

**AMENDED AND RESTATED
BYLAWS of the CALIFORNIA ALUMNI ASSOCIATION
aka Cal Alumni Association
A California Nonprofit Public Benefit Corporation
("Corporation")
As amended and restated April 8, 2022
("Bylaws")**

Article I. Name of Corporation

The name of this Corporation is California Alumni Association, aka Cal Alumni Association.

Article II: Purposes

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law in accordance with Part 2, Division 2 of the California Corporations Code for charitable purposes. The principal purpose of this Corporation is to advance the interests and promote the welfare of the University of California, a public trust existing under Article IX, Section 9 of the Constitution of the State of California and the Organic Act of 1868 (Stats. 1867-68, p. 248), and administered by the Regents of the University of California, a corporation (the "University of California), and to this end to organize and operate an association of alumni of such university. The Members of the Corporation (as defined in Article IV, Section 1), its Voting Directors (as defined in Article VI, Section 3), Distinguished Members (as defined in Article VI, Section 10) and its Officers (as defined in Article VI, Section 3.b), including, without limitation, the Secretary, shall be accepted and chosen without discrimination on the basis of race, religion, national origin, ethnicity, gender or gender identification, sexual orientation, physical challenges, or age.

Article III: Offices

Section 1. Principal Office. The address of the principal office of the Corporation for the transaction of its business is Alumni House, Berkeley, County of Alameda, California 94720-7520.

Section 2. Other Offices. The Board (as defined in Article VI, Section 1) may at any time establish branch or subordinate offices at any place or places within or outside the State of California where the Corporation is qualified to do business.

Article IV: Membership and Dues

Section 1. Member Classes. The Members of this Corporation shall be divided into three classifications, as follows:

- a. Annual Members (members paying dues on an annual basis),
- b. Paying Life Members (members making installment payments on life membership), and
- c. Life Members (members who are fully paid or received a complimentary life membership) (all together, the “Members”).

Section 2. Member Eligibility. The following persons shall be eligible to become Members of this Corporation:

- a. Any person who has been awarded a degree from any University of California campus.
- b. Any person who has attended any University of California campus as a student for at least one quarter, one semester, or has accumulated twelve (12) or more units of credit from any University of California and/or University Extension campus.
- c. Any current or former faculty or staff member of the Corporation or any University of California campus.
- d. Any person who has demonstrated an interest in benefits or programs of the Corporation or the University of California.
- e. Any person who has rendered outstanding service to the Corporation or the University of California.

Section 3. Membership Dues. Any person may become a Member in the Corporation upon payment of a sum or sums set or modified in accordance with the Board’s policies. Membership Dues shall be payable upon joining and on such dates as may be determined in accordance with Board policies and as specified in notices delivered to Annual Members and Paying Life Members. The Corporation may confer Membership, without the payment of dues, upon any person who has rendered outstanding service to the Corporation or the University of California.

Section 4. Membership Rights. The following rights and privileges are extended to all Members:

- a. Meetings. Members shall have the right to attend and directly participate at all Member meetings, and may call for special meetings of Members as set forth in Article V, Section 2.
- b. Nominating Rights. Members have the right to nominate Directors by written petition pursuant to Article VII of these Bylaws.

- c. Voting Rights. Each Member shall have one vote on each matter on which Members are entitled to vote, including but not limited to: (i) certain amendments to these Bylaws as provided in Article XXI, Section 2, (ii) the disposition of all or substantially all of the assets of this Corporation, (iii) any merger of this Corporation, (iv) any dissolution of this Corporation, and (v) any other matters that must be properly presented to Members for a vote, pursuant to this Corporation's Articles, Bylaws, or by operation of law.
- d. Inspection Rights. The Members of this Corporation shall have the right to inspect the Corporation's organizational, financial and governance documents pursuant to Article XVIII.

Section 5. Member Termination. On a good faith finding by, and upon a vote by a majority of, the Voting Directors that continued participation by the Member in this Corporation as a Member is not in the best interests of the Corporation and the advancement of its purposes, such Member's membership may be suspended or terminated. In the case of a proposed suspension or termination of a Member pursuant to this Section, the Corporation shall send a written notice to the Member setting forth the proposal for suspension or termination, the reasons for it, and the date on which the proposed suspension or termination will become effective not less than fifteen (15) days before the effective date of the suspension or termination. The Member shall be given an opportunity to be heard by the Board either orally, or in writing, not less than five (5) days before the effective date of the proposed suspension or termination. The Voting Directors shall decide whether or not the Member should be suspended or terminated and such decision shall be final unless and until a court of competent jurisdiction overturns the Board's decision pursuant to an action filed within one (1) year after the date of the suspension or termination. The Member shall be promptly notified of any decision by the Board to suspend or terminate the Member's membership. The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid.

Article V: Meetings of Members

Section 1. Annual Meeting of Members. The Annual Membership meeting of the Members of the Corporation shall be held annually on the day selected by the Board. The Meeting shall take place at the Corporation's principal office, unless otherwise determined by the Board.

Section 2. Special Meetings. Special meetings of Members of the Corporation may be called by the Board, by the President, or, if the purpose of the special meeting is to remove a Voting Director without cause, by five percent (5%) or more of the voting Members. Special meetings shall be held at a time and place fixed by the Board, but in no event shall the time be fixed for a date less than thirty-five (35) or more than ninety (90) days after receipt by the Corporation of a written request for a special meeting from a person or persons entitled to call the same.

