

**BYLAWS**

**OF**

**CALIFORNIA STATE UNIVERSITY, CHICO**  
**ALUMNI ASSOCIATION**

**Revision Approved: September 10, 2005**

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## **1.0 PURPOSE.**

The purpose of the California State University Alumni Association is to advance the interests of the University, alumni, current and future students through mutually beneficial and lifelong partnerships.

## **2.0 NAME AND OFFICES.**

**2.1 Name.** The name of this Association is California State University, Chico, Alumni Association.

**2.2 Principal Office.** The principal office of the Association for the conduct of its affairs in the State of California shall be located at or near the California State University, Chico in the County of Butte.

**2.3 Other Offices.** The Association may have such other offices as the Board of Directors (hereafter the "Board;" Individual members of the Board are hereafter referred to as "Directors") may determine, or as the affairs of the Association may require from time to time.

## **3.0 MEMBERSHIP.**

### **3.1 Classes.**

3.1.1 There shall be three classes of members of the Association: **regular, honorary, and affiliate** (hereafter referred to as the "members").

### **3.2 Regular Members.**

3.2.1 The following persons shall be eligible for regular membership in the Association:

A. Any person who has been awarded a degree or attended classes at California State University, Chico, or any predecessor;

B. Members or former members of the faculty and staff of the California State University, or any predecessor.

**3.3 Honorary Members.** The Board may confer honorary membership upon any person who has rendered outstanding service, or has brought distinction to the University.

**3.4 Affiliate Members.** Any person who is not eligible to join the Association as a Regular member, may join as an Affiliate Member.

**3.5 Transfer of Membership.** Membership in the Association is not transferable or assignable.

**3.6 Resignation of Membership.** Any member may relinquish membership in the Association by submitting a written letter of resignation to the Association's secretary or president. Non-payment of dues within a 60-day period of the membership expiration date is also considered a resignation of membership.

**3.7 Dues.** An eligible person shall become a regular member for one year upon the payment of annual dues. An eligible person shall become a regular member for life upon the full payment of life dues. Dues shall be established by the association Board, and are subject to change from time to time.

#### **4.0 BOARD OF DIRECTORS.**

**4.1 Powers.** Subject to the limitations of the Articles of Incorporation (hereafter referred to as "Articles"), these Bylaws, applicable CNPBCL <sup>1</sup>California Nonprofit Public Benefit

Corporation Law (**CNPBCL**) and Federal Laws, CSU, Chico Policies, and Article 15 of Subchapter 5, Chapter 1, Division 5 of Title 5 of the California Code of Regulations (**Article 15**) (hereafter referred to as "Article 15"), the Association's activities and affairs shall be conducted, and all corporate powers shall be exercised by, or under the direction of, the Board. The Board may delegate the management of the day-to-day activities of the Association to any person or persons, or Management Company or committees however composed, but the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**4.2 Limitation of Interested Persons.** No more than twenty-five percent (25%) of the Directors serving on the Board may be interested persons. For purposes of these Bylaws, an interested person is any person who is (a) compensated by the Association or California State University, Chico for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, an independent contractor, or otherwise; or (b) the ancestor, descendant, sibling, spouse or the parents or siblings or the spouse of any such person. A violation of the provisions of this Section shall not affect the validity of enforceability of any transaction entered into by the Association.

**4.3 Interested Directors.** Any Director having a material financial or other personal interest in any matter or contract pending before the Board shall excuse himself or herself from the deliberations of the Board with respect to such matter, and shall fully disclose to the Board all material facts pertaining to the proposed contract or transaction, and the nature and extent of the Director's interest therein. Any such contract or transaction shall require the approval of a majority of the Board excluding the vote of the interested Director or Directors. Any such interested Director may be counted in determining a quorum at a meeting of the Board in which any such contract or transaction is considered or acted upon

**4.4 Number of Directors.** The authorized number of Directors shall be a maximum of twenty- nine (29) in those years when there is an Alumni Trustee or Alumni Trustee-Designate; there may be thirty (30).

