To All MSU Varsity Alumni ‘S’ Club Members:

On the following pages you will find the draft of a proposed new constitution and operating procedures for the Club. Please review this document in preparation for a vote of the membership to adopt this new constitution and operating procedures at an Annual Meeting of the Club membership to be convened at the brunch prior to the football game on the Club’s annual Reunion Weekend on Saturday, October 2, 2010.

The reason we are undergoing this process is that the current Club constitution is nearly 40 years old with the most recent amendments nearly 20 years old, and much of it is out of date, particularly in regard to the way the Club currently operates. Rather than trying to propose a long series of amendments to all sections of the old constitution, the committee charged with this task (Eldon VanSpybrook and Eric Zemper) decided to start from scratch and propose a whole new constitution that fulfills the Club’s needs now and in the future. This proposed new constitution retains much of the original structure and goals of the Club, while updating and expanding these based on current and projected future needs.

There are a number of major changes and additions that you will note in the following pages. In the operating regulations you will see some basic Club policies that have been included in the event the Club decides to apply in the near future to the IRS for 501(c)(3) non-profit organization status. Whether we formally become a non-profit corporation or not, these basic policies are still good practices for our Club to follow. Because the Club needs to encourage membership from among recently graduated Spartan athletes, another major change is expanding the number of elected Directors on the Board of Directors from six to nine by adding three “Young Alumni” positions on the Board. Young Alumni are defined as any MSU varsity letter winner who has graduated within the past ten years. These new Young Alumni Directors will be charged with the responsibility of developing and maintaining recruitment and activity programs for newly graduated Spartan letter winners. With this expansion of the elected Directors to nine positions, another change is lengthening the term in office of the Directors from two years to three years and establishing a rotation where one Young Alumni Director and two regular Directors are up for election each year. This helps maintain “institutional memory” since a maximum of one-third of the Board will be newly elected (or re-elected) each year. Along with the extension of the term in office for the Directors, the term in office of the five officers is lengthened to three years as well.

We encourage you to read the following documents, and come to the annual meeting at the Reunion Weekend prepared to vote on adoption. If you have any questions, concerns or suggestions about this proposed new constitution and operating procedures, please feel free to contact any of the following:

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MICHIGAN STATE UNIVERSITY VARSITY ALUMNI ‘S’ CLUB

- CONSTITUTION -

DRAFT
18 August 2010

Article I. NAME

The name of this organization shall be: The Michigan State University Varsity Alumni ‘S’ Club, and hereafter will be referred to as the Club.

Article II. PURPOSE

The purposes of this organization shall be:
A. To promote cooperation among the alumni varsity athletes of Michigan State University, and with the Athletic Department, the University Administration and the Student Body.
B. To promote a high standard of athletic and academic achievement among student-athletes at Michigan State University.
C. To create a fellowship among MSU alumni varsity athletes.
D. To maintain for the use of the membership, and appropriate MSU Athletic Department and University functions, the rooms in the west wing of Spartan Stadium, given to the Club for its use in perpetuity by MSU President John Hannah, known as the Varsity Club Room.
E. To encourage and actively participate in the development and maintenance of a written and pictorial history of all MSU Spartan intercollegiate athletic teams, and to provide a repository for such materials that is accessible to the membership and other interested parties.
F. To assist through the proper University channels support of the MSU athletic program through encouraging member contributions to the MSU Spartan Fund.
G. To extend assistance and encouragement to all organized activity sponsored for the betterment of athletics at Michigan State University.

Article III. MEMBERSHIP

Sec. 1 ACTIVE – Those who have earned a varsity letter while attending Michigan State University and are a member in good standing through being a paid Life member or being an Annual member with dues paid for the current calendar year. Each Active member is entitled to one vote.

Sec. 2 HONORARY – This category of Club membership is accorded to individuals based on extended service and devotion to the betterment of athletics at Michigan State University, and to those MSU staff members who distinguish themselves by long and devoted service to the University and continued active interest in and devotion to MSU athletics. A maximum of six (6) Honorary memberships may be conferred annually upon nomination by a member in good standing and upon approval by a majority vote of the Board of Directors. Honorary members have all the privileges of membership except voting and holding office.

Sec. 3 ASSOCIATE – Individuals who participated on a varsity intercollegiate athletic team at Michigan State University but did not earn a letter (e.g., an individual who participated for a full one or more years without earning a varsity letter, an individual whose career was interrupted or concluded by injury) may obtain Associate Membership upon nomination by an Active member in good standing and upon approval by a majority vote of the Board of Directors. Associate members have all the privileges of membership except voting and holding office.

Sec. 4 MEMBERSHIP DUES – Dues for Club membership shall be established and adjusted as deemed necessary by a two-thirds majority vote of the Board of Directors.
Article IV. OFFICERS AND THEIR DUTIES

A. OFFICERS

The officers of this Club shall be: President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer. These officers shall be elected from among the Board of Directors by the Directors. To be eligible to be elected to an officer position, a Board member must have served a minimum of one (1) term on the Board of Directors. An individual may be nominated, elected to and hold only one Club office at any given time. The retiring President shall serve as the Club representative on the University Athletic Council for a term of three (3) years. Normal succession to the Presidency shall be 2nd Vice-President to 1st Vice-President to President. These five officers plus the Athletic Council representative shall constitute the Executive Committee of the Club.

B. DUTIES OF OFFICERS

1. President

In addition to the normal duties of a President and duties specifically mentioned elsewhere in this document, it shall be the duty of the President to:

   a. Preside at all meetings of the Club and of the Board of Directors.
   b. Ensure observance of this constitution and the Operating Procedures of the Club.
   c. Call meetings of the Club membership or of the Board of Directors whenever the need arises for fulfillment of the Club’s purposes.
   d. Solicit agenda items for the Board of Director meetings and any other Club meetings.
   e. Appoint ad hoc committees as is necessary to facilitate the business of the Club.
   f. Be an ex officio member of all Club committees.
   g. In cooperation with the Treasurer and the Finance Committee, by the end of each fiscal year prepare and submit to the Board of Directors, for its approval, a budget for the following fiscal year.
   h. Be a signatory on all bank accounts holding the Club's funds.

2. 1st VICE-PRESIDENT

It shall be the duty of the 1st Vice-President to assume all normal duties of a Vice-President including, but not limited to, assisting the President in carrying out the business of the Club, and assuming the duties of the President in the absence of that individual. The 1st Vice-President also shall be a signatory on all bank accounts holding the Club's funds.

3. 2nd VICE-PRESIDENT

It shall be the duty of the 2nd Vice-President to assist the President in administrative duties including, but not limited to, assisting the President in carrying out the business of the Club, and assuming the duties of the President in the absence of the President and the 1st Vice-President.

4. SECRETARY

In addition to the duties normally associated with this office, it shall be the duty of the Secretary to:

   a. Serve as the recording and corresponding secretary of the Club.
   b. Serve as the custodian of all committee records, except those specifically assigned to others by the President or this constitution or the Club’s Operating Procedures.
   c. Maintain, and have available at the annual meeting, a current list of all Board representatives, existing committees and their membership.
   d. Maintain records in which this constitution and the associated Operating Procedures, any special rules of order, standing rules, written policies and procedures, and minutes are entered, with any amendments to these documents properly recorded. The current record book(s) shall be available at
the annual meeting and at each Board of Directors meeting. Copies of these documents shall be made available to any member, upon request, at a nominal copying charge.

e. Assist the President in the preparation of the agenda for Board of Director meetings and any other Club meetings.

f. Provide, or cause to be provided, minutes of each Board of Director meeting to Board members within one week of the meeting.

5. TREASURER

In addition to the duties normally associated with this office, it shall be the duty of the Treasurer to:

a. In cooperation with the President and the Finance Committee, by the end of each fiscal year prepare and submit to the Board of Directors, for its approval, a budget for the following year.

b. Monitor all budget expenditures and provide a report to the Board of Directors at each Board meeting.

c. Be a signatory on all bank accounts holding the Club's funds.

d. Be an ex officio member of the Finance Committee.

C. TERM OF OFFICE

The term of office shall be three (3) years, and officers shall be elected by majority vote of the Board of Directors at a regularly scheduled Board meeting in March of every third year. Officers shall assume their responsibilities at the conclusion of the annual meeting following their election. There is no limit to the number of consecutive terms an officer may serve. There is no requirement for an officer to be re-elected to the Board while serving in an officer position.

D. VACANCY OF OFFICE

An officer may resign at any time by providing written notification to the President. If the resignation is for the office of President, written notification shall be provided to the Secretary. A vacancy occurring in an elected office of the Club shall be filled for the remainder of the term by appointment by the President, with the approval of a majority of the Board of Directors. A vacancy in the office of the President shall be filled by the 1st Vice-President. In the event that an officer becomes remiss in the performance of his/her duties, which could include but not be limited to having three (3) unexcused absences from scheduled meetings in a 12 month period, allowing membership to lapse, or an inability to perform assigned tasks, after proper notification of the officer involved and an opportunity to present to the Board an explanation of his/her actions, the officer may be relieved of his/her duties by a two-thirds majority vote of the Board of Directors, who shall then provide the officer with written notice of this action.
2. Work toward increasing and maintaining Active and Honorary memberships, and developing and maintaining the various programs for the Club membership.

3. Establish written operating policies and procedures governing Club activities and programs.

4. Approve and monitor the annual budget of the Club, as submitted by the President and Treasurer in cooperation with the Finance Committee.

5. Delegate to committee members such duties as directed by the President and/or the Board of Directors.

6. Establish membership fees or any such form of dues for membership.

7. In carrying out their overall supervisory responsibility, the Club officers and/or Board of Directors may request advice and reports from the MSU Athletic Department and its appointed committees pertaining to activities being conducted by these groups.

C. AUTHORITY

The Board of Directors shall be fully empowered to expedite such administrative affairs as may require action between the annual meetings of the Club.

D. MEETINGS

1. Board of Directors Meetings

   The Board of Directors shall meet in open session on the third Tuesday of each month during the University academic year, and on such other occasions as called by the President. The Secretary will notify, or cause to be notified, all Board members of regularly scheduled meetings at least one (1) week prior to the meeting.

2. Special Meetings

   The President may call special meetings of the Board of Directors. Notice of such meetings and the reasons therefore shall be transmitted to the members of the Board by the Secretary at least one (1) week prior to any such meeting.

3. Minutes

   Minutes of all Board of Directors meetings shall be furnished to the members of the Board within seven (7) days of said meetings.

4. Quorum

   A majority of the members of the Board of Directors shall constitute a quorum for the legal transaction of Club business.

5. Voting

   Each Board member is limited to one (1) vote. Unless otherwise stated in this document, a simple majority is all that is necessary to conduct business requiring a vote.

E. VACANCY OF OFFICE

A Director may resign at any time by providing written notification to the President. A vacancy occurring in a Director position shall be filled for the remainder of the term by appointment by the President, with the approval of a majority of the Board of Directors. In the event that a Director becomes remiss in the performance of his/her duties, which could include but not be limited to having three (3) unexcused absences from scheduled meetings in a 12 month period, allowing membership to lapse, or an inability to perform assigned tasks, after proper notification of the Director involved and an opportunity to present to the Board an explanation of his/her actions, the Director may be relieved of his/her duties by a two-thirds majority vote of the Board of Directors, who shall then provide the Director with written notice of this action.
Article VI. NOMINATIONS AND ELECTIONS

The nine (9) Directors, each serving terms of three (3) years, shall be apportioned so that the terms of two (2) Directors and one (1) Young Alumni Director expire each year. The election of the Board of Directors shall be conducted in the following manner. [NOTE: Upon adoption of this constitution, the current Board of Directors shall cause to be appointed three Young Alumni Directors for terms of one, two and three years to begin serving immediately and to begin the three year rotation process after the March 2011 Board meeting, and apportion the current six Director positions with terms of one, two and three years remaining to establish the rotation for this category of Directors beginning after the March 2011 Board meeting. This note shall be removed from this document upon completion of this process by the Board.]

A. The President shall in December of each year:

1. Appoint, or cause to be appointed, a Nominating Committee of three to five Active members (at least one of which shall be a Board member whose term is not expiring) to propose nominations for each of the three (3) Board positions to be filled the following year;
2. establish the schedule of closing dates regarding the nominating and election process; and
3. notify the general membership of the names of the appointed committee, closing dates, and call for general nominations.

B. Only current Active members in good standing shall be eligible to be nominated to Board membership.

C. A nomination may be made for any Active member who meets the eligibility requirements by the Nominating Committee or may be submitted by any Active member to the Nominating Committee:

1. A nomination may be made by a member on his or her own behalf;
2. a nomination may be made for another member only with the nominee's consent;
3. nominations originating outside the Nominating Committee do not require a second;
4. for inclusion on the ballot, nominations must be received in written form by the Nominating Committee; and
5. members of the Nominating Committee are not precluded from being nominated for a position.

D. Nominations shall be deemed closed on January 30 of each year.

E. Each Active member is entitled to one (1) vote.

F. Voting shall be by written secret ballot. An official ballot shall be distributed, or caused to be distributed, by the Secretary to each voting member, at the last known address in the Club records, during the first week of February each year. This ballot, in order to be counted, must be returned by mail and received at the Club office by the date of the March Board meeting, or personally delivered by the member to the Secretary prior to the call-to-order of the March Board meeting.

G. Counting of the ballots shall be conducted at the March Board meeting by non-nominated members of the Nominating Committee and/or the Board of Directors.

H. The Young Alumni candidate receiving the largest number of votes, and the two (2) remaining nominees receiving the largest number of votes, shall be elected. In the event of a tie, a new ballot, involving only those tied for a position, shall be distributed within one week by the Secretary to the general membership with appropriate instructions. The deadline for receipt of any such second balloting shall be April 30.

I. Notification of ballot results shall be made by the President to the general membership at the annual meeting, through publication in the Club newsletter, and on the Club website.
Article VII.  CLUB MEETINGS

A.  MEETINGS

1. Annual Meetings.  At such time as designated by the Board of Directors there shall be an annual meeting of the membership of the Club for the purpose of setting or reviewing the activities, policies and procedures of the Club. A preliminary notice of the date and site of the annual meeting shall be sent to the Club members at least 60 days prior to the annual meeting date.

2. Special Meetings. Special meetings of the Club membership may be called as deemed necessary by the President or a majority of the Board of Directors.

3. Membership Recourse Meeting. A special meeting (Membership Recourse meeting) may be called by the membership. Such a meeting requires the attendance of two or more members of the Board of Directors. To call a Membership Recourse meeting, an Active member must present to any board member a petition stating the reasons for the meeting and bearing the signatures of a minimum of ten (10) percent of the Active membership or a minimum of fifty (50) Active members (whichever is the lesser number). Within thirty (30) days of receipt of such a petition, a meeting date and place must be established by the President, with the meeting date to be no later than sixty (60) days from the date of receipt of the petition.

B.  NOTIFICATION OF MEETINGS

Final written notification of the annual meeting, or the only notification of any special meetings or membership recourse meetings, shall be distributed to each member thirty (30) days in advance to the listed address of record. An agenda for the meeting shall be included in the notification.

C.  AUTHORITY

At regular meetings any business of the Club may be transacted. At special meetings of the Club only that business for which the meeting was called will be transacted.

D.  QUORUM

For official transaction of Club business at annual or special meetings, a minimum of ten (10) percent of the Active members or twenty (20) Active members (whichever is the lesser number) must be present to constitute a quorum, of which a minimum of two (2) must be officers.

E.  VOTING

Each Active member is limited to one (1) vote. A simple majority is all that is necessary to conduct business requiring a vote. A secret written ballot may be called for by a simple majority with a show of hands, except as otherwise specified in this document.

Article VIII.  STANDING COMMITTEES

The Standing Committees of the Club shall be: (1) Membership, (2) Nominating, (3) Awards and (4) Finance.

A.  CHAIR

The Chair of each Standing Committee shall be appointed on an annual basis by the President, with approval of the Board of Directors.

B.  MEMBERS

Each Standing Committee shall be comprised of two (2) to four (4) additional Active members who are appointed
by the Chairs of the respective committees, with the approval of the Board of Directors.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of these Standing Committees shall be to assist Board of Directors in the carrying out of their duties.

D. MEMBERSHIP COMMITTEE

The Membership Committee shall have the responsibility of developing means of increasing Club membership, developing activities and services for the Club membership, and soliciting nominations for Honorary membership.

E. NOMINATING COMMITTEE

The Nominating Committee shall have the responsibility of soliciting nominations for the annual election of membership in the Board of Directors.

F. AWARDS COMMITTEE

The Awards Committee shall have the responsibility of soliciting nominations for the annual Club awards, and for any Club awards given on an occasional basis. A slate of nominees and appropriate biographies of nominees for each award will be presented to the Board of Directors prior to the February Board meeting each year, at which time the Board members will select the recipients of each award.

G. FINANCE COMMITTEE

The Finance Committee shall have the responsibility of monitoring the financial affairs of the Club, including developing and maintaining guidelines for expenditure of Club funds, performing yearly audits of Club income and expenditures, and, in cooperation with the President and the Treasurer, developing and monitoring a yearly budget for the Club.

Article IX. PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order are the general rules of order, except where they may conflict with the provisions of this document or the Club Operating Procedures, and in such cases this document or the Club Operating Procedures shall prevail.

Article X. SAVING CLAUSE

Failure of literal or complete compliance with provisions of this document or the Club Operating Procedures in respect to dates and times of notice or the sending or receipt of the same, or errors in phraseology of notices or proposals, which in the judgement of the members present at any meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board, officers or members at any such meetings.

Article XI. NON-DISCRIMINATION CLAUSE

Membership in this Club or its Board of Directors shall be without regard to age, sex, ethnic origin or immaterial disability.
Article XII. AMENDMENTS

This document can be amended only at the annual meeting of the Club, provided that the proposed amendment has been submitted in writing to the Secretary sixty (60) days prior the date of the annual meeting. The Secretary shall submit such proposed amendments to an ad hoc committee on constitutional amendments appointed by the President and approved by the Board of Directors. This committee shall review all proposed amendments and ensure that they are distributed to the membership, with the committee's recommendation for approval or rejection, no later than thirty (30) days prior the annual meeting. An affirmative vote by two-thirds of the Club members in attendance shall be necessary to amend this constitution. [NOTE: This constitution and the associated operating procedures shall take effect at the conclusion of the annual meeting at which they are approved by a vote of the membership. For the purpose of initiating the three-year terms of officers and the three-year rotations of Board members specified in this document, current officers and Board members will continue serving through the March 2011 Board of Directors meeting, at which time all officer positions will be formally elected by the Board to begin the three-year terms for officers and all currently elected and appointed Directors will begin their terms of three, two or one years to initiate the rotation of Directors called for in this document. Thus, the first election process for three Director positions under this constitution shall begin in December of 2011 and be concluded at the March 2012 Board meeting. This note shall be removed from this document upon completion of this process by the Board.]

edz 18 August 2010
The following Operating Procedures are maintained as an extension of the constitution of the Michigan State University Varsity Alumni ‘S’ Club.

Section 1. Basic Policies
A. This Club shall be noncommercial, nonsectarian and nonpartisan.
B. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons, except that the Club 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 above.
C. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization contributions to which are deductible under Section 170(2) of the Internal Revenue Code.
D. In the event of the dissolution of this Club, after paying or adequately providing for the debtors and obligations of the Club, the remaining assets shall be distributed to the Michigan State University Spartan Fund.
E. The Club or members in their official capacities shall not, directly or indirectly, participate or intervene in any way, including the publishing or distributing of statements, in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Section 2. Membership Privileges
A. Active members (Annual members and Life members): Privileges of Active membership in good standing shall include 1) the right to vote in any election for Board of Directors, in any business brought before the membership while in attendance at the Club’s annual meeting, or in any matter brought to a vote of the entire membership by the Board of Directors; 2) eligibility to be nominated for election to the Board of Directors and subsequently as a Club officer 3) receipt of Club newsletters; 4) authorization to purchase Club apparel and other Club items; 5) access to the Varsity Club Room for Club activities.
B. Honorary members: Privileges of Honorary membership in good standing include 1) receipt of Club newsletters; 2) authorization to purchase Club apparel and other Club items; 3) access to the Varsity Club Room for Club activities.
C. Associate members: Privileges of Associate membership in good standing include 1) receipt of Club newsletters; 2) authorization to purchase Club apparel and other Club items; 3) access to the Varsity Club Room for Club activities.

Section 3. Membership Dues
The dues structure for Club membership shall be as follows:
A. Active members (Annual) shall pay annual dues of $40, due at the beginning of each April.
B. Associate members shall pay annual dues of $40, due at the beginning of each April.
C. An Active or Associate member may obtain a Life membership by paying a one-time fee of $400; an Active or Associate member of age 60 years or older may obtain a Senior Life membership by paying a one-time fee of $200.
D. Honorary members do not pay dues.

Section 4. Officers
The immediate past-president normally serves a three year term as the Club’s representative to the University Athletic Council. In situations where the current Club president is re-elected to another term of office, the immediate past-president will continue as the Club’s representative to the UAC.
Section 5.  Board of Directors
Each Director is expected to serve on at least one standing committee, or other ongoing committees overseeing Club activities such as the Annual Golf Outing, the annual fall Membership Weekend, the Club newsletter, the Club website, or sales and merchandise.

Section 6.  Fiscal Year
The beginning of the fiscal year for the Club shall be as defined by the University (currently July 1 of each year).

Section 7.  Club Awards
The Club awards given on an annual basis shall be the Breslin Award, the Jackson Award, the Bullough Award, and the Van Spybrook Retired Coaches Award. An additional award given on an occasional basis as determined by the Board of Directors shall be the Biggie Munn “Extra Effort” Award. Selection criteria for Club awards shall be developed and maintained by the Board of Directors.

Section 8.  Annual Meeting
The annual meeting of the Club normally shall be at the Club’s annual Membership Weekend in the fall, or at any other such time as designated by the Board of Directors.

Section 9.  Club Office Manager
To assist the Club officers and Directors in performing Club functions, the Club shall hire an Office Manager. The President shall, as necessary, appoint an *ad hoc* committee to develop, maintain and update a set of responsibilities, duties, functions, and qualifications for this position. This committee shall be responsible for advertising the position in an appropriate manner, interviewing candidates, and recommending a candidate for approval of the Board of Directors. As necessary, this committee and the President shall periodically review the job performance of the Office Manager, making any appropriate recommendations to the Board of Directors regarding retention, salary, duties and work conditions.

Section 10.  Club Newsletter
The Club shall publish a newsletter for the membership a minimum of three (3) times per year. One member of the Board of Directors shall serve as the primary editor of the newsletter and shall be responsible for soliciting content, writing and editing content, ensuring an adequate number of hard copies are printed and mailed to members desiring this format, and ensuring electronic distribution to the membership. In performance of these duties, the newsletter editor may solicit assistance from the Club office manager and/or from one or more Active members.

Section 11.  Club website
The Club shall maintain an up-to-date website for the purpose of keeping the membership informed of club activities, news, upcoming elections and other matters of interest to the membership. One member of the Board of Directors shall serve as the primary editor and manager of the website and shall be responsible for soliciting content, writing and editing content, and soliciting appropriate expertise to assist in keeping the website up-to-date and functioning properly.

Section 12.  Amendments
These Operating Procedures may be amended by a two-thirds majority vote of the Board of Directors, provided any such amendments are submitted to the Board forty-five (45) days prior to the meeting at which such vote is taken.

Section 13.  Membership notification
Any notification of the membership required by the Club constitution or these operating procedures, or any communication with the membership required by the normal business of the Club, may be accomplished via e-mail or any such electronic means, for those members with an e-mail address on record, or by postal mail at the postal address on record for those members who do not maintain an e-mail address.

edz  18 August 2010