

**THE BYLAWS
OF
THE BOARD OF DIRECTORS OF THE
CALIFORNIA STATE UNIVERSITY CHANNEL ISLANDS
ALUMNI & FRIENDS ASSOCIATION**

ARTICLE I:

DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The California State University Channel Islands Alumni & Friends Association (herein “Association”) is recognized by the President of California State University Channel Islands (herein “University”) as the single campus wide alumni organization and with the privileges of such a status. The Association shall operate consistent with, Title 5 (Education), Division 5 (Board of Trustees of the California State Universities), Chapter 1 (California State University), subchapter 5 (Administration), Article 15 (Alumni Associations) of the California Code of Regulations and has entered into a Memorandum of Understanding with the University (herein “MOU”).

Consistent with the Memorandum of Understanding, the Board of Directors shall have responsibility for the supervision of the affairs of the Association and shall have the duties and responsibilities such as, but are not limited to, the following:

- Encourage interaction between the University and its students, alumni, faculty, staff and friends; and promote the spirit of and loyalty to the University in its alumni and friends
- Budgeting and Finance
- Membership Policies
- Call of Annual Meetings of the Membership and Reporting to the Membership
- Coordination, Management, and oversight of Affinity Partnerships on behalf of the University
- Grant and Oversee Chapters and Constituency Relations
- Marketing and Communications, to include advertisement in University publications on behalf of the Alumni & Friends Association
- Planning for, Hosting and Sponsorship of Alumni or University Promotional Programs and Events as well as Encouraging Participation in Alumni Activities and in University Events

- Strategic Planning
- Participation in the CSU Alumni Council
- Scholarship Support and Selection
- Identification of Individuals interested in supporting the University
- Identification and Recognition of Alumni

ARTICLE II

ASSOCIATION MEMBERSHIP MEETINGS

Section 1: Meetings of the Membership.

A. Annual Meeting: An annual meeting of the Association shall be held each April or May, but prior to June 30, at a date and location to be determined by the Board of Directors. The meeting is open to all Regular Members and their guests and serves as a quarterly scheduled meeting of the Board of Directors. The date and location of the meeting must be posted at least 30 days prior to the annual meeting. The notice of the meeting shall be placed in official University communications. The notice shall include a brief description of the items of business to come before the meeting. The purpose of the annual meeting shall be to elect certain members to the Board of Directors from those qualifying persons nominated by the Executive Committee of the Board (this election process will start in the year 2006), to conduct the business of the Board of Directors, to receive reports and to accomplish any business brought before it. Agenda items voted on at the annual meeting cannot change the basic character of the Association.

B. Special Meetings: Special Meetings of the Association shall be called on the written petition of 75 active Regular Members submitted to the Board of Directors, or by a majority of the Board of Directors. The purpose of the special meeting shall be stated as part of the petition or vote, and shall be included in the notice of the meeting. No business shall be conducted at the special meeting except that for which it was called.

Section 2: Voting.

A. Voting at the Annual and Special Meetings: Active Regular members and Directors may vote on matters presented at the annual and special meetings either virtually or in person, or by written proxy. Proxies may be in the form of a facsimile, mail, or email message, that includes a statement of the intent of the correspondence, as determined by resolution of the Board, to be a proxy vote, the name and signature of the individual voting by proxy, and the individual's vote on the specific issues to be voted on at the Annual or Special meeting. Proxies may only be accepted by the members of the Board of Directors. A proxy becomes void if the individual making the proxy attends the Annual or Special Meeting.

B. Quorum: The quorum for the annual meeting of the Association shall be a majority of the Board of Directors including proxies. Quorum for special meetings of the Association shall be 30 active members present, including proxies.

ARTICLE III:

BOARD OF DIRECTORS; OFFICERS, ELECTION AND NOMINATION PROCESS

The powers of the Association shall be exercised, and its activities and property, controlled by a Board of Directors comprised of up to 25 Directors, who shall be, and during their term shall remain, Regular Members of the Association.

