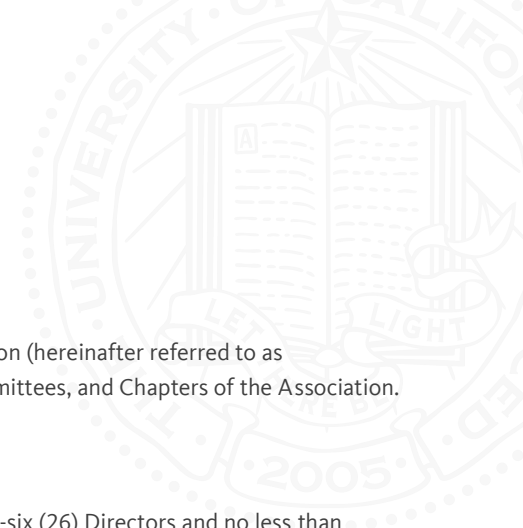




UC MERCED ALUMNI ASSOCIATION BYLAWS

UNIVERSITY OF CALIFORNIA, MERCED

UPDATED: AUGUST 10, 2019



... 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, Committees, and Chapters of the Association.

... ARTICLE II — BOARD OF DIRECTORS

SECTION 1 — NUMBER AND QUALIFICATIONS

The Board of Directors (hereinafter referred to as "Board") shall consist of no more than twenty-six (26) Directors and no less than twelve (12) Directors, not including Ex-Officio Members. The Board shall manage the property, business, and affairs of the Association. All of the elected Directors 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 Ex-Officio Members of the Board shall include the Chancellor of UC Merced, the Chair of the UC Merced Foundation Board, the President of the Student Alumni Association, the UC Merced Alumni Relations Director, and the Immediate Past President of the Board. Ex-Officio Members shall not be included in the terms "Director" or "Directors" as stated throughout these Bylaws unless explicitly stated otherwise. The Executive Committee may propose establishment of additional Ex-Officio Members to the Board for potential inclusion in all terms and responsibilities as enumerated throughout these Bylaws.

In alignment with California Corporation Code, Ex-Officio Members of the Board shall have explicitly limited voting eligibility. As Executive Committee Members, the Immediate Past President and Alumni Relations Director shall be granted the greatest breadth of voting eligibility, as detailed below. The Immediate Past President may be asked to refrain from voting by any Executive Committee Member in instances of direct or indirect conflict of interest. The Alumni Relations Director shall be prohibited from voting in Executive Committee elections that they directly oversee, but may still vote in ratification of the Nominating Committee Report and Nominating Committee matters as a member of this Committee. The Chancellor of UC Merced, the Chair of the UC Merced Foundation Board, and the President of the Student Alumni Association shall be prohibited from voting in all Nominating Committee matters or Executive Committee Elections. The Board may vote to prohibit any Ex-Officio Member from voting on any matter by two-thirds (2/3) majority vote.

SECTION 3 — ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors will serve a term of two (2) years, except those selected to serve as Executive Officers as provided in Article IV of the Bylaws. The term of office for the newly-elected Directors shall begin at their first meeting following their selection. All Directors shall hold office for the term so elected and until their successors have been elected. Newly-elected Directors shall become voting members of the Board upon selection and official appointment.

SECTION 4 — VACANCIES

A vacancy on the Board may be filled by a simple majority 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 their successor is elected and appointed.

SECTION 5 — REMOVAL FROM BOARD OF DIRECTOR

Any Director who fails to attend two (2) Board Meetings, Committee Meetings, or special meetings of the Board shall receive an attendance warning from the Secretary of the Association. With an additional third meeting absence, the Executive Committee shall have the authority to remove said Director from the Board. The Executive Committee shall consider if any absence was reasonable under the circumstances, and with Executive Committee approval, the absence shall be deemed waived. The Board shall retain the authority to override the Executive Committee's removal action by an affirmative simple majority vote. This attendance policy shall reset upon reappointment or departure from the Board. It shall be the responsibility of the Secretary of the Association to record absences and oversee enforcement. 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, the Vice President of the Association, the Secretary of the Association, the Immediate Past President of the Association, and the 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.



