

AMENDED AND RESTATED BYLAWS
UC SANTA CRUZ ALUMNI ASSOCIATION

(Adopted by the Alumni Council of UC Santa Cruz Alumni Association, June 22, 2020)
(Adopted by the Members of UC Santa Cruz Alumni Association, July 14, 2020)

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ARTICLE I NAME; OFFICES

Section 1.1 Name; Board of Directors Referred to as “Alumni Council”. The name of this corporation shall be “UC Santa Cruz Alumni Association” (hereinafter the “Association”) until changed by an amendment to the articles of incorporation of the corporation duly adopted by the board of directors of the Association (hereinafter referred to as the “Alumni Council” or “Council”) and the Members of the Association (as hereinafter defined).

Section 1.2 Principal Office; Additional Offices. The principal office of the Association shall be located at 1156 High Street, Santa Cruz, California 95064, in such office space as is designated by the University of California, Santa Cruz (referred to hereinafter as “UC Santa Cruz”), and approved by the Alumni Council. The Alumni Council shall have the power and authority to change the principal office of the Association to such other location within the County of Santa Cruz as approved by the Alumni Council. The Association may have such other offices within the State of California as may be determined by the Alumni Council.

ARTICLE II PURPOSES; GOVERNING POLICIES; DEDICATION OF ASSETS

Section 2.1 General and Specific Purposes; Limitations. The Association is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Association is organized under the California Nonprofit Public Benefit Corporation Law (hereinafter the “Law”) for charitable purposes. The Association is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3), and exclusively to support UC Santa Cruz within the meaning of Internal Revenue Code §509(a)(3). Specifically, the sole purpose of the Association is to provide service and support to its Members, to the alumni of the campus, and to UC Santa Cruz.

Subject to the foregoing, the Association shall have and exercise all rights, powers, and privileges conferred on nonprofit public benefit corporations under the Law. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the above stated purposes of the Association, and the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3), or (b) by a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2).

Section 2.2 Compliance with University of California Policies and Guidelines. Notwithstanding any provision of these bylaws to the contrary, the Association shall, in the governance and administration of its activities, comply with The Regents of the University of California Policy on Support Groups, Campus Foundations, and Alumni Associations (the “Regents’ Policy”), and with the Administrative Guidelines for Campus Alumni Associations (the “Administrative Guidelines”). The Vice President of Administration of the Association shall see that the Association maintains copies of these documents as part of its permanent records, and distributes copies of the documents to each Councilor upon their election or appointment to the Alumni Council. Once each calendar year, the Alumni Council shall affirm its understanding that compliance with the Regents’ Policy and with the Administrative

Guidelines is a condition of the Association's continued recognition by the Chancellor of UC Santa Cruz ("Chancellor") as the sole campus-wide alumni association.

Section 2.3 Political Activities. No substantial part of the activities of the Association shall consist of lobbying, carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code §501(h)), and the Association shall not participate or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

Section 2.4 Dedication of Assets; Dissolution. The Association's assets are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Association, on dissolution or otherwise, shall inure to the benefit of any officer, director or Member of the Association or any other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to, and to make payments in furtherance of the charitable and educational purposes of, the Association. Upon the winding up and dissolution of the Association, its assets remaining after paying or adequately providing for its debts and liabilities, to the extent not inconsistent with the terms of any endowment, devise, bequest, gift or donation, shall be distributed to the Regents of the University of California (the "Regents") for the benefit of UC Santa Cruz for so long as it shall exist and thereafter for the benefit of the University of California; provided that, if the Regents has ceased to exist or is no longer qualified as an organization that is tax exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law) or to which contributions are otherwise deductible under Internal Revenue Code §170(c)(2) (or the corresponding provisions of any future United States internal revenue law), the remaining assets of the Association, after paying or adequately providing for its debts and liabilities, shall be distributed to one or more nonprofit funds, foundations, corporations or organizations that is (or are) organized and operated exclusively for charitable and educational purposes and that is (or are) tax exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law), or to which contributions are otherwise deductible under Internal Revenue Code §170(c)(2) (or the corresponding provisions of any future United States internal revenue law).

ARTICLE III MEMBERSHIP

Section 3.1 Members. The Association shall have the following two (2) classes of "members" within the meaning of §5056(a) of the Law:

(a) Active Members. Any individual who has earned a degree from UC Santa Cruz or who is not currently enrolled but attended UC Santa Cruz, not including UC Santa Cruz Extension, for six (6) or more quarters (each an "eligible person") shall be an "Active Member," provided that (i) such person either is an eligible person for whom the Association has a valid email address as of the date of adoption of these bylaws, or such person "opts in" to be a voting member of the Association pursuant to procedures adopted from time to time by the Association; and (ii) such person consents or has consented to receipt of all notices, written ballots and other communications of the Association by electronic mail.

(b) Life Members. Any person who was admitted as a Life Member pursuant to the Association's prior dues-paying model, or who makes a financial contribution to the Association in an amount to be determined from time to time by the Alumni Council, shall be a "Life Member," provided (i) such person either is an existing Life Member for whom the Association has a valid email address or "opts in" to be a voting member of the Association pursuant to procedures adopted from time to time by the Association, and (ii) such person consents or has consented to receipt of all notices, written ballots and other communications of the Association by electronic mail.

Active Members and Life Members shall together be referred to as the "Members" of the Association under these bylaws.

Section 3.2 Associates. Nothing in this Article III shall be construed as limiting the right of the Association to refer to persons associated with it as members even though such persons are not Active Members or Life Members. Such persons shall not be members within the meaning of §5056(a) of the Law and shall have no voting or other rights under the Law.

Section 3.3 Term of Membership. The term of membership for each Member shall commence upon the date of adoption of these bylaws for each Member for whom the Association had a valid email address as of the date of adoption or, where a Member "opts in" pursuant to Section 3.1 above, then on the date the Member opts in, and shall end on the last day of the fiscal year in which these bylaws are adopted or in which the Member opts in, as applicable. Memberships shall be automatically renewed on the first day of each fiscal year for successive one-year terms, provided that the Member maintains a current valid email address with the Association as of that date.

Section 3.4 Membership Rights. The Members shall have the right to vote as set forth in these bylaws on (a) the election of Councilors (subject to Section 5.9 below); (b) the disposition of all or substantially all of the Association's assets; (c) any merger, consolidation or other corporate transaction requiring approval of members under the Law; (d) any election to wind up and dissolve the Association; and (e) any amendment to, or restatement of, the articles of incorporation or bylaws of the Association requiring the approval of the Members pursuant to these bylaws. The Members shall have such other rights under the Law as are afforded to members within the meaning of §5056(a) of the Law.

Section 3.5 Termination of Membership. The resignation or death of a Member shall terminate that person's membership in the Association.

Section 3.6 Memberships Not Transferable. No membership, or right arising from membership, may be transferred or assigned to any other person.

ARTICLE IV MEETINGS OF THE MEMBERS

Section 4.1 Annual Meeting or Written Ballot in Lieu Thereof. Each fiscal year, the Alumni Council shall call an annual meeting of the Members of the Association for the purpose of electing members of the Alumni Council (referred to hereinafter as “Councilors”). In lieu of the meeting, the Alumni Council may conduct the election by written ballot as provided in Section 4.8. If the Alumni Council calls an annual meeting, it may be held on such date, and at such time and place, as the Council may determine. The Councilors shall serve as the “directors” of the Association within the meaning of the Law.

Section 4.2 Special Meetings. The Alumni Council, the Executive Committee, the President, or five percent (5%) or more of the Members may call a special meeting of the Members for any lawful purpose at any time.

Section 4.3 Procedure for Calling Special Meetings. A special meeting (other than one called by the Alumni Council) shall be called by written request to the Association specifying the general nature of the business proposed to be transacted and addressed to the attention of the President, Executive Vice President, and Vice President of Administration of the Association. The officer receiving the request shall cause notice to be given promptly to Members of record as of the date seven (7) business days preceding the date of the notice stating that a meeting will be held at a specified time and date fixed by the Alumni Council, provided that the meeting date shall be at least thirty-five (35) days but no more than ninety (90) days after receipt of the request. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a special meeting of Members may be held when the meeting is called by the Alumni Council.

Section 4.4 Written Notice of Meetings. Whenever Members are required or permitted to take any action at a meeting, written notice of the meeting shall be given by electronic mail (or such other means permitted under the Law) at least ten (10) but no more than ninety (90) days before the meeting date to each Member of record as of the date seven (7) business days preceding the date of the notice. The notice shall specify the place, date, and hour of the meeting. For an annual meeting, the notice shall state the matters that the Alumni Council, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transacted and no other business may be transacted at the meeting.

