

**THE BY-LAWS OF**  
**CLAREMONT McKENNA COLLEGE**  
**ALUMNI ASSOCIATION**

**A California Nonprofit Public Benefit  
Corporation**

Revised July 14, 2015

## **PREAMBLE**

The Claremont McKenna College Alumni Association (CMCAA), including its chapters worldwide, was founded as and is an independent non-profit corporation that exists to serve the Claremont McKenna College alumni community, the Claremont McKenna College and to advance the cause of education. The cornerstone of the Association's efforts is programming that is educational by nature to our alumni members and others and also thereby results in an engaged alumni population capable of providing counseling and financial support to the College.

CMCAA has proven to be an essential part of the College and its success. This was through, and is by, its Alumni programs, views and opinions provided to the College, obtaining financial and non-financial contributions for the College, annual selection of Alumni-Trustee Designees (many of whom later became and may be future Regular Trustees), and its efforts as the "Friend Raising" partner with the College as defined in the contractual Statement of Clarification between them.

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**THE BY-LAWS OF**  
**CLAREMONT McKENNA COLLEGE ALUMNI ASSOCIATION**

**A California Nonprofit Public Benefit Corporation**

**ARTICLE I**

**Offices**

The principal office of the Corporation shall be in the City of Claremont, County of Los Angeles.

**ARTICLE II**

**Members**

**1. Classes of Members**

There shall be two classes of members: "Voting Members" (also designated herein as "Alumni") and "Honorary Members."

"Voting Members" shall be those persons who have successfully completed one semester enrolled in undergraduate or graduate collegiate study at Claremont McKenna College ("College") but are not then students (undergraduate or graduate) at the College. During the period of any enrollment as a undergraduate or graduate student at the College after obtaining Voting Members status, the voting membership of that person shall be suspended; provided, such suspension of voting rights shall not apply to a graduate student enrolled at the College who became a Voting Member as a result of having completed at least one semester enrolled in undergraduate study at the College. Such voting members shall be the only members entitled to vote.

"Honorary Members" shall be those persons, otherwise not qualified for membership, whom the Board of Directors may, at any time by affirmative two-thirds (2/3) vote, elect as an "Honorary Member."

**2. Voting Members Powers and Duties**

Voting members shall have the right and responsibility to:

- (1) Elect the Directors;
- (2) Remove from office any Director without cause by approval of a majority of votes (and in the case of an appointed director, with the written consent of the person(s) who appointed the Director), pursuant to Corp. Code section 5222 (a) (2) and (f).
- (3) Hear and pass upon the reports of the Board of Directors, Officers, and Committees;
- (4) Modify or veto any decision or recommendation of the Board of Directors;
- (5) Amend the By-Laws as provided herein or by law.
- (6) Call special meetings as provided in Article III, Section 2 of these By-Laws.

**3. Liability for Corporate Obligations**

Members shall not be liable for any debts or obligations of the Corporation and shall not be subject to any assessment (other than annual dues, if any, as hereinafter provided) unless authorized and approved by a majority of the "Voting Members."

#### **4. Termination of Memberships**

Subject to a review of the proposed action, conducted in good faith and in a fair and reasonable manner, the Board may, upon finding that a member has failed in a material or substantial degree to act in the best interests of the Corporation, recommend that member be expelled or suspended and any and all membership rights be terminated. Such recommendation shall be submitted in writing for approval to the Executive Committee of CMCAA. Upon approval by such Committee, the following procedural requirements shall be followed:

- a) Fifteen (15) days prior to the proposed effective date of expulsion, suspension or termination, notice shall be given to the member setting forth the proposed expulsion, suspension or termination, the effective date for such action, and the reasons for taking the action.
- b) The member being subject to expulsion, suspension, or termination shall be given an opportunity to be heard, orally or in writing, not less than five (5) days before the proposed effective date of expulsion, suspension or termination. The notice to the member of the proposed action shall state the date, time and place of the hearing on the proposed expulsion, suspension, or termination. The hearing shall be held by the Board of Directors to decide whether the proposed expulsion, suspension or termination shall in fact take place.
- c) Any notice required under this Section 4 shall be given in writing and sent by registered mail to the most recent address of the member as shown on the corporation's records.

