

Faculty Women’s Club of
The University of Michigan

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AMENDED AND RESTATED
BYLAWS

Faculty Women’s Club of the University of Michigan

**Article I
CORPORATION**

- 1.1 Name.** The name of this corporation is the Faculty Women’s Club of the University of Michigan, a nonprofit corporation organized under the laws of Michigan.
- 1.2 Corporate Offices.** The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office address is identical with such registered office, and may have such other offices within or without the State of Michigan as the Board of Directors may from time to time determine.
- 1.3 Corporate Purposes.** The purposes of this corporation shall be:
- (a) To promote acquaintance and fellowship among its members;
 - (b) To further the interests of the University of Michigan;
 - (c) To operate exclusively for nonprofit and social purposes, either directly, through related organizations or in cooperation with other organizations exempt from tax under Section 501(c)(7) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the “Code”);
 - (d) To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(7) of the Code, with all the powers conferred on nonprofit corporations under the law of the State of Michigan, subject to the terms of the Articles of Incorporation and the corporation’s Bylaws.
- 1.4 Nonprofit Operation.** The corporation shall be operated exclusively for nonprofit and social purposes within the meaning of section 501(c)(7) of the Code as a non-profit corporation. No individual director or member of the corporation shall have any title to or interest in the corporate property or earnings in their individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, officer, member or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.
- 1.5 Corporate Dissolution.** Upon dissolution of the corporation, the property remaining after providing for debts and obligations of the corporation shall be distributed to either the University of Michigan, or to such organizations organized and operated exclusively for nonprofit and social purposes exempt under section 501(c)(7) of the Code, as may be designated by the Board of Directors.
- 1.6 Faculty of the University of Michigan.** For purposes of these Bylaws and the Articles of Incorporation of the corporation, “faculty of the University of Michigan” shall be defined as it is defined in the Bylaws of the Regents of the University of Michigan, and shall include (a) all members of the teaching and research staff, (b) the executive officers, (c) directors of various teaching, research and library units, (d) research associates, (e) curators, (f) persons with similar duties and (g) all persons who have retired from the positions listed in (a) through (f) above, in accordance with the University of Michigan retirement policies.

**ARTICLE II
MEMBERSHIP**

The Faculty Women’s Club of the University of Michigan is committed to a policy of equal opportunity for all persons and does not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion, height, weight, or veteran status in its membership or activities.

2.1 Membership Qualifications. The regular membership of the corporation shall be composed of persons who are affiliated with the faculty of the University of Michigan in any of the following manners:

- (a) current or former faculty of the University of Michigan;

- (b) current or former spouses or domestic partners of current or former faculty of the University of Michigan;
- (c) visiting faculty of the University of Michigan or spouses or domestic partners of such visiting faculty;
- (d) former members of the corporation in good standing.

2.2 Categories of Membership and Voting Rights. Members shall be organized into the following categories of membership with the voting rights prescribed herein:

- (a) **Regular Membership.** A person who satisfies the membership qualifications above and who has paid membership dues for the applicable fiscal year in accordance with this Article shall be a Regular Member of the corporation. Each Regular Member shall be entitled to one vote in all matters presented to the membership for vote.
- (b) **Honorary Membership.** The following individuals may be Honorary Members:
 - (i) a president, regent, or administrative head of any branch campus of the University of Michigan;
 - (ii) the spouse or domestic partner of a regent of the University of Michigan;
 - (iii) the spouse or domestic partner of the president of the University of Michigan;
 - (iv) the spouse or domestic partner of a former president of the University of Michigan;
 - (v) the spouse or domestic partner of the administrative head of any University of Michigan branch campus;
 - (vi) the president of the faculty women’s organization at any University of Michigan branch campus during their term of office
 - (vii) a member of the corporation who has been a member in good standing for fifty (50 years) (“Golden Member”);
 - (viii) a person who had served the corporation and/or University of Michigan in a special capacity and is designated a “Special Lifetime Member” by a majority vote of the Board of Directors of the corporation.
 Each Honorary Member shall be entitled to one vote on all matters presented to the membership for vote. Honorary Members shall not be required to pay membership dues.
- (c) **FWC Friend Membership.** A person who supports the mission of the corporation, who is attending at least one of the sections of the corporation as a guest of a Regular Member or Honorary Member, and who has paid corporate and section (if any) membership dues for the applicable fiscal year in accordance with this Article shall be a FWC Friend Member of the corporation.

