



The University of Michigan Band Alumni Association



Bylaws

BY-LAWS OF THE UNIVERSITY OF MICHIGAN BAND ALUMNI ASSOCIATION (A Michigan Non-Profit Corporation)

Version 8/21/08

ARTICLE I. **NAME**

Section 1.01 The Name of the organization shall be The University of Michigan Band Alumni Association (hereinafter the Association).

ARTICLE II. **PURPOSE**

Section 2.01 The purpose of the Association is to:

- (A) Render service and financial support to the University of Michigan Bands.
- (B) Encourage respect for the high standards which the Michigan Bands strive to uphold.
- (C) Promote goodwill and fellowship among current and former members and friends of the Michigan Bands.
- (D) Stimulate interest in the Michigan Bands among qualified potential students of the University of Michigan.
- (E) Participate actively in preserving the history of the University of Michigan Bands.
- (F) Accumulate funds, primarily from member contributions and dues, for scholarship awards to deserving Michigan Band members, and for other projects for the benefit of the Michigan Bands and the Association.

ARTICLE III. **OFFICES**

Section 3.01 The principal office and registered office of the Association shall be at such places in the State of Michigan, as the Board of Directors shall from time to time determine.

Section 3.02 The Corporation may have offices at such other places, either within or without the State of Michigan, as the Board of Directors may from time to time determine.

ARTICLE IV. MEMBERSHIP

Section 4.01 The classes of membership shall include: Regular, Regular Member in Good Standing (MGS), Life, Honorary Life, and Associate.

- (A) Regular membership shall include any individual who has been a member or director of any of the University of Michigan Bands and who supports the purposes of the Association as set forth in Article II.
- (i) Regular members are not entitled to vote or hold office.
- (ii) Membership in a University of Michigan Band shall be defined as successful completion of one (1) full term within a recognized, university sponsored band.
- (B) Regular Members in Good Standing are members as set forth in Section 4.01(A) and who have paid all required dues. Each regular member in good standing is entitled to one vote and is eligible to hold office in the Association.
- (C) Life memberships will be conferred on any person eligible for regular membership as set forth in Section 4.01(A) upon a single one time payment of life membership dues at the time of application. The life membership dues shall be determined by the Board. Life members shall be considered MGS, have one vote and are entitled to hold office in the association.
- (D) Honorary Life membership in the Association may be extended, in perpetuity, upon recommendation to and approval by the Board of Directors, to any person not eligible for regular membership in recognition of outstanding service to The University of Michigan Bands and/or this Association. Honorary Life members are not entitled to vote or to hold office in the Association.
- (E) Associate memberships may be offered to individuals who are not eligible to become Members in Good Standing. The Board shall determine different category types and set dues as deemed necessary. Associate members are not entitled to vote or to hold office in the Association.

Section 4.02 The Board of Directors reserves the right to:

- (A) Remove any Regular Member or Member in Good Standing from any official activity of the Association, immediately and without vote, when a minimum of two Directors and an official representative of the University of Michigan Bands Program agree to the necessity.
- (B) Suspend or expel any member from any or all activities for conduct that the Board of Directors deems detrimental to the purposes, objectives, or interests of the Association.
 - (i) The suspension or expulsion must occur at an official meeting of the Board of Directors, and by affirmative vote of two-thirds of the Directors present.
 - (ii) The member must be given notice of the proceedings and an opportunity to be heard in his or her own defense.
 - (iii) Suspension shall be defined as the loss of good standing for a period to be determined by the Board. Expulsion shall be defined as the loss of good standing in perpetuity.
 - (iv) All dues paid by the suspended or expelled member are forfeited for the duration of the suspension.

ARTICLE V. DUES

Section 5.01 Dues shall be in the form of an annual monetary contribution to the Association.

Section 5.02 The Board of Directors shall review and establish the amount of the annual dues for each membership class each year at the Board meeting prior to the annual membership mailing.

