

**The
Bylaws
of the
University of California, Merced
Alumni Association**

Article I - Purpose

These bylaws shall be considered a part of The Constitution of the UC Merced Alumni Association (hereinafter referred to as "Association") and shall outline the duties and responsibilities of the Members, Directors and Chapters of the Association.

Article II – Board of Directors

Section 1. Number and Qualification. The Board of Directors (hereinafter referred to as "Board") shall consist of not more than twenty-six (26) members and not less than twelve (12) members, not including ex-officio members. The Board shall manage the property, business, and affairs of the Association. All of the elected members of the Board shall have reached the legal age of majority in the State of California and all shall be members of the Association as outlined in Article III of the Constitution.

Section 2. Ex-Officio Members. The Chancellor of the University of California, Merced, the Chair of the UC Merced Foundation Board, the President of the UC Merced Collegiate Alumni Foundation, and the UC Merced Alumni Relations Director shall be non-voting members of the Board during their respective terms of office. The Immediate Past President of the Association shall be a non-voting member for a term concurrent with the President elected to follow her/him. Ex-Officio Members are not considered to be included in the terms "Director" or "Directors" as stated throughout these Bylaws.

Section 3. Election and Term of Office of Directors.

Directors will serve a term of two (2) years, except those selected to serve as officers as provided in Article IV. Six (6) new Directors will be elected in 2012 and an additional six (6) elected in 2013 at the time the initial Board Directors who were not selected to office will be finishing their terms. Their term of office shall begin at their first meeting following their selection. All shall hold office for the term so elected and until their successors have been elected. These elected Directors of the Board shall be voting members of the Board.

Section 4. Vacancies. A vacancy on the Board may be filled by a majority (50% +1) vote of the continuing Directors, provided that there are eight (8) or more such continuing Directors. If there are fewer than eight (8) continuing Directors at the time of such vacancy, the Directors shall call a Special Election of the Members of the Association for the purpose of electing persons to fill all such vacancies that exist on the Board. A vacancy may remain unfilled if eight (8) or more elected Directors are still serving. Each Director elected to fill a vacancy shall serve the remaining portion of the unexpired term or until her/his successor is elected and qualified.

Section 5. Removal from Office of Directors. Any Director who fails to attend more than three (> 3) consecutive regular or Special Meetings of the Board shall be considered as being automatically removed from membership of the Board, unless the remaining members of the Board by the affirmative vote thereof determine that the absences of said Director was reasonable under the circumstances, in which event the absences shall be deemed waived. Any Director may be removed at any time with or without cause by a two-thirds (2/3) vote of the Board.

Section 6. Executive Committee. The Board shall have an Executive Committee consisting of the President of the Association, Vice President of the Association, Secretary of the Association, Immediate Past President of the Association, and Alumni Relations Director. The Immediate Past President and

Alumni Relations Director shall serve as voting members of this committee. The Executive Committee shall be empowered to act in emergencies provided there is agreement of at least three (3) of its members.

Section 7. Meetings of the Board. Meetings of the Board shall be held on or near the UC Merced campus on the weekends of Homecoming (Fall) and Bobcat Day (Spring). Additional meetings of the Board shall be held at times established by the President of the Association in coordination with the Alumni Relations Director.

Section 8. Special Meetings of the Board. Special Meetings of the Board may be called by the President of the Association, or any four (4) Directors to be held at any place and designated hour, but notice of the time and place of such meeting shall be transmitted to each Director via electronic mail at least fourteen (14) days before the time of the meeting. Such notice shall state the specific purpose for the meeting. A majority of the Directors may waive the 14-day notice.

Section 9. Quorum. A majority (50% + 1) of Directors present shall constitute a quorum for the transaction of business at all meetings of the Board.

Section 10. Conduct of Meetings. Meetings of the Board shall be presided over by the President of the Association, or if she/he is not present, by the Vice President of the Association or the President's designate from the Board. The Secretary of the Association, or a person designated by the Secretary, shall act as secretary of the meeting.

Article III- Members

The membership of the Association shall consist of "Members" and "Honorary Members."

Section 1. Members. Any individual having received a degree, at any level from UC Merced and former students who were regularly enrolled for at least two (2) semesters are entitled to all rights, privileges, and obligations of membership. Each Member shall be entitled to one vote on all matters brought properly before the Members of the Association.

Section 2. Honorary Members. Honorary Members shall consist of individuals who have never attended UC Merced or have not fully met the specified requirements for Members but have been granted honorary membership for their service to the UC Merced Alumni Association. Honorary Members are not voting members of the Association.

Article IV – Officers of the Association

The officers of the Association shall include a President, a Vice President, a Secretary, and such other officers as the Bylaws shall state. The Immediate Past President and Alumni Relations Director shall serve as honorary officers at all meetings.

