BYLAWS

OF

THE UCLA ALUMNI ASSOCIATION
(A NON-PROFIT PUBLIC BENEFIT CORPORATION)

As Amended 06/03/17

ARTICLE I

MEMBERS

This corporation shall have no statutory members. (§5310(a))

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. Subject to the provisions of the California Nonprofit Corporation Law (the “Law”), the activities and affairs of this corporation (the “Association”) shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of directors of the Association (the “Board”). The Board may delegate the management of the activities of this Association to any person or persons, management company, or committee however composed, provided that the activities and affairs of this Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. (§5210)

Section 2. Number of Directors.

The Board shall consist of not less than five (5) nor more than twenty-five (25) members. The exact authorized number of directors shall be fixed from time to time, within the limits specified in this Section or in the articles of incorporation, by the Board. (§5151(a))

The Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, designate one or more directors to serve ex officio, to serve at the pleasure of the Board. Appointments of such ex officio directors shall be by a majority vote of the directors then in office and shall be in accordance with the policy of the Association regarding ex officio director. Any such ex officio directors shall be in addition to the number of directors fixed by the Board in the manner set forth above.

1 All references in these Bylaws to statutory citations, and the defined term “Law” shall refer to the California Nonprofit Corporation Law (West's Ann. Cal. Corp. Code §§ 5000 et seq.), unless otherwise expressly provided herein.
Persons in the following positions are hereby designated as *ex officio* directors of the Board by reason of them holding those positions, to serve until their successors take office:

(a) UCLA Chancellor
(b) UCLA Vice Chancellor, External Affairs
(c) Chair, Alumni Scholarships
(d) Chair, UCLA Foundation
(e) Alumni Regent

The following persons may be non-voting standing guests at meetings of the Board:

(a) Senior Dean, UCLA College
(b) Chair, Academic Senate
(c) President, Alumni Scholars Club (ASC)
(d) President, Student Alumni Association (SAA)
(e) President, Undergraduate Student Association Council (USAC)
(f) VP, External Affairs, Graduate Student Association (GSA)

**Section 3. Qualification.** So long as required by law, not more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons” as defined by Section 5227(b) of the Law (§ 5227(a)).

**Section 4. Selection.** The directors shall be elected by the Board in accordance with the procedures set forth in Article IV, Section 6 of these Bylaws.

**Section 5. Term.** Directors are elected to a term of three (3) years. Notwithstanding the foregoing, the Treasurer shall serve a two year term, and the Vice Chair shall serve a term of one (1) year. The person elected as Chair-Elect shall serve one (1) year as Chair-Elect followed by two (2) years as Chair. (§5220(a)). The Chair, Chair-Elect, Vice-Chair and Treasurer shall all serve as directors by virtue of their election to office. Directors may serve for no more than six (6) consecutive years, *provided, however, that* after a one (1) year absence from the Board, a former director may again be elected to the Board. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor is elected. (§5220(b); *see also* §§5222(c) and (d)).

**Section 6. Regular Meetings.** The Board may fix by resolution the time, place, either within or without the State of California (§5211(a)(5)), and manner of calling and conducting of regular meetings of the Board, including the regular annual meeting of the Board, without other notice than such resolution. (§§5151(c)(2), 5211(a)(2)) Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the Board.

**Section 7. Special Meetings.** Special meetings of the Board for any purpose or purposes may be called by the Chairperson of the Board or the Chief Executive Officer or the Vice-Chair or the Secretary (if the Board shall have created such office or offices) or by any two (2) directors.

**Section 8. Notice.** Notice of Special meetings of the Board shall be provided in a manner determined by the Board from time to time. (§§ 5211(a), (a)(2)) Notice of a
meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. (§5211(a)(3)) The business to be transacted at any regular or special meeting need not be specified in the notice or waiver of notice of such meeting. (§5211(a)(2))

Section 9. Quorum and Adjournment. A majority of the number of directors elected shall constitute a quorum for the transaction of business at any meeting of the Board. (§5211(a)(7)) A majority of the directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. (§5211(a)(4))

Section 10. Manner of Acting. The act of a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board, unless the act of a different number is required by the Law, the Articles of Incorporation, or these Bylaws. The articles or bylaws shall not provide that a lesser vote than a majority of the directors present at a meeting is the act of the Board. 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 as many directors as is required to act on behalf of the Board. (§5211(a)(8))

Members of the Board may participate in a meeting through the use of conference telephone or electronic video screen communication, as long as all members participating in the meeting are able to hear one another. Members of the Board may participate in a meeting through the use of electronic transmission by and to the Association, as long as all members participating in such meeting via electronic transmission can communicate with one another concurrently and each Board member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association. Participation in a meeting in a manner pursuant to this Section constitutes presence in person at such meeting. (§5211(a)(6)) No proxy voting shall be allowed.

