

BYLAWS OF THE M CLUB OF THE UNIVERSITY OF MICHIGAN

Honor Club for Letterwinners

A Michigan Nonprofit Corporation

In these Bylaws the "M Club" shall be referred to as the "Corporation."

ARTICLE I - MEMBERSHIP

- 1. Organization.** The Corporation is organized on a membership basis.
- 2. Membership.** The membership of the Corporation shall consist of (a) all men and women who have been awarded an "M" letter or Reserve Award in the University of Michigan varsity athletics, (b) all managers who have been awarded an "M" letter, (c) all active varsity head coaches who have completed one full season of service, (d) the active Athletic Director of the University of Michigan who has completed one full year of service and is confirmed for membership by a majority of the Board of Directors, and (e) all elected Honorary M members.
- 3. Honorary Members.**
 - a. Eligibility.** Persons eligible to receive an Honorary M are (i) individuals who have rendered exceptional service to Michigan athletics or (ii) individuals who have made outstanding contributions to intercollegiate athletics.
 - b. Procedure for Awarding Honorary M.** Names of Honorary M nominees must be presented to the Board of Directors, in writing, at least two (2) months prior to the final Board Meeting held in May. The Board of Directors shall review and discuss the merits of each proposed nominee. A vote of eighty (80%) percent of the Board of Directors attending the May meeting, but in no event less than 12 votes shall be prerequisite to election to honorary membership. No more than three honorary members may be elected in any one year. In the event more than three nominees receive a vote of eighty (80%) of the Board of Directors attending the May meeting and at least 12 votes, only the three nominees receiving the most votes shall be elected as honorary members. Honorary members who are dues current after the year of their election, have the right to vote and hold office.
- 4. Disputes.** Any dispute as to eligibility for membership shall be determined by majority vote of the Board of Directors.
- 5. Dues.** Undergraduate athletes who have received a varsity letter and letterwinners who are in their first year out of school shall not be required to pay dues. Dues, including annual, other periodic, and lifetime, for all other members shall be determined from time-to-time by the Board of Directors. Any member not current in his or her dues is not eligible to vote, may be removed from mailing and electronic lists of the Corporation, and/or may be deprived of member privileges as determined by the Board of Directors.
- 6. Non-Assignability and Non-Transferability of Membership.** Membership in the Corporation shall not be assignable or transferable.

ARTICLE II - MEETINGS OF MEMBERS

- 1. Conduct of Meetings.** Meetings of the members shall be conducted in an orderly and businesslike manner. Meetings of the members shall be presided over by the President, or if he or she is not present, by the Vice President, or in the absence of the President and Vice President, by a chairperson of the meeting selected in advance by the President.
- 2. Voting.** Each dues-current member of the Corporation shall, at any electronic vote request by the board, be entitled to one (1) vote.

- 3. Monthly Board Meetings.** The business portion of the meetings shall include the following (order to be determined by the President):
- a. President's Updates
 - b. Athletic Department Updates
 - c. Membership Statistics and Progress
 - d. Financial Update
 - e. Upcoming Honors & Awards - Timing and Progress
 - f. Upcoming Events - Timing and Progress
 - g. Action Item List Review
 - h. Board Calendar
 - i. New Business

ARTICLE III - DIRECTORS

- 1. Directors.** The Board of Directors of the Corporation shall be up to eighteen (18) in number but no less than eleven (11). Directors shall be elected annually by the Board at the annual May Board meeting, and shall hold office for the term of two (2) years. The five (5) immediate past Presidents shall be ex-officio members on the Board; provided, however, that a past President may be elected to an additional term on the Board of Directors. Diversity among the Board as to representative sports is encouraged but not mandatory. Each member of the Board of Directors shall serve in that capacity for not more than three (3) terms. In the event that a Board Member who has served for three terms desires to be re-elected, he or she will not be eligible for re-election until after a period of two (2) consecutive terms from the date of such member's last year of service on the Board. Such re-election shall be for a period of not more than one (1) two-year term.
- 2. Eligibility.** All dues-current members are eligible to serve on the Board of Directors.
- 3. Resignation.** A Director may resign at any time by filing his or her written resignation with the President.
- 4. Vacancy.** In case of any Board of Director vacancy where the vacancy takes the Director count below:
- a. Eighteen (18), the remaining Directors may fill the vacancy based on conference call and/or electronic vote or in person during the next regular meeting of the Board of Directors or any meeting thereafter.
 - b. Eleven (11), the remaining Directors shall fill the vacancy based on conference call and/or electronic vote or in person during the next regular meeting of the Board of Directors or any meeting thereafter.

