

California Aggie Alumni Association

Bylaws

BYLAWS OF THE CALIFORNIA AGGIE ALUMNI ASSOCIATION

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BYLAWS OF THE
CALIFORNIA AGGIE ALUMNI ASSOCIATION

ARTICLE I

NAME

Section 1. This Corporation shall be known as the California Aggie Alumni Association. All references herein to "Association" or "Corporation" are to the California Aggie Alumni Association, a California nonprofit public benefit Corporation.

ARTICLE II

PURPOSES

Section 1. Mission Statement: To enrich the lives of alumni, students, parents and friends worldwide and develop lifelong ambassadors for UC Davis.

Section 2. This Association is organized for the following purposes:

- a. The principal purpose is to create lifelong ambassadors for the University of California, a public trust existing under Article IX, Section 9, of the Constitution of the State of California, and administered by the Regents of the University of California, a Corporation, and enrich the lives of alumni, students and friends worldwide, and to this end to organize and operate an Association of alumni of such University on the Davis campus thereof; and
- b. To engage in other educational or charitable activities; and
- c. To provide a means of communication among members of the Association; and
- d. To provide a forum for exchange of ideas among members of the Association, the administration, faculty, and students of the Davis campus; and
- e. To solicit and receive funds for the support of Association programs; and

- f. To provide scholarship and award programs at the Davis campus of the University of California; and
- g. To foster educational opportunities for members of the Association; and
- h. To receive from any governmental agency, corporation or individual grants, gifts, donations, devises or bequests of any kind that may be approved by the directors of the Corporation for the purpose of carrying out the provisions herein enumerated; and
- i. To act as trustee under any trust incidental to the principal objects of the Corporation, and to receive, hold, administer, and expend funds and property subject to such trust; and
- j. To acquire by gift, devise, bequest, purchase, lease, exchange, or otherwise, to hold, use, develop, mortgage or otherwise encumber, donate, lease, sell, exchange, transfer upon trust, or otherwise dispose of real and personal property of every class and description or any right of interest therein; and
- k. To become a member of and cooperate with any other association, whether incorporated or not, whose objects are altogether or in substantial part similar to those of this Corporation; and
- l. To borrow money, contract debts, and to issue notes of obligations of this Association from time to time for any of the projects and purposes of the Association and to secure the payment or performance thereof by lawful means; and
- m. To enter into, make, perform, and carry out contracts of every sort and kind, including, without limiting the generality of the foregoing, contracts of suretyship and guaranty which may be necessary or convenient in carrying out the purpose of this Association with any person, firm, corporation or association; and
- n. To provide a staffed alumni office and headquarters for the Association; and
- o. To have offices and promote and carry on its objects and purposes both within and outside of the state of California; and
- p. To do all acts necessary or expedient for the administration of the affairs and the attainment of the purposes of the Corporation consistent with but not limited by the foregoing purposes.

ARTICLE III

MEMBERSHIP

Section 1. Categories. There shall be three categories of membership: Paid Alumni Members, Affiliate Members, and Honorary Members.

a. **Paid Alumni Members.** The following individuals who have paid their membership dues are entitled to be categorized as Paid Members of the Association:

1) Degree recipient: an individual who has officially been awarded a degree by the Davis campus of the University of California.

2) Others:

i. Any individual who attended the Davis campus as a regularly enrolled student for at least three quarters or one year.

ii. Any individual who has accumulated at least 12 units of UC Extension credit or UC Davis summer session credit.

b. **Affiliate Members.** Any individual who does not otherwise qualify as a paid member and who supports the alumni program by paid membership dues. Examples include:

i. Members of the faculty, staff or administrative officers of UC Davis.

ii. Any individual who has attended any campus of the UC for at least one year or three quarters.

c. **Honorary Members.** Any individual who has rendered outstanding service to the Association or the Davis campus as may be proposed in writing by 10 or more paid alumni members of the Association, submitted to the board of directors, and approved by a majority vote of the board.

Section 2. Rights and Privileges of Membership. The membership of this Association shall have the following rights and privileges:

a. **Paid Alumni Members.**

1) To one vote on all propositions submitted to them.

- 2) To one vote upon the election of officers and directors.
- 3) To nominate officers and directors in the Association as provided in these articles.
- 4) To hold an office as an officer or director of this Association.
- 5) To attend all meetings of the Association, the board of directors, and committees.
- 6) To such other rights, benefits and privileges as the Association board of directors may grant.
- 7) To receive periodical publications of the Association.

- b. **Affiliate Members.** All the rights of paid alumni members, except the right to vote, nominate, and hold office in the Association.
- c. **Honorary Members.** Honorary members shall be placed on the mailing list of the Association and may attend any meeting of the Association which may be attended by paid alumni members. They shall have other privileges as the board of directors may provide, except the right to vote, nominate, and hold office in the Association.

Section 3. **Expiration of Membership.** The membership of any paid alumni or affiliate member shall expire upon the failure of a member to pay the prescribed dues within the times set forth by the board of directors.

Section 4. **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.

Section 5. **Prohibition on Transfer of Membership.** No paid alumni, affiliate, or honorary member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death.

Section 6. **Dues, Fees, and Assessments.** Within the categories of Paid Alumni and Affiliate membership, the board may establish different classes of membership, such as life or annual. Each member, other than honorary, must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class, but the board may, at its discretion, set different dues, fees, and assessments for each class. Dues, fees, and assessments are non-refundable.

Section 7. **Good Standing.** Those members who have paid their dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 8. **Membership Roster.**

- a. All members of the Association whose current names and addresses principal contact information are known by the Association and the Davis campus of the University of California shall at any time constitute the official membership roster of this Association. This roster of members is jointly developed and maintained by the Association and the Davis campus and follows the Association's definition of members.
- b. The members are responsible to inform the Association of any name or principal contact information change. If the name and/or information on the member is found to be incorrect or outdated by the Association and the Davis campus and this information cannot be updated through routine mailings or other means of routine written communications, then this member shall have his/her name placed in an inactive file. The members shall automatically be returned to the membership roster upon receipt of current name and principal contact information by the Association.
- c. For purposes of conducting the business of this Association, the current membership roster shall be utilized. Where these bylaws provide for petition or declaration statements, this roster shall be the source document for verification.