Section 1: Appointment.

The term for a Board of Director member shall be for 4 years, except faculty members who shall serve a two-year term and student members who shall serve a one-year term, both with the option for reappointment. A Board of Director member has a two-term limit. After at least one year hiatus from the Board, the member may be selected to rejoin the Board for another two terms. Directors shall serve without compensation and this shall be a volunteer engagement. Except for the initial Board of Directors, a term for a Director shall start on July 1 and the initial 21 Board Directors shall be appointed by the President of the University to serve staggered terms, 11 of which shall be for a four-year term expiring on June 30, 2008 and 10 of which shall be for a two-year term expiring on June 30, 2006. The determination of those persons with two and four year term positions on the initial Board shall be made by the drawing of lots.

Thereafter, (1) the President shall appoint 5 Directors consisting of two current students and at least one Director who shall be a member of the University faculty and at least one who is a member of the University staff; and (2) the remaining 20 Directors shall be nominated by the Executive Committee of the Board of Directors and elected by a majority vote of the Board of Director Members attending an annual Membership meeting. There shall be at least four Board of Directors members from the Alumni classification and two Board of Directors members from each other classification of regular membership. A copy of the MOU shall be given to each Director upon his or her election to the Board.

At the annual membership meeting, a list of candidates for open four-year term Board of Directors position shall be presented by the Executive Committee. Candidates must be active members of the Association at the time of presentation of the nominations. Qualifying and potential candidates shall be contacted by and interviewed by the Executive Committee, and a list of nominees for the designated classifications shall be prepared and submitted by the Executive Committee to the Board of Directors. A slate of 8 candidates may be approved all at once, or if more than 8 candidates are nominated, the candidates receiving the most votes shall be elected as Directors for the number of openings in the designated classification.

Section 2: Vacancy/Removal.

The Board of Directors may appoint an individual to fill a vacancy, other than to fill vacancies of board positions appointed by the President of the University, at any time. It is the duty of the Executive Committee to select and present to the full Board candidate(s) to fill a vacancy. When a vacancy is to be filled at a regular meeting, at least five days prior to the meeting, written notice of the candidate(s) shall be presented to all Board of Directors by the Executive Committee. Written notice may be in print or electronic form. All candidates must be active regular members of the Association at the time the nomination is presented to the Board. New Directors begin their full term upon appointment.

Any member of the Board of Directors who was not appointed by the University President may be removed for just and stated cause by a two-thirds vote of the total voting membership of the Executive Committee. A cause may be considered to be any action that harms the University or is not clearly in the best interest of the University. If a Board member refuses to become an active member through two consecutive quarterly meetings or does not meet other obligations as described in the Roles and Responsibilities of the Board of Directors and Board Ethics and Standards, cause for removal may be commenced. Should the Board member require special accommodation due to extraordinary circumstances they may communicate their need in a timely manner with any member of the Executive Committee. The Executive Committee may choose to refuse the inclusion of a current Director on a proposed slate to Membership rather than commence the removal process. Any member of the Board of Directors who was appointed by the University President shall only be removed by the University President.

Section 3: Officers, Duties and Executive Committee.

The officers of the Association shall include the President, Vice-President, Secretary, Treasurer, Immediate Past President, and CSU Alumni Council Representative, who shall be elected by the Board of Directors for a (1) one-year term. Subject to election by the Board of Directors, a member may serve in any single Executive Office position for a maximum of four consecutive years. A member may be re-elected to a previously held Executive Office position providing he/she has not held that position for at least (1) one year prior to said re-election. These officers shall have the following duties and powers:

PRESIDENT shall be the chair of and the presiding officer at all meetings of the Board or of the Members, and be an *ex officio* member of all committees. The President, through the Secretary, shall be responsible for the calling of all regular and special meetings of the Association. He/she/they sign all resolutions, agreements, and other documents where a signature of the Association is required, and perform such other duties as determined by the Board from time to time. He/she/they shall meet annually with the University President on behalf of the Association and present an annual report to the University President, or his or her designee. The Office of the President may be co-chaired by two (2) members of the Board. Co-chairs shall share all of the aforementioned responsibilities of the President as determined by the co-chairs.

