The Bylaws of the Alumni Association of Eastern Michigan University

September 12, 2015
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Article I – Name, Purpose and Membership

Section 1 – Name: The name of the organization shall be the Alumni Association of Eastern Michigan University (association).

Section 2 – Purpose: The purpose of the association shall be to engage alumni and students in programs, events, and services that stimulate interest in, build loyalty for, and increase support of Eastern Michigan University (University).

Section 3 – Members: Membership is open to all graduates of the University, all honorary degree holders, all present or past members of the faculty and staff, all present or past regents of the University, all University Circle members, and other persons designated by the members of the Board of Directors of the association (directors).

Section 4 – Life Membership: All life members shall continue to hold the designation life member.

Section 5 – Membership Dues: An annual membership fee for each class of members may be established by the Board of Directors.

Section 6 – Voting Rights: A simple majority of ballots cast in person or via proxy shall be required to pass any item voted on by the association. Only Directors and Officers shall have nominating and voting rights at meetings. The Board of Directors shall establish voting procedures for elections.

Section 7 – Members in Good Standing: Members in good standing are those who meet the qualifications of membership, who promote the purpose of the Association and, if dues are currently being charged, whose annual membership fee is current.

Section 8 – Termination of Membership: Membership shall be terminated for failure to pay dues, if dues are currently being assessed, or by a two-thirds (2/3) vote of the Board of Directors.

Section 9 – Resignation: Any member may resign from the association by notifying the secretary in writing.

Article II – Meetings of Members

Section 1 – Annual Meetings: An annual membership meeting shall be held on or near the University Ypsilanti campus to elect available seats on the Board of Directors and transact other business. The date of the annual meeting shall be set each year by the current directors, but must occur no later than June 30th.

Section 2 – Special Meetings: Special meetings of the members may be called by the president, the Board of Directors, or not less than twenty-five (25) members having voting rights. Such meetings shall, if possible, be held on or near the University Ypsilanti campus.

Section 3 – Notice of Meetings: A notice stating the place, date, and time of any meeting shall be posted on the association’s web site or be disseminated by any reasonable method determined by the Board of Directors. Such notice shall be provided no more than sixty (60) days before and no less than five (5) days
before any special meeting and no more than sixty (60) days and no less than ten (10) days before any annual meeting. For special meetings, the purpose or purposes for which the meeting is called shall be stated in the notice, and the meeting shall be limited to such purpose or purposes. Any member may waive notice of a meeting by doing so in writing or by attendance at such meeting unless the sole purpose for such member’s attendance is to object to the transaction of business at such meeting for failure of proper notice.

**Section 4 – Quorum:** A quorum shall consist of a majority of the voting members of the Board of Directors. Members of the Board of Directors must be physically present or on a remote conference call to count toward quorum.

**Section 5 – Voting:** A simple majority of ballots cast in person or via proxy shall be required to pass any item voted on by the association. Only elected Board of Directors and Officers shall have nominating and voting rights at meetings. The Board of Directors shall establish voting procedures for elections.

**Section 6 – Proxies:** Members of the Board or the general membership at large that are entitled to vote may submit a proxy if provided in writing to the secretary at least two (2) days prior to any meeting. Proxies shall only be valid for the meeting for which the designee requests. Proxies shall not be allowed during elections.

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**Article III – Board of Directors**

**Section 1 – General Powers:** The business of the association shall be managed by its Board of Directors. A director must be a voting member of the association in good standing.

**Section 2 – Number, Tenure, and Qualifications:** The number of Board of Directors shall not exceed twenty-five (25), including the president, the president-elect, and the immediate past-president. Board of Directors shall be elected at the annual meeting by the members and shall serve three-year terms. Such terms shall follow the University calendar and be staggered, with seven seats being subject to election each year. The Directors shall serve until their term expires and their successor is duly elected. Directors are eligible to be elected to no more than two (2) consecutive terms, unless elected as President-Elect. Thereafter, no director shall be eligible for re-election as a director until the expiration of one (1) year from the end of that director’s prior term. An individual who is appointed to serve the remainder of an unexpired term shall be eligible to be elected to two full terms of three years as a director, provided that they have served fewer than 18 months in the unexpired term. Additionally, the University President, the Vice President for Communications and the Director for Alumni Relations shall serve as ex-officio members of the Board of Directors. Two (2) student representatives may be appointed by Student Government for a one-year term. Such students shall serve as ex-officio members and not have voting rights.