Section 3. Notice. Notice of the Annual Membership meeting and any special meetings shall be by mail or electronic communication to each Member at the address, email address or other electronic address of such Member appearing on the books of the Corporation, or by publication in the official publication of the Corporation as identified in Article XIV or by digital media produced by the Corporation and such notice shall be given at least twenty (20), but not more than one hundred twenty (120) days before the meeting. The notice shall specify the place, date, time of the meeting, and the general nature of the business to be transacted.

Section 4. Member Quorum. The presence of fifteen (15) Members of the Corporation shall constitute a quorum for the transaction of business. If a quorum exists at the "Call to Order" of a duly called meeting, the Members present may continue to transact business until adjournment, even though a quorum no longer exists, and may take action (in addition to adjournment) if (1) the action is approved by at least a majority of the voting Members present (unless the Bylaws require greater than a majority), and (2) the number of affirmative votes is at least a majority of a quorum (i.e., eleven) (unless the Bylaws require greater than a majority). No provision is made for voting by proxy.

Article VI: Board of Directors

Section 1. General Corporate Powers. The business and affairs of the Corporation will be managed, and all corporate powers will be exercised by or under the direction of the Board.

Section 2. Specific Powers. Without prejudice to their general powers, the Voting Directors will have the power to:

- a. Except as otherwise provided herein, select and remove the Officers, agents and Executive Director of the Corporation; prescribe any powers and duties for them that are consistent with the Nonprofit Public Benefit Corporation Law or any other law affecting the conduct of the Corporation, the Articles of Incorporation, and these Bylaws; and fix their compensation, if any.
- b. Change the principal office or principal place of business of the Corporation from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country; cause the Corporation to conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.
- c. Adopt, make, and use a corporate seal and alter the form of the seal.
- d. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, and in the Corporation's name, promissory notes, bonds, debentures, deeds of trust,

mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 3. Directors and Officers. The Voting Directors of the Corporation are the elected or appointed Directors, the Officers (except the Secretary), and the Student Director.

- a. Number of Directors. Nine (9) to thirteen (13) Directors, each of whom has one vote, shall be elected or appointed in the manner and for the terms prescribed by Section 4 of this Article VI.
- b. Officers. There shall be three (3) Officers of the Corporation, each of whom may vote on matters before the Board in the following positions: President, Vice President, and Vice President-Finance. The Officers shall be elected or appointed in the manner prescribed by Article IX of these Bylaws. The Secretary shall be a non-voting Officer of the Corporation as further described in Article IX, Section 4 hereof.
- c. Student Director. In addition to the Directors listed in Article VI, subsection 3.a., and the Officers listed in Article VI, subsection 3.b., there shall be one (1) Student Director, who has one vote, and who is currently enrolled at the University of California, Berkeley. If the Student Director graduates before his/her term as Student Director expires, he/she may finish the term if they are able to fulfill their obligations to participate on the Board.
- d. Distinguished Members. Distinguished Members (as defined in Article VI, Section 10) shall be permitted to advise the Board and attend meetings of the Board, but shall not have any voting rights and, as such, shall not serve as Voting Directors. For purposes of the Nonprofit Public Benefit Corporation Law, Distinguished Members shall not be deemed to be Directors or members of the Board, regardless of the title given to them in these Bylaws.

Section 4. Selection of Directors. The nine (9) to thirteen (13) Directors, referred to in Article VI, subsection 3.a., and the Student Director, referred to in Article VI, subsection 3.c., shall be selected in the manner prescribed as follows:

- a. Term of Office. Directors shall be elected to the Board for a term of four (4) years. Reasonable efforts shall be made to ensure that at least two of the Directors received an undergraduate degree from the University of California, Berkeley during the previous ten (10) years. Directors currently serving at the time of adoption hereof shall serve their current terms unless they are removed or resigned. For six years following the adoption hereof, Directors may be appointed or reappointed for terms less than four years to ensure the orderly succession of the board as may be recommended by the Nominating Committee and approved by a majority vote of the full Board. The Board may determine the timeline and process by which new Directors are recruited and

selected by a majority vote of the full Board, provided that new directors shall continue to be subject to the notice and veto period set forth in Article VII, Section 4 hereof. Any changes to the recruitment process shall be set forth in the Board policy manual or such other document as may serve the same purpose as the policy manual from time to time.

- b. Subsequent Terms. A person regularly elected to a full four-year term may be elected to a second, consecutive four-year term. No person may be elected or appointed to serve a term that would exceed ten (10) years of consecutive service as a Director. Nothing herein contained shall be construed to limit the total number of nonconsecutive terms for which an elected Director may serve.
- c. Appointments for Unexpired Terms. A person appointed to complete an unexpired term, (pursuant to Article VI, subsection 11.f.) may be selected by the Nominating Committee to serve his or her own successive full term. Any person appointed to complete an unexpired term who wishes to serve a successive term must notify the Nominating Committee (or its designee) in writing by the application deadline for all candidates for such a term. Such candidates will be interviewed for a successive full term by the Nominating Committee.
- d. 1-Year Extended Term. The President, with the concurrence of the Vice President, may appoint up to two (2) Directors, whose terms are expiring, to serve an additional one (1) year term, which may be renewable, such that the total number of Directors does not exceed thirteen (13).
- e. Disinterested Board Requirement. At no time may any person be elected or appointed to serve as a Voting Director of the Board if, as a result of such election or appointment, the number of persons serving as Voting Directors who are “interested persons” (as hereinafter defined in Section 2 of Article XX) would exceed forty-nine percent (49%) of the total number of Voting Directors then serving.
- f. Student Director Term. The Student Director shall serve a one (1) year term. The Student Director may be appointed by the Nominating Committee to serve an additional, consecutive, one (1) year term.