**4.5 Designation of Directors.**

4.5.1 A maximum of twenty-two (22) of the Directors maybe elected in the manner prescribed in § 4.6, below (hereafter the “Elected Directors”). In addition, the following five (5) persons shall serve as Ex Officio non voting directors: the president of the University, or the president’s representative; a member of the faculty of the University; the president of the Associated Students of the University; the president of the Chico Chapter; and the president of the Student Alumni Association. In those years when there is a CSU, Chico Alumni Trustee or CSU, Chico Alumni Trustee-Designate, or an Alumni Council Representative who is not already an Elected Director, there shall be up to seven (7) persons serving as Ex Officio non-voting members of the Board (hereafter the “Ex Officio Directors”).

4.5.2 The immediate past president of the Association shall serve as an Ex Officio voting Director.

4.5.3 The president of the University; the president of the Associated Students of the University; the president of the Student Alumni Association; the president of the Chico Chapter; the Alumni Council representative; and the Alumni Trustee or Trustee-Delegate shall serve as members of the Board for as long as they shall hold their respective offices. Should the University president designate an individual to serve as Director in his or her stead, the person so designated shall serve at the president’s pleasure.

#### **4.6 Nominations of Directors and Officers to the Board.**

4.6.1 Prior to October 15 of each year, the president of the Association shall appoint a nominating committee consisting of a minimum of five (5) Elected Directors of the Association.

4.6.2 The executive director of the Association shall serve as staff representative to the nominating committee.

4.6.3 The nominating committee shall solicit nominations for Directors and Officers through December 1 of each year through a process determined by the Board.

4.6.4 The nominating committee shall nominate elected directors for officer positions.

4.6.5 The nominating committee shall submit to the Board a recommended slate of nominees for election to the Board and for Officers at the first meeting of the calendar year for terms that begin February 1. The nominating committee shall seek a diverse range of potential nominees.

#### **4.7 Elections and Term of Office.**

4.7.1 Except as provided in § 7.3 Directors shall hold office for three (3) years. No individual may serve more than two (2) consecutive terms as an Elected Director. Following the maximum number of two consecutive terms as an Elected Director, said Elected Director is eligible for re-election after a waiting period of one term (three years). Those individuals selected to complete the unexpired term of an Elected Director will be eligible to serve an additional two (2) consecutive terms as an Elected Director.

4.7.2 The Ex-Officio Faculty Representative shall be appointed to a three (3) year term and shall be eligible for a second three (3) year term. The Academic Senate shall appoint the Faculty Representative.

4.7.3 At the first Board meeting of the calendar year a number of Directors shall be elected by the Board. This elected number of Directors may be equal to the number of Elected Directors whose terms will expire on January 31, of the year in which the election of Directors is taking place.

4.7.4 Only regular members of the Association shall be eligible for election to the Board pursuant to this Section. However, no regular member shall be eligible to serve as an Elected Director who is actively pursuing a course of study as an undergraduate student at the University.

**4.8 Resignation.** Subject to § 5226 of the CNPBCL, any Director may resign at any time, either by oral tender of resignation at any meeting of the Board (followed by prompt written notice to the Secretary of the Corporation) or by giving written notice thereof to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The successor shall be elected pursuant to § 4. Failure of an Elected Director to attend two consecutive regular meetings of the Board, without an excused absence from the president of the Board, shall be deemed a resignation. If an Elected Director has two unexcused absences, he or she will be notified in writing of the pending resignation. In special circumstances the Association president, in consultation with the alumni director, may reinstate said resigned Elected Director to complete his or her existing term.

**4.9 Removal.** Any Elected Director may be removed with or without cause upon vote of a majority of the votes represented and voting at a duly held Board meeting, at which a quorum is present. The Elected Director shall receive written notice of this action a minimum of ten days prior to the vote for removal. Any Ex Officio Director may be removed only with the written consent of the person or persons entitled to appoint such Director. No reduction of the authorized number of

Directors shall have the effect of removing any director prior to the expiration of the director's term of office.

