



CAMPUS CLUB GOVERNANCE

BYLAWS + CONFLICT OF INTEREST

While the Campus Club has been connected to the University of Minnesota since the club was founded in 1911, it is not officially part of the University. It is a separate 501 (c)(7) non-profit membership corporation. The club is governed by a Board of Directors, which is in charge of all of the properties, governance, and management of The Campus Club, unless delegated to the Executive Director.

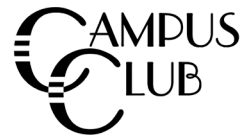
The Campus Club Bylaws requires an annual election of members of the Board of Directors. The Nominating Committee presents a slate of candidates. This slate is presented to the membership at the annual meeting, via email, and on our website. Nominees are approved by the membership at our annual meeting which is held during the second half of May each year.

Following the annual meeting, the election is held. Each Personal membership is allowed a single vote. Only the primary member receives the election email. Voting is conducted electronically during a three week period in June of each year.

Additional details may be found in the complete Bylaws and the Conflict of Interest Statement.



CAMPUS CLUB BYLAWS



ARTICLE I: PURPOSE

The purpose of The Campus Club of the University of Minnesota (hereinafter referred to as The Campus Club) is to facilitate and enhance the missions and activities of the University community. It provides a common, informal gathering place, a place for broad community interaction, rooms for social and business meetings, and facilities for dining and receptions. Use of The Campus Club is open to all members of the University community: faculty, staff, students, Regents, alumni, and their constituencies.

ARTICLE II: MEMBERSHIP

SECTION 1: REGULAR MEMBERSHIP

Regular membership in The Campus Club shall be conferred after proper application to the Executive Director. All University faculty, staff, students, alumni, and Regents shall be deemed eligible for regular membership. Monthly dues and/or fees, in amounts determined by the Board, may be assessed for twelve months of the year. Regular members shall have voting privileges.

SECTION 2: EMERITI OR RETIRED AND SURVIVING-PARTNER MEMBERSHIP

All emeriti or retired University employees and surviving partners are eligible for membership. Such members may be assessed an annual administrative fee or dues, determined by the Board, and shall have voting privileges.

SECTION 3: AFFILIATE MEMBERSHIP

Affiliate membership may be authorized upon proper application to the Executive Director. Affiliate members shall be assessed an administrative fee or dues to be determined by the Board. Affiliate members shall not have voting privileges. The categories of affiliate membership include: (a) visiting guest faculty or staff, donors to the University, departmental custodians associated with units of the University, and community organizations (b) other persons or organizations whose affiliation with the University merits consideration for affiliate membership.

SECTION 4: TERMINATION OF MEMBERSHIP

The right to continue as a member of The Campus Club shall end when the member's relationship with the University terminates, except upon the member's retirement. The Executive Director may approve continuation of membership under other circumstances. All rights and interests in the privileges of The Campus Club shall cease with the termination of membership.

A member may be discharged for nonpayment of dues, assessments, or other indebtedness.

SECTION 5: REINSTATEMENT

A former member may be reinstated when both the following conditions have been met: (a) the former member is entitled to become a member under Section 1, 2, or 3 of this Article; and (b) the former member has satisfied all financial obligations.

SECTION 6: OFFICE PRIVILEGES

The right to hold office shall be limited to regular members in good standing.

ARTICLE III: MEETINGS

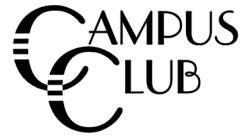
The annual meeting of The Campus Club shall be held during the month of May, the exact date to be fixed by the Board. At least ten business days' notice of the annual meeting shall be given to the membership.

Special meetings may be called at any time by the Board on their own motion or shall be called at the written request of any twenty regular members. Notice of such special meetings, with a statement of the business to be transacted, must be sent to each regular member at least ten business days prior to the meeting.

The majority of a duly constituted quorum at any special or regular meeting may, by resolution, empower the Board to conduct a referendum by mail on any matter for which the meeting was called, such a referendum to be accomplished by a fully documented presentation of the principal arguments relating to the question referred to the membership as raised at the meeting, and such a referendum to have the full force and effect of a majority vote of the quorum at any meeting.