Section 4.5 Required Notice of Certain Agenda Items. Approval by the Members of any of the following proposals, other than by unanimous approval of the Members, is valid only if the notice of the meeting states the general nature of the proposal or proposals:
(a) removing a Councilor without cause; (b) filling any vacancy on the Alumni Council created by the removal of a Councilor, with or without cause; (c) amending the articles of incorporation; or (d) electing to wind up and dissolve the Association.

Section 4.6 Quorum for Meetings of the Members. Sixty (60) Members, present in person, shall constitute a quorum for the transaction of business at any meeting of the Members. Except as otherwise provided in these bylaws or under the Law, a meeting at which a quorum is

initially present may continue to transact business, despite the withdrawal of some Members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.7 Voting; No Voting by Proxy. At any meeting of the Members, each Member of record as of the date seven (7) business days preceding the date notice of the meeting is given shall be entitled to cast one vote on any matter properly brought before the meeting. Voting may be by voice or by ballot, except that any election of Councilor(s) must be by ballot if demanded at the meeting by any Member before the voting begins. If a quorum is present, the affirmative vote of a majority of the Members present at the meeting and voting on any matter shall be deemed the act of the Members unless the vote of a greater number is required by the Law or by the articles of incorporation or these bylaws. The only matters that may be voted upon at any meeting of the Members attended by less than one-third (1/3) of the Members are matters notice of the general nature of which was given pursuant to Section 4.4 above. The Members may not vote by proxy.

Section 4.8 Action by Written Ballot. Any action that may be taken at any annual or special meeting of Members may be taken without a meeting if the Association complies with the provisions of this Section 4.8. Unless the Alumni Council elects, in its sole discretion, to call an annual meeting of the Members for the purpose of electing Councilors, the annual election of Councilors to the Alumni Council shall be by written ballot, which shall be distributed in June of each fiscal year unless otherwise determined by the Alumni Council.

(a) Written Ballots. The Association shall distribute a written ballot to each Member of record as of the date seven (7) business days preceding the date the ballot is first distributed or solicited. The written ballot and any related materials shall be sent to each Member by electronic mail or by any other means permitted by the Law. Each written ballot shall (i) set forth the proposed action(s); (ii) provide an opportunity to specify approval or disapproval of each proposed action; and (iii) provide a reasonable time in which to return the ballot to the Association. The ballot shall afford an opportunity to specify a choice between approval and disapproval of each matter or group of related matters, and shall provide that where the Member solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

(b) Solicitation of Ballots. All solicitations of votes by written ballot shall (i) state the number of responses needed to meet the quorum requirement; (ii) state, with respect to ballots other than for election of Councilors, the percentage of approvals necessary to pass the measure or measures; and (iii) specify the time by which the ballot must be returned in order to be counted.

(c) Approval Requirements. Approval by written ballot shall be valid only when (i) the number of votes cast by such ballot (including 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 of the Members authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting of the Members at which the total number of votes cast was the same as

the number of votes cast by written ballot without a meeting. A written ballot may not be revoked.

Section 4.9 Election of Councilors. The Vice President of Administration shall cause to be provided, together with notice of any annual or special meeting at which a Councilor or Councilors is (or are) to be elected or any written ballot pursuant to which a Councilor or Councilors is (or are) to be elected, the number of open positions as determined pursuant to Sections 5.2, 5.5 and 5.9 below, and a list of the names of all candidates nominated pursuant to Section 5.4 below. The list shall set forth such names in random order but may specify the candidates nominated by the Alumni Council. If any space in the notice or in a solicitation of written ballots in lieu of a meeting or in other materials distributed or posted by the Association in connection with the election is allotted to any nominee to describe their qualifications and the reasons for their candidacy or for any other purpose related to the election then an equal amount of space, with equal prominence, shall be provided to all other nominees for the same purpose. Each Member shall be entitled to vote to either accept (vote “For”) or reject (vote “Against” or “Withhold” a vote for) each candidate. The candidates receiving the highest number of affirmative votes shall be elected to the open positions. Votes cast against any candidate and votes withheld as to any candidate shall have no effect on the results of the election.

Section 4.10 Inspectors of Elections. In advance of any meeting of the Members, or the tally of votes cast pursuant to any written ballot, the Alumni Council may appoint a person or persons to serve as inspector or inspectors of elections. The number of inspectors shall be either one (1) or three (3). The inspector(s) of elections shall determine the number of Members entitled to vote; the number represented at the meeting or who have cast written ballots; the existence of quorum; and the authenticity, validity and effect of votes and ballots. The inspector(s) of elections shall count and tabulate all votes and shall determine the result of the election and shall do such other acts as may be necessary or appropriate to conduct the election with fairness to all Members. The inspector(s) of elections shall perform their duties impartially, in good faith, to the best of their abilities and as expeditiously as practicable. If there are three (3) inspectors, the decision of a majority shall be effective in all respects.

ARTICLE V ALUMNI COUNCIL

Section 5.1 Power of the Alumni Council. Subject to the provisions and limitations of the Administrative Guidelines and the Regents’ Policy, the Law and any other applicable laws, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Alumni Council. The Alumni Council may delegate the management of the activities of the Association to any person or persons, or committee or committees, as provided herein, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Alumni Council.

Section 5.2 Number of Councilors; *Ex Officio* Councilor. The number of Councilors of the Association shall be no less than eleven (11) and no more than twenty-seven (27), with the exact authorized number of Councilors to be fixed within such range by the Alumni Council. In addition, the Chancellor of UC Santa Cruz, or a person designated by the

Chancellor, shall be a voting *ex officio* member of the Alumni Council. No reduction of the authorized number of Councilors shall have the effect of removing any Councilor prior to the expiration of that Councilor's term of office, unless the reduction and the removal of one or more specified Councilors is approved by the Members.

Section 5.3 Qualifications of Councilors; Restrictions on Interested Persons. No person shall be eligible for election to the Alumni Council unless such person is a Member of the Association. In addition, no person shall be eligible to serve as a Councilor if they are currently compensated by the Association or by UC Santa Cruz for services rendered to the Association or to the University Relations Division of UC Santa Cruz, whether as a full-time or part-time employee, independent contractor or otherwise. Further, no more than forty-nine percent (49%) of the persons serving on the Alumni Council may be interested persons. An "interested person" means (a) any person compensated by the Association for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, and (b) any brother, sister, ancestor or descendant, step or adoptive grandparent, parent, sibling, children or grandchildren, brother-in-law, sister-in-law, son-in-law, spouse, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 5.4 Nomination.

(a) Nomination. Each fiscal year, the Nominating Committee (as constituted pursuant to Section 8.4 below) shall recommend to the Alumni Council qualified candidates for election or reelection to the Alumni Council to fill the positions of Councilors whose terms are expiring at the end of that fiscal year. The Nominating Committee shall also recommend qualified candidates to fill any vacancies on the Alumni Council as they may occur from time to time.

The Nominating Committee shall make its report to the Vice President of Administration at least sixty (60) days before the date of any meeting of the Members at which an election of a Councilor or Councilors is to occur, or the date designated for distribution of any written ballot, or at such other time as the Alumni Council may designate with respect to the filling of any vacancy on the Alumni Council.

At least five (5) days in advance of any meeting of the Alumni Council at which Councilors are to be either nominated for or appointed to fill a vacancy or vacancies on the Council, the Vice President of Administration shall forward, or cause to be forwarded, to the Councilors the names, applications, and summary biographies of the candidates recommended by the Nominating Committee. In the case of an election of Councilors to be held at an annual or special meeting of the Members or by written ballot distributed in lieu thereof, the Alumni Council shall determine, by the affirmative vote of a majority of the Councilors present at a duly called meeting at which a quorum is present, the nominees to be presented for election. Where the Alumni Council is entitled under these bylaws to fill a vacancy or vacancies on the Council, the Alumni Council may appoint to the Council such of the candidate(s) nominated by the Nominating Committee as it may choose, if any, and/or one or more other qualified persons as necessary to fill any remaining vacancy or vacancies.

In nominating candidates for and appointing candidates to the Alumni Council, the Council shall make reasonable efforts to assure that the diversity of the alumni of the campus is reflected on the Council, that a sufficient number of candidates have the skills and experience necessary or desirable to complement existing skill sets on the Council and to fill the executive officer positions of the Association, that at least one (1) seated Councilor is affiliated with each of the colleges, academic divisions and schools of UC Santa Cruz, and that at least three (3) seated Councilors are residents of the County of Santa Cruz.