**4.10 Vacancies.** A vacancy or vacancies on the Board shall be deemed to exist in the case of death, resignation, or removal of any Director, or if the authorized number of Directors is increased, or if the Board fails to elect the full authorized number of Directors to be voted for at any Board meeting. The declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the CNPBCL.

4.10.1 Any vacancy among the Elected Directors may be filled by a majority vote of the remaining Directors, subject to the requirements of § 4.6.3. Each Elected Director shall hold office until the expiration of the term of the replaced Director.

4.10.2 Any vacancies among the Ex Officio Directors shall remain vacant until such Ex Officio Director's successor has been designated. Each Ex Officio Director so designated shall hold office until the expiration of the term of the replaced Director.

**4.11 Rights of Inspection.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind, belonging to the Association, and to inspect the Association's physical properties.

**4.12 Committees of the Board.**

4.12.1 The Board may create one or more committees, each consisting of two or more Directors, as shall be necessary to carry on the Association's business. Members of the Association who are not Directors may also serve on committees, subject to the provisions of these Bylaws. Each such committee shall have such authority and perform such

duties as provided in these Bylaws, or as the Board may determine.

4.12.2 The chairpersons of the Board's committees shall be appointed annually by the president of the Association. Committee members shall be chosen annually by a process determined by the Board. The chairperson and members of such committees shall continue to serve until their resignation, removal, or other disqualification from service, or until their respective successors are appointed pursuant to this Section. A vacancy or vacancies on any committee shall be filled in the manner prescribed in this Section for regular appointments to such committee, provided that such vacancies shall be filled as they occur, and not on an annual basis. The Board shall have the power to prescribe the manner in which the proceedings of any such committee shall be conducted. In the absence of any such prescription, each committee shall have the power to decide the manner in which its proceedings shall be conducted. Unless the Board or committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the applicable provisions of this Section § 4, which are applicable to meetings and actions of the Board.

**4.13 Fees and Compensation.** Directors and members of committees may receive reimbursement compensation, if any, for their expenses, as may be fixed or determined as just and reasonable by the Board and in accordance with University policy.

4.14 **Alumni Council Representative** The president of the Association shall appoint a representative to the CSU Alumni Council.

## **5.0 MEETINGS.**

**5.1 Place of Meetings.** Regular or special meetings of the Board may be held at any place designated by the Board. In the absence of such designation, meetings shall be held at the

principal office of the Association or on the CSU, Chico campus.

**5.2 Regular Meetings.** Meetings of the Board shall be held on such dates and at such times as may be fixed by the Board, but not less than two times per year. Such meetings may be either regular or special meetings; provided, however, that at least one meeting per year is a regular meeting. Written notice of each regular meeting of the Board shall be given not less than one month before the date of the meeting to each Director by the United States mail, postage prepaid, or via electronic transmission. The notice shall state the place, date and time of the meeting and the general nature of the business to be transacted.

5.2.1 All regular meetings of the Board are open to Members of the Association.

5.2.2 Members may place items for consideration on the agenda through a process determined by the Board. If a member believes that he or she may want to propose an item for a future Board meeting, it should be brought to the president attention at least 14 days prior to the next scheduled meeting. The following items should be included: a) item title; b) short descriptive summary; c) approximate time to present.

5.2.3 Notice of the annual meeting of the Board shall be published in advance in either the University's or the Association's official publication.

**5.3 Special Meetings.** The Executive Committee or any five Directors may call special meetings of the Board at any time for any purpose or purposes. Special meetings of the Board shall be held on not less than seven (7) days notice by first-class United States mail, or three (3) days notice delivered personally or by telephone, fax, electronic, or other similar means of communication to each Director. The notice shall state the place, date and time of the meeting and the general

nature of the business to be transacted. No other business may be transacted at this special meeting.