### **ARTICLE III**

#### **Meetings of Voting Members**

##### **1. Annual Meeting**

The annual meeting of the Voting Members of the Corporation shall be held at 10:00 a.m. on that day prior to the commencement day at Claremont McKenna College in May of each year, unless the Board of Directors fix another date or time and so notifies members as provided in Article III Section 3 of these By-Laws. At this meeting, Directors shall be elected and any other proper business may be transacted, subject to Article III, Section 3 and Article III, Section 8.

##### **2. Special Meetings**

Special meetings of the Voting Members may be called by the President, the Board of Directors or not less than five percent (5%) of such Voting Members. Special meetings shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, any Vice President, or Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to Voting Members, stating that a meeting will be held at a specific time and date fixed by the Board of Directors, at least thirty-five but not more than ninety days after receipt of the request. If the notice is not given within twenty days after the request is received, the person requesting the meeting may give notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

### **3. Notice of Meetings**

Written or printed notice stating the place, day, and hour of any meeting of Voting Members shall be given personally, by mail, or by email or other electronic means as then provided by applicable California law not less than ten days nor more than ninety days before the date of such meeting. In the case of the regular annual meeting, the notice shall state those matters which the Board intends to present for action by the members. No other business may be transacted except matters for which the general nature was given in the notice. In the case of a special meeting the notice shall state the general nature of the business to be transacted and no other business may be transacted. The notice requirement may be satisfied by written notice contained in any general alumni publication which is circulated to the Voting Members by mail and/or electronically within the notification period above. Notice of the annual meeting shall contain the names of the nominees selected by the Nominating Committee or by petition, (pursuant to Article VI, 2 (c)(ii)) for annual election of the Board of Directors.

### **4. Voting at Meetings**

Each Voting Member shall be entitled to vote in person, by mail, or by email or other electronic means, as may be then provided by applicable California law. All matters voted upon shall be decided by majority vote of those voting unless a vote of greater number is required by the California Nonprofit Public Benefit Corporation Law or the By-Laws.

### **5. Proxies**

A Voting Member shall be entitled to vote by written proxy executed by such Voting Member, or by email or other electronic means, as may be then provided by applicable California law, which shall be valid for eleven (11) months after the date of its execution, unless otherwise therein provided. Only members of the Corporation shall be entitled to be proxy holders.

### **6. Voting by Direct Mail, Email, or other Electronic means**

Unless otherwise determined by the Board of Directors, all votes of the Voting Members may be directly by mail, or by email or other electronic means as then provided by applicable California law (same shall only be effective if received on or before the day prior to the conducting of the vote so taken.)

### **7. The Notice of Certain Agenda Items**

Approval by the members of the following propositions shall be valid only if the notice or waiver of notice (written or by email or other electronic means as then provided by applicable California law states the general nature of such proposals, unless same be unanimously approved by the required number for a quorum of the voting members:

- (1) Removing a Director without cause;
- (2) Filling vacancies on the Board of Directors if not otherwise filled;
- (3) Amending the Articles of Incorporation;
- (4) Amending the By-Laws; or
- (5) Electing to wind up and dissolve the Corporation.

**8. Quorum**

Two percent (2%) of the total of Voting Members, irrespective if attending in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Voting Members. Provided, however, that if any annual meeting or special meeting is actually attended in person or by proxy by less than one-third (1/3) of the voting membership, the only matters that may be voted on are those which as to their general nature notice was given as provided in these By-Laws.

**9. Adjournment and Notice of Adjourned Meetings**

Any Voting Members' meeting may be adjourned from time to time by a vote of the majority of the members represented at the meeting either in person or by proxy for no more than forty-five (45) days. Notice of the new meeting date need not be given if prior to such adjournment the time and place of the new meeting was announced. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

**10. Acts Without Meeting**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written, email or other electronic means as then provided by applicable California law ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, provide a reasonable time within which to return the ballot to the corporation, and in all other respects conform to Corp. Code section 5513.

**ARTICLE IV**

**Board of Directors**

**1. General Powers and Number of Directors**

As provided herein and by the California Nonprofit Public Benefit Corporation Law the affairs, business, and property of the Corporation shall be managed by its Board of Directors. The authorized number of Directors shall be at least thirty-six (36) but in no event more than seventy-five (75) until changed by amendment to these By-Laws. The exact number of Directors shall be fixed within these limits by these By-Laws or by any resolution adopted by the Board of Directors hereafter. Provided, however, at all times not more than one-third (1/3) of the Directors shall hold office by virtue of appointment rather than by election by members. The balance of Directors shall be elected by the members.

