

UCDAVIS

**CAL AGGIE ALUMNI
ASSOCIATION**

BYLAWS

REVISED AND ADOPTED NOVEMBER 13, 2018

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**BYLAWS OF THE
CALIFORNIA AGGIE ALUMNI ASSOCIATION**

Article I. NAME

Section 1.01 Name.

The name of this Association is the California Aggie Alumni Association. ["Association," "Corporation," or "CAAA"]. The Association is incorporated in California as a 501(c)(3) nonprofit public benefit Corporation. The Association may also be referred to as the "UC Davis Aggie Alumni Association."

Article II. VISION AND PURPOSE

Section 2.01 Vision Statement.

We connect and inspire the UC Davis Aggie community to foster opportunities, celebrate achievements and enhance the University.

Section 2.02 Purpose.

The Association is organized for the following purposes:

- (a) The principal purpose is to create lifelong ambassadors for the University of California to enrich the lives of its alumni, students and friends worldwide, and to organize and operate an association of university alumni on the UC Davis campus; and
- (b) To engage in other educational or charitable activities; and
- (c) To provide a forum for communication and exchange of ideas among members of the Association, the administration, faculty, and students of the UC Davis campus; and
- (d) To solicit and receive donations, grants, gifts, devises or bequests, for the support of Association programs; and
- (e) To provide scholarship and award programs at the UC Davis campus of the University of California; and
- (f) To foster educational opportunities for members of the Association; and
- (g) To act as trustee under any trust incidental to the principal objects of the Association, and to receive, hold, administer, and expend funds and property

subject to such trust; and

- (h) To join with other associations, whose objects are similar to those of this Association; and
- (i) To do all acts necessary or expedient for the administration of the affairs of the Association.

Article III. MEMBERSHIP

Section 3.01 Categories.

There are three categories of membership: Paid Alumni Members, Affiliate Members, and Honorary Members.

(a) Paid Alumni Members.

These include the following individuals, upon application and payment of dues:

- (1) Degree recipient: an individual who has officially been awarded a degree by the UC Davis campus of the University of California.
- (2) Any other individual who:
 - (i) Attended the UC Davis campus as a regularly enrolled student for at least three (3) consecutive quarters or one (1) academic year;
 - (ii) Has accumulated at least 12 units of UC Extension credit or UC Davis summer session credit;

(b) Affiliate Members.

Upon application and payment of dues, any individual who does not qualify for paid alumni membership but who supports the programs and objectives of this Association. Examples include the following:

- (1) Members of the faculty, staff and administration of UC Davis;
- (2) Any individual who has attended any other campus of the University of California system for at least two (2) semesters or at least three (3) consecutive quarters;
- (3) Parents of any student currently enrolled at UC Davis or of any alum of UC Davis;
- (4) Any enrolled student of UC Davis;

(5) Spouses of current or deceased members of the Association.

(c) Honorary Members.

Any other individual who has rendered outstanding service to the Association or to the UC Davis campus as determined by a simple majority of the Board of Directors.

Section 3.02 Rights and Privileges of Membership.

(a) Paid Alumni Members are entitled to:

- (1) Vote on all propositions submitted to them by the Board of Directors or as otherwise authorized by these bylaws or California law;
- (2) Nominate and vote upon the election of officers and directors;
- (3) Serve as an elected officer or Director-at-Large of this Association;
- (4) Attend all meetings of the Association, the Board of Directors, and committees except for closed sessions when properly authorized;
- (5) Receive Association periodicals and other publications;
- (6) Have any other rights, benefits and privileges as the Board of Directors may grant;

(b) Affiliate Members.

Affiliate Members shall have all of the rights of Paid Alumni Members except the right to vote, nominate, and/or hold office in the Association or on the Board of Directors.

(c) Honorary Members.

Honorary Members may attend any open meeting of the Association and shall have such other privileges as the Board of Directors may provide, except the right to vote, nominate and hold office in the Association or on the Board of Directors.

Section 3.03 Expiration of Membership.

The membership of any Paid Alumni or Affiliate member shall expire upon the failure to pay the prescribed dues within the times and conditions set forth by the Board of Directors or upon resignation as provided by these Bylaws.

Section 3.04 Resignation of Membership.

A member may resign his/her membership at any time by providing written notification to the Executive Director or his or her designee. Fees are not refundable.

