

Claremont Graduate University
Alumni Association- By Laws
Claremont, CA November 17, 2022

ARTICLE I. NAME AND PURPOSE

Section 1. Name

The official name of the organization is the **Claremont Graduate University (CGU) Alumni Association (CGUAA)**. The organization is a sustaining affiliate of Claremont Graduate University, an institution of higher education chartered under the laws of the State of California.

Section 2. Purpose

The purpose of this by-alumni, for-alumni association is solely for the support of CGU and its alumni. These purposes shall include:

- A. To advance the interests of the more than 23,000 CGU Alumni by serving as a voice dedicated to creating a culture of pride, participation and philanthropy for the benefit of all CGU alumni and to align alumni activities with the goals and programs of CGU.
- B. To support the implementation of certain CGU alumni services, events, and collective activities while also considering its relationship to the community at large.
- C. To encourage continued scholarship and fellowship among its alumni.
- D. To encourage contributions to the CGU endowment in furtherance of scholarship, capital improvements, entrepreneurship, and civic interrelationships with the CGU sphere of influence and interest.
- E. To engage in other activities designed to strengthen the relationship between CGU and its alumni or increase support for CGU; and
- F. To respond to requests from CGU for other activities deemed appropriate by the CGUAA Board.

ARTICLE II MEMBERSHIP

Section1. Qualifications for Membership

- A. Any person who is, or has been registered as, a student with at least one of the following qualifications is automatically a member of CGUAA:
 - a. A Degreed Graduate
 - b. A student who has completed any certificate program at CGU

c. Those who have completed at least one academic year or All but Dissertation or taken a leave of absence in good standing after one year.

B. All rights and benefits of membership in CGUAA are available to all qualifying alumni without regard to nationality, age, gender, sexual orientation or gender identity, disability, ethnic identity, religion or creed.

Section 2. Financial Obligations

- A. No payment of dues is required for membership in the CGUAA. However, alumni are encouraged to contribute to CGU at any financial level at which they feel comfortable and to the School and/or Department with which they have an affinity.
- B. CGUAA may depend on financial support from CGU and may utilize CGU Staff and resources as determined mutually by CGU and CGUAA. CGUAA members may also contribute to or sponsor events and activities.
- C. Nothing in these Bylaws shall prohibit the Board of CGUAA from creating classes of membership beyond that described in Article II, Section I above.

Section 3. Structure

CGUAA represents all the Schools and Departments within CGU. It does not replace, nor will it attempt to supersede any group created to benefit alumni of a particular School, Department or Program within CGU.

ARTICLE III. CGU ALUMNI ASSOCIATION BOARD OF DIRECTORS

Section 1. Board Composition

- A. The CGUAA Board of Directors (Board Members) shall consist of the following voting members:
 - a. President
 - b. Vice President
 - c. Immediate past President per his/her term as a voting Board Member
 - d. President Emeritus/a per his/her term as a voting Board Member
 - e. Secretary
 - f. Appointed Board Members-(no more than 15)
 - g. Members appointed by the President (no more than 5)
 - h. President of the Graduate Student Council
 - i. CGU Alumni Staff Office Leader
- B. The Board shall have a minimum of 10 with a maximum of up to 35 voting members.
- C. The Board may also have the following non-voting members:

- a. CGU Development Staff member
- b. CGU Board of Trustees representative
- c. CGU Career Services representative
- d. Committee Chairs appointed by the Executive Committee for events and activities
- e. Honorary members (up to 5) e.g. Prior Presidents, President Emeritus as elected by the voting members of the Board

Section 2. Executive Committee

- A. The Executive Committee of the Board shall be empowered to take action on behalf of the Board between convened meetings of the Board, with the exception of modifications in these by-laws, which action can be taken only by the full Board. All material actions” taken by the Executive Committee shall be reported in a timely manner to all members of the Board. If any member of the Board who is not also a member of the Executive Committee objects in writing to any action taken by the Executive Committee within seven (7) days of such notification, such Executive Committee action shall be suspended until the next convened meeting of the Board, at which time it shall be considered by the full Board.
- B. The Executive Committee shall consist of the following members of the Board:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Appointed members by the President (no more than 4)
 - e. CGU Director of Alumni Engagement

