BYLAWS
COLUMBIA UNIVERSITY ALUMNI ASSOCIATION OF SOUTHERN CALIFORNIA
REVISED JANUARY 26, 2012

Article I – Name

The name of this incorporated association is the Columbia University Alumni Association of Southern California, Inc., hereinafter called the “Association”, “CUAASC” or “Columbia SoCal.”

Article II – Purposes

The purposes of the Association shall be:
  a. To cooperate with and promote the best interests of Columbia University (hereinafter called the “University”) in Southern California;
  b. To serve the interests of the local University alumni;
  c. To promote congenial business and social relationships among CUAASC members (“Members”);
  d. To conduct academic/intellectual events for University alumni;
  e. To assist the University in advising and recruiting the best possible candidates for admission to the University;
  f. To periodically award financial or other assistance to qualified students of the University according to such criteria as the board as may from time to time determine; and
  g. To make available career advice to students and alumni of the University.

Article III – Membership

1. Eligibility. Every graduate of the University or Schools affiliated with the University (or parents of a current student or graduate of the University or Schools affiliated with the University) and any other person who has an academic or administrative position, or who otherwise has an affiliation with the University deemed appropriate by the Board of Directors (hereinafter the “Board”), and whose primary residence is in Southern California (with the approximate boundaries being from the southernmost portion of Orange County to Santa Barbara and from the Pacific Ocean to the eastern border of the state), shall be eligible to become a Member of the Association.

2. Membership Dues. The dues of Members shall be in such amount, shall cover such period, and shall be payable by such date as shall be fixed from time to time by the Board. The Board may, in its discretion, establish special honorary dues categories at higher than normal rates. The Board may also establish reduced dues categories (e.g., for recent graduates, current students at the University, older alumni, etc.), or a free dues category for first year Members, as determined by the Board.

3. Member in good standing. Any Member who shall have paid his/her dues for the current year shall be a member in good standing of the Association.

4. Termination of Membership. Membership in the Association shall be terminated by death, by failure to pay the dues fixed by the Board, by resignation or expulsion of the Member, or by liquidation or dissolution of the Association. Any Member may resign from the Association, after fulfilling all obligations to it, by giving written notice of such intention to the Secretary of the Association, which notice shall be presented to the Board by the Secretary at the first meeting after its receipt. For cause, such as for conduct prejudicial to the best interests of the Association, a member may be censured, suspended for a period or expelled from the Association. Censure, suspension or expulsion shall be by an affirmative vote of two-thirds (2/3) of the total number of
Board Members then in office and shall be at a meeting, provided that a statement of the charges, together with a notice of the meeting, shall have been provided in writing to the Member at least fifteen (15) days before final action is taken thereon. The Member shall be given an opportunity to present a defense to such charges at the time and place stated in the notice.

5. **Voting.** Each Member shall have one vote on all matters open to the general membership.

**Article IV - Nominating Committee**

The Nominating Committee of the Board shall be composed of five Board members, at least two (2) of whom shall be officers and shall be appointed by the President. An individual selected by the Nominating Committee shall chair the Nominating Committee. The Nominating Committee shall act by a vote by a majority of its members. A majority vote of the Board is required for nomination.

**Article V – Officers**

1. **Officers.** The Officers of the Association shall consist of a President, an Executive Vice President, a Treasurer and a Secretary, all of whom are selected in accordance with Article IX, and up to three (3) other Vice Presidents selected by the President and ratified by the Board, to perform such roles as the President shall assign.

2. **Election.** Any Member shall be eligible for election to the Board and for any Officer position, provided that the Nominating Committee nominates the Member in accordance with Article IX. In addition, any Member shall be eligible for election to the Board if the Member has attended at least three board meetings in the current or prior year and receives the nomination of at least ten Members.

