

Approved by the Governance Committee (May 18, 2021)
Approved by the Executive Committee (June 8, 2021)
Approved by the Board of Directors (June 26, 2021)

AMENDED AND RESTATED

BYLAWS OF

THE UCLA ALUMNI ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE I. MEMBERS

This corporation shall have no statutory members.

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.

Section 2. Number of Directors. The Board shall consist of not less than five (5) nor more than twenty-nine (29) members, including Officers and ex officio Directors, with the exact number of Directors to be fixed from time to time, within the limits specified herein by the Board.

Section 3. Ex Officio Directors. The Chancellor of UCLA or his or her designee and the UCLA Vice Chancellor of External Affairs are designated as Directors by reason of holding those positions, to serve until their successors take office.

Section 4. Standing Guests. The following persons may be non-voting standing guests at meetings of the Board:

- (a) Chair, Alumni Scholars Advisors Council
- (b) Chair, UCLA Foundation
- (c) Alumni Regent-Designate or Alumni Regent from UCLA (when one is serving)
- (d) President, Alumni Scholars Club (ASC)
- (e) President, Student Alumni Association (SAA)
- (f) President, Undergraduate Student Association Council (USAC)

- (g) VP, External Affairs, Graduate Student Association (GSA)
- (h) Alumni Representatives (officially appointed by the Alumni Board)

Section 5. Election and Term of Office. All candidates for election as Directors shall be nominated by the Governance and Nominations Committee, which shall endeavor to nominate a diverse slate of candidates.

Elections shall occur annually at a meeting of the Board, but elections may occur at any special meeting of the Board held for that purpose. Each elected member shall hold office for a term of three (3) years. Directors may succeed themselves in office, but for no more than a total of two three-year terms (total of six consecutive years). Time served as an Officer shall not count against the total of six (6) consecutive years a Director may otherwise serve on the Board, except that in no event may any person serve more than eight (8) consecutive years on the Board as an Officer or Director.

Individuals who have served the maximum number of consecutive elected terms on the Board shall be ineligible for election to the Board for a period of one (1) year following the end of their last term, and thereafter will be eligible to serve again.

Section 6. Resignation. Any Director may resign effective upon giving written notice to the President 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; provided however, that a Director may not resign without permission of the Attorney General in a case where the Association would be left without a duly elected Director in charge of its affairs.

Section 7. Removal of Directors. The Board may, following a recommendation by the Executive Committee and by majority vote of the Board at a meeting in which a quorum is present, remove any elected Director from office with cause. Any elected Director may, following a recommendation by the Executive Committee, be removed from office without cause by a vote of a majority of all Directors then in office.

Section 8. Vacancies. A vacancy in any office due to death, resignation, or removal may only be filled by the Board, subject to the other provisions of these Bylaws. A Director elected to fill a vacancy may be elected to serve a term of up to three years.

Section 9. Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time be any of the following: (i) persons compensated by The Association for services rendered within the previous twelve (12) months (whether as an employee, contractor or otherwise); or, (ii) the spouse, an ancestor, sibling or descendent to the first degree of consanguinity; or any person married to such relative of any person so compensated; or (iii) University employees.

Section 10. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times and places as may be fixed by the Board.

Section 11. Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the President of the Board or the Chief Executive Officer or the Vice President or the Secretary or any two (2) Directors.

Special meetings of the Board shall be held upon four days' written notice by first-class mail or 48 hours' notice delivered (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by (a) facsimile or email, or other means of electronic communication (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the Law, and (c) that creates a record that is capable of retention, retrieval, and review. Written notice shall be addressed or delivered to each Director at his or her physical, facsimile or email address, as applicable, as it is shown upon the records of the corporation.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient, including by telephone voice messaging system.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of 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.

Section 13. Quorum and Adjournment. A majority of the Directors then in office constitutes a quorum for the transaction of business except to adjourn. All matters shall be decided by the vote of a majority of the Directors present at a meeting 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. 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.