Section 5. Place of Meeting; Quarterly Meetings. Regular meetings of the Board shall be held at such time and place as the Board (or absent action by the Board, as the President) may from time to time prescribe, but no less frequently than four (4) times a year. The Secretary, or his or her representative, shall mail or send by electronic communication, written notice of the holding of such regular meetings to the Voting Directors at least one week prior to the time set for each regular meeting.

Section 6. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or one-third of the Voting Directors. Notice of the time and place of special meetings shall be given to each Voting Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail; (c) by telephone, either directly to the Voting Director or to a person who would reasonably be expected to communicate that notice promptly to the Voting Director; (d) by facsimile; or (e) by electronic communication. All such notices shall be given or sent to the Voting Director's address, telephone number, facsimile number or electronic address as shown on the records of the Corporation. In case such notice is mailed, it shall be mailed at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally, or by telephone, facsimile or electronic communication, it shall be delivered at least forty-eight (48) hours prior to the time set for the meeting. If the President deems an emergency situation, an emergency meeting may be called with twenty-four (24) hours' notice. However, best practice requires forty-eight (48) hours' notice. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if (1) the President determines that taking action before the next regularly scheduled meeting of the Board is necessary and (2) all Voting Directors consent in writing to taking that action prior to the next regularly scheduled meeting. The written consent required herein may take place by electronic communication. Such action by unanimous written consent shall have the same force and effect as a unanimous in-person vote of the Board. Such unanimous written consent or consents and action or actions taken shall be filed with the Board minutes.

Section 8. Quorum. More than fifty percent (50%) of the Voting Directors shall constitute a quorum at any Board meeting. If a quorum exists at the "Call to Order" of a Board meeting, the Voting Directors present may continue to transact business until adjournment, even though a quorum no longer exists, if at least a majority of the original quorum is still present. In such case, in addition to adjournment (which does not require a quorum), the Board may take action if (1) the action is approved by at least a majority of the Voting Directors present (unless the Bylaws, the Nonprofit Public Benefit Corporation Law or any other applicable law requires greater than a majority), and (2) the number of affirmative votes is at least a majority of a quorum (unless the Bylaws, the Nonprofit Public Benefit Corporation Law or any other applicable law requires greater than a majority).

Section 9. Closed Meeting Sessions. The President may convene a closed session at any Board meeting for any of the following purposes: (1) awards; (2) Board nominations; (3) any matter affecting the employment of the Executive Director; (4) litigation affecting the Corporation; and (5) any other matter, including but not limited to Board internal affairs, that a majority of the Voting Directors vote to discuss without audience. Attendance at closed sessions shall be limited to Voting Directors and those advisors and other persons specifically needed and invited by the President, with the admonition that all matters are

subject to confidentiality. Those persons with a conflict of interest, as determined by the President (or Vice President if the conflict of interest belongs to the President), may be excused by the President (or Vice President if the President is to be excused) from the closed session.

Section 10. Non-Voting Distinguished Members. The following individuals shall serve as non-voting Distinguished Members of the Board:

- a. The Chancellor of the University of California, Berkeley or his or her representative;
- b. The Chair of the University of California, Berkeley Academic Senate or his or her representative;
- c. The Dean of University Extension, Berkeley, or his or her representative;
- d. The Chair of the Board of Trustees of the University of California, Berkeley Foundation or his or her representative;
- e. The President of the University of California, Berkeley Foundation (currently the Vice Chancellor - University Relations, Berkeley), or his or her representative;
- f. The Director of Intercollegiate Athletics of the University of California, Berkeley, or his or her representative;
- g. The President of the Associated Students of the University of California, Berkeley, or his or her representative;
- h. The President of the Graduate Assembly of the University of California, Berkeley, or his or her representative;
- i. The Associate Vice Chancellor - Public Affairs of the University of California, Berkeley, or his or her representative;
- j. The Immediate Past President of the Corporation who shall also serve on the Board of Regents of the University of California in accordance with the rotation as defined by the Alumni Associations of the University of California (the "AAUC") as defined in Article IX, Section 1. If the Immediate Past President is unable to serve on the Board of Regents, the Board shall elect a Member of the Corporation who has served for at least one year as a Voting Director to serve as the Alumni Regent, officer of the AAUC, and non-voting Distinguished Member with all of the rights, privileges, constraints and responsibilities that would otherwise be held by the Immediate Past President of the Corporation by virtue of his or her service on the Board of Regents. Upon this occurrence, the Immediate Past President shall continue to serve the

Corporation in all other permitted capacities including, but not limited to, that of a Distinguished Member.

Pursuant to the Memorandum of Understanding Regarding Officer Representation of Certain Member Organizations of the Alumni Association of the University of California (“MOU”) approved by other affected Alumni Associations, the Alumni Associations of the University of California and the Regents of the University of California represented through its Office of the President, the Corporation amends its designated representation of AAUC officers for the years 2022-2046 as set forth in that MOU and as approved by the Board on June 29, 2018.

Section 11. General Provisions Governing Directors.