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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 with notice of the time and place of such meeting disseminated 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 simple majority of Directors present shall constitute 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 they are 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 conferred 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 — EXECUTIVE OFFICERS OF THE ASSOCIATION

The Executive 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 the Alumni Relations Director shall serve as Ex-Officio officers.

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 — TERMS OF OFFICE

The terms of office of Executive Officers shall be two (2) years from their selection or until their respective successors are elected, but any Executive Officer may be removed from the office by the Board with an two-thirds (2/3) affirmative vote of the Directors.

SECTION 3 — VACANCIES

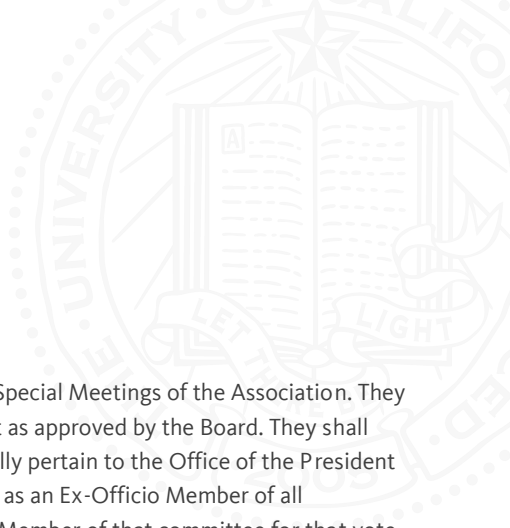
A vacancy occurring prior to the expiration of the term of the President shall be filled by the Vice President of the Association. A vacancy prior to the expiration of the term of the Vice President of the Association shall be filled by a simple majority vote of the Board. Each Executive Officer elected to fill a vacancy shall serve the remaining portion of the unexpired term or until their successor is elected and appointed. The election of a member of the Board to fill the unexpired 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 positions held vacant shall be filled as stated in Article V of the Bylaws.



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SECTION 4 — DUTIES OF EXECUTIVE OFFICERS

- PRESIDENT OF THE ASSOCIATION

The President shall preside over the Annual Meeting, at all meetings of the Board, and any Special Meetings of the Association. They shall work with the Alumni Relations Director to see that the program of work is carried out as approved by the Board. They 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 their 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.

- 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 their absence. The Vice President shall aid the President of the Association and the Alumni Relations Director in seeing that projects and initiatives are carried out as approved by the Board. The Vice President shall serve as Vice-Chair of the Nominating Committee, as enumerated in Article V of the Bylaws. The Vice President shall oversee or delegate personalized communication with individual Directors to check in on projects, promote communication, and address questions and concerns. The Vice President shall perform all duties delegated by the President of the Association.

- SECRETARY OF THE ASSOCIATION

The Secretary shall keep a permanent and accurate record of proceedings for all Board Meetings and all Association Meetings. The Secretary shall work with the Department of Alumni Relations to distribute minutes to Directors after each Board Meeting and to the Association after each Association Meeting. The Secretary may record proceedings for any Committee Meeting that they are able to attend. The Secretary shall ensure that the Association's Constitution and Bylaws are followed throughout each Meeting and shall coordinate the drafting, discussion, and deliberation over amendment proposals to these documents. The Secretary shall perform all duties delegated by the President of the Association.

- ALUMNI RELATIONS DIRECTOR

The Alumni Relations Director of UC Merced (or the individual holding the equivalent position within 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. They 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 their predecessors; shall have and maintain custody of all 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, and 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 their 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 regarding their resolution of the conflict.

- IMMEDIATE PAST PRESIDENT

The Immediate Past President of the Association shall serve for a term concurrent with the President elected to follow them. The Immediate Past President shall serve as the Nominating Committee Chair as enumerated in Article V of these Bylaws—leading and evaluating the Board application and selection process as well as limiting the current President's influence. In addition, the Immediate Past President shall serve as an advisor and historian for the Executive Committee and Board. This role provides continuity in leadership succession and institutional memory preservation. The Immediate Past President shall serve as an ombuds-like-role for the Executive Committee, mediating disputes, disagreements, or complaints between the Executive Committee and individual Board members or the Board-at-large as needed. The Immediate Past President shall lead engagement and stewardship of past Board members—emeriti. The Immediate Past President shall perform all other duties delegated by the Board.