Section 9. **Membership Meetings.**

a. **Regular Annual Meetings.**

- 1) **Calling Meetings.** Regular annual membership meetings of the Association shall be held on a date and time fixed by the board. Members will be notified of such meetings by means provided in these bylaws. At the meeting, any proper business may be transacted subject to the membership notice requirements of these bylaws.
- 2) **Meeting Notice.** Notice of any meeting of members shall be given, by the Executive Director, at least 20 but no more than 90 days before the meeting date and shall state the date, time, and place of the meeting.

b. **Special Meetings.**

- 1) **Persons Entitled to Call.** A special meeting of the members for any lawful purpose may be called at any time by the board of directors, or by the President, or by 5 percent or more of the paid alumni members.
- 2) **Calling Meetings.** A special meeting of the members called by any entitled person(s) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, vice President, or the Executive Director of the Corporation.
- 3) **Meeting Notice.** Within 20 days of receipt of the request, the officer receiving the request shall cause notice to be given to the members entitled to vote, in accordance with these bylaws, 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 at the meeting. The meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.
- 4) **Proper Business of Special Meeting.** No business, other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

c. **Notice Requirements for Members Meetings.**

- 1) **Notice of Certain Agenda Items.** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice required by these bylaws states the general nature of the proposal or proposals:
 - i. Removing a director without cause;
 - ii. Filling vacancies on the board;
 - iii. Amending the Articles of Incorporation; or
 - iv. Electing to wind up and dissolve the Association.
- 2) **Manner of Giving Notice.** Notice shall be given either personally, or by mail, or by electronic mail, or by other means

of written communications addressed to each member entitled to vote. Written notification addressed to entitled members shall use the contact information of that member appearing on the Association's membership roster or the contact information given by the member to the Association for purposes of notice. If no contact information appears on the Corporation's books and no contact information has been given, or if notice is returned by the United States Postal Service or other official carrier, notice shall be deemed to have been given if either (1) if the notice shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice; or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

- 3) **Affidavit of Notice.** An affidavit of the giving of any notice of any members' meeting may be executed by the Executive Director of the Association, and if so executed, shall be prima facie evidence of the giving of the notice and filed and maintained in the Corporation's minute book.

d. **Quorum.**

- 1) **Number Required.** Fifty (50) paid alumni members shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that at any meeting of the members at which a quorum constitutes less than one third (1/3) of the paid alumni members, the only matters which may be acted upon are those of which notice of general nature of the matters was contained in the required notice of the meeting.
- 2) **Loss of Quorum.** Subject to the above section the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- 3) **Adjournment and Notice of Adjourned Meetings.** Any members meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if

the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.

e. **Voting.**

- 1) **Eligibility to Vote.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be paid alumni members in good standing as of the record date determined pursuant to these bylaws.
- 2) **Manner of Casting Votes.** Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at a meeting before the voting begins.
- 3) **Voting.** Each paid alumni member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.
- 4) **Approval by Majority Vote.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by categories, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

f. **Waiver of Notice or Consent by Absent Members.**

- 1) **Written Waiver or Consent.** The transaction of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 9.c.(1), the waiver of notice,

consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

- 2) **Waiver by Attendance.** A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.
- g. **Rules of Order.** Except as otherwise provided in these bylaws, All Member Meetings shall be conducted pursuant to the most recent version of Robert's Rules of Order.

Section 10. **Action Without a Meeting.**

- a. **Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.
- b. **Action by Written Ballot Without a Meeting.** Any action that may be taken at any meeting of members may be taken without a meeting, as follows:
 - 1) **Solicitation of Written Ballots.** The Association shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by these bylaws for giving notice to members. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed actions; (2) provide the member an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Association. If the Association has 100 or more members,

any written ballot distributed to ten or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

- 2) **Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- 3) **Revocation.** A written ballot may not be revoked.
- 4) **Filing.** All written ballots shall be filed with the Executive Director of the Association and maintained in the corporate records for at least three years.

Section 11. **Record Date for Notice, Voting, Written Ballots, and other Actions.**

- a. **Record Date Determined by Board.** For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board may, in advance, fix a record date. The record date so fixed:
 - 1) for notice of a meeting shall not be more than 90 nor less than 20 days before the date of the meeting;
 - 2) for voting at a meeting shall not be more than 60 days before the date of the meeting;
 - 3) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and
 - 4) for any other action shall not be more than 60 days before that action.

- b. **Members of Record.** For purposes of Section 11.a. above, a person holding a membership at the close of business on the record date shall be a member of record.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **Powers.** Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the entitled members, the business 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 2. **Authorized Number and Qualification.**

- a. **Number.** There shall be at least 11 directors, which shall include the President and Vice President, but no more than 25 until changed by amendment to these bylaws. The exact number of directors shall be fixed each year, within those limits by resolution of the board of directors each year with the approval of the slate of officers.
- b. **Membership:** Directors must be current paid or honorary members of the Cal Aggie Alumni Association.
- c. **The board shall comprise the following:**
 - 1) **President**
 - 2) **Executive Vice President/President Elect**
 - 3) **Elected Directors:** Directors shall be paid or honorary members in good standing with the Association and elected by the membership.
 - 4) **Non-Voting Advisors to the Board:** Advisors to the board of directors shall include the Chancellor, Vice Chancellor for Development and Alumni Relations, Assistant Vice Chancellor for Alumni Relations/Executive Director, Immediate Past President, the chair or designee of the UC Davis Foundation, the President of the Associated Students of UC Davis (ASUCD), and the chair of the Graduate Student Association (GSA), UC Davis Alumni Regent Designee/Regent during his/her term of office, and the Cal Aggie Student Alumni Association (SAA) President, chair of the Parents Council, and

others as may be added from time to time at the discretion of the Board.

- d. **Restriction on Interested Persons as Directors.** No more than 49 percent of the persons serving on the board may be interested persons. An interested person is (1) any person compensated by the Association for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Association.