Section 11. Action Without a Meeting of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. For these purposes only, “all members of the Board” does not include an “interested director” as defined in Section 5233 of the Law or any successor section thereto. (§5211(b))

Section 12. Directors’ Duty of Care. A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the
Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. (§5231(a))

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of this Association whom the director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person’s professional or expert competence; or

(c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. (§5231(b))

Section 13. Directors’ Duty of Loyalty. Subject to being able to comply with subdivision (d) of Section 5233 of the Law or any successor section thereto, prior to consummating a “self-dealing transaction” or any part thereof, as defined by Section 5233 of the Law or any successor section thereto, either (A) the Board shall authorize or approve the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors and with knowledge of the material facts concerning the transaction and the director’s interest in the transaction; and, further, prior to authorizing or approving a self-dealing transaction, shall consider and in good faith determine after reasonable investigation under the circumstances that this Association could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; and, further, the Association enters into the transaction for its own benefit, and the transaction is fair and reasonable to the Association at the time the Association enters into the transaction; or (B) where it is not reasonably practical to obtain approval of the Board prior to entering into the transaction, a committee or person authorized by the Board shall approve the transaction in a manner consistent with the standards set forth in clause (A) of this Section. In the event the procedure of clause (B) of this Section is followed, the Board, after determining in good faith that the conditions of clause (B) of this Section are satisfied, shall ratify the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors. (§§5233(a)-(d)) The chairperson of the governing board or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies a self-dealing contract or transaction. (§5233(g))

Subject to being able to comply with Section 5234(a)(2) of the Law, no contract or other transaction between this Association and any domestic or foreign Association, firm or Association in which one or more of its directors are directors shall be authorized, approved or ratified by the Board or a committee of the Board unless the material facts as to the transaction

UCLA AA Bylaws [Amended 6/3/17]
and as to the director’s or directors’ common directorships are fully disclosed or known to the
Board or committee of the Board, and the Board or a committee of the Board authorizes,
approves or ratifies the transaction in good faith by a vote sufficient without counting the vote of
the common director or directors.  (§5234(a)(1))

If the Board has reasonable cause to believe a director has failed to disclose actual or
possible conflicts of interest, it shall inform the director of the basis for such belief and afford the
director an opportunity to explain the alleged failure to disclose.  If, after hearing the director’s
response and after making further investigation as warranted by the circumstances, the Board
determines the director has failed to disclose an actual or possible conflict of interest, it shall take
appropriate corrective action.

Section 14.  Removal and Filling Vacancies.  The Board may declare vacant
the office of a director who has been declared of unsound mind by a final order of a court, or
convicted of a felony, or who has been found by a final order or judgment of any court to have
breached any duty under Article 3 of Chapter 2 of the Law or any successor article thereto.
(§5221(a))  Further, any or all directors may be removed without cause if the removal is
approved by a majority of the directors then in office.  (§5222(a)(3))  Any vacancy occurring on
the Board due to death, resignation, removal or other reasons as well as any directorship to be
filled by reason of an increase in the number of directors shall be filled by a vote of a majority of
the members of the Nominations Committee, and each person so selected shall be a director for
the unexpired term of their predecessor in office and until a successor is elected. Such
nomination shall be subject to ratification by majority vote of the directors present at a regular or
special meeting or by written consent. Upon such ratification, the nominee shall be deemed to be
a director.

Section 15.  Compensation.  Directors as such shall not receive any stated
salaries for their services.  (See §5235)

Section 16.  No Interest in Assets.  No director shall possess any property right
in or to the property of this Association.  In the event this Association owns or holds any
property upon its dissolution and winding up, after paying or adequately providing for its debts
and obligations, the directors shall dispose of the remaining property in accordance with the
articles of incorporation.