Section 14. Participation in Meetings by Conference Telephone. Members of the Board may participate in any meeting through a video or telephone conference, as long as all Directors participating in the meeting can hear one another. No proxy voting shall be allowed.

Section 15. Meetings by Electronic Mail. Meetings of the Board may be conducted by electronic mail using the procedure described in this Section. The notice given of a meeting to be conducted by electronic mail shall contain the proposed action to be taken at the meeting and may be accompanied by other material pertaining to the proposed action. The notice shall include:

- (a) Instructions to Directors to use the “reply all” electronic mail function to ensure that each Director participating in the meeting can communicate with all the other Directors concurrently;
- (b) Notice that each Director may participate 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; and
- (c) A deadline for the conclusion of the period for discussion of any action proposed to be taken at the meeting, together with a deadline following that period before which all votes by Directors on that proposed action must be transmitted.

Following a meeting by electronic mail, the President of the Board or his or her designee shall notify the Board of the number of Directors who participated in the meeting (determined either by participation in the pre-vote discussion or by the casting of a vote); that a quorum was thereby considered to be present; the number of votes cast in favor of the action; and the passage or failure of each action item.

Section 16. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the Directors who were not present at the time of the adjournment.

Section 17. 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 have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Directors may consent, vote, or otherwise take action under this Section by a signed document transmitted by mail, messenger, courier, email facsimile, or any other reasonable method satisfactory to the President of the Board.

Section 18. Compensation. Directors and members of committees shall not receive any compensation for their services, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as

approved by the Chief Executive Officer of the Association. Nothing shall preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation for such services.

ARTICLE III. COMMITTEES

Section 1. Appointment of Committees. The Board shall create the Standing Committees specified herein, and may create such other standing or special committees, and may delegate to each committee such authority to act on behalf of the Board, to the extent permitted by Law, as the Board deems appropriate. All committees serve at the pleasure of the Board, and shall have such powers, functions and responsibilities as shall be conferred by these Bylaws or by resolutions of the Board. Each committee shall report all actions taken, at the next regular meeting of the Board.

Section 2. Composition. Each committee shall consist of two (2) or more Directors. The President, President-Elect or Vice President, General Counsel, Secretary, Treasurer, and Chief Executive Officer shall be members of each committee except for the Audit Committee. Excluding the President, President-Elect or Vice President, General Counsel, Secretary, Treasurer, and Chief Executive Officer, committee membership shall include at least five (5) members but no more than fifteen (15). All committee members and committee chairs shall be nominated by the President or President-Elect when one is serving. Committee chairs must be current Board members. Members of a committee shall be nominated following consultation with the President and staff liaison of that committee. All committee appointments shall be approved by the Board.

Section 3. Term of Appointment. Committee chairs shall serve two-year terms and may be eligible for re-appointment to one additional two-year term (totaling four consecutive years of service). For any committees with co-chairs, co-chair terms may be staggered.

Committee members shall serve one-year terms. Each committee shall disband at the end of each fiscal year and be reformed by the President at the beginning of the subsequent fiscal year. Committee members are limited to a maximum of six (6) consecutive years of uninterrupted service. All Officers are exempt from this committee term limit provision. Individuals who have served the maximum number of consecutive years of appointment to a committee shall be ineligible for reappointment for a period of one (1) year following the end of their most recent service on the committee, and thereafter will be eligible to serve again.

Section 4. 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) 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 (2) 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. For any recommendations or actions forwarded to the Board for approval, (a) a majority of the Board members on the committee must vote in favor of the action and (b) Directors in attendance must comprise the majority of all members in attendance.

Section 5. Executive Committee. The Executive Committee of the Board shall be comprised of the President, the President-Elect or Vice President, the Treasurer, the Secretary, and the General Counsel, and the Chief Executive Officer. The Executive Committee shall set the agenda for Board meetings. 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) adopt new or revised Board policies, (d) dissolve the Association or merge the Association with another entity, or (e) change the mission or the organizational structure of the Association.