Each Friend Member shall be entitled to one vote on all matters presented to the membership for vote. FWC Friend Members are entitled to serve on the Board of Directors as chairs and assistant chairs of standing committees, and as section coordinators, but are not eligible to serve as an officer of the corporation - i.e., are not eligible to hold the office of president, vice-president, secretary, assistant secretary, treasurer, or assistant treasurer.

2.3 Dues. The Board of Directors shall establish the amount of membership dues which shall be paid annually by Regular Members and FWC Friend Members. Dues shall be paid by all Regular Members and FWC Friend Members on or before the Fall Reception of each calendar year, or by an alternate date established by the Board of Directors. The assistant treasurer of the corporation shall be responsible for collecting membership dues in accordance with a method devised by the Board of Directors. Any change in the amount of the annual dues shall be proposed and seconded at one meeting of the Board of Directors, but final action thereon shall not be taken by the Board until at least 20 days has elapsed from the date on which such proposal was made.

2.4 Rights and Responsibilities of Members. In addition to doing all things required or allowed by law, the members of the corporation shall have the following rights:

- (a) Receive all newsletters, directories and other publications of the corporation;
- (b) Join any interest section of the corporation;
- (c) Attend all social functions and general meetings of the corporation;
- (d) Approve any change in the purposes or philosophy of the corporation;
- (e) Approve changes in the corporation’s Articles of Incorporation or Bylaws;
- (f) Approve plans of merger, consolidation or dissolution of the corporation or the creation by the corporation of

any controlled corporation

ARTICLE III OFFICERS

3.1 Corporate Officers. The officers of the corporation and the Board shall be president, vice-president, secretary, assistant secretary, treasurer, and assistant treasurer.

3.2 Election of Officers. All offices that become vacant upon adjournment of the Annual Meeting of the General Membership or at the end of the fiscal year shall be filled by election held during the Annual Meeting. At least six weeks before the Annual Meeting, the Nominating Committee shall submit a report nominating one candidate for each office to be filled. Additional nominations may be made from the floor upon motion of a member duly seconded, if the consent of the nominee has been previously obtained. If there is more than one nominee for any office, election shall be by written ballot. The nominee receiving the majority of votes of members present and voting shall be elected.

3.3 Terms of Office. The term of each office, except treasurer and assistant treasurer, shall commence upon adjournment of the Annual Meeting and shall terminate upon adjournment of the next Annual Meeting or when the successor is elected and assumes office. The terms of the treasurer and assistant treasurer shall commence at the beginning of the fiscal year and terminate at the end of the fiscal year or when the successor is elected and assumes office.

3.4 Qualifications of Officers. To qualify for election or appointment to the office of president or vice-president of the corporation, the nominee should have served for a least one term on the Board of Directors. To qualify for election or appointment to the office of vice-president, assistant secretary or assistant treasurer, the nominee may not be a person who has served on the Board of Directors as an officer or as a chair of a standing committee within one year prior to the election or appointment, unless recommended by the Nominating Committee when the slate is presented.

3.5 Succession to Offices. The vice-president, assistant secretary, and assistant treasurer, if not appointed to office, shall succeed, as officers-elect, to the offices of the president, secretary, and treasurer, respectively, upon completion of the terms of office. If the office of president shall become vacant because of death, illness, prolonged absence, resignation, or removal, the vice-president, whether elected or appointed, shall succeed the office of president. If the office of secretary or treasurer shall become vacant because of death, illness, prolonged absence resignation, or removal, the assistant secretary or assistant treasurer, respectively, shall choose whether to succeed to the office or to remain as assistant.

3.6 Vacancies. If an office shall become vacant because of death, illness, prolonged absence, resignation, removal or succession, the Nominating Committee shall submit the name of a candidate to the Board of Directors. The Board of Directors, by vote of a majority of members present, shall fill the vacancy by appointment.

3.7 Duties of the President. The President shall be the chief executive officer of the corporation, shall preside at all meetings of the membership and the Board of Directors, shall be the direct executive representative of the Board of Directors in the management of the corporation, shall officially represent the corporation in all dealings with the public, and shall have all such other duties and authority which such position would customarily require.

The president shall be a member, with the right to vote, of all committees, except the Nominating Committee. Unless another method of selection is specified in these Bylaws, the president shall appoint members of all committees, in each case with the advice of the committee's chairman. At the end of the outgoing president's fiscal year, the new president shall obtain an audit of the treasurer's books at the end of the fiscal year and shall report the results thereof to the Board of Directors.