Section 17.  Resignation.  Any director may resign effective upon giving
written notice to the chairman of the Board, the chief executive officer, the secretary or the
Board of this Association, unless the notice specifies a later time for the effectiveness of such
resignation.  If the resignation is effective at a future time, a successor may be elected to take
office when the resignation becomes effective- pursuant to the provisions of Art. II, Section 14.
(§5224(c))  However, except upon notice to the Attorney General, no director may resign if this
Association would then be left without a duly elected director in charge of its affairs.  (§5226)
Section 1. Officers. The officers of the Association shall consist of a Chairperson of the Board, a Vice-Chair or Chair-Elect, a Treasurer, a General Counsel, and a Secretary, each of whom shall be non-paid volunteers, and a Chief Executive Officer, and a Chief Financial Officer, each of whom in the ordinary course shall be employees of UCLA but who shall not serve as directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer or Chairperson of the Board. Individuals serving as Chairperson of the Board, Chair-elect or Vice-Chair and Treasurer shall also be deemed as directors of the Association. The positions of General Counsel and Secretary shall be voting, and the persons holding such offices shall not be directors of the Association unless in either or both of such cases, in addition to holding such office such officer has otherwise been elected as a director. (§5213(a))

Section 2. Selection and Term of Office. The Chief Executive Officer and Chief Financial Officer shall be chosen by the Board, shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. (§5213(b)). The Chair-Elect/Chair and Vice-Chair shall be sitting Directors and shall be elected by majority vote of the Board of Directors in attendance at the meeting scheduled for such election. Candidates for these offices may be nominated by other Directors or may self-nominate. The sitting Chair, in consultation with the Executive Committee including the Chair of the Nominations Committee, shall set and announce dates and all other election procedures at least 30 days before an election for these offices. The Chair-Elect/Chair shall serve a three year term, holding the title of Chair-Elect during the first year, and Chair the remaining two years. The Vice-Chair shall serve a term of one year. The Treasurer, General Counsel and Secretary shall be selected by the Nominations Committee, subject to approval by the Board, by majority vote of the Directors in attendance at the meeting held to conduct such election. The Treasurer, General Counsel and Secretary shall each serve a term of two years, and are eligible for reelection. Time served as an officer shall not count against the total of six consecutive years a Director may otherwise serve on the Board, except that in no event may any person serve more than eight consecutive years on the Board as an officer or director. Eligibility of any Officer serving as of February 1, 2013 shall not be extended by virtue of the previous sentence.

Section 3. Removal. Any officer selected by the Board may be removed at any time by the Board whenever, in its judgment, the best interests of this Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, or removal may only be filled by the Board, subject to the other provisions of this Article and of Article IV.

Section 5. Resignation. Any officer may resign at any time upon written notice to this Association without prejudice to the rights, if any, of this Association under any contract to which the officer is a party. (§5213(b))

Section 6. Chairperson of the Board. The Chairperson of the Board, shall chair the Executive Committee, shall serve as a member of the Governance Committee and the Nominations Committee, and, if present, preside at all meetings of the Board and exercise and perform such powers and duties as from time to time may be assigned by the Board or prescribed.

UCLA AA Bylaws [Amended 6/3/17]
by these Bylaws. If there is no chief executive officer, the Chairperson of the Board shall, in addition, be the general manager and chief executive officer of the Association and shall have the powers and duties prescribed in Section 10 of this Article III.

Section 7. Chair-Elect or Vice-Chair. The Chair-Elect or Vice-Chair shall serve as a member of the Executive Committee, shall chair the Governance Committee and the Nominations Committee, and shall perform the duties and exercise the powers of the Chairperson in the absence or disability of the Chairperson, and shall have such further powers and shall exercise and perform such further duties as may be prescribed by the Board. At no time shall there be both a Chair-Elect and Vice-Chair in office at the same time. Should the Chair-Elect wish to run for a position recommended by the Nominations Committee, the Secretary or other Executive Committee member shall replace the Chair-Elect as chair of the Nominations Committee, at the time the Chair-Elect announces such candidacy.

Section 8. Secretary. The Secretary shall keep or cause to be kept at the principal executive office of the Association or such other place as the Board may order a book of minutes of all proceedings of the Board, with the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice thereof given, and the names of those present. The Secretary or, if he or she is absent or unable or refuses to act, and other officer of the Association, shall give or cause to be given notice of all meetings of the Board required by these Bylaws or by statute to be given, and shall keep the seal of this Association, if any, in safe custody. The Secretary shall have all the powers and perform all of the duties incident to the office of Secretary, and shall exercise and perform such other powers and duties assigned by the Board. The position of Secretary may, but need not be, held concurrently by the General Counsel. The Secretary shall serve as a member of the Executive Committee.

