

ARTICLES OF ASSOCIATION AND BYLAWS
University of Michigan Alumni Club of Milwaukee
Articles of Association and Bylaws Effective May, 2007

ARTICLES OF ASSOCIATION

Article One - NAME

The name of this organization is the University of Michigan Alumni Club of Milwaukee ("UMACM").

Article Two - PURPOSES

The UMACM promotes the following goals, independently of and through cooperation with the University of Michigan (the "University") and the Alumni Association of the University of Michigan ("AAUM"):

- a) Foster a spirit of loyalty and fraternity among the graduate, current, and former students and friends of the University.
- b) Sponsor and support social, educational, and charitable programs and activities for alumni of the University and their families and friends in Milwaukee.
- c) Act as a liaison between prospective students of the University in secondary schools in Milwaukee and students of the University.
- d) Award scholarships to current and prospective admitted students of the University in Milwaukee.
- e) Effect united action in promoting the general welfare of the University as an educational institution.

Article Three – MEMBERSHIP

Members of UMACM are those individuals who have paid the appropriate dues to the AAUM.

Article Four - BOARD OF OFFICERS AND DIRECTORS

The UMACM shall be governed by a Board of Officers and Directors (the "Board") who are elected by the general membership at the Annual Meeting in the fourth quarter of each calendar year. New Officers and Directors shall be nominated annually by the Nominating Committee and presented to the Board for approval by a majority vote of the Board members present at the Board Meeting held before the Annual Meeting.

The members of the Board shall be drawn from the general membership of the UMACM and shall assume their term of office as of January 1. The Board shall consist of up to nine directors as follows:

- A. Five (5) Officers will compose the Executive Committee and hold the positions of President, Vice President, Secretary, Treasurer and an Immediate Past President.
- B. Four (4) Directors, who serve as chairs of the following committees Membership (including Young Alumni), Programs (including any fund-raising activities), Student Relations (including any scholarship awards), Technology Coordinator (Michigan Alumni Connections ("MAC") Database Administrator and Web site Administrator).
- C. A Board Officer also may hold one director position.

General duties and terms of office are specified in the accompanying Bylaws.

ARTICLES OF ASSOCIATION AND BYLAWS
University of Michigan Alumni Club of Milwaukee
Articles of Association and Bylaws Effective May, 2007

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Article Five - MEETINGS

An Annual Meeting of the Board shall be held in the fourth quarter of each year for the election of Officers and Directors. All members may attend the Annual Meeting and vote in the election of Officers and Directors. Ideally, the Board will meet quarterly. Additional meetings of the Board may be called when determined to be necessary by the President or a majority of the Board. Notice of meetings shall be provided at least seven (7) days prior to the meeting.

Article Six - BYLAWS

The Bylaws shall be adopted for the governance of the UMACM by a majority of the Board.

Article Seven - AMENDMENT OF ARTICLES OF ASSOCIATION

The Articles of Association may be amended at any meeting of the Board by a two-thirds majority vote of the Board members present, as long as specific information about the amendment(s) is presented in writing 30 days in advance of a board meeting. At a minimum, a committee of Board members appointed by the President shall review the Articles of Association and accompanying Bylaws on a biannual basis.

ARTICLES OF ASSOCIATION AND BYLAWS
University of Michigan Alumni Club of Milwaukee
Articles of Association and Bylaws Effective May, 2007

BYLAWS

Section One – GENERAL DUTIES OF OFFICERS AND DIRECTORS

All officers and directors are expected to attend Board meetings and participate in UMACM events.

OFFICERS

President

The President shall

- supervise and coordinate UMACM Board,
- call regular and special meetings of the Board,
- ensure the holding of the Annual Meeting,
- ensure completion of the UMACM Annual Report for the AAUM,
- serve as a member of the Student Relations Committee, if it is active,
- be entitled to serve as a member of any standing or ad hoc committee, with the right to vote, and
- with a majority vote of the Board, be entitled to appoint standing or ad hoc committees for the UMACM and their respective chairpersons.

If the President fails to complete the term of office, the Vice President shall assume the Presidential responsibilities on an interim basis and a new President shall be elected at the next Annual Meeting.

Vice President

The Vice President shall

- preside over the Board meetings in the absence of the President,
- coordinate and lead initiatives to identify and recruit volunteers from outside of the Board,
- serve as a member of the Membership Committee, if it is active, and
- serve as a resource for the Director of the Programs Committee, if it is active, participating in associated activities as needed.