Section 3. **Terms of Office.**

- a. The term of office for each elected and appointed director-at-large and the President and Vice President shall be two (2) years.
- b. Election of Directors-at-Large. One sixth of the directors-at-large shall be elected each year, provided that if the number of directors shall exceed at any time the exact number of directors fixed by resolution of the board, the number of directors to be elected or appointed each succeeding year as a result of vacancies, resignation, or expiration of existing terms shall be reduced until the number of directors fixed by these bylaws and the board is achieved.
- c. No director-at-large shall serve in such position for more than three consecutive full terms except a director elected to serve as Executive Vice President/President Elect or President.
- d. Break in Service: Any director who has resigned from the board for any reason or a person who has previously served on the board of directors may reapply after a minimum of one year has passed from the effective date of his or her written resignation, or, if no such writing, last board meeting attended. These applicants must be vetted through the normal nominations process and timeline. Successful candidates will be elected to the same term of office as any newly appointed director.
- e. A director in good standing may petition the Executive Committee for relief for up to one year from board obligations and duty upon a showing of personal hardship for health, financial or other reasons, and the Executive Committee may grant such leave without further action.

- f. In the event there is no director to fill any office upon expiration of the term thereof, the person holding such office shall hold such office until a successor is elected or appointed, except where there are more directors than positions fixed by the board.
- g. A director-at-large must attend at least two meetings per year of the board of directors during his or her term as director. For purposes of this section, a board retreat shall be deemed to constitute a meeting of the board. If a director fails to meet this requirement, the director may be asked to forfeit office and his or her position shall be vacant.
- h. No reduction of the authorized number of directors-at-large shall have any effect of removing any director before that director's term of office has expired.

Section 4. **Vacancies on Board.**

- a. **Events Causing Vacancy.** A vacancy or vacancies on the board shall exist on the occurrence of the following:
- 1) the death or resignation of any director;
 - 2) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
 - 3) the vote of the members to remove any director(s);
 - 4) the increase of the authorized number of directors; or
 - 5) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting; or
 - 6) if a director fails to meet the attendance requirements of Section 3g of this Article IV.
- b. **Resignations.** Except as provided below, any director may resign by giving written notice to the President of the board or the Executive Director. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director or directors in charge of its affairs.
- c. **Filling Vacancies.** In the event of a vacancy the Executive Committee can charge the Nominations Committee to conduct a candidacy process to fill that position. The Executive Committee, in conjunction with the Nominations Committee have the options to choose another candidate from the current year's pool, open an additional solicitation of nominees process or keep the vacancy open until the next general nominations cycle.

Section 5. **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 the President or five (5) directors.
- c. **Notice of Meetings.** Notice of each regular meeting may be sent by either first-class mail, fax, or e-mail to each member of the board of directors at least two 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 majority of the members of the board of directors then in office shall constitute a quorum of any meeting of the board of directors.
- e. **Participation through Telecommunications.** Directors may participate in a meeting of the board of directors through use of conference telephone, electronic video screen communications, or other communications equipment.

Participation in a meeting through use of conference telephone shall constitute presence at such meeting, so long as all directors participating in such meeting can hear one another.

Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) shall constitute presence at such meeting, so long as (i) each director participating in the meeting through use of such communications equipment can communicate with all of the others concurrently; (ii) each director is provided with the means of participating in all matters before the board of directors, including, without limitation, the capacity to propose or object to a specific action proposed to be taken by the corporation; and (iii) the board of directors adopts some means of verifying (e.g., through voice or image recognition, use of passwords or similar codes) that all participants are directors or other persons entitled to participate and that all board of director actions and votes are taken only by directors and not by persons who are not directors.

- f. **Rules of Order.** Except as otherwise provided in these bylaws, all meetings of the Board of Directors shall be conducted pursuant to the most recent version of Robert's Rules of Order.

Section 6. **Action Without a Meeting.**

An action required or permitted to be taken by the board may be taken without a meeting, if all members of the board shall individually or collectively consent in writing or verbally to that action. The oral or written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as a unanimous vote of the directors.

Section 7. **Committees of the Board.**

- a. **Creation, Appointments, Removal, and Authority.** The board may, by resolution adopted by majority with a quorum present, create one or more committees to serve at the pleasure of the board. Committees may be appointed as standing (permanent) or task force (defined task and term of existence)
- b. **Required Standing Committees.** The following are the three standing committees of the Board required by California non-profit statutes:
 - 1) **Audit:** The Audit Committee is charged as responsible for overseeing 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. No more than 49 percent of the voting members of the Audit Committee shall, at the same time, be voting members of the Finance Committee. The Chair of the Audit Committee may not be a member of the Finance Committee. In addition, no members of the Audit Committee shall also be employees of, or under contract to, the California Aggie Alumni Association or the department of Development and Alumni Relations.
 - 2) **Finance:** The Finance Committee examines the annual budget submitted by CAAA staff, advises regarding modifications as necessary and submits the budget to the Board 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. It also monitors the investments CAAA has with the UC Regents Office of the Treasurer, 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:** The committee is responsible for filling vacancies on the Board of Directors as they occur. Solicitation of nominations is continuous throughout the year. In accordance with the Bylaws, the Committee annually submits to the Board and dues-paying members of the Association a slate of Directors who are elected for a two-year term of office and nominates the President and President-elect every two years or when a vacancy occurs. In conjunction with the President, the Committee plans and initiates a new Director orientation and conducts an annual assessment of the Board by the Directors.
- c. Each standing committee shall consist of at least two directors and any number of additional members. The President, in conjunction with the Executive Director, shall make all appointments to committees and shall appoint a director to serve as chair of each committee, and may remove chairs as needed. The President's appointments and removals of committee chairs shall be approved by majority vote of the directors then in office.
 - d. The nominations committee must be chaired by a sitting director and must have a majority of the committee comprised of non-director, paid affiliate or honorary members.
 - e. All standing committees of the Board shall be chaired by a director of the Board and shall strive to have a director of the board serve as a vice chair. The President shall appoint the chairs of the standing committees. The term of appointment for each chair or vice chair shall be one year but is renewable by the President as per the needs of the association.
 - f. No member of a standing committee of the Board shall serve on any one committee for more than 6 consecutive years, unless approved by the president of the board.
 - g. The Board may from time to time create one or more task forces with a specific charge and of a limited duration.
 - 1) A task force shall have at least two directors of the Board as members.
 - 2) A task force may be chaired by a member of the task force who is not a director of the Board. The President shall appoint the chair of the task force.