Section 9. General Counsel. The General Counsel shall serve as a member of the Executive Committee, the Nominations Committee, and the Governance Committee, and shall serve on such other Committees or subcommittees as designated by the Chair, and shall advise the Board and the Association, and shall exercise such other powers and duties assigned by the Board.

Section 10. Treasurer. The Treasurer shall chair the Finance Committee, and shall serve as a member of the Executive Committee, and shall serve as an ex officio member of the Governance Committee and the Nominations Committee.

Section 11. Chief Executive Officer. Subject to such powers and duties, if any, as may be prescribed by these Bylaws or the Board the Chief Executive officer shall be the general manager and chief executive officer of this Association and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of this Association. The Chief Executive Officer shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the chief executive officer, and shall have such further powers and shall perform such further duties as may be prescribed by the Board.

Section 12. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this Association. The Chief Financial Officer shall receive and deposit all moneys
and other valuables belonging to this Association in the name and to the credit of this Association and shall disburse the same only in such manner as the Board or the appropriate officers of this Association may from time to time determine and shall render to the Chief Executive Officer and the Board, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of this Association. The Chief Financial Officer shall have all of the powers and perform all of the duties incident to the office, and shall have such further powers and shall perform such further duties as may be prescribed by the Board.

ARTICLE IV

COMMITTEES

Section 1. Committees of Directors. The Board shall create the Standing Committees specified in this Article IV and may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more standing or special committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. And such committee, to the extent provided in the resolution of the Board, shall have all the authority set forth the charter of such committee.

Section 2. Rules. Sections 6 to 17 of Article II of these Bylaws shall also apply, with necessary changes in point of detail, to committees exercising the authority of the Board, if any, and to actions by such committees, except that (a) the first sentence of Section 9 of Article II shall not apply and a quorum of the committee shall be a majority of the authorized number of members of the committee and except that (b) special meetings of a committee may be called by any two members of the committee, unless otherwise provided by these Bylaws or by the resolution of the Board designating such committees. For such purpose, references to “the Board” or “the Board of directors” shall be deemed to refer to each such committee and references to “directors” or “members of the Board” shall be deemed to refer to members of the committee.

Section 3. Executive Committee. The Executive Committee of the Board shall be comprised of the Chair, the Vice-Chair or Chair-Elect, the Treasurer, the Secretary, and the General Counsel. The Chief Executive Officer shall attend Executive Committee meetings in a nonvoting capacity. The Executive Committee shall set the agenda for Board meetings and facilitate communications with the Chief Executive Officer, provided however, that the Executive Committee shall not have the power, without the consent of the Board, to (a) elect or remove Board members or officers, (b) amend or repeal any clauses in the Bylaws, or adopt new Bylaws, (c) dissolve the Association or merge the Association with another entity, or (d) change the mission or the organizational structure of the Association.

Section 4. Finance Committee. The Finance Committee shall provide periodic oversight and monitoring of the Association’s budget and financial condition, and shall provide recommendations to the Executive Committee and to the Board for action as necessary.
or appropriate. The Finance Committee shall be chaired by the Treasurer and shall consist of between four and nine other Directors. Finance Committee members shall be selected annually by the Treasurer in consultation with the Board Chair, and shall be subject to election by the Board. The other Executive Committee members, the CEO and CFO shall be invited to attend meetings of the Finance Committee in a non-voting capacity.

Section 5. Governance Committee. The Governance Committee shall develop and propose bylaws and Board policies, including amendments, with such bylaws or policies being subject to approval by the Board. The Governance Committee shall be chaired by the Chair-elect or Vice-chair, and shall include between four and six other Directors who shall be elected annually. Those additional members shall be selected by the Governance Committee Chair, in consultation with the Board Chair, and shall be subject to approval of the Board. The other Executive Committee members and the CEO shall be invited to attend meetings of the Governance Committee in a non-voting capacity.

Section 6. Nominations Committee. The Nominations Committee shall make recommendations to the Board concerning the election of Directors and the appointment of alumni representatives to campus committees. The Nominations Committee shall solicit nominations from the existing Board and from the broader UCLA community, and shall propose a slate of Director candidates in number sufficient to satisfy the maintenance of the Board in accordance with the numerical requirements set forth in Article II, Section 2 herein. Elections to the Board shall be held annually. Directors shall be elected in each year, to hold office for the time specified herein. The slate of Directors shall be elected by majority vote of the Directors in attendance at the meeting held to conduct such election.