3. **Term of Office and Vacancies.** Each Board member and Officer shall serve for a period of one (1) year from the date of his/her election or until the next regular election, or if appointed to serve out the term of a predecessor, until the next regular election. No Officer shall hold more than one office during his/her term of office. The President may nominate, and the Board may approve, a replacement to any vacant Board and Officer position until the next regular election (see Article IX below – “Elections”).

4. **Duties of Officers**
   a. **President.** The President shall be the Chief Executive Officer of the Association and shall:
      i. Preside at all Board meetings;
      ii. Create all committees and appoint committee chairs;
      iii. Be an ex officio member of all committees, with a vote in case of a tie;
      iv. Make at least one (1) annual report at the Annual Meeting to Members on the state of the Association and such interim reports as he/she believes are necessary;
      v. Prepare and submit to the Board for their approval, with the assistance of the outgoing President and the Treasurer, a yearly budget and plan of Association activities. Such budget and plan shall be submitted within thirty (30) days after the President shall assume office;
      vi. Serve as primary liaison with the University and any other regional University clubs in the Southern California area;
      vii. Authorize expenditures in accordance with procedures established by the Board; and
      viii. Oversee the paid Association administrative assistant.
   b. **Executive Vice President.** The Executive Vice President shall:
i. Act in place of the President when the President is temporarily not available to render services hereunder (e.g., absence at a general meeting).
ii. Assist the President in such tasks as the President may delegate.

c. **Secretary.** The Secretary shall:
   i. Prepare minutes in a timely manner after all Board meetings for subsequent distribution to Board members by the next regularly scheduled Board meeting;
   ii. Maintain accurate records for all regularly scheduled Board meetings, including minutes of any meeting the Secretary was unable to attend; and
   iii. Make appropriate corporate filings to maintain the good standing of the Association.

d. **Treasurer.** The Treasurer shall:
   i. Receive and be custodian for all Association dues and other revenues received and shall pay all Association bills properly authorized and incurred;
   ii. Maintain accurate records for all funds and accounts;
   iii. Provide reports (income statement, balance sheet, etc.) on a quarterly basis to the President and Board. Prepare a full financial report submitted annually to the membership;
   iv. Oversee all budgets, including the Association's Operating Budget, Event Budgets, etc. The Treasurer is only authorized to make payments/reimbursements for any event expenses provided that he/she is in possession of an Event Budget signed by the President or, in the absence of the President, by the President’s designated alternate or approved by a simple majority of the Board. The Treasurer shall also seek approval from a majority of Directors prior to payment/reimbursement of any expenses in excess of $500 not explicitly authorized by the Board of Directors or documented by the party expending such expenses; and
   v. Serve as chairman of the Association’s Investment Committee, unless the Treasurer is unable to perform this function, in which case the President shall assign this role to another Officer;
   vi. Authorize expenditures in accordance with procedures authorized by the Board; and
   vii. Make all appropriate filings with the taxing authorities.

**Article VI - Board of Directors**

1. **Membership.** The Board shall be composed of the Association Officers and other Directors as shall be elected on the annual ballot. The immediate past President of the Association has the option to serve as an ex-officio member of the Board. In order to be eligible to become a Director, an individual must be a current Member of the Association. Directors must demonstrate their commitment to the Association by, for example, attending Board meetings, chairing events, serving on and chairing committees and otherwise dedicating their time, resources and efforts to the Association. The minimum number of Directors shall be twelve (12), with a maximum of twenty (20). The number of Directors is currently fifteen (15). Subject to the foregoing, in order to change the number of seats on the Board, the Board must agree to such proposal through a two-thirds (2/3) majority vote of the quorum of Board members at any Board meeting. Any vacancy on the Board may be filled by a vote of a two-thirds (2/3) majority vote of the quorum of Board members at any Board meeting.