Section 3.05 Prohibition on Transfer of Membership.

No member may transfer or divide a membership or any right arising from it.

Section 3.06 Dues, Fees, and Assessments.

Within the categories of Paid Alumni and Affiliate membership, the Board of Directors may establish different categories of membership, such as "Life" or "Annual." Each member, other than an Honorary Member, must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Board of Directors. The dues, fees, and assessments shall be equal for all members of each category, but the Board of Directors may, at its discretion, set different dues, fees, and assessments for each category. These categories shall not be deemed to be "classes" within the meaning of the California Corporations Code. Dues, fees, and assessments are non-refundable.

Section 3.07 Good Standing.

(a) Dues and Fees.

Unless rights of membership have been suspended pursuant to subsection (b), a member is in good standing when current in payment of all dues, fees and assessments.

(b) Suspension or Termination of Membership.

A membership may be suspended or terminated whenever the Board of Directors, or a committee or person authorized by the Board of Directors, determines that a member has failed to observe the Association's rules, including any codes of conduct or ethics, as prescribed in these bylaws or by Board of Directors policies. Discipline may also be imposed if a member has engaged in conduct otherwise detrimental or materially prejudicial to the Association's purposes and/or interests. The Board of Directors shall adopt policies and procedures to implement this section, and such policies and procedures shall constitute a part of this subsection. Any and all policies and procedures adopted to implement this section shall be consistent with the requirements of the California Corporations Code.

Section 3.08 Membership Meetings.

(a) Regular Annual Meetings.

(1) Calling Meetings.

Regular membership meetings shall be held annually on a date and time fixed by the Board of Directors.

(2) Meeting Notice.

Notice of the annual meeting shall be given by the Executive Director or his/her designee at least twenty (20) but no more than ninety (90) days before the meeting date and shall state the date, time, and place of the meeting and specify the general nature of the business proposed to be transacted. No business, other than that so noticed, may be transacted. Any proper matter may be presented at the meeting for such action.

(b) Special Meetings.

(1) Persons Entitled to Call.

(i) A special meeting of the members may be called at any time by a simple majority of the Board of Directors, by a simple majority of the Executive Committee of the Board of Directors, by the President, or by written request of five percent (5%) or more of the Paid Alumni Members specifying the general nature of the business proposed to be transacted and submitted either to the President or Executive Director of the Association.

(ii) No business, other than that so noticed, may be transacted at a special meeting.

(2) Notice for Member Requested Meetings.

The President or Executive Director shall cause notice to be given to all members stating that a meeting will be held and specifying the place, date, and time of the meeting, and the general nature of the business to be transacted. The meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the members requesting the meeting may give the notice.

(3) **Manner of Giving Notice.**

Notice shall be given by mail, electronic mail, phone, social media venues, or other common electronic means to all members of the Association. The notice may be distributed by publication in the Association newsletters or periodicals, or by other written means addressed to each member entitled to vote.

(c) **Quorum.**

(1) **Number Required.**

The quorum for any Association membership meeting is twenty (20) Paid Alumni Members, including members of the Board of Directors. Once a quorum is present, business may still be transacted even if enough members have left the meeting to leave less than a quorum so long as any action taken is approved by a simple majority of the members required for the quorum.

(2) **Approval by Simple Majority Vote.**

Motions, Resolutions, or other proposed actions are approved by a simple majority of the Paid Alumni Members present and voting, unless a higher percentage is required by these bylaws, by law, or by the Association's parliamentary authority.

Section 3.09 **Action by Written Ballot Without a Meeting.**

Any action that may be taken at any meeting of members may be taken by written or electronic ballot without a meeting, as long as the notice, solicitation of ballots and voting procedures comply with the policies of the Board of Directors and the requirements of the California Nonprofit Corporation Code.

Article IV. BOARD OF DIRECTORS

Section 4.01 **Powers.**

Except as otherwise provided by these Bylaws, the business, finances and affairs of the Association shall be managed, and all powers shall be exercised by or under the direction of the Board of Directors.

Section 4.02 **Authorized Number and Qualification.**

- (a) The Board of Directors (sometimes referred to herein as the "Board") consists of the:

- 1) **President**
- 2) **Executive Vice President/President Elect**
- 3) **Elected Directors-At-Large**

At least nine but no more than twenty-three (23) Directors-at-Large. The exact number shall be fixed from time to time by resolution of the Board of Directors. Directors-at-Large shall be referred to herein as "Directors" collectively with the President and the Executive Vice President/President Elect.

