

**BYLAWS OF  
THE LYMAN BRIGGS ALUMNI ASSOCIATION  
(LBAA)**



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LYMAN BRIGGS ALUMNI ASSOCIATION (LBAA)**

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## **Article I – Name and Location**

### **Section 1.1 Name**

#### Section 1.1. Name

The name of this organization shall be “The Lyman Briggs Alumni Association of Michigan State University,” hereafter be referred to as “the Association.” It shall be a constituent association of the Michigan State University Alumni Association (MSUAA).

### **Section 1.2 Location**

The principle office of the Association shall be the offices of Lyman Briggs School on the campus of Michigan State University (MSU), East Lansing, Michigan.

## **Article II – Purpose**

### **Section 2.1 Purpose**

The purpose of the Association shall be to bring together former students, faculty, friends and staff of Lyman Briggs College (LBC) and Lyman Briggs School (LBS) to advance the well-being of and foster loyalty to LBC, LBS, and MSU, to support the educational programs of LBS and MSU, to enhance communication between the national MSUAA and LBC and LBS alumni and to encourage heightened and continued communication and connectivity between and among alumni of LBC and LBS for social, educational, and professional purposes.

## **Article III – Membership and Dues**

### **Section 3.1 Membership and Good Standing**

Membership in the Association shall be extended to persons with membership in MSUAA. Members in good standing are those registered members who have paid such fees as required by MSUAA. Members in good standing, and only members in good standing, shall have the privilege of voting, and of representation at the Annual Association Meeting, and of nomination and election to the Association Board of Directors and its offices.

### **Section 3.2 Voting Rights**

All individual members in good standing, and only individual members in good standing, shall be entitled to participate in any voting by members. Each member in good standing shall have one (1) vote.

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**Section 3.3 Honorary Membership**

Honorary Members shall be those who, by virtue of office, accomplishment, or outstanding contribution to the Sciences have been selected by the Board of Directors. Honorary Members shall have the same constituent association rights and privileges as Alumni members except that they may neither vote nor serve on the Board. A nominal number of Honorary Members may be appointed annually by the Board.

**Section 3.4 Meetings**

- (a) Annual meetings of the membership shall be held on a date as determined by the Board of Directors for the election of members of the Board of Directors and for the transaction of other business which may come before such meeting. There shall be such other regular meetings of the membership as the members shall determine by a majority vote.
- (b) Special meetings of the membership may be called by the President or by not less than a majority of the Board of Directors or by not less than twenty-one (21) members. Meetings of the membership may be held in a place or places within the State of Michigan.
- (c) Unless otherwise provided for, Robert's Rules of Order shall be followed to administer and conduct the meetings, and when conducting official business. Adjournment will be provided by majority consensus according to the Rules.

**Section 3.5 Notice of Meetings**

- (a) Notice to the membership shall be required for the Annual or any regular meeting of the membership. Meetings of the membership shall be held pursuant to notice of the time, place, and purpose thereof either delivered personally or sent by telephone, post, electronic mail, or facsimile to each member in good standing not less than fourteen (14) days prior to the meeting and, if by telephone, shall be confirmed in writing upon request.
- (b) Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

**Section 3.6 Resignation**

A member may resign by giving written notice to the Secretary of the Association, which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

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**Section 3.7 Quorum**

The quorum for the conduct of business by the membership shall be the minimum required by law, but in no event shall be fewer than eleven (11) members in good standing.

**Section 3.8 Compensation**

The members, as such, shall not be monetarily compensated for the performance of services for the Association as members, or the participation in the activities of the Association or meetings as members. They may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Association. The Board of Directors may authorize and make payment of reasonable compensation for services rendered by a member in any capacity other than as a member, and the Board of Directors may authorize or make payment of a reasonable value of the asset conveyed to the Association by any person.

**Article IV – Board of Directors**

**Section 4.1 Functions of the Board**

All rights, powers, duties, and responsibilities relative to the management and control of the Association property, activities, and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws, the Board of Directors may take any lawful action on behalf of the Association which is not by law or these Bylaws required to be taken by some other party.

**Section 4.2 Number, Selection, and Term**

- (a) The Board of Directors shall consist of eight (8) members elected from among the Association members in good standing.
- (b) The members shall elect Directors from the body of members in good standing at each annual meeting to fill any vacancies that would exist at the conclusion of the meeting.
- (c) All Directors shall serve terms of two (2) years. The Directors shall be separated into two groups, each group serving terms which begin on consecutive years. Directors of one group shall be open for election every other year, so that four Directors shall be elected each year.
- (d) All Directors shall hold office for the term for which they were elected, and until their successor is elected and qualified, or until such Director's resignation or removal. Directors may serve for consecutive terms.

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**Section 4.3 Meetings of the Board**

- (a) Annual meetings of the Board of Directors shall be held on a date determined by the Board of Directors, to elect officers and to conduct any other business which needs to be addressed by the Board. Additional meetings will be held as the Board of Directors finds necessary.
- (b) Special meetings of the Board of Directors may be called by the President or by not less than one-third (1/3) of the Directors. Meetings of the Board of Directors may be held at any place or places within the State of Michigan.
- (c) Unless otherwise provided for, Robert's Rules of Order shall be followed to administer and conduct the meetings, and when conducting official business. Adjournment will be provided by majority consensus according to the Rules.