ARTICLE IV. QUORUM

At any annual or special meeting of The Campus Club, a quorum shall be constituted by no fewer than ten voting members of The Campus Club, at least four of whom shall be members of the Board. All business of The Campus Club shall be transacted by majority vote of those present and voting. The presence of one third of the voting members of the Board shall constitute a quorum at Board meetings.



ARTICLE V. ELECTIONS

In the fall, the Executive Director will inform the membership of the elections process, and ask that members interested in serving on the board submit a letter of interest to the executive director. During the spring semester the President shall appoint a nominating committee, which shall consist of two Board members and may include regular Club members who are not members of the Board. The Executive Director will give the letters of interest to the nominating committee for consideration. The number of persons nominated may or may not exceed the number of vacancies to be filled on the board. These names shall be sent to the membership at least ten business days prior to the annual meeting, and members shall be invited to nominate other candidates by petition—the petition to have at least twenty signatures of Club members. Nominations shall be closed as of the end of the annual meeting.

Following the annual meeting a ballot shall be developed by the Secretary and shall be sent by electronic mail to the membership. Ballots are to be returned to electronically by a set date. Vote tallies shall be reviewed by the Campus Club Executive Committee. Those candidates who receive the highest number of votes will be considered as elected. A tie vote shall be decided by lot. New Board members shall assume their positions at the September meeting of the Board. of the quorum at any meeting.

ARTICLE VI: BOARD OF DIRECTORS

The Board of Directors shall be composed of no more than eighteen voting members, the size to be determined by the Board. Each term shall be three years; a maximum of two consecutive terms or six consecutive years is allowable. An officer who is elected in the sixth year of service may serve a seventh year on the Board. The Board shall appoint an interim Board member to complete the term of a resigning or deceased Board member. Such an interim Board member may be nominated for up to two full consecutive terms thereafter.

Members of the Board shall not receive any compensation for their services, and shall adhere to The Campus Club Policy on Conflict of Interest. The Board shall have within their charge all of the properties, governance, and management of The Campus Club except insofar as such duties are hereinafter delegated. A meeting of the Board shall be held once each month and at other times at the call of the President or at the request of any three directors.

THE BOARD OF DIRECTORS IS AUTHORIZED:

- (a) To develop and approve Campus Club policies.
- (b) To approve the annual budget.
- (c) To establish membership dues and administrative fees.
- (d) To fill vacancies that may occur on the Board or in any office. All such appointments expire at the next annual meeting.
- (e) To propose amendments to the Bylaws of The Campus Club for consideration at the annual meeting as described in Article XII.
- (f) To make all contracts in the name of, and for the benefit of, The Campus Club, except insofar as the Board may delegate this power.
- (g) To elect all officers and to appoint committees with such powers and duties as the Board may designate.
- (h) To approve a bank as depository of the funds of The Campus Club.
- (i) To submit by mail or electronic-mail ballot to voting members of The Campus Club those matters that at least five of the voting Board members may wish referred to the voting membership of The Campus Club. No vote shall be taken until the matter proposed shall have been discussed at a regular or a special meeting of the membership. Any subsequent motion supported by a majority of those voting shall become an official action of The Campus Club.

(j) To appoint an Executive Director who shall be responsible for day-to-day operations and for monitoring progress towards goals and objectives determined by the Board. The Executive Director shall report to the Board at each regular meeting of the Board and shall normally attend meetings except when an “in camera” meeting or portion of a meeting is called. The Executive Director shall report to the membership at the annual meeting. The Executive Director shall be an ex officio and nonvoting member of the Board and of the Executive Committee and the Audit Committee.



In exercising its authority the Board of Directors shall follow such written guidelines as it may establish from time to time.

ARTICLE VII: OFFICERS

Only Board members are eligible to hold office.