- a. All Voting Directors and Distinguished Members shall be Members of the Corporation. An individual named in Section 10, subsections a., b., c., d., e., f., g., h., and i., if not already an Annual or Life Member of the Corporation, shall be deemed a Member for the term of his or her office as a Distinguished Member.
- b. Each Voting Director shall have one vote.
- c. Voting Directors shall not be entitled to vote by proxy except as provided in Article IX, Section 6.
- d. Except as otherwise provided in subsection f. of this Section or by the Board at the time of election, the terms of office of Voting Directors shall begin once the Board’s regular business has concluded at the Annual Meeting held in June and shall terminate once the Board’s regular business has concluded at the Annual Meeting held in June.
- e. A vacancy in the position of Voting Director shall be deemed to exist, without further action by the Board, whenever a Voting Director shall have resigned, or shall have failed to attend two duly called meetings of the Board in any twelve (12) month period unless excused by the President.
- f. Whenever a vacancy shall exist in the position of Voting Director because of death, resignation, removal, ratification as an Officer of the Corporation, or any other cause, the President shall nominate a Member of the Corporation to fill the remainder of the term of such vacant position. Such nomination shall be subject to ratification by majority vote of the Voting Directors present at a regular or special meeting or by written consent. Upon such ratification, the nominee shall be deemed to be a Voting Director.
- g. In making nominations to fill vacancies as provided by this Section, the President shall take into account demonstrated leadership skills, service to the

University of California and/or to the Corporation, any and all relevant factors resulting in a broad and fair representation of all Members and potential Members of the Corporation, including geographical location, year of graduation, race, ethnicity, gender, and any other factors which benefit the knowledge and experience base of the Board.

Section 12. Removal; Resignation. Any Director may be removed, with cause as set forth in Section 5221 of the Nonprofit Public Benefit Corporation Law, with immediate effect, by a two-thirds majority of the Voting Directors in attendance, at any regular or special meeting thereof. A Director may be removed without cause by a majority vote of Members in attendance at any regular or special meeting thereof. Any Director may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of that notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Director is a party.

Section 13. Compensation. Directors may not receive compensation for their services as a member of the Board. Directors may however, receive reimbursement for travel or other costs related to their attendance at a duly called general or special meeting of the Board at the discretion of the Officers. Directors may receive compensation for professional services provided to the Corporation provided such services are disclosed to and approved by the Board.

Article VII: Nominating and Election Procedures of Voting Directors

Section 1. Nominating Committee. The Nominating Committee of this Corporation shall operate under the purview of the Board. The size, composition and procedures of the committee shall be set forth in Board policies.

Section 2. Nomination and Selection Procedures. The Board shall adopt policies that provide procedures for the nomination and selection of Voting Directors. The Corporation shall inform Members of the Corporation of those procedures by publishing such information in an official publication of the Corporation as identified in Article XIV or by digital media produced by the Corporation. The published information shall include an invitation to Members of the Corporation to submit to the Nominating Committee nominations for Voting Directors.

Section 3. Nominee Presentation to the Board. The Nominating Committee may present to the Board a slate of nominees for the position of Voting Director, and one (1) person for the position of Student Director, with accompanying biographical information for the Board's consideration. In the event that the Board rejects one or more persons listed for consideration on the slate, the Nominating Committee shall present a slate of one or more alternates, depending upon the number of persons rejected by the Board, ranked in no

particular order, with accompanying biographical information for the Board's consideration.

Section 4. Board Approval and Nominee Announcement. Subsequent to approval by the Board of the nominations of candidates to serve on the Board, announcement of such nominations shall be made in the next possible issue of the *California Magazine* or alternate official publication of the Corporation identified in Article XI or by digital media produced by the Corporation. In that announcement, the following statement describing the procedure for nominations by petition shall appear:

“Any group of one hundred (100) Members of the California Alumni Association in good standing may, by written petition, nominate a full or partial ticket if said written petition is filed with the Secretary of the California Alumni Association within thirty (30) days after the published report of the Nominating Committee appears. If no such petition has been filed with the Secretary within said period of thirty (30) days, then the nominees of the Nominating Committee as approved by the Board shall be declared duly elected. If such a petition is so filed, then an election by written ballot shall be held for the contested position or positions. The Nominating Committee names shall be headed ‘Nominated by Nominating Committee of California Alumni Association’ and those nominated by petition by the words ‘Nominated by written petition.’

Section 5. Procedure for Contested Positions. In the event of nominations by petition, an election by the Members by written and/or electronic ballot shall be held for the contested position or positions in such manner and under such regulations as the Nominating Committee may prescribe, subject to the following:

- a. The election shall be by secret ballot, the vacancies shall be filled by simple plurality, and ballots shall be mailed or sent by electronic communication to Annual Members and Life Members of the Corporation at the address, email address or other electronic address appearing on the books of the Corporation;
- b. In the event that the Corporation publishes material soliciting votes for any nominee, then equal space with equal prominence in the same issue of the publication or by digital media produced by the Corporation shall be made available to all other nominees to be used by such nominees for purposes reasonably related to the election; and
- c. Upon the written request of any nominee, the Corporation shall mail or email or notice by electronic communication to all Members, or such portion of the Members as such nominee shall specify, any material furnished by such nominee which is reasonably related to the election; provided; however, that the reasonable costs of such mailing shall be paid by such nominee at the time the written request is submitted.

Article VIII: Indemnification of Voting Directors, Distinguished Members and the Secretary (“Indemnified Party/Parties”)

Section 1. Each Indemnified Party, whether or not then in office, shall be indemnified by the Corporation, to the fullest extent permitted by law, against expenses (including attorneys’ fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, other than an action described in Section 2 of this Article VII, to which such Indemnified Parties are, or are threatened to be made, a party by reason of the fact that such Indemnified Parties are or were an agent of the Corporation; provided, however, that such Indemnified Parties must have acted in good faith, in a manner such that the Indemnified Parties reasonably believed to be in the best interests of the Corporation and, in the case of criminal proceeding, with no reasonable cause to believe that the conduct of such person was unlawful.