- h. The President, in conjunction with the Executive Director and the Executive Committee has the authority to appoint or remove committee or task force members and chairs.
- i. Any committee member or chair that has been removed from their role by the President or Executive Committee has the right to appeal to the full board of directors.

Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- 1) Speak on behalf of the board on issues related to the committee;
 - 2) Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the California Corporations Code.
- j. **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 as described below. The Executive Director shall serve as staff and is not a voting member of the Executive Committee.
- 1) 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 their activities to the Executive Committee and Board of Directors. They 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.
 - 2) The Executive Committee shall have the authority of the Board of Directors to act on behalf of the Board. Any urgent action taken by the Executive Committee on behalf of the Board shall be presented to the Board for its ratification at the next Board meeting.
- k. **Meeting and Action of Committees.** Meetings and actions of committees or task forces of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees or task forces and the

calling of special meetings of such committees or task forces may be determined either by board resolution or, if there is none, by resolution of the committee or task force of the board.

- I. **Records.** Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

- m. **Participation by Telecommunication.** Committee and task force members may participate in committee or task force meeting of the board through use of conference telephone, electronic video screen communications, or other communications equipment.

Participation in a committee or task force meeting of the board through use of electronic video screen communication or other communications equipment (other than conference telephone) shall constitute presence at such meeting, so long as (i) all committee members participating in such meeting can hear one another (ii) each committee member participating in the meeting through use of such communications equipment can communicate with all of the others concurrently; (iii) each committee member is provided with the means of participating in all matters before the committee, including, without limitation, the capacity to propose or object to a specific action proposed to be taken by the committee or the corporation; and (iv) the board of directors adopts some means of verifying (e.g., through voice or image recognition, use of passwords or similar codes) that all participants are committee member or other persons entitled to participate and that all committee action and votes are taken only by committee members and not by persons who are not committee members.

Section 8. **Board Director Nominations and Elections.**

- a. **Nomination and Governance Committee.** The Nomination and Governance Committee shall be convened as a standing committee with regular meetings pursuant to provisions of these bylaws. The Nomination and Governance Committee shall nominate eligible members to fill vacancies in the office of any director, and vacancies in the office of Alumni Regent for which the Davis campus of the University of California is entitled to fill. A majority of the Nomination and Governance Committee shall not be officers or directors-at-large of the Association. A majority of the Nomination and Governance Committee shall constitute a quorum, provided that such quorum is not a majority of officers and directors-at-large.

- 1) The Nomination and Governance Committee shall nominate only one person for each office to be filled. The Nomination and Governance Committee shall confirm the intention and ability of each person nominated to assume the duties of office to which he/she is nominated.
 - 2) In the event a candidate is directly nominated, the Nomination and Governance Committee may elect to reduce the number of its nominees for an office by the number of candidates who have been directly nominated for that office by the paid alumni membership.
 - 3) The Board of Directors must approve the Nomination and Governance Committee's report before it can be communicated to the paid membership.
- b. **Solicitations of Nominations for Officers and Directors.** The Executive Director shall cause to have published or otherwise communicated to the paid membership a notice of those officers or directors for which terms will expire at the end of the current fiscal year. Such notice shall encourage the submission of names of possible candidates to the Nomination and Governance Committee. The notice shall include the following:
- 1) A list of the offices or director positions for which nominees are being sought.
 - 2) A list of the qualifications for service in the offices for which nominees are being sought.
 - 3) A description of the procedure for direct nomination of candidates by paid alumni members.
- c. **Direct Nomination of Candidates.** Candidates may be nominated by petition of the paid membership. To said petition shall be attached the declarations, in the form and format as set forth in Appendix A of these bylaws of 100 paid alumni members. The petition shall be in the following form, "We (those paid alumni members who have completed the attached declaration) hereby nominate _____ for the office of _____. He/she has indicated by the attached letter his/her ability to assume the office for which he/she is nominated." Candidates so nominated must be included in any list of candidates for office for which they are nominated.
- d. **Notice to the Paid Alumni Members.** The Executive Director shall cause to be communicated to the paid members of the

Association the report of the Nomination and Governance Committee. Said report shall be sent not later than March 15 and shall contain the following:

- 1) Caption: "Notice of Nomination of Officers and Directors and Intent to Cast Unanimous Ballot Electing Nominees".
 - 2) The names of the members of the Nomination and Governance Committee.
 - 3) The name of the person nominated for each office, indicating the office for which he/she is nominated, his/her city of residence, his/her occupation, and the year he/she achieved alumni status.
 - 4) The following notice shall be underlined or in italics: "The above-named nominees shall be deemed elected unless a petition in the form described below is delivered to the Executive Director at the offices of the Association located at Room 211, Cal Aggie Alumni Association, Walter A. Buehler Alumni Center, University of California, Davis, CA 95616-8517, on or before April 15, (year)." To the petition shall be attached the declarations, in the form and format set forth in Appendix A to these bylaws of 100 paid alumni members. The petition shall be in the following form, "We (those paid alumni members who have completed the attached declarations) hereby nominate _____ for the office of _____. He/she has indicated by the attached letter his/her ability to assume the office for which he/she is nominated. We hereby request that an election be held to fill this office." The form of the declaration may be obtained from the Executive Director.
- e. **Closing Date for Nominations.** Nominations are accepted throughout the year. The closing date for the nomination of candidates for directors-at-large or officers shall be no later than October 31 of each year for the terms of office which begin July 1 of the next year. No candidate may be nominated for office after this date.
- f. **Multiple Candidates.** In the event that there are more candidates for an office than there are openings in that office, the notice to the paid alumni members shall so state and shall indicate that an election for that office will be held following the closing date for nominations.
- g. If no petition in the form set forth in the notice with the attached declarations of 100 paid alumni members is received on or before

the date specified in the notice, or if no candidate has been directly nominated under the provisions of this section, each nominee shall be deemed elected to the office to which he/she was nominated.

