

*Bylaws of the
University of California, Berkeley Alumni Club of
Washington, DC*

Adopted: April 16, 2008

Revised: July 11th, 2012

Revised: December 12, 2012

Article I. Name

The name of this Chapter is The University of California, Berkeley Alumni Club of Washington, DC, herein afterward referred to as the “Cal Alumni Club of Washington DC”, or “the Club.”

Article II. Purpose

The purpose of the Club shall be to join local University of California, Berkeley Alumni together in organized efforts to benefit the members of the group and the University of California, Berkeley.

In furtherance of these general purposes, the Club shall do this by:

1. Promoting Cal spirit and camaraderie through social activities
2. Promoting social and professional relationships among alumni
3. Promoting lifelong learning through educational and other events
4. Mentoring students and assisting recent graduates transition to their professional lives
5. Advocating on behalf of the University of California
6. Conducting outreach on behalf of the University of California
7. Fundraising for scholarships and reading scholarship applications

Article III. Powers

In furtherance of these purposes, the Club may exercise any of the powers specifically or implicitly conferred on it by the laws of the place of its incorporation or any place where it carries on its activities, by the Charter of the California Alumni Association, and by these Bylaws. Using these powers, the Club may do any and all acts and things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of its purposes.

Article IV. Membership

A. Eligibility

All UC Berkeley Alumni residing in, working in, or with an interest in the greater Washington, D.C. area are eligible for membership in the Club.

B. Dues

1. Each member of the Club will be assessed annual dues in the amount determined by the Board of Directors.

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2. The Board may accept in-kind donation of service hours from the Board in lieu of membership payments, at the discretion of the Executive Committee.

C. Period

The membership year shall run from January 1 to December 31.

Article V. Board of Directors

The activities and affairs of the Club shall be controlled, directed, and supervised by a Board of Directors. All powers of the Club conferred by applicable laws shall be exercised by the Board of Directors, except as otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws.

The Board of Directors shall determine the Club's policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes, and shall have discretion in directing the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the exercise of the powers granted to it, appoint such agents as it may consider necessary to carry on the Club's activities.

The Board of Directors ("Board") shall comprise of Officers, Directors-at-Large, and Governors. The Board shall act only as a Board, and individual members thereof ("Directors") shall have no power to act for the organization except as specifically authorized by the Board or these Bylaws.

A. Officers

At a minimum, duly elected officers shall consist of:

1. President
2. Executive Vice President
3. Membership Director
4. Treasurer
5. Secretary
6. Vice President of Activities
7. Vice President of Athletics
8. Vice President of Student Relations
9. Vice President of Professional Development

B. Directors-At-Large

Up to three (3) Directors-At-Large may be appointed by the President, and two (2) may be appointed by the Executive Vice President, subject to confirmation by the Board. Directors-At-Large shall be voting Directors. Notice of proposed nominees must be provided to the board prior to the meeting in which a confirmation vote would take place. If the President and the Executive Vice President do not fill a vacant Director-At-Large position within 60 days of the date of vacancy, any Officer may make an appointment to the vacant position, subject to confirmation by the Board.

C. The Immediate Past President

The Immediate Past President shall serve as a voting Director of the Board. If he/she is no longer in the greater Washington, DC area or does not wish to serve on the Board, the

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most recent past President residing in the Washington, DC area shall serve as the Immediate Past President.

D. Governors

The Club Officers may be advised by Governors consisting of the past Presidents and other former Officers of the Club. Governors shall be non-voting Directors unless they gain re-election as an Officer or Director-at-large.

E. Officer Eligibility

1. The President and Treasurer must have served as an Officer or a Committee Chair for at least one year.
2. All Officers must have served on at least one committee or helped organized at least one event in the previous year prior to running for office.
3. All Officers must be dues-paying members of the Cal Alumni Association and the Cal Alumni Club of Washington, DC.
4. Directors may be considered eligible “dues-paying members” through payment of in-kind services deemed acceptable by the President, at the discretion of the Executive Committee.

