

Columbia University Alumni Association of Southern California, Inc.
(the "Corporation" or "Club")

AMENDED & RESTATED BYLAWS Adopted April 22, 2021

Article I – Purpose

The Corporation is a California 501(c)(7) non-profit corporation per its Internal Revenue Service classification and is a social and recreational club. The Club shall foster camaraderie, mentorship, and encourage diversity (as the term is broadly defined in all its forms to include such differences as intellectual, cultural, social, demographic, experiential, and the like) among graduates, current, and former students of Columbia University. In furtherance of such purposes, it shall encourage educational and recreational activities for its members; recruit candidates for admission to Columbia University, and generally promote and encourage communication and support between Columbia University and its alumni residents in the region. It shall serve in extending knowledge of the aims and achievements of Columbia University; promote the interest of all alumni and alumnae in the academic and extracurricular activities of Columbia, representing the interests of the University in the six-county region composed of Los Angeles, Orange, Ventura, Santa Barbara, Riverside, and San Bernardino Counties in the state of California (the "**Region**").

Article II – Officers

1. Enumeration/Executive Committee/Officers/Directors. The officers of the Club shall consist of, at a minimum: a President (who shall also be the Chief Executive Officer), an Executive Vice President, a Treasurer, and a Secretary (collectively, "**Exec Officers**"), which together shall compose the Executive Committee ("**Exec Committee**") of the Board of Directors ("**Board**"). Each year, the Board may in its discretion add the following Board members who shall not be members of the Exec Committee: (1) up to four (4) additional voting officers with titles of "Vice President"; and (2) non-voting directors "at large" ("**Honorary Directors**") serving in an honorary capacity, with titles to be determined by the Board (e.g., members of an "Advisory Board" or "Rising Board Members"), whom will have minimal, if any, participation requirements and have no rights or duties hereunder unless specifically stated otherwise. The Honorary Directors may be added to the Board and seated by either a majority Board vote or appointment by the President. The number of any directors on the Board may be increased or decreased at any meeting by a simple majority (hereinafter "**majority**") of the Board then in office. Unless provided otherwise, any references in these Bylaws to "**directors**" or "**Directors**" shall be deemed to include only those voting directors on the Board. The Exec Officers and other Vice President officers noted above are collectively referred to as "**Officers**" or "**officers.**"

2. Board Elections. The President, Executive Vice President, Treasurer, and Secretary shall be elected annually by the Board at a meeting of the Corporation. The Vice Presidents and other officers may be recommended by the President and elected by the Board at any meeting during the year. Officers shall hold office through December 31 of the year for which they are elected and must have paid membership dues. No President shall hold any one office for more than two (2) successive terms unless the Board votes by a supermajority of 75% (hereinafter a "**Supermajority**") to allow such additional terms.



- 3. Co-Officers Sharing an Officer Position/Requirements.** In some instances, the Club may believe the option of sharing a single officer position by two directors as “**co-officers**” (e.g., as co-Presidents) is more appropriate than the structure outlined above. In this case, the terms of each of the two sharing co-officers must be staggered, and all other provisions of Article III must be adhered to without exception.
- 4. Qualification.** Only directors may serve as officers. A director cannot hold more than one role on the Exec Committee at a time. All members seeking or holding Board roles must have paid their Club membership dues, if any, for the year.
- 5. Nominations.** Notwithstanding that other committees are appointed by the President, the Nominating Committee (“**NomCom**”) shall be composed of five (5) current directors who are willing to serve on the committee, as follows:
- a. A maximum of two past Presidents serving on the Board shall automatically be on the NomCom. If there are more than two past Presidents on the Board, then priority will go to the most recent past President and the President who first served the longest ago. If either or both individuals decline to serve, any past President may act in their place.
 - b. All remaining NomCom members shall be directors appointed at the current President's discretion.
 - c. The NomCom Chairperson is selected from among the committee by a majority vote of the five committee members. If the committee cannot reach a majority vote, the current President will select the chair.
 - d. The current President of Columbia SoCal shall not serve on the NomCom.
 - e. The NomCom shall serve for the entire Board term.

The NomCom shall interview, research, and recommend potential candidates for each of the Officers, including the Vice Presidents and all directors for the subsequent Club year. The NomCom shall decide by a majority vote on a slate of recommended candidates to be submitted to the Board. The Board shall then discuss and vote to either approve this slate or send it back to the NomCom for revision until the Board approves the slate. The NomCom has the authority to meet on an as-needed basis to fill any prematurely vacated position in consultation with the Exec Committee. Criteria for determining and evaluating current, new, and returning Board membership (i.e., directors) shall include, without limitation:

- Engagement, including but not limited to event planning and participation and membership communications;
- Governance, including participation on committees and institutional knowledge of the Club;
- Outreach, including but not limited to leadership roles on other Columbia Alumni Association Special Interest Groups (SIGs) or alumni boards or liaising with the University.

