



TOURO UNIVERSITY
C A L I F O R N I A
ALUMNI ASSOCIATION

Bylaws of the Touro University California Alumni Association
(Amended February 2018)

Article I: Name

Section 1. The name of this organization shall be the Touro University California Alumni Association, referred to herein as the Association.

Article II: Principal Office

Section 1. The principal office for the business of the Association is located at 1310 Club Drive, Vallejo, California 94592.

Article III: Fiscal Year

Section 1. The fiscal year of the Association shall be July 1 through June 30.

Article IV: Mission

Section 1. The mission of the Association shall be to serve the interests of its members; to encourage interaction and support the interests of alumni and current students along with the faculty and the administration of Touro University California; to enhance and promote the philosophy, values and image of the University in the wider community; to actively support ongoing interaction and service to Vallejo and Mare Island; and to support the programs and general well-being of the University.

Article V: Membership

Section 1. Any person who has graduated from Touro University California and who is not currently enrolled as a student may be a Regular Member.

Section 2. Annual dues will be solicited by the Association on an annual basis. The Touro University Alumni Association Board will determine the amount and collect dues. Any member who is in arrears will, after due notification from Touro University Association, will have his/her membership inactivated.

Section 3. Members will be entitled to basic benefits awarded to members and be eligible to be nominated to serve as a member of the board of directors.

Article VI: Membership Voting Regulations

- Section 1. Unless otherwise specified in these Bylaws, the voting power in this Association shall rest with the Regular Members whose membership shall be in good standing.
- Section 2. No member shall be entitled to vote by proxy.
- Section 3. All voting by the general membership shall be by written or electronic ballot, as determined by the Board of Directors. In no case shall less than 30 days be allowed for the casting of ballots from the time of distribution from the offices of the Association until such ballots are tallied.
- Section 4. All items requiring a vote by the general membership, Committees, or the Board of Directors shall be by majority vote, unless otherwise specified.

Article VII: Board of Directors

- Section 1. A Board of Directors consisting of no fewer than eight (8) and no more than twenty (20) members shall serve as the policymakers for the Alumni Association. Board Members will serve without compensation.
- Section 2. The Board shall have complete authority over the Alumni Association, except as specifically limited by the Bylaws, in all matters relating to the objectives, management, operations and business of this organization.
- Section 2. Concerted efforts will be made to have representation from each of the colleges/programs on the board, as well as any Association committees that are created.
- Section 3. The corporate powers, business, and property of this Association shall be controlled by the Board of Directors; however the day-to-day business of the Association may be conducted by the Executive Committee.
- Section 4. The Directors may from time to time establish policies and procedures to direct the activities of the Association. These shall be recorded and kept currently by the Secretary in accordance with Article VIII, section 4.
- Section 5. The Board of Directors shall consist of the following members: The Association President, Vice President, Secretary, Treasurer, and up to twelve (12) at-large elected Directors, The Provost, AVP for Institutional Advancement and Alumni Director, and one (1) student are to serve as ex-officio members of the board. All members of the Board of Directors, including ex-officio members may vote on board actions.
- Section 6. The Provost, AVP for institutional Advancement and the Alumni Director positions are not elected positions, but rather employees of TUC and will not hold a term limit. These positions serve as sources of feedback and insight to the Board by providing a university point-of-view. They will acts as liaisons between TUC and the Alumni Association Board of Directors. They hold the same voting rights as the rest of the board.

- Section 7. The student representative position is held for a one-year term by the Vice President for TUC's Student Government Association (SGA). The student representative serves as a source of feedback or insight to the Board by providing a student's point-of-view. S/he acts as liaison between the Student Government Association (SGA) and the Alumni Association Board of Directors for the purpose of sharing information about activities and plans for the future. S/he will hold the same voting rights as the rest of the board.
- Section 8. The Executive Committee and other committees may conduct business, including waiver of notice and may vote by telephone, fax, e-mail, or any other method mutually agreed upon by the Board of Directors.
- Section 9. A vacancy, whether by resignation, removal, or otherwise, in any elected directorship or office may be filled by appointment by the Board of Directors, with the recommendation of the Director of Alumni Relations.