Section 1. Election or Appointment. The President, Vice President, and Secretary of the Association shall be nominated from amongst the current or former members of the Board and elected as provided in Article V of these Bylaws.

The Board may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Association.

Section 2. Term of Office. The term of office of elected officers shall be two (2) years from their selection or until their respective successors are chosen, but any officer may be removed from office by the Board with an affirmative two-thirds (2/3) vote of the Directors.

Section 3. Vacancies. A vacancy occurring prior to the expiration of the term of the position of President shall be filled by the Vice President of the Association. A vacancy prior to the expiration of the term of the Vice President of the Association shall be filled by a majority (50% + 1) vote of the Board. Each officer elected to fill a vacancy shall serve the remaining portion of the un-expired term or until her/his successor is elected and qualified. The election of a member of the Board to fill the un-expired term of the Vice President of the Association shall not be deemed to create a vacancy on the Board nor affect that Director's term as a member of the Board. Vacancies in un-elected positions shall be filled as stated in Article V.

Section 4. Duties of Officers

A. President of the Association. The President shall preside at the Annual Meeting, at all meetings of the Board, and any Special Meetings of the Association. She/He shall work with the Alumni Relations Director to see that the program of work is carried out as approved by the Board. She/He shall serve as Chief Executive Officer of the Association and perform such other duties that usually pertain to the office of the President including executing legal documents on behalf of the Association. The President shall serve as an ex-officio member of all committees of the Board and in the event of a committee's tie vote, shall serve as a voting member of that committee for that vote.

The President may appoint the Vice President of the Association or another member of the Board to act in her/his stead at such times as may be required, except for such action as may legally require the President to act.

The President shall establish Committees of the Association and appoint members of such committees as may be required with the approval of the Board. Any Committee establishments made by the President shall be subject to ratification by the Board.

B. Vice President of the Association. The Vice President shall serve in the absence of the President of the Association and with the same powers and duties as the President of the Association when serving in her/his absence. The Vice President shall also aid the President of the Association and the Alumni Relations Director in seeing that the program of work is carried out as approved by the Board. The Vice President shall perform all duties delegated by the President of the Association.

C. Secretary of the Association. The Secretary shall perform all duties delegated by the President. The Secretary shall keep a permanent and accurate record of each meeting's proceedings, distribute minutes to members after each meeting, and ensure that the Association's Constitution and By-laws are followed throughout each meeting.

D. Alumni Relations Director. The Alumni Relations Director of UC Merced (or person holding the equivalent position with UC Merced) shall be the Chief Administrative Officer of the Association and shall be charged with the administration of the day to day affairs of the Association and its principal office. She/He shall implement Board directives in accordance with UC Merced policies and procedures, and shall support the missions and goals of the Association and the University.

The Alumni Relations Director shall issue notices of all meetings of the Association and shall attend such meetings; shall prepare and keep appropriate records of all alumni of UC Merced and its predecessors; shall have and maintain custody of all the equipment and properties of the Association; shall solicit, accept, deposit, and maintain custody of all contributions, grants, trusts, and gifts to the Association and its special funds; shall be responsible for the financial records of the Association, all special funds, the system(s) for efficient financial administration; and shall perform such other duties as are incident to this office.

The Alumni Relations Director shall be placed under such bond as the Board may require, and shall be required to present at each Annual Meeting for audit by the Association a complete financial statement of the funds and property in her/his custody.

In the event that a conflict exists between directives from the Chancellor or Vice-Chancellor(s) of UC Merced and the President and/or Board of the Association, the Alumni Relations Director shall notify the Chancellor or Vice-Chancellor(s) of UC Merced and the Association for their resolution of the conflict.

Section 5. Other Duties. All officers shall perform such other duties as may be assigned to them by the Board, and the Board may delegate any of the enumerated duties to other qualified individuals.

Article V - Selection Process for Officers and Directors

Section 1. Officer Selection. All members of the board shall each submit one (1) nomination either for themselves or for a fellow or former Director for each of the three (3) available officer positions – President, Vice President, and Secretary.

The nominations will be collected by the Director of Alumni Relations, and all nominated directors will be notified for which office they have been nominated. The nominated directors will then select one office in which they'd like to serve and share a short essay on why they would like to serve in this nominated office.

The directors will review all nominations and submit their selections to the Director of Alumni Relations, who will review, tally, and announce the selected officers more than thirty (30) days prior to the following Board meeting to allow the newly selected officers the opportunity to prepare for their new roles.

Section 2. Nominating Committee.