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If the Immediate Past President abdicates this role, then these duties shall devolve on the Immediate Past Vice President or Immediate Past Secretary—the individuals whom served with the Immediate Past President when the Immediate Past President was President.

SECTION 5 — OTHER DUTIES

The Executive Committee shall oversee initiatives enacted by the Officers under oversight of the President of the Board. Such initiatives shall include the Committee model and structure, Chapter model and structure, and all other major initiatives as enacted within the Board.

The Executive Officers shall ensure oversight over the Committee Model and its structure. Alongside the President of the Board, who serves as Ex-officio member of all Committees, an Executive Officer shall act as a direct liaison amongst the respective Committee Chairs, the Executive Committee, and the Board. This Executive Officer shall organize periodic meetings with Committee Chairs throughout the academic year to report progress and current projects, share resources, and discuss any concerns. This Executive Officer may require Committee Chairs to attend Board Meetings as deemed appropriate for consistent Committee progress. Under this committee model, the individual committees shall not be codified within the Bylaws to preserve the fluidity of this model.

The Executive Officers shall ensure oversight over the Chapter Model and its structure. An Executive Officer shall act as a direct liaison amongst the respective Chapters, the Executive Committee, and the Board. This Executive Officer shall organize periodic meetings with Chapter leaders throughout the academic year to report progress and current projects, share resources, and discuss any concerns. This Executive Officer shall provide a status report for all Chapters to the Board at the last Board Meeting prior to the end of the fiscal year. Under this chapter model, the individual chapters shall not be codified within the Bylaws to preserve the fluidity of this model.

The Executive 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 EXECUTIVE OFFICERS AND DIRECTORS

SECTION 1 — EXECUTIVE OFFICER SELECTION

All Directors on 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 Executive Officer positions—President, Vice President, and Secretary.

The nominations shall be collected by Alumni Relations Director, and all nominated Directors shall be notified for which office(s) they have been nominated. The nominated Directors shall then select one office for which they would like to serve and shall share a short statement on why they would like to serve in this nominated office.

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

SECTION 2 — NOMINATING COMMITTEE

The President of the Association 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 annually at the Bobcat Day Board Meeting. The Immediate Past President shall serve as chairperson of the Nominating Committee. If they are 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. The Board shall approve the application and committee review guidelines at the annual Bobcat Day Board Meeting for the annual application process.

In selecting nominees for service as Directors of the Board, 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.



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Any member of this committee being considered for re-appointment or appointment to any position shall recuse them self from the committee to avoid any conflict of interest.

Appointments to the Nominating Committee by the President shall 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 — AMENDMENTS

SECTION 1 — ADOPTION OF AMENDMENTS

Any changes to or deletions of existing Bylaws, or creation of new Bylaws shall be approved by a two-thirds (2/3) affirmative 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(s) to the Members at least ten (10) business days following any Board meeting called for the purpose of amending the Bylaws.

... ARTICLE VII — CHAPTERS

SECTION 1 — CHAPTERS

The Executive Committee shall oversee and work with the Department of Alumni Relations to coordinate support for UCMAA Chapters to provide a medium through which the individual members of the Association and loyal friends of UC Merced can contribute to the objectives and purposes of the Association. The Board shall aim to integrate the UCMAA Chapters into Board-led initiatives as such opportunities arise.

SECTION 2 — APPLICATION

Any group desiring to establish a UCMAA Chapter shall submit an application online to the Department of Alumni Relations for review by the Executive Committee. Upon receiving such application, the designated Executive Officer shall review the application and coordinate an organizational meeting with the applying parties to discuss the requirements of chartering. Newly-chartered Chapters and reactivated Chapters shall undergo one (1) year of probationary status from the date of the chartering. In meeting all requirements for chartering during this year, the Chapter shall be granted full Active status, with annual renewal.