Section 5.03 Unpaid dues shall be deemed delinquent if unpaid by the opening of the annual general membership meeting resulting in a loss of good standing by the member [Section 4.01(B)] until such time as the dues are paid.

Section 5.04 After a single payment of Life Membership dues as described in Section 4.01(C), Life members shall be exempt from all future payment of dues.

Section 5.05 Honorary Life members are exempt from all dues.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.01 All rights, powers, duties and responsibilities relative to the management and control of the Association's property, business, and affairs are vested in the Board of Directors; hereinafter, the Board.

Section 6.02 The Board shall consist of fifteen Directors elected by a majority of the MGS and Life Members present at the annual general membership meeting of the Association. They shall serve for a term of three years.

- (A) The Board shall be divided into three classes of five Directors with the term of office of each class expiring in successive years.
- (B) Each Director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified (Section 6.07). Directors are eligible for successive terms.

Section 6.03 In addition to the fifteen Directors required by Section 5.2, past Presidents of the Association shall continue on the Board in perpetuity as Directors. Past presidents are not included in a quorum count. The voting ability of past Presidents to be determined by the Board.

Section 6.04 Each Director shall have one vote.

Section 6.05 All current conductors of bands having faculty status at The University of Michigan shall serve as ex-officio members of the Board, without vote.

Section 6.06 The Board may appoint ex-officio members as deemed necessary. Appointed members shall not have voting privileges and shall not be included in a quorum count.

Section 6.07 Each Director shall qualify either by accepting his election as a Director in writing or by participating at a meeting of the Board.

Section 6.08 A two-thirds majority of the number of the Directors entitled to vote may remove any Director and fill the vacancy, subject to the provisions of Michigan law governing the removal of Directors.

Section 6.09 A Director that has been absent for three or more consecutive Board meetings may be removed by a two-thirds majority vote of the Board at the next Board meeting provided the Director is given notice of the proceedings and an opportunity to be heard in his or her own defense.

Section 6.10 Vacancies caused by removal, death or resignation of any Director or for any other reason excluding Section 10.03(F), are to be filled by the affirmative vote of a majority of the Directors then in office at the next regular or special meeting of the Board.

ARTICLE VII. OFFICERS

Section 7.01 The Officers of The University of Michigan Band Alumni Association shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 7.02 The powers and duties of the Officers shall be:

- (A) The President shall preside at all meetings, appoint all committee chairs (except Finance and Communications committee) and serve as ex-officio member of all committees, excluding nominations

- (B) The Vice-President shall perform duties as assigned by the Board. In the absence of the President, the Vice President shall perform the duties of the President. The Vice-President shall serve as the chair of the Communications Committee.
- (C) The Secretary shall provide the minutes of all meetings of the Board or general membership and preserve records of ongoing affairs of the Association.
- (D) The Treasurer shall collect, record, disburse and maintain such monies as may be involved in meeting the objectives of the Association and shall present a financial statement at regular meetings of the Board or general membership. The Treasurer shall serve as the chair of the Finance Committee.

Section 7.03 At the discretion of the Board, the duties of the Secretary and the Treasurer may be combined in a single office.

Section 7.04 Officers shall be elected annually by members of the Board at its first meeting following the annual general membership meeting, and shall serve until the next election.

Section 7.05 Officer vacancies will be filled by election at the next regular or special meeting of the Board.

Section 7.06 The term of office for the President and the Vice-President shall not exceed two consecutive years. Individuals holding these respective positions shall, however, be eligible to again serve in these capacities after having been out of office for one year.

ARTICLE VIII. MEETINGS

Section 8.01 A meeting of the general membership of the Association shall be held at least once each year. The exact time and place shall be determined by the Board.

- (A) The purpose of the annual meeting shall be for election of the Board, receiving the annual reports of Officers, Directors and committees, and for the transaction of such other business as may be properly brought before the meeting. All members are to be notified, no less than 30 days prior of the time and place of an annual meeting of the general membership.
- (B) Additional meetings of the general membership may be called at the discretion of the Board with not less than 14 days prior notice to the MGS.
- (C) Fifty MGS or Life Members shall constitute a quorum at any meeting of the general membership. There shall be required for the adoption of any action by the general membership the majority vote of members present at the meeting.

