisting of the Immediate Past President serving as Chairperson of the Committee, the President, the Vice-President, the Secretary, and the Treasurer. The Committee shall solicit candidate recommendations from the Board of Directors and shall investigate the qualifications of those under consideration.

Section 2:

Each year the Nominating Committee shall present to the Board of Directors a list of nominees to fill vacancies created by Directors' expiring terms, and any other vacancies. This shall be done prior to the Annual Meeting. Then the Board of Directors will elect directors and officers for the ensuing year at a Board meeting prior to the Annual Meeting.

Section 3:

Each year, prior to the Annual Meeting, the Nominating Committee shall propose a slate of officers to the Board of Directors.

Article IV

The Board of Directors

Section 1:

The Board of Directors shall meet formally at such times and places as may be determined by action of the Board, by call of the President, or by written request of three (3) members of the Board. A written notice of time and place for all formal meetings of the Board of Directors shall be emailed (or mailed) to each Director by the Secretary not less than five (5) days prior to the said meeting; provided, however, that the presence of any Director at a meeting shall constitute a waiver of notice of that meeting, and further that any Director may in writing, waive the required notice.

Section 2:

Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business at formal meetings. However, any action taken by the Board of Directors involving the expenditure of \$ 1,000 or more, or the amendment of the Bylaws of the Club shall require the affirmative vote of two-thirds of the Board and further shall require that written notice that such items will be on the agenda be provided not less than five (5) days prior to said meeting.

Section 3:

A person must be a “member” (as defined in Article I, Section 1) of the UMCGF to be eligible for and to serve on the Board of Directors.

Article V

Duties of Officers and Board Members

Section 1: The President

The President shall preside at all meetings. He/She shall serve as chief executive officer exercising general supervision over the work and activities of the Club, and perform such other duties as usually pertain to the office of President.

Section 2: The Vice- President

In the absence or incapacity of the President, the Vice- President shall perform the duties of, and have the same authority as the President. He/She shall also perform such other duties as usually pertain to the office of Vice-President. He/She shall “co-chair” the Annual Sports Dinner and Golf Day along with the “Permanent Co-Chair” whose duties are shown below in Article V, Section 6.

Section 3: The Secretary

The Secretary shall act as Secretary at all meetings of the UMCGF, and at all meetings of the UMCGF Board of Directors. It shall be the Secretary’s duty to keep a permanent record of those proceedings. In addition, the Secretary also shall perform such other duties as usually pertain to the office of Secretary.

Section 4: The Treasurer

The Treasurer shall receive all Club monies and shall act as fiscal agent of the Club. The Treasurer shall submit a periodic report to the members of the Board of Directors. The books and accounts shall at all times be open to inspection by any member of the Board of Directors and to any auditors authorized and appointed by the Board of Directors. In addition, the Treasurer also shall perform such other duties as usually pertain to the office of Treasurer.

Section 5: The Past President

The Past President shall be a counselor to the President for one year after serving as the president. In addition, he/she shall perform such other duties as assigned by the Board of Directors.

Section 6: Permanent Annual Sports Dinner and Golf Day Co-Chair

The Permanent Annual sports Dinner and Golf Day Co-Chair shall maintain contact with the U of M Athletic Department in order to facilitate all coaches' participation in the annual event. He/She shall co-chair the event with the UMCGF Vice-President as detailed above in Article V, Section 2.

Section 7: All Officers

All officers shall perform such other duties as may be assigned to them by the Board of Directors.

Section 8: The Board Members

Members of the Board of Directors shall attend scheduled meetings of the Club, and will be expected to discuss and to vote on such issues as may be brought before the Board. Members of the Board of Directors also will be expected to attend Club functions. If a member fails to attend meetings on a regular basis, that member may be removed by affirmative vote of two-thirds of the Board.

Article VI

Meetings

Section 1:

The Annual Meeting of the UMCGF shall be held once each year between July 1st and October 1st unless changed by an affirmative vote of at least two-thirds of the membership of the Board of Directors; due notice shall be mailed to each member of the Club not less than ten (10) days prior to the date of the meeting, provided, however, that the attendance of a member at the meeting shall automatically constitute a waiver of notice of the meetings and, provided further, that any member may waive the required notice in writing.

Article VII

Fiscal

Section 1: Fiscal Year

The Fiscal Year of the UMCGF shall be from July 1st through June 30th of the following year.

Section 2: Membership Dues and Associate Membership Dues

Dues for membership in the UMCGF shall be determined by the AAUM; any dues for Associate Membership in the UMCGF shall be determined by the Board of Directors of the UMCGF.

Section 3: Funds

Funds of the UMCGF shall be deposited in institutions designated by the Board of Directors.

Section 4: Disbursements

All disbursements shall be made by voucher check, showing the payee, the item of service rendered or the material purchased, and the amount of the payment. All checks shall be signed by the Treasurer, or by the President, or by the Vice-President, or by the Secretary. In case of the absence or incapacity of the persons so designated to sign checks, the Board of Directors shall designate substitutes. The Board of Directors may require any officer authorized to sign checks to give such bond in amount and with such surety as the Board may from time to time decide for the faithful discharge of their trust. The cost of such bond/surety, if any, shall be borne by the UMCGF.

Section 5: Aggregate Disbursements

Aggregate disbursements in any fiscal year shall not exceed the gross annual budget, unless authorized by affirmative vote of two-thirds of the members of the Board of Directors.

Section 6: Assets

The Board of Directors of the UMCGF shall direct the investment of assets of the UMCGF.

Article IX

Ratifications and Amendments

Section 1:

The Articles of Incorporation of the UMCGF may be amended in the following manner:

- A. Any proposed amendment must first receive the affirmative approval of at least two-thirds of the membership of the Board of Directors.*
- B. Upon such approval, a copy of the proposed amendment shall be distributed to the members with notice of the date and manner of voting on such amendment. The manner of voting on such amendment shall be determined by the Board of Directors which may at its discretion either solicit a vote by mail or a vote at a meeting of the members.*
- C. The proposed amendment shall be deemed ratified by the members only in the event that at least two-thirds of the total number of votes cast shall be in the affirmative.*

Section 2:

The Bylaws of the UMCGF may be amended upon receiving an affirmative vote of at least two-thirds on the membership of the Board of Directors.

Article X

Order of Business of Board of Directors Meeting

The President shall establish the agenda topics and order of business for meetings of The Board which shall include the following items: Call to Order, Approval of Previous Meeting Minutes, Treasurer's Report, President's Remarks, Alumni Relations Report, Old Business, New Business, Committee Reports, Correspondence/Communications, Adjournment. Others may be included as presented by the Executive Committee.

Article XI

Roberts' Rules of Order

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

Article XII

Indemnification of Directors, Officers, and Employees; Insurance

- A. Indemnification: The UMCGF shall indemnify its Directors and Officers to the maximum extent permitted by law, and 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 UMCGF or otherwise, by reason of the fact that such person is or was a Director, Officer, Employee, or Agent of the UMCGF, or such person served on any formally constituted advisory body or committee of the UMCGF or the Board of Directors, or any such person served at the request of the UMCGF as a Trustee, shareholder, member, officer, director, employee, or agent of 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 UMCGF 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 "A" above shall be only in excess on 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 UMCGF, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under applicable law, the UMCGF may purchase and maintain insurance on behalf of any person described in "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 UMCGF would otherwise have the power to indemnify under the circumstances.*