The Nominations Committee shall also make recommendations to the Board concerning the election of the Treasurer, Secretary and General Counsel. The Nominations Committee shall solicit nominations from the Board and from the broader UCLA Community, and shall propose the individual candidates for approval by the Board. In making its recommendations for these officer positions, the Nominations Committee shall consider the professional qualifications of the prospective candidates. Those nominated for officer positions shall be subject to election by majority vote of the Directors in attendance at the meeting held to conduct such election. Any candidate for a position as officer or director of this Association who serves on the Nominations Committee shall be excused from service on the Nominations Committee concerning any such position on or after the applicable deadline for submission of nominations. In the event that a vacancy on the Nominations Committee is thereby created, such vacancy shall be filled by the Board. Any such candidate may vote for his or her replacement on the Nominations Committee and may participate in other votes of the Board to the extent permitted in these Bylaws.

The Nominations Committee shall be constituted annually of six sitting Directors in addition to the Chair and the Vice-Chair or Chair-Elect, plus the other officers sitting ex officio. The six Directors shall be selected as follows. Directors willing to serve will self-nominate, and be subject to election by the Board. In the event that more than six Directors are nominated, those Directors receiving the most votes for the positions shall constitute the Nominations Committee. Upon confirmation of the six Director members, the Chair of the Nominations Committee, in consultation with the other Committee members and the entire Board, shall propose four non-
Directors to join the Nominations Committee as advisory members, who shall be subject to approval by the Board.

In selecting candidates for Director, Officer and Committee positions, the Nominations Committee and Board shall use their best efforts to reflect the diversity of UCLA’s community and constituencies.

**Section 7. Audit Committee.** The Audit Committee shall make recommendations to the Board of Directors with respect to the engagement or discharge of the Foundation’s independent auditors, and shall review with the independent auditors the plans, scope, and results of the audit engagement. The committee and its Chair shall include no officers of the Association and shall be elected by the Board. The committee shall consist of six members plus a Chair. Committee members shall serve a two year term on a staggered basis, and the Chair shall serve a three year term. No person may serve for more than six years on the committee. The committee may include non-directors, but individuals who are also members of the Finance Committee may not comprise a majority of the Audit Committee.

**Section 8. AVC Evaluation.** As requested by the Vice Chancellor, the President shall provide feedback on the Associate Vice Chancellor’s performance to the Vice Chancellor External Affairs annually. Pursuant to California Government Code section 12586(g) UCLA leadership shall address compensation.

**Section 9. Ad-hoc, Advisory or Other Committees.** Other committees not having or exercising the authority of the Board in the management of this Association may be designated by a resolution adopted by a majority of the directors then in office. Each such committee may adopt rules for its own governance not inconsistent with the rules set forth by the Board in the resolution designating the committee.

**ARTICLE V**

**BOOKS AND RECORDS**

This Association shall keep at its principal office in this state, if any, the original or a copy of its articles of incorporation and these Bylaws as amended to date. (§5160) Furthermore, this Association shall keep adequate and correct books and records of account (§6320(a)(1)) and shall also keep minutes of the proceedings of its Board and committees of the Board. (§6320(a)(2)) Minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing. (§6320(b)) Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this Association. (§6334)

**ARTICLE VI**

**ANNUAL AND OTHER REPORTS**
Section 1. Annual Statement of Certain Transactions. So long as required by the Law (presently Section 6322), this Association shall furnish annually to its directors a statement which briefly describes each of the following transactions, if any:

(a) Any “covered transaction” (as defined below) during the previous fiscal year involving more than fifty thousand dollars ($50,000), or which was one of a number of “covered transactions” in which the same “interested person” (as defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars ($50,000). (§6322(d)(1)) The description of such “covered transactions” should include the names of the “interested persons” involved in such transactions, stating such person’s relationship to this Association, the nature of such person’s interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated (§6322(d)(2)); and the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars ($10,000) paid during the fiscal year to any officer or director of this Association pursuant to the Law (presently Section 5238) providing for the indemnification of officers and directors. (§6322(e))

Within the meaning of this Section, a “covered transaction” with an “interested person” means a transaction in which this Association, its parent or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any director or officer of this Association, or its parent or subsidiary; or any holder of more than ten percent (10%) of the voting power of the Association, its parent or its subsidiary. A common directorship is not a material financial interest within the meaning of this Section. (§§ 6322(b),(c))