**2. Tenure Qualifications, Election and Appointment**

There shall be five (5) classes of Directors, all of whom shall be members of the CMCAA except for the Vice President for Alumni Relations (or successor title holder) who need not be, consisting of the following:



(a) Elected Directors

There shall be thirty-six (36) Elected Directors, each of whom is elected for a specified term of either one, two, or three years. Elected Directors shall be elected on a rotating system. The annual election shall ensure that there are twelve (12) Directors on three year terms, twelve (12) on two year terms, and twelve (12) on one year terms including those finishing prior terms and those currently being elected. All officers as hereinafter provided, other than the Vice President for Alumni Relations (or successor title holder), should be elected Directors, and whenever possible there should be at least two (2) elected Directors for each decade represented in the current Voting Membership.

(b) Appointed Directors

There shall be no more than twenty-five (25) members of the Board of Directors who are Appointed Directors, elected by the Board of Directors. The specific number will be determined by these By-Laws and the needs of the Corporation. This class of Director shall hold office for no longer than the term of the current elected officers, unless otherwise provided by the Board of Directors in its election of any such Appointed Director.

(c) Alumni-Trustee Designees

Pursuant to the resolution of the Board of Trustees of Claremont McKenna College of April 14, 1965, there shall be three (3) "Alumni-Trustee Designees" who each shall serve a three (3) year term on the Board of Trustees of Claremont McKenna College. They shall be nominated by CMCAA's Nominating Committee for election to CMCAA's Board of Directors. Immediately after such election, the President shall in writing notify the Chairman of the Board of Trustees of such election. No Alumni-Trustee Designee shall be elected to a successive term as Alumni-Trustee Designee.

(d) Vice President for Alumni Relations

The Vice President for Alumni Relations employed by Claremont McKenna College or any other successive title holder performing such function shall be a member of the Board of Directors.

(e) Ex-Officio Members

A majority of the Board of Directors or the President with the consent of the Board of Directors may elect/appoint such "Ex-Officio Members" of the Board of Directors as they shall from time to time determine would best serve the interests of the Corporation. Provided there shall at all times be as Ex-Officio Members of the Board of Directors:

- (1) The Senior Class President of Claremont McKenna College or such Senior President's duly authorized representative;
- (2) Immediate Past President of the Corporation if not otherwise a member of the Board of Directors.

All Ex-Officio Members shall serve for a one (1) year term and shall have rights and privileges as the other Directors, including the right to vote.

### **3. Meetings**

(a) Annual

The Annual Meeting shall be held without other notice immediately after and at the same place as the Annual Meeting of the voting members as set forth in Article III, Section 1 of these By-Laws, or such other time and place as the Board of Directors shall determine and notice thereof be given.

(b) Regular Meetings

In addition to the Annual Meeting, the Board of Directors shall meet at least three (3) times annually, with meeting dates to be approved by the Board of Directors.

(c) Special Meetings

Special Meetings of the Board of Directors may be called by the President or any five (5) Directors.

(d) Notice

Notice is not required for the Annual Meeting if held immediately after the annual meeting of the voting members. All other regular and special meetings may be held upon seven (7) days notice by first class mail, postage prepaid, or upon forty-eight (48) hours notice delivered personally, by email or other electronic means as then provided by applicable California law, or by telephone (including to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director) or telefax or telegram, charges prepaid. Notice by first class mail or by email or other electronic means as then provided by applicable California law is deemed effective when sent. All such notices shall be given or sent to the Director's address, email address or other electronic address as then applicable or telephone number as shown on the records of the Corporation. Such notice shall state the time of the meeting, the place, and the purposes of the meeting.

(e) Meetings by Telephone or by other electronic means as then provided applicable California law

Any meeting may be held by conference telephone or similar communication equipment, or by other electronic means as then provided by applicable California law as long as all Directors participating in the meeting can hear each other. All such Directors shall be deemed to be present in person at such meeting.

