

# **BYLAWS OF MSU ALUMNI CLUB OF MID-MICHIGAN, INC.**

## **ARTICLE I - NAME**

This organization is called *MSU ALUMNI CLUB OF MID-MICHIGAN, INC.* (hereinafter "Corporation").

## **ARTICLE II - PURPOSE AND RESTRICTIONS ON POWERS**

### **Section 1. Purpose.**

The mission of the MSU Alumni Club of Mid-Michigan Inc. is to build awareness and support of university programs and to enhance involvement of alumni and friends through activities and community outreach.

### **Section 2. Restrictions on Powers.**

A. No asset of the Corporation shall inure to the benefit of any director or member of the Corporation or to any other private person. However, this provision shall not restrict the authority of the Corporation to pay a reasonable compensation to any person, provided he or she is not a director, for services rendered on behalf of the association.

B. The Corporation shall not engage in any activity not allowed a Michigan nonprofit corporation organized for charitable, religious, educational, or scientific purposes under the Michigan Non-Profit Corporation Act, nor shall it participate on behalf or in opposition to any candidate for public office.

C. A director of the Corporation shall not vote on a transaction in which he or she has an interest unless the interested director fully discloses the material facts of that interest at the meeting at which the transaction is voted upon and the transaction is authorized by disinterested directors whose number is sufficient for the purpose without counting any interested director.

D. Except where these bylaws otherwise provide, the parliamentary authority for the Corporation shall be the latest edition of *Robert's Rules of Order*.

## **ARTICLE III - MEMBERSHIP**

### **Section 1. Composition; Dues.**

Membership shall be granted to such persons who are designated by the Michigan State University Alumni Association that reside in Ingham, Eaton and Clinton counties. Except in the case of a person holding a lifetime membership, dues shall be remitted annually to the Michigan State University Alumni Association in an amount and by the date which that association shall establish.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **Section 1. Directors; Qualifications; Restrictions on Compensation.**

A director shall be a member of the Michigan State University Alumni Association live in Ingham, Eaton or Clinton County, Michigan, and be available to attend regularly scheduled meetings of the Board. A director shall neither receive nor accept from the Corporation compensation for serving as a director, but the association may reimburse a director for reasonable and actual expenses incurred in the performance of his or her duties.

## **Section 2. Number of Directors; Staggered Terms; Limitation; Vacancies.**

The Board of Directors shall at all times consist of a minimum of 12 members and a maximum of 15 members. Fifteen directors of the Club shall be elected for a term of three years. The terms of the Board of Directors shall be staggered so that each year, five retire from the Board and a like number of new directors are elected to the Board. . The Board shall try to maintain equal numbers of directors according to gender as long as qualified members of both genders are available and willing to serve. Retiring Board members may apply for a new three-year term on the Board; however, Retiring Board members who were officers in their 3<sup>rd</sup> year cannot serve as an officer during the first year of their renewal term. Between annual elections, the Board of Directors may, by a majority vote of its members, fill all vacancies on the Board that occur due to resignation, expulsion, or other reasons, however the minimum number of Board members shall not fall below twelve. All new terms begin the first of January.

## **Section 3. Election of Board of Directors; Method of Nomination; Required Notice.**

The Board of Directors, through its newsletter and/or posting on its web site, shall notify the general membership by October 1 of every year that applications for election to the next Board of Directors are available and must be completed and received by the current Board of Directors by November 1. If a sufficient number of qualified applicants are not received by November 1, the Nominating committee can accept additional applications after the filing date. The Nominating Committee shall present the names of five nominees from the dues-paying membership at the November meeting. The Nominating Committee shall have the further duty to nominate, prior to the annual election of officers prescribed herein, one or more candidates for each office, from among the eligible members of the Board of Directors that have either one or two years to serve at the time of the election. The list of candidates selected shall be presented to the Board of Directors at the December meeting for the election of officers as prescribed herein. In addition to the Nominating Committee Report, nominations may be made by any member of the Board of Directors at the meeting for election of the next slate of the Board of Directors.

## **Section 4. Duties and Powers.**

It shall be the duty of the Board of Directors:

1. To carry out the mission and purposes of the Corporation;
2. To approve programs to accomplish objectives and purposes of the Corporation;
3. To carry out the provisions of these By-Laws now in force, or as may be hereafter amended;
4. To adopt, alter, and amend such other rules and regulations not inconsistent with the By-Laws;
5. To act through committees; and
6. To do all other acts not inconsistent with these By-Laws or contrary to any public law as may be in the judgment of the Board of Directors necessary and proper to the management, promotion, and best interest of the Corporation.

## **Section 5. Removal; Resignation; Vacancy.**

A director may be removed by a majority of the currently serving Board of Directors, provided the intention of removal accompanies the notice of the meeting. The unexcused absence of a director from three consecutive meetings may be deemed a resignation, if so declared by affirmative vote of a majority of remaining directors. A vacancy among the Board of

Directors may be filled for the balance of that unexpired term by majority vote of the remaining directors.

### **Section 6. Board Meetings.**

At the Board of Directors' first meeting of the calendar year, it shall set a time and place for its regular meetings to be held during that year. The Board of Directors shall meet at least four times a year at such time and place scheduled. Attendance at regular Board Meetings shall be mandatory. A Special Meeting may be called by the President, or upon a written request to the President by four Directors, at any time the business of the Club requires. A Special Meeting, if called by four Directors, shall be held within thirty days after an appropriate request is given to the President. The Board of Directors may meet by means of telephone conference.

