

UNIVERSITY CLUB CONSTITUTION

(as amended October 24, 1986)

Article 1. Name and Purpose

1. Name - The name of this organization shall be UNIVERSITY CLUB OF THE UNIVERSITY OF MAINE, hereinafter referred to as the University Club or Club.

2. Purpose - The purpose of the University Club shall be to provide a facility for UM faculty, staff and alumni/ae, including retired members of those groups, and their guests, where they may meet, converse, dine and otherwise enjoy themselves in collegiality.

Article II. Membership, Meetings and Fees

1. Members

A. Regular Members - Regular members of the University Club shall be UM faculty, staff and alumni/ae who shall have paid the current assessments or annual dues as established in accordance with these bylaws. Each regular member shall be entitled to one vote on any issue raised at a regular or special meeting of the Club, or on any mail ballot issued in accordance with these bylaws, and shall be entitled to the use of Club facilities in accordance with rules established by the Operations Committee.

B. Special Members - Individuals and groups not eligible for regular membership may be offered special membership by vote of the Club. Fees for such members shall be established in accordance with these bylaws.

2. Meetings

A. Annual and Special Meetings - There shall be an annual meeting of the Club in April. A special meeting may be called at any time during the academic year by the Board of Directors or upon petition by at least 25 regular members, or 10% of the regular members, whichever is smaller. The members shall receive at least 7 days notice via campus mail or U.S. mail of any regular or special meeting.

- B. Board Meeting - The Board of Directors shall meet at least three times per semester between September 1 and May 31.
3. Quorum - A quorum at any Club meeting shall be 25 regular members or 10% of the regular membership, whichever number is smaller. A quorum at a Board meeting shall be 7 members of the Board.
4. Rules of Order - Meetings shall be conducted in accordance with Robert's Rules of Order, except where such rules may be in contradiction to these bylaws or any rules of the University or other duly constituted higher authority.
5. Fees - It shall be the duty of the Board of Directors to propose a schedule of membership dues and fees. The schedule shall include regular membership fees and fees for special members if any. This fee schedule shall be adopted or amended by the Club at a regular or special meeting.

The fiscal year shall run from July 1 through June 30. The Board of Directors shall establish rules for suspension of privileges of members in arrears of the established fees or other financial obligations to the Club.

Article III. Officers and Directors

1. Officers - The officers of the Club shall be President, Vice-president, Secretary and Treasurer, who shall serve one-year terms and who may succeed themselves.
- A. President - The President shall preside over meetings of the Club and the Board whenever possible. The President shall serve as chair of the Executive Committee. The President may choose to serve ex-officio, with voting privileges, on any other committee. After completion of service as President, a person shall automatically continue to serve on the Board for one year as a member at large and will be called Past-President.
- B. Vice President - The Vice President shall act for the President in case of absence or disability of the President. The Vice President

shall be a member of the Executive Committee. The Vice President shall be President Elect.

C. Secretary - The Secretary shall keep records of business transacted at all Club meetings and Executive Committee meetings and shall conduct such correspondence as necessary under the direction of the President, the Board or the Club. The records of the transactions of the Club shall always be open to inspection by any director, and minutes of the club meetings shall be open to inspection by any member.

D. Treasurer - The Treasurer shall supervise and control the collection, holding and disbursement of all funds of the Club and shall keep accurate accounts of all financial transactions. At each meeting of the Club or Board, the Treasurer shall give an up to date report of the Club's financial situation. The Treasurer shall be a member of the Executive Committee and shall be chair of the Finance Committee.

2. Board of Directors - The Board of Directors shall consist of the officers plus 6 directors elected for staggered three year terms. Two directors shall be faculty members elected by regular Club members who are Orono faculty members; two shall be staff members elected by regular Club members who are Orono staff employees; two directors shall be elected from the regular membership at large by the regular members at large.

3. Duties of the Board - the Board of Directors shall be accountable to the Club. The Board shall formulate over all policy for Club activities. The Board may delegate authority for day-to-day management to committees as appropriate.

Article IV. Elections

1. Elections - Election of officers and directors shall be by mail ballot. Ballots shall be mailed to all regular members in good standing within 7 days after the annual meeting. Returned ballots shall be counted, and results announced, within 20 days of mailing of ballots. New officers and directors shall take office upon certification of the vote by the Election Committee, and shall serve until replaced.

2. Nominations - Nominations for offices and directorates will take place at the annual meeting. The Election Committee will place in nomination at least two candidates for each office and rotating directorship, other nominations may be made from the floor. No person's name will be placed on the ballot without his/her consent.

3. Replacements - If any office or directorate is vacated, it shall be temporarily filled by appointment by the Board of Directors only until the next regular election.

Article V. Compensated Personnel

The Board of Directors shall have the power to hire or contract for such personnel and services as may be necessary to further the purpose of the Club. No officer or director shall be employed by the Club or receive compensation from the Club.

Article VI. Committees

1. Standing Committees

A. Executive Committee - The Executive Committee shall be accountable to the Board of Directors and shall be empowered to meet and act for the Board between Board meetings. The Executive Committee shall oversee the day-to-day operation of the Club and shall have the power to expend Club funds for the compensation of paid personnel, for the purchase of capital equipment, and for the maintenance and operation of facilities, subject to confirmation by the Board. The Executive Committee shall consist of the Club officers and the chair of the Operations Committee. The President shall be chair of the Executive Committee.

B. Finance Committee - The Finance Committee shall consist of the Treasurer, who shall be chair of the Committee, the chair of the Operations Committee, and such other Club members as may be chosen by the Treasurer with the approval of the Executive Committee. The Finance Committee shall be responsible for

establishing an annual budget, for recommending the fee schedule to the Board, for overseeing the collection and expenditure of funds, and for ensuring the maintenance of complete and accurate records of all financial transactions.

C. Operations Committee - The Operations Committee shall establish rules and schedules for members' use of Club facilities and for the accommodation of guests, shall determine hours of food service and other operations of the facilities, shall oversee the activities of food and beverage service personnel, and shall be responsible for the overall quality of the provender, furnishings and decor of the Club.

The Committee shall also be responsible for establishing job descriptions and requirements for any personnel employed by the Club, for advertising for employees, interviewing candidates and recommending selections to the Executive Committee and for conducting regular personnel evaluations of all employees. In addition, the Operations Committee shall be responsible for the conduct of Club members, and shall recommend appropriate action to the Board as required. The chair of the Operations Committee shall be appointed annually by the Board from the Club membership. The Chair shall choose a committee of Club members with the approval of the Executive Committee.

D. Election Committee - The Election Committee shall consist of five Club members at large appointed by the Board annually. The Election Committee shall elect its chair. The Election Committee shall be responsible for submitting to the annual meeting a slate of candidates for all offices and for rotating directorships, for conducting elections by mail ballot, and for certifying the results. The Election Committee shall also conduct any mail balloting required to decide issues relating to Club business. No member of the Election Committee shall be a candidate in an election.

2. Other Committees - The Board of Directors may, from time to time, constitute and empower such other committees as is deemed prudent.

Article VII. Reports

Each Committee shall present a written report to the annual meeting of the Club, and shall be prepared to report to the Board at all times.

Article VIII. Dissolution

In the event of the dissolution of the Club, no monies or assets of the Club shall inure to the benefit of any individual. All Club assets shall be turned over to the University of Maine to be used for the benefit of the entire faculty and staff.

Article IX. Adoption and Amendment

1. Adoption - This constitution shall be adopted by affirmation vote of two thirds of those present at a convention called on or before 1 June 1984 for that purpose, for the election of an initial slate of officers and directors and for the establishment of a preliminary fee schedule. This constitution shall be presumed to be in effect whenever, but not before, the requisite dues have been paid by at least 40 eligible persons.

2. Amendment - This constitution may be amended at any annual meeting or at any special meeting of the Club, provided that text of the proposed amendment shall have been included in the notice of the meeting. Amendments may be proposed by the Board of Directors or by petition of at least 25 Club members or 10% of the membership, whichever number is smaller.

Article X. Bylaws

Bylaws may be established as deemed necessary by the membership at an Annual Meeting.