

BYLAWS OF
THE CALIFORNIA STATE UNIVERSITY
ALUMNI COUNCIL, INC.

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ALUMNI COUNCIL, INC.**

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BYLAWS OF THE CALIFORNIA STATE UNIVERSITY ALUMNI COUNCIL, INC.

ARTICLE I

Name

The name of this organization is The California State University Alumni Council, Inc., hereinafter called "Alumni Council."

ARTICLE II

Objectives and Purposes

The primary purposes of the Alumni Council are:

- A. **Advocacy.** To be an active partner with systemwide and campus leaders in their efforts to educate, influence, and advocate for the California State University and public higher education with elected and government agency officials, business and community leaders and others; and
- B. **Development and Support for Campus Alumni Associations/Organizations.** Provide education and training for chief campus alumni officers, staff and volunteers; provide a forum and network for sharing best practices, ideas, resources, and communication; and leveraging statewide opportunities; and
- C. **California State University Policy.** Provide input and influence the development of alumni and related policy issues within the California State University system.

ARTICLE III

Campus Representation

Each campus within the California State University (hereinafter referred to as "CSU") shall be represented on the Alumni Council by two directors, as more fully described in Article V. For campuses that have an alumni association or organization which has been recognized by the campus president through the execution of a memorandum of agreement as required by Article 15¹ and are separately incorporated, one Alumni Representative representing that campus' alumni shall be designated by that alumni association. For campuses that do not have formal alumni associations as defined in Article 15 or are not separately incorporated, the Alumni Representative representing the campus alumni shall be appointed by the campus president consistent with Article V, Section 1(A). In all cases, the campus alumni association or the campus must satisfy all requirements for representation on the Alumni Council established by the Board of Directors, including payment of annual dues to the Alumni Council.

¹ Article 15 of Subchapter 5, of Chapter 1 of Division 5 of Title 5 of the California Code of Regulations

ARTICLE IV
Principal Office

The principal office for the transaction of the business of the Alumni Council is hereby fixed and located at the Office of the Chancellor of the California State University, or such other location as determined by the Board of Directors with the concurrence of the Chancellor.

ARTICLE V
Board of Directors

SECTION 1: Board of Directors. The authorized number of directors shall not be fewer than 40 nor more than 60, the specific number of which shall be established from time to time by the Board of Directors. The Board of Directors (hereinafter referred to as “the Board”) shall consist of the following:

A. Voting Campus Representatives. The Board shall include two directors from each campus of the CSU system, as follows:

1. An Alumni Representative who shall be selected by the alumni association of the individual’s campus, or if there is no separately incorporated alumni association applicable to such campus, the Alumni Representative shall be selected by the campus president.

The Alumni Representative shall not be a member of the paid professional faculty or staff of the member alumni association or the campus administration.

Notwithstanding the preceding sentence:

- i. an individual holding a part-time lecturer appointment at any one of the CSU campuses for no more than one academic year in duration and for no more than 25% of a full-time lecturer at such applicable campus and;
- ii. an individual who holds an appointment to a staff, management or consultant position at the applicable campus of no more than six months and no more than 50% of a full-time staff, management or consultant position at such applicable campus (collectively, a “Part-time Position”)

shall be eligible to serve as an Alumni Representative. The Alumni Representative shall be a graduate of any CSU campus or an alumna/us (as defined by the campus) from the campus the individual is representing. This representative shall be referred to hereinafter as the “Alumni Representative.”

2. The current Alumni Director, chief campus alumni officer or other senior level alumni administrator of each campus, who shall be referred to hereinafter as the “Alumni Director.” This individual shall be appointed by the campus vice president for university advancement, or equivalent position.

Each campus alumni association or campus president shall submit in writing any changes in the representatives that occur no later than the start of any meeting at which the representatives seek to vote.

B. Voting Ex Officio Directors.

1. The current Alumni Trustee, selected in accordance with Article VII.
2. The President.
3. The President-Elect.
4. The Immediate Past President.

C. Removal of a Member of the Board. Any member of the Board may be removed, with or without cause, by the vote of two-thirds (2/3) of the members of the Board then in office and eligible to vote at any Regular or Special Meeting.

SECTION 2: Liaisons. The following positions are designated liaisons to the Alumni Council but are not members of the Board and have no voting power. They receive communications sent to the Board and are authorized to be present at regular and special meetings of the Board.