**5.4 Annual Meeting.** One regular meeting of the Board of Directors shall be held each year prior to July 1 and shall be called the annual meeting.

**5.5 Quorum.** A quorum shall be constituted by the presence of a majority of the Elected Directors (fifty percent plus one) for the transaction of business, except to adjourn, as provided in § 5.8, below. Every act or decision done or made by a majority of the Elected Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, unless the approval of a greater number is required by law, by the Articles, or by these Bylaws; provided, however, that a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**5.6 Participation in Meetings by Conference Telephone.** Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in the meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

**5.7 Waiver of Notice.** Notice of a meeting need not be given to any Director who signs a waiver of notice, or a written consent to holding the meeting, or an approval of its minutes, whether before or after the meeting, or who attends the meeting without protesting, before or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records, and made a part of the minutes of the meetings.

**5.8 Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place

of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the rescheduled adjourned meeting to the Directors who were not present at the time of adjournment in accordance with § 5.3.

**5.9 Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors individually or collectively consent in writing or electronically to such action. Such written or electronic consent or consents shall have the same effect as a unanimous vote of the Board, and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section only, “all Directors” shall not include any Interested Director as defined in § 4.3.

**5.10 Proxies.** The Directors entitled to vote may do so only in person. Voting rights may not be exercised by proxy.

**5.11 Rules.** The Association and the Board shall follow Parliamentary Procedures.

**6.0 EXECUTIVE COMMITTEE.** Pursuant to provision 4.1, above, the Board shall annually appoint an Executive Committee to be comprised of seven (7) Directors: the president who shall serve as the chairperson; the vice-president; the secretary; the treasurer; the immediate past president; and two at-large members who are elected by the board during the annual elections.

**6.1 Powers of the Executive Committee.** The Executive Committee shall exercise the powers of the Board, except those powers reserved exclusively to the Board by law, the Articles, the Bylaws, the Memorandum of Agreement, (**MOA**) or Article 15, when the exercise of such powers prior to the next regular meeting of the Board is necessary and beneficial to the Association. However, at the next meeting of the Board, the

minutes of the Executive Committee meeting shall be agendized and distributed to all Directors.

**6.2 Meetings of the Executive Committee.** The Executive Committee shall meet from time to time as may be required on notice given subject to the provisions of § 5.7, above, unless all of its members waive notice. A majority of its members shall constitute a quorum, and the affirmative vote of such majority at a meeting shall be regarded as the act of the Executive Committee.

**7.0 OFFICERS.** The principle officers of the Association shall be a president, a vice president, a secretary and a treasurer.

**7.1 Nomination of Officers.** Officers of the Association shall be chosen annually as specified in § 4.6.4. Only Elected Directors of the Association shall be eligible to serve as officers of the Association. Officers shall hold their respective offices until their resignation, removal, disqualification from service or until their respective successors are elected and assume responsibility for their offices each February 1.

**7.2 Term of Officers.** Officers shall not serve more than two (2) consecutive one-year terms in their offices. In the event of a term-limited Director who is also serving as an Officer, his or her term shall be extended through the term as an Officer. A president-elect who is term-limited during their vice presidency may continue serving through their presidency.

**7.3 Removal.** Any officer may be removed, with or without cause, by the Board at any time, provided, however, that the president, vice president, secretary and treasurer may only be removed upon the approval of two-thirds (2/3) of the Elected Directors present at a meeting at which a quorum is present.

**7.4 Resignation.** Any officer may resign at any time by giving written notice to the Association. Any such resignation shall take effect upon the date of the receipt of such notice, or

any later time specified in the notice. Acceptance of such resignation is not necessary to make it effective.

**7.5 Vacancies.** A vacancy in any office because of death, resignation, removal or other disqualification from service, shall be filled for the unexpired portion of the term by a vote of the Board.