**Section 3 – Elections:** First-term Directors elected at the annual meeting will be eligible to run for elected officer positions at the following year’s annual meeting. Directors that are elected or appointed after the start of the university’s fiscal year will be eligible to run for elected officer's positions at their second annual meeting.

**Section 4 – Emeritus Status and Qualifications:** An individual may be honored with "Emeritus Status" of the Alumni Association Board of Directors upon the recommendation of a member of the Board of
Directors, with approval by the Executive Committee of the Eastern Michigan University Alumni Association Board of Directors as to the criteria outlined herein, and endorsed by at least 3/4\textsuperscript{th} majority of the Alumni Association Board of Directors.

A minimum waiting period of at least one (1) year since last serving as a member of the Board of Directors shall pass before an individual can be eligible for recommendation. In addition to being considered for Emeritus Status the member shall have served the board with honor and distinction and meet at least four (4) of the five (5) criteria outlined below:

1. Serve a full two (2) terms on the Alumni Board
2. Serve as a committee chair for at least one full year
3. Serve as an Officer of the Board for one full year
4. Attendance at 75\% of Alumni Board meetings during their tenure
5. Contribution of $1,000 or more to the University (lifetime accumulation)

Acceptance of the appointment as an emeritus member of the Alumni Association Board of Directors will entail certain responsibilities and expectations as set forth below, including the agreement to:

1. Stay apprised of activities via Board of Directors communications
2. Serve as an ambassador for the Alumni Association and the University
3. Volunteer to assist or consult in some area of expertise or interest
4. Sustain a financial commitment to the University fund
5. Attend Alumni Board meetings

Emeritus Members of the Eastern Michigan University Alumni Association Board of Directors have the same voting rights as members of the Alumni Association, pursuant to Article I, Section 6 of the Bylaws of the Alumni Association of Eastern Michigan University.

Section 5 – Alumni Association Representation to the EMU Foundation Board: Per the EMU Foundation By-laws, the EMU Foundation Board of Trustees shall include one (1) appointed trustee from the EMU Alumni Association. The Alumni Association appointed trustee to the EMU Foundation Board of Trustees shall be filled as follows: The President-Elect shall be appointed as part of their normal duties. In the event the President-Elect is unable to fulfill the duty then one (1) member of the Alumni Association Board of Directors shall be nominated by the Executive Committee and confirmed by the majority vote of the Board of Directors and is subject to annual approval of the Alumni Association Board of Directors. The Alumni Board of Directors appointee will be subject to and responsible for all conditions and requirements of the EMU Foundation Board of Trustees.

Section 6 – Regular Meetings: There shall be a minimum of four regular meetings of the Board of Directors with the schedule being set by the president and published at the beginning of the University’s school year. Any changes to the meeting schedule shall be provided to the directors in writing.

Section 7 – Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the president or any three (3) directors. The time and place for any special meeting shall be determined by the person or persons calling the meeting.

Section 8 – Notice: Written notice stating the place, date, and time of a regular or special meeting of the Board of Directors shall be posted on the alumni web site or sent by first-class mail, electronic mail, or
fax to each director at the address on file, or by personal delivery, no more than thirty (30) days and no less than two (2) days before any such meeting. If notice is mailed, it shall be mailed no less than four (4) days before the meeting. The business conducted at any meeting shall be limited to those purposes set forth in an agenda provided with the meeting notice. Any director may waive notice of a meeting by doing so in writing or by attendance at such meeting, unless the sole purpose for such director’s attendance is to object to the transaction of business at such meeting for failure of proper notice.

Section 9 – Attendance: Any director with two (2) unexcused absences from the regular meetings in any fiscal year or three (3) excused absences in a fiscal year or consecutively over two fiscal periods shall be considered as having resigned. The president or the president’s designee shall notify such director in writing by either regular or electronic mail. If a dispute arises as to whether an absence should be excused, the Executive Committee is the final arbiter.

Section 10 – Director’s Donation Requirement: As a condition for serving as a director, a member must make a university fiscal year donation of at least $125 to the University. The donation may apply to any University fund. A credit of $25 will be applied to this requirement if the board member has an active EMU Michigan license plate. Funds associated with employer matching funds may be counted provided they are received in the fiscal year.

In the event the donation is not made into a University fund, verification of a donation is the responsibility of the board member, who must provide adequate and appropriate receipts. Members failing to meet donation obligation may be removed from the board, effective the first meeting following the conclusion of the prior calendar year.

