

# UC DAVIS

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## CAL AGGIE ALUMNI ASSOCIATION

### BYLAWS

### ADOPTED AUGUST 14, 2021

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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” or the “UC Davis Alumni Association.”

**Article II. PURPOSE**

**Section 2.01 Purpose.**

The Association is organized for the following purposes:

- (a) The principal purpose is to create lifelong ambassadors for the University of California, Davis (“UC Davis”), enrich the lives of its alumni, students, and friends worldwide, and organize and operate an Association of University alumni at UC Davis;
- (b) To provide a forum for communication and exchange of ideas among members of the Association, the administration, faculty, and students at UC Davis in furtherance of the UC Davis Principles of Community;
- (c) To engage in other educational or charitable activities;
- (d) To build an inclusive and equitable Association that encourages, supports, and celebrates the diverse voices of our community, and incorporates the values of diversity, equity, and inclusion (“DEI”);
- (e) To solicit and receive donations, grants, gifts, devises, or bequests for the support of Association programs;
- (f) To provide scholarship and award programs at UC Davis;
- (g) To foster educational opportunities for members of the Association;
- (h) 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;

- (i) To join with other associations, whose objectives are similar to those of this Association; and
- (j) 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.

The following individuals, upon application and payment of dues:

- (1) Degree recipient: An individual who has officially been awarded a degree by UC Davis.
- (2) Any other individual who:
  - (i) Attended UC Davis 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:

- (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 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 UC Davis 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 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 Directors;
- (3) Serve as an officer or Director of the Association;
- (4) Attend all meetings of the Association, the Board of Directors, and committees except for closed sessions or where other valid restrictions apply;
- (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 are entitled to:

- (1) 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 may:

- (1) 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/or 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 their membership at any time by providing written notification to the Executive Director or their designee. At no time shall a member be entitled to a refund of dues or fees paid to the Association.

**Section 3.05 Prohibition on Transfer of Membership.**

No member may transfer, sell, assign, or devise a membership or any right arising from it to any third party.

**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 the Audit and Governance 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, by Board of Directors policies, the UC Davis Code of Conduct, or any similar or related document. 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 reference this subsection in their application. 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.**

A regular membership meeting 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 their designee. At least fourteen (14) calendar days before the meeting, the date, time, place of the meeting, and the general nature of the business proposed to be transacted shall be provided. No business, other than that so noticed, may be transacted at the meeting.

#### (b) **Special Meetings of the Members.**

##### (1) **Calling Meetings.**

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 and the Executive Director of the Association. No business other than that so noticed may be transacted at a special meeting of the members.



(2) **Meeting Notice.**

The President or Executive Director or their designee shall cause notice to be given within twenty (20) calendar days of the request and notice shall be given to all members stating that a special meeting will be held and specifying the place, date, and time of the meeting, and the general nature of the business to be transacted. 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) **Timing of Special Meeting of the Members.**

The meeting date shall be at least fourteen (14) calendar days but no more than ninety (90) calendar days after receipt of the request.

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

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

(d) **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 though enough members have left the meeting to leave less than a quorum so long as any action taken can be 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 provided the notice, solicitation of ballots, and voting procedures comply with policies of the Board of Directors compliant with 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) **Vice President/President-Elect**
  - (3) **Elected Directors-At-Large (“Directors”)**
    - (i) There shall be at least nine (9) but no more than twenty-three (23) Directors-at-Large at any given time. The exact number shall be fixed from time to time by resolution of the Board of Directors. Directors-at-Large shall be collectively referred to herein as “Directors” and individually as a “Director.” Directors collectively with the President and Vice President/President-Elect shall be referred to as the “Board” or the “Board of Directors.”

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

- (i) Advisors to the Board of Directors may 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 their term of office, and the Cal Aggie Student Alumni Association (“SAA”) President, chair of the UC Davis Parents and Family 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 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.**
- (1) Directors shall serve staggered terms. The exact number of Directors to be elected each year shall be determined by the Nominations Committee.
- (2) No Director shall serve for more than three (3) consecutive full terms (six (6) years). Any Director 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 their resignation, or, if not such resignation in writing, the last Board meeting attended. Any former Director attempting to serve on the Board of Directors following their 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.