Article VIII: Officers

- Section 1. The Association shall have four (4) Officers. They shall be Regular members in good standing and shall be elected and serve in accordance of these Bylaws.
- Section 2. President: Serves as the presiding officer at all general meetings and at meetings of the executive committee and coordinate the function of all alumni officers and committees. Appoints such committees as are necessary to carry out the programs of the Association. Serves as an ex-officio member of all committees. Ensures that the Association is operated in conformity with these bylaws and university policies & procedures. Also serves as ex-officio member of the University Advisory Board.
- Section 3. Vice President: Second ranking officer of the Association and direct successor to the President in the event the President is unable to serve. Chairs meetings in the absence of the President. Directly supports and assists the President as directed by the president.
- Section 4. Secretary: Responsible for the written records and documents of the Association. Maintains a record of the adopted policies and actions of the Association and its Board of Directors performs other duties as prescribed from time to time by the Board or by these Bylaws. Coordinates with Director of Alumni Relations to ensure that agendas are distributed and minutes are taken and prepared for the Board of Directors so that necessary action can be performed at Board Meetings. Carries on necessary correspondence on behalf of the Alumni Association.
- Section 5. Treasurer: Manages the receipt, deposit and disbursement of the funds of the Alumni Association in a prudent manner. Maintains an accurate record of all Alumni Association financial transactions. Develops the Alumni Association budget in concert with the Board President. Presents the budget to the Alumni Association Board for approval, and strives to ensure that the budget plan is followed. Ensures that all financial reports are filed as enquired.

Article IX: Committees

- Section 1. The Board of Directors chair may create and appoint a chair for any ad hoc committees as necessary to provide for the efficient and orderly business of the Association and may appoint to any such committee those persons who are able to carry out the business of the committee. Each committee shall perform such functions and make such reports as the

Board of Directors shall determine and define, and conduct its business and vote in accordance with Article VI, Section 3.

Section 2. There shall be an Executive Committee consisting of the four officers. The Executive Committee shall meet when called by the President and shall conduct the day-to-day business of the Association. Three (3) members of the Executive Committee shall constitute a quorum at any meeting of the Committee.

Section 3. There shall be a standing Nominating Committee consisting of members chosen in accordance with Article IX, Section 1. The Immediate Past President of the Association shall serve as the Chair of the Nominating Committee.

Article X: Chapters

Section 1. Chapters of the Association may be formed with the approval of the Board.

Section 2. Chapters will be formed using geographic parameters and must have membership of at least seven (7) Regular Members to be recognized or maintained as a Chapter.

Section 3. Each Chapter shall elect a Chairperson who will be responsible to assure the Association that the Chapter conducts its activities in accordance with these Bylaws. The Chairperson of the Chapter shall be an ex-officio member of the Board of Directors.

Section 4. Each Chapter must have at least one meeting per year.

Article XI: Nominations and Terms

Section 1. Current members of the Board of Directors and Alumni Office staff may submit the names of candidates who have the skills and backgrounds to help the TUCAA meet its identified goals. Names are submitted directly to the TUCAA Board Committee, which is chaired by the immediate past president. The Board Committee will nominate at least one candidate for each position open for election. The Board Committee chooses the final candidates to fill the number of open board seats based on the current board profile and needs. A member of the committee will approach the final candidates to assess their interest, abilities, and willingness to serve. The governance committee will present the list of candidates to the full board for their final approval.

Section 2. Terms of the at-large Directors shall be two (2) years. Directors, except ex-officio Directors, may not serve for more than two (2) consecutive terms, but may serve as an officer in an additional term. Election of Directors will be arranged so that approximately one-third (1/3) of the Directors will be elected each year.

Section 3. Terms of the Officers of the Association shall be three (3) years for the President and Secretary and two (2) years for Vice President and Treasurer. Election of officers will be arranged so that approximately one-half (1/2) of the officers will be elected each year and that the President and Vice President will not be elected in the same year.

Section 4. Officers may not serve in the same office for more than two (2) consecutive terms.

Section 5. The term of the Student Representative on the Board shall be one (1) year. The Student Representative is an ex-officio position held by the SGA Vice President for Alumni Relations. Responsibilities of this position are outlined in Article VII, Section 6.

Article XII: Meetings

Section 1: The Alumni Association Board shall conduct its business by email, teleconference, or at in-person meetings. The Board of Directors shall hold its Regular Meetings seasonally (Winter, Spring, Summer & Fall) with at least 2 meetings held by teleconference. Special accommodations will be made to permit Board Members who cannot attend meetings in person to participate, offer comments, and cast votes remotely.