Any Director may nominate an eligible member to fill the vacancy. Special consideration will be given to actively engaged Members-at-Large, who support the M Club as active volunteers. If no more than two members are nominated, the candidate receiving the most votes shall be selected to fill the vacancy. If more than two candidates are nominated to fill the vacancy, the Board of Directors shall vote in two rounds: in the first round, the two candidates receiving the most votes shall be designated finalist candidates; in the second round, the finalist candidate receiving the most votes shall be selected to fill the vacancy. If the Director elected to fill a vacancy starts his/her term during the months of May through October, the term will commence as of the previous May. If the vacancy is filled during the months of November through April, then the term will commence as of the following May.

- 5. Regular Meetings.** The Board of Directors shall meet monthly from August through May, equating to ten (10) times annually.
- 6. Special Meeting.** Special meetings of the Board of Directors shall be held whenever called by the President or upon written request of any four (4) Directors.
- 7. Notice and Conduct of Meetings.** Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given to each Director not less than ten (10) days before a regular meeting and not less than two (2) days before a special meeting. Notice of

a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

- 8. Confidentiality of Corporate Business.** Each member of the Board of Directors acknowledges and agrees that Confidential Information of the Corporation is proprietary and may include information that disclosure of or unauthorized use of may cause harm to a member or the Corporation. Confidential Information will only be shared with members of the Board of Directors and Officers. Confidential Information includes, but is not limited to, membership lists, bank records and financial records.
- 9. Quorum and Voting.** A quorum shall consist of eight (8) members of the Board of Directors, including those Directors participating by telephone or video conference in accordance with Section 10, below. The vote of a majority of the Directors present at a meeting at which a quorum is present will constitute the action of the Board of Directors.
- 10. Participation by Conference Call.** A Director or other invited person may participate in a meeting of the Board of Directors by a conference telephone or video or by other similar communications equipment through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Such participation shall constitute presence in person at the meeting.
- 11. Ex-Officio Members.** In addition to the five (5) immediate past Presidents, the Athletic Director of The University of Michigan and current President of the Student-Athlete Advisory Committee (SAAC) shall be ex-officio members of the Board, and shall be invited to attend all Board meetings. Should the President of SAAC be unavailable, a representative from his or her executive board may attend in their absence.
- 12. Removal.** Any Officer or Director may be removed, with or without cause, by two-thirds vote of the full Board of Directors affirmatively voting for removal at a regular or special Board meeting.
- 13. General Powers as to Negotiable Paper.** The Board of Directors may, from time to time, authorize the making, signature, or endorsement of checks, drafts, notes, and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.
- 14. Powers as to Other Documents.** Subject to Board approval, all material contracts, conveyances, and other instruments may be executed on behalf of the Corporation by the President, the Vice President, or the Treasurer.
- 15. Compensation.** Directors will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director.

ARTICLE IV - OFFICERS

- 1. Election or Appointment.** The Board of Directors shall elect the President and the Vice President. The President and the Vice President must be elected members of the Board of Directors during their term of office. The Board shall appoint a Treasurer. The Board may appoint any other Officers and agents as it may deem necessary for the transaction of the business of the Corporation. The election of Officers shall occur at the May Board meeting each year.
- 2. Term of Office.** The terms of office for the President and the Vice President shall be coterminous. Each term shall span from June through the next May or until their successors accept office. Each person serving as President shall do so for at least a one- year term. The President shall be eligible for re-election and service for up to two additional one-year terms. All terms must be consecutive. In the event the President wishes to stand for re- election, he or she must express such intention at or before the March meeting. To be re-elected, the Board of Directors must approve each additional term by an affirmative vote of not less than two-thirds (2/3^{rds}) of the Directors at the April meeting. At the conclusion of the President's last term of office, he or she shall not be eligible at any time thereafter to serve as President or Vice President. Each past President shall be eligible to attend Board meetings and serve as a non-voting advisor.