- (c) 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.
- (d) 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 fails to meet this requirement, the Audit and Governance Committee may declare that Director's position vacant.
- (e) No reduction of the authorized number of Directors shall result in removing any Director before that Director'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;
- (5) The removal of a Director as prescribed by these Bylaws.

(b) **Removal of a Director or Officer.**

A Director or Officer may be removed from the Board of Directors for any of the following reasons:

- (1) If a Director 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 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;

- (3) A Director or Officer may be removed, with cause, by a super majority vote of the Board of Directors, defined as two thirds of the total number of Directors 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 pool of eligible candidates to serve on the Board but which were not selected, or may choose to leave the position vacant until the next election cycle, or may direct the Nominations Committee to solicit and evaluate additional candidates for appointment. All appointments must be ratified by the Board of Directors.

Any period of time served by an individual will be deemed to be a full year of service, regardless of the actual start date.

**Section 4.05 Meetings of the Board of Directors.**

(a) **Regular Meetings.**

(1) **Calling 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 fiscal year.

(2) **Meeting Notice.**

Notice of a regular meeting shall be given by the Executive Director or their designee. At least fourteen (14) calendar days before the meeting, the date, time, place of the meeting, and the general nature of the business proposed to be transacted shall be provided.

(b) **Special Meetings.**

(1) **Calling 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 a simple majority of the serving Directors.

(2) **Meeting Notice.**

Notice of the regular meetings shall be given by the Executive Director or their designee. At least four (4) calendar days before the meeting, the date, time, place of the meeting, and the general nature of the business proposed to be transacted shall be provided.

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

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

(d) **Quorum.**

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

(e) **Participation through Telecommunications.**

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

- (1) Each Director can communicate with all of the others concurrently;
- (2) The technology or service permits each Director 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 the Board of Directors and not by others.

(f) **Rules of Order.**

The latest edition of Robert's 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 all members of the Board individually or collectively consent to that action. A written record shall be made of required consents and the same shall be attached to or incorporated by reference within any final resolution resulting from such action(s).

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 the work of the committees that guides the direction of the Association.

(b) **Standing Committees.**

(1) **Nominations Committee.**

The Nominations Committee solicits and nominates candidates for election or appointment of Director(s) to the Board of Directors from the existing Board and from the broader UC Davis community as set forth in these Bylaws. The Nominations Committee shall coordinate the selection process for the Board President, Vice President, and selection of the Alumni Regent.

(2) **Finance Committee.**

The Finance Committee examines the annual budget submitted by CAAA staff, recommends appropriate modifications, and submits the 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 are consistent with 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. The Finance Committee also monitors the investments CAAA holds, advising the Board of any changes to the portfolio if financial goals and objectives are not being met with the current investment mix.

(3) **Audit and Governance Committee.**

The Audit and Governance Committee shall develop and propose bylaws, including amendments, and manage the Association's Policy and Procedures. The Committee shall oversee 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. The Committee shall make recommendations to the Board of Directors with respect to the Association's independent auditors.

(4) **Diversity, Equity, and Inclusion Committee.**

The Diversity, Equity, and Inclusion Committee shall create a more diverse, equitable, and inclusive organization and foster a sense of belonging and welcomeness for all CAAA alumni, parents, families, and friends.

(5) **Alumni Engagement Committee.**

The Alumni Engagement Committee shall use programs and services, including innovative and effective processes, to activate and engage alumni and the UC Davis community. The Committee shall envision and execute plans to engage alumni with Association-led programs and events, career programming, fostering new members and stewarding alumni donors.



**(6) Student Success Committee.**

The Student Success Committee shall use innovative and effective processes to advance students in achieving a successful future through activating and engaging students with programming, career services, mentorship, and connections with Alumni. The Committee shall oversee the Association's scholarship programs including stewarding scholarship donors and establishing new initiatives to support students.