Section 2. Five (5) members of the Board of Directors shall constitute a quorum at any Regular Meeting of the Board of Directors. No business shall be conducted unless a quorum is present.

Section 3: An Annual Meeting of the Board and the General Membership shall be held at least once every year which shall include an Annual Report to the membership about the Board activities and financial transitions for the past year.

Section 4: Notice of the annual Association meeting shall be sent in a timely manner so as to be received by all members of the Association not less than thirty (30) days prior to the meeting and shall detail those matters which the President or the Board of Directors intends to present for action by the members. The notice shall also include a ballot for candidates for Association Officers or the Board of Directors as well as other matters to be voted upon by the membership. The results of this voting shall be announced at the meeting.

Section 5: Special meetings of the Association may be called by any member of the Board of Directors.

Section 6. Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board.

Section 7. Notice of a special meeting of the Association shall be given in the same manner as notices of the annual general meeting.

Section 8. Notice of each special meeting of the Board of Directors or of the Executive Committee shall be distributed by means reasonably likely to reach each member of the Board or Committee at least five (5) days prior to the date of such meeting.

Section 9. Business transacted at all special meetings shall be confined to the subject matter stated in the notice.

Section 10: The business of the Alumni Association shall be conducted according to the latest edition of Roberts Rules of Order.

Section 11. Ten (10) Regular members shall constitute a quorum at any annual or special meeting of the Association.

Article XIII: Fundraising and Gifts

Section 1. The Alumni Association shall work closely with the Director of Alumni Relations and the VP for Institutional Advancement in the design and implementation of special alumni fundraising programs that are directed specifically toward developing alumni support and TUC campaign initiatives. All gifts and other revenues generated by the Association and Alumni Association payable to the University or the Association are to be held in the Association's account within Touro University California Alumni Association. Members of the Association are encouraged to support the Alumni Association in fundraising efforts for the University.

Article XIV: Resignation, Suspension, and Termination

Section 1. Any Director or Officer may resign from an elected office by tendering a letter of resignation to the President of the Board of Directors or Director of Alumni Relations.

Section 2. Any Board or Committee member absent from two consecutive meetings without being excused by the Board President or Committee Chairperson shall be deemed to have resigned from the Board or Committee. The Board of Directors may, by majority vote, declare vacant the office of any Director if s/he is absent from two (2) consecutive meetings of the Board without being excused there from; the same shall apply to members of the committees of the Board of Directors.

Section 3. Suspension or termination of a Board member must be done in good faith and in a fair and reasonable manner. Suspension or termination of a Director shall require a majority vote by the remaining Board of Directors. The suspension charges are to be given to the Board Officers after which the member will be given an opportunity to answer the charges. The Officers will take a vote to determine whether to recommend suspension to the full Board of Directors. Such a recommendation shall be presented to the Board within ten (10) days, and the member will be allowed to answer the charges filed against him/her before a final vote on the suspension is taken.

Article XV: Conflicts of Interest

Section 1. Any member of the board who has a financial, personal, or official interest, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will voluntarily offer to be excused from the matter under consideration by the Board, up to and including vacating his/her seat.

Article XVI: Amendments

Section 1. These Bylaws may be temporarily altered, amended, repealed or added to by the affirmative vote of two-thirds of the members of the Board of Directors, pending ratification as specified in Article XVI. The text of amendment shall be distributed to all Board Members at least two weeks prior to taking any vote.

Article XVII: Ratification

- Section 1. The Bylaws of the Association shall be ratified by a two-thirds (2/3) vote of Regular members present at the annual meeting of the Association. Bylaws changes or amendments temporarily affected during the year must be made available to the Regular members in writing at least thirty (30) days prior to the annual meeting of the Association for their consideration and vote at the annual meeting. In the interim, the Board of Directors may adopt the changes, but must discontinue them if they are not ratified by a majority of the Regular members present voting at the meeting of the Association.
- Section 2. These Bylaws shall be known as the Bylaws of the Touro University California Alumni Association, as amended (date). These Bylaws shall supersede any previous Constitution and Bylaws and are believed to be the most recent governing document of this Association.
- Section 3. These Bylaws were amended at the Regular Meeting of the Board of Directors on February 22nd, 2018.