- h. If a petition in the form set forth in the notice with the attached declarations of 100 paid alumni members is received on or before the time and date specified in the notice, or if an election is required as a result of the direct nomination of candidates under the provisions of this section, the Executive Director shall, within 45 days of the date for the close of nominations, conduct an election by electronic ballot. A date more than 30 days but less than 40 days shall be established for the return of the ballot. The nominees receiving the largest number of votes cast, whether or not it constitutes a majority of the votes cast, shall be deemed elected to the office for which he/she was nominated. The balloting shall be conducted under procedures established by the board of directors and the conduct and supervision of the balloting may be delegated to a committee appointed by the board of directors for that purpose but balloting procedures shall conform to the procedures provided in these bylaws for action by written ballot without a meeting except for the following added ballot requirements.
- 1) The ballot shall include only those offices for which an election must be held. The ballot shall contain first the name or names of each person nominated by the Nomination and Governance Committee for the office and then other nominees for the office in alphabetical order. All nominees for the office of director-at-large shall be included on the ballot when one or more additional persons are nominated for that office.
 - 2) Included with each ballot mailed shall be the following information: the name of each nominee, the office to which he/she was nominated, his/her city of residence, his/her occupation, and the year he/she achieved alumni status.
 - 3) A mail ballot shall be sent to each paid alumni member on the current mailing list maintained by the Association. For the purpose of an election, only those persons on the current membership roster shall be sent ballots.
 - 4) Nominating and voting eligibility shall be in accordance with these bylaws.
 - 5) A notice shall be sent with each ballot in the following words: "If more than one name appears on the envelope containing these materials, an additional ballot for each additional name can be obtained by sending a message with a request for an

additional ballot for each additional person named on the envelope to: _____ (address of the Association) and the additional ballot will be forwarded to you, provided that the additional person named is also a paid alumni member."

- 6) The Association shall, in accordance with the provisions of the California Nonprofit Corporation Code, provide (a) a reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy; and (b) a reasonable opportunity for all nominees to solicit votes.

Section 9. **Executive Vice President/President Elect Nomination and Election.**

- a. **Qualification and Selection.** The Executive Vice President/President Elect shall be selected from current Directors of the Board and approved by a majority of the Board of Directors. The nomination shall be the result of a select committee process.
- b. **Select Committee.** For each year that an Executive Vice-President/President Elect is to be elected, the President shall appoint, as soon as is practicable but no later than October 1, a select committee of the Board for the purpose of nominating a candidate for Vice President/President Elect.
 - 1) The current seated president shall serve as chair and will only cast a vote in the case of a tie.
 - 2) The committee shall consist of as many qualified board members who choose to serve but no fewer than five (5) qualified members of which one shall be selected as the co-chair.
 - 3) Qualified members shall be current members of the Board of Directors. No candidate may be a member of the select committee.
 - 4) Members of the Board of Directors may either volunteer or be appointed by the President to serve on the select committee.
 - 5) The committee shall announce and submit its nomination(s) to the Board of Directors at least four weeks before the second board meeting of each fiscal year for its information and approval. In making its nominations, the select committee shall strive to reach consensus agreement in lieu of majority vote.

- 6) The CAAA Select Committee will operate under the following Rules of Procedure set forth in Section C below.

c. Rules of Procedure

- 1) Work to follow the intent of the CAAA Bylaws.
- 2) It is the responsibility of this Committee to fully vet the candidates and to ensure the confidentiality of this process. In meeting that responsibility, the Committee will strive to forward a qualified candidate to the CAAA Board for approval.
- 3) All proceedings and discussions held within this Committee are considered confidential.
- 4) The Committee will objectively review the application materials provided by each candidate.
- 5) Through thorough discussion, the Committee will select candidates to move forward for interview by the Committee.
- 6) Selected candidates will be interviewed in person by the Committee.
- 7) The Committee will forward no more than two candidates to the CAAA Board of Directors for a secret ballot vote.

d. Nominations and Approval

- 1) Nominations may be submitted by any current director or officer of the Association, or be self-nominations. If no nominations are submitted by the deadline, the committee may recruit candidates for nomination from among any current director.
- 2) Nominations shall be submitted in writing to the Executive Director of the Association and confirmed by the President.
- 3) Confirmed nominations shall be submitted with appropriate documentation to the select committee for review and action.
- 4) Any nominated candidate not put forward for such approval by the select committee may directly offer themselves for Board consideration as alternate candidates. Such alternative candidate or candidates must declare their candidacy at least three weeks before the date of the Board election.

- 5) In the event that more than one candidate is placed before the Board for consideration, an election by written ballot shall be held for the contested position subject to the following:
 - i. The election shall be by secret ballot.
 - ii. The vacancy shall be filled by simple majority of those present.
 - iii. If after taking the initial vote, no one candidate receives a majority of the votes cast, the two candidates receiving the most votes will participate in an election run-off.
- 6) In making nominations to fill vacancies as provided by this Section 9, the select committee shall take into account demonstrated leadership skills, service to the University of California and/or to the California Aggie Alumni Association, any and all relevant factors resulting in a broad and fair representation of all members and potential members of the Corporation, and any other factors which benefit the knowledge and experience base of the Board of Directors.
- 7) The Select Committee will provide to the full board a report of recommendations.
- 8) Every candidate will be entitled to a reasonable opportunity to address the board at the meeting prior to the vote, whether or not s/he was forwarded by the Select Committee, provided s/he gave notice prior to the day of the board meeting.

Section 10. Vice Presidents of Administration, Programs and Revenue Generation

Nominations and Election

a. Solicitation of Nominees:

- 1) The Executive Director shall cause a notice to be sent to all current elected directors no later than November 1 inviting nominations or self-nominations to be submitted in writing to either the President or the Executive Director no later than January 5.

b. Rules of Procedure:

- 1) The Executive Director shall inform the President of nominees prior to the January Executive Committee Meeting.