**(7) Executive Committee.**

The Executive Committee shall consist of the President as Chair, the Vice President/President-Elect as Vice Chair, and the Chairs of each Committee. The Executive Director shall serve as the staff liaison and is not a voting member of the Executive Committee.

(i) The Committee Chairs shall report about the activities of their respective Committees to the Executive Committee and Board of Directors at least quarterly. The Executive Committee 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 President, Vice President/President-Elect, and Executive Director 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. Any action taken by the Executive Committee must then be ratified later by the Board.

(iii) The Nominations Committee Chair shall report about the activities of their respective Committee to the Executive Committee and Board of Directors at least quarterly. The Nominations Committee Chair shall not be a member or voting member of 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 composed of at least two (2) Directors 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) All standing committees other than the Nominations Committee shall be chaired by a Director and shall strive to have a Director 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.
- (3) The quorum for all committees is a simple majority of the committee's membership. If the Nominations 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.

#### Section 4.08 **Board of Director Nominations and Elections.**

(a) **Eligibility.**

- (1) Only Paid Alumni Members of the Association in good standing are eligible to serve as Officers or Directors of the Association.
- (2) The Nominations Committee shall meet 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.
- (3) The Board of Directors shall adopt policies and procedures to govern the nomination and election processes, which shall provide for election or appointment by the Board of Directors and shall also include an option for Directors to be nominated by petition of the Paid Membership.

(b) **Vice President/President-Elect Nomination and Election.**

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

Article V. **OFFICERS OF THE ASSOCIATION**

Section 5.01 **Officers.**

The officers of the Association shall be:

- (a) President;
- (b) Vice President/President-Elect; and the
- (c) Executive Director.

Section 5.02 **Election, Term of Office and Qualifications.**

- (a) The Vice President/President-Elect shall be elected pursuant to these Bylaws for a two (2) year term commencing July 1.
- (b) The 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.
- (c) The terms of the Vice President/President-Elect and President may be in addition to their service as a Director and shall not require a break from service between serving as a Director and Vice President/President-Elect.
  - (1) 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 President, Vice President/President-Elect, and 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 and Governance Committee.
- (3) The President shall consult with students, faculty, administration, Regents, and friends of the University of California and, in particular, of UC Davis on behalf of the Association and represent (or shall designate another Director to represent) the Association at appropriate university meetings and functions and on other University partner committees.
- (4) The President 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.
- (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 the President's 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) **Vice President/President-Elect.**

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

- (2) The 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.
- (3) The 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 Association 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 may be established and maintained as the Board of Directors designates.

### Section 7.02 **Chapter and Network 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 and networks shall adhere to the University of California Office of the President Administrative Guidelines for Campus Alumni Associations and Constituent Groups.

## Article VIII. DEDICATION OF ASSETS

### Section 8.01 **Purposes.**

This Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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 8.02 **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 8.03 **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 carry on any other activities not permitted to be carried on (a) by an 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 8.04 Dissolution of Chapter or Network.**

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

**Section 8.05 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 UC Davis Foundation for purposes consistent with the terms of any individual gifts of those assets and to support of alumni programming at UC Davis.

**Article IX. INDEMNIFICATION AND INSURANCE**

**Section 9.01 Indemnification of Agents of the Association.**

“Agent” for this purpose shall include representatives, Directors, Officers employees, and Committee volunteers 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 interests 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.

## Section 9.02 **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 or 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.

## Section 9.03 **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.

## Section 9.04 **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 9.05 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 X. RECORDS AND REPORTS**

**Section 10.01 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. 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 XI. AMENDMENTS**

**Section 11.01 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 vote of two-thirds of all then-serving Directors, provided the text of the proposed amendment(s) 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 11.02 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.

These Bylaws are hereby adopted by the Board on August 14, 2021.



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Charles Melton  
President  
Cal Aggie Alumni Association



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Scott J. Judson  
Vice President/President-Elect  
Chair of Bylaws Task Force  
Cal Aggie Alumni Association



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Dana Allen  
Executive Director  
Cal Aggie Alumni Association