- 6. Tenure.** Except as otherwise provided by law, the Articles of Organization or these Bylaws, the officers shall hold office until the end of the calendar year, and longer if needed until their respective successors are elected and qualified, or until such officer sooner dies, resigns, is removed or becomes disqualified.
- 7. Resignation.** Any officer may resign by delivering their written resignation to the Corporation, and such resignation shall be effective upon receipt unless specified to be effective at a future date.
- 8. Removal.** The Board may remove any officer with or without cause by a Supermajority vote based on the number of directors then in office.
- 9. Vacancies.** Any vacancy in any office may be filled for the term's unexpired portion by a special election by the Board.
- 10. Office of the President.** The President shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board, have general supervision and control of its affairs. Unless otherwise provided by the Board, they shall preside, when present, at all meetings of the Board and shall be an ex-officio member of all committees established by the Board. The President shall have these duties, and such other duties as the Board may designate from time to time.
- 11. Treasurer.** The Treasurer shall be the Chief Financial Officer of the Corporation and, subject to the directions of the Board, shall have general charge of the financial affairs of the Corporation and shall cause it to keep accurate financial records. The Treasurer shall be responsible for the custody of the funds, securities, and valuable documents of the Corporation, shall cause the preparation of annual and quarterly financial statements for presentation to the Board, and any such interim financial statements as may be needed, and shall perform such other duties as the Board may designate from time to time. The Treasurer shall manage and pay invoices for any insurance policies of the Corporation and pay all bills when approved in accordance with the requirements hereinafter. Unless expressly stated otherwise, the Treasurer may properly delegate any such powers and duties to the Assistant Treasurer, as appropriate. The Treasurer must have been a Director for at least two (2) consecutive years to be eligible to be nominated for this position.
- 11.1. Assistant Treasurer.** The Assistant Treasurer shall assist and support the Treasurer as needed and shall be aware of all financial and insurance accounts and how to access them if the Treasurer becomes incapacitated or otherwise unavailable. The Assistant Treasurer shall be aware of how to contact all approved signers on the Corporation's accounts.
- 12. Secretary.** The Secretary shall give notice of all regular and special meetings of the Club and Board, keep the minutes of Club proceedings and distribute them to the Board after each meeting. The Secretary shall have these duties and perform other such duties as the Board may designate from time to time.

Article III - Board of Directors

- 1. Powers and Duties.** The affairs of the Corporation shall be managed by the Board, which may exercise all powers of the Corporation except as otherwise provided by law, the Articles of

Organization, or these Bylaws. The Board may exercise its powers and act on any matter notwithstanding the existence of one or more vacancies on the Board. Any Committee Chairs must be members of the Board. The Board is the ultimate authority for this Corporation.

2. Number of Directors/Board Voting/Annual Club Elections. The Board shall be composed of not less than 11 and not more than 19 Directors, with an odd-numbered Board preferred to avoid tied voting; in the event of a tie in Board votes, the President shall be the tiebreaker. Any Board vote may be done via proxies, which Directors shall submit to the Board in writing (electronic means are acceptable).

Club membership shall elect Directors by a majority vote at the annual Club meeting or any special meeting held for this purpose by the current Board. Each Club member shall have one vote on all matters open to the general membership. The Board shall at such meetings determine the number of directors to be elected by majority vote, but in the absence of a determination, the number to be elected shall be the same as the number of directors then in office.

3. Tenure. The terms of all Directors shall expire at the end of each calendar year. Committee members need not be Board members and do not have term limits.

4. Resignation. Any director may resign by delivering their written resignation to the Board or the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at a later date.

5. Removal. A director may be removed from office with or without cause by vote of a Supermajority of the Board then in office and following such notice and removal; such Director shall not be re-elected a director or officer of the Corporation except by a Supermajority vote of the Board.

6. Vacancies. Any vacancy in the Board, however occurring, including a vacancy resulting from the enlargement of the Board, may be filled by the Board. Vacancies resulting from the resignation or removal of a Director shall be filled for the balance of their term. In lieu of filling any vacancy, the Board may reduce the number of Directors.