- 4) **Non-Voting Advisors to the Board of Directors**

Advisors to the Board of Directors shall include the following individuals of UC Davis: The Chancellor, Vice Chancellor for Development and Alumni Relations, Assistant Vice Chancellor for Alumni Relations/Executive Director of the Association, Immediate Past President, the chair or designee of the UC Davis Foundation, the President of the Associated Students of UC Davis ("ASUCD"), the chair of the UC Davis Graduate Student Association ("GSA"), the UC Davis Alumni Regent Designee/Regent during his/her term of office, the President of the Cal Aggie Student Alumni Association ("SAA"), the chair of the UC Davis Parents Council and others as may be added from time to time at the discretion of the Board. Should at any time the positions described in this section not exist, the equivalent of that position shall serve as a non-voting advisor to the Board of Directors.

Section 4.03 Terms of Office.

- (a) The President, Vice President/President-Elect, and all Directors-at-Large shall take office on July 1 and serve terms of two years or until their successors have been elected and/or appointed.

- (b) **Election of Directors-at-Large.**

Directors-at-Large shall serve staggered terms. The exact number of Directors-at-Large to be elected each year may range from two (2) to six (6), to be determined by the Nomination and Governance Committee (described below) based upon the number of Directors-at-Large whose terms are expiring, the number of vacancies, the number of qualified candidates, and any and all other factors determined by the Nomination and Governance Committee.

- (c) No Director-at-Large shall serve for more than three (3) consecutive full terms

(six (6) consecutive years). Any Director-at-Large who has resigned from the Board of Directors for any reason, or a person who has previously served on the Board of Directors may apply or be nominated to serve as a member of the Board of Directors again after a minimum of one (1) year has passed from the effective date of his or her resignation, or, if not such resignation in writing, the last Board meeting attended. Any former Director-at-Large attempting to serve on the Board of Directors following his or her initial term of service (not to be more than three (3) consecutive full terms), must be nominated and approved through the processes outlined in these Bylaws and/or the policies and procedures established by the Board of Directors.

- (d) A Director may petition the Executive Committee to be relieved of Board responsibilities for up to one (1) year upon a showing of hardship for health, financial or other reasons. The Executive Committee may accept the petition without approval of the Board of Directors.
- (e) All Directors must attend at least three (3) meetings of the Board of Directors per fiscal year. A retreat of the Board of Directors constitutes a meeting of the Board. If a Director-at-Large fails to meet this requirement, the Executive Committee may declare that Director-at-Large's position vacant.
- (f) No reduction of the authorized number of Directors-at-Large shall result in removing any Director-at-Large before that Director-at-Large's term of office has expired.

Section 4.04 Vacancies on the Board of Directors.

(a) Events Causing Vacancy.

A vacancy exists on the occurrence of any of the following events:

- (1) Expiration of a Director's term of office;
- (2) The death or resignation of any Director;
- (3) Recall from office by a vote of the members, rescission of election or appointment by the Board of Directors, or removal for cause pursuant to the California Corporations Code ("Cal. Corp. Code");
- (4) An increase in the authorized number of Directors-at-Large;
- (5) The removal of a Director-at-Large as prescribed by these Bylaws.

(b) Removal of a Director-At-Large or Officer:

A Director-at-Large or Officer may be removed from the Board of

Directors for any of the following reasons:

- (1) If a Director-at-Large or Officer fails to meet the attendance requirements detailed in these Bylaws;
- (2) If the Board of Directors, or a committee or person authorized by the Board of Directors determines that a Director-at-Large or Officer has failed to observe the Association's rules, including any codes of conduct or ethics, as prescribed by these Bylaws or by policies adopted by the Board of Directors policies;
- (3) A Director-At-Large or Officer may be removed, either with or without cause, by a super majority vote, defined as two thirds of the total number of Directors-at-Large then holding office, at any regular or special meeting of the Board of Directors.

(c) Filling Vacancies.

In the event of a vacancy, the Executive Committee may appoint an eligible candidate from the most recent report of the Nominations and Governance Committee, may choose to leave the position vacant until the next election cycle, or may direct the Nominations and Governance Committee to solicit and evaluate additional candidates for appointment. All appointments must be ratified by the Board of Directors.