Secretary

The Secretary shall

- give notice of the Board meetings,
- maintain a permanent record of all UMACM proceedings,
- tally votes from the Board,
- maintain and circulate the current Articles of Association and Bylaws of the UMACM,
- serve as a member of the Programs Committee, if it is active, and
- serve as a resource for the Technology Coordinator (MAC Database and Web Site Administrator) and function as the Contributing Editor.

ARTICLES OF ASSOCIATION AND BYLAWS
University of Michigan Alumni Club of Milwaukee
Articles of Association and Bylaws Effective May, 2007

BYLAWS

Treasurer

The Treasurer shall

- receive all funds paid to the UMACM,
- disburse money on properly authorized orders,
- maintain the permanent record of all financial matters,
- prepare and file an annual tax return , if necessary,
- prepare a Treasurer's Report on the status of the Operating funds for all meetings of the Board, including the Annual Meeting,
- prepare a final report for the prior fiscal year and submit such report to the Board,
- transfer financial records to the current treasurer no later than the first Board Meeting following the Annual Meeting,
- serve as a resource for the Director(s) of all active committees, participating in associated activities as needed and
- serve as a resource for the Board,

Past President

The Immediate Past President shall

- advise and participate in UMACM business as needed and
- chair the Nominating Committee.

DIRECTORS

The UMACM Directors, if different individuals than the Officers, shall

- assist the Officers in the administration of the UMACM and in volunteer identification and recruitment, and
- serve as liaisons among the UMACM leadership, the membership, and the community at large.

Directorship requires a contribution to the work of UMACM in one of the following activities, as described below: Programs, Membership, Student Relations, Technology Coordinator (MAC Administration and Web site Administration).

Membership

The Membership Director shall

- coordinate and plan initiatives and events to reach out to prospective members in Milwaukee and increase membership in the AAUM,
- submit membership plans to the Board at the meeting before the Annual Meeting,
- keep the club leadership informed about membership growth statistics and changes in applicable membership requirements,

ARTICLES OF ASSOCIATION AND BYLAWS
University of Michigan Alumni Club of Milwaukee
Articles of Association and Bylaws Effective May, 2007

- obtain and distribute AAUM membership materials to participants at events, welcoming new members and following up on non-renewing members, and
- with the assistance of the Technology Coordinator, ensure that current postal and email addresses are used in contacting members.

Programs

The Programs Director shall

- work with the UMACM members on the Programs Committee in establishing financial and operational objectives of the events and programs of the UMACM,
- be responsible for leading the Programs planning meeting, scheduled annually prior to the Annual Meeting, where events for the next year are identified and a calendar of events is then presented to the Board for approval at the Annual Meeting,
- work with the Secretary/Contributing Editor and Web site Administrator to ensure that upcoming events are posted, promoted, advertised, and communicated in a timely manner,
- be responsible for ensuring informal feedback is collected from event participants in order to solicit candid and constructive criticism, advice, and comments regarding UMACM programs

Student Relations

The Student Relations Director shall

- chair the Student Relations Committee and oversee its functions, which include:
 1. recruiting students for the University of Michigan,
 2. coordinating student send-off and information sessions,
 3. attending college nights at local high schools,
 4. recruiting volunteers for the AAUM's adopt-a-school program, and
 5. contacting high school guidance counselors within the Milwaukee and Milwaukee areas.

Secretary/Contributing Editor

The Secretary/Contributing Editor shall

- coordinate, review, and supply communications to all UMACM members through use of, but not limited to, AAUM publications, e-*TrueBlue*, the UMACM web site, email, and supplemental mailings; and
- coordinate the mailings of all supplemental materials from the UMACM.

Technology Coordinator (MAC Database and Web Site Administrator)

The Technology Coordinator -- the designated representative for receiving password-protected access to the AAUM *Michigan Alumni Connections* ("MAC") database -- accesses UMACM related alumni records on the database, including contact information such as postal and email addresses and membership status. Subsequent to executing the University of Michigan *Access and Compliance Statement* and receiving mandatory data access training documents, the Technology Coordinator, as requested by the Board, shall be responsible for

ARTICLES OF ASSOCIATION AND BYLAWS
University of Michigan Alumni Club of Milwaukee
Articles of Association and Bylaws Effective May, 2007

- accessing,
- retrieving,
- compiling, and
- updating

alumni contact information.