Section 6. Audit Committee. The committee shall include no Officers of the Association. The committee may include non-Directors as non-voting Standing Guests, but individuals who are also members of the Finance Committee may not comprise a majority of the Audit Committee. The Audit Committee shall make recommendations to the Board of Directors with respect to the engagement or discharge of the Association’s independent auditors, and shall review with the independent auditors the plans, scope, and results of the audit engagement.

Section 7. Development Committee. The Development Committee may include non-Directors as non-voting Standing Guests. The Development Committee shall make recommendations to the Board of Directors with respect to opportunities that advance the Board’s support of the Association’s financial goals related to resource development and fundraising including business development, alumni scholarships, and corporate partnerships.

Section 8. Finance Committee. The Finance Committee shall be chaired by the Treasurer. The chair of the Audit Committee may not serve as a member of the Finance Committee. The committee may include non-Directors as non-voting Standing Guests. 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 Chief Financial Officer shall serve as a non-voting Standing Guest.

Section 9. Governance and Nominations Committee. The Governance and Nominations Committee shall be chaired by the President-Elect (when one is serving) or Vice President.

The Governance and Nominations Committee shall include five Advisory Members who are reflective of UCLA’s alumni community and the Association’s campus partners but who are not members of the Board. Specifically, these Advisory Members shall be comprised of one of each of the following: Network leadership, Alumni Affairs campus partner, former Board Officer, Diversity Network representative, and alumna/alumnus at-large. These Advisory

Members shall be standing guests of the Governance and Nominations Committee, but participation by Advisory Members in meetings of the Governance and Nominations Committee shall be limited to discussion of the selection of alumni representatives and Board Directors (but not Board Officers). Advisory Members of the Governance and Nominations Committee shall not have the right to vote on any matter before the committee.

Should the Vice President wish to run for a position recommended by the Governance and Nominations Committee, the Secretary or other Executive Committee member shall replace the Vice President as chair of the Governance and Nominations Committee, at the time the Vice President announces such candidacy.

The Governance and Nominations Committee shall make recommendations to the Board concerning the election of Directors and the appointment of alumni representatives to campus committees. The Governance and Nominations Committee shall also make recommendations to the Board concerning the election of the Treasurer, Secretary and General Counsel. The Governance and Nominations Committee shall solicit nominations from the existing Board and from the broader UCLA community, and shall propose a slate of Director and Officer candidates (not including the positions of President-Elect, Vice President, Chief Executive Officer, and Chief Financial Officer). Elections to the Board shall be held annually or such meeting held for the purpose of election.

In selecting candidates for Director, Officer and Committee positions, the Governance and Nominations Committee and Board shall use their best efforts to reflect the diversity of UCLA's community and constituencies. In making its recommendations for these officer positions, the Governance and Nominations Committee shall consider the professional qualifications of the prospective candidates.

Any candidate for a position as Director or Officer who serves on the Governance and Nominations Committee shall be excused from service on the Governance and Nominations Committee. In the event that a vacancy on the Governance and Nominations Committee is thereby created, such vacancy shall be filled by the Board.

The Governance and Nominations Committee shall develop and propose bylaws, including amendments, and shall recommend to the Executive Committee any proposed bylaws amendments, with such bylaws being subject to approval by the Board.

Section 10. Advisory Committees. Advisory 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. Advisory committees do not have specified dissolution dates. Such committees must be chaired by a Director of the Board and include at least two Directors. Non-Directors may serve as members. Each Advisory Committee may adopt rules for its own governance not inconsistent with the rules set forth by the Board in the resolution designating the committee. The Board's approved Advisory

Committees are listed in Addendum A of these Bylaws. Should the Board approve additional Advisory Committees, the Secretary shall update Addendum A to reflect the Board's approval.

Section 11. Ad-hoc, Taskforce 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. Such committees must be chaired by a Director of the Board and include at least two Directors. Non-Directors may serve as members. 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 IV. OFFICERS

Section 1. Officers. The Officers of the Association shall serve as Directors, subject to the control of the Board, and consist of a President, a President-Elect or Vice President, 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 (who shall be employees of UCLA). 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 President of the Board.

