



Bylaws of the Michigan Technological University Alumni Association Board of Directors originally approved 2015.

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Terminology

1. The Michigan Technological University Alumni Association Board of Directors is hereinafter referred to as the Board.
2. Members of the Board, whether elected or appointed, are hereinafter referred to as Directors.
3. The Michigan Technological University Alumni Association is hereinafter referred to as the Association (also known as MTUAA and the Michigan Tech Alumni Association).
4. Michigan Technological University is hereinafter referred to as the University, MTU, or Michigan Tech.
5. The Officers of the Board are the President, Vice President, Treasurer, Secretary, and Immediate Past President.
6. The Officers of the Board constitute the Executive Committee.
7. Life Directors are past Board members who wish to remain engaged in the activities of the Board.

Purpose

These Bylaws are a supplement to the Board Constitution that provides guidance for the operation of the Board.

Election of Directors

1. Candidates for nomination to the Board shall be solicited from the Alumni by December 1 of odd numbered years. Solicitation should use means such as social media, Alumni Newsletter, personal contacts, etc. to ensure a spectrum of candidates that represents the entire Association.
2. Candidates shall then be reviewed by the Governance Committee for approval as nominees.
3. Nominees for Directorship, after approval by the Governance Committee, shall then be presented to the Board in the first quarter Board Meeting (typically at Winter Carnival) in even numbered years. The Board will then approve or disapprove the nominees individually by majority vote. Said vote can be conducted by appropriate means as determined by the Governance Committee.
4. New Directors shall take office on July 1st of even numbered years and thereby replace Directors who took office six years earlier.
5. The names of new Directors shall then be published to the membership of the Association before Alumni Reunion in that same year.
6. Director vacancies can be filled by the Board through special elections. The process to be followed for special elections will be determined by the Executive Committee.

Election of Officers

1. The President, Vice President, Treasurer, and Secretary shall be elected by a simple majority of the Board.
2. Appointed and student Directors are not eligible to be Officers.
3. Nominations for Officers shall be opened at the first quarter Board Meeting (typically at Winter Carnival) in even numbered years. Nominations will be held open for 30 days.
4. Elections of Officers will be held as determined by the Governance Committee within 90 days of nominations being closed and in sufficient time to allow newly elected officers to assume their duties on July 1 of even numbered years.
5. The candidate for an office receiving the most votes will be declared the winner. In the case of a tie vote, the vote will be taken again with the two candidates receiving the most votes being on the ballot. If still tied, the two candidates will each serve a term of one year, with the candidates drawing lots to determine who serves the first term.
6. Officers will take office on July 1st of even numbered years.
7. Officer vacancies can be filled by the Board through special elections. The process to be followed for special elections will be determined by the Executive Committee.

Director Duties and Responsibilities

1. All Directors shall make an annual financial contribution to the University.
2. All Directors shall attend at least one local Alumni event annually.
3. Directors shall actively participate in Board Committees if appointed by the President.
4. All Directors shall attend in-person Board meetings unless excused by the Executive Committee for substantial reasons. Acceptance of a Director's excuse is solely up to the discretion of the Executive Committee.

5. All Directors must discharge their duties in good faith and avoid participating in any activity of the Board where there exists an actual or perceived conflict of interest. Such conflicts should be brought to the attention of the Board by the individual Director involved but may be noted by other Directors or Association members.
6. Directors shall not use their position on the Board or information obtained as a result of their service on the Board to obtain financial gain or advantage for themselves or members of their family, academic, or business associates.
7. With respect to Board decisions, Directors who become aware of circumstances that pose an actual or potential conflict of interest must recuse themselves from the decision-making process and take no part in the discussion or the vote. If said Director(s) have specialized knowledge of the topic that would be useful to the Board discussion, they can choose to communicate that information privately to the President.
8. Directors may resign their position by submitting a letter of resignation to the President.

Meetings

1. The Board shall meet in person no less than twice a year.
2. Other Board meetings, including teleconferences, video conferences, and online meetings, may be called by the President.
3. A quorum for conducting the business of the Board shall be a majority of the Directors holding office.
4. Directors must be given least 30 days advance notice of any in-person Board meetings.
5. Directors must be given least 7 days advance notice of any teleconferences, video conferences, or online Board meetings.
6. In the President's absence, the Vice President can conduct and preside over Board and Executive Committee meetings.
7. In the President's and Vice President's absence the Treasurer can conduct and preside over Board meetings.
8. In the President's, Vice President's, and Treasurer's absence the Secretary can conduct and preside over Board meetings.
9. Matters considered by the Board for a vote shall be passed by a simple majority of the Directors present, except as otherwise defined in these Bylaws.
10. Committee meetings, including teleconferences, video conferences, and online meetings, may be called by Committee chairs as necessary.
11. All open session meetings of the Board are open to any member of the Association who wishes to attend. At the President's discretion, others may be allowed to attend Board meetings.
12. MTUAA members may present issues of concern at Board meetings. At least two weeks in advance of the Board meeting members wishing to do this must notify the Secretary and communicate to the Board the details of their issue.
13. Closed session meetings of the Board shall only be held when a serious private matter is to be considered (e.g. person's reputation or good name is to be discussed). A closed session meeting can be called by a majority vote of the Executive Committee.
14. Life Directors may participate in Board meetings as ex-officio non-voting members.
15. The Director of Alumni Relations and any Alumni Relations staff may participate in Board meetings as ex-officio non-voting members.