1. All past Alumni Trustees that have been granted Trustee Emerita/us status by the CSU Board of Trustees, to be referred to as Alumni Trustees Emeriti.
2. The Chancellor of the CSU or designee, serving as Executive Director of the Alumni Council.
3. The Associate Executive Director, if such a position is appointed by the Executive Director.
4. The Chair of the CSU Academic Senate or designee.
5. The Chair of the California State Student Association or designee.
6. All past presidents of the Alumni Council who are not serving as Immediate Past President.
7. The designee representing the Vice Presidents for Advancement Council.

SECTION 3: Powers and Duties. The corporate powers of the Alumni Council shall be vested in and exercised by its Board by a majority of a quorum thereof unless otherwise expressly provided in these Bylaws.

No individual director or officer of the Alumni Council shall have the authority to enter into any agreement which binds the Alumni Council until such time as the matter has been presented to

and approved by the Board (or the Executive Committee as provided under Article VI, Section 5(A), except as specifically authorized in Article VI, Section 4).

The Board shall have the following powers in addition to those now or hereafter conferred by law:

- A. Conduct, manage, and control the affairs and business of the Alumni Council and make such rules and regulations and adopt such policies therefor and with respect thereto as it may deem consistent with the Bylaws, the Articles of Incorporation, and the purpose of the Alumni Council as therein specified.
- B. Select and remove all officers, agents, and employees of the Alumni Council and to prescribe their respective duties and fill any and all vacancies occurring in any of the offices of the Alumni Council in accordance with the procedures set forth in these Bylaws.
- C. Adopt, make, use and alter the form of corporate seal.
- D. Accept and receive gifts and other transfers of money and other property and interests therein, in trust or in any other manner authorized by law to be devoted to or used for or in furtherance of the purposes for which the Alumni Council is formed and created, or any of them, and to do any and all lawful things necessary or convenient in connection therewith or incidental thereto.
- E. Borrow money and incur indebtedness for the purposes for which the Alumni Council is formed and created and to cause to be executed and delivered therefor in its corporate name promissory notes, bonds, deeds of trust, and to provide security for the payment thereof.
- F. Approve the annual budget of the Alumni Council.
- G. Adopt, amend, or repeal the Bylaws as provided in Article IX.
- H. Adopt, amend, or repeal the Operating Procedures.
- I. Levy dues and assessments upon the member organizations and collect the same.
- J. Such other powers as may be prescribed in other sections of these Bylaws.
- K. Such other powers as permitted by the Articles of Incorporation.

SECTION 4: Voting by Directors. No director may cast more than one vote. All votes at Regular Meetings, the Annual Meeting, or any Special Meetings may be cast in person, or via electronic communication, provided in each case that the voting director is present at the meeting, as described in Article VIII, Section 4.

ARTICLE VI
Officers

SECTION 1: Officers.

- A. The officers of the Alumni Council shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past-President, each of whom shall be elected by the Board; the Alumni Directors' Representative, who shall be elected by the Alumni Directors; the Executive Director, who shall be the Chancellor or the Chancellor's designee; and, at the discretion of the Executive Director, the Executive Director may appoint an Associate Executive Director.
- B. The President, President-Elect and Immediate Past-President shall not concurrently act as paid professional faculty or staff of any campus alumni association or campus administration. Notwithstanding the foregoing, an individual in a Part-time Position (as defined in Article V, Section 1(A)(1)) shall be eligible to serve as the President, President-Elect and Immediate Past President. The Executive Director and Associate Executive Director may be members of the paid professional staff of the Office of the Chancellor.

SECTION 2: Election or Appointment of Officers.

- A. All officers other than the Executive Director, Associate Executive Director, and the Immediate Past President shall be selected from among the individuals who will serve as directors of the Alumni Council during the officers' term of office. The President, President-elect, and Immediate Past President are considered representatives of the Alumni Council and do not serve as the official Alumni Representative from their campus. Campuses with a director serving as President, President-elect or Past President shall appoint a separate Alumni Representative.
- B. All officers except the Immediate Past President, the Alumni Directors' Representative, the Executive Director, and the Associate Executive Director shall be elected by a majority vote of the Board present at the Annual Meeting.
- C. The outgoing President-Elect shall be the only person nominated by the Nominating Committee for President, unless the current President is re-elected for a second term or the President-Elect declines the nomination. In such case, the President shall be elected in the same manner as all other officers, except the Immediate Past-President.
- D. At the end of the term as President, the President shall succeed to the office of Immediate Past-President, except that should the President decline or be unable to serve in the office of Immediate Past-President, or should the current President be re-elected for a second term, the Board may choose to elect the preceding Past-President, or other previous Past-Presidents should the preceding Past-President decline or be unable to serve, or the Board may elect to hold the office vacant for the duration of the term.
- E. The Alumni Directors' Representative shall be selected by a majority of the Alumni