Section 2. With respect to any pending or completed action brought to procure a judgment in favor of the Corporation (i) by or in the right of the Corporation, (ii) under section 5233 of the California Corporations Code, or (iii) by the Attorney General of California or a person granted relator status by said Attorney General, for breach of duty relating to assets held in charitable trust, the Corporation shall indemnify each Indemnified Party who was or is threatened to be made a party to such action by reason of the fact that such Indemnified Party was or is an agent of the Corporation, against expenses (including attorneys’ fees) actually and reasonably incurred by such Indemnified Party in connection with the defense or settlement of such action; provided, however, that such Indemnified Parties must have acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, such an ordinarily prudent person in a like position would have used under similar circumstances.

No indemnification shall be made under this Section (i) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval, (ii) for expenses incurred defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General, or (iii) with respect to any claim, issue or matter as to which the Indemnified Party shall have been adjudged liable to the Corporation in the performance of such person’s duty to the Corporation, unless the court in which such proceeding was or is pending determines upon application that such person is entitled to indemnity for expenses specified by the court in light of all circumstances of the case.

Section 3. In the event that the Indemnified Party has not been successful on the merits in defense of any proceeding described in Section 1 or 2 of this Article or in defense of any claim, issue or matter therein, such person shall be indemnified by the Corporation only if authorized in the specific case, upon a determination by a majority vote of a quorum of Voting Directors, at a duly called meeting, who are not parties to such proceeding that indemnification of the Indemnified Parties is proper in the circumstances

because such person has met the applicable standard of conduct set forth in said Section 1 or 2 of this Article.

Section 4. Expenses incurred by any Indemnified Party of defending any proceeding may be advanced by the Corporation prior to the final disposition only upon receipt of an undertaking by or on behalf of such Indemnified Party to repay such amount unless it is determined ultimately that such person is entitled to be indemnified as provided in this Article.

Article IX: Officers: Duties, Qualifications, Terms of Office, Elections and Removal

Section 1. President.

- a. The President shall be chairperson of the Board. The President shall preside at all meetings of the Board. The President shall be an ex-officio member of all committees deemed necessary to assist the Board with its work as described in this Article IX. The President shall have the general powers and duties usually vested in the chairperson of the board of directors of a non-profit corporation, and shall have such other power and duties as may be prescribed by the Board or the Bylaws. Pursuant to the MOU as described in Article VI, Section 10(j), the immediate Past President may be deemed the representative of this Corporation to the “Alumni Associations of the University of California” as same is referred to in Article IX, Section 9, of the Constitution of the State of California, subject to the Constitution and Bylaws of the “Alumni Associations of the University of California,” which became effective June 15, 1948, and amendments thereto. In case of vacancy in the office of Immediate Past President, if the current President is elected to succeed to such office for the unexpired term in accordance with Article VI, Section 10(j) herein, such succession shall not prevent the President from also serving as Immediate Past President during the subsequent term to which the President would automatically have succeeded with all the same duties, functions and responsibilities as set forth in Article VI, Section 10(j) herein.
- b. The term of the President is two (2) years. A person shall not serve for more than one (1) consecutive term as President.
- c. The President shall have served as a Voting Director for at least one (1) year prior to his or her election as President, such year of service to have existed no more than five (5) years prior to the date of such election.

Section 2. Vice President.

- a. In the absence or disability of the President, the Vice President shall perform all the duties of the President including presiding over meetings of the Board, and when so acting shall have the powers of, or be subject to, all restrictions upon the President. In the case of a vacancy in the office of the President, the

Vice President shall perform the duties of President until the Board has elected a successor to the office of President. The Vice President may chair the Nominating Committee and/or the Executive Performance Review & Compensation Committee at the request of the President. The Vice President shall have such other powers and shall perform such duties as may be prescribed from time to time by the President or the Board.

- b. The term of office of Vice President shall be two (2) years. A person shall not serve for more than two (2) consecutive terms as Vice President.
- c. The Vice President shall have served as a Voting Director for at least one (1) year prior to his or her election as Vice President.
- d. In the case of a vacancy in the office of Vice President, the President shall appoint a Director to perform the duties of that office until the Board has elected a successor to the office of Vice President.

Section 3. Vice President-Finance.

- a. The Vice President-Finance shall be appointed by the President and confirmed by the Board. They shall act in an advisory or consultative capacity to the Senior Director of Finance and Accounting of the Corporation with respect to financial matters of the Corporation. The Vice President-Finance shall perform those specific duties of a financial nature as directed by the President and specified in the Board's policies.
- b. The term of office of the Vice President-Finance shall be two (2) years. A person shall not serve for more than 3 consecutive terms as Vice President – Finance.

Section 4. Secretary. The Secretary shall serve as a non-voting Officer and the position shall be filled by the Chief of Staff and Board Affairs of the Corporation. The Secretary shall serve ex-officio, but shall hold this office at the pleasure of the Board. The Board may by resolution approved by a majority vote designate a Director or another member of the Executive Office to serve as Secretary. The Secretary shall be the custodian of all books, records, papers and property of the Corporation, shall collect all assessments and dues, and exercise such other executive and administrative duties as shall be necessary or desirable. The duties of the Secretary shall be established by policies adopted by the Board and shall include responsibility for matters relating to the general affairs of the Corporation. The Secretary may delegate duties to other employees of the Corporation but shall be responsible for the supervision of such employees. The Secretary shall receive compensation as may be approved by the Board.

Section 5. Member Requirement. All Officers shall be Members of the Corporation. The terms of office of all Officers, except the Secretary, shall begin after the Board has concluded its business at its Annual Meeting in June which succeeds their respective

qualification and election or appointment, as the case may be, and their terms of office shall terminate after the Board has concluded its regular business at its Annual Meeting in June after which their respective successors have been duly qualified and elected.

