

**BYLAWS OF THE ALUMNI COUNCIL
OF
THE CALIFORNIA STATE UNIVERSITY, INC.**

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CERTIFICATE OF SECRETARY 22

BYLAWS OF THE ALUMNI COUNCIL OF THE CALIFORNIA STATE UNIVERSITY, INC.

ARTICLE I *Name*

The name of this organization is the Alumni Council of the California State University, 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 efforts to educate, influence, and advocate for the CSU with elected and government agency officials, business and community leaders and others; and
- B. Development and Support for Campus Alumni Associations. Provide education and training for chief campus alumni officers, staff and volunteers; provide a forum and network for sharing best practices, sharing ideas and resources, communication, and leveraging statewide opportunities; and
- C. Influence Education Policy. Provide input and influence the development of education policy within the CSU system.

ARTICLE III *Membership*

The membership of the Alumni Council shall consist of the alumni association of each university within The California State University which has been recognized by the campus president through the execution of a memorandum of agreement as required by Article 15¹, and has met all requirements for membership and dues set forth by the Board of Directors.

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 this 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 Board of Directors (hereinafter referred to as “the Board”) shall consist of the following:

A. Directors. 1. The Board shall include two directors from each member alumni association as follows:

(a) An alumni representative who shall be selected by his/her respective association and who shall not be a member of the paid professional staff of the member alumni association.

(b) 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.”

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

B. Officers. The officers shall be described in Article VI of these Bylaws.

C. Ex-Officio Directors. All are nonvoting except the current Alumni Trustee.

1. The current Alumni Trustee

2. All past Alumni Trustees to be referred to as Alumni Trustees Emeriti.
3. The Chancellor of the California State University or designee.
4. The Chair of the California State University Academic Senate or designee.
5. The Chair of the California State Student Association or designee.
6. All past presidents of the Alumni Council who are not serving as immediate past president.

SECTION 2: 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 member nor 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.5.A.).

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 therefore 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 therefore 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 3: Voting Membership.

A. The voting membership of the Board shall consist of two Directors per campus, in addition to the President, the Immediate Past President, the President-elect and the Alumni Trustee.

B. Voting by Alternates. If any Director named to represent a member alumni association under section 1. A. is unable to attend a meeting of the Board of Directors, the member association may appoint an alternate to attend the meeting and exercise the vote for the absent Director. The member association must notify the Board in writing, including electronic mail, facsimile, and U.S. Mail, of the name of the alternate, and the alternate must present to the Secretary at the commencement of the meeting at which the alternate

is to vote written verification of appointment signed by the absent director.

C. Voting. No person may cast more than one vote. All votes at Regular Meetings or the Annual Meeting shall be cast in person. Votes at Special Meetings may be cast in person, by print mail, or electronic communication.

ARTICLE VI ***Officers***

SECTION 1: Officers.

A. The officers of the Alumni Council shall be a President, President-Elect, Secretary, Treasurer, Vice President-Government Relations, Vice President-Finance and Development, Vice President-Programs, Immediate Past-President and an Alumni Directors' Representative.

B. The President, President-Elect and Immediate Past-President shall not be paid professional staff of the member alumni associations.

C. The officers and the Alumni Trustee shall be known as the Executive Committee.

SECTION 2: Election of Officers.

A. All officers except the Immediate Past President and the Alumni Directors' Representative shall be elected by a majority vote of the Board of Directors present at the last meeting of the fiscal year.

B. 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.

C. 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, to hold the office of Immediate Past President, or the Board may elect to hold the office vacant for the duration of the term.

D. The Alumni Directors' Representative shall be selected by a majority of the Alumni Directors attending the last meeting of the fiscal year. 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 conduct a vote via print mail or electronic communication. For purposes of record keeping, the Alumni Directors' shall notify the President of their new representative.

E. 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.

F. 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.

G. A Nominating Committee for selecting all officers except the Immediate Past President and the Alumni Directors' Representative shall consist of the Immediate Past-President, who shall serve as chair, and one member appointed by the President and one member selected by a majority vote of the Board of Directors. At least one member of the nominating committee shall be an Alumni Director.

H. 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 last meeting of the fiscal year.

I. 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 or Alumni Directors' Representative unless otherwise provided for in these Bylaws.

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

1. Chairs the Programs Committee responsible for planning and implementing educational programming and special events as assigned.

2. Serves as a member of the Executive Committee and attends Executive Committee meetings.

3. Performs other duties as assigned by the President and/or described in the Operating Procedures.

D. Vice President – Finance and Development

1. Chairs the Finance and Development Committee responsible for fiscal planning, revenue generation and investment.

2. Works with the Treasurer in the preparation of the annual budget, and the presentation of the budget to the Finance and Development and Executive Committees for review and recommendation to the Board.

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.

E. Vice President – Government Relations.

1. Chairs the Government Relations Committee responsible for disseminating information regarding CSU legislative and budget priorities and supporting alumni participation in advocacy activities in partnership with the Chancellor.