2. **Telephonic Board Meetings.** Any meeting of the Directors may be held by conference telephone or similar communication equipment, so long as two-thirds (2/3) of the Directors participate and all Directors participating in the meeting can hear one another.
3. **Action by Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

4. **Terms of Directors.** Association Officers shall serve as Directors during their respective terms of Office. The immediate past Association President shall, if he/she shall have served at least one full term of office, automatically be eligible to serve as an ex-officio Director for the duration of his/her successor’s term of office for two (2) years with the right to vote. Other individuals confirmed as Directors shall serve for a period of one (1) calendar year, or until the next regularly scheduled Association election if appointed to fill the position of a resigning Director.

5. **Chairman.** The President of the Association shall serve as chairman of the Board. In the event that any vote of the Board results in a tie, the President's vote shall be decisive.

6. **Confirmation Procedures.** Directors shall be elected by a majority of the Association’s members casting votes in the manner provided in Article IX below.

7. **Duties.** The Board shall:
   a. Cause the purposes of the Association to be carried out by the Association Officers;
   b. Provide advice and counsel to the Association officers in the execution of their duties;
   c. Should the office of President become vacant, appoint through majority vote of the entire Board a new President to fill the unexpired term;
   d. In the event of the vacancy in any Officer (other than the President) or Board position, approve by a two-thirds vote of those present the name placed in nomination by the President;
   e. Remove any Officer or Director for proper cause (see Article X); and
   f. Approve all interfund transfers of Association monies, as well as all banking institutions or money managers serving as custodians of Association monies with the advice of the Treasurer and the Finance Committee.

8. **Quorum and Frequency of Meetings: Annual Meeting.** A quorum for a meeting of the Board of Directors shall be fifty percent (50%) or more of the existing Board. Board meetings shall be on held every other month or more frequently as set by the President. The Annual Meeting shall be held in the first quarter of each calendar year.

9. **Proxies.** Any vote taken by a board member may be done via proxies, which shall be submitted via email or mail.

10. **Indemnity.** The Association shall, to the maximum extent and in the manner permitted by California Law, indemnify each of its directors and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Association. The Association shall have the power, to the extent and in the manner permitted by California Law, to indemnify each of its employees and agents (other than directors and officers) against expenses judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the Association.

Notwithstanding the foregoing, no indemnification shall be made:

   a. In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Association, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the
circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine; or

b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without approval of the Court or the Association.

Article VII – Committees

1. **Purpose and Creation.** In order to appropriately staff and execute Association business, the President may create, from time to time, various committees. The President shall appoint committee chairs.

2. **Authority.** Association committees shall not have authority to commit resources of the Association in excess of $250 (or such lesser amount as the Board may determine) without the approval of an Officer, who shall comply with the expense authorization procedures established by the Board. Association committees shall not have authority to make policy decisions of the Association.

3. **Term.** Committee chairs will serve at the discretion of the President.

4. **Executive Committee.** The Executive Committee shall consist of the Officers of the Association and shall meet at special meetings called by the President when the President requires advice outside of regularly scheduled Board meetings.

5. **Advisory Committees.** The President shall appoint Advisory Committees on an as needed basis, consisting of Board Members and/or selected advisors to be determined by the President.

6. **School Liaisons.** The President shall also have the authority to designate official liaisons from each of the individual schools of the University.

Article VIII – Calendar Year/Timing of Elections

1. The Association's calendar year shall be from January 1 thru December 31.

2. Association elections shall be held no later than January 31, with new Officers and Directors assuming their offices no later than February 1.

Article IX – Elections

1. **Timing and Notification.** The Board of Directors shall determine the specific timing of the Annual Election. Notice of the Annual Election shall be sent to each Association Member not less than forty-five (45) days prior to the Annual Dinner.

2. **Election Process.** Ballots shall be distributed to Members through Electronic Transmission by the Corporation, as defined by California Corporations Code section 20 as then in effect. Members shall cast their ballots by Electronic Transmission to the Corporation, as defined by California Corporations Code section 21 as then in effect. Notwithstanding the foregoing, any Member may choose to receive and cast ballots through U.S. Mail by notifying the Secretary, in writing, of such choice.