Section 6. Notice for Election of Nominees for Vice President and President. The Secretary shall communicate by mail or electronic communication to each Director at least twenty (20) days prior to the election of nominees for the positions of Vice President and President, appropriate biographical information on each person known to the Secretary to be a candidate for such offices. Absentee ballots shall not be allowed in the election of Officers. Any absent Voting Director may give an unrestricted written proxy (as to all ballots) to any other Voting Director, whose proxy must be registered with the Secretary prior to the commencement of the election. Nominations from the floor are permissible at the meeting at which elections are conducted. The offices of President and Vice President shall be elected by a majority of the Voting Directors present. If there are three or more candidates running for an office, and no one candidate receives a majority of votes on the first ballot, a runoff election between the top two candidates (or three if there is a tie) will be held.

Section 7. Officer Vacancy. Whenever a vacancy shall exist in the position of Officer (except the Secretary [See Article IX, Section 4]) because of death, resignation, removal, disqualification or any other cause, the position shall be filled in the manner prescribed in these Bylaws for normal selection to that office (i.e., election or appointment). In the case of a position that would normally be filled by an election, the President shall nominate an eligible Member to fill the remainder of the term of such vacant position, and bring the nomination before the Voting Directors at the next scheduled Board meeting, or a special meeting called for this purpose. The Voting Directors would be given the opportunity to nominate other eligible Members from the floor and a vote would be taken. Depending upon the office in which the vacancy occurred, the person elected would need to receive a majority of votes cast by the Voting Directors present.

Section 8. Officer Removal. An Officer may be removed, with or without notice, and with or without cause, by a two-thirds majority of Voting Directors, at any regular or special meeting thereof. An Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of that notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Article X: Committees

Section 1. Committees of Directors. The Board may, by resolution adopted by a majority of the Voting Directors then in office, designate one or more committees consisting of two or more Voting Directors to serve at the pleasure of the Board, provided that volunteer advisory committees may be separately appointed pursuant to Section 3 of this Article. All committee members must be current Members of the Corporation. Any

member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, will have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- a. Fill vacancies on the Board or in any committee which has the authority of the Board;
- b. Amend or repeal the Bylaws or adopt new Bylaws;
- c. Amend or repeal any resolution of the Board which by its express terms is not so amendable or able to be repealed;
- d. Appoint any other committees of the Board; or
- e. Approve any contract or transaction between the Corporation and one or more of its Voting Directors, Distinguished Members or between the Corporation and an entity in which one or more of the Voting Directors or Distinguished Members has a material financial interest.

Unless otherwise specified, the chair of any Board committee (“Committee Chair”) shall be a Voting Director that is appointed by the President and appointments of committee members shall be made annually.

Section 2. Standing Committees. The Corporation will have the following Standing Committees:

- a. Nominating Committee. At all times the Corporation will have a Nominating Committee as described in Article VII, and shall be comprised of at least three (3) current and three (3) former Voting Directors and the Committee Chair.
- b. Finance Committee. At all times the Corporation will have a Finance Committee and it shall be chaired by the Vice President – Finance. It shall be comprised of no more than five (5) Members, including current and former Voting Directors, and others, and the Committee Chair. No more than two (2) Audit Committee members may serve on the Finance Committee, and the Audit Committee Chair shall not serve on the Finance Committee. The Finance Committee, unless limited by a resolution of the Board, will provide strategic financial direction and oversight of investment, spending, debt and budget policies, and shall make recommendations to the Board on matters pertaining to the Corporation’s fiscal and financial affairs and business operation.
- c. Audit Committee. At all times that this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation will have an Audit Committee consisting of

no more than five (5) Members and the Committee Chair. No more than two (2) Members of the Finance Committee may serve on the Audit Committee, and the Vice President – Finance shall not serve on the Audit Committee. All members of the Audit Committee shall be independent in that they do not accept consulting, advisory or other compensatory fees from the Corporation and are not “Interested Persons” of the Corporation, as hereinafter defined in Section 2 of Article XX. The Audit Committee selects the Corporation’s independent auditors and reviews, accepts or rejects reports submitted by such auditors.

- d. Executive Performance Review & Compensation Committee. At all times the Corporation will have an Executive Performance Review & Compensation Committee and it may be chaired by the Vice President, or any qualified Voting Director. It shall be comprised of at least two (2) Voting Directors and the Committee Chair. The Executive Performance Review & Compensation Committee is responsible for handling the performance review and compensation of the Executive Director, the Secretary, the Senior Director of Finance and Accounting, and review of the compensation of any other Officers and key employees of the Corporation as the Compensation Committee determines appropriate, subject to review and approval of the Board.
- e. Awards Committee. At all times the Corporation will have an Awards Committee which serves on the Berkeley Awards Committee which is comprised of a number of CAA Awards committee members and UC Berkeley Foundation committee members. The Awards Committee shall have a Committee Chair who is a Voting Director and other members of the Awards Committee may be current and former Voting Directors or Members appointed by the President. The number of members of the Awards Committee may fluctuate year over year. The Awards Committee will select and approve the award recipients for any awards as set forth by the Corporation from time to time.

Section 3. Volunteer Committees. The Executive Director shall consider how volunteers may best assist Corporation’s staff in performing the work of the Corporation. The President of the Board or the Executive Director may appoint volunteer committees, task forces or other groups of volunteers for such purposes. Voting Directors may serve on such committees as volunteers but shall not act in their role as Voting Directors when engaged in the work of such committees. Volunteer committees described in this paragraph shall not have decision-making authority.