VICE PRESIDENT shall, in the absence of the President, be the chair and presiding officer at all meetings of the Board or of the Members, sign all resolutions, agreements and other

documents where a signature of the Association is required, and perform such other duties as determined by the President or Board from time to time. If the office of President becomes vacant, the Vice President shall become the President until the next annual election.

SECRETARY shall perform such duties as the taking, preparing and the keeping of all minutes of the Association, The Secretary shall oversee the keeping of the membership list and other formal records of the Association, send out all notices or oversee other general mailings of the Association and be responsible for any reports on the official actions of the Association.

TREASURER shall perform and oversee the keeping and maintaining, or cause to be kept and maintained, of adequate and correct financial records and accounts of the Association's properties and financial transactions, including accounts of its assets, liabilities, revenues, receipts, disbursements, and losses. The Treasurer shall cause to prepare and file any forms or filings required by federal or state governmental authorities within the guidelines and policies of the University. The financial records and books of account shall, at all reasonable times, be open to inspection by any Director. The Treasurer shall cause to be deposited all money and other valuables in the name and to the credit of the Association with the depositories required by or designated in the MOU, or if the MOU does not cover the situation, designated by the Board. The Treasurer shall cause to be disbursed the Association's funds as ordered by the Board, shall render to the President and Directors, whenever they request, an accounting of all transactions. The Treasurer shall have any other powers and perform any other duties that are prescribed by the Board.

IMMEDIATE PAST-PRESIDENT shall perform such duties as determined by the President or Board from time to time. Should the position of Immediate Past-President be vacant, the duties and responsibilities shall fall upon the current President.

CSU ALUMNI COUNCIL REPRESENTATIVE shall represent CSUCI at the CSU Alumni Council bi-annual meetings to support the interests of the campus alumni associations, alumni, and the CSU.

The responsibilities of the EXECUTIVE COMMITTEE are, but not limited to, the following:

- The general supervision of the affairs of the Association when the matter is, in the opinion of the committee, an ordinary and non-sensitive matter, or when an urgency or need to act regarding the matter cannot wait for the next regular meeting or for the calling of a special meeting of the Board of Directors;
- To review the accounts and fiscal status of the Association;
- To prepare agendas and reports for meetings of the Board or Membership;
- To manage the Association Scholarship Support and Selection

- To prepare and submit a list of candidates for open Board of Directors positions
- To appoint annually all committee chairpersons
- All other matters as described in the MOU or as approved by the Board of Directors.

Section 4. Indemnification of Directors and Officers.

The Association shall, to the maximum extent and in the manner permitted by the laws of the State of California, defend and indemnify each of its Directors and officers against expenses (including attorneys' fees), demands, claims, arbitration proceedings, legal actions, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was a Director or agent of the Association. For the purposes of this section, a "director" or "officer" of the Association includes any person who is or was a Director or officer of the Association.

Section 5. Insurance.

The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another association, partnership, joint venture or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability.

ARTICLE IV:

COMMITTEES

Section 1. Standing and Ad Hoc Committees.

The Association and Board of Directors shall have the following Standing Committees:

- A. Executive Committee, with the President (or Co-Presidents) serving as Chair of the Executive Committee
- B. Finance Committee, with the Treasurer serving as the Chair of the Finance Committee

The Association and Board of Directors shall establish *ad hoc* Committees as needed by a resolution or order of the Board or Executive Committee. Examples of ad hoc committees include, but are not limited to:

Event Specific Committees
Strategic Plan Committee
Communication & Marketing Committee
Industry Partnerships & Affinity Programs

Other standing or *ad hoc* committees may be established as needed by a resolution or order of the Board.

A member of the Executive Committee may attend each standing committee. Except as enumerated, any member of the Board of Directors may serve as Chair to a standing committee. All decisions and recommendations made by committees shall be reported to the Board for appropriate action.