7. Meetings.

7.1. Regular Board Meetings. Regular meetings of the Board may be held at such time, date, and place as the President may determine. Special meetings of the Board may be called, in writing or electronically, by the President, Executive Vice-President, or four or more directors, designating the time, date, and place thereof. The Secretary will poll the Board to assess their availability. No regular Board meeting shall be scheduled without first soliciting all directors' availability, allowing at least three full days for a response from directors about their availability. Once such availability information has been collected, at least ten calendar days' notice of the date and time must be given to all directors before a Board meeting can be held. The Secretary will notify the Board of the confirmed meeting date and send out a reminder 24 hours prior. Suppose the President and/or Exec Committee determines the need for an emergency or interim Board Meeting,

emergency Board approval of crisis communication to the Club, or similar emergency action; In that case, the President must reach out to the Board directly and can take no action without a quorum (see Section 9) response confirming receipt of the President's outreach.

7.2. Club Meetings/Participation by Electronic or Telephone Conference. Club members may attend scheduled meetings unless the President declares or Board votes to hold a closed meeting for any reason. Members of the Board or any committee may participate in a Board or committee meeting via electronic, telephonic, or similar communications equipment, which permits all persons participating in the meeting to simultaneously hear each other, which shall constitute in-person attendance at such a meeting.

7.3. Special Meetings. Notice of the time, date, and place of all special meetings of the Board shall be given to each Director by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary and/or the President, or both, by the officer or one of the directors calling the meeting. Notice shall be given to each Director by delivery of such notice in person, electronically, or by telephone or another form of communication sent to such Director. Notice need not be given to any director if a written waiver of notice, executed by such Director before or after the meeting, is filed with the meeting records or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice. A notice or waiver of notice of a special meeting of the Board need not specify the meeting's purposes.

8. Quorum. At any meeting of the Board, a majority of Directors then in office shall constitute a quorum, with a fractional number of required directors being rounded upward to the next whole number. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

9. Action at Meeting. At any meeting of the Board at which a quorum is present, a majority of the directors present may take any action on behalf of the Board, unless a larger number is required by law, the Articles of Organization, or these Bylaws.

10. Action by Consent. Any action to be taken at any meeting of the Board may also be taken in the absence of meeting if all the voting members of the Board consent thereto in writing, including by electronic transmission, and the writing(s) are filed with the records of Board meetings. Such consents shall be treated for all purposes as a vote at a Board meeting.

11. Committees. The Exec Committee shall be a standing committee. The President or Board may create one or more standing and/or ad hoc committees, may appoint willing members of the Board to serve as committee members and chair(s), and may delegate to such committees some or all of its powers except those which are non-delegable by law, the Articles of Organization, or these Bylaws. Except as the Board may otherwise determine, any such committee may make rules for conducting its business; but unless otherwise provided by the Board or in such rules, its business shall be conducted as much as possible in the same manner as the Board in these Bylaws. All members of such committees shall hold such committee offices at the preference of the Board. The Board may abolish or reorganize any such committee at any time. Any committee to which the Board delegates any of its powers or duties shall keep records of its meetings, submit them to the Secretary and the President, and shall report its action to the Board.



12. Non-Director Sponsors, Friends, and the Like. The Board may designate persons or groups of persons as non-director sponsors, advisors, emeritus directors, or friends of the Corporation, or other such non-director titles as the Board may determine. Such persons shall serve in an honorary capacity only and shall have no rights and responsibilities concerning the Corporation, including but not limited to any right to notice of, or to vote at, any meeting of the Board.

Article IV - Standing Financial Approval Process

The Corporation seeks to make its administration more efficient and timelier by granting explicit authority levels and limitations to its officers to make reasonable financial decisions on behalf of the Corporation. Accordingly, before (i) any Club member or officer can commit to a financial obligation on behalf of the Corporation, and (ii) before the Treasurer is permitted to approve and/or make a disbursement from the treasury, the following approvals ("**Approvals**") must be obtained in writing and delivered to the Treasurer, and the Treasurer must have certified (which may be written or oral) that the requisite Approvals have been obtained. If the Treasurer does not respond within twenty-four (24) hours following a proper request for an approval, certification, and/or disbursement provided for hereunder, then the Assistant Treasurer may instead fulfill this function(s).

