

**THE UNIVERSITY OF MICHIGAN ALUMNAE CLUB OF ANN ARBOR
MARGARET L. WATERMAN GROUP**

**BYLAWS
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THE UNIVERSITY OF MICHIGAN ALUMNAE CLUB OF ANN ARBOR

MARGARET L. WATERMAN GROUP

BYLAWS

ARTICLE I NAME

This Corporation is named and shall be known as The University of Michigan Alumnae Club of Ann Arbor – Margaret L. Waterman Group (“Waterman”).

ARTICLE II PURPOSE

Waterman is organized and shall be operated exclusively for charitable and educational purposes. It is formed to support and promote, through cooperation with The University of Michigan Alumnae Council, an affiliate of the Alumni Association of the University of Michigan:

- A. The advancement of the interests of the University of Michigan (“University”)
- B. Closer fellowship among alumnae, students and friends of the University

ARTICLE III MEMBERSHIP

Membership shall be open to those in agreement with Waterman’s purpose and willing to participate in its activities and shall be classified as follows: Active, Courtesy, and Honorary Life.

Section 1 **ACTIVE MEMBER:** Active membership shall be granted to those who pay the required annual dues specified by the Board of Directors. This shall be a voting membership and shall include admittance to the Town Hall Celebrity Lecture/Luncheon Series.

Section 2 **COURTESY MEMBER:** Courtesy membership shall be extended to the President of the University and her/his spouse and to the University’s Alumni Association Representative to Clubs for the duration of the position held. These shall be non-voting memberships with no dues required. At the discretion of the Executive Committee, invitations to Town Hall and other events may be extended.

Section 3 **HONORARY LIFE MEMBER:** Honorary Life membership shall be conferred by action of the Board of Directors and offered to an individual who is retired from the University faculty or staff in recognition of outstanding service to the University and to Waterman. This shall be a non-voting membership with no dues required. At the discretion of the Executive Committee, invitations to Town Hall and other events may be extended. The procedure for selection of an Honorary Life Member is:
A. Nominations may be made by any voting Member and shall be submitted to the Board of Directors in writing, giving the qualifications of the candidate.

- B. A nomination shall be voted on by written ballot at the next Board of Directors' meeting following the meeting at which it was submitted.
- C. Life membership requires a three-fourths (3/4) vote of the Directors present and voting.

Section 4 **TERMINATION OF MEMBERSHIP:** Membership may be terminated by resignation. Membership shall automatically be terminated by non-payment of required dues.

ARTICLE IV DUES

The Board of Directors shall determine the annual dues.

ARTICLE V SUSTAINING CONTRIBUTORS

Sustaining Contributors shall be those who make an annual minimum contribution to Waterman scholarships in an amount specified by the Board of Directors. Shall be sent all Waterman mailings. Shall be invited to Waterman social events, with the exception of Town Hall. Shall not serve on the Board. This is a non-voting category.

ARTICLE VI OFFICERS, BOARD OF DIRECTORS, AND EXECUTIVE COMMITTEE

Section 1 **OFFICERS:** The Officers of Waterman shall be the President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, and Immediate Past President.

Section 2 **EXECUTIVE COMMITTEE:** The Executive Committee shall be the Officers.

Section 3 **BOARD of DIRECTORS:** The Directors shall be the Officers, the Chairs and Assistant Chairs of Standing Committees, and the Town Hall Subcommittee Chairs and Assistant Chairs.

ARTICLE VII DUTIES OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1 **EXECUTIVE COMMITTEE DUTIES:** The duty of the Executive Committee shall be to act in case of emergency.