Section 11 – Code of Conduct Policy: Alumni Association of Eastern Michigan University hereby adopts the following code of conduct policy to be affirmed annually by all board members.

1. Be an active member of the Alumni Association and promote and participate in its events, particularly but not limited to, Homecoming, the Teaching Excellence Awards and the Alumni Awards Dinner. Attend other alumni, chapter, and University events as frequently as possible.
2. Actively participate on at least one of the board committees
3. Serve as a positive representative of Eastern Michigan University
4. Board Directors will not use their position or title on the board to represent personal views or opinions not approved by consensus of the full Board of Directors.

Section 12 – Vacancies: Director vacancies may be filled at the discretion of the Board of Directors. Those who fill vacant seats shall be eligible for election upon the expiration of the term to which the director was appointed.

Section 13 – Compensation: An individual director shall receive no compensation for his/her services as a director but may be reimbursed for expenses incurred on behalf of the association. The Board of Directors must approve any such reimbursements. If the situation necessitates, the Executive Committee may approve expenditures between meetings of the Board of Directors, but such expenditures shall be subject to ratification by the Board of Directors. Directors may be compensated for serving the association in other capacities, as long as such work was approved by the Board of Directors prior to any work commencing.
Section 14 – Removal: Any director may be removed from office if such director violates the code of conduct, attendance or donation requirement policies or by a majority vote of the balance of the Board of Directors.

ARTICLE IV – Officers

Section 1 – Officers: The officers of the association as elected by the Board of Directors and in accordance with the election procedures established by the Board of Directors shall be a president, a president-elect, a past-president, secretary, treasurer, and a parliamentarian. All officers shall serve on the Executive Committee. Officers shall have the following duties and other responsibilities the Board of Directors so determine. In addition the officers of the association are limited to serving four (4) years consecutively in any one position.

I. President: The president shall be the association’s presiding officer, exercise general supervision and control over all the business and affairs of the association and preside over director meetings. The president’s term shall be two (2) years. The president shall become the past-president at the end of his/her term. In the event the office of President is vacated with less than one (1) year remaining of the current term, the President-Elect shall assume the office of President and serve until the end of the unexpired term. In the event the office of President is vacated with more than one (1) year remaining of the current term, the Past-President shall assume the office of President and serve until the end of the unexpired term.

II. President-Elect: The president-elect shall exercise the power and perform the functions that are assigned by the president and/or the directors. The president-elect shall have the powers and exercise the duties of the president whenever the president or past-president are unable to act and at other times when specifically directed by the directors. The president-elect shall be elected by a majority of the members at every other annual meeting (odd-numbered years) when the two (2) year term of the past-president expires. The president-elect shall become president at the end of the current president’s term. In the event the office of President-Elect is vacated, the Past-President shall assume the office of President-Elect and serve until the end of the unexpired term.

III. Past-President: The past-president shall serve as a member of the Board of Directors and as adviser to the president for a period of two (2) years after the end of his/her term as president. The past-president shall have the powers and exercise the duties of the president whenever the president is unable to act and at other times when specifically directed by the Board of Directors. If the past-president is unable or unavailable to serve temporarily, the president-elect shall fulfill these functions. In the event the office of Past-President is vacated, the Board of Directors shall fill the position under the guidelines of the Board of Directors Elections Addendum.

IV. Secretary: The secretary shall be the recorder of all the Association’s Board of Directors formal actions. He/she shall prepare minutes of all meetings and distribute them to each director and ex-officio member within two (2) weeks of each meeting held by the Board of Directors, the committees, and the members. He/she shall also create and distribute all “Notices of Meetings” as required in Article III section 6 of the Association’s By-laws. The secretary shall be elected for a two (2) year term. The secretary will track and record attendance at board meetings and events.

V. Treasurer: The treasurer shall be the custodian of association’s funds, securities, property, and
financial records. A full report of all financial transactions since the last Board of Directors’ meeting shall be provided to the Board of Directors at each regularly called meeting, and a full report of financial transactions shall be provided to the members at each annual meeting of the association. The treasurer shall be elected for a two (2) year term.

VI. **Parliamentarian:** The parliamentarian shall be responsible for interpreting these bylaws. The parliamentarian shall, at the request of the president or the president’s designee or if the president, president-elect and/or past-president are unavailable, act as the presiding officer. Members of the directors may direct procedural questions to the parliamentarian. The parliamentarian shall also perform any other duties as designated by the president or the Board of Directors. The parliamentarian shall be elected for a two (2) year term.

