

**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**

**Section 1. Organization.**

The Corporation is organized on a membership basis.

**Section 2. Membership.**

The membership of the corporation shall consist of: (a) all men and women who have been awarded an "M" letter at 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 two-thirds (2/3) vote of the Board of Directors (BOD), and (e) all elected Honorary "M" members.

**Section 3. Honorary "M" Members.**

Eligibility. Persons eligible to receive an Honorary "M" are (a) individuals who have rendered exceptional service to Michigan athletics; or (b) individuals who have made outstanding contributions to intercollegiate athletics.

Procedure for Awarding Honorary "M". A slate ("Slate") of Honorary "M" nominees must be presented to the BOD, in writing, by the Governance and Nominations Committee at least two (2) months prior to the final BOD Meeting held in May. The BOD shall review and discuss the merits of each proposed nominee in the Slate. No more than three (3) Honorary "M" members may be elected in any one year, and will be confirmed by a two-thirds (2/3) vote of the BOD as follows:

- i. If three (3) or more nominees are presented in the Slate: Each Director will be able to cast up to three (3) votes. Nominees receiving a two-thirds (2/3) vote of the BOD are confirmed as Honorary "M" members. If, however, no nominees receive a two-thirds (2/3) vote of the BOD, a second and final round of voting will occur on the three (3) nominees receiving the most votes, plus ties, from the first round. Each Director will be able to cast up to two (2) votes. Nominees receiving a two-thirds (2/3) vote of the BOD are confirmed as Honorary "M" members. If no nominees receive a two-thirds (2/3) vote of the BOD, no Honorary "M" members will be elected.
- ii. If two (2) nominees are presented in the Slate: Each Director will be able to cast up to two (2) votes. Nominees receiving a (2/3) two-thirds vote of the BOD are confirmed as Honorary "M" members. If, however, no nominees receive a two-thirds (2/3) vote of the BOD, a second and final round of voting will occur on the same two (2) nominees.

Each Director will again be able to cast up to two (2) votes. Nominees receiving a two-thirds (2/3) vote of the BOD are confirmed as Honorary "M" members. If no nominees receive a two-thirds (2/3) vote of the BOD, no Honorary "M" members will be elected.

- iii. If one (1) nominee is presented in the Slate: Each Director will be able to cast up to one (1) vote. A nominee receiving a two-thirds (2/3) vote of the BOD is confirmed as an Honorary "M" member. If nominee does not receive a two-thirds (2/3) vote of the BOD, no Honorary "M" member will be elected.

The Honorary "M" members who are dues-current after the year of their election, have the right to vote and hold office.

#### **Section 4. Disputes.**

Any dispute as to eligibility for membership shall be resolved and confirmed by a two-thirds (2/3) vote of the BOD.

#### **Section 5. Dues.**

Undergraduate athletes who have received a varsity "M" letter and "M" 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 BOD. Any member not current in his or her dues may be removed from mailing and electronic lists of the Corporation, and/or may be deprived of member privileges as determined by the BOD.

#### **Section 6. Non-Assignability and Non-Transferability of Membership.**

Membership in the Corporation shall not be assignable or transferable.

#### **Section 7. Membership Voting.**

All current dues paying members are eligible to vote on matters that the BOD brings forward where they desire membership input. These items would be posted to membership at least 48 hours in advance of a vote. Any membership vote decision must be approved by two-thirds (2/3) of members who are casting a vote. Current members may cast one vote in person, by proxy, or absentee ballot.

## **ARTICLE II**

### **BOD Meetings**

#### **Section 1. Conduct of Meetings.**

BOD meetings shall be conducted in an orderly and businesslike manner. Meetings shall be presided over by the President, or if he or she is not present, by the Vice President. In the absence of the Chair and Vice Chair, the quorum present may choose a chair for the meeting.

#### **Section 2. Quorum and voting.**

A quorum shall consist of a simple majority of the BOD, including those Directors participating

by telephone or video conference in accordance with Section 10 below. If a quorum is not present, a lesser number may adjourn the meeting to a later day, when a quorum can be convened. Only current dues-paying Directors may vote. Unless otherwise specified in these Bylaws, the vote of a simple majority of the Directors present at a meeting at which a quorum is present will constitute the action of the BOD.

**Section 3. Monthly BOD Meetings.**

The business portion of the meetings shall include the following (order to be determined by the President):

1. Call to Order
2. Introductions, Roll Call and Establish Quorum
3. Prior Meeting Minutes Approval
4. Consent Agenda
5. Items Requiring Vote
6. Athletic Department Update
7. Student Athlete Advisory Committee (SAAC) Update
8. President's Topics
9. Committee Updates
10. New Business
11. Motion to Adjourn

**ARTICLE III**

**Directors**

**Section 1. Directors.**

The Directors (Directors, singular Director) of the Corporation shall be up to eighteen (18) in number but no less than eleven (11). Directors shall be elected annually at the May BOD meeting per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting and shall hold office for the term of two (2) years. The immediate past President shall be an ex-officio non-voting member on the BOD. Diversity among the BOD as to representative sports is encouraged but not mandatory. Each Director of the BOD shall serve in that capacity for not more than three (3) terms. A Director, however, who is serving as President per Article IV Executive Committee, Section 3. Term of Office may serve one (1) additional one (1) year term as Director (7<sup>th</sup> year), if and only if, the second year serving as President coincides with the sixth year serving as Director and is re-elected President per the "one (1) additional year (third year)" provision of that Section 3.