Directors present at the Annual Meeting. If a vacancy occurs in the office of Alumni Directors' Representative before the end of the term of office, the vacancy shall be filled by a majority of the Alumni Directors voting. For the purpose of filling a vacancy, the Alumni Directors may either conduct an election in person or conduct a vote via print mail or electronic communication. The Alumni Directors' election shall be conducted using written ballots. In no case will a candidate for Alumni Directors' Representative conduct the election process. A member of the Executive Committee, Executive Director, or Associate Executive Director will in this circumstance manage the election. The President shall be notified of the new Alumni Directors' Representative at the beginning of each new term.

- F. The Executive Director shall be the Chancellor or the Chancellor's designee to the Board.
- G. All officers except the Executive Director and Associate Executive Director shall be elected for a term of one (1) year, which shall commence on July 1. No officer except the Executive Director and Associate Executive Director shall serve more than two (2) one-year terms in the same office consecutively with the exception of an Immediate Past-President being reelected to continue serving as Immediate Past-President due to the outgoing President declining or being unable to serve as Immediate Past-President as described in Article VI, Section 2(D).
- H. The Trustee Selection and Evaluation Committee, with its knowledge of the position requirements, will present one or more nominees to the Board for election as the Alumni Trustee.
- I. A Nominating Committee for selecting all officers except the Immediate Past-President, the Alumni Directors' Representative, the Executive Director and Associate Executive Director shall consist of the Immediate Past-President, who shall serve as chair, one Alumni Representative appointed by the President and the Alumni Directors' Representative.
- J. The Nominating Committee, after consultation with the President-elect or, where the President is nominated for a second term, with the President, shall present its recommendations for office to the Board in writing thirty (30) days prior to the Annual Meeting for each fiscal year.
- K. Additional nominations may be made from the floor by any member of the Board in good standing. This does not mean that a nomination may be made from the floor for the offices of Immediate Past-President, Alumni Directors' Representative, Executive Director, or Associate Executive Director unless otherwise provided for in these Bylaws.

SECTION 3: Vacancies. A vacancy in any office except those of Alumni Directors' Representative, Immediate Past President, Executive Director or Associate Executive Director shall be filled upon recommendation of the Executive Committee and by a majority vote of the Board. Vacancies in Alumni Directors' Representative, Immediate Past President, Executive Director or Associate Executive Director positions shall be filled in the manner specified in these Bylaws for the election or appointment of those officers.

SECTION 4: Duties of the Officers.

A. President.

1. Presides at meetings of the Board and chairs the Executive Committee responsible for corporate oversight and strategic development.
2. Oversees compliance with Articles of Incorporation, Bylaws, Statement of Purpose, and fiduciary responsibilities.
3. Signs with other appropriate officers all contracts and obligations approved by the Board.
4. Appoints all committee Chairs and special assignments, with ratification by the Executive Committee acting as the Committee Appointments Group.
5. Serves as a member of the Trustee Selection and Evaluation Committee.
6. Serves as an ex officio voting member of all Alumni Council committees.
7. Represents the Alumni Council at meetings of the CSU Board of Trustees.
8. Acts as formal spokesperson for the Alumni Council and represents the Alumni Council at appropriate statewide events, activities and hearings.
9. Provides a report at Board meetings.
10. Performs all duties normally attached to the office and/or described in the Operating Procedures.

B. President-Elect.

1. Represents the Alumni Council and assumes duties of the Alumni Council President in the event of the President's absence, inability or refusal to act, vacation from office, resignation or death.
2. Serves as Parliamentarian.
3. Chairs the Bylaws Committee responsible for recommending changes to the Bylaws as required by law or based on the Alumni Council's strategic plan.
4. Serves as member of the Executive Committee and attends Executive Committee meetings.
5. Serves as member of the Trustee Selection and Evaluation Committee.
6. Serves as an ex officio voting member of all Alumni Council committees.