(b) Nomination by Members. The Vice President of Administration shall cause a notice to be delivered to the Members soliciting nominations of qualified candidates for election to the Alumni Council at an upcoming annual or special meeting of the Members at which a Councilor or Councilors is (or are) to be elected or pursuant to a written ballot to be distributed in lieu thereof. The notice shall be delivered separately or in conjunction with the Association newsletter or other Association materials by electronic mail and shall be posted on the website of the Association, both by such date that is no more than one hundred fifty (150) days and no less than one hundred twenty (120) days before the date of the election. For the purposes of these bylaws, the “date of the election” shall be deemed to be the date of the meeting of Members at which a Councilor or Councilors is (or are) to be elected or the date a written ballot is to be distributed in lieu thereof. Such notice shall set forth the date for close of nominations, which date shall be no more than seventy-five (75) days and no less than sixty (60) days before the date of the election. Only candidates qualified under Section 5.3 above and nominated prior to the close of nominations by no less than fifty (50) of the Members of record as of the date seven (7) business days preceding the date of the notice, shall be included on any notice or ballot provided to the Members in connection with any annual or special meeting of the Members at which a Councilor or Councilors is (or are) to be elected or on any written ballot distributed in lieu thereof.

Section 5.5 Term of Office; Staggered Terms. Each Councilor elected or appointed to the Alumni Council shall hold office for a term of two (2) years, except that the term of office of a Councilor elected to fill a vacancy shall expire upon expiration of the term of office of their predecessor. Councilors may be re-elected for up to two (2) additional successive two (2) year terms, provided that a Councilor’s term of office may be extended as necessary for such Councilor to serve consecutive terms as an officer of the Association. A Councilor who has served three (3) successive two (2) year terms of office shall be eligible for re-election to the Alumni Council after a two (2) year absence from the Council. Councilors elected at an annual meeting of the Members or by written ballot distributed in lieu thereof shall take office as of July 1st of the upcoming fiscal year absent any delay in the holding of the annual election beyond such date. In the event of any such delay, Councilors shall assume office as of the date of their election, but their term of office shall not extend beyond the end of the fiscal year following the fiscal year in which they were elected (except if any Councilor’s term of office is extended, as provided above, to allow such Councilor to serve consecutive terms as an officer of the Association). Each Councilor shall hold office until expiration of the term for which they were elected and until their successor shall be duly qualified and elected, or until their earlier death, resignation, or removal from office. The terms of office of the Councilors shall be staggered such that approximately one-half (1/2) of the Councilors shall be elected each year.

Section 5.6 Removal Without Cause. Any Councilor may be removed from office without cause upon the vote of a majority of the Members present at a duly called meeting of the Members at which a quorum is present, provided that notice of the meeting is given in accordance with Sections 4.4 and 4.5 of these bylaws.

Section 5.7 Removal for Cause. The Alumni Council may, by resolution, declare vacant the office of any Councilor who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under the Law. Further, the Alumni Council may remove for cause any Councilor for failure either to attend two (2) consecutive meetings of the Alumni Council or two (2) meetings of the Council within any fiscal year, in each case without an excuse deemed acceptable to the Alumni Council in its sole discretion. A Councilor may also be removed by the Superior Court of the County of Santa Cruz in the case of fraudulent or dishonest acts, gross abuse of authority or discretion, or breach of fiduciary duty in accordance with the provisions of §5223 of the Law.

Section 5.8 Resignation. Any Councilor may resign effective upon giving written notice to the Alumni Council, the President or the Vice President of Administration, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed or elected to take office when the resignation becomes effective. Except upon notice to the California Attorney General, no Councilor may resign if the Association would then be left without at least one duly elected Councilor in charge of its affairs.

Section 5.9 Vacancies on the Alumni Council. A vacancy on the Alumni Council shall occur (a) in the event of the death, resignation or removal of any Councilor, or (b) if the authorized number of Councilors is increased. Except for vacancies on the Council created by the removal of a director, vacancies on the Alumni Council may be filled by the approval of the Alumni Council at any meeting of the Alumni Council at which a quorum is present. If the number of Councilors then in office is less than a quorum, vacancies can be filled by the Alumni Council by (x) the unanimous written consent of the Councilors then in office, (y) the affirmative vote of a majority of the Councilors then in office at a meeting of the Alumni Council duly noticed under the Law, or (z) by the sole remaining Councilor. The Members shall fill any vacancy on the Alumni Council created by the removal of a Councilor.

Section 5.10 Compensation and Expenses. The Association shall not pay any compensation to Councilors for services rendered to the Alumni Council in their capacity as a Councilor or an officer of the Association, except that Councilors may be reimbursed for reasonable expenses incurred in the performance of their duties as Councilors and officers of the Association in accordance with policies or guidelines adopted from time to time by the Alumni Council.

ARTICLE VI DUTIES OF COUNCILORS

Section 6.1 Duties. The duties of the Councilors shall be to:

- (a) advance the purposes and objectives of the Association as set forth in Section 2.1 above;
- (b) establish policy and direction for the work of the Association;
- (c) manage and control the affairs and activities of the Association, and make such rules and regulations therefor not inconsistent with the Law, the articles, and these bylaws;
- (d) appoint and remove, employ and discharge, prescribe any powers and duties consistent with the Law, the articles, and these bylaws for, and fix the compensation, if any, of all officers, agents, and any employees of the Association;
- (e) regularly attend the meetings of the Alumni Council at such times and places as required by these bylaws, and participate in the work of one or more Association committees; and
- (f) perform any and all other duties imposed on them collectively or individually by Law, the articles, these bylaws, or upon the vote of the Alumni Council.

Section 6.2 Gifts and Gratuities. No Councilor, officer or agent of the Association shall solicit or accept anything of value given for the purpose of securing favorable treatment or otherwise influencing the judgment of such individual in connection with the business of the Association, nor shall any such person offer or give anything of value to obtain an improper advantage in connection with Association business. A gift or gratuity means anything of value to the recipient. It does not include informational material, such as books, reports, calendars, or other unsolicited promotional material of nominal value. A gift also does not include modest entertainment, such as a meal or refreshments in connection with meetings, conferences, public ceremonies, or home hospitality. This provision applies to the individual and does not apply to philanthropic gifts or grants offered to the Association for the benefit of UC Santa Cruz.

Section 6.3 Conflicts of Interest. Councilors and officers, including for this purpose the Executive Director and the Alumni Controller, shall disqualify themselves from making, participating in making, or in any way attempting to use their official positions to influence, a decision from which they, their parents (whether natural, adoptive or step parents), spouses, and children (whether natural, adoptive or step children) (referred to herein, collectively, as “family members”), would derive a meaningful benefit or advantage, or in which they or their family members have or would have a direct or indirect financial interest. This section shall not apply where a charitable or educational program of the Association results in a benefit or advantage, including a financial benefit, to one or more Councilors, officers or their family members because they are in the class of persons intended to be benefitted by the charitable or educational program.

**ARTICLE VII
MEETINGS OF THE ALUMNI COUNCIL**

Section 7.1 Place of Meetings. Meetings of the Alumni Council may be held at any place within or without the State of California that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the Association.

Section 7.2 Regular Meetings. There shall be four (4) regular meetings of the Alumni Council each fiscal year, including the Alumni Council retreat, one of which shall be designated the annual meeting of the Alumni Council. The Alumni Council may increase or decrease the number of regular meetings, but there shall be an annual meeting in May or June of each fiscal year (unless another date is designated by the Council) to appoint the executive officers of the Association and for such other purposes as may be determined by the Council. Regular meetings of the Alumni Council may be held without notice if the time and place of the meetings are fixed by the Alumni Council and posted to the Association website at least thirty (30) days before each meeting. Any member of the Alumni Council who is unable to attend a regular meeting of the Alumni Council shall notify the Vice President of Administration or the Executive Director of the Association of their unavailability prior to the meeting.

Section 7.3 Special Meetings. Special meetings of the Alumni Council for any purpose or purposes may be called at any time by the President, the Executive Vice President, the Vice President of Finance, the Executive Committee, or any five (5) Councilors upon notice to the President, the Vice President of Administration, and the Executive Director.

Section 7.4 Notice. Notice to Alumni Councilors of regular or special meetings of the Alumni Council shall state the date, time and place of the meeting and, if required by the Law, the purpose of the meeting. If notice is given by first class mail, it shall be given at least four (4) days before any such meeting. If the notice is delivered personally or by telephone or facsimile, including a voice messaging system, or by other electronic means such as electronic mail permitted by the Law, it shall be delivered at least forty-eight (48) hours before the meeting. Notice given by telephone may be communicated either to the Councilor or to a person at the office of a Councilor who the person giving the notice has reason to believe will promptly communicate it to the Councilor.