Article XI: Funds

Section 1. The Board shall establish funds for the recording of transactions of the Corporation including but not limited to the following:

- a. General Fund. A General Fund which shall be credited with revenues and proceeds, and shall be charged with expenditures for the general purposes of the Corporation, and
- b. Life Membership Fund. A Life Membership Fund, the principal thereof to be maintained by this Corporation in perpetuity unless otherwise specified by the Board or transferred pursuant to the last sentence of this Section 1. The Board may, from time to time, direct that all or any portion of Life Membership Dues be added to the principal of the Life Membership Fund. All or any portion of current income and capital appreciation (both realized and unrealized) may, at the direction of the Board, be added to the principal of the Life Membership Fund. All or any portion of current income, capital appreciation (both realized and unrealized) and principal of the Life Membership Fund may, at the discretion of the Board, be transferred to the General Fund.

Section 2. Expenditures and transfers between funds may be made as authorized by the Board.

Article XII: Contracts and Loans with Directors and Officers

Section 1. Contracts with Directors and Officers.

- a. No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, will be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.
- b. The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or

their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

- c. The Board will establish and maintain a Conflict of Interest Policy for this Corporation which is consistent with these Bylaws.

Section 2. Loans with Directors and Officers. The Corporation will not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

Article XIII: Corporation Staff

There shall be one paid employee of the Corporation to fulfill the staff role of Executive Director. They shall be the chief administrative employee of the Corporation reporting to the Board, and shall have the overall strategic and operational responsibility for the Corporation's programs and execution of its mission. The Executive Director may hire other staff as needed by the Corporation. The Executive Performance Review & Compensation Committee is responsible for reviewing and recommending any adjustments to the Executive Director's salary, subject to review and approval by the Executive Committee, or, if no such committee exists, the full Board. The basis for salary comparison will be a benchmark report outlining comprehensive survey data for non-profit executive compensation.

The Corporation shall have a Senior Director of Finance and Accounting. The Executive Performance Review & Compensation Committee is responsible for reviewing and recommending any adjustments to the Senior Director of Finance and Accounting's salary, subject to review and approval by the Executive Committee, or, if no such committee exists, by the full Board. The basis for salary comparison will be a benchmark report outlining comprehensive survey data for non-profit executive compensation.

Article XIV: Official Publication

The Corporation shall publish an official alumni publication called "California", "California Magazine" or such other official publications each year as the Board shall direct, disseminated via mail, electronic communication or by digital media produced by the Corporation. The purpose of such publication(s) shall be to promote the principal purpose of the Corporation as identified in Article I and to communicate with the Corporation's Members the affairs of the Corporation.

Article XV: Alumni Groups

Any alumni club, group/chapter or contact complying with the minimum standards as set forth in the Alumni Chapters Manual, established by the Board through its Board policies upon application, and whose principal purpose is to advance the interests and promote the welfare of the University of California, may be officially recognized by the Corporation. All recognized clubs, groups/chapters or contacts shall be entitled to the privileges and services as established by the Board in its policies as set forth in the Alumni Chapters Manual.

Article XVI: Nonprofit and Education Status

Section 1. Nonprofit Corporation. This Corporation is a nonprofit corporation organized under Part 2 of Division 2 of the Corporations Code of the State of California, and it does not contemplate, nor shall it have the power, to distribute gains, profits or dividends to the Members, Voting Directors, Distinguished Members or Secretary of the Corporation. In accordance with applicable laws and regulations governing the Corporation, no part of any net earnings of the Corporation shall inure to the benefit of any Member, Voting Director, Distinguished Member or Secretary of the Corporation or to any individual, and no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Section 2. Dedication of Assets. The property of the Corporation is irrevocably dedicated to the purposes specified in the Corporation's Articles of Incorporation, as amended or restated, and upon dissolution, liquidation or merger of the Corporation shall be distributed by the Board in its sole discretion, to a successor or merged corporation for the purposes set forth in said Articles, or to the Regents of the University of California, or to the University of California, Berkeley Foundation, providing that at such time such corporation receiving such distribution is exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1954, as amended. In no event may the net assets be distributed to inure directly or indirectly to the benefit of any Member, Voting Director, Distinguished Member or Secretary, or private individual, or to any corporation, trust, association or organization whose activities consist in substantial part of carrying on propaganda or otherwise attempting to influence legislation.

Article XVII: Electronic Consent

Subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written," and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as by facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent

such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Article XVIII: Records, Reports and Inspection Rights

Section 1. Organizational Documents. A copy of the Articles of Incorporation and the Bylaws of the Corporation shall be kept at the principal office of the Corporation, and shall be open to inspection by Members at all reasonable times during normal working hours.

Section 2. Financial and Governance Documents. Accounting books, financial records and minutes of meetings of the Board for the past seven (7) years from the current year shall be kept at the principal office of the Corporation, and shall be open to inspection upon prior written request by any Member at any reasonable time during normal working hours for a purpose reasonably related to that person's interests as a Member; provided, however, that minutes from closed proceedings of the Board pursuant to Article VI, Section 9 shall only be made available to Members for a purpose reasonably related to the Members' interest as a Member and at the ultimate discretion of the Board.

Section 3. Annual Report. The Board shall cause an annual report to be sent to all Members by publication in the official publication of the Corporation as identified in Article XI or by digital media produced by the Corporation as soon as practicable, but not later than 120 days, after the close of the Corporation's fiscal year. Such report shall contain:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- e. A statement describing any transactions with any Voting Director, Distinguished Member or Secretary involving more than fifty thousand dollars (\$50,000) and any indemnifications of any Voting Director, Distinguished Member or Secretary aggregating in excess of ten thousand dollars (\$10,000) insofar as such a statement is required by section 6322 of the California Corporations Code.