The Technology Coordinator is also the designated representative for

- receiving password-protected access to the UMACM web site,
- managing and updating the content of the web site on a regular basis, and
- coordinating UMACM email communications submitted by the Contributing Editor(s).

Section Two – TERMS OF OFFICE FOR OFFICERS

UMACM Officers are elected for a one (1) year term and may be reelected for two (2) additional terms for a total of three (3) consecutive years of service in a single office.

Section Three - QUORUM AND VOTING

A quorum of the Board shall consist of a majority of the Board members with at least three (3) Officers in attendance. Action by the Board must be by a majority of the members in attendance. Each Board member, including the President, shall be entitled to one vote at Board meetings even if he/she holds multiple board positions. Board members may not vote by proxy.

The President may request an email vote. A majority vote of the Board is required for passage. The Secretary shall maintain a record of all email voting and report the results at the following Board meeting.

Section Four – COMMITTEES

There are hereby established four (4) Standing Committees: (a) Programs, (b) Membership, (c) Nominating, (d) Student Relations, which will become active committees as determined to be necessary by the Board. Any or all Officers and Directors may volunteer to lead or be assigned to membership of these committees. Non-Board members can also be assigned to these committees. The President, with the majority vote of the Board, may add standing or ad hoc committees.

The Chair(s) of each committee shall be responsible for submitting financial and operational plans in writing throughout each fiscal year. Said plans are to be reviewed by the Board and (1) rejected; (2) accepted; or (3) accepted with modifications by the Board.

A. Programs Committee

- (1) Committee membership shall include an Officer or Director as Committee Chair as approved by the UMACM Board:
 - (a) a minimum of one additional UMACM Board member or non-Board member, as recommended by the Committee Chair or Chair of the Nominating Committee; and
 - (b) the Secretary of the Board.

ARTICLES OF ASSOCIATION AND BYLAWS
University of Michigan Alumni Club of Milwaukee
Articles of Association and Bylaws Effective May, 2007

- (2) Committee actions shall be executed in accordance with the Committee's Policy Statement as approved by the UMACM Board.

B. Membership Committee

- (1) Committee membership shall include
 - (a) an Officer or a Director as Committee Chair,
 - (b) the Vice President, and
 - (c) others as recommended by the Committee Chair or Chair of the Nominating Committee and as approved by the UMACM Board.
- (2) Committee actions shall be executed in accordance with the Committee's Policy Statement as approved by the UMACM Board.

C. Nominating Committee

- (1) Committee membership shall include the Immediate Past President as Committee Chair as approved by the UMACM Board:
 - (a) two other UMACM Board members appointed by the President; and
 - (b) additional UMACM Board member(s) recommended by the Committee Chair.
- (2) Committee actions shall be executed in accordance with the Committee's Policy Statement as approved by the UMACM Board.

D. Student Relations Committee

- (1) Committee membership shall include
 - (a) an Officer or a Director as Committee Chair,
 - (b) the Membership Director,
 - (c) the President, and
 - (d) as recommended by the Committee Chair or Chair of the Nominating Committee and as approved by the UMACM Board.
- (2) Committee actions shall be executed in accordance with the Committee's Policy Statement as approved by the UMACM Board.

Section Five - ANNUAL MEETING OF MEMBERS

The Annual Meeting of the Board shall be held at a specified date, time, and location in the fourth quarter of the each year as the Board may designate with proper notice being sent to all members at least seven (7) days before the meeting. Any member may attend. The slate of nominees for the election of Officers and Directors shall accompany the notice of the Annual Meeting. Additional nominations for any Board position may be made from the floor at the time of election, with the consent of the nominee.

ARTICLES OF ASSOCIATION AND BYLAWS
University of Michigan Alumni Club of Milwaukee
Articles of Association and Bylaws Effective May, 2007

Section Six - RULES OF ORDER

A set of Rules of Order duly adopted by a majority of the Board, shall govern parliamentary procedure in UMACM meetings.

Section Seven - AMENDMENT OF BYLAWS

The Bylaws may be amended at any meeting of the Board by two thirds of the Board members, as long as specific information about the amendment(s) is presented in writing 30 days in advance of a Board meeting.