Section 2 **BOARD of DIRECTORS' DUTIES:** The duties of the Board of Directors shall include but not be limited to:

- A. Meeting when called by the President or any two (2) Officers
- B. Voting at meetings; in the event of multiple Assistant Chairs, only one (1) Assistant Chair shall have voting privileges
- C. Advising and giving counsel on such matters as concern Waterman
- D. Serving as the nucleus of Waterman in carrying out its activities
- E. Reviewing and setting specified fees for Sustaining Contributors at the spring Board meeting

ARTICLE VIII DUTIES OF THE OFFICERS

- Section 1 **PRESIDENT:** The duties of the President shall include but not be limited to:
- A. Presiding at meetings of the Board of Directors and the Executive Committee
 - B. Representing Waterman at all meetings of the Alumnae Council and being responsible for completion and return of all Alumnae Council forms
 - C. Serving on the Endowment Committee
 - D. Serving on the Finance Committee and being an authorized signer for financial transactions
 - E. Serving on the Town Hall Committee
 - F. Serving on the Town Hall Speaker Selection Committee
 - G. Reviewing, with the President-Elect, the final copy of the Town Hall brochure and program before printing
 - H. Serving on the Nominating Committee
 - I. Serving as a member ex officio of all other committees, with the right to vote
 - J. Filling any vacancies occurring in the Directors, subject to Board of Directors' approval
 - K. Appointing two (2) Directors and at least two (2) others from the membership to the Nominating Committee, subject to Board of Directors' approval
 - L. Appointing special committees and chairs, as needed, with Board of Directors' approval
 - M. Appointing a parliamentarian, as needed;
 - N. Appointing an Audit Committee, subject to Board of Directors' approval, of at least two (2) people to perform an audit or review the financial records annually
 - O. Reviewing and setting specified fees for Sustaining Contributors at the spring Board of Directors' meeting per Article VII, Duties of the Board of Directors, Section 2 E
 - P. Sending a notice to the membership, at least two (2) weeks prior to the Annual Meeting, which shall include the slate of nominees for Officers, Standing Committee Chairs, Standing Committee Assistant Chairs, Town Hall Subcommittee Chairs, and Town Hall Subcommittee Assistant Chairs
 - Q. Informing the members when Bylaws amendments are being presented
 - R. Presenting a summary of the year's activities at the Annual Meeting
 - S. Co-signing a welcome letter, prepared by the Membership Committee, to new members
 - T. Co-signing a letter, prepared by the Membership Committee, to non-renewing members inviting them to become Sustaining Contributors
 - U. Co-signing a thank you letter, prepared by the Membership Committee, to Sustaining Contributors in the spring inviting them to renew their support

- Section 2 **PRESIDENT-ELECT:** The duties of the President-Elect shall include but not be limited to:
- A. Performing all Presidential duties in the absence of the President
 - B. Attending all meetings of the Alumnae Council and reporting back to Waterman
 - C. Serving on the Endowment Committee

- D. Serving on the Finance Committee and being an authorized signer for financial transactions
- E. Serving on the Town Hall Speaker Selection Committee
- F. Reviewing, with the President, the final copy of the Town Hall brochure and program before printing
- G. Serving as Assistant Chair of the Nominating Committee
- H. Obtaining annually signed Conflict of Interest forms from all Officers, Directors, Committee Chairs, and Committee members

Section 3 **RECORDING SECRETARY:** The duties of the Recording Secretary shall include but not be limited to:

- A. Recording, distributing, and keeping the minutes of all proceedings
- B. Sending notices for Board of Directors' meetings

Section 4 **CORRESPONDING SECRETARY:** The duties of the Corresponding Secretary shall include but not be limited to:
Handling Waterman correspondence

Section 5 **TREASURER:** The duties of the Treasurer shall include but not be limited to:

- A. Securing, keeping and/or maintaining Waterman checking and savings accounts in a financial institution approved by the Board of Directors
- B. Obtaining and submitting signature cards for the Treasurer, Assistant Treasurer, President, and President-Elect, as needed
- C. Keeping accounts in the name of Margaret L. Waterman Alumnae Group
- D. Receiving and depositing all the monies due Waterman, keeping a record of the payers and amounts
- E. Making timely payments of the valid bills and claims against Waterman and retaining evidence thereof for seven (7) years or as required by law
- F. Reporting current receipts, expenditures and balances at regular meetings, and making an interpretive analysis of the financial position at the Annual Meeting
- G. Preparing all reports and returns required by state and federal law and submitting them in a timely manner
- H. Serving on the Endowment Committee
- I. Serving on Town Hall Committee
- J. Serving as Chair of Waterman's Finance Committee and being an authorized signer for financial transactions
- K. Reviewing and setting specified fees for Sustaining Contributors at the spring Board of Directors' meeting per Article VII, Duties of the Board, Section 2 E
- L. Assembling and submitting all books and financial records of Waterman for audit or review within two (2) months after the close of the fiscal year

Section 6 **ASSISTANT TREASURER:** The duties of the Assistant Treasurer shall include but not be limited to:

- A. Assisting the Treasurer
- B. Serving on the Endowment Committee
- C. Serving as Assistant Chair of the Finance Committee
- D. Serving on the Town Hall Committee

E. Being an authorized signer for financial transactions

Section 7 IMMEDIATE PAST PRESIDENT: The duties of the Immediate Past President shall include but not be limited to:

- A. Serving in an advisory capacity to the Board of Directors and the Executive Committee
- B. Serving on the Endowment, Executive, and Nominating Committees
- C. Serving as Chair of the Nominating Committee
- D. Serving on Town Hall Speaker Selection Committee

ARTICLE IX STANDING COMMITTEES

The Standing Committees shall be: Bylaws, Endowment, Finance, Historian, Membership, Nominating, Publicity, Scholarship, Social, Town Hall and Waterman Social Events. Each Committee shall be headed by a Chair and an Assistant Chair. Except for the Endowment, Finance, Nominating, Scholarship and Town Hall Committees, additional members shall be appointed by the Chair as needed. Each Committee shall provide an annual report to the President before the Annual Meeting. Other responsibilities and/or duties of each Committee are described as follows:

Section 1 BYLAWS

The duties of the Bylaws Committee shall include but not be limited to:

- A. Reviewing Waterman's Bylaws
- B. Proposing any needed changes to the membership
- C. Placing proposed amendments on the website
- D. Reissuing Bylaws in amended form
- E. Making copies available to the membership
- F. Maintaining a list of Standing Rules of the Membership and the Board of Directors

Section 2 ENDOWMENT

Mission Statement: The purpose of the Endowment Fund for Scholarships is to provide restricted and segregated funds for scholarships. The monies shall be invested with the University of Michigan.

The Endowment Fund shall consist of donations, special gifts, and allocations.

The Committee shall be composed of the Chair, Assistant Chair, President, President-Elect, Treasurer, Assistant Treasurer, and Immediate Past President.

The duties of the Endowment Committee shall include but not be limited to:

- A. Establishing and maintaining a special account at the University of Michigan and depositing all monies contributed for the Endowment Fund to that account. The interest shall be used in awarding scholarships and shall follow the guidelines established by the Board of Regents
- B. Initiating, promoting, and managing special campaigns, marketing, and any brochures. The Board of Directors may authorize expenditures from the general funds for promotional materials and activities for the Endowment Fund

- C. Being responsible for recommending to the Board of Directors when the fund has reached a level to begin allocation of the earned interest
- D. Designating the Endowment Chair as a member of the Endowment Committee

Section 3 FINANCE

The Finance Committee shall be composed of the Treasurer, serving as Chair; Assistant Treasurer; President; President-Elect; Scholarship Committee Chair and Assistant Chair; Town Hall Committee Chair and Assistant Chair; Endowment Chair; and Immediate Past Treasurer.