3.8 Duties of the Vice-President. The vice-president shall assume the duties of the president during any temporary absence or illness of the president, shall act as an advisor to the Newcomers Committee, shall be a nonvoting member of the Budget and Membership committees and a voting member of the Endowment Committee, and shall perform such additional duties as may be requested by the president.

3.9 Duties of the Secretary. The secretary shall act as secretary of the corporation and the Board of Directors; shall assure that an official record of minutes, reports and other materials of the corporation and Board of Directors are maintained; and shall handle all correspondence of the corporation, except bulk mailings to members. In the absence

of the president and vice-president, the secretary shall preside at any meeting of the corporation or of the Board of Directors until a temporary chairman is selected. The secretary also shall perform such other duties as may be requested by the president or Board from time to time.

3.10 Duties of the Assistant Secretary. The assistant secretary shall handle all bulk mailings to the general membership; and shall perform such additional duties as may be assigned by the secretary, the president or the Board of Directors.

3.11 Duties of the Treasurer. The treasurer shall have custody and control of all funds of the corporation and shall have such duties as are customarily performed by or required of corporate treasurers, including giving a bond when requested by the Board of Directors. The treasurer shall ensure that a true and accurate accounting of the financial transactions of the corporation is made periodically, and that reports of such transactions are presented to the Board of Directors. The treasurer shall also serve as the chair of the Budget Committee, and shall serve as a voting member of the Endowment Committee.

3.12 Duties of the Assistant Treasurer. The assistant treasurer shall receive and collect all dues and voluntary contributions to the corporation; shall serve as a member of the Budget Committee; and shall perform such additional duties as may be requested by the treasurer, the president, or the Board of Directors.

3.13 Additional Duties of All Officers. All officers shall keep a record of their activities and shall deliver to their successors all reports, records, and property of the corporation in their possession. Officers shall perform further specific duties as contained in the Schedule of Duties, which shall be distributed to them by their predecessors at or before the first Board meeting of their terms of service. Officers may modify the Schedule of Duties pertaining to their offices as necessary to reflect changes in practice, with permission of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

4.1 Board of Directors. The Board of Directors shall consist of the officers, the chair(s) and the assistant chair(s) of each standing committee, and the section coordinators. Directors shall be elected or appointed as specified in these Bylaws. Except as provided in Section 2.2(c) of these Bylaws, Regular Members, Honorary Members, and FWC Friend Members are eligible to serve as Directors. No person shall hold more than one position on the Board of Directors at the same time.

4.2 Powers of Board of Directors. The policy-making powers of the corporation shall be vested in the Board, which shall have charge, control and management of the policies, property, affairs and funds of the corporation and shall alone determine compliance with the corporation's stated purposes; and shall have the power and authority to do and perform all acts or functions not inconsistent with these Bylaws or the corporation's Articles of Incorporation. The Board of Directors shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(7) of the Code not inconsistent with these Bylaws, the Articles of Incorporation or the laws of the State of Michigan. Each position on the Board of Directors shall be entitled to one (1) vote on all matters presented to the Board of Directors for a vote.

4.3 Resignation; Removal. A director may resign from the Board of Directors at any time, by written notice to the Board. The Board of Directors may remove any director from office, at any time, with or without cause, upon the affirmative vote of two-thirds of the directors. Any director who is absent for three (3) unexcused meetings of the Board of Directors shall be removed from office effective thirty (30) days after written notice of removal. Notice shall be deemed to be given when deposited in the United States Mail in a sealed properly addressed envelope, first class, postage prepaid.

4.4 Compensation of Directors. Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in these Bylaws or from reimbursing any director for expenses actually and necessarily incurred in the performance of their duties as a director.

ARTICLE V
STANDING COMMITTEES

5.1 Standing Committees. The corporation shall have the following standing committees:

- | | |
|------------------------------|------------------------------------|
| (a) Membership Committee | (e) Section Coordination Committee |
| (b) Newcomers Committee | (f) Social Committee |
| (c) Program Committee | (g) Bylaws Committee |
| (d) Communications Committee | (h) Golden Membership Committee |

5.2 Composition. Each standing committee may have a chair or co-chairs and/or assistant chair or assistant co-chairs elected or appointed and one (1) or more committee members appointed by the president with the advice of the committee chair(s).

All of the following references to chair and assistant chair in these Bylaws includes co-chairs and assistant co-chairs.