- 2) The President shall share the nominees with the Executive Committee prior to the next board meeting for the purposes of placing the nominations on the board agenda.
- 3) A portion of the second board meeting of the fiscal year will be devoted to written and/or oral statements from the candidates only for the offices of Vice President of Revenue Generation, Vice President of Administration and Vice President of Programs.

c. Election and Approval:

- 1) Each of the Vice President offices will be voted upon by the full board through secret ballot at the second board meeting of each year.
- 2) Nominees receiving a majority of the vote in each of the three categories will be named the Vice President.
- 3) Terms of office for Vice Presidents shall begin immediately after an affirmative vote and run through the selection of the next Vice President at the second board meeting of the next fiscal year.

Section 11. **Alumni Regent Designee and Alumni Regent of the University of California**

Nominations and Election

a. Alumni Regent Designee and Alumni Regent of the University of California.

- 1) Whenever the articles of The Alumni Associations of the University of California provide for a Davis representative to serve as Alumni Regent Designee or Alumni Regent of the University of California, the designee shall be selected from a pool of eligible Past Presidents of the Association by the Association Board of Directors.
- 2) The pool of eligible Past Presidents shall be composed of all Past Presidents who have completed, or will have completed their term as President, by the start of the Alumni Regent designee term of office and have not previously served as an Alumni Regent.
- 3) If no Past President applies to serve as Alumni Regent from UC Davis or if the Association's Board of Directors does not select any of the Past President candidates by a majority vote, then the pool of eligible candidates will be expanded to include former directors of the Association who are also UC Davis alumni, including those whose term as a director expires before the Alumni Regent term begins, but excepting those who have previously served as an Alumni Regent.
- 4) UC Davis' Alumni Regent Designee and Alumni Regent is expected to serve on the CAAA Board of Directors as a non-voting advisor during his/her term of office.
- 5) UC Davis' Alumni Regent serves at the pleasure of the CAAA Board of Directors and may be removed with or without cause by a majority vote of the current elected Directors.

b. Solicitations of Applications:

- 1) The Executive Director shall cause a notice to be sent to all eligible Past Presidents of the Association, not later than September prior to the commencement of the term of a Regent Designee (as described in Article IV, section 11.a.(2), above). The notice shall advise each eligible Past President of the commencement of the process to select the Regent Designee, and invite them to submit an application to the

Nominations and Governance Committee (in care of the Executive Director) should they wish to be considered. Applications must be received no later than October 31st to be considered timely.

- 2) If no eligible past President submits a timely application, the Executive Director shall cause a second notice to be sent to the expanded pool of candidates, as described in Article IV, section 11 .a, (3), above. Applications in response to a second notice shall be received not later than November 21st to be considered timely.
- 3) The Executive Director shall verify the eligibility status of those members who submit timely applications, and so notify them. Those eligible members who submitted timely applications shall be deemed candidates for the office Regent Designee.

c. Nomination and Governance Committee:

- 1) No later than January 1st of those years in which the bylaws of the Alumni Associations of the University of California authorize the Davis campus of the University of California to name an alumnus or alumna to serve as Regent Designee, the Nomination and Governance Committee (as described in and consistent with the provisions of Section 8.a., above), shall nominate an eligible Past President to serve as Regent Designee and submit the name of the person so nominated to the Executive Director, subject to the following:
 - i. If no past President receives the support of a majority of the members of the Nomination and Governance Committee, the Nominating Committee shall submit a report to that effect to the Executive Director, in lieu of the name of a nominee.
 - ii. If no past President submitted a timely application following the first solicitation, the Nomination and Governance Committee shall select its nominee from the expanded pool of eligible applicants (who may or may not be a past President).
 - iii. If the Nomination and Governance Committee is deadlocked on which candidate to nominate, but believes that more than one candidate is well qualified to serve, the Nomination and Governance Committee may submit the names of not more than two candidates, provided however, that both such

candidates shall have the support of a majority of the members of the Nomination and Governance Committee had the candidate been submitted individually.

- iv. The Nomination and Governance Committee shall timely notify all applicants of its recommendation in a timely manner.
- 2) In making its nomination, the Nomination and Governance Committee shall take into account demonstrated leadership skills, service to the University of California and/or to the California Aggie Alumni Association, the job description of the Alumni Regent, as published by the AAUC, the AAUC Constitution and Bylaws, any and all relevant factors resulting in a broad and fair representation of all members and potential members of the Corporation, and any other factors which benefit the knowledge and experience base of the Board of Directors.
 - 3) It is the responsibility of the Nomination and Governance Committee to:
 - i. Fully vet the candidates and to ensure the confidentiality of this process. In meeting that responsibility, the Committee will strive to forward a highly qualified candidate to the CAAA Board for approval.
 - ii. Maintain the confidentiality of the proceedings and discussions held within this Committee, subject to the duty to report to the Board, as specified below.
 - iii. Objectively review the application materials provided by each candidate.
 - iv. Through thorough discussion, select candidates to move forward for interview by the Committee.
 - v. Interview selected candidates in person.

d. Board Approval:

- 1) The applicant receiving the nomination from the Nomination and Governance Committee shall be forwarded to the Board of Directors for its approval.
- 2) Any eligible past President who submitted a timely application but who was not nominated by the Nomination and Governance Committee may directly offer himself or herself for Board consideration as an alternate candidate, in the manner described in section 9.d.(4).
- 3) The Board of Directors shall adjourn into closed session to deliberate on the Regent Designee, and the proceedings shall be confidential, save and except for the casting and tallying of ballots, which shall be public.
- 4) Every candidate will be entitled to a reasonable opportunity to address the board at the meeting prior to the vote, whether or not s/he was forwarded by the Nomination and Governance Committee, provided s/he gave notice prior to the day of the board meeting. The Board will be entitled to ask questions of the candidates. Candidates will not be entitled to hear each other's comments.
- 5) The Nomination and Governance Committee shall present a full report of its recommendations to the full Board, outside of the presence of the candidates.
- 6) The Board shall be entitled to deliberate before casting ballots.
- 7) Irrespective of the number of candidates that may be placed before the Board for consideration, an election by written ballot shall be held for the position subject to the following:
 - i. The election shall be by secret ballot;
 - ii. The ballots shall include an option to vote for "none of the above";
 - iii. The vacancy shall be filled by simple majority vote of the Directors present;
 - iv. If after taking the initial vote no one candidate receives a majority of the votes cast, the candidate

receiving the least votes shall be eliminated and the other(s) will participate in an election run-off. If the first runoff fails to result in a candidate receiving a majority vote, successive runoffs shall be held until either a candidate is selected, or until a majority of Directors cast ballots for “none of the above.”