The President shall ordinarily preside at all meetings of The Campus Club and of the Board. In the event of the President's absence, a meeting of The Campus Club or of the Board may elect its presiding officer, if the Vice President is also absent. The Vice President, in the President's absence, shall preside at meetings of The Campus Club and of the Board.

The Secretary shall keep a record of the meetings of The Campus Club and of the Board, shall conduct official correspondence of The Campus Club, and shall notify members of their election.

The Treasurer shall chair the Audit Committee, appointed by the Board to oversee the financial affairs of the club. The Treasurer shall receive from the Executive Director regular, written financial reports and join the Executive Director in discussing these reports when they are presented to the Board.

By Authority of the Board of Directors, the Treasurer may delegate the following duties to the Executive Director of the Campus Club: Issuance of checks for the purpose of necessary expenditures; payment of expenditures necessary to the operations of the Club. The Treasurer shall have the responsibility to review the certificate of insurance on Directors and Officers annually, and shall review and sign all monthly financial transaction reports.

ARTICLE VIII: SELECTION OF OFFICERS AND APPOINTMENT OF COMMITTEES

Election of all Board officers—viz., President, Vice President, Secretary, and Treasurer—for terms of two years shall occur at the first meeting of the fiscal year, or as necessary. Officers shall not serve for more than three consecutive two-year terms.

The Executive Committee and the Audit Committee shall be standing committees of the club. The Board may establish additional committees as appropriate. Chairs of such committees shall be nominated by the President and approved by the Board.

ARTICLE IX: INDEBTEDNESS

No debt beyond the ordinary operating and maintenance expense of the Campus Club may be incurred without a concurring vote of at least two-thirds of the members of the Board of Directors.

ARTICLE X: PRINCIPLE OF EQUAL TREATMENT

In its membership and employment policies and practices, and in the use of its services and facilities, The Campus Club commits itself to the principle that there shall be no discrimination in the treatment of persons because of race, color, creed, religion, national origin, sex, age, marital status, disability, public assistance status, veteran status, or sexual orientation.

ARTICLE XI: PARLIAMENTARY AUTHORITY

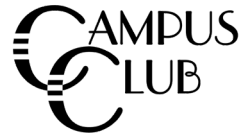
The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern The Campus Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and special rules of order that The Campus Club may adopt.

ARTICLE XII: AMENDMENT OF BYLAWS

The Bylaws may be amended at the annual meeting of The Campus Club by a majority vote of voting members present and voting, provided that the proposed amendment has been submitted to the voting membership in the announcement of the annual meeting.

ARTICLE XIII: FEES

The Board shall set an annual fee for each category of membership.



ARTICLE XIV. FINANCIAL REVIEW AND OFFICIAL INDEMNIFICATIONS

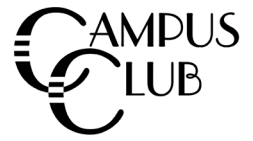
Upon recommendation from the Audit Committee the Board shall arrange for an annual financial review or financial audit to be conducted by a recognized accounting firm. A financial audit, rather than a review, shall be held at least once every three years.

To the extent permitted by law, any former or present director or officer of The Campus Club who was or is a party to, or is threatened to be made a party to, any proceeding, wherever and by whomever brought, by reason of former or present official capacity as a director or officer, while serving at the request of this organization, shall be indemnified by The Campus Club against expenses actually and reasonably incurred in connection with the proceeding, including the expenses of attorneys' fees, judgments, fines, and amounts paid in settlement.

ARTICLE XV. DISSOLUTION

This organization may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution or final liquidation of The Campus Club, any surplus property remaining after the payment of its lawful debts and liabilities shall be distributed to a nonprofit, qualified entity in the state of Minnesota.