F. Tenure

1. The terms of office shall begin on January 1.
2. The terms of office for the President and the Treasurer shall be limited to two (2) consecutive terms of two (2) years each. Such officers may be re-elected to the same position after leaving that position for at least one year.
3. The terms of office for all other elected Officer positions shall be limited to three (3) consecutive terms of one (1) year each. Such officers may be re-elected to the same position after leaving that position for at least one year.
4. The Immediate Past President shall serve as a voting member of the Board for as long as his/her successor remains President.
5. There shall be no term limit on non-voting Directors.

Article VI. Committees

A majority vote of the Board shall establish a standing or ad hoc committee for the Club, as well as Chairs for those committees.

A. Executive Committee

1. The Executive Committee shall consist of the President, the Executive Vice President, the Membership Director, the Treasurer, and the Secretary.
2. The President shall convene the Executive Committee if a decision needs to be made on less than 24 hours notice or under emergency conditions.
3. A quorum shall consist of four members of the executive committee.
4. Decisions shall be made on a majority vote basis.

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5. The Executive Committee may meet in person, via telephone, or via email, as deemed appropriate by the President. Votes necessary for the Executive Committee's operations may be made through e-mail or voting by proxy.
6. The President shall report on the activities of the Executive Committee at the following the Board meeting.

B. Ad Hoc Committees

1. The Board may, by a majority vote, create an ad hoc event planning committee for planning club events.
2. Chairs of event planning committees must receive authorization from the Treasurer before committing Club resources toward an event.
3. Ad hoc event planning committees shall report to the appropriate Vice President, as decided by the Board.
4. Ad hoc committees may meet in-person, via telephone, or via email, as deemed appropriate by the committee chair, in the absence of Board direction.
5. Votes necessary for the operations of an ad hoc committee may be made through e-mail or voting by proxy.
6. The President may, on his or her own initiative, appoint an ad hoc committee that does not have authority to conduct business on behalf of the Club in order to report on, and facilitate, the Club's operations. Such ad hoc committees report to the Board of the Directors through the President or other Director appointed by the President for such purpose.

C. Chairs

1. All Chairs must be dues-paying members of the Club.
2. Committee Chairs have the authority to assign tasks and delegate responsibilities to members of said Committees, and may develop rules for the operation of said Committees when such rules are not developed by the Board or the President.
3. Committee Chairs may also establish subcommittees as such Chairs deem necessary and appropriate to the function of the Committee. Such subcommittees shall report to the Committee and shall have no authority to act on behalf of the Club.

Article VII. Duties of the Board of Directors

A. President

It shall be the duty of the President to:

1. Oversee the general management of the Club
2. Call Board meetings and coordinate the activities of the Club
3. Ensure smooth operation of the Board
4. Appoint ad hoc committees for the Club, as well as chairpersons for those committees, with a majority vote of the Board

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5. Serve as the primary liaison to the Cal Alumni Association and to the University
6. Maintain communication with the Club through the listserv and website
7. Oversee the Board transition and training upon departure
8. Disburse Club monies in the event of the Treasurer's absence

B. Executive Vice President

It shall be the duty of the Executive Vice President to:

1. Maintain and coordinate the calendar of Club activities
2. Preside over Board meetings if the President is absent
3. Serve as a liaison between the Club and the Capitol Alumni Network
4. Attend at least 4 Capitol Alumni Network meetings on a quarterly basis
5. Succeed the President for the remainder of the term in the event of a vacancy.