The duties of the Finance Committee shall include but not be limited to:

- A. Preparing and submitting an annual budget for the fall meeting of the Board of Directors
- B. Determining the amount available for scholarships for the next year and making that amount known to the Scholarship Committee Chair by February 15 of the current year
- C. Being responsible for investment of all Waterman funds

Section 4 HISTORIAN: The duties of the Historian shall include but not be limited to:

- A. Chronicling and maintaining, in cooperation with the Publicity Chair, records of activities through photographs, news articles, and any other relevant documentation
- B. Reviewing and preparing files for archival preservation

Section 5 MEMBERSHIP:

The duties of the Membership Committee shall include but not be limited to:

- A. Maintaining a current database of Members, Sustaining Contributors, prospective members and donors
- B. Providing current membership list, mailing labels, and/or the data for mailing labels, reports, and email addresses, as needed, from the database. Shall be an owner of the email group distribution lists
- C. Sending a welcome letter, co-signed by the President, to new members
- D. Sending a letter, co-signed by the President, to non-renewing members inviting them to become Sustaining Contributors
- E. Sending a thank you letter, co-signed by the President, to Sustaining Contributors in the spring inviting them to renew their support

Section 6 NOMINATING:

This Committee shall be composed of the Immediate Past President, serving as Chair; President-Elect serving as Assistant Chair; President, and the current Town Hall Assistant Chair. In addition, the President, subject to Board of Directors' approval, in accordance with Article VIII Section 1 I, shall appoint two (2) members from the Board of Directors and at least two (2) members from the membership to serve on the committee.

The duties of the Nominating Committee shall include but not be limited to:

- A. Preparing a slate of nominees for Officers, Standing Committee Chairs,

Standing Committee Assistant Chairs, Town Hall Committee Chairs,
and Town Hall Subcommittee Assistant Chairs

- B. Submitting to the President the proposed slate of nominees as soon as possible, but not later than April 1
- C. Presenting the slate of nominees for Officers, Standing Committee Chairs, Standing Committee Assistant Chairs, Town Hall Subcommittee Chairs, and Town Hall Subcommittee Assistant Chairs at the Annual Meeting for election

Section 7 PUBLICITY

The duties of the Publicity Committee shall include but not be limited to:

- A. Handling all Waterman publicity, including that for Town Hall
- B. Providing the Historian with relevant materials
- C. Serving on the Town Hall Committee

Section 8 SCHOLARSHIP

This committee shall be composed of the Scholarship Committee Chair and Assistant Chair; Endowment Committee Chair; and additional members appointed by the Scholarship Committee Chair, as needed.

The duties of the Scholarship Committee shall include but not be limited to:

- A. Selecting the recipients of Waterman Scholarships and apportion the total award among them
- B. Presenting the nominees' names and awards to the Board of Directors for approval
- C. Being responsible for Alumni Association Scholarship duties as required

Section 10 TOWN HALL

This committee shall be composed of a Chair, Assistant Chair, Subcommittee Chairs and Assistant Chairs, the President, President-Elect, Treasurer, Publicity Chair, and Assistant Publicity Chair.

The duties of the Town Hall Committee shall include but not be limited to:

- A. Being responsible for all Waterman activities relating to preparation for the Town Hall Lecture Series arranging for Town Hall speakers, luncheons, brochures, program, tickets, book sales, hospitality for the speakers, and ushers. The President, President-Elect, Town Hall Chair, and Assistant Town Hall Chair shall review the final copy of the brochure and the program before printing
- B. Selecting speakers for the subsequent year's Town Hall Lecture Series at a meeting, or meetings, called by the Assistant Town Hall Chair who shall Chair the meetings. Selection Committee shall include the current Town Hall Chair, President, President-Elect, Immediate Past President, and additional interested members
- C. Designating the Town Hall Assistant Chair as the person responsible for making all contractual agreements for speakers.