**Section 2 – Officer Eligibility:** Directors elected at the annual meeting will be eligible to run for elected officer positions at the following year’s annual meeting. Directors that are elected or appointed after the start of the university’s fiscal year will be eligible to run for elected officer’s positions at their second annual meeting.

**Section 3 – Removal:** Any officer may be removed from his/her officer position during his/her term by a majority vote of the Board of Directors.

**Section 4 – Vacancies:** Vacancies for the offices of Parliamentarian, Treasurer and Secretary may be filled by a majority vote of the Board of Directors at a regular or special meeting with quorum.

**ARTICLE V – Committees**

**Section 1 – Executive Committee:** The Executive Committee shall consist of the officers and the committee chairpersons as the president may designate. The Executive Committee is empowered to act on matters that arise between meetings of the Board of Directors and shall perform duties delegated to it by the Board of Directors. The Executive Committee shall serve as the financial oversight committee of the association and be the operating arm of the Board of Directors between regularly scheduled meetings, subject to the right of those persons enumerated herein to call a special meeting of the Board of Directors. Executive Committee members who miss two (2) unexcused meetings of the Executive Committee may be replaced by a majority vote of the Executive Committee.

**Section 2 – Standing and Ad Hoc Committees:** The president, with assistance from the officers, shall establish from time to the time the Board of Director’s standing and ad hoc committees. The members of each committee, including committee chair, shall be appointed by the president at the first regular meeting of the Board of Directors. Such appointments are subject to ratification by the Board of Directors. Each standing committee member shall serve for a period of one (1) year or until the president determines that such committee shall be disbanded, whichever comes first.

**ARTICLE VI – Contracts, Checks, Deposits, and Gifts**

**Section 1 – Contracts:** The Board of Directors may authorize the president or the president’s designee together with the secretary and treasurer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association. Such authority shall be confined to specific instances approved by the Board of Directors.
Section 2 – Checks, Drafts, or Orders: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the association shall be signed by two (2) officers and/or agents of the association in such manner as is determined by resolution of the Board of Directors.

Section 3 – Funds: Other than funds held in University Accounts, all association funds shall be deposited to the credit of the association in banks, trust companies, or other depositaries as selected by the Board of Directors.

Section 4 – Gifts: The Board of Directors may accept on behalf of the association any contribution, gift or bequest for any purpose of the association. The association may adopt the University guidelines for gift acceptance.

ARTICLE VII – Books and Records

The association shall keep correct and complete records of account and shall also keep minutes of the proceedings of the association, directors, and committees at such principal office. Any member or his/her agent or attorney may inspect all records for any proper purpose at any reasonable time. The cost of such inspection is the responsibility of said member. Such records shall be subject to audit/review at the pleasure of the Board of Directors.

ARTICLE VIII – Fiscal Year

The Board of Directors shall determine the fiscal year of the association at their annual meeting.

ARTICLE IX – Bonds

The Treasurer may be bonded under terms and conditions to be established by the Board of Directors.

ARTICLE X – Corporate Seal

The association shall not have a seal.

ARTICLE XI – Principal Office

The principal office of the corporation shall be located within the county of Washtenaw, state of Michigan. The specific location shall be determined by the Board of Directors.

ARTICLE XII – Amendment of Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Board of Directors who are present and voting at a meeting wherein the Board of Directors have been duly notified of the intent to do same and of the substance of the proposed changes. However, only the voting members, at a regular or special meeting of the association, may alter, amend, or repeal these bylaws or adopt new bylaws insofar as the same affects the number, term, or method of election of Board of Directors.

ARTICLE XIII – Severability Clause

Recommended Amendment: In the event any Section or Subsection is adjudged invalid, such
adjudication shall not affect the validity of these Bylaws as a whole or of any other Section or Subsection.

I certify that on September 12, 2015, the Board of Directors, with a quorum present, adopted these bylaws with a majority of the voting directors in attendance, and that any changes adopted did not affect the number, term, or method of election of directors as required under Article XII hereof.

Approved

________________________________________
President-Patrick J. Barry, Jr.

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President-Elect-Marques Thomey

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Secretary-Matt Mortier

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Treasurer-Nikolas Schillack

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Parliamentarian-Ruth Halsey