Section 7.5 Waiver of Notice. Notice of a meeting need not be given to any Councilor who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Councilor. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 7.6 Quorum and Action of the Alumni Council. A majority of the authorized number of Councilors shall constitute a quorum of the Alumni Council for the transaction of business. Unless a greater number is required by Law, the articles of incorporation or these bylaws, every action taken or decision made by a majority of Councilors present at a duly held meeting at which a quorum is present shall be an act of the Alumni Council, subject to

any provisions of the Law or these bylaws that require the Alumni Council to transact business by more than a majority vote. Such provisions include, without limitation, those relating to (a) approval of contracts or transactions in which a Councilor has a material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Alumni Council, and (d) indemnification of Councilors. Except as otherwise provided in these bylaws or under the Law, a meeting at which a quorum is initially present may continue to transact business despite the withdrawal of Councilors if any action taken or decision made is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the Law, the articles or these bylaws. Councilors may not vote by proxy.

Section 7.7 Participation in Meetings by Councilors. At the discretion of the Alumni Council, Councilors may participate in any meeting of the Alumni Council or its committees through the use of conference telephone, electronic video screen communication, or the use of electronic transmission by and to the Alumni Council if all of the following apply: (a) if by conference telephone or electronic video screen communication, as long as all of the Councilors participating in the meeting can hear one another, and (b) if by electronic transmission by and to the Association, as long as (i) each Councilor participating in the meeting can communicate with all of the other Councilors concurrently, and (ii) each Councilor is provided the means of participating in all matters before the Alumni Council, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Alumni Council. Participation in a meeting pursuant to this Section 7.7 constitutes presence in person at that meeting.

Section 7.8 Comments of Members. To facilitate communication between the Association and its Members, the notice and agenda for each regular meeting of the Alumni Council shall be posted on the Association website at least thirty (30) days prior to each such meeting, and the approved minutes of each regular meeting of the Alumni Council shall be posted on the Association website following each such meeting. The agenda posted for each regular meeting shall state the matters upon which the Alumni Council intends to act at the time such agenda is posted. Notwithstanding the foregoing, the Alumni Council may act on any matter that may properly come before the meeting under the Law. Members may submit comments in writing to the Association at its principal office at least twenty-one (21) days prior to a regular meeting of the Alumni Council. Comments shall be addressed to the Vice President of Administration or the Executive Director of the Association. The Association shall circulate each comment to the Alumni Council at the next regularly scheduled meeting of the Council following receipt.

Section 7.9 Action Without Meeting. Any action required or permitted to be taken by the Alumni Council may be taken without a meeting if all Councilors then in office consent in writing to such action. For purposes of this section, “all Councilors” shall not include any “interested Councilor” as defined in Section 11.2 who abstains in writing from providing consent under the circumstances described in §5211(b) of the Law. Action by unanimous written consent shall have the same force and effect as a unanimous vote of the Alumni Council at a duly called meeting at which a quorum is present. Such written consent or consents shall be filed with the minutes of the proceedings of the Alumni Council.

ARTICLE VIII COMMITTEES

Section 8.1 Committees. The Alumni Council may create one or more committees, each consisting of two or more Councilors (and such persons who are not Councilors as provided herein), to serve at the pleasure of the Alumni Council. Creation of and appointments to such committees shall be by a majority vote of the Councilors then in office, provided a quorum is present. A committee created by the Alumni Council shall have the authority provided in the Council resolution or resolutions creating and empowering the committee, provided that the Council may at any time revoke or modify any or all of the authority granted to any committee, and further provided that no committee may do any of the following:

- (a) approve any action that, under the Law, requires the approval of the Members or approval of a majority of the Members;
- (b) fix the number of Councilors within the variable range specified in these bylaws;
- (c) remove Councilors or fill vacancies on the Alumni Council;
- (d) elect or remove officers;
- (e) fix any compensation for the Councilors for serving on the Alumni Council or any committee of the Council;
- (f) amend or repeal bylaws or adopt new bylaws;
- (g) amend or repeal any resolution or action taken by the Alumni Council that by its express terms is not so amendable or repealable;
- (h) create any other committees of the Alumni Council or appoint members of committees of the Alumni Council, including any appointments to fill vacancies on the committees of the Alumni Council;
- (i) expend Association funds to support a nominee for Councilor; or
- (j) approve any contract or transaction in which one or more Councilors has a direct or indirect material financial interest.

Any committee consisting solely of members of the Alumni Council and delegated any authority of the Council, such as the Executive Committee and the Finance Committee, shall be referred to as a Committee of the Alumni Council. Any committee that is not composed entirely of members of the Alumni Council, such as the Nominating Committee and the Alumni Association Scholarship Committee, shall not exercise the authority of the Alumni Council but shall act in an advisory capacity only as to all actions that require approval by the Alumni Council, or that would ordinarily be approved by the Alumni Council given the nature of the action.

Section 8.2 Standing Committees. The Association shall have the following standing committees: Executive Committee, Nominating Committee, Finance Committee, and Alumni Association Scholarship Committee. The Executive Committee and the Finance Committee shall consist solely of members of the Alumni Council and, to the extent determined by the Council, may exercise the authority of the Council. The Nominating Committee and Alumni Association Scholarship Committee shall consist of members of the Alumni Council as well as persons who are not members of the Alumni Council, and so shall act in an advisory capacity only and shall not exercise the authority of the Alumni Council. Members of the standing committees other than the Executive Committee shall be reappointed or replaced as of the beginning of each fiscal year by a vote of a majority of the Councilors then in office, provided that a quorum is present. The Alumni Council may, by resolution adopted by a majority of Councilors then in office, provided that a quorum is present, establish such other standing committees as it determines are in the best interests of the Association and, subject to Section 8.1 above, delegate to such committees such duties and responsibilities as are set forth in the resolutions of the Alumni Council establishing any such committee.

Section 8.3 Executive Committee. The Executive Committee shall consist of the President, the Executive Vice President, the Vice President of Finance, the Vice President of Administration, and the Past President. The Executive Director shall attend all meetings of the Executive Committee unless the attendance of the Executive Director is excused. The President may invite other Councilors or interested persons to participate in Executive Committee meetings as appropriate to the agenda, but any such invitees shall not have the right to vote. Unless limited by resolutions adopted by the Alumni Council, and subject to Section 8.1, the Executive Committee shall have and may exercise all of the authority of the Alumni Council to manage and supervise the business and affairs of the Association and its officers and staff in between meetings of the Alumni Council. Any action taken by the Executive Committee shall be reported to the Alumni Council at its next succeeding meeting.

Section 8.4 Nominating Committee. The Association shall have a Nominating Committee composed of no less than five (5) and no more than eleven (11) members, including at least two (2) currently serving members of the Alumni Council as well as other Members of the Association. A majority of the members of the Nominating Committee shall be persons who are currently serving or who have previously served on the Alumni Council. The Executive Vice President shall be a voting *ex officio* member of and shall chair the Nominating Committee. The Executive Director shall attend all meetings of the Nominating Committee unless the attendance of the Executive Director is excused. The Nominating Committee shall identify, recruit and recommend to the Alumni Council candidates to fill vacancies on the Alumni Council as they may occur from time to time. Further, prior to the annual election of Councilors by the Members, the Nominating Committee shall recommend candidates for election to the Alumni Council to fill the positions of those Councilors whose terms of office are expiring at the end of that fiscal year. Such candidates may include Councilors who have yet to serve three (3) consecutive terms as allowed by Section 5.5 of these bylaws. The Nominating Committee shall conduct its deliberations in a timely way so as to comply with the timeline set forth in Section 5.4(a) above.

In the course of its deliberations, the Nominating Committee shall seek to identify, recruit and recommend a sufficient number and variety of candidates so that (a) the diversity of the alumni of the campus is reflected on the Council, (b) a sufficient number of candidates have the skills and experience necessary or desirable to complement existing skill sets on the Council and to fill the executive officer positions described in Article IX below, (c) at least one (1) seated Councilor is affiliated with each of the colleges, academic divisions and schools of UC Santa Cruz, and (d) at least three (3) seated Councilors are residents of the County of Santa Cruz.

The Nominating Committee shall have such further duties and responsibilities as may be established from time to time by vote of a majority of the Councilors then in office, provided a quorum is present.