Committees

1. The only permanent Committees of the Board shall be the Executive Committee and the Governance Committee.

2. The President shall serve as Chair of the Executive Committee
3. The Vice President shall serve as Chair of the Governance Committee
4. The Governance Committee shall:
 - a. Include at least three other Directors who are proposed by the Vice President and approved by the Board
 - b. Preside over the “Annual Alumni Awards” research and vetting process. The Committee will present its recommendations to the Board for approval in sufficient time such that the awards can be presented at the annual Alumni Reunion.
 - c. Solicit nominations and conduct elections for Officers as described in Election of Officers.
 - d. Solicit nominations and conduct elections for Directors as described in Election of Directors.
 - e. Be responsible for the on-boarding of newly elected Directors including the assignment of mentors for new Directors.
5. The President may create Committees as necessary to conduct the Board's business and appoint Directors and Life Directors to serve on these Committees and name the chairs of these Committees.
6. Each created Committee shall exist for a designated period of time as determined by the President at the time the Committee is established.
7. Committees shall report to the Board at least annually on their progress, issues faced, plans, etc.
8. Life Directors may participate as ex-officio non-voting members of Committees at the discretion of the Committee chair.
9. Life Directors appointed to Committees by the President shall be voting members of said Committees but not voting members of the Board.
10. The Director of Alumni Relations and any Alumni Relations staff may participate as ex-officio non-voting members of Committees as required.

Officer Duties and Roles

1. The President:
 - a. Shall determine the place and time of meetings of the Board and the Executive Committee
 - b. Shall conduct and preside over Board and Executive Committee meetings.
 - c. Shall advise the Director of Alumni Relations regarding University contracts or agreements that affect the Association.
2. The Vice President:
 - a. Shall act as Sergeant at Arms during Board meetings.
 - b. In the event that the President is unable to fulfill his/her duties, with the consent of the rest of the Executive Committee the Vice President shall temporarily assume the duties of the President.
3. The Treasurer:
 - a. Shall review the financial investments, accounts, income, budget, and expenditures of the University related to the Association.
 - b. Shall recommend any changes or additions to the revenue/income stream to increase the capability to increase funding of Association functions, scholarships and sponsorships.
 - c. Shall prepare an annual budget for advising Director of Alumni Relations on the distribution of funds, and report to the Board at each meeting on the current status of income and expenditures in the relevant University accounts. The advisory budget year will follow Michigan Technological University's fiscal year.
 - d. Shall chair the Finance Committee if such Committee is established by the President.
4. The Secretary:

- a. Shall keep the minutes of the Board's meetings and record attendance. The minutes shall accurately record all official actions taken by the Board and be presented for approval by the Board at the next Board meeting.
- b. Shall perform a yearly review of the Constitution and Bylaws and make suggestions to the Board for changes as needed.

Removal of Directors

1. Directors may be removed by the Board for the following reasons:
 - a. Director does not attend two consecutive in-person meetings of the Board during his or her term. Attendance at a Board meeting may be excused by the Executive Committee for substantial reasons. Acceptance of a Director's excuse is solely up to the discretion of the Executive Committee.
 - b. Director does not participate in other activities expected of Directors including non-participation in assigned Committees or teams, not providing an annual monetary gift to the University, or other malfeasance, misfeasance, or nonfeasance of duty.
 - c. Director is convicted of a felony or other acts of a public nature bringing the person, Board, or university into a poor light.
2. Removal of a Director shall require a three-fourths vote of the Board.
3. Any Director may begin the process of removal of any other Director by making a written complaint to the Executive Committee, citing the reasons for this action.
4. The Executive Committee must then inform the Director being considered for removal in writing within 30 days of receiving the written complaint.
5. The Executive Committee may suspend the Director pending the outcome of investigation or other action.
6. A Director is allowed to resign prior to an investigation and vote.
7. The Director may respond in writing to the Board or in person at the next meeting of the Board.
8. The Board shall vote on the complaint for removal at least 30 days after notifying the Director of the complaint.
9. Upon a Board vote for removal, the Director being removed shall vacate his or her office immediately and is no longer a Director.

Amendments to Bylaws

1. These Bylaws must be consistent with the Board Constitution.
2. These Bylaws may be amended by a two-thirds approval vote of the Board.
3. Proposed Bylaw changes may be submitted by any Director for consideration.
4. Proposed Bylaw changes must be submitted in writing to the Secretary four weeks prior to the first Board meeting at which they will be considered.
5. Proposed Bylaw changes appropriately submitted to the Secretary shall be considered at the next meeting of the Board.
6. Changes to the Bylaws approved by Board vote will take effect immediately.

Archives

The office of the Director of Alumni Relations shall maintain and preserve the archives of the Alumni Association, including minutes, reports, correspondence, financial records, photographs, memorabilia, and other items of interest pertaining to the Michigan Tech Alumni Association. At the discretion of the Director of Alumni Relations, the above mentioned materials may be transferred to the care of the Michigan Tech Archives.

Change History

Alumni Association bylaws originally adopted February 2015 and revised by the Board: