UNIVERSITY CLUB CONSTITUTION
(as amended April, 2018)

Article 1. Name and Purpose

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

Article 2. Purpose

The purpose of the University Club shall be to provide a facility for UM employees and retired UM employees and their guests to meet, converse, dine and otherwise enjoy themselves in collegiality.

Article III. Membership, Meetings and Fees

1. Eligibility for Membership

UM faculty, staff, alumni/a and graduate students who are employees of the University of Maine are eligible for membership. Retired UM faculty and staff may also be members of the Club. Members are allowed to bring guests to the Club or to Club functions as defined in the bylaws.

2. Membership Categories

A. Regular Members of the University Club shall be employees or retired employees who have paid the current assessments or annual dues as established in accordance with this constitution and its bylaws and shall be entitled to use the Club facilities in accordance with the bylaws.

B. Special Members, individuals and groups who do not have regular membership, may be offered special membership by vote of the Board of Directors. With the exception of new faculty who have received a one-year complimentary membership, members of the University Club who are not paid employees of the University of Maine or who have not paid annual dues will be considered special members whose University Club rights shall be defined by the Board of Directors. Fees for such members shall be established by the Board of Directors.
3. Forfeiture

Members may forfeit membership for cause. Forfeiture will be by majority vote of the Board of Directors. Members who forfeit may petition the Board of Directors for reinstatement. A member who forfeits will not have his or her dues refunded.

4. Meetings

A. Meetings of the Club Members. The Board of Directors may call meetings of the membership (“Club meeting”) or may poll the membership electronically should issues arise that affect the club or its members and require a vote. A special meeting may be called at any time during the academic year by the Board of Directors or upon petition by at least 10% of the regular members. The members shall receive at least 7 days’ notice via electronic mail in advance of regular or special meetings if the need arises to meet as a Club body.

B. Board Meetings. The Board of Directors shall meet at least three times per semester between September 1 and May 31.

5. Quorum

A quorum at a Club meeting or to electronic polling about issues requiring the regular members of the Club to vote shall be 10% of the regular membership. A quorum at a Board of Directors meeting shall consist of the majority of members of the Board.

6. Rules of Order

Meetings shall be conducted in accordance with Robert's Rules of Order, except where such rules may be in contradiction to the Club constitution, its bylaws or any rules of the University or other duly constituted higher authority.

7. Fees

It shall be the duty of the Board of Directors to develop a schedule of membership dues and fees. The schedule shall include regular membership fees and fees for special members if any. Dues and fees may be prorated at the discretion of the Board of Directors for special circumstances. The fee schedule shall be published on the Club website.
8. Fiscal Year

The fiscal year shall be from July 1 through June 30.

**Article III. Officers and Directors**

1. Officers

The officers of the Club shall be President, Vice-president and Treasurer, who shall serve one-year terms and who may succeed themselves. The Club will also have a Secretary who may be an officer or a compensated employee of UM. If the Secretary is a compensated employee, the Secretary will act ex-officio to the Board as described in the bylaws. The election of officers and their duties are defined in the bylaws of this constitution.

2. Board of Directors

The Board of Directors shall consist of the officers plus 5-7 directors chosen for staggered three year terms. The choice of Board of Directors membership and succession is outlined in Article IV and in the bylaws of this constitution.

3. Duties of the Board

The Board of Directors shall be accountable to the Club. The Board shall formulate overall policy for Club activities. The Board may delegate authority for day-to-day management to committees or to individuals, as appropriate.

**Article IV. Elections**

A. The election of directors will be made by vote of the existing Board of Directors who will choose from volunteers and by solicitation. New directors shall take office upon the vote and shall serve until replaced or for a period of three years. Directors may succeed themselves.

B. Nominations for offices may be by the members of the Board of Directors or by members petitioning the Board of Directors. No person will be considered without his or her consent.

C. Replacements - If any office or directorate is vacated, it shall be filled by appointment by the Board of Directors
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. A Club manager who is an employee of UM may be chosen and may act as ex-officio to the Board of Directors. The duties of Club manager are defined in the bylaws.

Article VI. Committees

Committees may be developed for specific reasons and shall be convened in accordance with this constitution and its bylaws. Generally, there will be two categories of committee.

A. Executive Committee – An Executive Committee, if convened, shall be comprised of Club officers or a subset of Club officers. The Executive Committee will be accountable to the Board of Directors and shall be empowered to meet and act for the Board between Board meetings. See bylaws.

B. Ad-hoc committees. Ad-hoc committees may be developed to address specific issues. See bylaws.

Article VII. Reports

Meeting minutes shall be taken and recorded for each meeting of the Board of Directors, Executive Committee or ad-hoc committees. Those minutes shall be maintained by the Secretary of the Club in electronic format and shall be available to the membership by request. For issues requiring a vote of the membership, the results shall be reported to the membership, electronically.

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

Adoption and/or amendment of the constitution or the bylaws will be done as follows.

A. Adoption - This constitution shall be adopted by affirmation vote of the majority of the regular membership polled electronically, by mail or during a Club meeting.

B. Amendment - Amendments or revisions to this constitution or its bylaws may occur at any Club meeting by majority vote or by petition and affirmation of at least 10 percent of the regular membership. Text of the proposed amendments shall be sent to the membership for vote and the amendments, if approved by the regular membership, shall be adopted.