CAMPUS CLUB POLICY ON CONFLICT OF INTEREST



SECTION 1.PURPOSE

The purpose of the Conflict of Interest Policy is to protect the Campus Club's interest when it contemplates entering into a transaction or contractual arrangement that might benefit the private interest of a Campus Club officer or director, or Campus Club employee with authority to influence Campus Club transactions. The Policy requires disclosure to the Board of all interests that may present a conflict, the recusal of individuals who may have conflict from participation in related decision-making, and determination by the Board (excluding any member with a conflict of interest) whether a contemplated transaction or contractual arrangement may be pursued despite the existence of the disclosed financial interest. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations. The board, officers, and management employees have the responsibility to administer the affairs of the Campus Club honestly and prudently, and to exercise their best skill and judgment for the sole benefit of the Campus Club. Those persons shall exercise good faith in all transactions involved in their duties, and they shall not use their positions with the Campus Club or knowledge gained therefrom for their personal benefit.

SECTION 2.DEFINITIONS

1. INTERESTED PERSON

Any directors or officer, and any employee who has the authority to influence transactions or contractual arrangements of the Campus Club, is an interested person.

2. FINANCIAL INTEREST

(a) A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

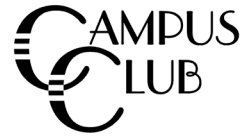
1. an ownership, management, or investment interest in any entity with which the Campus Club has a transaction or contractual arrangement, is negotiating a transaction or contractual arrangement, or is contemplating a transaction or contractual arrangement, or
2. compensation from the Campus Club other than salary directly related to duties as an employee of the club or complimentary rooms or meals provided by the Campus Club to individuals for and during meetings related to Campus Club business, or
3. compensation or an arrangement for compensation from any entity or individual with which the Campus Club has a transaction or contractual arrangement, is negotiating a transaction or contractual arrangement, or is contemplating a transaction or contractual arrangement.

(b) An interested person does not have a financial interest subject to disclosure merely because the interested person has a membership contract with the Campus Club or is affiliated with or has oversight over a unit of the University that does business with the Campus Club.

SECTION 3.DUTY TO DISCLOSE FINANCIAL INTERESTS

An interested person will promptly on discovery disclose all financial interests as defined in Section 2. Disclosure by Campus Club employees shall be made either to the executive director or to the Board president. Disclosure involving directors shall be made to the Board president (or, if the disclosure is by the Board president, to the Board vice-president). The disclosure shall be brought to the attention of the Board of Directors, which will decide if the financial interest creates a conflict of interest.

SECTION 4. PROCEDURE FOR HANDLING POTENTIAL CONFLICT OF INTEREST



1. After disclosure of a financial interest, the Board shall offer the interested person an opportunity to address the Board concerning the financial interest.
2. The interested person shall be excluded from any discussion or vote to approve or disapprove the transaction or contractual arrangement that relates to the disclosed financial interest.
3. The chair of the Board may appoint a disinterested person or committee to investigate alternatives to or obtain a comparative evaluation of the proposed transaction or contractual arrangement.
4. After exercising due diligence, the Board shall determine whether the Campus Club can obtain with reasonable efforts a more advantageous transaction or contractual arrangement from a person or entity that would not give rise to a conflict of interest.
5. If a more advantageous transaction or contractual arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or contractual arrangement is fair and reasonable and in the best interest of the Campus Club. In conformity with that determination, the Board shall make its decision as to whether to enter into the transaction or contractual arrangement.
6. The minutes of the Board or any committee considering a potential conflict of interest shall document the disclosure, the investigation (if any), the Board determination, and who was present during the discussion of the potential conflict of interest.

SECTION 5. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

1. If the Board has reasonable cause to believe that an interested person has failed to disclose a financial interest as defined in section 2, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
2. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Board determines the individual has violated this Policy by failing to disclose a relevant financial interest, it shall take appropriate disciplinary and corrective action.

SECTION 6. CONFLICT OF INTEREST DISCLOSURE STATEMENT

All Campus Club directors, officers and senior management employees will be expected to complete and sign the following conflict of interest statement annually.

I HEREBY CONFIRM that

1. I have received a copy of the Campus Club Conflict of Interest Policy,
2. I have read and understand the policy,
3. I agree to comply with the policy and in particular to make any disclosures required by the Policy.
4. I understand that the Campus Club is a non-profit organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.