Section 12 WATERMAN SOCIAL EVENTS

The duties of this committee shall include but not be limited to:

- A. Recruiting committee members to assist in planning events
- B. Planning social activities and events, excluding Town Hall
- C. Determining programs or events and locations
- D. Being responsible for food, room set up, cost to members and their guests, decorations, if needed, invitations, taking reservations, preparing name tags. Serving as the welcoming committee at the event
- E. Coordinating bridge activities by assisting the social and duplicate bridge groups composed of Active Members and Sustaining Contributors. Provide for the collection and forwarding of bridge fees to the Treasurer for scholarships

ARTICLE X SPECIAL COMMITTEES

Special Committees of the Board of Directors shall serve a specific purpose for a designated period of time. Shall be appointed by the President subject to Board of Directors' approval. The Chair may select members to serve on the committee. Shall provide reports to the President, as needed, or when requested by the President. Shall not vote.

ARTICLE XI TERMS

Section 1 BOARD OF DIRECTORS: The term of each Officer and Director shall commence upon adjournment of the Annual Meeting and shall continue until a successor is elected or appointed.

Section 2 OFFICERS: The term of each Officer shall commence upon adjournment of the Annual Meeting and shall continue until a successor is elected or appointed.

Section 3 STANDING COMMITTEE CHAIRS: The term of each Standing Committee Chair shall commence upon adjournment of the Annual Meeting and shall continue until a successor is elected or appointed.

Section 4 STANDING COMMITTEE ASSISTANT CHAIRS: The term of each Standing Committee Assistant Chair shall commence upon adjournment of the Annual Meeting and shall continue until a successor is elected or appointed.

Section 5 SUBCOMMITTEE CHAIRS AND ASSISTANT SUBCOMMITTEE CHAIRS OF TOWNHALL: The term of each Subcommittee Chair of Town Hall shall commence upon adjournment of the Annual Meeting and shall continue until a successor is elected or appointed.

ARTICLE XII CONFLICT of INTEREST

Section 1 The Conflict of Interest Policy shall protect the University of Michigan Alumnae Club of Ann Arbor Margaret L. Waterman Group's interests when it is entering into a transaction or an arrangement identifying potential conflict of interest of Board members. Only members who do

not have a conflict of interest shall participate in the discussion and be permitted to vote on an issue.

Section 2 Board members shall annually sign a Conflict of Interest document. Refusal to sign the document shall be reason for dismissal from the Board.

Section 3 The President-Elect shall annually provide Conflict of Interest forms to Board members for their signatures and shall keep the documents on file. At the end of each fiscal year, s/he shall destroy the signed copies.

ARTICLE XIII ELECTIONS

Section 1 Elections shall be held at the Annual Meeting. The Nominating Committee Chair, or her/his designee, shall present the slate of Officers, Standing Committee Chairs, Standing Committee Assistant Chairs, Town Hall Committees Chairs, and Town Hall Subcommittee Assistant Chairs. Nominations may be made from the floor but must have the nominee's consent by being present or in writing, if absent.

Section 2 Election shall be by voice vote. Additional nominations from the floor shall require a ballot vote and election shall be by plurality.

ARTICLE XIV MEETINGS AND QUORUMS

Section 1 ANNUAL MEETING: The membership shall meet annually in the spring. Notice shall be sent to the members at least two (2) weeks prior to the meeting including the slate of nominees for the Officers, Standing Committee Chairs, Standing Committee Assistant Chairs, Town Hall Committee Chairs, and Town Hall Subcommittee Assistant Chairs. The Annual Meeting shall include reports, election of officers and any other business.

Section 2 BOARD of DIRECTORS' MEETINGS: The Board of Directors shall meet at least twice each year and on such other occasions as it deems necessary.

Section 3 EXECUTIVE COMMITTEE MEETINGS: The Executive Committee shall meet when necessary.

Section 4 STANDING and SPECIAL COMMITTEES: The Standing and Special Committees meetings shall be called by the Chair, as needed, unless otherwise prescribed in these Bylaws.