Section 4.05 Meetings of the Board of Directors

(a) Regular Meetings.

Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall determine but not less than three (3) times each year.

(b) Special Meetings.

Special Meetings of the Board of Directors may be called at any time by a simple majority of the members of the Executive Committee or the simple majority of the serving Directors-at-Large.

(c) Notice of Meetings.

Notice shall be given by mail, electronic mail, phone, social media venues, or other common electronic means to each member of the Board of Directors at least two (2) weeks in advance of the time for each meeting. Notice of Special Meetings may be sent by first-class mail, fax or e-mail not less than four (4) days in advance of the time for such meetings.

(d) Quorum.

A simple majority of the Directors-at-Large presently serving shall constitute a quorum. Once a quorum is present, business may still be transacted even if enough Directors-at-Large have left the meeting to leave less than a quorum so long as any action taken is approved by a simple majority of the members required for the quorum.

(e) Participation through Telecommunications.

A Director-at-Large may participate in one (1) meeting of the Board of Directors through the use of telephone or video conferencing equipment so long as the equipment is functional and operational in the manner intended (for example, so all individuals present can hear one another). The use of other electronic or virtual meeting technology or services is permitted so long as:

- (1) Each Director-at-Large can communicate with all of the others concurrently;
- (2) The technology or service permits each Director-at-Large to propose or object to a specific action proposed to be taken; and
- (3) The Board of Directors has means of verifying that all participants are directors or other persons entitled to participate and that all Board actions and votes are taken only by Board of Directors and not by others.

(f) Rules of Order.

The latest edition of Roberts Rules of Order, Newly Revised, shall govern the procedures for all Association meetings, including membership meetings, committee meetings, and meetings of the Board of Directors, except where otherwise provided by law, these Bylaws, or policies of the Board of Directors.

(g) Prohibition of Proxy Voting.

Proxy voting is prohibited at all meetings of the Association. This shall not be interpreted so as to prohibit the use of mail ballots, or e-mail or electronic voting as authorized elsewhere in these Bylaws.

Section 4.06 Actions Without a Meeting.

Any action required or permitted to be taken by the Board may be taken without a

meeting if a super-majority of members of the Board individually or collectively consent to that action. A written record shall be made of any oral consent and all of the oral or written consent(s) shall be filed with the Board of Directors' minutes.

Section 4.07 Committees of the Board.

(a) The Committee Process.

The Board of Directors conducts all business by and through the committee process and collectively evaluates and approves all actions undertaken by committees. The Association is driven by the work completed by committees composed of Directors and other volunteers, and it is their work that guides the direction of the Association.

(b) Standing Committees.

(1) Audit Committee.

The Audit Committee oversees the quality and integrity of the Association's financial statements, ensuring institutional compliance with mandatory auditing standards, and evaluating institutional systems of risk assessment and internal controls.

(2) Finance Committee.

The Finance Committee examines the annual budget submitted by Cal Aggie Alumni Association (CAAA) staff, recommends appropriate modifications, and submits the annual budget to the Board of Directors for approval. The committee assesses quarterly financial statements and other financial or budget reports and makes appropriate mid-year adjustments to ensure that the Association's finances match the budget. Special funding requests or other issues that will substantially impact the financial position of the Association are analyzed by the Finance Committee prior to submission to the Board of Directors. This committee also monitors the investments CAAA has with the UC Office of the Chief Investment Officer, advising the Board of any changes to the portfolio if financial goals and objectives are not being met with the current investment mix.

(3) Nomination and Governance Committee.

The Nomination and Governance committee solicits and nominates candidates for election or appointment to the Board of Directors as set forth in these Bylaws.

(4) Executive Committee.

There shall be an Executive Committee consisting of the President as Chair, the Executive Vice President/President Elect, and the Vice Presidents of Administration, Programs, and Revenue Generation (collectively, the "Vice Presidents"), as described below. The Executive Director shall serve as staff and is not a voting member of the Executive Committee.

- (i) The Vice Presidents shall coordinate the work of the committees and task forces under their programmatic purview as assigned by the Executive Committee, and report about the activities of the committees to the Executive Committee and Board of Directors at least quarterly. The Vice Presidents shall ensure that all initiatives are proceeding in accordance with the goals and objectives of the Board and that any significant variances or issues are brought to the attention of the Executive Committee in a timely fashion.
- (ii) The Executive Committee shall have the authority of the Board of Directors to act on behalf of the Board of Directors between meetings of the Board of Directors pursuant to existing California state law with the exception of personnel decisions, which shall be handled by the Executive Director in consultation with the Executive Committee.