Section 8.5 Finance Committee. The Finance Committee shall be composed of no less than two (2) and no more than five (5) persons, all of whom shall be Councilors. The Vice President of Finance shall be a voting *ex officio* member and shall chair the committee. The Executive Director and the Alumni Controller shall each attend all meetings of the Finance Committee unless their attendance is excused, but shall not have the right to vote. The Finance Committee shall:

- (a) cause the Alumni Controller to prepare for review and approval by the Alumni Council the proposed annual operating budget of the Association prior to the commencement of each fiscal year;
- (b) report to the Alumni Council, on no less than a quarterly basis, with respect to any variances between the actual results of operations and the approved annual operating budget of the Association, and, if requested by the Alumni Council, cause the Alumni Controller to prepare for review and approval of the Alumni Council a revised annual operating budget for the Association;
- (c) within one hundred eighty (180) days of the close of each fiscal year of the Association, cause the Alumni Controller to submit to the Chancellor of UC Santa Cruz a detailed report comparing budgeted to actual expenditures by fund source for the prior fiscal year as required by the Administrative Guidelines;
- (d) oversee the Alumni Controller's preparation of the annual report and annual statement required by Sections 14.4 and 14.5, respectively, of these bylaws;
- (e) make recommendations to the Alumni Council on the financial affairs and policies of the Association, including policies related to internal financial controls;
- (f) meet and confer with the Treasurer of the UC Santa Cruz Foundation on a semi-annual basis regarding the investments of the Association made through the UC Santa Cruz Foundation, and report to the Alumni Council the performance of those investment(s);
- (g) coordinate and confer with the Alumni Controller with a view to ensuring that the Association complies with the Administrative Guidelines, specifically including, without limitation, Section IV of Part One of the Administrative Guidelines entitled Financial Activities

of Campus Alumni Associations; and

(h) perform such other duties and responsibilities as may be established from time to time by vote of a majority of the Councilors then in office, provided a quorum is present.

Section 8.6 Alumni Association Scholarship Committee. The Alumni Association Scholarship Committee shall be composed of no less than three (3) and no more than eleven (11) members, including at least two Councilors as well as other Members of the Association. Subject to approval of the Alumni Council, the Alumni Association Scholarship Committee shall organize programs to raise monies for the Alumni Association Scholarship Fund, shall annually evaluate the returns on the fund, shall recommend to the Alumni Council the number of new scholarships to be funded each year, and shall develop and administer procedures for the selection and stewardship of scholarship recipients. The Alumni Association Scholarship Committee shall have such further duties and responsibilities as may be established from time to time by vote of a majority of the Councilors then in office, provided a quorum is present.

Section 8.7 Ad Hoc Committees. The Alumni Council may by resolution adopted by a majority of the Councilors then in office, provided that a quorum is present, establish one or more ad hoc committees to perform, subject to Section 5.1 above, such specific functions or tasks as the Alumni Council may determine are in the best interests of the Association. The charter of each ad hoc committee shall be renewed each year at the annual meeting of the Alumni Council, and members of the ad hoc committees shall be reappointed or replaced as of the beginning of each fiscal year, in both cases by a vote of a majority of the Councilors then in office, provided that a quorum is present.

Section 8.8 Meetings and Actions of Committees. Meetings of the standing committees of the Alumni Council shall be held at such times and places as the chair or a majority of the members of each such committee may determine, but in no event less than three (3) times during each fiscal year. Special meetings of any committee may be called by the President, the Executive Vice President, the Executive Committee or by the Alumni Council.

Notice of meetings of Committees of the Alumni Council shall be given in accordance with Section 7.4 above, but meetings may be held without notice if the time and place of the meetings are fixed by the committee and posted to the Association website at least thirty (30) days before each meeting or if all members of the committee waive notice of the meeting in accordance with Section 7.5 above. A majority of the members of each Committee of the Alumni Council shall constitute a quorum for the conduct of business unless otherwise specified by the Council, and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be considered the action of the committee. Committee members present at a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of some committee members if any action taken is approved by at least a majority of the required quorum for that meeting. The Committees of the Alumni Council shall keep and approve regular minutes of their proceedings, cause them to be filed with the permanent records of the Association, and report their proceedings to the Alumni Council as the Council may require.

Unless otherwise determined by the Alumni Council, requirements for the conduct of meetings of committees that are not Committees of the Alumni Council, including notice, quorum, voting, record keeping, and reporting requirements, may be established in the discretion of the chair or the majority of the members of each such committee.

ARTICLE IX OFFICERS AND STAFF

Section 9.1 Officers and Staff. The executive officers of the Association shall be a President, an Executive Vice President, a Vice President of Finance, a Vice President of Administration, and a Past President. The Association may also have, at the discretion of the Alumni Council, one or more Assistant Vice Presidents, and one or more Assistant Secretaries, and such other subordinate officers as the business of the Association may require. Any number of offices may be held by the same person, except that the President shall not concurrently serve as the Past President, Executive Vice President, Vice President of Finance or the Vice President of Administration. The Association shall also have an Executive Director and an Alumni Controller, who shall serve at the pleasure of the Alumni Council under the direction and control of the President and Vice President of Finance, respectively.

Section 9.2 Appointment; Term of Office; Qualification. At the regular meeting immediately preceding the annual meeting of the Alumni Council, the President shall solicit nominations from the Council to replace each executive officer whose term will expire at the end of that fiscal year other than the Past President and the President. Any Councilor may submit their own name for any open office. The President, in consultation with the Executive Vice President, the Past President and the Executive Director, shall nominate a slate of candidates for appointment to each office by the Alumni Council at its annual meeting, consisting of one candidate for each open office. Such candidates will be selected in accordance with policies and procedures adopted by the Alumni Council. A copy of the slate shall be distributed to the Alumni Council no later than thirty (30) days prior to the annual meeting of the Alumni Council. Any Councilor not included on the slate who wishes to run for an open office must then declare their candidacy for that office no later than twenty (20) days prior to the annual meeting by written notice to the President, the Vice President of Administration or the Executive Director. Where there is more than one (1) candidate for a given office, the Alumni Council shall publish procedures to ensure that each candidate will have a reasonable opportunity to present their qualifications for office and reasons for their candidacy to the Alumni Council in advance of and/or at the annual meeting. The Alumni Council shall appoint from among the nominees for each open office the candidate of its choice. The President, Past President and Executive Vice President shall hold their respective offices for two (2) years commencing July 1st of the fiscal year following their appointment and until their successors are duly appointed, or until their earlier resignation, removal, or other disqualification from office. The Vice President for Finance and the Vice President of Administration shall hold their respective offices for a term of one (1) year commencing July 1st of the upcoming fiscal year and until their successors are duly appointed, or until their earlier resignation, removal, or other disqualification from office. The Vice President for Finance and the Vice President of Administration each may be re-elected for up to three (3) additional successive one (1) year terms. Should there be a delay of the annual meeting of the Alumni Council into the next fiscal year, officers appointed at the meeting will take office as of the date of their appointment but their term of office will not extend beyond

what it would have been had there been no delay in the annual meeting. Only Councilors shall be qualified to serve as executive officers of the Association. Subordinate officers may be appointed by the Alumni Council from time to time to serve at the pleasure of the Alumni Council for such terms as the Alumni Council shall determine.

Section 9.3 Removal and Resignation. Any officer may be removed with or without cause by the Alumni Council at any time. Any officer may resign at any time by giving written notice to the President, the Executive Vice President or the Executive Director. Any such resignation shall take effect on the date of receipt of the notice or at any later time specified therein and, unless otherwise specified in that notice, acceptance of the resignation shall not be necessary to make it effective.

Section 9.4 Vacancies. A vacancy in any office other than President and Past President because of death, resignation, removal or any other cause shall be filled in the manner prescribed in these bylaws for nomination and appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis. Unless otherwise determined by the Alumni Council, an executive officer appointed to fill a vacancy in any office other than President or Past President shall serve until expiration of the term of office to which their predecessor was appointed. The Executive Vice President shall fill any vacancy in the office of President, provided that, if the Executive Vice President assumes the office of President during the first fiscal year of the two (2) year term of their predecessor, they shall remain in office only for the remainder of the unexpired term. If the Executive Vice President assumes the office of President during the second fiscal year of the two (2) year term of their predecessor, they shall remain in office for the remainder of the unexpired term and continue in office for an additional two (2) year term. If there is no Executive Vice President in office at the time of a vacancy in the office of President, then the Alumni Council shall fill the vacancy in the office of President. A vacancy in the office of Past President shall remain unfilled or, at the discretion of the Alumni Council, may be filled by the immediately preceding Past President until such time as the President completes their term of office and succeeds to the office of Past President.