(f) Action Without a Meeting

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board of Directors consent in writing to the action in accordance with California Nonprofit Public Benefit Corporations Law then in force and effect. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

(g) Quorum

One-third (1/3) of the authorized number of Directors shall constitute a quorum for the transaction of business except to adjourn. The act of the majority of the Directors present at the meeting at which quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or by these By-Laws. A meeting at which a quorum initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(h) Removal from Office

In addition to such rights or removal as provided by California law, in the event of two (2) consecutive absences from Board of Director Meetings (annual, regular, or special) without satisfactory excuse to the Board of Directors, a majority of the other members of the Board of Directors may by affirmative vote remove such absent Director from office and its membership.

(i) Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original 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 and the time and place of the adjourned meeting shall be given to the Directors in the manner as herein before provided.

(j) Filling Vacancies

Except for vacancies created by the removal of a Director by the members, vacancies on the Board of Directors may be filled by a majority of the remaining Directors, whether or not less than a quorum, or by a sole remaining Director. The voting members may fill any vacancy or vacancies not filled by the Directors. A successor Director shall hold office for the unexpired portion of the term of the Director whose place shall be so vacant or until the election of the successor Director.

(k) Compensation

No compensation shall be paid to the Directors nor remuneration paid to a Director for services performed to the Corporation in any capacity unless such Director is also employed by Claremont McKenna College; any payment, compensation or remuneration by Claremont McKenna College is excluded from the within prohibition.

(l) Nomination

Except as otherwise herein provided in Article VI, Section 2(c)(ii) all nominations to the Board of Directors shall be by the Nominating Committee which for that purpose shall meet sufficiently in advance of the Annual Meeting so as to permit names of the nominees so selected to be contained in the notice to the Voting Members as provided in Article III, Section 3 of these By-Laws.

## **ARTICLE V**

### **Officers**

#### **1. Election and Term of Office**

With the exception of the Assistant Secretary/Vice President for Alumni Relations (or successor title holder), the Officers of the Corporation shall be elected by the Board of Directors at its Annual Meeting and shall be limited to members of the Board of Directors. Election of Officers if not held at such Annual Meeting shall be as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor has been duly elected and has qualified; provided, however, the Board of Directors may annually select an attorney, who need not be a member of the Board of Directors, to act as the "legal counsel" for the corporation who shall concurrently be thereby deemed to have been elected by the Board as an "assistant Secretary" of the Corporation.

#### **2. Officers**

The Officers of the Corporation shall be:

(a) **President**

The President shall be the principal executive officer of the Corporation and shall generally supervise and direct all the business and affairs of the Corporation, preside at all meetings of the members and of the Board of Directors and shall, unless the Executive Committee resolves to the contrary, be Chairperson of the Executive Committee; and shall perform such other duties as may be prescribed by the Board of Directors from time to time or as provided by California law. The President shall also serve as an ex-officio member of such committees of the Board of Directors as shall be determined by the President

(b) **President-Elect**

The President-Elect shall be the next successor President of the Corporation. During the absence or inability of the President, the President-Elect shall fulfill and perform the functions and duties of the President. The President-Elect shall, unless the Nominating Committee resolves to the contrary, be Chairperson of the Nominating Committee and shall be responsible for the calling of the required meeting(s) of such Nominating Committee.

(c) **Vice President - Chief Financial Officer**

The Chief Financial Officer (CFO), unless the Board of Directors otherwise determines, if not otherwise a Director, shall be an Ex-Officio Director. The Chief Financial Officer shall fulfill the customary functions and responsibilities of such office, including timely written reports to the President and Board of Directors as appropriate, and at the annual meeting of the Board of Directors.. With the prior approval of the Board of Directors, upon the recommendation for the need of an audit by the CFO, an auditor(s) can be appointed by the CFO for such a need.

(d) Secretary

The Secretary shall on an annual basis, preferably no later than December of each year, consult with legal counsel about required or recommended legal changes in these By-Laws under current California law. The Secretary (or such committee including the Secretary as the Board of Directors shall appoint) shall present such changes for Board of membership action no later than the Annual Meeting. The Secretary shall function as and be the Recording Secretary of the corporation.