5.3 Election of Chairs and Assistant Chairs. All chair and assistant chair positions that become vacant upon adjournment of the Annual Meeting of the General Membership shall be filled by election held during the Annual Meeting. At least six (6) weeks before the Annual Meeting, the Nominating Committee shall present a slate of nominees. Additional nominations may be made from the floor upon motion of a member, duly seconded, if the consent of the nominee has been previously obtained. If there is more than one (1) nominee (except in the case of co-nominees), election shall be by written ballot. The nominee(s) receiving the majority of votes of the members present and voting shall be elected.

5.4 Terms of Office. The term of office of each chair and assistant chair shall commence upon the adjournment of the Annual Meeting and shall terminate upon adjournment of the next Annual Meeting or when the successor is elected and assumes office.

The term of office of each appointed committee member shall commence at the time of appointment by the president and terminate upon adjournment of the Annual Meeting following the appointment or when the successor is appointed and assumes office. The president may remove an appointed committee member at any time, with or without cause. In the case of the Membership Committee and the Bylaws Committee, each of the three members shall serve for three years, one member retiring and one member being appointed each year. An appointment to fill a vacancy caused by other than expiration of the term of the former committee member shall be made for the remainder of the expired term.

5.5 Qualifications of Chairs. To qualify as a chair or assistant chair of a standing committee, the candidate may not be a person who has served on the Board of Directors as an officer or as a chair of a standing committee within one (1) year prior to their election or appointment, unless recommended by the Nominating Committee when the slate is presented.

5.6 Succession of Assistant Chair. The assistant chair of a standing committee shall succeed, as chair-elect, to the office of chair upon completion of the term of office of the chair. If the office of chair shall become vacant because of death, illness, prolonged absence, removal or resignation, the assistant chair shall choose whether to succeed to the office of chair or remain as assistant chair.

5.7 Vacancies. If the office of a chair or assistant chair shall become vacant because of death, illness, prolonged absence, resignation, removal or succession, the Nominating Committee shall submit the name of a candidate to the Board of Directors. The Board of Directors, by vote of a majority of members present, shall fill the vacancy.

5.8 Duties of Chairs. Chairs of a standing committees shall perform the duties appropriate to ~~her~~ their offices or assigned by the Board of Directors. They shall keep a record of their committee's activities and assignments. They shall prepare an annual report for the president. They shall deliver to their successors all reports, records, and property of the corporation in their possession, including the Schedule of Duties, at or before the Board of Directors meeting following the Annual Meeting. Chairs of standing committees may modify the Schedule of Duties pertaining to their positions as necessary to reflect changes in practice, with permission of the Board of Directors.

ARTICLE VI
SPECIAL COMMITTEES

6.1 Special Committees. The corporation shall have the following special committees:

- (a) Nominating Committee
- (b) Budget Committee
- (c) Endowment Committee
- (d) Big Ten Liaison Committee
- (e) Other special committees established by the President, with approval of the Board of Director

6.2 Nominating Committee.

- (a) The Nominating Committee shall consist of a chair and six members, all appointed by the president with the approval of the Board of Directors.
- (b) A person shall serve only one year as chair.
- (c) The chair shall be a retiring member of the Board of Directors, unless all such persons refuse to accept the appointment. The chair shall attend, as an observer, all meetings of the Board of Directors.
- (d) The six appointed members of the Nominating Committee shall serve for two years each, three members retiring and three new members being appointed each year. An appointment to fill a vacancy caused by other than expiration of the term of the former member shall be made for the remainder of the unexpired term.
- (e) The Nominating Committee shall perform the duties assigned to it by the Bylaws. If the committee fails to submit a slate of candidates for election at the Annual Meeting at least six weeks prior to the meeting, the Board of Directors will assume the committee's duties. If the committee fails to submit a nominee within one month after a vacancy occurs, the Board of Directors shall fill the vacancy without a nominee.

6.3 Budget Committee.

- (a) The Budget Committee shall consist of the treasurer, as chair, the assistant treasurer, and three members appointed by the president with the advice of the committee's chair. The three appointed members of the committee shall serve for three years each, one member retiring and one new member being appointed each year. An appointment to fill a vacancy caused by other than expiration of the term of the former member shall be made for the remainder of the unexpired term.
- (b) The Budget Committee shall meet no later than March of each year to draw up a proposed budget for the following fiscal year. Said proposed budget shall be communicated to the Board of Directors for final approval.