Section 3. Compensation: Board members shall receive no compensation

Section 4. Terms of Office and Other Conditions

- A. Election as President is for a two-year term.
- B. The Secretary and add Vice President shall have similar terms as defined in (A) above.
- C. Appointed Board Members shall serve for three years. The terms of the Board Members shall be staggered, such that approximately one-third of such members shall be elected each year. Board Members shall be eligible for appointment to a second, three-year term. If a Board member is serving as an officer, his/her term of office would supersede any board member's term limits. A board member is eligible to receive one deferral and serve a 3rd term with the approval of the President or majority vote of the board.
- D. Board Members shall represent, to the extent possible, a wide variety of Schools and Departments at CGU with the goal of at least one board member from each of the CGU Schools represented. Board Members shall also represent a diversity of graduating periods, e.g., within the last 10 years; between 10 and 30 years; and more than 30 years ago. Because the Board values diversity, nominations should reflect the demographics of CGU alumni and CGU’s various academic departments to the extent possible.
- E. Members appointed by the President shall serve for two years concurrent with the term

of the President who makes the appointment.

Section 5. Board Membership

The Nominating Committee, composed as specified in Article V below, shall nominate one person for each of the available seats on the Board. Officer nominations including President, Vice President and Secretary shall be made by October 31st of the last year of the current President to be voted on at the following Board meeting.

Individuals who are members of CGUAA may recommend any other CGUAA member or may recommend themselves for the consideration of the Nominating Committee for possible Board membership. New Board Members shall be approved by majority vote of the Nominating Committee. New Board members approved by the Nominating Committee shall be effective as of the date determined by the Nominating Committee.

President, Vice President and Secretary Officer nominations shall be elected by majority of the Board Members present at a convened meeting provided there is a quorum.

Section 6. Quorum

A quorum shall consist of a simple majority (51%) of the Board. A quorum of the Board must be present in person or by device as described in Section 8 below to conduct business.

Section 7. Meetings

Regular convened meetings of the Board of Directors shall be held on a published schedule as determined by the Board. Special convened meetings of the Board of Directors may be called at any time upon seventy-two (72) hour oral or written notice by the President, or by any three voting members of the Board. Any call for a Special Convened Meeting must include a description of the purpose of the meeting, and the Board may only consider such business as has been described in the call for the Special Meeting.

Section 8. Notice of Meetings

Written notice stating the place, date and hour of any regular meeting of the Board of Directors shall be delivered personally, electronically, or by mail to each Director with a minimum of ten (10) days notice.

Section 9. Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 10. Resignations, Termination and Absences

Resignation from the Board must be in writing and received by the President or the Secretary. Board members may be excused from attendance upon notification to the President or the Secretary prior to the scheduled meeting. Board members shall be terminated from the Board due to excessive absences, defined as two or more unexcused absences from Board meetings in a year. A Board member may be removed from membership by a three-fourths supermajority vote of the remaining Board members for actions deemed to be major violations of these bylaws, violations of law, or violations of the ethical standards promulgated for students or faculty members of CGU.

Section 11. Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

1. President -Vice President shall assume the office.
2. In case of vacancy in the office of both President and Vice President the duties of the Office of President shall be performed by the Secretary, until replacement officers are elected by the Board.
3. The Board of Directors shall elect replacements for all other vacancies.

ARTICLE IV. DUTIES AND RESPONSIBILITIES OF THE OFFICERS

Section 1. President

The President shall possess such powers and perform such duties as shall be determined by the Board of Directors. From time to time the President of the Board shall:

- Preside at all meetings of the membership of the Board of Directors and the Executive Committee;
- Perform other duties customary to the Office of President, or as directed by the Board of Directors; and
- Be an ex officio non-voting member of all committees.

Section 2. Vice President

The Vice President of the Board shall:

- Perform such duties as the President or the Board of Directors may determine;
- In the absence of the President, shall perform the duties of the President;

Section 3. Secretary

The Secretary shall:

- Provide timely notice of meetings, as required in these by-laws.
- Take and distribute draft minutes of all Board meetings and meetings of the Executive Committee.
- Review budget proposals submitted by the various event and initiative committee chairs and make recommendations regarding such budget proposals to the Board or Executive Committee.
- Perform other functions as assigned by the President or the Board.
- Present budget proposals to the CGU Alumni Office.