(e) Vice President for Alumni Relations/Assistant Secretary

The Vice President for Alumni Relations (or successor title holder) shall be an Assistant Secretary of the Corporation and may be an employee of the College. The Vice President for Alumni Relations (or successor title holder) shall attend all Board of Directors and Voting Member meetings and shall maintain all minutes and records of the Corporation and in general be responsible for and supervise all alumni activities, events, and publications; be responsible for the receipt and deposit of all Corporate funds and the payment of all Corporate obligations; provide all notices required by these By-Laws or by California law; be custodian of the Corporate Seal and all Corporate records including the registry of the members; and perform such other duties incident to the office of "Vice President for Alumni Relations"(or successor title holder) as may be so assigned by the Board of Trustees of Claremont McKenna College, its President (if an employee of the College) and (irrespective of College employment) always if assigned by the Corporation's Board of Directors and/or Corporation's President.

(f) Other Officers

Annually, the Board of Directors can elect other officers from its elected members.

## **ARTICLE VI**

### **Committees**

#### **1. All Committees -- Provisions Applicable**

(a) Annually the Board of Directors shall appoint the members of all committees unless otherwise herein provided.

(b) The notice requirements, meetings by telephone or by electronic means as then provided by applicable California law, and action without a meeting hereinbefore set forth for the Board of Directors shall be applicable to all committees.

(c) Committee membership shall be for a term of one (1) year. Committee members may succeed themselves in office.

(d) For (i) all standing committees and (ii) for all other committees, unless otherwise provided in the Resolution of the Board of Directors designating any such other committee, a majority of the whole committee shall constitute a quorum and the act of a majority of such quorum shall be the act of a committee.

## 2. **Standing Committees**

There shall at all times be the following four (4) Standing Committees.

(a) Executive Committee

Shall consist of not less than three (3) nor more than fifteen (15) members of the Board of Directors. The President and the Secretary or an Assistant Secretary shall always be members of the Executive Committee; unless such Committee resolves to the contrary, the President shall serve as its Chairperson. The Executive Committee shall meet not less than four (4) times annually. The Executive Committee shall have the general supervision of the affairs of the Corporation. Meetings may be called by any member of the Executive Committee. Meetings may be in person, by telephone, by email or other electronic means as then provided by applicable California law.

(b) Chapters Committee

Shall consist of three (3) to five (5) Chapter Presidents and at least two (2) members of the Board of Directors (one of whom shall be the Chairperson). Every reasonable effort shall be made to achieve geographical representation in the appointment of such Chapter Presidents to the Committee. It will function as the advisory and coordinating body for all matters involving chapter activities of the members.

(c) Nominating Committee

- (i) Membership - Shall consist of the President; the President-Elect; the immediate past President, at least one of the three Alumni Trustee designees; the Chairperson of the Chapters Committee; two members appointed by the Board of Directors and a past President (excluding and other than any past President then serving on the Nominating Committee) appointed by the Board of Directors.
- (ii) Duties of the Nominating Committee - The Nominating Committee shall be formed no later than a Board of Directors meeting held before November 30 each year. No later than a Board of Directors meeting held on or before the last day of February each year, the Nominating Committee shall report on nominations for the Board of Directors. The Nominating Committee shall also prepare a report of nominations for officer positions for presentation at the May meeting of the new Board of Directors. The committee shall also nominate and submit to the Board of Directors no later than Alumni Weekend all recipients of awards presented by the Alumni Association or in its name. Final award recipients shall be approved by the Board of Directors. Nominations for the Board of Directors may also be submitted by a petition delivered to an officer of the Corporation, signed within eleven (11) months preceding the Annual Meeting, by at least 100 voting members. If more people are nominated for the Board than can be elected, the nominees shall be given a reasonable opportunity to communicate their qualifications and reasons for candidacy to the members and a reasonable opportunity to solicit votes. If the number of people nominated for the Board is not more than the number of directors to be elected, the corporation may, without further action, declare that those nominated and qualified to be elected have been elected. In nominating Directors, the Nominating Committee should attempt to provide for diversity of representation.

By a date fixed by the Board no less than 50 or more than 120 days prior to the Annual Meeting, nominations shall be closed. The Nominating Committee shall report on the nominations for the Board at the next meeting after nominations are closed. The Nominating Committee shall, not less than twenty (20) days or more than ninety (90) days before the date of the Annual Meeting of the voting members, give written notice as provided in Article III, Section 3 of these By-Laws, to the members of the names of the nominees for annual election to the Board of Directors selected by the Nominating Committee or by such petition.

The Nominating Committee shall also have the responsibility for distributing election material if requested by any nominee for election, pursuant to Corporations Code Section 5524.