7. In the absence of the President, represents the Alumni Council at meetings of the CSU Board of Trustees and makes every effort to attend all other meetings of the Trustees.
8. Performs other duties as assigned by the President and/or described in the Operating Procedures.

C. Secretary.

1. In cooperation and coordination with the staff of the Chancellor's Office, the Secretary oversees and is responsible for the following duties and responsibilities:
 - a. Maintenance and control of corporate records, the originals of which shall be retained in the Chancellor's Office.
 - b. Maintenance of the Bylaws of the Alumni Council.
 - c. Preparing and recording of minutes of the proceedings of the Board and the Executive Committee.
 - d. Certification and maintenance of the official record of the voting membership of the Board and certification of the qualification of membership.
2. Takes roll, certifies voting eligibility of directors, and certifies a quorum at Board and Executive Committee meetings.
3. Serves as a member of the Executive Committee and attends Executive Committee meetings.
4. Performs other duties as assigned by the President and/or described in the Operating Procedures.

D. Treasurer.

1. Oversees the keeping of the financial records of the Alumni Council and no less than quarterly, causes to be produced financial reports necessary to accurately reflect the condition of the Alumni Council. All record keeping shall be conducted by the Chancellor's Office staff pursuant to the memorandum of agreement between the Board and the Chancellor and written agreements between the Chancellor's Office and the Treasurer and approved by the Board. Such agreement may provide for the payment by the Chancellor's Office staff of specified recurring and/or routine expenses provided for in the adopted budget.
2. Presents financial reports at regular meetings of the Board and at least quarterly at Executive Committee meetings.

- a. Receives and disburses funds in conformance with all rules and regulations of the Alumni Council and its adopted budget. Funds for expenditures not included in the adopted budget shall not be disbursed without prior authorization by the Board.
3. Notifies all campus alumni associations, by invoice, of any dues or assessments prescribed by the Board.
4. Reviews the current budget and develops the next year's budget for submission to the Finance and Development Committee for review and recommendation to the Executive Committee and Board for approval at the last business meeting of each fiscal year.
5. Serves as a member of the Executive Committee and attends Executive Committee meetings.
6. Performs other duties as assigned by the President and/or described in the Operating Procedures.

E. Immediate Past-President.

1. Chairs the Nominating Committee responsible for recruiting, reviewing, and recommending a slate of officers for election by the Board.
2. Serves as an advisor to the Alumni Council President, Executive Committee, and directors.
3. Serves as a member of the Executive Committee and attends Executive Committee meetings.
4. Serves as a member of the Alumni Trustee Selection and Evaluation Committee.
5. Performs other duties as assigned by the President and/or described in the Operating Procedures.

F. CSU Alumni Directors' Representative.

1. Serves as a member of the Executive Committee and attends Executive Committee meetings.
2. Shares the perspective and expertise of Alumni Directors in Executive Committee meetings and with the Alumni Council.
3. Facilitates Alumni Directors' meetings, as needed.
4. Performs other duties as assigned by the President and/or described in the Operating Procedures.

G. Executive Director.

1. Has the right and responsibility to attend and participate in the meetings of the Board and all committee meetings. The Executive Director is not a member of the Board or its committees and does not have the right to vote.
2. Cooperates and coordinates with the Secretary and the Treasurer in fulfilling their respective record-keeping responsibilities. Performs or oversees all record-keeping that is conducted by the Chancellor's Office staff pursuant to the memorandum of agreement between the Board and the Chancellor and written agreements between the Chancellor's Office and the Treasurer and approved by the Board.
3. Prepares all required government information returns and reports for review and approval by the Executive Committee, and files such returns and reports.
4. The Executive Director is authorized to act as an agent of the Alumni Council to sign agreements, enter into contracts, issue payments, or otherwise bind the Alumni Council, to the extent that such commitments are in the ordinary and routine course of business of the Alumni Council, or are included in the current budget authorized and adopted by the Board, or are otherwise specifically authorized by the Board in any memorandum of agreement, Agreement, Operating Procedures, or resolution of the Board.
5. Performs other duties as assigned by the President and/or described in the Operating Procedures.
6. In the event that the Executive Director appoints an Associate Executive Director in accordance with Article VI, Section 1(A) and these Bylaws, the Executive Director may delegate any of the above rights and responsibilities to such Associate Executive Director. Notwithstanding such delegation, given the inherent duties of the Executive Director, regardless of such delegation, the Executive Director shall remain accountable to the Board for all such rights and responsibilities, and the Associate Executive Director shall be equally responsible for the conduct of the delegated duties.