As soon as practicable after a President of the Association takes office, she/he shall appoint a Nominating Committee to consist of the Immediate Past President of the Association, the Vice President, two (2) Directors of the Board, and the Alumni Relations Director. The Immediate Past President shall serve as chairperson of the Nominating Committee. If she/he is unable to serve, the Vice President shall serve as the chairperson. The Immediate Past President and Alumni Relations Director shall serve as voting members of the Nominating Committee.

It shall be the duty of the Nominating Committee to seek out prospective nominees and compile biographies, personal statements, and any other information as directed by the Board to fill vacancies on the Board when appropriate.

In selecting nominees for service as Directors of the Association, it shall be the duty of the Nominating Committee to solicit names from all Members. Notice and solicitations for nominations shall also be posted on the Association website at least thirty (≥ 30) days from selection. The Nominating Committee shall establish a timeline to ensure that the notice requirements set forth in this Article will be met.

Members may propose candidates for Director positions provided that the name and biography of their proposed candidate is submitted in writing to the Nominating Committee by the time specified in the notice, which can be no sooner than thirty (30) days from the day of the announcement.

Any member of this committee being considered for re-appointment or appointment to any position shall recuse themselves from all deliberations of the committee relating to their selves.

Appointments to the Nominating Committee by the President must be ratified by the Board. Said ratification may be conducted by electronic voting to avoid the necessity of a formal meeting.

Section 3. Report of the Nominating Committee. The Nominating Committee shall review the nominations and submit its recommendations to the Board for ratification. Said ratification may be conducted via electronic mail or other means to avoid the necessity of a formal meeting. Once approved by the Board, the Board shall announce the nominations to the Members by publishing them, along with a biography on each nominee, on the Association website and by electronic mail or by publication in an official Association publication.

Article VI - Conflicts of Interest

The Board of Directors shall be authorized to adopt a policy governing conflicts of interest between the Association and its Officers, Directors and staff, and such other persons as it deems appropriate, which policy shall at all times comply with the University of California Office of General Counsel Conflict of Interest Code. In lieu thereof, the Directors of the Association shall adhere to the same conflict of interest policy governing the UC Merced Board of Trustees.

Article VII - Amendments

Section 1. Adoption of Amendments. Any changes to or deletions of existing bylaws, or creation of new bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.

Section 2. Notice of Amendments. The Alumni Relations Director shall post the entire verbatim approved amendments on the Association website and shall electronically mail and/or publish in any official Association publication an accurate summary of the proposed amendment to Members at least ten (≥ 10) business days following any Board meeting called for the purpose of amending the Bylaws.

Article VIII - Chapters

Section 1. Chapters. The Association shall organize, coordinate, promote, and support UCMAA Chapters to provide a medium through which the individual members of the Association and loyal friends of UC Merced contribute to the objectives and purposes of the Association.

Section 2. Application. Any alumni group desiring a charter as a UCMAA Chapter shall first apply to the Alumni Relations Director. Upon receiving such application, the Alumni Relations Director shall conduct an organizational meeting in the given city, county, or area which will create the framework for an informal UCMAA Chapter. One (1) year from the date of the organizational meeting and after review of the proposed chapter activities by the Alumni Relations Director, the charter may be issued for a formal UCMAA Chapter.

Section 3. Name. Each UCMAA chapter shall be known as the “UCMAA [Name of city, County, Area, or Affinity to be inserted] Chapter”

Section 4. Membership. Membership in a UCMAA Chapter shall be limited to Members and Honorary Members of the Association, but the bylaws of any chapter may provide that worthy and loyal friends who are not alumni of UC Merced may become honorary members of the Chapter.

Section 5. Number, Meetings. A UCMAA Chapter shall have a minimum of five (5) active members and shall hold a minimum of one (1) activity each year.

Section 6. Governing Guidelines. Before a UCMAA Chapter may be chartered, it shall adopt a governing document with the assistance of the Alumni Relations Director, subject to the terms, provisions, and restrictions of the Constitution and Bylaws of the Association.

Section 7. Jurisdiction. Where only one UCMAA Chapter has received a charter within a city, county, or area, it shall have exclusive jurisdiction therein in all matters pertaining to the Association.

Section 8. Officers, Purpose. UCMAA Chapters are authorized to elect one or two Chapter Leaders to oversee and to engage in such activities as will further the aims and purposes of the Association.

Section 9. Board Review & Approval. The Board will review all charter applications for Chapters and must approve by a two-thirds (2/3) vote of the Board of Directors.

Any member of this committee involved with the Chapter under approval shall recuse their selves from all deliberations of the committee relating to their Chapter.

Section 10. Surrender of Charter. If any or all of the provisions of this policy are not fully complied with, then at the discretion of the Board, such Chapter may lose its right to be chartered.

Approved by unanimous vote of attending Board members (9/9) on January 14, 2012.