C. Membership Director

It shall be the duty of the Membership Director to:

1. Maintain a current database of dues-paying members
2. Collect data for, and maintain, a current database of all alumni who actively participate in club activities, as well as the activities each alum participates in
3. Ensure the confidentiality of alumni personal information, as well as ensure that all officers and leaders properly collect, maintain, and use personal information.
4. Respond to membership inquiries
5. Assure membership materials are distributed at club events
6. Implement strategies to increase the number of dues-paying members

D. Treasurer

It shall be the duty of the Treasurer to:

1. Work closely with all event coordinators to budget for events and account for profits or losses generated by events
2. Receive funds paid to the Club, both electronically and in paper format
3. Disburse money on properly authorized orders and invoices
4. Keep an accurate written record of all receipts and disbursements
5. Present a Treasurer's Report to the President every month and to the Board on a quarterly basis
6. Produce financial statements for the Club on a quarterly and club year-end basis
7. Have authorization to distribute funds on behalf of the Club
8. Tally votes from the Board and record minutes in the absence of the Secretary

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E. Secretary

It shall be the duty of the Secretary to:

1. Coordinate with the President to collect agenda items and distribute agendas prior to meetings
2. Track attendance and keep minutes of the proceedings of all Board meetings of the Club
3. Tally votes from the Board
4. Provide, maintain, and circulate current copies of the Club's Bylaws
5. Maintain club historical record and club archives
6. Keep records of club supplies, as well as who maintains custodial control of club supplies at any time
7. Oversee and manage the production of the Club's annual newsletter
8. Oversee and manage the semi-annual audit of the Club's financial records

F. Vice President of Activities

It shall be the duty of the Vice President of Activities to:

1. Serve as a liaison between the Board and appropriate event planning committees
2. Oversee and maintain a schedule of activities consisting of a well-rounded series of events which may include social events, educational activities, happy hours, community service events, and cultural activities

G. Vice President of Athletics

It shall be the duty of the Vice President of Athletics to:

1. Serve as a liaison between sports teams and the Board
2. Identify coaches to coordinate sports teams
3. Coordinate sports viewings, including identifying venues, maintaining relationships with venues, and recruiting new members at sports viewings
4. Oversee and manage the Big Game Viewing Party
5. Serve as an alternative in the absence of the Executive Vice President at Capitol Alumni Network meetings

H. Vice President of Student Relations

It shall be the duty of the Vice President of Student Relations to:

1. Oversee the Accepted Students' Reception, Cal-in-the Capitol programs, area high school recruitment efforts, and related programs
2. Serve as a liaison for Cal's student programs in Washington, DC, including the UCDC program and the Cal-in-the Capital program

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I. Vice President of Professional Development

It shall be the duty of the Vice President of Professional Development to:

1. Recruit and supervise volunteers to plan at least two (2) career networking or professional development events per year
2. Help connect alumni with similar professional interests
3. Assist current and newly graduated students in their transition to a professional career.

J. Directors-At-Large

It shall be the duty of Directors-At-Large to:

1. Assist the Officers in the administration of the Club
2. Attend Club events regularly (minimum 3 events per year)
3. Serve on at least one committee

K. Immediate Past President

It shall be the duty of Immediate Past President to:

1. Oversee the Board transition and training
2. Serve on at least one committee
3. Respond to all grievances
4. Liaison with Governors
5. Serve as the Election Officiate

L. Governors

It shall be the duty of Governors to:

1. Oversee the Board transition and training
2. Advise the Officers in the administration of the Club
3. Service on a least one committee
4. Help Officers build relationships with the broader University community

Article VIII. Meetings

A. Board Meetings

1. Frequency

The board will hold at least six (6) meetings per year, held bi-monthly

2. Authority to Call Meetings

The President has the authority to call meetings of the Board of Directors. If meetings are not called by the President in accordance with the Bylaws, any four (4) Directors may call a meeting.