The Nominating Committee shall also prepare a report of nominations for officer positions for presentation at the Annual Meeting of the new Board of Directors.

(d) Monitor, Coordinate and Expedite Assignments Committee.

At the option of the President, or the Board of Directors, this committee may be activated yearly by the President or the Board by the first meeting of the Board for that year. Unless otherwise specified in that activation, the committee shall automatically be de-activated on the last day of the Alumni Association year that it was so activated in.

If so activated it shall consist of 5 or more Voting Members with a member of the Board of Directors as its Chairperson. The sole purpose for and function of this committee is to monitor, coordinate and expedite those assignments made to members of the Board of Directors, Chapters officers, and the Alumni Office and its staff, by telephone, Skype, email, other electronic media, correspondence and in person to and with such persons. The President and the Vice President for Alumni Relations/Assistant Secretary (or successor title holder) shall promptly inform the Chairperson of such assignments when made if not otherwise known to the Chairperson. The Chairperson monthly, or more often as appropriate, shall report to the President such activities, results and problems relating to the Committee's said function. The Chairperson shall likewise submit a summary report to the Board of Directors at its meetings.

The Chairperson of each of the Standing Committees of the Corporation shall at least annually report to the Board of Directors on Committee matters and activities which report shall be submitted prior to the Annual Meeting in form and content and shall be determined by the President or the Board of Directors. The President or Board may require other reports as they deem appropriate.

Other than the President and the Vice President for Alumni Relations (or successor title holder), no Director shall concurrently serve on more than two (2) Standing Committees.

### **3. Other Committees**

The Board of Directors may from time to time appoint such other committees provided that there shall be at least two (2) members of the Board of Directors on each committee so created. The President shall appoint the members of the other committees unless a majority of the Board of Directors indicate to the contrary. The President or Board may require reports as appropriate, provided each committee shall report at least annually to the Board of Directors.

The President shall report to the Board at its first meeting for the year those persons appointed by the President to serve on the CMC magazine editorial board committee.

## **ARTICLE VII**

### **Indemnification**

#### **1. Right of Indemnity**

To the fullest extent permitted by law, but subject to the provisions of Article VIII of these By-Laws, this Corporation shall indemnify its Directors, Officers, Employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this By-Law, shall have the same meaning as in said Section 5238(a). The foregoing expressly shall include any ordinary negligent acts or inactions by such person against the Corporation, or for the Corporation's liability to third parties arising therefrom.

#### **2. Approval of Indemnity**

On written request of the Board of Directors by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board of Directors shall promptly determine under section 5238 (e) of said Code whether the applicable standard of conduct set forth in said sections have been met and if so the Board of Directors shall authorize indemnification. If the Board of Directors 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 that proceeding, the Board of Directors shall promptly call a meeting of the voting members. At that meeting, the members shall determine under Section 5238 (e) of the California Corporations Code whether the applicable standard conduct set forth in said sections have been met and if so the voting members present at the meeting in person or by proxy shall authorize indemnification.

#### **3. Advancement of Expenses**

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, the expenses incurred by a person seeking indemnification hereunder in defending any proceeding so herein provided shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of a sufficient undertaking by or on behalf of that person that the advance will be promptly repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses. Provided, however, the foregoing shall not apply, and there shall be no such right for any such "Advancement of Expenses" hereunder, relating to any acts or inactions of or by such person for which such person shall not have the rights (1) of indemnification under the provisions of this Article VII, Section 1 as above provided or (2) the limitation upon liability as hereinafter provided in Article VIII hereof; the foregoing exclusion is expressly intended to include, but not be limited to, acts of fraud by such persons against the Corporation and/or third parties.



#### **4. Insurance**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of section 5238 of the Corporations Code. However, the Corporation shall have no power to purchase and maintain insurance to indemnify any agent of the Corporation for a violation of section 5233 of the Corporations Code (self-dealing transactions.)