Section 2. Selection and Term of Office. The President-Elect and Vice President 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 Treasurer, General Counsel and Secretary shall be nominated by the Governance and Nominations Committee, subject to approval by the Board, by majority vote of the Directors in attendance at the meeting held to conduct such election. Candidates for these offices may also be nominated by other Directors or may self-nominate. Officers shall be elected by the Board from among these candidates. The President, in consultation with the Executive Committee, shall set and announce dates and all other election procedures at least 30 days before an election for these offices.

Officers other than the President-Elect, Vice President, Chief Executive Officer, and Chief Financial Officer shall serve a term of two (2) years. The President-Elect shall serve a term of one (1) year, beginning in the second year of the term of the President, and shall automatically take office as President at the expiration of the current President's term of office, or upon a vacancy in the office of President. At no time shall there be both a President-Elect and a Vice President in office at the same time. The Treasurer, General Counsel and Secretary are eligible for reelection. The Chief Executive Officer shall hold that office by reason of holding the position with UCLA until a successor takes office. The Chief Financial Officer shall serve until removed by the Chief Executive Officer in consultation with the President of the Board.

Section 3. President of the Board. The President of the Board shall chair the Executive 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 by these

Bylaws. If there is no Chief Executive Officer, the President of the Board shall, in addition, be the general manager and Chief Executive Officer of the Association.

Section 4. President-Elect. The President-Elect shall chair the Governance and Nominations Committee, and shall perform the duties and exercise the powers of the President in the absence or disability of the President, and shall have such further powers and shall exercise and perform such further duties as may be prescribed by the Board.

Section 5. Vice President. The Vice President (in years when there is no President-Elect) shall chair the Governance and Nominations Committee, and shall perform the duties and exercise the powers of the President in the absence or disability of the President, and shall have such further powers and shall exercise and perform such further duties as may be prescribed by the Board.

Section 6. 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 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.

Section 7. General Counsel. The General Counsel shall at the time of nomination, be a member in good standing of The State Bar of California who is authorized to practice law and shall maintain this status throughout the General Counsel's term. The General Counsel shall advise the Board and the Association, and shall exercise such other powers and duties assigned by the Board.

Section 8. Treasurer. The Treasurer shall chair the Finance Committee.

Section 9. Chief Executive Officer. The Chief Administrative Officer of UCLA External Affairs shall be 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 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 10. Chief Financial Officer. The Chief Financial Officer shall be selected by the Chief Executive Officer in consultation with the President of the Board. 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. Further, the Chief Financial Officer shall render to the Chief Executive Officer and the Board, whenever they request it, an accounting 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.

Section 11. CEO Evaluation. As requested by the Vice Chancellor of External Affairs, the President shall provide feedback on the Chief Executive Officer's performance to the Vice Chancellor External Affairs annually.

ARTICLE V. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify every Officer, Director, employee or agent to the corporation to the fullest extent allowed by the Law.

ARTICLE VI. AMENDMENTS TO BYLAWS

New bylaws may be adopted or these Bylaws may be amended or repealed by the approval of the Board.

{Signature page follows}

Amendment Log	
Bylaws Adopted	March 1, 2014
Amended and restated	June 6, 2015
Amended and restated	December 3, 2016
Amended and restated	June 3, 2017
Amended and restated	November 3, 2018
Amended and restated	May 30, 2020
Amended and restated	June 26, 2021

CERTIFICATE OF THE SECRETARY

THIS IS TO CERTIFY: That I am the duly elected and acting Secretary of the UCLA Alumni Association and that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of such corporation by the Board of Directors thereof as of June 26, 2021.

Date:

Ed Lew, Secretary

Addendum A
Advisory Committees of the Alumni Association Board

Diversity Advisory Committee (approved by the Board on March 14, 2015)