SECTION 5: Standing Committees.

A. Executive Committee.

1. The Executive Committee is comprised of the President, President-Elect, Secretary, Treasurer, Immediate Past-President, Alumni Directors Representative, Alumni Trustee, and the Chairs of Standing Committees. The Executive Director and Associate Executive Director have the right and responsibility to attend and participate in Executive Committee meetings and to present the Chancellor's Office report, but are not members of the committee. The Chair for this Committee shall be the President.
2. The Executive Committee is responsible for the day-to-day activities of the Alumni Council and will make recommendations to the Board.

3. The Board authorizes the Executive Committee to act as the Committee Appointments Group with the members acting as directors. For committees whose membership is not specified in these Bylaws, the Committee Appointments Group shall make appointments of members to each such committee. These appointments shall be made by a majority vote of the Committee Appointments Group present at any meeting at which a quorum is present.
4. The Executive Committee shall provide leadership in alumni advocacy and communications efforts at the federal, state and local level working in partnership with the Chancellor and campus presidents.
5. Between regularly scheduled meetings of the Board, the Executive Committee may act on behalf of the Alumni Council. Actions requiring Board approval shall be submitted for ratification at the next Board meeting.

B. Finance and Development Committee.

1. The Finance and Development Committee is comprised of the Chair of the Finance and Development Committee, who is appointed by the President, and at least two other Directors appointed by the Committee Appointments Group. The Treasurer will serve as an ex officio voting member of the Committee.
2. The Committee shall identify, evaluate and recommend revenue-generating contracts and programs including investment plans to the Board.
3. The Committee shall recommend to the Executive Committee contracts for said programs for review and approval by the Board.
4. The Committee shall review and approve the Alumni Council's annual operating budget for submission to Executive Committee and the Board at the Annual Meeting in each fiscal year.
5. Committee performs other duties as assigned by the President and/or described in the Operating Procedures.
6. The President shall appoint the Chair of the Finance and Development Committee with the confirmation of the Committee Appointments Group. The Chair is responsible for the Committee and completion of its assignments and shall report at Executive Committee meetings, at least quarterly and at regular meetings of the Board.

C. Programs Committee.

1. The Programs Committee is comprised of the Chair of the Programs Committee, who is appointed by the President, and at least two other Directors appointed by the Committee Appointments Group.

2. The Committee shall plan and coordinate educational programs for all regular meetings and will be responsible for all special events as assigned.
3. The President shall appoint the Chair of the Programs Committee with the confirmation of the Committee Appointments Group. The Chair is responsible for the Committee and completion of its assignments and shall report at Executive Committee meetings, as requested or as appropriate.

D. Trustee Selection and Evaluation Committee.

1. The Trustee Selection and Evaluation Committee shall be comprised of the President, who shall serve as chair, the President-Elect, the Immediate Past-President and four members selected from the Board by the President and confirmed by the Committee Appointments Group, including two Alumni Directors and two Alumni Representatives. No member of the committee shall be a candidate for the position of Alumni Trustee.
2. The Trustee Selection and Evaluation Committee should be comprised of balanced representation keeping in mind larger and smaller campuses as well as geographic locations of the various campuses. No campus may have more than one member on the committee.
3. The committee's duties shall include an ongoing evaluation of the performance of the Alumni Trustee in the duties of the position. Prior to the end of the first two-year term of the Alumni Trustee, the committee shall present to the Board its recommendations as to re-election.
4. When the Alumni Trustee is no longer eligible to serve, does not seek re-election, or the committee recommends that the current Alumni Trustee not be re-elected, the committee shall recommend a candidate or candidates for election. The election shall take place as provided in Article VII.
5. The Chair is responsible for the Committee and completion of its assignments and shall report at Executive Committee meetings, as requested or as appropriate.