ARTICLE V. COMMITTEES

Section 1 Committee formation

The Board may create committees as needed. The President will appoint all committee chairs from the voting or non-voting membership of the Board. Limited term task forces with a life of one year or less may be appointed by the President at any time with the approval of the Executive Committee. Standing and limited term committees with a life longer than one year shall be created by majority vote of the Board.

Section 2. Nominating Committee

The Nominating Committee shall be chaired by the President and shall ~~include~~ consist of at least three (3) Executive Committee or other voting Board Members appointed by the President as long as they are not also being nominated for any position over which the committee has jurisdiction.

A representative of the CGU Office of Alumni Engagement shall also be a member of the nominating committee. For President, Vice President and Secretary nominations, a member of the CGU Development Office may also be included in the Nominating Committee.

ARTICLE 6 OPERATING PROCEDURES FOR CGUAA AND THE BOARD

Section 1. Board Meetings.

The Board shall hold four (4) regular meetings during each fiscal year, defined as July 1 to June 30.

Meetings shall generally be held on campus, but a maximum of two (2) meetings may be scheduled as wholly electronic meetings (except during exceptional circumstances when electronic meetings are considered to be preferable to physical meetings).

The Board shall normally meet two (2) times during the Fall Semester, and two (2) times during the Spring Semester. Additional meetings will be added at the discretion of the President.

Section 2. General Meeting of all Members of the CGUAA.

There shall be an annual meeting of all members of the CGU Alumni Association each year. The Board shall schedule such meeting during the Spring Semester and shall publicize it widely among all alumni.

Section 3. Open Meetings

All Board members are open to all CGU alumni. The Board may, however, move into Executive Session to consider sensitive matters of personnel, such as removal of an Officer or Board member for cause. Attendance in Executive Session shall be limited to Board members, both voting and non-voting, and any individual non-members of the Board as the Board shall invite. No vote shall be taken in Executive Session.

ARTICLE VII. AUTHORITY; MINUTES; RESOLUTIONS; BY-LAWS, AND AMENDMENTS

Section 1. Authority.

The Board shall have the authority to administer the affairs of the Association, including the planning and execution of any programs or activities designed to benefit the alumni of CGU. It shall have the authority to conduct fundraising events on behalf of CGU. The Board shall give particular attention to such initiatives as shall be designed to increase the ability of alumni to meet and communicate with each other, to exchange ideas, to support CGU, or to create regional or affinity-based chapters.

The Board may appoint Regional Ambassadors from time to time. Regional Ambassadors are not members of the Board, but may, with Board approval, initiate activities in a geographical region, or with an affinity group. Regional Ambassadors shall be chosen with attention to their current knowledge of CGU, their interest in alumni affairs, and their intentions to create or implement specific programs in support of the goals of the Board. Regional Ambassadors shall be appointed for a fixed term of one year, renewable to a maximum of three years.

Section 2. Limits of Authority

As an entity of CGU, the Board is obligated to act in accordance with the policies and procedures of CGU, including its rules for budgeting and expending funds, its policies on ethics, and its rules regarding non-discrimination. The Board has no authority, and is expressly forbidden, to interfere or attempt to interfere with any academic program or offering of CGU.

Section 3. Amendments to the By-Laws.

The Board shall have the authority to amend these by-laws from time to time. Amendments may only be offered at regular meetings of the Board or at special meetings called in accordance with Article III. Section 7 for that specific purpose.

Amendments to the by-laws may not be enacted at the same meeting at which they are proposed. After being introduced at one meeting, they shall be voted upon at the next regularly scheduled Board meeting. Passage of Amendments to these by-laws shall require a super-majority of 75% of those voting at a meeting that contains a quorum, as defined in Article III. Section 6.

ARTICLE VIII. INDEMNIFICATION

Section 1 General

Unless expressly prohibited by law, the Association shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, employee or agent of the Association or serves or served any other enterprise at the request of the Association, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2 Limitation of Liability

Officers, directors and other persons who perform services for the association and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity.

These Bylaws were approved by majority vote of the Board of Directors of the Claremont Graduate University Alumni Association at a convened meeting held on _____ Dated: _____

President, Board of Directors

Secretary, Board of Directors