3. **Presiding Officers Procedure.** The chair of the Nominating Committee shall prepare a slate for approval by the Board at a meeting at which a quorum is present and shall
preside over all elections. In the event that the Nominating Committee nominates an incumbent President who has served the prior two consecutive terms, then such approval must be by two thirds of the Board members in attendance at such meeting and, if he or she fails to obtain such approval, then he or she may not serve as President in the following year. In the event that the Board does not approve of the slate prepared by the Nominating Committee, the Board shall make nominations from the floor at such meeting and vote thereon.

**Article X - Removal of Officers or Directors**

1. **Cause and Procedure for Removal.** Any Association Officer or Director may be removed for unsatisfactory or non-performance of duties over a reasonable period of time, or if in the sole judgment of the Board, he/she commits any unethical, illegal, or other act or omission detrimental to the Association, including but not limited to: misappropriation of Association funds, misuse of the non-profit status of the Association or such other actions (whether or not related to his/her duties in the Association) which shall cause embarrassment or disrepute to the Association or to the University. A two-thirds (2/3) majority vote of the membership of the entire Board is required to remove any Officer or Director, provided that a statement of the charges, together with a notice of the meeting, shall have been provided in writing to the Member at least fifteen (15) days before final action is taken thereon. The Member shall be given an opportunity to present a defense to such charges at the time and place stated in the notice. A decision to remove an Officer or Director pursuant to this paragraph shall be final.

2. **Emergency Procedures.** In the event of an emergency, the President shall have the authority to immediately suspend any Officer or Director. Such action shall be promptly (i.e., within 30 days) followed by a hearing before the Association's Board, whose two-thirds (2/3) majority vote of the membership of the entire Board shall be required to ratify the President’s decision. The Board’s decision in such instance shall be final. Should the President commit any act meriting removal, the Executive Vice President shall have the authority to promptly call a meeting of the Board to address the matter. The Board of Directors shall have the authority to remove the President through a two-thirds (2/3) majority vote of the membership of the entire Board, and this decision shall be final. In the event that the President or the Executive Vice President decline to take the actions set forth hereinabove, the complaining party may take his/her complaint to the Executive Committee, which shall call an immediate meeting of the Executive Committee to vote on whether there should be an emergency Board meeting.

**Article XI - Financial and Budgetary Matters**

1. **Definition of Funds and Accounts.** The Treasurer shall create, from time to time, various Funds and Accounts, and shall maintain them in accordance with proper, professional standards in order to maximize the financial benefit to the Association. The Operating Fund shall be the primary fund of the Association, into which all operating funds are initially deposited. Other Funds and Accounts may be established on an as-needed basis, after approval of the Board.

2. **Banking Institutions and Money Managers.** The Treasurer and the Finance Committee shall recommend the banking institutions (or professional money managers) to be employed for the investment and custody of Association funds. Such decisions shall be made with the majority approval of the Board.
Article XII - Amendment of By-Laws

1. Commencement of the Amendment Process. Amendment to the By-Laws may be proposed by either of two methods: (a) upon written petition to the Secretary by any Association member, co-signed by at least nine other members, or (b) by the Board. In either case, the proposal shall set forth the proposed amendment and the reasons therefore, and the President shall place such proposed amendment on the agenda for the next regularly scheduled Board meeting. If approved by a two-thirds (2/3) majority vote of the membership of the entire Board, the proposed amendment shall be submitted in a call for a vote of Association members.

2. Procedures for Voting. Such vote shall in accordance with the voting procedures set forth in Article IX. The amendment shall be effective if approved by a majority of Members casting ballots.

Appendix A - Certification of Approval

The undersigned hereby certifies that approval of these revised bylaws (revised January 26, 2012) was made by a majority vote of Association Members voting, and that the procedure for amendment complies fully with the policies outlined in the existing Association bylaws. Upon execution below, these revised bylaws shall be in full force and effect.

Dated: 3/11/13

Russell Glazer
Corporate Secretary