Section 9.5 President. The President shall act as the chair of the Alumni Council and the Executive Committee, and shall preside at all meetings of the Members, the Alumni Council and the Executive Committee. The President shall determine, in consultation with the Executive Director of the Association, the agenda for all meetings of the Alumni Council and the Executive Committee. Subject to the direction and control of the Alumni Council, the President shall act as the chief executive officer of the Association and shall be responsible for the general supervision, direction, and control of the business and affairs of the Association. The President shall represent the Association to the Alumni Associations of the University of California as provided in Article X below, serve as an *ex officio* member of the Board of Trustees of the UC Santa Cruz Foundation, and represent the Association to all other UC Santa Cruz constituencies. The President shall have such other powers and perform such other duties as may be prescribed by the Alumni Council or these bylaws.

Section 9.6 Executive Vice President and President Elect. In the absence or disability of the President, the Executive Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Executive Vice President shall have such other powers and perform

such other duties as from time to time may be prescribed by the Alumni Council. The Executive Vice President shall serve as the chair and a voting *ex-officio* member of the Nominating Committee and, in such capacity, shall be responsible for overseeing the recruitment, qualification and nomination of candidates to the Alumni Council. The Executive Vice President shall succeed to the office of President upon expiration of the President's term. As provided in Article X below, the Executive Vice President shall serve as the President's alternate and, if the President is unavailable, shall attend and vote at the meetings of the AAUC in the President's place.

Section 9.7 Vice President of Finance. The Vice President of Finance shall be the "chief financial officer" of the Association within the meaning of the Law and shall cause to be kept and maintained adequate and correct financial books and records for the Association. The Vice President of Finance shall give or cause the Alumni Controller to give to the Alumni Council such financial statements and reports as are required to be given by the Law, these bylaws or by the Alumni Council. The Vice President of Finance shall provide, or cause to be provided, to the Alumni Council and the President, whenever requested, an account of all transactions and the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Alumni Council. The Vice President of Finance shall serve as the chair and a voting *ex-officio* member of the Finance Committee. Further, the Vice President of Finance shall be responsible for ensuring that the Alumni Council maintains adequate liability and directors' and officers' insurance.

Section 9.8 Vice President of Administration. The Vice President of Administration shall be the "secretary" of the Alumni Council within the meaning of the Law and shall cause to be given notice of all meetings of the Members and of the Alumni Council required by law or by these bylaws. The Vice President of Administration shall cause to be kept, at the principal office of the Association, minutes of all meetings of the Members and of the Alumni Council and the Committees of the Alumni Council, whether in paper form or electronic form that may be readily converted to paper form. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present and the proceedings thereof. The Vice President of Administration shall cause to be kept, at the principal office of the Association, the original or a copy of the Association's articles of incorporation and bylaws, as amended to date. The Vice President of Administration shall cause to be kept a record of the names and email addresses of Active Members, Life Members, Councilors and the members of all committees of the Alumni Council. The Vice President of Administration shall certify as true a copy of the bylaws, of the minutes of any meeting of the Alumni Council or Committees of the Alumni Council, or of any resolution adopted by the Alumni Council or a Committee of the Alumni Council when asked to do so by the Council, any Councilor, the President or any other officer of the Association or as otherwise may be required by law.

The Vice President of Administration also shall serve as adviser to the President on questions of parliamentary procedure for the conduct of all meetings of the Members and the Alumni Council. The Vice President of Administration shall be familiar with the most current version of Robert's Rules of Order, the articles and these bylaws as they may be amended from time to time, and the Regents' Policy and the Administrative Guidelines, and shall advise the Alumni Council and the executive officers regarding the same.

The Vice President of Administration shall have such other powers and perform such other duties as may be prescribed by the Alumni Council.

Section 9.9 Past President. The President shall succeed to the office of Past President upon expiration of the President's term of office, provided, however, that if the President dies, resigns or is removed from office prior to the end of their term, they shall not be eligible to serve as Past President, and the then current Past President shall remain in office until the next President assumes the office of Past President. The Past President shall be an advisor to the President and shall have such other powers and perform such other duties as from time to time may be prescribed by the Alumni Council.

Section 9.10 Executive Director. The UC Santa Cruz employee holding the position of Executive Director, Alumni Association, in the University Relations Division of UC Santa Cruz, or such other position with appropriate duties and responsibilities as may be identified by the Vice Chancellor of University Relations, shall serve as the Executive Director of the Association. The Vice Chancellor of University Relations, or their designee, shall recruit candidates for Executive Director of the Association in consultation with the President, and shall present the finalist or finalists to the Alumni Council for its approval. The Executive Director shall be appointed by the affirmative vote of the Alumni Council and shall serve at the pleasure of the Council until their death, resignation or removal by the Alumni Council or UC Santa Cruz, which removal may be with or without cause subject to the rights of the Executive Director in connection with their employment by UC Santa Cruz. A vacancy in the office of Executive Director shall be filled in the same manner prescribed above.

The Executive Director shall act as the general manager of the Association and be charged with managing the day-to-day affairs of the Association. The Executive Director shall supervise, direct, and carry out the programs of the Association under the supervision and direction of the President and the Alumni Council of the Association, and shall attend all meetings of the Alumni Council and its standing committees unless their attendance is excused. The Executive Director shall have such other responsibilities and perform such other duties as the Alumni Council may from time to time prescribe.

Section 9.11 Alumni Controller. The UC Santa Cruz employee holding the position of Foundation and Alumni Controller in the University Relations Division of UC Santa Cruz, or such other position with appropriate duties and responsibilities as may be identified by the Vice Chancellor of University Relations, shall serve as Alumni Controller of the Association and shall be responsible for the day-to-day management of the Association's financial affairs. A vacancy in this position shall be filled by the person who succeeds the Alumni Controller in the position they held immediately prior to their departure or in a position with appropriate duties and responsibilities identified by the Vice Chancellor of University Relations. The Alumni Controller shall assist and advise the Vice President of Finance and the Finance Committee on accounting and financial matters within their purview, and shall be responsible for ensuring that the Association's financial activities and operations are conducted in compliance with the Regents' Policy and the Administrative Guidelines. The Alumni Controller shall:

- (a) keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the Association's business transactions;
- (b) prepare or oversee the preparation of quarterly and annual financial statements substantially in accordance with generally accepted accounting principles;
- (c) prepare and submit, or oversee the preparation and submission of, annual tax returns;
- (d) prepare and submit such reports and accounts as may be requested by the Alumni Council, the Chancellor, the Office of the President of the University of California, the Regents, or as required by law;
- (e) prepare the annual operating budget of the Association for review and approval first by the Finance Committee and then by the Alumni Council in advance of each fiscal year;
- (f) ensure that financial commitments and expenditures by the Association are in accordance with the budget and with applicable UC Santa Cruz and Association policies and guidelines;
- (g) report to the Vice President of Finance and the Finance Committee no less than quarterly regarding the Association's results of operations and any variances as between the Association's approved annual operating budget and actual results of operations;
- (h) disburse the funds of the Association in accordance with the directions of the Alumni Council; and
- (i) ensure that State General Funds are not transferred to the Association and that restricted funds received or unrestricted funds allocated for the support of a UC Santa Cruz department or program are transferred to UC Santa Cruz, administered in accordance with the policies of the Regents and UC Santa Cruz, and expended from UC Santa Cruz department or program accounts.

The Alumni Controller shall have such other responsibilities and perform such other duties as the Alumni Council may from time to time prescribe.

**ARTICLE X
REPRESENTATIVE TO ALUMNI ASSOCIATIONS
OF THE UNIVERSITY OF CALIFORNIA**

Section 10.1 Alumni Associations of the University of California. As the recognized campus alumni association of UC Santa Cruz, the Association is a member of the Alumni Associations of the University of California ("AAUC"). Pursuant to the Constitution and Bylaws of the AAUC, the Association shall be represented by its President or other duly

authorized representative, or in the absence of its President or such representative, by a duly designated alternate, who shall be entitled to vote on behalf of the Association on all matters as to which the members of AAUC are entitled to vote. Further, either the President or a duly designated representative of the Association is entitled to serve as an officer of AAUC on a rotating basis with the representatives of the other recognized campus alumni associations of the University of California, and, in such capacity, as a Regent or Regent-Designate of the Board of Regents of the University of California.

Section 10.2 President as Representative to AAUC. The Association hereby designates its President to serve as the Association’s representative to the AAUC, and its Executive Vice President to serve as the President’s alternate in the event the President is for any reason unable to attend any meeting of the AAUC during the President’s term of office. If the Executive Vice President is unavailable to attend a meeting of the AAUC as the President’s alternate, the Executive Committee may appoint the Past President or such other executive officer as it may choose to do so.

