

MICHIGAN STATE UNIVERSITY ALUMNI CLUB OF BENZIE COUNTY

ARTICLES OF ASSOCIATION AND BYLAWS

Article I - Name

The name of this organization is the Michigan State University Alumni Club of Benzie County (hereinafter the “Club”).

Article II - Affiliation

This Club was formed as a non-profit charitable organization, serving as an Alumni Club affiliated with the MSU Alumni Association of Michigan State University.

Article III – Objectives

1. The Club is organized exclusively for charitable, educational and social purposes, including (a) granting scholarships to prospective and current students of Michigan State University, and (b) making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Club shall do such things as are allowed by Section 501(c)(3) of the Internal Revenue Code, with all the powers conferred on non-profit charitable organizations by the laws of the State of Michigan, including all powers with respect to the investment of funds.
3. The Club shall act as an agency for the dissemination of information regarding the educational advantages of Michigan State University.
4. The Club shall support the activities of Michigan State University toward the realization of its educational program, including the granting of scholarships.
5. The Club shall seek to unite for social purposes those persons who are interested in the distinguished record and future progress of Michigan State University.

Article IV – Membership

1. All persons subscribing to the purposes of the Club shall be eligible for membership, including all students, graduates and former students, current and former faculty and staff members, parents of students, and friends of the University residing in the area.

2. Membership in the Club is attained through membership in the Michigan State University Alumni Association (“MSUAA”) by payment of dues as determined by MSUAA.

3. Membership in the Club entitles members to voting privileges and special benefits (e.g. discounts), as may be determined by the Board of Directors. Non-members do not have voting privileges.

Article V – Board of Directors

Section A: Election of Directors.

1. The governing body of this Club shall consist of six to nine members. The directors shall be chosen from the Club’s members and shall be composed of the Club’s Officers (President, Vice-President, Treasurer and Secretary) and from two to five other members.

2. The 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 three retire from the Board and a like number of Directors is elected to the Board. The retiring President shall serve ex officio on the Board of Directors.

3. A Director may be a candidate for re-election to successive terms following the expiration of an elected three-year term.

4. The election of Directors shall occur at the Annual Meeting of the Club and a majority vote of members present shall be necessary for election.

5. Members elected to the Board of Directors shall assume office at the close of the Annual Meeting at which they are elected.

6. Between annual elections the Board of Directors shall by majority vote of its members fill all vacancies on the Board that occur due to resignation, expulsion, death, or other reasons. Such appointments shall be made to complete the term of Directors who leave office before their term is completed and shall be subject to confirmation by the members of the Club at the next Annual Meeting.

Section B: Meetings of the Board of Directors

1. The Board of Directors shall hold meetings as it deems necessary at times and places determined by the Board. Meetings shall be open to all Club members.

2. Meetings of the Board may be called by the President at any time the business of the Club may require.

3. Five members of the Board shall constitute a quorum. Motions made at Board meetings may be passed or rejected by a simple majority of those voting, provided a quorum is present.

4. Action may be taken by the Board of Directors without a meeting, provided such action is with the consent of all members of the Board. Thus action may be

taken by written resolution following telephonic, electronic or written communication and vote.

5. Attendance of Directors at each meeting of the Board of Directors is of vital importance to the Club's program and is mandatory, except when a Director is excused by the President for good reason. Failure to attend these meetings may provide cause for removal from the Board. An officer or other Board member may be removed from office by a two-thirds vote of the Board.

Section C: Conflict of Interest Policy

In making decisions on behalf of the Club, and in participating in the conduct of Club business, all Board directors are required to abide by the Club's provisions on avoidance of conflict of interest found in the Board of Directors Conflict of Interest Policy Document attached to these Bylaws. Each Director is required to sign a copy of this document thereby attesting to have read the conflict of interest provisions.

Article VI – Officers

Section A: Title and Method of Selection

1. The Officers of the Club shall consist of the President, Vice-president, Treasurer, and Secretary, and shall be elected from among the members of the Board of Directors by a simple majority of the Board of Directors, provided a quorum is present.

2. The Officers of the Club shall be elected annually in a special meeting of the Board of Directors to be held as soon as possible following the election of directors at the Annual Meeting of the Club.

3. Officers shall serve for a term of one year. Officers may be elected for successive terms.

Section B: Powers and Duties (the described powers and duties of the Officers are illustrative and subject to adjustment at the discretion of the Board)

1. President. The President shall be the Chief Executive Officer and preside at all meetings of the Club and the Board of Directors. The President shall exercise general supervision over the interests and welfare of the Club and shall appoint all standing committees deemed desirable by the Board of Directors. Such appointments are subject to the approval of the Board of Directors.