E. Bylaws/Operating Procedures Committee.

1. The Bylaws/Operating Procedures Committee shall be comprised of the President-Elect, who shall serve as chair of the Committee, and at least two other Directors appointed by the Committee Appointments Group.
2. The Bylaws/Operating Procedures Committee is responsible for reviewing and recommending changes to the Bylaws and the Operating Procedures, as needed. The Bylaws/Operating Procedures Committee submits their proposed Bylaws changes to the Board as described in Article IX after consultation with the Executive Committee. Changes to the Operating Procedures may be made by approval of the Executive

Committee with the exception of the limit on expenditure approval by the Executive Director in excess of an established dollar value. Changes to this policy require approval of the Board.

3. The Chair is responsible for the Committee and completion of its assignments and shall report at Executive Committee meetings, as requested or as appropriate.

ARTICLE VII *Alumni Trustee*

SECTION 1: Duties. The Alumni Trustee shall be elected by the Alumni Council to serve as a voting member of the CSU Board of Trustees. The Alumni Trustee shall consult with the Alumni Council on items of interest to the alumni and keep alumni leaders informed of key issues of importance to the system and perform duties normally attached to being a voting member of the CSU Board of Trustees.

SECTION 2: Eligibility, Nomination, Election and Term of Office.

- A. Eligibility. To be eligible to serve as the Alumni Trustee, the individual must be a graduate of a campus of the CSU.
- B. Nomination. At the Annual Meeting of each even numbered calendar year, the Trustee Selection and Evaluation Committee shall present to the Board their recommendation(s) for election of the Alumni Trustee for the ensuing term.
- C. Election and Term of Office. The Alumni Trustee shall be elected by a majority vote of the Board members eligible to vote. The Alumni Trustee elected shall serve a two-year term to begin on July 1 of the same year.
- D. Extension of Term. If, during the term as Alumni Trustee, the Alumni Trustee is elected by the CSU Board of Trustees to serve as its Vice Chair or Chair, then the term of office of the Alumni Trustee shall be extended automatically to coincide with the term as Vice Chair or Chair of the CSU Board of Trustees, without the necessity of re-election by the Board of the Alumni Council, and without regard to any maximum number of consecutive terms or years in office otherwise provided in these Bylaws. In the instance where the normal number of consecutive terms or years in office is exceeded by this provision, the term of the newly elected Alumni Trustee will begin at the conclusion of the term of the outgoing Alumni Trustee's term as Vice Chair or Chair of the CSU Board of Trustees. The term of a newly elected Alumni Trustee in this instance shall run until June 30 of the year the term would have normally expired had the Alumni Trustee not taken office under this provision.

For the purposes of this Article VII, Sections 2-4, and consistent with the memorandum of agreement between the Alumni Council and the CSU Office of the Chancellor, Directors who are also employees or consultants of the CSU shall not be eligible to vote for the Alumni Trustee; provided, however, that, an Alumni Representative who meets the eligibility requirements of an individual in a Part-time Position in accordance with Article V, Section 1(A)(1) of these Bylaws

shall not be disqualified from voting due to the Part-time Position held by the individual; and, provided further that, if a member of the Board is a nominee for the Alumni Trustee, that individual shall not be eligible to vote for the Alumni Trustee.

SECTION 3: Re-Election. The Alumni Trustee shall be considered for re-election prior to the end of a two-year term. The Trustee Selection and Evaluation Committee shall review the performance of the Trustee and make a recommendation to the Board regarding re-election at the Annual Meeting of the Board in the second year of each Alumni Trustee term of office. Except as provided in Section 2(D) above, the maximum number of consecutive re-elections shall be three (i.e. a maximum of eight years in office). If an Alumni Trustee completes eight consecutive years in office during the time that the Alumni Trustee is serving as Vice Chair or Chair of the CSU Board of Trustees, that Alumni Trustee shall not be eligible for re-election at the end of the term as Vice Chair or Chair of the CSU Board of Trustees.

SECTION 4: Vacancy.

- A. Should the position of the Alumni Trustee become vacant, the Board shall address the vacancy by either:
1. Electing a Trustee to complete the unexpired term from recommendations by the Trustee Selection and Evaluation Committee, which shall be convened for that purpose. The election shall be held at the next regularly scheduled or special meeting of the Board; or,
 2. Where circumstances warrant, electing an Interim Alumni Trustee from its pool of Past Presidents of the Alumni Council to serve until the next election conducted pursuant to Section 2 of this Article; or,
 3. Where circumstances warrant, electing an Interim Alumni Trustee from its pool of Past Presidents of the Alumni Council to serve until an Alumni Trustee is elected to complete the unexpired term as provided in paragraph 1.