6.4 Endowment Committee.

- (a) The Endowment Committee shall consist of seven members, including the corporation's president, vice-president and treasurer. The remaining four committee members will be chosen from the general membership by the president with the approval of the Board of Directors.
- (b) The President shall assign one or two of the four committee members chosen from the general membership to serve as chair or co-chairs of the Endowment Committee.
- (c) The four committee members chosen from the general membership shall serve for two years each, two members retiring and two new members being appointed each year. An appointment to fill a vacancy caused by other than expiration of the term of the former member shall be made for the remainder of the unexpired term.
- (d) The duties of the Endowment Committee shall be to generate suggestions for disbursing the money interest produced the Faculty Women's Club Endowment Fund in accordance with the University's endowment distribution policy. The president of the corporation shall annually communicate the committee's suggestions to the office of the vice-president and secretary of the University of Michigan.

6.5 Big 10 Liaison Committee.

- (a) The chair of the Big Ten Liaison Committee is appointed by the President, and shall select other committee members as needed.

- (b) The committee is charged with keeping the roster of the president and vice-president of other Big 10 university women's clubs current each year and e-mailing FWC newsletters to those officers.
- (c) The Committee will also gather and prepare all University of Michigan souvenir materials for the president and vice-president to distribute at the biannual Big Ten Women's Clubs Conference.

6.6 Other Special Committees.

- (a) Other special committees, not specifically described above, shall consist of a chair and three or more members appointed by the president. The terms of office of the chair and members, unless otherwise authorized by the Board of Directors, shall terminate upon adjournment of the Annual Meeting following their appointment.
- (b) Special committees created under this section shall perform duties and functions assigned to them by the president with the approval of the Board of Directors.

ARTICLE VII

SECTIONS AND SECTION COORDINATORS

7.1 Sections of the Corporation. Ten or more members of the corporation may organize for a specific purpose consistent with the general purpose of the corporation, elect a leader, and upon approval of the Board of Directors of a written petition describing the purpose and signed by such members, be recognized as a section of the corporation.

7.2 Section Leaders.

- (a) Each year a section shall elect a leader and such other officers as the section shall deem advisable. Except as provided in these Bylaws, each section shall determine its methods of operation and procedure. Any member of the corporation shall be eligible to be a section leader.
- (b) Section Leaders shall keep a record of the section's activities, practices, and procedures, and shall deliver to their successors, all reports, records, and property of the section and of the corporation in their possession, and a description of the duties of the leader.

7.3 Section Finances. Each section shall be responsible for payment of its expenses. If exceptional expenditures become necessary, a section may apply in writing for a grant from available funds of the corporation. The application shall be delivered to the section coordinator, who shall transmit the request, along with their recommendation, to the Budget Committee. The Budget Committee, with the approval of the Board of Directors, may authorize the treasurer to make a grant to the section of all or part of the funds requested and upon such terms and conditions as it deems advisable, if funds are available.

7.4 Termination of Sections. If a section is unable to elect a section leader, the Board of Directors, upon request of the chair of the Section Coordination Committee, may withdraw its recognition of the section.

7.5 Section Coordinators.

- (a) The Board of Directors shall organize all sections into not more than ten general interest groups. Each general interest group shall have a section coordinator for the sections within the group.
- (b) Each section coordinator shall be a member in good standing and is expected to serve a two year term. When a section coordinator's term is nearly completed, the coordinator selects a successor, with the approval of the Board of Directors.
- (c) Each section coordinator shall be a member of the Board of Directors and a member of the Section Coordination Committee.

ARTICLE VIII

MEETINGS

8.1 Regular Meetings of the Board of Directors. The Board of Directors shall hold regular meetings during the fall and winter terms of the University of Michigan at regularly spaced intervals on such dates and hours and at such places as the president shall determine. The meeting held in April of each year shall serve as the annual meeting of the Board of Directors. Business to be conducted at such annual meeting shall include approval of an annual budget for the corporation, and may include other business as may properly come before the meeting.

8.2 Special Meetings of the Board. Special meetings of the Board of Directors may be called by the president or by

any five members of the Board of Directors. Notice of special meetings shall be communicated in person, by telephone or shall be mailed not less than seven (7) days prior to the meeting. Attendance at any special meeting constitutes waiver of notice of meeting, except where the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

8.3 Unanimous Consent Action by the Board. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors. The written consents described in this section may be given via facsimile.