Article X. Bylaws

Bylaws are attached to and considered part of the governing documents of the University Club constitution.
ARTICLE I – Membership

SECTION 1 – Membership Categories

There are two membership categories defined as follows.

A. Regular members of the University Club shall be UM faculty, staff and alumni/ae or retirees from those groups who have paid the current assessments or annual dues as established. Graduate students, instructors or adjunct faculty who are employees of the University of Maine are eligible for regular membership. Regular members are entitled to use of the facilities and may request reservations of Club facilities insofar as they do not disrupt the general functions of the Club or its members.

B. Special Members are individuals and groups not eligible for regular membership who may be offered special membership by vote of the Board.

SECTION 2 – Entitlements and Restrictions of Membership

A. 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. Regular members are entitled to the use of Club facilities in accordance with the rules.

B. For Special Members, the Board of Directors may or may not allow either full or partial club entitlement.

C. Members are entitled to bring guests to the Club and to Club functions. During the lunch period, the member should make a reservation with the Club manager if the number of guests exceeds three. If the Club manager is not available, a member of the Board of Directors can help to facilitate a reservation. The Club manager reserves the right to refuse a reservation based on space considerations. The number of guests for Club receptions and other functions are at the discretion of the Club manager but are normally limited to two persons.
SECTION 3 – Transfer of Membership

Transfer of membership is not permitted.

SECTION 4 – Failure to Pay and Loss of Membership

A. Dues are established by the Board of Directors and are based on anticipated costs to maintain the club. Members will be notified each academic year when payment is due and timely payment is expected.

B. Members who consistently act uncivilly, act in a discourteous manner or violate the rules of this constitution and bylaws will have access to the Club suspended and may lose membership by vote of the Board of Directors.

C. Members may lose membership for cause as determined by the Board of Directors.

D. Members whose membership is suspended or who forfeit membership will not have their dues refunded.

ARTICLE II – Election of Directors and Filling of Vacancies

SECTION 1 – Directors Eligibility, Nomination and Election

Directors are elected by majority vote of the existing Board of Directors as vacancies become available. Potential Board members are chosen from volunteers or by solicitation and are nominated by Board members. The Board of Directors shall consist of regular members of the University Club representing UM faculty, staff and alumni/ae who shall have paid the current assessments or annual dues. Retired members from any of those categories who have paid their dues or assessments are also eligible to serve.

SECTION 2 - Composition of the Board of Directors

Two directors shall be UM faculty members; two shall be staff members who are UM staff employees; two directors shall be chosen from the regular membership at large. Retirees from those groups may also serve. It is expected that Club Board members make a commitment to actively participate in meetings and other events. If class schedules, sabbaticals etc interfere with the directors functions the President will choose a replacement and the director may take a leave of absence or resign.
SECTION 3 – Volunteering

Volunteers are solicited annually during membership renewal. In addition, volunteers may be solicited by the Board of Directors or authorized committees for various Club related tasks and activities. Club members may volunteer at any time by contacting Board members or the Club manager.

SECTION 4 – Vacancies and Replacement of Officers

In the event that an officer resigns or cannot continue with his/her responsibilities the Board of Directors will choose a replacement from volunteers or by solicitation.

ARTICLE III – Duties of Officers

SECTION 1 - President

The President shall preside over Club meetings and the Board of Directors meetings whenever possible. The President may convene an executive committee for special purposes, as needed, and may call for the establishment of ad-hoc committees, as needed. For all committees convened, a majority of the Board of Directors will be required to ascent to the creation of the committee. The President may choose to serve ex-officio, with voting privileges, on any committee. After completion of service the past President shall automatically continue to serve on the Board for at least one year as a member at large.

SECTION 2 - Vice President

The Vice President shall act for the President in case of absence or disability of the President and perform the functions of the president.

SECTION 3 - 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 Board of Directors.
SECTION 4 - Secretary

The Secretary shall keep records of business transacted at all Board of Directors, Club, Executive Committee and ad-hoc committee meetings, will maintain the website and will serve as the initial point of contact for inquiries related to the Club. The Secretary shall conduct such correspondence as necessary under the direction of the President and/or the Board of Directors of the Club. The Secretary may be chosen from among the existing Board of Directors by nomination and majority vote. The secretary may also be a UM employee who serves as Club manager. If the Club manager acts as Secretary, the appointment will be ex-officio to the Board of Directors. 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.

ARTICLE IV - Club Manager

The Board of Directors may seek an employee of UM to act as Club Manager. If so, the Club manager will be the first point of contact for Club members and general inquiries. The Club manager will be charged with oversight of Club activities, such as reservations and function planning, will maintain the website, will maintain records of club membership and activities, will send out annual dues and/or fee notices and collect dues and fees. The Club manager will also assist in coordinating maintenance activities related to the Club facilities. The Club manager will have full authority to enforce regulations established by the Board of Directors.

ARTICLE V – Committees

SECTION 1 - Executive Committee.

An Executive Committee may be convened in accordance with the constitution. The Executive Committee will have defined responsibilities and will be empowered to make decisions on behalf of the Board of Directors. The Executive Committee is expected to act for a finite period of time.

SECTION 2 - Ad-hoc committees.

Ad-hoc committees may be developed to address specific issues. They shall be empowered to meet and act for the Board between Board meetings. Ad-hoc committees will be given specific directives/charges by the Board of Directors and shall report on those directives/charges to the board periodically. Ad-hoc committees may be disbanded at any time by directive of the Board of Directors and will disband at the completion of the assigned task(s).