(c) Creation, Appointments, Removal, and Authority.

The Board of Directors may create (or ratify in the case of the Executive Committee creating) additional standing committees (permanent) or ad hoc committee(s) or task force(s) (with a defined task and term of existence).

- (1) Each committee, whether standing, ad hoc, or a task force, shall be comprised of at least two (2) Directors-at-Large and may be composed of any number of members of the Association who shall be appointed by the President in consultation with the Executive Director and Executive Committee. If a committee or task force is to exercise the authority of the Board of Directors, it may consist only of Directors.
- (2) The Nomination and Governance Committee must be chaired by a Director-at-Large. It is the goal of the Board of Directors to have

the Nomination and Governance Committee comprised of a simple majority of members of the Association who are not also Directors-at-Large.

- (3) All other standing committees shall be chaired by a Director-at-Large and shall strive to have a Director-at-Large serve as a Vice Chair. The term of appointment for each Chair and Vice Chair shall be one (1) year, but the President, after consulting with the Executive Director and Executive Committee, may extend this term or may remove a Chair prior to the end of their term at the President's discretion.
- (4) The quorum for all committees is a simple majority of the committee's membership. If the Nomination and Governance Committee is unable to reach quorum, the candidates will be forwarded to the full Board of Directors for approval of two-thirds (2/3) of the then-serving Directors-at-Large.

Section 4.08 Board of Director Nominations and Elections.

(a) Eligibility.

Only Paid Alumni Members of the Association in good standing are eligible to serve as Officers or Directors of the Association.

(b) The Nomination and Governance Committee shall meet regularly to evaluate and nominate eligible members for election to the Board of Directors, or to fill vacancies on the Board of Directors in the office of Alumni Regent.

(c) The Board of Directors and/or the Nomination and Governance Committee shall adopt policies and procedures to govern the nomination and election processes, which shall provide for election or appointment by the Board of Directors, but shall also include an option for Directors to be nominated by petition of the Paid Membership.

Section 4.09 Executive Vice President/President Elect Nomination and Election.

(a) Qualification and Selection.

The Executive Vice President/President Elect shall be selected from among the current Directors-at-Large and approved by a simple majority of the Board of Directors. The candidate may be nominated by the Nomination and Governance Committee or by a Director at a regularly scheduled meeting of the Board of Directors. Self-nominations shall be permitted.

Section 4.10 Unit Vice Presidents.

(a) Qualification, Duties, and Selection.

The Vice Presidents of Administration, Programs, and Revenue Generation (three (3) separate Vice Presidents) shall be elected annually from among the current Directors-at-Large. Nominations shall be made by the Executive Committee with election by a simple majority vote of the Board of Directors. The Board of Directors shall adopt procedures to govern the nomination and election process. The term of office shall begin immediately upon election and run until the election of their successors the following year. No Vice President shall serve in the same role for more than two (2) years.

Article V. OFFICERS OF THE ASSOCIATION

Section 5.01 Officers.

The officers of the Association shall be:

- (a) President**
- (b) Executive Vice President/President Elect**
- (c) Executive Director**

Section 5.02 Election, Term of Office and Qualifications.

- (a)** The Executive Vice President/President Elect shall be elected pursuant to these Bylaws for a two (2) year term commencing July 1.
- (b)** The Executive Vice President/President Elect shall become the President at the end of their term as President Elect. The President shall become the Past President at the end of their term as President.

The terms of the Executive Vice President/President Elect and President may be in addition to their service as a Director-at-Large and shall not require a break in service between serving as a Director-at-Large and Executive Vice President/President Elect.

- (c)** The Executive Director (also the Assistant Vice Chancellor of Alumni Relations for UC Davis or the equivalent) shall be appointed by appropriate University officials, in consultation with and approval of the Board of Directors.

Section 5.03 Duties of Officers.

(a) President.