The Treasurer shall be appointed for a four (4) year term and serve until his or her successor is appointed and assumes office.

3. **The President.** The President shall serve as the presiding officer at all meetings of the members and the Board of Directors; act as ex-officio member of all committees and direct their activities; call meetings of the Board of Directors; and call a regular meeting when such a meeting is deemed necessary by a majority of the Board of Directors.
4. **The Vice President.** The Vice President shall be the President-elect for the year following the last term of the President. The Vice President shall fulfill his or her duty as a member of the Board of Directors and any committees to which he or she shall be named; act as surrogate for the President in case of absence or incapacitation; and perform any other tasks assigned to him or her by the President and/or the Board of Directors.
5. **The Athletic Department Liaison.** This person shall act as repository of all minutes, records, and publications of the Corporation. He or she shall take minutes of all meetings and ensure that the membership lists remain current. This person will also handle all routine business and keep accurate books to account for all transactions, policies, and activities.
6. **The Treasurer.** The Treasurer shall be the chief fiscal officer of the Corporation. As the chief fiscal officer of the Corporation, the Treasurer will oversee the management of the financial books and their accuracy. These books, together with all other property of the Corporation in his or her possession, shall be subject at all times to the inspection and control of the Board of Directors. The Treasurer shall turn over all Corporation books and other needed documents to the CPA to prepare financial statements pursuant to Article VI. The Board of Directors may direct that an audit be performed by a CPA, appointed by the President, prior to the assumption of office by a new Treasurer.

ARTICLE V - MEMBERS-AT-LARGE

1. **Members-at-Large.** The President may appoint Members-at-Large to support the Directors. Members-at-Large shall be dues current members and shall serve for a term of two (2) years maximum, with an option to renew. Members at Large will be expected to attend all Board meetings and contribute 8-10 hours per month, and more time during peak events. Members-at-Large are non-voting members of the Board of Directors.

ARTICLE VI - FISCAL YEAR

1. **Fiscal Year.** The fiscal year of the Corporation shall commence on July 1st and shall end on June 30th.

ARTICLE VII - CORPORATE FUNDS

1. **Funds.** Funds of the Corporation shall be received, safeguarded, and when necessary, disbursed, by the Athletic Department Liaison or Treasurer pursuant to guidelines as may be established by the Board of Directors. In the event that extraordinary expenditures are necessary, Presidential approval shall be requested. If corporate policy is involved, the approval of a majority of the Board of Directors shall be mandatory before expenses are incurred.
2. **Financial Statements.** A CPA recommended by the President and approved by a majority of the Board of Directors shall prepare reviewed financial statements (or, to the extent required by law, audited financial statements) to be filled with the appropriate federal, state, and local agencies in a timely manner each year. The financial statements and any related materials shall be presented to the Board at its next regular meeting.

ARTICLE VIII - INDEMNIFICATION

- 1. Indemnification.** The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or Officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, Officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, Officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.
- 2. Rights to Continue.** This indemnification will continue as to a person who has ceased to be a Director or Officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, Officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.
- 3. Insurance.** The Corporation will procure Indemnification insurance for its Directors and Officers in an amount determined to be sufficient by the Board of Directors. The Corporation will also procure General Liability insurance for its members and activities in an amount determined to be sufficient by the Board of Directors.

ARTICLE IX - CONFLICTS OF INTEREST

- 1. Disclosure.** When a member of the Board or an Officer is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board or Officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or Officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.
- 2. Voting.** Any Board member or Officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.
- 3. Statement of Position.** The foregoing requirements should not be construed to prevent a Board member or Officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

ARTICLE X - AMENDMENTS

- 1. Amendments.** These Bylaws may be amended by majority vote of all the Directors then in office. Any amendment(s) must be presented in writing to the Board of Directors at least three (3) weeks prior to the Board of Directors meeting at which the vote on the amendment takes place.

ARTICLE XI - MISCELLANEOUS

- 1. Transfer of Assets Following Dissolution.** Following dissolution of the Corporation, all of the assets of the Corporation, net of liabilities and obligations satisfied during a reasonable period of winding up, shall be transferred to the Athletic Department of the University of Michigan.