- v. If no candidate is thereafter elected, the Board shall consider the entire pool of applicants. In the Board’s discretion, the Nomination and Governance Committee may be reconvened to solicit additional applicants.
 - vi. The candidate who receives a majority vote of the Board of Directors shall become the Regent Designee.
- e. **Notice to the Paid Alumni Members.** In those years in which the Regent Designee is selected by the Association, the Executive Director shall include with the notice described in section 8.d., the relevant information related to the person selected to be Regent Designee, and the relevant provisions of section 8.d., g., and h., shall apply, subject to the following:
- 1) As relates to the Regent Designee, the petition described in section 8 (Board Director Nominations and Elections).d.(4)., shall be in the following form: “We (those paid alumni members who have completed the attached declarations) hereby declare that we do not support (name of person selected to be Regent Designee)’s election to the office of Regent Designee. We hereby request that an election be held to determine his/her confidence with the membership.”
 - 2) A voter’s guide shall accompany each ballot. The voter’s guide shall include a statement by the Board of Directors supporting the candidate it selected, and a statement, not to exceed 250 words, by each candidate who chooses to submit one.
 - 3) The candidate receiving the largest number of votes cast, whether or not it constitutes a majority of the votes cast, shall become the Regent Designee.
- f. **Mid-Term Vacancies:** Any mid-term vacancy in the office of Regent Designee for which the Association is entitled to name a successor shall be filled consistent with the process set forth in subdivision d., above, however the times herein specified may be adjusted as is expedient.

ARTICLE V

OFFICERS OF THE ASSOCIATION

Section 1. **Officers.** The officers of the Association shall be:

- a. President
- b. Executive Vice President/President Elect
- c. Executive Director

Section 2. **Election, Term of Office, and Qualifications.**

- a. The Executive Vice President/President Elect shall be elected pursuant to the provisions of Section 9 of Article IV for a two (2) year term commencing July 1.
- b. The Executive Vice President/President Elect shall become the President at the end of his or her term as President Elect. The President shall become the Past President at the end of his or her term as President.
- c. The Executive Director (also the Assistant Vice Chancellor of Alumni Relations for UC Davis) shall be appointed by appropriate University officials, in consultation with and approval of Association leadership.

Section 3. **Duties of Officers.**

- a. President.
 - 1) The President shall be chairman of the board of directors, shall appoint such committees as are authorized by these bylaws, and shall exercise such powers as may be necessary for the efficient and proper performance of his/her duties.
 - 2) The President shall be an ex-officio member of all committees of the Association.
 - 3) The President shall consult with the students, faculty, administration, Regents, and friends of the University of California and, in particular, of the Davis campus on behalf of

the Association and represent the Association at appropriate university meetings and functions.

- 4) The President shall serve as an ex-officio of the board of trustees of the UC Davis Foundation 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 year term, but the President may in his/her discretion renew the appointment for an additional term.

b. Executive Vice President/President Elect.

- 1) In the absence of the President, the Executive Vice President/President Elect shall perform the duties of the President and shall be expected to prepare himself or herself for the office of President and shall assume that office when the term of the person holding that office expires.
- 2) The Executive Vice President/President Elect shall serve as an ex-officio member of the board of trustees of the UC Davis Foundation as provided by the bylaws of the UC Davis Foundation.

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 a book of all meetings and actions of the directors and committees of directors and shall give or cause to be given notice of all meetings of the board of directors and the Association required by the bylaws to be given.
- 3) The Executive Director is designated as the general manager and chief executive officer of the corporation. The Executive Director shall employ and/or dispense with such assistance as may be authorized by the board of directors. He/she shall

perform such other duties as are, from time to time, assigned by the board of directors.

- 4) The Executive Director may employ a chief financial officer who shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, and disbursements, gains and losses. The chief financial officer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the board of directors and shall render to the President and the board of directors, upon request, an account of all financial transactions and of the financial condition of the Association and shall have such other duties as prescribed by the board of directors.
- 5) The Executive Director 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 the two Cal Aggie Alumni Association Awards Committees.

ARTICLE VI

ORGANIZATION AND FISCAL YEAR

- Section 1. The organizational and fiscal year of the Association shall run from July 1 of one year to June 30 of the following year.

ARTICLE VII

CHAPTERS and NETWORKS

- Section 1. To further the purpose of this Association, chapters or networks shall be established and maintained as the board of directors shall from time to time designate.
- Section 2. 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 Cal Aggie Alumni 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 1. The board of directors shall administer the finances of the Association.
- Section 2. A proposed budget for the Association shall be prepared prior to the end of each fiscal year by the person or committee to which this duty is assigned by the President. The proposed budget shall be acted upon by the board of directors prior to the close of the prior fiscal year.
- Section 3. The Finance Committee shall meet a minimum of four (4) times per fiscal year, with each of those meetings to be held within four (4) weeks after the close of each fiscal quarter. Additional meetings may be called at any time as needed to conduct special business of the association.
- Section 4. The board of directors shall adopt and maintain a policy for the deposit and disbursement of Association funds.

ARTICLE IX PROXY VOTING

- Section 1. Proxy voting shall not be permitted in the conducting of the business of this Association. This prohibition shall include meetings of the membership, the executive committee, the board of directors and committees of the Association. Nothing in this article shall be interpreted so as to prohibit the use of mail ballots as authorized elsewhere in these bylaws.

ARTICLE X DEDICATION OF ASSETS

- Section 1. 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 2. 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 the Davis campus.