3. Notice of meetings

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- a. Notice of Board meetings will be given to Directors at least three weeks ahead of time unless an emergency warrants shorter notice.
 - b. Notice of Board meetings will be given to Club members at least one week ahead of time unless an emergency warrants shorter notice.
4. Attendance
 - a. All Board Members are expected to attend at least four (4) meetings per year. Attendance via phone or proxy is permissible, when technology permits.
 - b. All dues-paying members may attend Board meetings.
 5. Quorum
A quorum shall consist of 50 percent of the elected Directors.
 6. Procedure
Board meetings shall be governed by Robert's Rules of Order Newly Revised, if requested by any voting Director.
- B. Annual Membership Meeting
1. Timing
The annual membership meeting will be held in December
 2. Notice of Meeting
Notice of the annual meeting will be given to Club members at least three weeks ahead of time.
 3. Attendance
All dues-paying members may attend the annual membership meeting.
 4. Quorum
A quorum shall consist of five (5) percent of the dues-paying membership.

Article IX. Elections of the Officers

- A. Timing
1. The Club will hold annual elections of officers
 2. Annual elections will be held at the annual membership meeting
- B. General Regulations and Procedures
1. Voting Eligibility
All dues-paying members of the Club are eligible to vote.
 2. Election Officiate
 - a. The Immediate Past President shall serve as the Election Officiate and preside over the election.

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- b. If the Immediate Past President is running for office or otherwise unable to preside over the elections, the elections shall be presided over by a Director not running for office.
3. Filing
 - a. Eligible candidates who intend to run for a position on the Board shall file a statement of candidacy to appear on the Club listserv two (2) weeks prior to the election.
 - b. Candidates may file for more than one position but may only hold one.
4. Balloting

Ballots shall confidential.
5. Results
 - a. Results shall be tabulated by the Election Officiate, and witnessed by a member dues-paying member not running for office.
 - b. The candidate receiving a simple majority of the votes cast shall be declared the winner. If there are more than two candidates, plurality shall determine the winner.
 - c. In the event that a candidate is running in an uncontested race, the candidate must receive a majority of the votes cast for the particular race to be declared the winner.
 - d. In the event that a candidate wins more than one race, he or she must choose only one position to hold. The candidate(s) with the next highest votes shall be declared the winner of the remaining races.
 - e. In the event of a tie, a coin tossed by the Election Officiate shall determine the winner.

C. Vacancies

1. The President may, with a majority vote of the Board, appoint a Club member to fill a vacancy on the Board. If the President does not appoint a Club member to fill a vacancy within 60 days of the occurrence of vacancy, any Director may make the appointment, subject to confirmation by a majority vote of the Board. All proposed appointments must be submitted to the board prior to the meeting in which a confirmation vote would take place.
2. The board shall declare a vacancy in a position if an incumbent fails to fulfill his/her duties for at least three (3) months.
3. Appointment for the remaining term limit does not count toward the term limits set forth above for elected Directors.

D. Recall of Directors

1. Filing
 - a. A petition signed by five (5) percent of the dues-paying members shall initiate a review by the Board of Directors. After which, removal will require a two-thirds vote of all Directors.

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- b. The Board shall have the authority to initiate a recall of a Director. Removal will require a three-quarters vote of the Directors, with a quorum of greater than 50 percent
 - c. Recall charges must be stated in writing and shall be filed with the Immediate Past President.
2. Grounds
Legitimate grounds for recall include negligence of duties as defined by the Bylaws, financial impropriety, or improper use of club resources including but not limited to the membership list, website, or listserv.
 3. Timing
The Board will vote to recall in the meeting following the meeting in which charges are initially discussed.

Article X. Finance

A. Signatories

The Treasurer, President, Executive Vice President, and Secretary shall be authorized signatories on the Club checking account.

B. Records

1. The Treasurer shall keep an accurate written record of all receipts and disbursements.
2. The financial records will be audited semi-annually, prior to the annual membership meeting and six months thereafter, by the Secretary and other Officer, as designated by the Board.

C. Request for Club funds

All requests for Club funds shall be brought before the Board prior to disbursement, unless duly authorized to spend Club resources by these Bylaws.

D. Disbursements

1. No disbursement over \$1,000 shall be made unless authorization prior to the event has been granted by the Board.
2. Signatories are prohibited from signing checks made out to themselves.
3. The Treasurer may request receipts for all disbursements over \$25.