### **ARTICLE VIII**

#### **Limitation of Liability of Directors and Executive Officers**

To the maximum extent permitted by the California Corporations Code, there shall be no monetary liability on the part of, and no cause of action for damages shall arise, against any nonpaid Directors, including any nonpaid Director who is also a nonpaid executive officer (president, vice-president, secretary, or treasurer, or such individual who serves in like capacity) of the Corporation based upon any alleged failure to discharge the person's duties as Director or officer, if the duties are performed in a manner that meets all of the following criteria:

- a) The act or omission was within the scope of the Director's or executive officer's duties;
- b) The act or omission was performed in good faith;
- c) The act or omission was not reckless, wanton, intentional, or grossly negligent;
- d) Damages are covered by a liability insurance policy issued to the Corporation, either in the form of a general liability policy or a Director's and officer's liability policy, or personally to the Director or executive officer. If damages are not so covered, the Director or executive officer shall not be personally liable if the Board of Directors of the Corporation and the person had made all reasonable efforts in good faith to obtain available liability insurance.

### **ARTICLE IX**

#### **Fiscal Year**

The Fiscal Year of the Corporation shall commence on July 1 and end the last day of the following June.

### **ARTICLE X**

#### **Dues**

The Board of Directors may by a majority of all voting members of the Board of Directors from time to time determine the amount of the annual dues if any, terms of payment on such dues and the effect (including suspension) upon membership rights in the event of default of payment.

## **ARTICLE XI**

### **Chartered Chapters**

The Board of Directors, at its discretion, may grant Charters for Chapters of the Claremont McKenna College Alumni Association. Such Chapters shall be for specified geographic areas within and without the United States as the Board of Directors shall determine. Membership of the Chapter shall be composed exclusively of members of the Corporation as herein defined and shall be available to any such member of the Corporation who resides in, works or maintains a place of business within that specified geographic area. The Board of Directors shall approve the Chapters and shall, upon sufficient cause, suspend or disband any such Charter after thirty (30) days notice. Any and all activities, actions or conduct of such Chapters shall be undertaken, performed, and executed in its own name as the specifically geographically designated Chapter and unless previously authorized or approved by the Board of Directors no such action or obligation shall be considered nor be an action or obligation of the Corporation.

Each Chapter shall be led by a Leadership Team as approved by the Board of Directors. Each member of the Chapter Leadership Team shall serve for a three year term and may serve multiple terms. The Chapter Leadership Team shall elect a Chapter President or Co-Presidents who shall be the point/contact person(s) for all CMCAA and Chapter activities in their area.

The Chapter Leadership Team and its President(s) shall work with the Alumni Office of the College, the Chapters Committee, and the Board of Directors to plan and implement alumni activities designed to serve the reasonable and appropriate needs of the alumni in the Chapter area, and to connect alumni with the College, current students, parents, each other, and with all friends of the College in their area. As appropriate, the Chapters Committee, Board of Directors, or Alumni Office may require Chapters to perform certain duties related to serving such needs of alumni in the Chapter area, alumni connection and engagement with the College and with the Association.

## **ARTICLE XII**

### **Amendments to By-Laws**

Subject to the requirement of the California Nonprofit Public Benefit Corporation Law then in force and effect, these By-Laws may be amended or repealed and new By-Laws adopted by majority of all voting members of the Board of Directors. Any such amendments, repeals, or adoption of By-Laws requiring the approval of the members of the Corporation may not be adopted, amended, or repealed by the Board of Directors except in accordance with such legal requirements. Further, if there be any provision of California law requiring a vote greater than afore-described then such larger proportion shall be the operative proportion required for such altering, amendment or adoption.

## **ARTICLE XIII**

### **Governing Law - Parliamentary Procedure**

These By-Laws shall be subject to and governed by the California Corporations Code and such other applicable law then in force and effect. In the event of any conflict between these By-Laws and such applicable California law, the By-Laws shall be deemed modified and amended accordingly such as to be in compliance with the then applicable California Nonprofit Public Benefit Corporation Law without required action of its members and Directors. As to questions or parliamentary procedure not otherwise herein provided, "Robert's Rules of Order", last published edition, shall apply and control all procedures and activities of the Corporation.

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned Secretary of the Nonprofit Corporation, known as the "Claremont McKenna College Alumni Association" does hereby certify that the above and foregoing By-Laws were duly adopted by the Board of Directors of said Corporation, as required by the By-Laws of said Corporation, on the \_\_\_\_ day of \_\_\_\_, 2015, and that they do now constitute the By-Laws of said Corporation.

Dated this \_\_\_\_ day of \_\_\_\_ 2015

ATTEST:

\_\_\_\_\_  
Evan Rutter, Assistant Secretary