**Section 4.4 Notice of Meetings of the Board**

- (a) Notice to the Directors shall be required for the annual meetings of that body or any other regular meeting of the Board of Directors. Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, post, electronic mail, or facsimile to each member in good standing not less than twenty-four (24) hours prior to the meeting. Such notice shall be confirmed in writing upon request.
- (b) Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

**Section 4.5 Resignation, Removal, and Vacancies**

Resignation, removal, and vacancies on the Board of Directors shall be handled in the same was as required for association membership. Vacancies shall be filled by a majority of the remaining Directors of the Association. Any Director so appointed shall serve as a Director of the Association until the next annual meeting of the membership and until his/her successor is appointed and qualified.

**Section 4.6 Quorum**

The quorum for the conduct of business by the Board of Directors shall be a majority of all Directors then serving.

**Section 4.7 Voting**

The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law or these Bylaws. Each Director present shall have one vote.

## Article V – Officers

### Section 5.1

The Officers of the Association shall be a President, Vice President, Secretary and a Treasurer elected from among the Board of Directors.

- (b) The Officers shall be elected by the Board of Directors at each annual Board of Directors meeting. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- (c) In addition to the powers and duties of the Association as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors.

### Section 5.2 President

The President shall be the chief operating officer of the Association. He or she shall preside at all meetings of the Board of Directors and of any committee thereof. The President shall perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Directors. He or she shall be, *ex officio*, a member of all standing committees. The President shall, unless otherwise provided by resolution of the Board of Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Association.

### Section 5.3 Vice President

A Vice President may be designated by the Board of Directors. The Vice President shall have such powers and perform such duties as shall from time to time be assigned to that person by these Bylaws or by the Board of Directors. In the absence of the President, the Vice President will assume the President's duties.

### Section 5.4 Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose, attend to the giving or serving of all notices of the Association, and sign with the President of the Board of Directors, in the name of the Association, all contracts when authorized to do so. The Secretary shall have charge of such books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination of any Director, and shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

The secretary will be responsible for submitting an annual report to the MSU Alumni Association, including a financial report, membership report, an Association activities report, and other such information as required by the MSU Alumni Association.

### Section 5.5. Treasurer

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The Treasurer shall have custody of all the funds and securities of the Association, endorse on behalf of the Association for collection checks, notes and other obligations and shall deposit the same to the credit of the Association in the University Constituent account, and sign all receipts and vouchers for payments made to the Association.

The Treasurer shall review Statements of the Association University Constituent Account and provide full and accurate accounts of all moneys received and paid on account of the Association whenever required by the Board of Directors. The Treasurer shall provide copies for the Constituent account statements at each Annual Meeting of the Board and shall, at all reasonable times, exhibit the books and accounts to any Director of the Association. The Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

**Section 5.6 Assistant Secretary and Assistant Treasurer**

The Board of Directors may from time to time by resolution delegate to any Assistant Treasurer or Treasurers any of the powers or duties herein assigned to the Treasurer; and may similarly delegate to any Assistant Secretary or Secretaries any of the powers or duties herein assigned to the Secretary.

## **ARTICLE VI - Committees**

**Section 6.1 General**

The Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the program and purposes of the Association and the Board shall further designate the individuals from their number to serve as chairpersons of said standing committees.

**Section 6.2 Authorization of Executive Committee**

The Board shall have power to appoint an Executive Committee to conduct the business of the Board and to exercise all powers of the Board whenever the Board shall not be in session, except that no committee shall be empowered to do any of the following acts:

- (a) amend the Bylaws of the Association;
- (b) elect Directors or Officers of the Association; and
- (c) appoint Directors to or remove Directors from, or establish or modify any operational or procedural aspects of the Executive Committee.

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Any such Executive Committee, and each member thereof, shall serve at the pleasure of the Board of Directors. Such Executive Committee may, to the extent provided in the resolution(s) of the Board establishing or empowering the Executive Committee, exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Association.

**Section 6.3 Meeting Notice**

- (a) Notice to the Directors shall be required for Meetings of the Executive Committee. Executive Committee meetings shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, post, electronic mail, or facsimile to each Director not less than twenty-four hours prior to the meeting. Such notice shall be confirmed in writing upon request.
- (b) Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

**ARTICLE VII - Other Activities of the Directors**

**Section 7.1 Adjournment of Meetings**

The majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be given to all Directors, as provided in Meeting Notice (Section 6.4) even though the time and place for resuming such meeting were announced at the meeting at which the adjournment was taken.

**Section 7.2 Method of Giving Notices**

Any notice required by statute or by these Bylaws to be given to the Directors, or to any Officers of the Association unless otherwise provided herein or in any statute, shall be given by mailing to such Director, or Officer at his last address as the same appears on the records of the Association and such notice shall be deemed to have been given at the time of such mailing.

**Section 7.3 Action By Written Consent**

Action required or permitted to be taken pursuant to authorized vote at any meeting of the Board of Directors or a committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors or the Committee consent thereto in writing. Written consent shall be filed with the minutes of the proceedings of the Board or Committee. Such consent shall have the same effect as the vote of the Board or Committee for all purposes.

## **ARTICLE VIII - Amendments and Additions to the Bylaws**

### **Section 8.1 Amendments**

These Bylaws may be altered or amended by a two-thirds (2/3) majority vote at any duly called meeting of the Directors, at which a quorum is present, provided that written notice naming the substance of the proposed amendment has been sent to each Director at least thirty (30) days in advance of the date of meeting, unless such notice is waived by all the Directors.

### **Section 8.2 Rules and Regulations**

The Board of Directors may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Association, provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of these Bylaws.

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