ARTICLE VIII
Meetings

SECTION 1: Regular Meetings. Regular meetings of the Board shall be held at such time and place as designated by the President with the concurrence of the Executive Committee.

SECTION 2: Annual Meeting. The date of the annual meeting shall be established by the President with the concurrence of the Executive Committee. The annual meeting shall be held not earlier than March 1 nor later than June 30 of each year.

SECTION 3: Special Meetings. Special meetings of the Board for any purpose or purposes shall be called at any time by the President, the Executive Committee, or by a quorum of the Board. Special Meetings may be convened via conference call, videoconference, or other electronic communication.

SECTION 4: Quorum.

- A. A quorum of the Board shall consist of a majority of the qualified and acting directors.
- B. A quorum of the Executive Committee shall consist of four (4) members.
- C. Members of the Board may participate in a meeting through use of conference telephone or electronic video communication, and participation through these means constitutes presence in person at the meeting as long as all directors participating in the meeting are able to hear one another.

SECTION 5: Notice of Meetings

- A. Written notice of the date, time, and place of all meetings and the general nature of the business proposed shall be given by the President or the President's designee to each director, by mail, at the last address appearing on the records of the Alumni Council for the director. Written notice of regular meetings shall be given not less than thirty (30) days prior to the time set for the regular meeting. Written notice of Special Meetings shall be given not less than seven (7) days prior to the time set for the Special Meeting. Notice by mail shall include notice by electronic mail, facsimile, or private delivery service, as well as U.S. Mail.
- B. Provided that notice of the date, time and place of the meeting is given in accordance with subdivision A, with the consent of a majority of the directors at any meeting at which a quorum is present, action may be taken on any item of business for which notice is given by mail no less than four days before the meeting.

SECTION 6: Public Comment. Members of the public who are not Alumni Council directors or officers may be given time on the agenda of any meeting to address the Board at a time determined by the Board President.

SECTION 7: Written Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to the action. The written consents shall be filed with the minutes of the proceedings of the Board.

SECTION 8: Roberts' Rules of Order. All meetings shall be conducted in accordance with the principles set forth in Roberts' Rules of Order, Newly Revised.

ARTICLE IX *Revision of Bylaws*

SECTION 1: Amendment. These Bylaws may be amended or replaced and new Bylaws adopted by the vote of a majority of the Board at any Board meeting except that a change modifying the number of directors may be adopted, amended or repealed only by the vote or written consent of two-thirds (2/3) of the voting directors of the Alumni Council.

The Board may take action only on those sections of the Bylaws addressed in a thirty (30) day prior notice. Other sections may be discussed, but proposed amendments must be referred back to the Bylaws/Operating Procedures Committee for study and recommendation.

SECTION 2. Submission to Board. The proposed Bylaws amendments shall be submitted in writing to the Board at least thirty (30) days prior to the meeting at which the proposed Bylaws amendments are to be voted upon.

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(Amended and Approved August 14, 2020)

CSU Alumni Council
401 Golden Shore
Long Beach, CA 90802-4210

Adrian Harrell
Secretary

www.calstate.edu/alumni

CERTIFICATION OF AMENDMENT
OF THE BYLAWS OF
THE CALIFORNIA STATE UNIVERSITY ALUMNI COUNCIL, INC.
a California nonprofit benefit corporation

The undersigned, Adrian Harrell, hereby certifies that she is the duly elected and acting Secretary of The California State University Alumni Council, Inc., a California nonprofit public benefit corporation, and that, at a meeting of the Board of Directors duly noticed and held on August 14, 2020, Articles III, V, VI, VII, VIII, and IX of the Bylaws of the corporation were amended.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment effective the 14th day of August 2020.

Adrian S. Harrell

[Adrian S. Harrell \(Aug 14, 2020 14:26 PDT\)](#)

Adrian Harrell, Secretary

CSU Campuses
Bakersfield
Channel Islands
Chico
Dominguez Hills
East Bay

Fresno
Fullerton
Humboldt
Long Beach
Los Angeles
Maritime Academy

Monterey Bay
Northridge
Pomona
Sacramento
San Bernardino
San Diego

San Francisco
San José
San Luis Obispo
San Marcos
Sonoma
Stanislaus