Ad hoc committees to address issues or to help the Association fulfill its mission may be appointed by the Board. Any member of the Board of Directors may serve as Chair to an *ad hoc* committee. The term of the committee is determined by its purpose. All decisions and recommendations by committees shall be reported to the Executive Committee for appropriate action.

Section 2. Committee Appointments and Membership:

- Committee membership shall consist of alumni, friends, or students.
- Membership on committees shall be self-appointed by the committee member.
- Appointments shall be for one year but members may be re-appointed for additional terms.
- Committee Chairs shall be notified of a committee member's voluntary resignation from a committee.
- Committee members serve at the pleasure of the board and may be removed at any time by the Executive Committee.

Committee Chairpersons:

- Shall be appointed annually by the President subject to approval of the Executive Committee.

ARTICLE V:

MEETINGS

Section 1: Board Meetings.

The Board of Directors shall meet at least quarterly. Written notice of the time and location of each meeting shall be given to all Board of Directors at least 14 days in advance. Written notice shall be in any print or electronic form.

Section 2: Special Meetings.

Special Meetings of the Board of Directors may be called by the President of the University, the President of the Association or any five or more Board of Directors. Written notice of the time, location and purpose of the special meeting shall be given to all Board of Directors at least 5 days in advance. Written notice shall be in any print or electronic form.

Section 3: Quorum.

Quorum for meetings and special meetings of the Board of Directors shall be a majority of the filled seats of the Board of Directors. The Board of Directors may meet without quorum in order to receive reports and carry out routine operations of the Association.

Section 4: Parliamentary Authority.

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any rules and regulations adopted by the Association. A meeting conducted informally, but in general agreement with Robert's Rules, is accepted by the Association.

ARTICLE VI:

ALUMNI RELATIONS STAFF

By the MOU, the University endorses the staff of the Office of Career Development & Alumni Engagement to conduct business on behalf of the Association. The Staff Alumni Officer reports to the Vice President for University Advancement and serves at the pleasure of the President of the University. The Staff Alumni Officer shall be officially appointed by the President of the University on recommendation from the Vice President for University Advancement. The Staff Alumni Officer shall be responsible for the management and operation of the Office of Career Development & Alumni Engagement and shall work closely with the Association Board of Directors as provided for in these Bylaws.

ARTICLE VII:

CHARTERING OF LOCAL CHAPTERS

Section 1: Chartering.

The Board of Directors may grant or revoke Chapter Charters by a two-thirds vote of the total voting membership of the Board of Directors. In considering the chartering of an alumni chapter, the Board of Directors shall determine that it will operate consistent with the mission and best interests of the University and the Association. Chapters shall self-govern under the organizational and program standards that are prescribed by the Board and in accordance with the MOU and must report its officers and activities to the Secretary of the Board on an annual basis. Chapters must submit their bylaws to the Board of Directors for approval. Chapter Bylaws shall be viewed as an attachment to these Bylaws and must be consistent with the tenants of the Chapter mission.

Section 2: Chapter Dues.

A member of a chartered Chapter must be an active member of the California State University Alumni & Friends Association to receive the benefits of active membership status of the Association. The Association does not prohibit chapters from collecting additional chapter dues as long as the amount is consistent with the best interests of the University and approved by the Board of Directors of the Association.

ARTICLE VIII:

FINANCES

The Association functions on a July 1 to June 30, fiscal year. All funds accruing to the Association shall be deposited in and disbursed from non-state Association accounts held by the University and the Association's budget, fees, dues, revenues, expenditures, and other fiscal matters shall all be deposited, adopted and handled in accordance to the MOU.

ARTICLE IX:

AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular or special meeting of the Board of Directors by a two-thirds majority of the filled seats of the Board of Directors. Any proposed amendment shall be submitted in writing to each member of the Board of Directors at least thirty days prior to the date of the meeting. The submission may be in the form of a letter, facsimile or electronic mail.