2. Vice President. The Vice President shall act in the absence of or during the incapacity of the President and accept such other responsibility as may be agreed upon by the Vice President and the President.

3. Treasurer. The Treasurer shall have custody of all corporate funds and shall keep in books, and or computer files, full and accurate account of all receipts and disbursements. The Treasurer shall deposit all monies and other valuables in the name of the Club in such depository and in such form as may be designated by the Board. At meetings of the Board of Directors, and at the Annual Meeting of the Club, the Treasurer shall provide financial reports reflecting the financial condition of the Club. The Treasurer shall perform such other duties as may be assigned by the President of the Board of Directors. In the temporary absence or incapacity of the Treasurer, the President shall appoint, with the approval of the Board of Directors, another member of the Board of Directors to serve as Acting Treasurer.

4. Secretary. The Secretary shall keep minutes of meetings of the Board and Club events in a corporate record book and or computer files, and provide such minutes in timely fashion to the Board. Other duties include responsibility for maintaining the Club's historical records, in accord with such record retention policy as the Board of Directors may deem desirable, updating Club contact information with the MSU Alumni Association, and updating publicly available information about the Club (for example, web-page information). In the temporary absence or incapacity of the Secretary, the President shall appoint, with the approval of the Board of Directors, a substitute Secretary to perform the Secretary's duties.

Article VII – Nomination and Election of Board of Directors

1. For the purpose of obtaining candidates for the Board of Directors, a Nominating Committee consisting of not less than three, nor more than five members, shall be appointed by the President no later than one month prior to the annual membership meeting at which new directors will be elected.

2. The Nominating Committee shall select from among the membership three nominees to serve on the Board of Directors and report these names to the President and the Board. At the Annual Meeting the Nominating Committee shall present its nominees to the members for election by a majority of the members of the Club present. Prior to the vote at the annual meeting, an opportunity must be provided for additional nominations from the floor by the members present. A nomination from the floor must have the prior consent of the nominee for his or her name to be placed in nomination.

Article VIII – Standing Committees

1. From time to time, the Board of Directors may establish Standing Committees deemed desirable by the Board. Appointments to such committees shall be made by the President from among the members, subject to the approval of the Board of Directors.

2. Each Standing Committee should include at least one member of the Board of Directors.

3. It should be the duty of the President and the other Officers of the Club to review annually the need for the continuance of any Standing Committee and to modify or dissolve Committees as may be deemed desirable. Committees shall serve until their assignments are accomplished or abandoned.

Article IX – Liability

No Director or Officer of the club shall be liable for acts or defaults of any other Director or for any loss sustained by the Club or any member thereof, unless the same has resulted from his or her own willful misconduct or gross negligence.

Article X – Dissolution

1. The Club may be dissolved by a two-thirds vote of the members present at a special meeting called for that purpose.

2. Upon the dissolution of the Club, after paying or making provisions for the payment of the liabilities of the Club, all assets of the Club (except those held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets should be distributed in accordance with those requirements), shall be transmitted to the Michigan State University Alumni Association for distribution as scholarships in accord with Club policy concerning the issuance of scholarships. Such assets will be added to any existing Club Endowment fund account held and administered by Michigan State University.

Article XI – Financial Procedures

1. The fiscal year of the Club shall be from January 1 through December 31, unless otherwise determined by the Board.

2. When Club assets consistently exceed \$30,000.00, over a period not to exceed six months, the Treasurer shall be bonded at a financial level deemed appropriate by the Board of Directors. The threshold level of \$30,000.00 for this action does not include monies in Club endowment accounts held and administered by Michigan State University.

3. The President and one other member of the Board shall be signatories of record at financial institutions holding Club accounts to enable financial transactions during the temporary absence or incapacity of the Treasurer.

Article XII – Meetings

1. An Annual Meeting of the Club shall be held in the Summer at a member reception as the Board of Directors may deem appropriate, with proper notice given to all members.
2. Other meetings of the Club shall be held as the Board of Directors may designate, with proper notice given to all members.
3. Roberts' Rules of Order shall guide parliamentary procedure and questions in the meetings of the Board of Directors or of the Club membership.
4. A quorum at any meeting of the Club shall consist of all those members present.

Article XIII – Amendments

1. These articles of association and bylaws may be amended by majority vote of the Board of Directors. Such amendments are subject to the approval by vote of a majority of the members.
2. Amendments may be proposed by the Board or by written petition of at least twenty-five percent of the membership.

These Bylaws were adopted by vote of the members on June 23, 2016; all prior Bylaws and amendments are thereby repealed.