Section 2. Financial Information. So long as required by the Law (presently Section 6321(e)(1)), the Board shall cause to be prepared for their own use and for whatever further use the Board may duly authorize, a report containing in appropriate detail the following information:

(a) The assets and liabilities, including the trust funds, of this Association as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of this Association, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of this Association, for both general and restricted purposes, during the fiscal year; and

(e) Any information required by Section 1 of this Article. (§6321(a))

The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of this Association that such statements were prepared without audit from the books and records of
Section 3. Biennial Statement. This Association shall, within 90 days after the filing of its original articles and biennially thereafter during the applicable filing period (as set forth in Section 6210(c) of the Law), file, on a form prescribed by the Secretary of State, a statement containing: (1) the names and complete business or residence addresses of its chief executive officer, secretary, and chief financial officer; (2) the street address of its principal office in this state, if any; and (3) the mailing address of the Association, if different from the street address of its principal executive office or if the Association has no principal office address in this state. (§6210(a)) The statement shall also designate an agent of the Association for the purpose of service of process as prescribed in Section 6210(b) of the Law. (§6210(b)) If its agent for service of process or the address of the agent is changed, or if designation of a new agent for service of process is required under Section 6212 of the Law, the Association shall file a current statement containing all the information required by this Section 38 (§§ 6210(d) and §6212)

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Association shall, to the maximum extent permitted by law, indemnify each of its present or former directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter “proceeding” includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this Association; provided that such director or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of this Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this Association and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust. (§5238(b))

If, because of the nature of the proceeding, this Association is prohibited by the Law from indemnifying its directors or officers against judgments, fines, settlements and other amounts, this Association shall nevertheless indemnify each of its directors and officers against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a director or officer of the Association; provided that such director or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of this Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph. (§5238(c))

Expenses incurred in defending any proceeding may be advanced by this Association prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount of the advance unless it is determined ultimately that
the director or officer is entitled to be indemnified as authorized in this article or by law. The provisions of Article IX of these Bylaws shall not apply to advances made pursuant to this paragraph. (§5238(f))

The Board may authorize this Association to purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person’s status as such, whether or not this Association would have the power to indemnify such person against such liability; provided, however, that this Association shall not purchase or maintain insurance to indemnify any director or officer of this Association for violating Section 5233 of the Law. (§5238(i))

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person’s capacity as such, even though that person may also be a director or officer of this Association. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law. (§ 5238(j))

ARTICLE VIII

LIMITATION OF LIABILITY OF CERTAIN DIRECTORS AND OFFICERS

Section 1. Limitation of Liability of Volunteer Directors and Volunteer Executive Officers to Third Parties. There shall be no personal liability for monetary damages to a third party on the part of a volunteer director or volunteer executive officer caused by the director’s or officer’s negligent act or omission in the performance of that person’s duties as a director or officer, if all of the following conditions are met:

(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; and

(d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Association, 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. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the Board and the person had made all reasonable efforts in good faith to obtain available liability insurance. (§5239(a))

“Volunteer” means the rendering of services without compensation. “Compensation” means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person’s status as a volunteer with the meaning of this
Section. (§5239(b))

“Executive officer” means the chief executive officer, vice president, secretary, or treasurer of an Association, or such other person who serves in like capacity, who assists in establishing the policy of the Association. (§5239(c))

Nothing in this Section shall limit the liability of the Association for any damages caused by acts or omissions of the volunteer director or volunteer executive officer. (§5239(d))

This Section does not eliminate or limit the liability of a director or officer as provided in Section 5233 or 5237 of the Law; or in any action or proceeding brought by the Attorney General (§5239(e))

Nothing in this Section creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a director or officer. (§5239(f))

Section 2. Limitation of Liability of Certain Directors. Except as provided in Section 5233 of the Law, there is no liability based upon any alleged failure to discharge a person’s obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated, if the director’s duties are performed in a manner that meets all of the following criteria:

(a) The duties are performed in good faith;

(b) The duties are performed in a manner such director believes to be in the best interests of the Association; and

(c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. (§5231(c))

ARTICLE IX

CORPORATE LOANS, GUARANTEES AND ADVANCES

Except as provided by the Law (presently Section 5236), this Association shall not make any loan of money or property to or guarantee the obligation of any director or officer.

ARTICLE X

AMENDMENTS TO BYLAWS

New bylaws may be adopted or these Bylaws may be amended or repealed by the approval of the Board. (§5150(c))