**7.6 President.** The president shall be the chief executive officer of the Association, and shall have, subject to the control of the Board, direction and control of the Association's business and officers. The president shall preside at all meetings of the Board including the Executive Committee meetings. The president shall have the general powers usually vested in the office of president of an Association, and such other powers and duties as the Board may prescribe, provided, however that no duties and powers are in violation of the Articles, or Bylaws of the Association, the MOA, or Article 15.

**7.7 Vice President.** In the absence or disability of the president, the vice president shall perform all of the duties of the president, and when so acting, shall have all of the powers of, and be subject to all of the restrictions upon the president. In the absence of both the president and vice president, the treasurer shall perform all the duties of the president, and when so acting, shall have all of the power of, and be subject to all of the restrictions of the president.

**7.8 Secretary.**

7.8.1 The Secretary shall keep or cause to be kept at the principal office of the Association, in the State of California, the originals or copies of the Association's Articles and of these Bylaws, as amended to date. The Secretary shall keep or cause to be kept, at the principal office of the Association, or such other place as the Board may order, minutes of all meetings of the Board, which describe as to each such meeting the following: the date, time and place; whether the meeting was regular or special, and if special, how authorized, the

notice given; the names of those present at Board; the number of Directors present; and the proceedings thereof.

7.8.2 The Secretary shall send or cause to be sent minutes from all regular and special meetings of the Board and the Executive Committee to all members of the Board and all other appropriate parties as required by law, these Bylaws, the MOA, and Article 15.

7.8.3 The Secretary shall give or cause to be given, notice of all meetings of the members and of the Board, and any committees which are required by these Bylaws to be given, , and shall have such other powers and perform such other duties as the Board may prescribe.

## **7.9 Treasurer.**

7.9.1 The treasurer shall be the chief financial officer of the Association and shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the Association's properties and business transactions, and shall send, or cause to be sent to all appropriate parties, such financial statements and reports as are required by law, these Bylaws, the MOA, and Article 15.

7.9.2 The treasurer shall deposit or cause to be deposited, all money and other valuables in the name and to the credit of the Association, with such depositories as the Board may designate. All funds of the Association shall be deposited in Association accounts within The University Foundation, CSU, Chico. The treasurer shall disburse or cause to be disbursed the funds of the Association as the Board may order, shall render to the CSU, Chico president, Directors, and all other appropriate parties upon request, an account of all transactions as treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as the Board may prescribe.

## **8.0 CONDUCT OF BUSINESS.**

### **8.1 Board Authority.**

8.1.1 The Board of Directors shall have authority over the business of the Association as stated in § 4.1

8.1.2 The Board may appoint an Executive Director who shall oversee the day-to-day business of the Association.

### **8.2 Executive Director.**

8.2.1 The authority of the Executive Director shall be established by the board and may include implementations of actions approved or directed by the Board; execution of contracts authorized by the Board; signing payment authorizations for budgeted expenditures; and other duties as may be assigned by the Board.

8.2.2 The authority of the Executive Director shall not be in conflict with University policy, the MOA, or Article 15.

## **9.0 REGIONAL AND CONSTITUENT CHAPTERS.**

### **9.1 Establishment and Organization.**

9.1.1 The Association may establish and fund regional, college-based, and constituent chapters to promote the Association's interests. Each chapter shall be under the control of a governing body, and its president. The president of the chapter shall be given notice of, and entitled to attend all meetings of the Board.

9.1.2 Each regional, college-based, or constituent chapter shall have at a minimum, the following officers: a president, vice president, secretary, and treasurer. One person may hold the offices of secretary and treasurer concurrently. All financial operations of all chapters shall be conducted through the Association. Regional, college-based, and constituent chapters may not maintain separate, independent financial

accounts. All funds of regional, college-based, or constituent chapters shall be deposited in their respective accounts within The University Foundation, CSU, Chico.

9.1.3 Officers of each chapter shall be elected in the same manner as prescribed by these Bylaws for the election of officers for the Association.

