

BYLAWS OF
THE CALIFORNIA STATE UNIVERSITY
ALUMNI COUNCIL, INC.

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ALUMNI COUNCIL, INC.**

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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 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, one Volunteer Director 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, the Volunteer Director 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 California State University system, as follows:

1. A Volunteer Director who shall be selected by the alumni association of his/her campus, or if none, by the campus president, who shall not be a member of the paid professional faculty or staff of the member alumni association or the campus administration. The Volunteer Director shall be a graduate of any California State University campus or an alumnus (as defined by the campus) from the campus he/she is representing. This representative shall be referred to hereinafter as the “Volunteer Director.”
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.”

No later than 10 days before the first meeting of the Board in each fiscal year, each campus alumni association or campus president shall submit to the Chancellor’s Office and the Secretary in writing the names of the campus representatives for the ensuing year. Each campus alumni association or campus president shall also submit in writing any changes in the representatives that occur during the fiscal year 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.

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

1. All past Alumni Trustees, to be referred to as Alumni Trustees Emeriti.
2. The Chancellor of the California State University or designee, serving as Executive Director of the Alumni Council.
3. The Chair of the California State University Academic Senate or designee.
4. The Chair of the California State Student Association or designee.
5. All past presidents of the Alumni Council who are not serving as Immediate Past President.
6. 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 of Directors 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 of Directors (or the Executive Committee as provided under Article VI, Section 5(A), except as specifically authorized in Article VI, Section 4.

The Board of Directors 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.

- A. Voting by Interim Director. If any director named to represent a campus under Section 1(A)(1-2) of this Article V is unable to attend a meeting of the Board of Directors, the campus alumni association (or if none, the campus president) may appoint an Interim Director to attend the meeting and exercise the vote as the Volunteer Director or Alumni Director for that campus. The appropriate appointing authority (campus alumni association or campus president) must notify the Board in writing, including electronic mail, facsimile, or U.S. Mail, relieving the unavailable director of his or her appointment, and appointing the Interim Director. The Interim Director must present to the Secretary at the commencement of the meeting at which the Interim Director is to vote written verification of appointment signed by an officer of the campus alumni association or the campus president, as appropriate. If the campus alumni association or campus president wishes to reinstate the former director after a period of temporary appointment of the Interim Director, it must do so in writing in the same manner in which the Interim Director was appointed. A director serving as the Alumni Director representative from a campus may be replaced by an interim director from the campus university advancement staff in the same manner above by submitting written verification of appointment by the current campus alumni relations director or, if none, the chief campus alumni officer.
- B. Voting. 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 of Directors; the Alumni Directors' Representative, who shall be elected by the Alumni Directors; and the Executive Director, who shall be the Chancellor or the Chancellor's designee.
- B. The President, President-Elect and Immediate Past-President shall not be paid professional faculty or staff of any campus alumni association or campus administration. The Executive Director may be a member 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 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 Volunteer Director from their campus. Campuses with a director serving as President, President-elect or Past President shall appoint a separate Volunteer Director.
- B. All officers except the Immediate Past President, the Alumni Directors' Representative, and the Executive Director shall be elected by a majority vote of the Board of Directors 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 of Directors 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. For purposes of record keeping, 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 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 of Directors.
- G. All officers shall be elected for a term of one (1) year, which shall commence on July 1. No officer shall serve more than two (2) one-year terms in the same office consecutively.
- 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, and the Executive Director shall consist of the Immediate Past-President, who shall serve as chair, one Volunteer Director 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 of Directors 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 of Directors 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 or Executive Director unless otherwise provided for in these Bylaws.
- L. No person may concurrently hold more than one office.