For the purpose of counting the number of officers who "approve" a proposed expenditure in the table below, the President's approval shall count as two approvals, the other Exec Officers shall count as one approval, and should none of the Exec Officers be available for approval, the votes of other directors shall constitute an approval. The Treasurer shall only vote to approve an expenditure when the Treasurer is materially involved in the planned event or expenditure. For the purpose of determining the number of approvals required, the entire anticipated cost of an event or item requiring an expenditure shall be considered a whole and not broken into smaller pieces that effectively circumvents the approval levels required.

Number of Approvals Required	Maximum Expenditure Amount
1	Up to \$150
2	\$151 - \$500
3	\$501 - \$1,000
4	\$1,001 - \$2,500
5	\$2,500 - \$5,000
Entire Board must approve	Over \$5,000

The Treasurer shall be responsible for maintaining the written evidence of the requisite approvals as part of the Corporation's financial records and make them available for inspection by any director who so requests. Electronic, written communications shall be deemed written evidence.

Absent special Board authorization as provided below, no event shall be considered for approvals for

expenditure unless and until a realistic, written budget is presented to the President and Treasurer that indicates the event is likely to at least break even (minus any costs ascribed to the work of a paid administrator, should there be one in the Club's employ at that time). To approve an event whose budget indicates it is unlikely to break even, the Board must approve this "subsidy" before such event's approvals can be considered.

At the discretion of the Exec Committee, the Corporation may also acquire paid assistance for administrative functions. The President and Treasurer must execute an agreement in writing outlining the duties and pay rate for the hired party and payment terms.

Article V - Membership and Dues

The Club shall consist of regular members, and within the Board's discretion, may also include honorary members. Those eligible for regular membership shall be:

- Alumni of any school or division of Columbia University residing in the territory of the Club. An alumnus is any person who holds a degree from the University, was admitted to a degree-granting program and completed at least one year in good standing, or has received the Post-Baccalaureate Pre-Medicine Certificate from the School of General Studies;
- Parents of current or former students at the University residing in this territory;
- Students currently attending Columbia and residing in this territory; and
- Spouses/surviving spouses of Columbia alumni.

Those eligible for honorary membership are so designated by the Club regardless of the previous affiliation with Columbia. They may enjoy all the privileges of regular members, except that they shall not: hold office, vote, or have any right in or title to or interest in the property of the Club. The Board shall set the parameters of how any honorary members may be included.

1. Members. The Club shall have a list of Club members, and all of the rights and duties of Club members under California incorporation law shall be exercised by and belong to the Board.

2. Annual Meeting. An annual meeting of the Corporation shall be held each year by February 15 at the place, time, and date as determined by the Board. At the annual meeting, the Board shall announce the following year's directors and officers, hear reports, and transact such other business as may properly come before the meeting. Notice of the annual meeting shall be given to the Board in the manner provided in Article II, and nominees for office and other interested persons may be invited to the meeting as the Board may determine.

3. Membership Dues. The Board, in its sole discretion, may decide to assess optional and/or mandatory membership dues, with the further option of designated honorary or other categories for higher and lower (e.g., recent graduates) dues and/or no dues at all. The Board may instead opt to avoid membership dues altogether. The Board has sole discretion in the matter.



Article VI - External Relations

- 1. Political Campaigning.** No part of the Club's activities shall involve political advocacy or otherwise attempting to influence legislation. This organization shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any public office candidate.
- 2. Political Neutrality/Communications and Events.** Per the Club's 501(c)(7) designation as a social and recreational organization, the Club will not align with a political party, candidate or take a publicly stated position on an issue via its communications or through its events. However, if the University has done so, the Board can vote on whether to support the University's public position on an issue or decide to remain neutral; any specific Club communication/event-related thereto requires Supermajority Board approval for the specific communication/event. Should the Board decide to support the University's position, especially regarding the dissemination of communication, the Club's communications may offer messaging, local context, and resources reflective of the Club's mission to serve the six-county region of Los Angeles.

ARTICLE VII - Dissolution

Upon the dissolution of this Club, after paying or making provision(s) for all its obligations and liabilities, all of the Club's remaining assets shall be distributed to Columbia University, so long as it is organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(7) of the IRS Code.

Article VIII - Amendments/Electronic Communications

To ensure that the Bylaws maintain relevance throughout the Club's lifetime, periodically, the President shall convene an ad-hoc committee of the Board to review the then-current Bylaws. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a vote of a Supermajority of all the directors at any meeting of the Board, provided that notice of any such proposed action be given to all directors prior to such meeting in the manner above provided.

Subject to applicable law, any notice, consent, or other communication required or permitted under these Bylaws may be given by electronic means and shall constitute a notice, consent, or other communication in writing.