**Section 2. Eligibility.**

All dues-current members are eligible to serve on the BOD.

**Section 3. Resignation.**

A Director may resign at any time by filing his or her written resignation with the President.

Approved by BOD February 8, 2024.

**Section 4. Vacancy.**

In case of any BOD vacancy where the vacancy takes the BOD count below eleven (11), the remaining Directors must fill the vacancy based on conference call and/or electronic vote, or in person during the next regular meeting of the BOD or any meeting thereafter. In the event the BOD count falls below eighteen (18) the remaining Directors have the option to fill the vacancy based upon conference call and/or electronic vote, or in person during the next regular meeting of the BOD, or any meeting thereafter.

Any member of the BOD 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. The candidate will be elected per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting, as follows: (a) If no more than two (2) members are nominated, the candidate receiving the most votes will be elected to fill the vacancy. (b) If more than two (2) candidates are nominated, the BOD shall vote in two rounds. In the first round, the two (2) 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.

**Section 5. Regular Meetings.**

The BOD shall meet monthly from August through May, equating to ten (10) times annually.

**Section 6. Special Meeting.**

Special meetings of the BOD shall be held whenever called by the President or upon written request of any four (4) Directors.

**Section 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 BOD will be given to each member of the BOD 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.

**Section 8. Confidentiality of Corporate Business.**

Each member of the BOD 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 BOD. Confidential Information includes, but is not limited to, membership lists, bank records and financial records.

**Section 9. Participation by Video or Conference Call.**

A member of the BOD or other invited person may participate in a meeting of the BOD by teleconference, video conference or other similar electronic means through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the communications means, 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.

**Section 10. Ex-Officio Members.**

The Athletic Director and the immediate past President can serve as non-voting Ex-Officio members of the BOD. In addition to these Ex-Officio members, the BOD may elect to have up to two (2) additional Ex-Officio members per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting. These members are non-voting and will serve a one-year term that can be renewed by a BOD vote. Ex-Officio members are nominated by the BOD to offer specific skills, knowledge, or experience to advance the "M" Club.

**Section 11. Removal.**

Any Director may be removed, with or without cause, by a two-thirds (2/3) vote of the BOD affirmatively voting for removal at a regular or special BOD meeting.

**Section 12. General Powers as to Negotiable Paper.**

The BOD 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.

**Section 13. Powers as to Other Documents.**

Subject to BOD approval, all material contracts, conveyances, and other instruments may be executed on behalf of the Corporation by the President, the Vice President, Secretary, or the Treasurer.

**Section 14. 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**

**Executive Committee**

**Section 1. Executive Committee.**

The members of Executive Committee of the Corporation shall be President, Vice President, Secretary, and Treasurer.

**Section 2. Election or Appointment of Executive Committee Members.**

The BOD shall elect the President and the Vice President per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting. The President and the Vice President must be elected Directors of the BOD during their term of office. The BOD shall appoint a Treasurer and Secretary. Individuals interested in the President and Vice President Officer roles must express their intent to the BOD in writing by the March BOD meeting. Treasurer and Secretary appointments are made by verbally nominating individuals and if they accept, per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting. The election of the Executive Committee shall occur at the May BOD meeting each year.

### **Section 3. Term of Office.**

The term of office for the President shall be two (2) years. Service shall span from June through May (of their second year) or until their successor accepts office. The President shall be eligible for re-election and service for one (1) additional year (third year). All terms must be consecutive. In the event the President wishes to stand for a third year, he or she must express such intention at or before the March BOD meeting. To be re-elected, the BOD must approve each additional term per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting at the April meeting. At the conclusion of the President's last term of office, be it at the end of the two (2) year term, or at the end of the consecutive one (1) additional year (third year), he or she shall not be eligible at any time thereafter to serve as President or Vice President.

The term of office for the Vice President shall be one (1) year. Service shall span from June through May or until their successor accepts office. The Vice President shall be eligible to serve up to three (3), one (1) year terms. Such terms as Vice President may be consecutive or non-consecutive. At the conclusion of the Vice President's third term of office, he or she shall not be eligible at any time thereafter to serve as Vice President.

The Treasurer shall be appointed for a two (2) year term and serve until his or her successor is appointed and assumes office. The Treasurer may be re-appointed. The Secretary will serve a one (1) year term and may be re-appointed annually.

### **Section 4. Executive Committee Functions.**

The Executive Committee will follow approved policies and procedures to lead the Corporation.

