

***The Martha Cook Alumnae Association***  
***Constitution***  
***Revision as of June 30, 2009***

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We, the alumnae of Martha Cook Building of Ann Arbor, Michigan, now residents of the world, in order to deepen the bonds of our college friendships; to preserve our collegiate memories and reaffirm our loyalty to the University of Michigan; and to constitute a union which may be of practical support and benefit to the administrative board and present residents of the Martha Cook Building--do establish this constitution for the Martha Cook Alumnae Association.

**ARTICLE I (Name)**

Sec. 1: This organization shall be known as: Martha Cook Alumnae Association.

**ARTICLE II (Membership)**

Sec. 1: Membership shall be open to the alumnae of the Martha Cook Building.

Sec. 2: Regular members shall be those alumnae who have paid their yearly dues by June 30 of the current fiscal year.

Sec. 3: Honorary membership may be granted by a vote of the Board of Directors of the Martha Cook Alumnae Association.

**ARTICLE III (Election of Officers)**

Sec 1: The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of whom shall serve for one fiscal year which shall run from July 1<sup>st</sup> through June 30<sup>th</sup>, or until their successors are elected.

Sec. 2: The President shall be elected in sufficient time to assume office July 1. Election shall be by a majority of regular (dues paying) members who have cast a ballot through a mail vote or at a meeting of the Association.

Sec. 3: The Vice President, Secretary, and Treasurer shall be elected by the Board of Directors from among their own number at the last board meeting of the fiscal year to serve the following year.

Sec. 4: The Association shall be governed by a Board of Directors which shall consist of the President and not fewer than the number required by Michigan state law for nonprofit organizations. Board members shall be elected for a term of three years and shall served no more than 2 consecutive terms.

Sec. 5: The Board of Directors shall be empowered to fill all vacancies occurring during the

fiscal year and to create and fill any other offices it may deem desirable.

Sec. 6: The office of a member of the Board of Directors shall be considered vacant upon three consecutive absences without acceptable excuse to the President or Vice President.

Sec. 7: All officers shall be elected by ballot except when the number of nominees does not exceed the number to be elected, in which case election may be an oral vote.

Sec. 8: A majority of all valid ballots cast shall constitute election.

#### **ARTICLE IV (Meetings)**

Sec. 1: The Association shall hold one event each fiscal year to benefit the Martha Cook Alumnae Memorial Fund or other fund of the Martha Cook Building and any other events at such time and place as the Board may find advisable.

Sec 2: There shall be a minimum of six board meetings a year.

#### **ARTICLE V (Quorum)**

Sec 1: At a meeting of the Board of Directors, a quorum shall consist of a majority of the Members of that body.

#### **ARTICLE VI (Gifts)**

Sec 1: Money raised by the Association in connection with the Martha Cook Alumnae Memorial Fund or other fund of the Martha Cook Building shall constitute the minimum donation to the respective fund for the fiscal year.

Sec. 2: Additional gifts for the benefit of the Martha Cook Building or its residents may be given at the discretion of the Board.

#### **ARTICLE VII (Amendments)**

Sec 1: This constitution may be amended by a majority of the regular members who have cast a ballot through a mail vote or at a meeting of the Association, the proposed amendment having been submitted in writing to the regular members.

Sec 2: By-laws may be adopted, amended, or repealed in the same manner as the constitution may be amended, or by a two-thirds vote of the Board of Directors.

#### **ARTICLE VIII (Chapters)**

Sec. 1: A chapter of the Alumnae Association may be created when a group of alumnae

wish to do so and when their chapter status is approved by the Alumnae Association Board. A minimum of 8 members is recommended to establish a chapter.

- Sec. 2: Chapter dues shall be set by the chapter and will include Association dues as set by the Association. They will be paid to the Chapter treasurer who will notify the Association of the members' names and will send the Association portion to the Martha Cook Alumnae Association.
- Sec. 3: Whenever geographically possible, a representative from each chapter, either an officer or a volunteer from the membership, will serve on the Alumnae Association Board of Directors. Otherwise, a chapter liaison will be assigned to keep the Alumnae Association apprised of all current chapter activities.
- Sec. 4: Each chapter will retain control over scholarship funds or other funds which it has established unless it agrees to relinquish control of those funds to the Alumnae Association.
- Sec. 5: Each chapter will set its own bylaws and select its own officers.
- Sec. 6: The Alumnae Association and its chapters may jointly and separately sponsor events.