Section 10.3 Appointment of Representative to Serve as Officer of AAUC. The Association hereby determines that a representative of the Association selected as provided herein shall serve as an officer of the AAUC in accordance with the Constitution and Bylaws of the AAUC (the “Representative”). The Representative must be a Member and must be suitably qualified to serve as the Representative in terms of their knowledge of the policies, programs and operations of the Association and the University of California and their service to UC Santa Cruz, including as a Councilor or officer of the Association. The President of the Association may serve as the Representative if selected in accordance with this section. The Alumni Council shall form an ad hoc search committee to identify, recruit and nominate candidates for the Representative. The committee shall forward for consideration of the Alumni Council names of no less than three (3) candidates for such position. The Representative shall be appointed by vote of a majority of the members of the Alumni Council present at a duly called meeting of the Council at which a quorum is present. Any ad hoc search committee established by the Alumni Council shall have the authority to determine the process by which candidates are identified, recruited and nominated subject to the direction of the Alumni Council.

ARTICLE XI CERTAIN TRANSACTIONS

Section 11.1 Loans to Councilors and Officers. The Association shall not lend any money or property to or guarantee the obligation of any Councilor or officer without the approval of the California Attorney General, provided, however, that the Association may advance money to a Councilor or officer of the Association for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Councilor or officer would be entitled to reimbursement for such expenses by the Association.

Section 11.2 Transactions in Which Councilors are Personally Interested. Except as provided in this Section 11.2, no Councilor shall approve, nor shall the Association become a party to, any transaction in which one or more of its Councilors has a direct or indirect material financial interest (“interested Councilor”). The Association may engage in such a transaction if the Attorney General, or the court in an action in which the Attorney General is an indispensable

party, has approved the transaction before or after it was consummated. The Association may also engage in such a transaction if it is established that: (a) the Association entered into the transaction for its own benefit; (b) the transaction was fair and reasonable to the Association at the time the Association entered the transaction; and (c) prior to consummating the transaction or any part of it, the Alumni Council authorized or approved the transaction in good faith by a vote of a majority of the Councilors then in office without counting the vote of the interested Councilor or Councilors (although such Councilor or Councilors may be counted for purposes of determining the presence of a quorum at the meeting at which such action is taken), and with knowledge of the material facts concerning the transaction and the Councilor's interest in the transaction; and (d) prior to authorizing or approving the transaction the Alumni Council considered and in good faith determined, after reasonable investigation under the circumstances, that the Association could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Section 11.3 Exceptions. Section 11.2 shall not apply to (a) a transaction which is part of the charitable or educational programs of the Association if it is approved or authorized by the Association in good faith and without unjustified favoritism and results in a benefit to one or more Councilors or their families because they are in the class of persons intended to be benefited by the charitable or educational program; or (b) a transaction of which the interested Councilor or Councilors has (or have) no actual knowledge and which does not exceed the lesser of one percent (1%) of the gross receipts of the Association for the preceding fiscal year or one hundred thousand dollars (\$100,000).

ARTICLE XII INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY

Section 12.1 Definitions. For the purposes of this Article XII, "agent" means any person who is or was a Councilor, officer, employee, or other agent of the Association; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 12.4 or 12.5(b) below.

Section 12.2 Indemnification in Actions by Third Parties. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Association to procure a judgment in its favor, an action brought under §5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of the Association, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests

of the Association or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 12.3 Indemnification in Actions by or in the Right of the Association. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Association, or brought under §5233 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the Association, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the 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 use under similar circumstances, provided that no indemnification shall be made under this Section 12.3 if otherwise prohibited by §5238 of the Law or any other provision of the Law.

Section 12.4 Successful Defense by Agent. To the extent that an agent of the Association has been successful on the merits in defense of any proceeding referred to in Sections 12.2 or 12.3 of these bylaws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 12.5 Determination of Agent's Good Faith Conduct. Except as provided in Section 12.4 of these bylaws, any indemnification under this Article XII shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 12.2 or 12.3 of these bylaws, by:

(a) a majority vote of a quorum consisting of Councilors who are not parties to the proceeding, provided that any Councilors who are party to the proceeding may be counted for the purposes of establishing a quorum; or

(b) the court in which the proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Association.

Section 12.6 Advance of Expenses. Expenses incurred in defending any proceeding shall be advanced by the Association prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount advanced unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article XII.

Section 12.7 Further Limitations. Except as provided in Section 12.4 or 12.5, no indemnification or advance shall be made in any circumstance where it appears that it would be inconsistent with: (a) a provision of the articles, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the

expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (b) any condition expressly imposed by a court in approving a settlement of the proceeding.

Section 12.8 Other Indemnification. No provision made by the Association to indemnify its Councilors or officers for the defense of any proceeding, whether contained in the articles of incorporation, bylaws, a resolution of Councilors, an agreement or otherwise, shall be valid unless consistent with this Article XII.

Section 12.9 Personal Liability of Volunteer Councilors and Executive Officers. To the fullest extent permitted by the Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Councilor or volunteer executive officer of the Association, caused by the Councilor's or officer's negligent act or omission in the performance of that person's duties as a Councilor or executive officer, provided the following conditions are met: (a) the act or omission was within the scope of the Councilor's or executive officer's duties, performed in good faith, and was not reckless, wanton, intentional or grossly negligent, and (b) the damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Association (either in the form of a general liability policy or a directors' and officers' liability policy) or personally to the Councilor or executive officer. In the event the damages are not covered by a liability insurance policy, the volunteer Councilor or volunteer executive officer shall not be personally liable for the damages if the Alumni Council and the person have made all reasonable efforts in good faith to obtain available liability insurance. "Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement for expenses provided to a Councilor or executive officer does not affect that person's status as a volunteer within the meaning of this section. For purposes of this section, "executive officer" means the President, Executive Vice President, Vice President of Finance, the Vice President of Administration, and the Past President of the Association, or such other individuals serving in like capacity, who assist in establishing the policy of the Association. Nothing in this section shall be construed to limit the liability of the Association for any negligent act or omission of a Councilor, executive officer, employee, agent or other servant occurring within the scope of such person's duties.

Section 12.10 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article XII, provided, however, that the Association shall have no power to purchase and maintain such insurance to indemnify any agent of the Association for a violation of §5233 of the Law (or any successor provision thereto).

Section 12.11 Validity and Effectiveness. If any part of this Article XII shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

**ARTICLE XIII
AFFILIATED ORGANIZATIONS**

Section 13.1 Establishment and Organization. From time to time, the Alumni Council may recognize and support chapters or other affiliated organizations (hereafter “affiliated organizations”) to operate under the umbrella of the Association for the purpose of promoting and advancing the interests of the Association.

Each affiliated organization shall submit bylaws for review and approval of the Alumni Council. The bylaws, among other things, shall provide for the selection of a governing body and such officer or officers as may be necessary or desirable to the operations of the organization, and may not be amended except with the approval of the Alumni Council. Each organization’s bylaws and all of its programs and operations shall comply with the Regents’ Policy and the Administrative Guidelines, the articles and bylaws of the Association, and such other policies and guidelines as may be adopted from time to time by the Alumni Council for the governance or direction of affiliated organizations.

No affiliated organization may make any commitment binding upon the Association without the prior approval of the Alumni Council. Upon the disbanding, dissolution or termination of an affiliated organization, all its cash or other property shall be paid and transferred to the Association.

Section 13.2 Termination of Recognition. The Alumni Council may terminate recognition of an affiliated organization and withdraw any support or other privileges provided under this Article XIII at any time, with or without cause.

**ARTICLE XIV
MAINTENANCE AND INSPECTION OF BOOKS AND RECORDS; ANNUAL
REPORTS**

Section 14.1 Maintenance of Corporate Records. The Association shall maintain at its principal office the following: (a) a copy of its articles of incorporation and these bylaws as amended to date, its application for tax exempt status with supporting documents, and adequate and correct books and records of account; (b) minutes of the proceedings of the Alumni Council and the Committees of the Alumni Council; and (c) a record of its Members giving their names and email addresses and the class of membership held by each. Such records shall be kept in either written form or any other form capable of being converted into clearly legible written form.

Section 14.2 Members’ Right of Inspection. The Members shall have the following rights of inspection:

(a) Articles and Bylaws. Any Member may inspect and copy the Association’s articles of incorporation and bylaws, as amended to date, at any reasonable time during regular office hours.

(b) Accounting Records and Minutes. On written demand on the Association, any Member may at any reasonable time during regular office hours inspect, copy, and make extracts of the Association's accounting books and records and of the minutes of the proceedings of the Members, the Alumni Council and Committees of the Alumni Council for a purpose reasonably related to the Member's interest as a Member.