### **Section 7. Notice and Waiver Thereof.**

Written notice of all meetings of the Board of Directors shall be given to each director at least ten days prior to the meeting. In the case of a special meeting, the purpose for which the meeting is called shall accompany the notice. The attendance of a director at a meeting of the Board of Directors, whether in person or by means of telephone conference, shall constitute a waiver of notice, unless the director attends for the express purpose of objecting to the transaction of business on grounds that the meeting is not lawfully called for want of notice.

### **Section 8. Quorum.**

A majority of currently serving directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn a meeting from time to time.

## **ARTICLE V - OFFICERS**

### **Section 1. Title; Method of Selection.**

The officers of the Club shall be a president, president-elect, corresponding secretary, recording secretary, and treasurer. The officers of the Club shall be elected by the Board of Directors from among its members at the December meeting. The officers shall serve for a one-year term, beginning January 1 of each year. The treasurer and president shall be bonded for a minimum of \$20,000.00 at the expense of the Club. All disbursements will require two signatures of either the current president, president-elect, or treasurer, and the checking account will be reconciled monthly by the treasurer, except that disbursements of less than \$200 will require only one signature. Officers may be nominated and re-elected to the same office providing that officer has time remaining in his/her three-year term.

### **Section 2. Powers and Duties.**

A. The president shall preside at all meetings of the Board of Directors and of the membership, but shall have no vote unless the Board of Directors or the membership be equally divided, and shall have such other powers and duties as the Board of Directors may prescribe.

B. The president-elect shall have, in the absence of the president, all of the powers and duties normally vested in the president and shall have such other powers and duties as the Board of Directors may prescribe.

C. The corresponding secretary shall be responsible for the general communications to and from the Corporation, respond to mail (electronic or first class) addressed to the Corporation, ensure that the web-site is current and functioning, coordinate the Corporation's newsletter, and be liaison to the national alumni association.

D. The recording secretary shall prepare minutes of meetings of the Board of Directors, prepare and mail notices of all meetings, maintain custody of all non-financial original records and documents of the Corporation, and shall have such other powers and duties as the Board of Directors may prescribe. Minutes of the prior meeting, along with notices of the upcoming meeting, shall be provided at least 10 days in advance of the next scheduled meeting, and may be provided by means of electronic mail or first class mail.

E. The treasurer shall maintain all original financial records of the Corporation, an itemized account of all receipts, expenditures, and disbursements, report upon all financial transactions at each regular meeting of the Board of Directors, and be responsible for the custody and disbursement of all funds of the Corporation.

F. It will be the responsibility of the Executive Committee of the Corporation and one (1) Member-at-Large from the Board of Directors to submit a proposed budget at the second meeting of the calendar year to the Board of Directors, and that budget shall be adopted by the Board of Directors prior to expenditures for the remainder of the calendar year. The adopted budget may be amended by a two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE VI - COMMITTEES**

### **Section 1. Executive Committee**

The President, President-elect, Corresponding Secretary, Recording Secretary and Treasurer shall constitute the Executive Committee. The Executive Committee shall have full authority to act in the stead of the Board of Directors between meetings of the Board. Minutes of the Executive Committee meetings shall be reported to the full Board and actions taken shall be subject to review and approval or disapproval of the Board of Directors at its next scheduled meeting.

### **Section 2. Nominating Committee**

The Nominating Committee shall consist of the President and all third-year members of the Board of Directors.

### **Section 3. Advisory Committee**

The Board of Directors may appoint an advisory committee of community leaders and resource persons for the purpose of assisting the Board of Directors in the discharge of their duties.

### **Section 4. Other Committees**

Other committees may be established and charged, as needed, by the Board of Directors. Non Board members may serve as resource persons on other Board committees.

## **ARTICLE VII - FINANCIAL PROCEDURES**

### **Section 1. Fiscal Year.**

The Corporation shall have a calendar fiscal year that ends each year on December 31st.

### **Section 2. Deposit and Withdrawal of Funds.**

All funds of the Corporation not otherwise employed shall be deposited in such financial institution(s) chartered by law. Any disbursement of funds by whatever means shall be made only upon approval by the Board of Directors and shall be signed by two of the following three officers: the treasurer, president and president-elect, except that disbursements of less than \$200 will require only one signature.

**Section 3. Registered Office.**

The registered office of the Corporation shall be the principal office of the Michigan State University Alumni Association.

**ARTICLE VIII - DISSOLUTION**

**Section 1. Distribution of Assets.**

Upon the dissolution of the Corporation, and after provision for payment of all liabilities of the association, the Board of Directors shall distribute or cause to be distributed all remaining assets of the association to such organizations as are qualified under Section 501(c)(3) of the internal revenue code and consistent with the purpose of the Corporation as defined in Article II or, in default thereof, to a court of competent jurisdiction in the county in which the principal office of association is then located.

**Section 2. Asset Held Upon Condition**

Any asset held by the Corporation upon the condition that it be returned, transferred, or conveyed upon the dissolution of the association, shall be returned transferred, or conveyed in accordance with such requirement.

**ARTICLE IX - AMENDMENT AND REPEAL**

**Section 1. Method; Effective Date.**

These bylaws may be amended at any meeting of the Board of Directors by a two-thirds majority of directors elected to and serving. Any proposed amendments shall be in writing, shall recite the existing provisions of the bylaws which are to be amended or repealed, and shall accompany notice of the meeting at which they are to be voted upon. These bylaws, and any modification of them unless the modification otherwise provides, shall have immediate effect.

**Section 2. Transition.**

No provision of these bylaws shall shorten the term of office of any person who is a director or officer of this Club before the effective date of these bylaws, unless that person shall resign or be removed as provided under these bylaws. This section does not apply to a person who is an ex-officio member of the board of directors before the effective date of these bylaws.