2. Serves as a member of the Executive Committee and attends Executive Committee meetings.

3. Performs other duties as assigned by the President and/or described in the Operating Procedures.

F. 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) Keeping of the seal of the Alumni Council and affixing the same to such papers and instruments as may be required in the regular course of business.

(d) Preparing and recording of minutes of the proceedings of the Board and the Executive Committee.

(e) Certification and maintenance of the official record of the Voting Membership of the Board and certification of the qualification of membership.

2. Verifies alternates, takes roll and certifies Voting Membership and 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.

G. 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 with the Chancellor and written agreements between the Chancellor's Office with the Treasurer and approved by the Board of Directors. Such agreement may provide for the payment by the Chancellor's 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.
3. In cooperation with the Chancellor's Office, files all required government information returns at the end of the fiscal year.
4. Receives and disburses funds in conformance with all rules and regulations of the Alumni Council and its adopted budget.
 - (a) Funds for expenditures not included in the adopted budget or the written agreement shall not be disbursed without prior authorization by the Board.
 - (b) Any check that exceeds \$2,000 shall require the approval of any two of the following officers: President; President-Elect; Treasurer; Secretary.
5. Notifies all campus alumni associations, by invoice, of any dues or assessments prescribed by the Board.
6. 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.
7. Serves as a member of the Executive Committee and attends Executive Committee meetings.
8. Performs other duties as assigned by the President and/or described in the Operating Procedures.

H. 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 membership.
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.

I. CSU Alumni Directors' Representative

1. Serves as a member of the Executive Committee and attends Executive Committee meetings.

2. 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 Officers, the Alumni Trustee and a representative of the Chancellor who shall be a non-voting member. 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. 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. Government Relations Committee.

1. The Chair for this Committee shall be the Vice President - Government Relations.

2. The committee shall assist the Chair and the Chancellor's Office in system advocacy and communications efforts.

3. Assist the Vice President-Government Relations in completing the duties outlined in paragraph E in Section 4 of Article VI.

4. Study appropriate issues and make recommendations to the Board for review and action.

C. Trustee Selection and Evaluation Committee.

1. The Trustee Selection and Evaluation Committee shall be selected at the first of each fiscal year. Its members shall include 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 alumni representatives. No member of the committee shall be a candidate for the position of Alumni Trustee.

2. The Trustee Selection and Evaluation Committee should be comprised of balanced representation keeping in mind larger and smaller campuses as well as geographic locations of the various campuses. No campus 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.

D. Programs Committee.

1. The Chair for this Committee shall be the Vice President-Programs.

2. The Committee shall assist the Chairperson in planning and coordinating educational programs for all regular meetings and will be responsible for all special events as assigned.

3. Assist the Vice President-Programs in completing the duties outlined in paragraph C in Section 4 of Article VI.

E. Finance and Development Committee.

1. The Chair for this Committee shall be the Vice President-Finance and Development.

2. The Committee shall consist of members recommended by the Vice President –Finance and Development and appointed by the President on an annual basis, each for a one-year term.

3. The Committee shall identify, evaluate and recommend revenue-generating contracts and programs including investment plans to the Board. The committee shall negotiate 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 last business meeting of each fiscal year.

5. Assist the Vice President-Finance and Development in completing the duties outlined in paragraph D in Section 4 of Article VI.

G. Bylaws/Operating Procedures Committee.

1. The Chair for this committee shall be the President-Elect.

2. The Bylaws/Operating Procedures Committee is responsible for reviewing and recommending changes to the Bylaws and the Operating Procedures, as needed.

ARTICLE VII ***Alumni Trustee***

SECTION 1: Duties. The Alumni Trustee shall 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: Nomination, Election and Term of Office.

A. 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.

B. 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 January 1 of the next ensuing odd-numbered year.

C. 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 Board meeting in the second year of each Alumni Trustee term of office. The maximum number of consecutive re-elections shall be three (i.e. a maximum of eight years in office).

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 Board meeting, or a subsequent regular or special meeting as agreed upon by 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 special meeting may be held in conjunction with a regular 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 annual meeting of the membership shall be held in conjunction with the last regular meeting of the Board for the fiscal 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 or by a quorum of the Board of Directors. Special Meetings may be convened via conference call, videoconference, print mail, or other electronic communication.

SECTION 4: Quorum.

A. A Quorum of the Board shall consist of a majority of the filled seats of the Board of Directors.

B. A Quorum of the Executive Committee shall consist of five (5) members.

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 not less than thirty (30) days prior to the time set for each meeting. Except that Special Meetings shall be noticed not less than seven (7) days prior to the time set for the Special Meeting. Notice by mail shall include notice by electronic mail or facsimiles as well as U. S. Mail.

B. Notwithstanding 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 may Address Board

Members of the public who are not Council Directors, Council Officers, or Ex-Officio Council Directors shall be given time on the agenda to address the Board at a time determined by the Board President.

SECTION 7: 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 and/or officers 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 Council 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.

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(As Amended and Approved 1/29/05)