ARTICLE XI INDEMNIFICATION

- Section 1. **Right of Indemnity.** To the fullest extent permitted by law, this Association shall indemnify its directors, officers, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and

reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

Section 2. **Approval of Indemnity.** On written request to the board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding covered by those sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

ARTICLE XII

INSURANCE

Section 1. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE XIII

RECORDS AND REPORTS

Section 1. **Maintenance of Corporate Records.** The Association shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its members, board, and committees of the board; and
- c. A record of each member's name, address, and class of membership.

Section 2. Members' Inspection Rights.

- a. Membership Records. Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the Association provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:
 - 1) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Association which demand must state the purpose for which the inspection rights are requested [Section 6330(a)(1)]; or
 - 2) Obtain from the Executive Director of the Association, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested, the Executive Director shall make this list available to the member on or before the later of ten days after (a) the demand is received, or (b) the date specified in the demand as the date as of which the list is to be compiled [Section 6330(a)(2)].
 - 3) The Association may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method or reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand [Section 6330(c)].
 - 4) If the Association reasonably believes that the information will be used for a purpose other than one reasonably related to a

person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list [Section 6331(a)].

5) Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any chapter of the Association.

b. Accounting Records and Minutes. On written demand on the Association, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

Section 3. **Maintenance and Inspection of Articles and Bylaws.** The Association shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the Association is outside California and the Association has no principal business office in this state, the Executive Director shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and bylaws, as amended to date.

Section 4. **Inspection by Directors.** Every director 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.

Section 5. **Annual Report.** The board shall cause an annual report to be sent to the members and directors within 120 days after the end of the Association's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds.

- c. The revenue or receipts of the Association, both unrestricted and restricted, to particular purposes.
- d. The expenses or disbursements of the Association for both general and restricted purposes.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Association that such statements were prepared without audit from the Association's books and records.

This requirement of an annual report shall not apply if the Association receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

Section 6. **Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report to all members, or as a separate document if no annual report is issued, the Association shall annually prepare and deliver to each member and furnish to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the Association's fiscal year:

- a. Any transaction (1) in which the Association or its chapter was a party, (2) in which an "interested person" had a direct or indirect material financial interest, and (3) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following:
 - 1) Any director or officer of the Association or its chapter (but mere common directorship shall not be considered such an interest); or
 - 2) Any holder of more than 10 percent of the voting power of the Association or chapter. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Association, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- b. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the

Association, unless that indemnification has already been approved by the members under Section 5238 (e) (2) of the California Corporations Code.

ARTICLE XIV

AMENDMENTS

Section 1. **Amendment by the Board of Directors.**

- a. The board of directors, upon a vote by two-third (2/3) of the directors eligible to vote, may amend these bylaws, except as provided in subsection (b) of this section.
- b. The right to amend these bylaws in any manner listed in this subsection shall be reserved to the paid alumni membership. The board of directors may not adopt any amendment which would:
 - 1) Change the size of the board of directors in any manner not already provided for in these bylaws.
 - 2) Change the size of any quorum provided for in these bylaws.
 - 3) Change the term of office for any elected director.
 - 4) Create, expend, repeal, or restrict the right of members to vote by proxy.

Section 2. **Amendment by Paid Alumni Members of the Association.**

- a. Paid alumni members of the Association may propose amendments to these bylaws by submitting a petition to the board of directors in the form provided below with signatures of ten percent (10%) of the paid alumni members of record on the first day of July immediately preceding the date of the filing of the petition. Each member must be a paid alumni member at both the date on which he/she signs the petition and the date the petition is filed.
- b. 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. The board of directors shall vote upon the proposal. If a mail ballot of the board of directors is requested by any director, it shall be prepared and submitted to the directors and the vote tallied within thirty (30) days of the meeting at which it is considered. If two-thirds (2/3) of the directors vote for the proposed amendment, these bylaws shall be amended accordingly. If less than two-thirds (2/3) of the Directors vote favorably, or if the subject of the amendment is one reserved to the paid alumni members, a mail ballot shall be submitted to each paid alumni member of the Association in the form of and under the procedures set forth in subsection (c).
- c. The ballot shall be prepared and disseminated within sixty (60) days of the decision of the board of directors or, in the case of an amendment dealing with a subject specifically listed in this article, the receipt by the Association of the petition signed by the required number of members. The ballot shall contain the proposed amendment in the form set forth in the petition with the provision to vote for or against the proposed amendment or to abstain from voting on the amendment. A date more than 30 days, but less than 40 days, shall be established for the return of the ballot. The ballot shall be conducted under procedures established by the board of directors and the conduct and supervision of the ballot may be delegated to a committee appointed by the board of directors for that purpose.
- d. The petition provided for in subsection (a) above shall be in the following form: "We, the undersigned, hereby request that the bylaws of the California Aggie Alumni Association be amended as follows: (The existing provision of the bylaws which is to be amended shall be given, indicating by strikeouts and underlining the words to be deleted or added. The addition of an entirely new provision of the bylaws shall be so indicated.)"

- e. The board of directors may initiate bylaw amendments for submission to the paid alumni membership for approval. The amendments may deal with those subjects outlined in Section 2, subsection (b), of this article or any other matter which the board may determine. Such matters shall be submitted to the paid alumni members upon approval of two-thirds (2/3) of the directors eligible to vote. The vote of the paid alumni membership shall be taken in accordance with the provisions of subsection (c) of this section.

CERTIFICATE OF CAAA BOARD PRESIDENT

I certify that I am the President of the California Aggie Alumni Association, a California nonprofit public benefit Corporation, and that the above bylaws, consisting of 45 pages, are the bylaws of this Corporation as originally adopted by the board of directors on May 31, 1986, and amended to date.

Executed on October 14, 2016 at Davis, California.

Debby Stegura
President

DECLARATION

(Please print)

I _____ , _____ , _____ declare in support
(last name) (first name) (initial)

of the nomination of _____ for the office of

_____ that the following is true and correct:
(name of office)

1. a. Degree received _____
Date degree received _____ month _____ year

or

b. Date last attended UC Davis _____ month _____ year

2. Current mailing address _____
(street)

(city) (state) (zip code)

3. Name in which I received degree or under which I registered as a student if other than name printed above (e.g. maiden name)

_____ Signature _____ Date