Section 8.02 All meetings of the association shall be run according to Robert's Rules of Order, except in situations that conflict with these bylaws.

Section 8.03 Regular meetings of the Board shall be held at such times and places as the Board shall determine; however, the Board shall meet at least quarterly.

(A) A minimum of 14 days notice to every Director shall be required for any regular meeting of the Board.

Section 8.04 A simple majority of those Directors elected by the general membership shall constitute a quorum at any meeting of the Board. Any less number must adjourn until a quorum is present.

Section 8.05 Special meetings of the Board shall be held whenever called by the President, or by a majority of the Directors then in office. Notice of the time and place of holding each special meeting shall be given to each Director at least two weeks before the meeting. Any and all business may be transacted at any special meeting and the notice need not specify the purpose of the meeting or the business that may be transacted there at.

Section 8.06 The Board may hold their meetings in such place or places as the Board from time to time shall determine.

Section 8.07 Directors shall be entitled to receive compensation for their services as shall be determined by the general membership.

Section 8.08 In the absence of both the President and Vice President, a Chair shall be elected from the Directors present.

Section 8.09 The Secretary of the Association shall act as Secretary of all meetings; but in the absence of the Secretary, the Chair may appoint any person to act as Secretary of the meeting.

Section 8.10 A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as Secretary of the Association immediately after the adjournment of the meeting. It shall be the duty of the Secretary to record such dissent in the minutes immediately following the recording of the vote. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 8.11 A director not present at the meeting may, if they deem necessary, file a written dissent to actions taken by the Board with the person acting as Secretary of the Association within 7 days of the publishing of the meeting minutes. It shall be the duty of the Secretary to record such dissent in the minutes of the meeting.

ARTICLE IX. COMMITTEES

Section 9.01 Each committee shall be required to have at least one Director as a member. Committee members are not required to be Directors, or MGS.

Section 9.02 Each committee shall to the extent not otherwise provided by the Board or by these By-Laws, determine its own rules, and shall submit to the Board at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the Board, which actions shall be subject to revision or alteration by the Board; provided, however, that no rights of third parties shall be affected adversely by any such revision or alteration.

Section 9.03 Standing committees consist of the following:

- (A) Executive: The Executive committee shall consist of the President, Vice President, Secretary and Treasurer.
- (B) Finance: Pertaining to all financial matters of the Organization. The Treasurer shall be committee chair.
- (C) Reunion Activities: Pertaining to all matters relating to reunion activities and the “Blast from the Past.”
- (D) Communication: Pertaining to all matters relating to correspondence. The Vice President shall be committee chair.
- (E) Nominating: As stipulated in ARTICLE X.
- (F) Membership Activities: Pertaining to all non-reunion activities for members of the Association for recruiting and social functions.

Section 9.04 The Board may from time to time appoint additional committees from among its Directors or otherwise as it may deem desirable, and shall provide for their powers and duties.

ARTICLE X. ELECTION OF DIRECTORS/OFFICERS

Section 10.01 Nominations for the office of Director shall be made by the Nominating Committee, a standing committee composed of the immediate Past President and two Directors appointed by the President. These recommendations shall be presented to the general membership of the Association at each annual meeting.

Section 10.02 A slate of Officers will similarly be prepared by the Nominating Committee and presented to the Board at its first meeting following the annual meeting of the general membership each year. Nominations from the floor will also be in order.