- (1) The President shall be chairperson of the Board of Directors, shall appoint such committees and task forces as are authorized by these Bylaws or action by the Board of Directors, and shall exercise such incidental powers as may be necessary for the efficient and proper performance of their duties.
- (2) The President shall be an ex-officio member of all committees of the Association, except the Audit Committee.
- (3) The President shall consult with students, faculty, administration, Regents, and friends of the University of California and, in particular, of the UC Davis campus on behalf of the Association and represent (or shall designate another Director to represent) the Association at appropriate university meetings and functions.
- (4) The President shall serve as an ex-officio Executive Trustee on the UC Davis Foundation Board of Trustees as provided by the bylaws of the UC Davis Foundation.
- (5) The President shall serve as a member of the Alumni Associations of the University of California.
- (6) The President may assign responsibilities for programmatic areas, including, but not limited to, scholarship, governmental relations, awards and recognition, alumni programs and affiliated alumni organizations, to specific Directors for each program area. Such Directors, if assigned, shall serve for a one (1) year term from the date of appointment, but the President may in their discretion renew the appointment for an additional term.
- (7) The President shall have such other powers and responsibilities as may be authorized or directed by the Board of Directors.

(b) Executive Vice President/President Elect.

- (1) The Executive Vice President/President Elect shall perform the duties of the President in the latter's absence and shall prepare themselves for the office of President and assume that office when the current term expires or the office of president becomes vacant.

- (2) The Executive Vice President/President Elect shall have such other powers and responsibilities as may be authorized or directed by the Board of Directors.

(c) Executive Director.

- (1) The Executive Director shall be custodian of all papers, books, records of accounts, and other properties of the Association.
- (2) The Executive Director shall have all the duties and responsibilities of the secretary and treasurer of the Corporation and shall keep or cause to be kept minutes and records of all meetings and actions of the Association, the Board of Directors and committees of directors and shall give or cause to be given notice of all meetings for which notice is required to be given.
- (3) The Executive Director is designated as the General Manager and Chief Executive Officer of the Association. The Executive Director shall employ and/or dispense with such assistance as may be authorized by the Board of Directors. The Executive Director shall perform such other duties as are, from time to time, assigned by the Board of Directors.
- (4) The Executive Director, if also a Paid Alumni Member of this Association, shall not be entitled to vote on any matter placed before the Board of Directors or any of its standing or ad hoc committees with the exception of any committees charged with nominating and/or providing awards.

Article VI. ORGANIZATION AND FISCAL YEAR

Section 6.01 Fiscal Year.

The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June the following year.

Article VII. CHAPTERS AND NETWORKS

Section 7.01 Establishment of Chapters and Networks.

To further the purposes of this Association, chapters or networks shall be established and maintained as the Board of Directors designates.

Section 7.02 Chapter Leadership.

Each chapter or network shall elect its own officers and conduct its affairs in

accordance with the policies and procedures established by the Board of Directors and in accordance with the purposes of the Association as articulated in these Bylaws. All chapters shall adhere to the University of California Office of the President Administrative Guidelines for Campus Alumni Associations and Constituent Groups.

Article VIII. FINANCES

Section 8.01 Responsibilities.

The Finance Committee, working with the Executive Director, shall prepare a proposed budget prior to the end of each fiscal year. The proposed budget for the next fiscal year shall be approved by the Board of Directors prior to the close of the current fiscal year.

Section 8.02 Meetings.

The Finance Committee shall meet a minimum of once per fiscal quarter.

Article IX. DEDICATION OF ASSETS

Section 9.01 Purposes.

This Association is organized exclusively for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 9.02 Net Earnings.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association 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 in these Bylaws.

Section 9.03 Prohibitions.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not conduct any other activities not permitted to be carried on (a) by a Association exempt from federal income tax under section 501(c)(3) of

the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an Association, contributions to which are deductible under the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 9.04 Dissolution of Chapter.

In the event of the dissolution of any chapter or sub-organization of this Association, the assets of said chapter or sub-organization shall become the property of the Association.

Section 9.05 Dissolution of Association.

In the event of the dissolution of this Association, the assets, if any, of this Association shall become the property of the University of California, Davis, to be utilized for the support of the alumni program of UC Davis.

Article X. INDEMNIFICATION AND INSURANCE

Section 10.01 Indemnification of Agents of the Association.

“Agent” for this purpose shall include representatives, Directors, Officers and employees when acting on behalf of the Association and all other persons described in the California Corporations Code, including persons formerly holding such positions.