Their functions shall be:

*President* - shall preside at all the meetings of the Corporation and the BOD. Any legal and financial documents must be approved by the President and, when appropriate, another designee of the BOD as required by law or stated in the bylaws. The President is the primary liaison to the University of Michigan Athletic Department. The President is an Ex-Officio member of all committees.

*Vice President* - shall be responsible for organizing and overseeing annual elections, assisting the President, and serving as BOD Parliamentarian. In addition, in the absence of the President, or in

the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President.

*Secretary* - shall be responsible for keeping minutes of all meetings of the Corporation and BOD and see that all notices are duly given in accordance with the provision of these bylaws or as required by law.

*Treasurer* – shall be responsible for the oversight of the Corporation's funds and securities and shall perform all acts incident to the position of Treasurer as specified by the BOD. 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 always be subject to the inspection and control of the BOD. The Treasurer shall turn over all Corporation books and other needed documents to the CPA to prepare financial statements pursuant to Article VI. The BOD may direct that an audit be performed by a CPA, appointed by the President, prior to the assumption of office by a new Treasurer.

In the event an Executive Committee member steps down or relinquishes their position mid-term, the following will happen:

President: The Vice President will assume all duties of the President.

Vice President: The BOD will accept nominations from BOD members and vote to fill the vacancy, per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting, within two months of the Vice President stepping down. The incoming Vice President will fulfill the remainder of the Vice President term until the next voting cycle.

Secretary: The BOD will accept nominations from BOD members and vote to fill the vacancy, per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting, within two months of the Secretary stepping down. The incoming Secretary will fulfill the remainder of the exiting Secretary's term.

Treasurer: The BOD will accept nominations from BOD members and vote to fill the vacancy, per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting, within two months of the Treasurer stepping down. The incoming Treasurer will fulfill the remainder of the exiting Treasurer's term.

## ARTICLE V

### Members at Large

#### **Section 1. Members at Large.**

The BOD may appoint Members at Large to support the M Club and serve at the direction of

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the BOD. Members at Large shall be dues current members and shall serve for a term of two (2) years maximum. Members at Large will be expected to attend all BOD meetings and contribute 8-10 hours per month, and more time during peak events. Members at Large are non-voting members of the BOD. Members at Large are nominated by members of the BOD and individuals will be elected to serve in this role per the voting provision of Article II. BOD Meetings, Section 2. Quorum and Voting.

## **ARTICLE VI**

### **Fiscal Year**

#### **Section 1. Fiscal Year.**

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

## **ARTICLE VII**

### **Corporate Funds**

#### **Section 1. Funds.**

Funds of the Corporation shall be received, safeguarded and when necessary, disbursed, by the Treasurer pursuant to guidelines as may be established by the BOD. If expenditures over \$5,000 are necessary, Presidential approval shall be required. If corporate policy is involved, approval by a two-thirds (2/3) vote of the BOD is required before expenses are incurred.

#### **Section 2. Financial Statements.**

A CPA recommended by the President and approved by a two-third (2/3) vote of the BOD, shall prepare reviewed financial statements (or, to the extent required by law, audited financial statements) to be filed 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 BOD at its next regular meeting.

## **ARTICLE VIII**

### **Indemnification**

#### **Section 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 BOD 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.

**Section 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 BOD 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.

**Section 3. Insurance.**

The Corporation will procure Directors and Officers Insurance. The Corporation will also procure General Liability insurance for its members and activities in an amount determined to be enough by the BOD.

**ARTICLE IX**

**Conflicts of Interest**

**Section 1. Disclosure.**

When a member of the BOD is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the BOD has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the BOD and made a matter of record, either when the interest becomes a matter of BOD action or as part of a periodic procedure to be established by the BOD. An affiliation with an organization will be considered to exist when a BOD member 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.

**Section 2. Voting.**

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Any BOD member having a duality of interest or possible conflict of interest on any matter should not use his or her personal influence on the matter, and a Director should not vote upon the matter. As long as quorum has been established per Article II, Section 2., and an interested Director abstains from voting, the voting requirement for the matter voted upon, shall be based solely upon the votes of the disinterested Directors. The minutes of the meeting should reflect that the disclosure was made, that the interested Director abstained from voting, that quorum had previously been established, and that the vote was based solely upon the disinterested Directors.

**Section 3. Statement of Position.**

The foregoing requirements should not be construed to prevent a BOD member from stating his or her position on the matter under consideration, nor from answering questions of other BOD members relating to the matter.

**ARTICLE X**

**Amendments**

**Section 1. Amendments.**

These Bylaws may be amended by a two-third (2/3) vote of the BOD. Any amendment(s) must be presented in writing to the BOD at least two (2) weeks prior to the BOD meeting at which the vote on the amendment takes place.

**ARTICLE XI**

**Miscellaneous**

**Section 1. Transfer of Assets Following Dissolution.**

Following dissolution of the Corporation, all 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.

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Approved by BODXXX YYY, 2024.

Approved by BOD February 8, 2024.