(c) Membership List. Any Member may inspect and copy the record of all Members' names, email addresses and classes of membership upon five (5) business days' prior written demand upon the Association. Alternatively, any Member may obtain from the Vice President of Administration upon written demand and tender of a reasonable charge an alphabetized list of all Members' names, email addresses, and classes of membership. The demands in both cases must state the purpose for which the inspection rights are requested, which must be reasonably related to the person's interest as a Member. The Association may, within ten (10) business days after receiving a demand deliver to the person making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership lists. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in the demand shall be deemed a reasonable alternative. Notwithstanding the above, the right of the Members to inspect and copy the Association's membership list shall be subject to all restrictions imposed by the policies and guidelines of UC Santa Cruz and the University of California and all applicable federal and state laws governing the privacy and protection of student and personally identifiable information.

Section 14.3 Councilor's Right of Inspection. Every Councilor shall have the absolute right at any reasonable time during regular office hours to inspect, copy and make extracts of all books, records and documents of the Association. Any such inspection and copying may be made in person or by the Councilor's agent or attorney. The right of Councilors to inspect, copy and make extracts of the Association's membership list shall be subject to all restrictions imposed by the policies and guidelines of UC Santa Cruz and the University of California and all applicable federal and state laws governing the privacy and protection of student and personally identifiable information.

Section 14.4 Annual Report. The Alumni Council shall cause an annual report to be delivered to each Member and Councilor not later than one hundred twenty (120) days after the close of the Association's fiscal year. The report shall contain the following information in appropriate detail:

(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, during the fiscal year;

(c) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) the expenses or disbursements of the Association during the fiscal year for both general and restricted purposes; and

(e) any information to be included pursuant to Section 14.5 of these bylaws (provided that this information may be provided in a separate document).

The report shall be accompanied by a report of independent accountants or, if there is no such report, the certificate of the Vice President of Finance that the financial statements were prepared without audit from the books and records of the Association.

The annual report shall not be required to be provided to the Members if the Association receives less than twenty-five thousand dollars (\$25,000) in gross revenues and receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Councilors and to any Member who requests such information in writing.

Section 14.5 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Councilors and Members, or as a separate document if no annual report is issued, the Association shall, within one hundred twenty (120) days after the close of its fiscal year, prepare and furnish to each Member and Councilor a statement of the following:

(a) any transaction during the fiscal year involving, or any number of such transactions aggregating, more than fifty thousand dollars (\$50,000) to which the Association was a party and in which any of its Councilors or officers (and, in the case of a number of such transactions, the same Councilor or officer) had a direct or indirect material financial interest. The statement shall include a brief description of such transaction or transactions, the name of the Councilor or officer involved, their relationship to the Association, the nature of their interest in the transaction and, where practicable, the amount of that interest, provided that in the case of a transaction with a partnership of which the involved Councilor or officer is a partner, only the interest of the partnership need be stated; and

(b) the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Councilor or officer of the Association under Article XII of these bylaws, unless the indemnification has been approved by the Members under §5238 of the Law.

Section 14.6 Reports to the Chancellor and the President of the University of California. The Association shall provide to the Chancellor and to the President of the University of California (the “UC President”) such reports as may be required by the Regents’ Policy and the Administrative Guidelines, including, specifically and without limitation, the following:

(a) Within one hundred eighty (180) days of the end of each fiscal year, the Association shall provide the Chancellor and the UC President with a detailed report comparing budgeted to actual expenditures by fund source, and, within thirty (30) days of request, the Association shall submit through the Chancellor to the UC President a detailed financial report.

(b) Within one hundred eighty (180) days of the end of each fiscal year, the Association shall provide the Chancellor (or the Chancellor's designee) copies of the Association's IRS Form 990 and financial statements. If the Association's gross annual revenues or receipts are more than five hundred thousand dollars (\$500,000), the financial statements shall be reviewed by a reputable independent accounting firm and, if the Association's gross annual revenues exceed one million dollars (\$1,000,000), the financial statements shall be audited by a reputable independent accounting firm in accordance with requirements set forth in the Administrative Guidelines.

(c) Complete copies of all reports filed by the Association annually with the Registry of Charitable Trusts of the Office of the Attorney General shall be provided to the Chancellor at the time such reports are filed.

Section 14.7 Biennial Statement of Information to Secretary of State. The Association shall biennially file with the Secretary of State of the State of California, on the prescribed form, a Statement of Information setting forth the required information, including, among other things, the names and complete business or residence addresses of the President, Vice President of Finance and Vice President of Administration, the street address of the Association's principal office, and the Association's designated agent for service of process.

ARTICLE XV MISCELLANEOUS

Section 15.1 Fiscal Year. The fiscal year of the Association shall be the twelve (12) month period from July 1 through the following June 30, or such other period as may be fixed by the Alumni Council.

Section 15.2 Corporate Contracts and Instruments. Subject to the provisions of applicable law, any note, evidence of indebtedness, contract, or other instrument in writing, executed or entered into between the Association and any other person, when signed by the President, Executive Vice President, or Vice President of Finance, shall be valid and binding on the Association in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the instrument in question. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Alumni Council, and, unless so authorized by the Council, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 15.3 Checks, Drafts and Orders. The Alumni Council shall designate the banks or other depositories in which all funds of the Association shall be deposited from time to time. All checks, drafts, or other orders for payment of money issued in the name of or payable to the Association shall be signed or endorsed by any two of the President, the Vice President of Finance and the Executive Director or by such other person or persons as from time to time shall be authorized by the Alumni Council.

Section 15.4 Gifts. Contributions, gifts, bequests or devises to the Association may formally be accepted by the President, the Executive Vice President, or any other person acting

on behalf of the Alumni Council. Such gifts must be accepted pursuant to the gift procedures adopted by the University of California and reported to the Chancellor.

Section 15.5 Parliamentary Procedure for the Conduct of Meetings. Meetings of the Members, of the Alumni Council, and, at the option of the chair of any Committee of the Alumni Council, Committees of the Alumni Council, shall be conducted pursuant to the parliamentary procedures and other rules set forth in Robert's Rules of Order Newly Revised (11th Edition).

Section 15.6 Construction; Governing Law. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Law shall govern the construction and interpretation of these bylaws.

Section 15.7 Transition Provision. Persons serving as Councilors and as executive officers immediately preceding the adoption of these bylaws shall remain in office until their successors are qualified and elected or appointed in accordance with these bylaws. Upon the adoption of these bylaws by the Members of the Association, the provisions of these bylaws governing the nomination and election of Councilors by the Members shall apply to the next regularly scheduled election of Councilors (anticipated to be held in June 2021). At the next regular meeting following adoption of these bylaws (anticipated to be held in August 2020), the Alumni Council shall appoint (or reappoint as permitted by these bylaws) all executive officers of the Association other than the Past President. The position of Past President shall be assumed by the person serving as President immediately preceding the adoption of these bylaws. Section 9.2 of these bylaws shall otherwise govern the nomination and appointment of executive officers, except that the President shall solicit nominations from the Alumni Council by electronic mail (rather than at a regular meeting of the Alumni Council) at least forty (40) days in advance of the meeting at which executive officers will be appointed. Thereafter, the Association shall revert to the process described in Section 9.2 and elsewhere in these bylaws for the appointment of executive officers.

Section 15.8 Amendment of Bylaws.

(a) Amendment of Bylaws by the Alumni Council. Except where approval of the Members is required pursuant to Section 15.8(b) below, the Alumni Council may adopt, amend or repeal any bylaw or bylaws by (i) the vote of a majority of the Councilors then in office provided that a quorum is present at any meeting of the Alumni Council at which such vote is taken, or (ii) if less than a quorum of the Councilors is in office, by unanimous written consent of the Councilors then in office, provided that no such adoption, amendment or repeal may materially and adversely affect the rights of the Members with respect to voting or transfer of membership.

(b) Member Approval Required. The Alumni Council may not, without the approval of the Members, adopt, amend or repeal any bylaw that would:

(1) fix or change the minimum or maximum number of Councilors, or change from a variable range of Councilors to a fixed number of Councilors or vice versa;

(2) increase or extend the term of office provided for Councilors;

(3) allow any Councilor to hold office by designation or selection by a designator rather than by election by the Members;

(4) increase the quorum for meetings of the Members or any written ballot to be distributed to the Members;

(5) repeal, restrict, create, expand, or otherwise change the proxy rights of the Members; or

(6) authorize cumulative voting.

(c) Members May Adopt, Amend, or Repeal Bylaws. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the Members. No amendment may extend the term of office of a Councilor beyond that for which the Councilor was elected.