9.1.4 Chapters shall adhere to University policies, the MOA, Article 15, and chapter guidelines as established by the Association's Board and outlined in the Association's official Chapter Handbook

**9.2 Name.** The name of each regional chapter shall be geographically descriptive of the region and shall include the words, "Regional Chapter of the California State University, Chico Alumni Association." The name of each constituent chapter shall be descriptive of the constituency and shall include the words, "Constituent Chapter of the California State University, Chico Alumni Association." The name, "California State University, Chico Alumni Association," is the property of the Association, and the right of a chapter to use it shall be at the pleasure of the Board. When used by a chapter, the name shall be qualified to make clear to third persons that the chapter is separate and distinct from the Association itself.

**9.3 Participation.** All persons who are members of the Association shall be permitted to participate in chapter activities.

**9.4 Dues.** A regional or constituent chapter shall not collect dues or assessments.

**9.5 Termination of Recognition.** The Board may terminate official recognition of a chapter and withdraw its privileges granted by this § 9. Such action shall require the affirmative vote of two-thirds (2/3) of the Elected Directors.

## **10.0 GENERAL PROVISIONS.**

### **10.1 Endorsement of Documents and Contracts.**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other written instrument, and any assignment or endorsement thereof executed or entered into between the Association and any other person, when signed by the president, or vice president, together with the secretary, treasurer, or any other persons designated by the Board, shall be valid and binding on the Association in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Unless authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose of amount. This provision applies to Association funds (non-university funds) and not to the CSU, Chico Office of Alumni and Parent Relations. All such agreements must comply with University policy, the Memorandum of Agreement, Article 15, and all State and Federal laws

**10.2 Representation of Shares of Other Corporations.** The president or any other officer or officers or delegates as authorized by the Board or the president, are authorized to vote, represent, and exercise on behalf of the Association all rights incident to any and all shares of any other corporation or corporations standing in the name of the Association. The authority herein granted may be exercised either by any such officer in person, or by any other person authorized by proxy or power of attorney duly executed by said officer.

**10.3 Fiscal Year.** The Association's fiscal year shall begin on July 1 of each year and end on June 30 the following year.

**10.4 Books and Records.** The Association shall keep at its principle office in the State of California the originals or copies of the Association's Articles and of these Bylaws, as amended to date, and a record of the names, addresses and classes of

membership of all of the members. The Association shall keep correct and complete books and records of account, which shall be audited annually by an independent accountant following guidelines as established in the Memorandum of Agreement, and Article 15, and shall also, keep minutes of the proceedings of the Board.

**10.5 Construction and Definitions.** Unless otherwise required, the general provisions, rules of construction and definitions contained in the general provisions of the CNPBCL, the MOA, and Article 15 shall govern the construction of these Bylaws.

**10.6 Amendment of Bylaws.** These Bylaws may be amended or repealed by the approval of two-thirds (2/3) of the votes represented and voting at a duly held Board of Director's meeting at which a quorum is present.

## **11.0 INDEMNIFICATION AND INSURANCE.**

**11.1 Right of Indemnity.** To the fullest extent permitted by law, this Association shall indemnify its Directors, officers, employees and other persons described in § 5238 of the CNPBCL Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other accounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, and an action by or in the right of the Association, by reason of the fact that the persons or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in § 5238, subdivision (a) of the CNPBCL Law.

**11.2 Approval of Indemnity.** On written request to the Board by any person seeking indemnification under § 5238, subdivisions (b) or (c) of the CNPBCL Law, the Board shall promptly determine under § 5238, subdivision (e) of the CNPBCL Law whether the applicable standard of conduct set forth in § 5238, subdivisions (b) or (c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot

authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, the Board shall promptly seek guidance from the University.

**11.3 Advances of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under § 11.1 and § 11.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Association, from Association assets, before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

**11.4 Insurance.** The Association shall make an express determination of the appropriateness, necessity, and amounts of any bonds for Directors and Officers. General Liability and Directors' and Officers' liability insurance also shall be obtained in amounts determined annually by the Board to be reasonable and appropriate.