SECTION 3 — NAME

Each UCMAA Chapter shall be named with a unique region-specific, industry-specific, or community-specific descriptor following the format "UCMAA [Descriptor] Chapter."

SECTION 4 — MEMBERSHIP

Membership in a UCMAA Chapter shall be limited to Members and Honorary Members of the Association, however loyal friends who are not alumni of UC Merced may also be allowed to participate in Chapter activities.

SECTION 5 — CHAPTER TYPES AND STATUSES

Chapters shall be categorized as region-specific, focused on a particular geographic region; industry-specific, focused on a company or industry; or community-specific, focused on a community centered on specific demographic(s). Networks of Chapters may be recognized at the discretion of the Executive Committee.

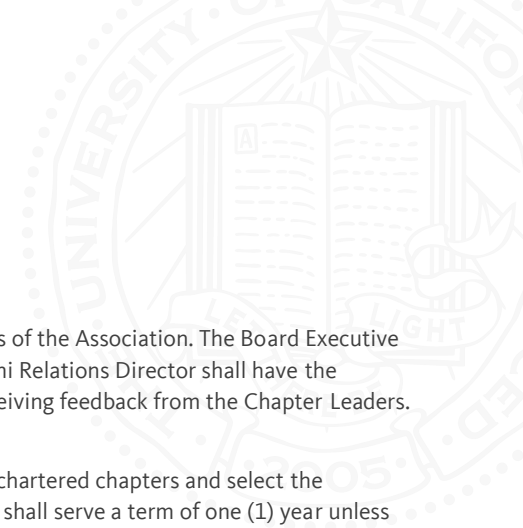
Chapters in good standing that fulfill all requirements, as detailed in Section 6 below, shall maintain Active status. Chapters in their first year of charter (either new or reactivated) and Chapters who do not adhere to the guidelines, as detailed in Section 6 below, shall be given Probationary status, at the discretion of the Executive Committee and enforcement by the designated Executive Officer. Chapters who persistently fail to adhere to the requirements and guidelines shall be given Inactive status and charter shall be surrendered, as detailed in Section 9 below. Inactive charters may be reactivated by submission of a new application by new potential leadership.



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SECTION 6 — GOVERNING GUIDELINES

All Chapters are subject to the terms, provisions, and restrictions of the Constitution and Bylaws of the Association. The Board Executive Committee shall establish and periodically review the Chapter Governing Guidelines. The Alumni Relations Director shall have the authority to enact and enforce any administrative procedures for all UCMAA Chapters after receiving feedback from the Chapter Leaders.

SECTION 7 — CHAPTER LEADERS

The Board Executive Committee shall solicit applications and/or nominations for leaders for all chartered chapters and select the leaders for the year—timeline and criteria to be established by the Committee. Chapter Leaders shall serve a term of one (1) year unless prior resignation or removal by the Committee. Chapter Leaders are to lead their respective Chapter by promoting alumni involvement and success, and engaging in activities that further the goals of the Association. Each Chapter Leader is required to follow the direction of the Alumni Relations Director or designee.

SECTION 8 — BOARD REVIEW & APPROVAL

The Board shall review new chapter applications with recommendation by the Alumni relations Director and by a two-thirds (2/3) majority vote may charter a new UCMAA Chapter. Any member of the Board involved with the chapter application under approval shall be recused from the final vote and excluded from the tally, and shall thereafter be recused from all future votes of the Board relating to such Chapter when officially recognized and chartered.

SECTION 9 — SURRENDER OF CHARTER

If interest in a chapter no longer exists for two consecutive years, the Board Executive Committee may dissolve said Chapter. The Board of Directors may reverse the dissolution of any Chapter by a simple majority vote.

The Board of Directors may revoke a Chapter's charter if any procedure set by the alumni Relations Director or provision of these Bylaws or Chapter Governing Guidelines are not complied with. The Chapter Leaders shall be provided an opportunity to present a response for the Chapter's actions or inactions prior to such revocation.