Section 4. Membership Records. A record of the names, and voting rights of all Members for the past seven (7) years from the current year shall be maintained by the

Corporation. Any Member may submit a written request (i) to inspect and copy such record upon five business days' prior written notice, or (ii) to obtain, upon payment by the Member of a reasonable charge, a copy of such record compiled as of a specified date, provided that such request states the purpose for which the inspection or the copy is sought and is allowable under applicable privacy laws. Subject to Section 5 hereof, the Corporation shall comply with such a request if, but only if:

- a. The Secretary determines that the information will only be used for a purpose reasonably related to the requesting Member's interests as a Member; and
- b. The Secretary determines that no alternative method exists for achieving the purpose specified in the request in a reasonable and timely manner without providing access to a copy of the Membership record.

If the Secretary determines that the Corporation must comply with a written request to inspect and copy the Membership record, the requesting Member shall be given access to the Membership record on the date and at the time specified in the request, provided they are reasonable, or at such other date and time as may be agreed to.

If the Secretary determines that the Corporation must comply with a written request to obtain a copy of the Membership record as of a specified date, then the copy shall be made available on or before the tenth business day after the written request is received and the reasonable charge is tendered, or after the date specified in such request for compiling such record, whichever is later.

If the Secretary determines that the Corporation may not comply with a written request pursuant to this section 4, then the Secretary shall deliver to the requesting Member within ten (10) business days of receipt of the request a written notice either (i) stating that the Corporation does not believe that the information would be used for a purpose reasonably related to the requesting Member's interests as a Member, or (ii) offering an alternative method for accomplishing the requesting Member's stated purpose in a reasonable and timely manner.

Section 5. If a written request of the type described in Section 4, above, is received by the Corporation from a group of Members constituting one-twentieth (1/20) of one percent (1%) of the voting power of the Corporation, but not less than one hundred and twenty-five (125) members, as defined in Section 5036 of the California Corporations Code, then the Corporation may not refuse to comply with the written request except by petitioning the Superior Court of Alameda County for an order setting aside the request as provided by section 6331 of the California Corporations Code, unless the group of Members accepts an offer by the Corporation for an alternative method for accomplishing the purpose specified in the written request.

Article XIX: Insurance

This Corporation will have the power to and will use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Article VIII of these Bylaws; provided, however, that the Corporation will have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transactions, as described in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Article XX: Construction and Definitions

Section 1. General. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law will govern the construction of these Bylaws.

Section 2. "Interested Person". For purposes of these Bylaws, "Interested Person" means: (i) any person currently being compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full or part time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as a Director, and (ii) any sibling, ancestor, descendant, spouse, or in-law of any person described in (i) above.

Article XXI: Amendments

Section 1. Subject to the rights of the Members to adopt, amend or repeal these Bylaws, specified in Section 2 of this Article, and subject to the provisions of section 5150 of the California Corporations Code, these Bylaws may be amended or repealed or new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) or ten (10), whichever is greater, of the Voting Directors present at any regular meeting of the Board or at any special meeting of the Board provided, however, that the proposed amendment shall have been filed with the Secretary at least thirty (30) days and not more than ninety (90) days prior to the meeting. A Member may propose an amendment, repeal or new Bylaws to be considered and voted upon by the Board pursuant to this Section; provided that copies of the proposed amendment, repeal or new Bylaws are sent by the Member proposing the change at least ten (10) days prior to the meeting to the Secretary of the Corporation at the post office address or electronic address as shown by the records of the Corporation.

Section 2. A Bylaw fixing or changing the total number of Voting Directors or the number of Officers may not be adopted, amended or repealed without the vote or written assent of a majority of the Members of the Corporation, or the majority vote of the Members present at a meeting of the Members duly called pursuant to Article V of these Bylaws at which a quorum is present. In case any proposed amendment is to be voted on at a meeting of the Members, copies of such amendment shall be sent by mail or

electronic communication to each Member at the address, email address or other electronic address of such Member appearing on the books of the Corporation, or by publication in the official publication of the Corporation as identified in Article XIV with the notice of such meeting required by Section 3 of Article V hereof or by digital media produced by the Corporation.

Article XXII: Board Year

For purposes of these Bylaws the Board year of the Corporation is defined as beginning on July 1 and ending June 30, consistent with the academic calendar. The fiscal year shall be as determined by the Board.

Article XXIII: Emergency Bylaw Provisions

Section 1. Emergency. The Emergency Bylaw provisions of this Article are adopted in accordance with Section 5151(g) of the California Corporations Code. Notwithstanding anything to the contrary herein, this Article 23 applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Article 5 and Article 6 herein:

- a. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;
- b. An attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- c. An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- d. A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

Section 2. Emergency Actions. During an Emergency, the Board may:

- a. Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the emergency;
- b. Relocate the principal office or authorize the officers to do so;

- c. Give notice to a Director or Directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Article 5 and Article 6 herein.
- d. Deem that one or more Officers present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an Emergency the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this Article may not be used to impose liability on a Director, Officer, employee or agent.

Article XXIV: Effective Date

On December 1, 1979, the foregoing Bylaws were duly approved by the Council. They have been amended effective January 1, 1980, June 11, 1983, December 3, 1988, September 11, 1993, August 26, 1995, June 14, 1998, August 28, 2004, April 1, 2005, June 3, 2005, June 4, 2005, January 21, 2006, August 25, 2006, June 27, 2008, December 11, 2009, February 10, 2012, March 10, 2015, December 12, 2017, June 29, 2018, September 14, 2018, June 17, 2021 and April 8, 2022.