Article XI. Amendments

A. Proposals

1. Any dues-paying member may propose an amendment to the Club Bylaws during any Board meeting.
2. Proposals shall be posted on the listserv before the Board votes on the issue.

B. Adoption

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1. The Board may amend or repeal the Bylaws by a two-thirds vote of the Board.
2. Amendments approved by Board must be presented as an agenda item during the following Annual Membership Meeting.
3. A change in the Bylaws must be submitted to the California Alumni Association in writing for approval. If CAA fails to act on a proposed change in 30 working days, the bylaw amendments shall be adopted unless and until the CAA rejects such amendments.

C. Publication

1. The Board shall publish any adopted amendments to the Bylaws on the Club listserv not more than two months after voting on the amendment.
2. The Bylaws will be posted on the Club website.
3. A copy of the adopted Bylaws will be submitted to the Cal Alumni Association.

Article XII. Dissolution

A. Method

The chapter may be dissolved by a unanimous vote of the Board of Directors.

B. Disposition of Assets

Upon the dissolution of the organization, the Board shall make payments for all liabilities of the Club, including the pro-rated refund of memberships, and donate of all the remaining assets to the UC Alumni Club of Washington, D.C. Alumni Scholarship. In the event the UC Alumni Club of Washington, D.C. Alumni Scholarship is not in existence at the time of dissolution, the Club will donate all of its remaining assets to the Cal Alumni Association, or, if the Association is no longer in existence, to the Cal in the Capital program or to the University of California. No Director shall be a recipient of any of the remaining assets of the Club upon dissolution.

Adoption & Revision History:

Adopted: April 16th, 2008

Revised: July 11th, 2012

- i. Article IV:C - Membership year changed from September 1 to August 31, to January 1-December 31.
- ii. Article V:G:1 - The terms of office were changed from beginning on June 1, to beginning January 1.
- iii. Article VIII:B:1 - The annual meeting was moved from May to December.

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- i. Article I – “Cal Alumni Club of Washington DC” is added as a DBA for the club
- ii. Article V:A:9 - VP of Alumni Affairs is retitled VP of Professional Development
- iii. Article V:B – At-Large appointment responsibility shared between President and Executive VP. Time limit placed on appointment responsibility, with any board member able to appoint after 60 days.
- iv. Article V:D – UCDC Ex-Officio language removed.
- v. Article V:F:3 - California Alumni Association changed to Cal Alumni Association
- vi. Article VII:A:5 - President is now primary liaison to University as well.
- vii. Article VII:B:2-3 – Language added to require Membership Director to maintain list of active alumni, regardless of dues status, including event attendance. Language also added to ensure data confidentiality and custodial ownership of data.
- viii. Article VII:C:5-6 – Secretary now maintains club archives and record of supplies.
- ix. Article VII:D:1 – Wording revised to make VP of Student Relations more general and appropriate. High school recruitment added to responsibilities.
- x. Article VII:E – VP title changed from Alumni Relations to Professional Development. Mentorship responsibility added to include current as well as recent alums.
- xi. Article VII:F – Immediate Past President now is liaison to Governors.
- xii. Article VIII:A – New section added about Authority to Call Meetings. President has role, with the ability of any 4 board members to also call meeting if the President does not.
- xiii. Article IX:B:1 – President appointment power limited with a 60 day time limit. After that time, any board member may nominate someone to a vacant position.
- xiv. Article IX:B:2 – Board vacancy rule changed to require board recognition, and tightened definition of vacancy.
- xv. Article IX:C – Recall approval percentage changed from $\frac{3}{4}$ to $\frac{2}{3}$.
- xvi. Article X – Membership Director removed as signatory to bank account, and Secretary added.
- xvii. Article XI – Amendments approved by board must be reported as an agenda item as the following Annual Membership Meeting. California Alumni Association changed to Cal Alumni Association.
- xviii. Article XII – Dissolution of assets recipients simplified, while also effectively keeping the same beneficiaries.