Each Agent (elected or appointed), whether or not then in office, shall be indemnified by the Association against expenses (including attorney's fees), judgments, fines, settlement and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, to which such Agent is, or is threatened to be made, a party by reason of the fact that such Agent is or was an agent of the Association; provided, however, that such Agent must have acted in good faith, in a manner such person reasonably believed to be in the best interest of the Association and, in the case of a criminal proceeding, with no reasonable cause to believe that the conduct of such person was unlawful. The corporation shall have the right, and use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Agents. Provision of such insurance may also be made through arrangements with The Regents of the University of California.

(a) Limitations.

With respect to any pending or completed action brought to procure a judgment in favor of the Association:

(i) by or in the right of the Association; (ii) under Section 5233 of the California Corporation code; or (iii) by the Attorney General of California or a person granted realtor status by said Attorney General, for breach of duty relating to assets held in charitable trust, the Association shall indemnify each Agent (elected or appointed) who has been or is threatened to be made a party to such action by reason of the fact that such Agent was or is an Agent of the Association, against expenses (including attorney's fees) actually and reasonably incurred by such Agent in connection with the defense or settlement of such action; provided, however, that such Agent must have acted in good faith, in a manner such person believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would have used under similar circumstances. No indemnification shall be made under this section (i) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval, (ii) of expenses in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General, or (iii) with respect to any claim, issue or matter as to which the Agent shall have been adjudged liable to the Association in the performance of such person's duty to the Association, unless the court in which such proceeding was or is pending determines upon application that such person is entitled to indemnity for expenses specified by the court in light of all the circumstances of the case.

(b) Unsuccessful Defense.

In the event that an Agent (elected or appointed) has not been successful on the merits of defense of any proceeding described in these Bylaws or in defense of any claim, issue or matter therein, such person shall be indemnified by the Association only if authorized in the specific case, upon a determination by a simple majority vote of a quorum of Agents who are not parties to such proceeding that indemnification of the Agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in these Bylaws.

(c) Expenses.

Expenses incurred by any Agent (elected or appointed) in defending any proceeding may be advanced by the Association prior to the final disposition only upon receipt of an undertaking by or on behalf of such Agent repay such amount unless it is determined ultimately that such person is entitled to be indemnified as provided in these Bylaws.

Section 10.02 Insurance.

The Association may purchase and maintain insurance to the fullest extent permitted by law on behalf of its agents, to include the Association's obligation to indemnify the agents in the manner specified in the preceding paragraph.

Article XI. RECORDS AND REPORTS

Section 11.01 Inspection by Directors.

Every Director-at-Large shall have the absolute right at any reasonable time to inspect the Association's books, records, documents of every kind, physical properties and the records of each chapter. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents. The Board of Directors may adopt reasonable procedures to safeguard against improper disclosure of confidential information that might cause harm to the Association or to members' rights of individual privacy.

Article XII. AMENDMENTS

Section 12.01 Amendment by the Board of Directors.

- (a) Except as provided in subsection (b), these Bylaws may be amended by the Board of Directors by a super-majority vote of two-thirds of all then-serving Directors-at-Large, provided the text of the proposed amendment(s) is(are) included in the notice of meeting.
- (b) Any amendments for the following purposes shall be approved by a simple majority vote of the Paid Alumni Membership to become effective. Such approval may be obtained at any annual meeting, at a special meeting called for this purpose or by mail ballot:
 - (1) Change the size of the Board of Directors in any manner not already provided for by these Bylaws.
 - (2) Increase the quorum required for membership meetings.
 - (3) Increase Directors' or Officers' terms of office.
 - (4) Permit members to vote by proxy.

Section 12.02 Amendment by Paid Alumni Members of the Association.

Paid Alumni Members of the Association may propose amendments to these Bylaws by submitting a petition to the Board of Directors in the form and manner

prescribed by Board policy. The petition shall be acted upon at the next regular meeting of the Board of Directors provided it is filed with the Executive Director more than fourteen (14) days before such meeting, otherwise at the next regular meeting thereafter. If the Board fails to adopt the proposed amendment, or if the subject of the amendment is one that must also be approved by the Paid Alumni Members, a mail ballot shall be submitted to the Paid Alumni Membership in the form and manner provided by Board policy described herein. Amendments shall be adopted by a simple majority vote of the Paid Alumni Members voting.

The Bylaws were adopted by the board on November 12, 2018


CAAA Board President


Chair, Ad Hoc Bylaws Committee


Executive Director