Article IX - Indemnification

1. Definitions. For purposes of this Article X:

- 1.1.** A "Director" or "Officer" means any person serving as a director of the Corporation or in any other office filled by appointment or election by the directors and also includes (i) a Director or Officer of the Corporation serving at its request as a director, officer, employee, trustee, partner or another agent of another organization, and (ii) any person who formerly served as

a Director or Officer.

1.2. “Expenses” means (i) all expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Article, (ii) such expenses incurred in connection with a Proceeding initiated by a Director or Officer as may be approved by the Board of Directors, and (iii) any judgments, awards, fines or penalties paid by a Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding; and

1.3. A "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and any claim which could be the subject of a Proceeding.

2. Right to Indemnification. Except as limited by law and to the extent that the Corporation's exemption from federal taxation is not adversely affected thereby, the Corporation may indemnify its Directors and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Director or Officer, except that (i) no indemnification shall be provided for any Director or Officer regarding a matter as to which it shall be determined pursuant to Section 10.5 of this Article or adjudicated that he or she did not act in good faith and the reasonable belief that his or her action was in the best interests of the Corporation, or with respect to a criminal matter, that he or she had reasonable cause to believe that his or her conduct was unlawful, and (ii) no indemnification shall be provided for any Director or Officer with respect to any Proceeding by or in the right of the Corporation or alleging that a Director or Officer received an improper personal benefit if he or she is adjudged liable to the Corporation in such Proceeding or, in the absence of such an adjudication, if he or she is determined to be ineligible for indemnification under the circumstances pursuant to Section 10.5 of this Article.

3. Settled Proceedings. Suppose a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon a Director or Officer; In that case, no indemnification shall be provided to him or her with respect to such Proceeding if it is determined pursuant to Section 10.5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

4. Advance Payments. Except as limited by law, Expenses incurred by a Director or Officer in defending any Proceeding may be paid by the Corporation to said Director or Officer in advance of the final disposition of the Proceeding upon receipt of his or her written undertaking to repay such amount if he or she is determined pursuant to Section 10.5 of this Article or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make the repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 10.5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

- 5. Determinations; Payments.** The determination of whether a Director or Officer is eligible or ineligible for indemnification under this Article and the amount of indemnification to be paid shall be made in each instance by (a) a majority of the directors or a committee thereof who are not parties to the Proceeding in question, or (b) independent legal counsel appointed by a majority of such directors, or if there are none, by a majority of the directors in office, notwithstanding the preceding, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article.
- 6. Insurance.** The Corporation shall have power to purchase and maintain insurance on itself and on behalf of any agent, employee, director, or officer against any liability or cost incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability or cost.
- 7. Heirs and Personal Representatives.** The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of a Director or Officer.
- 8. Non-Exclusivity.** The provisions of this Article shall not be construed to limit the power of the Corporation to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments, or arrangements for indemnification permitted by law. In addition, the Corporation shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.
- 9. Amendment.** The provisions of this Article may be amended or repealed by vote of a majority of the Directors then in office; however, no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer under this Article concerning his or her acts or omissions at any time prior to such amendment or repeal shall apply to him or her without his or her consent.

Article X – Miscellaneous Provisions

- 1. Fiscal Year.** Except as otherwise determined by the Board, the fiscal year of the Corporation shall be a calendar year.
- 2. Execution of Instruments.** All deeds, leases, transfers, contracts, bonds, notes, and other obligations to be entered into by the Corporation in the ordinary course of its business without Board action may be executed on behalf of the Corporation by the President or the Treasurer.
- 3. Corporate Records.** The original, or attested copies, of the Articles of Organization, Bylaws, and records of all meetings of the incorporators and Board shall be kept in California at the principal office of the Corporation if there is one, or at an office of its Secretary or resident agent and provided to the Corporation's liaison at the Columbia Alumni Association (CAA) of Columbia University in the City of New York. Said copies and records need not all be kept in the same office and can all be electronic copies saved in an online repository. They shall be

available at all reasonable times for the inspection of any Director for any proper purpose.

- 4. Articles of Organization.** All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.
- 5. Amendments.** Except as provided in Section 10.9, these Bylaws may be amended or repealed by the Board.
- 6.** In order to maintain the Corporation's level of status with the Columbia Alumni Association (CAA), on an annual basis, the Corporation shall provide to the CAA:
 - An annual report and a copy of the current Bylaws;
 - List of officers and any committee chairs;
 - Events information (names, dates, places of events held, along with lists of RSVPs and attendees per event, if any are still pending).