Section 5 QUORUMS:
A. Annual Meeting quorum shall consist of at least twenty (20) voting Members
B. Board of Directors' quorum shall consist of one-half (1/2) of the number of Directors
C. Executive Committee quorum shall consist of three-fourths (3/4) of the number of Executive Committee members

- D. Standing and Special Committees quorum shall consist of a majority of the number of committee members
- E. A quorum established at the beginning of any meeting of the membership, Board of Directors, Executive Committee, Standing or Special Committees, shall be considered a quorum throughout the meeting.

ARTICLE XV AMENDMENTS

The Bylaws may be amended by two-thirds (2/3) vote of the members present and voting at any meeting of the membership. Notice that the Bylaws Committee will be proposing amendments to the Bylaws shall be sent to the membership at least two (2) weeks before the stated meeting. Proposed amendments shall be placed on the Waterman website; printed copies of amendments shall be available to the members upon request.

ARTICLE XVI FISCAL YEAR

Waterman’s fiscal year (“Year”) shall be from the first day of June of one year through the thirty-first day of May of the following year.

ARTICLE XVII PARLIAMENTARY AUTHORITY

This organization shall be governed by these Bylaws, Standing Rules, and the current edition of *Robert’s Rules of Order Newly Revised*.

ARTICLE XVIII INDEMNIFICATION

- Section 1 **USE OF ASSETS:** No part of the monies of Waterman shall inure to the benefit of or be distributable to its Boards' members, Officers or other private persons, except that Waterman shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- Section 2 **COMPENSATION OF BOARD MEMBERS:** The Directors shall be "Volunteer Directors," as that term is defined in Section 110 of the Michigan Nonprofit Corporation Act, and shall not receive anything of value from Waterman for serving on the Board other than reimbursement for actual, reasonable and necessary expenses incurred in their capacity as Board members to the extent authorized by the Directors.
- Section 3 **BOARD MEMBER LIABILITY:** The Directors shall not be personally liable to Waterman for monetary damages for a breach of the Board member's fiduciary duty to the extent authorized by Section 209 (C) of the Michigan Nonprofit Corporation Act.
- Section 4 **ACTS AND OMISSIONS:** Waterman shall assume all liability to any person other than Waterman for all acts or omissions of a Directors occurring on or after January 1, 1988, to the extent authorized by Section 209(D) of the Michigan Nonprofit Corporation Act.

Section 5 **CONDITION FOR LIABILITY LIMITATION:** The limitation of liability authorized by this Article XVI shall be applicable only to the extent that it is consistent with Waterman's retention of its status as a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE XIX DISSOLUTION

Section 1 The dissolution of the Margaret L. Waterman Group will follow the guidelines of the amended Nonprofit Corporation Act effective July 16, 2008:

- A. Voluntary dissolution may be decided by a two-thirds (2/3) vote of the members present and voting.
- B. Automatic dissolution will be required under Section 922 of Public Act 222, 2008. This section states that “a nonprofit corporation is automatically dissolved under Section 922 if it fails to file the annual report or pay the annual fee within two years of the due date of the report.”
- C. Waterman must provide notice of a voluntary or automatic dissolution to the Michigan Attorney General within 60 days of the dissolution and must also obtain written permission from the Attorney General before distribution of any assets.

Section 2 None of Waterman’s assets shall be distributed to any Member upon dissolution of Waterman. After payment or provision for payment of all liabilities of Waterman, Waterman’s remaining assets shall be distributed as follows:

- A. A special meeting of the membership shall be called.
- B. The Directors shall identify one or more nonprofit organizations with purposes similar to those of Waterman as stated in Article II of the Bylaws.
- C. The remaining assets shall be distributed to one or more of the identified organizations by a majority vote of Members present and voting at that special meeting.

Revision: May 4, 1999
Amended: May 8, 2001
Amended: May 21, 2003
Amended: May 18, 2004
Amended: May 9, 2006
Amended: May 13, 2008
Amended: May 12, 2009
Amended: May 10, 2011
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Amended: May 9, 2013
Amended: May 13, 2014
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