8.4 Quorum at Board Meetings. For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum of the Board shall consist of a majority of all directors. The act of a majority of directors present in person at a meeting at which a quorum is present shall be by the action of the Board of Directors, except as a larger vote may be required by the laws of the State of Michigan, these Bylaws or the Articles of Incorporation. Any member of the corporation may attend any meeting of the Board of Directors as an observer.

8.5 Annual Meeting of the General Membership. The Annual Meeting of the General Membership shall be held during April of each year and shall be scheduled and planned with the approval of the president.

8.6 Special Meetings of the General Membership. Special meetings of the general membership may be called by the Board of Directors. No business other than that stated in the notice of the meeting may be conducted at any special meeting.

8.7 Notices of General Membership Meetings. Notice of each meeting of the general membership shall be mailed to each member at the member's last address as it appears on the records of the corporation not less than ten (10) or more than sixty (60) days prior to the meeting. Notice of any meeting may be waived in writing before or after the meeting. Attendance at any meeting constitutes waiver of notice of the meeting, except where the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

8.8 Quorum, Voting at General Membership Meetings. Ten percent (10%) of the members shall constitute a quorum for the transaction of business at any meeting of the membership. Except as otherwise provided in these Bylaws, the articles of incorporation or the laws of the State of Michigan, the vote of a majority of those present and voting at a meeting at which there is a quorum shall be sufficient for the transaction of business. Directors shall be elected by a majority of the votes cast at an election. Any matter which could be presented for a vote at a meeting may be presented for consideration by the members by ballot or proxy, as permitted by the Michigan Nonprofit Corporation Act.

8.9 Committee Meetings. Meetings of standing committees and special committees shall be held upon the call of the respective chairs, the president, or more than one-fourth (1/4) of the members of the committee.

8.10 Section Meetings. Sections of the corporation shall meet as determined by the leadership and membership of the individual sections.

ARTICLE IX FISCAL MATTERS

9.1 Fiscal Year. The fiscal year of the corporation shall be established by the Board of Directors and shall be consistent with the fiscal year of the University of Michigan.

9.2 Contracts. The President and their designees shall be authorized to execute contracts on behalf of the corporation in accordance with establish Board policy. The Board of Directors may ratify any execution. In addition, the Board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, with such authority being either general or confined in specific instances.

9.3 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless first approved by the members. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director of the corporation.

9.4 Checks, Drafts. All checks, drafts or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the corporation or to the corporation, shall be signed or endorsed by any officer(s) of the corporation designated by the Board.

9.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit

of the corporation in such banks, trust companies or other depositories as the Board may select.

9.6 Maintenance of Records. The corporation shall keep correct and complete books and records of account and other records of the activities of the corporation as may be appropriate. All such records shall be open to inspection upon the request of any member.

ARTICLE X INDEMNIFICATION

10.1 Basic Indemnification. Each person who is or was a director, officer, or member of the corporation and each person who serves or has served at the request of the corporation, as a member, director, officer, partner, employee, agent or committee member shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

10.2 Insurance of Risk. The Board of Directors shall have the authority to purchase and maintain in effect insurance on behalf of any and all of its present and former members, officers, directors, committee members, employees or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been members, officers, directors, committee members, employees or agents of the corporation, whether or not the corporation would have power to indemnify such person against such liability under the preceding section.

ARTICLE XI MISCELLANEOUS

11.1 Solicitation. No person or persons shall be allowed to make announcements or solicitations on behalf of any movement or organization at any Board Meeting or meeting of the membership. Announcements of special interest to a section may be made only with approval of the leader of the section.

11.2 Partial Terms of Office. Service in any office or position on the Board of Directors for more than six months shall constitute a full term for the purpose of determining eligibility to hold an office or position.

11.3 Procedural Questions. In case of procedural questions not covered by these Bylaws, "Robert's Rules of Order Newly Revised" shall be followed.

ARTICLE XII AMENDMENTS

12.1 Amendment Procedure. These Bylaws may be amended in either of the following ways:

- (a) By majority vote at any special meeting of the membership properly convened in accordance with Section 8.8 of these Bylaws and held between the Fall Reception and the Annual Meeting of the General Membership. Only provisions of the Bylaws germane to the subject matter stated in the notice may be amended at such a meeting.
- (b) By a majority of the members who return to the secretary within thirty days a ballot mailed by the Board of Directors to each member between the Fall Reception and the Annual Meeting. Such ballot shall contain a copy of the section to be amended, the proposed amendment, and an explanation of the rationale of the proposed amendment.