Section 10.03 Nominations and Voting:

- (A) Nominations and/or requests from candidates must be received, in writing, at the second Board meeting prior to the GMM. Nominations from the floor at the annual membership meeting are not allowed.
- (B) The Board submits the list of candidates to the Nominating Committee.
- (C) The Nominating Committee reviews the candidates for that Board class and submits a slate to the Board at the meeting prior to the GMM. The slate may contain from zero to five candidates.
 - (i) The Nominating Committee may, as necessary, solicit suitable candidates prior to submitting the slate to the Board.
- (D) At the GMM the slate is voted upon. A majority vote is required to elect the slate.
- (E) If a majority vote is not achieved, the slate is removed, and all candidates (from Section 10.03(A)) are voted upon individually by written ballot. No MGS may vote for more than the number of open positions. Winning nominations are determined by the highest majority vote count to the maximum number of positions. Cumulative voting (a single MGS voting more than once for one candidate) is not permitted.

(F) Vacancies remaining after an election are to be filled by the Board at the second meeting after the GMM. Vacancies from this cause can NOT be filled by candidates that were not approved by the membership vote at the GMM.

(G) No proxies are allowed during this process. MGS must be present to vote.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The Association shall, to the extent now or hereafter permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines or amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 11.01 The Association shall, to the extent now or hereafter provided by law, indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Any such indemnification (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination the indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth herein. Such determination shall be made in either of the following ways:

- (A) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.
- (B) If such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 11.02 The Association shall have power to the extent now or hereafter provided by law, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such.

Section 11.03 No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership association, or other organization in which one or more of its directors, officers or employees are directors, officers or employees of this Association or have some other financial interest in this Association shall be void or voidable solely for this reason, or solely because the director, officer or employee is present at or participates in the meeting of the Board or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (A) The material factors as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- (B) The contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified, by the Board or a committee thereof.
- (C) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.

ARTICLE XII. FISCAL YEAR

Section 12.01 The fiscal year of the Association shall be determined by the Board.

ARTICLE XIII. AMENDMENTS AND ADDITIONS

Section 13.01 These By-Laws may be amended at a meeting of the general membership by a two-thirds vote of the Members in Good Standing present.

Section 13.02 The Board may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Association. These rules are to be kept in the Standing Rules. MGS may request a copy of the standing rules at any time.

Section 13.03 Amendments may be proposed by any one Director, or by five MGS. Proposed amendments must be presented to the Board at least three Board meetings prior to the annual GMM. Any Board approved proposal must be presented to the members prior to the GMM.

ARTICLE XIV. MISCELLANEOUS PROVISIONS

Section 14.01 All conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board and shall be executed on behalf of the Association by such officers or agents as may be specifically authorized by the Board or these By-Laws.

Section 14.02 All checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed and countersigned by such officers of the Association and/or other persons as the Board shall from time to time by resolution designate.

Section 14.03 No loans and no renewals of any loans shall be contracted on behalf of the Association except as authorized by the Board, or as otherwise provided by these By-Laws. When authorized so to do, any officer or agent of the Association may effect loans and advances for the Association from any bank, trust company or other institution or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness or the Association. When authorized so to do, any officer or agent of the Association may pledge, mortgage hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Association any and all stocks, securities and other personal or real property at any time held by the Association, and to that end may endorse, assign and deliver the same. Such authority may be general or confined to specific instances.

Section 14.04 Any notice required by statute or by these By-Laws to be given to the directors, or to any officers of the Association, unless otherwise provided herein or in any statute, shall be given by mailing to such director or officer at his or her last address as the same appears on the records of the Association, and such notice shall be deemed to have been given at the time of such mailing.

Section 14.05 Whenever any notice is required to be given under the provisions of these By-Laws to any person or persons, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Presence at any meeting, in person or by proxy, without objection to the manner in which notice of the meeting has been given, shall be deemed a waiver of notice thereof.

Section 14.06 Any action required or permitted by the Act to be taken at an annual or special meeting of the members of the Board or a committee thereof may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting the forth the actions so taken is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take action at the meeting at which all members entitled to vote thereon were present and voted, or all members of the Board or of the committee consent thereto in writing. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

Section 14.07 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that the

corporation 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 in (F) above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 14.08 Upon the dissolution of the corporation assets shall be distributed for one of more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.