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**\*\*\*BY-LAWS\*\*\***

**ARTICLE I (Dues)**

- Sec 1: Annual dues shall be set by a majority vote of the Board of Directors at their first meeting of the fiscal year.

**ARTICLE II (Duties of the Officers)**

- Sec 1: The regular term of office of all officers shall coincide with the Association's fiscal year July 1 to June 30.
- Sec. 2: The President shall be regular and prompt in attendance at meetings fo the Association and Board of Directors; shall call meetings to order at the specified time; shall conduct the meetings in true parliamentary form,giving consideration to all members; shall present a yearly report of the Association at the last board meeting; and shall gather all Association material and records at the last board meeting of the year for transmission to her successor by July 1.
- Sec. 3: The Vice President shall take the chair in the absence of the President or when requested to do so by the President; and shall become Acting President in case the disability of the President is permanent and until a new President is elected.

- Sec. 4: The Recording Secretary shall take accurate minutes of the board meeting; shall keep attendance records at board meetings and furnish to the Corresponding Secretary the name of any board member who has missed two consecutive meetings without excuse so that board members can be notified and shall keep a copy of the constitution and by-laws ready for inspection at any meeting or when needed for reference.
- Sec. 5: The Corresponding Secretary shall answer all communication; shall send out proper notices of board meetings; and notify board members when they have missed two consecutive meetings without excuse.
- Sec. 6: The Treasurer shall have custody of all funds; shall collect dues; shall pay all approved bills; shall submit a report of all receipts and disbursements at each regular board meeting; shall see that the donation to the Martha Cook Alumnae Memorial Fund is properly received by the University before the end fo the fiscal year; and shall submit a yearly report to the last board meeting of the fiscal year.
- Sec. 7: All officers upon retiring from office shall deliver their records (monies, accounts, papers, and other property belonging to the Association) to the outgoing President at the last board meeting of the fiscal year for the transmission to the incoming President by July 1.

## **ARTICLE II (Committees)**

- Sec. 1: The President shall designate one board member to be responsible for membership records, one to chairwoman of the Nominating Committee, and the other committee chairwomen as the need arises.
- Sec.2: The President shall appoint board members or regular members of the Association as chairwomen for the Christmas Breakfast, Scholarship Event, and other events as necessary.
- Sec. 3: The President shall appoint a board member or a regular member fo the Association as Scholarship Consultant, and ship may fill such other liaison posts as the need arises.

## **ARTICLE IV (Meetings)**

- Sec. 1: The regular meeting of the Board of Directors shall be held at a time and place designated by the President with the approval of the Board of Directors.
- Sec. 2: The order of business shall be (A) Call to Order, (B) Roll Call, (C) Reading of Minutes, (D) Reports of Officers, (E) Committee Reports, (F) Unfinished Business, (G) New Business, (H) Adjournment.

## **ARTICLE V (Disbursements)**

Sec. 1: In the event the Association should be disbanded, net assets will be distributed to an organization or fund for similar purpose (non-profit promoting education and connected with the University of Michigan) as determined by a two-thirds vote of the Board of Directors in office during the last operating fiscal year of the Association.

## **STANDING RULES**

Rule 1: The President, Treasurer, and Chairwomen of the Christmas Breakfast, Scholarship Event, and any other events shall submit a full report of her activity to the (1) President, (2) Recording Secretary, and (3) file to her successor.

Rule 2: The Chairwoman of the Nominating Committee shall secure two members to serve with her to present candidates for President and members of the board for the following fiscal year. The President will notify the Chairwoman by January 15th of the deadline for nominations in order to allow sufficient time for election procedure as specified in the Constitution (Article III, Sec.2 4).

Rule 3: Board members elect win be invited to attend the last board meeting of the fiscal year prior to the start ,of their term of office.