SECTION 3: Vacancies. A vacancy in any office except those of Alumni Directors' Representative, Immediate Past President, or Executive Director shall be filled upon recommendation of the Executive Committee and by a majority vote of the Board of Directors. Vacancies in Alumni Directors' Representative, Immediate Past President, or 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, when necessary, all contracts and obligations approved by the Alumni Council.
4. Appoints all committee Chairs and special assignments.
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, 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, verifies Interim Directors, 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 Statements of Income and Expense and a Balance Sheet. All record keeping shall be conducted by the Chancellor's Office staff pursuant to the MOA between the Board and the Chancellor and written agreements between the Chancellor's Office and the Treasurer and approved by the Board of Directors. 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 all Board and 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 or the written agreement 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 Alumni Council board of directors 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 MOA between the Board of Directors and the Chancellor and written agreements between the Chancellor's Office and the Treasurer and approved by the Board of Directors.
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 MOA, Agreement, Operating Procedures, or resolution of the Board.
5. Performs other duties as assigned by the President and/or described in the Operating Procedures.

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 has the right and responsibility to attend and participate in Executive Committee meetings and to present the Chancellor's Office report, but is not a member 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 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.
4. 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 Chair of the Finance and Development Committee. 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 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 Executive Committee. The Chair is responsible for the Committee and completion of its assignments and shall report at each of the Executive Committee meetings.

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 Chair of the Programs Committee.
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 Executive Committee. The Chair is responsible for the Committee and completion of its assignments and shall report at each of the Executive Committee meetings.

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 of Directors by the President, including two Alumni Directors and two Volunteer Directors. 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 can 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 his/her duties. Prior to the end of the first two-year term of the Alumni Trustee, the committee shall present to the Board of Directors 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.

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 President.
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 of Directors 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 of Directors.

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 California State University 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 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 California State University.
- 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. Nominations for the office of Alumni Trustee may also be made at that meeting by any member of the Board.

- 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 his or her term as Alumni Trustee, the Alumni Trustee is elected by the California State University 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 his or her term as Vice Chair or Chair of the 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 Board of Trustees. The term of a newly elected Alumni Trustee in this instance shall run until June 30 of the year his or her term would have normally expired had he or she not taken office under this provision.
- E. For the purposes of this Article, and consistent with the MOA with the Chancellor's Office, employees of the CSU shall not be eligible to vote for the Alumni Trustee. Further, if a Board member is a nominee for the Alumni Trustee position, he or she 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 Board of Trustees, that Alumni Trustee shall not be eligible for re-election at the end of his or her term as Vice Chair or Chair of the 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, appointing 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, appointing 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.
- B. Notwithstanding Section 5 of Article VIII, notice of any special meeting convened for the purpose of addressing a vacancy in the position of Alumni Trustee may be given, via print mail, or electronic communication, by the President or the President's designee no later than ten (10) days prior to the meeting. The Board may address a vacancy in the position of Alumni Trustee at any regular meeting, provided that notice of the proposed action is provided to the directors not later than ten (10) days prior to the meeting.

ARTICLE VIII

Meetings

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

SECTION 2: Annual Meeting. The date of the annual meeting shall be established by the Board each year when the calendar of regular meetings is established. 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 of Directors for any purpose or purposes shall be called at any time by the President, the Executive Committee, or by a quorum of the Board of Directors. 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 his/her last address appearing on the records of the Alumni Council. 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 of Directors at any Board of Directors 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 Committee for study and recommendation.

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

(Amended and Approved August 23, 2013)

Alumni Council
401 Golden Shore, 6th Floor
Long Beach, CA 90802-4210

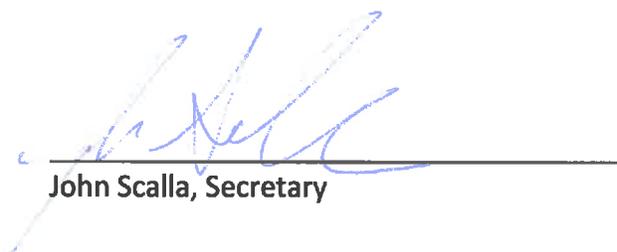
www.calstate.edu/alumni

John Scalla
Secretary

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

The undersigned, John Scalla, hereby certifies that he 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 23, 2013, Articles V, VI, and VII of the Bylaws of the corporation were amended.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment effective the 23rd day of August, 2013.



John Scalla, 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