

# **BY-LAWS OF THE CAL ALUMNI CLUB OF ROSSMOOR – WALNUT CREEK**

**Amended May 2015**

## **ARTICLE 1 – NAME**

The name of this organization shall be the Cal Alumni Club of Rossmoor-Walnut Creek.

## **ARTICLE II – PURPOSES**

The objectives and purposes of the Cal Alumni Club of Rossmoor-Walnut Creek (hereinafter referred to as “the Club”) shall be to promote the general welfare of the University of California, Berkeley; to provide fellowship for California alumni and friends of the University residing in the Rossmoor – Walnut Creek area of Contra Costa County; to encourage support for programs that will benefit Club membership and the University, including the California Alumni Scholarship Programs.

## **ARTICLE III – MEMBERSHIP AND DUES**

### **Section 1. Membership.**

All California Alumni and friends of the University are eligible for membership in the club.

### **Section 2. Dues.**

Members shall be assessed annual dues as determined by the Board of Directors.

### **Section 3. Qualification of Officers and Directors.**

All Officers and Directors of the Club shall be members in good standing in the Club and must be members of the California Alumni Association.

## **ARTICLE IV – BOARD OF DIRECTORS AND OFFICERS**

### **Section 1. Elective Directors and Officers**

The business of this organization shall be managed by a Board of Directors consisting of eleven Directors who shall be elected by the membership. The Directors shall elect from the Board a President, an Executive Vice President, Vice Presidents, Secretaries, and a Treasurer.

### **Section 2. Appointive Officers and Directors**

The Board of Directors may appoint, and may empower the President to appoint such other Officers and Directors as the business of the Club may require, each of whom shall have such authority and shall perform such duties as The Board of Directors may from time to time determine, or as may be provided in the By-Laws.

### **Section 3. Past President**

The former President of the Club whose term of office immediately preceded that of the incumbent President shall, upon the Election or appointment of the President, automatically succeed to and assume the office of Past President.

#### **Section 4. Elections**

**A. Elections.** Six Directors shall be elected in each even year, and five Directors shall be elected in each odd year. The Directors shall be elected by ballot mailed to the membership no later than December 1 of each year. The results will be announced at the Annual Membership Meeting in January. The election of Officers shall be by the incoming Board of Directors and reported to the membership at the annual Membership Meeting.

#### **B. Nominating Committee**

1. At least 90 days prior to the Annual Membership Meeting the President shall appoint the Chairman of the Nominating Committee and two additional members. At least one member of the committee shall be from the membership at large.
2. The Committee shall present a report of the nominations to the Board of Directors no later than the November Board Meeting. An election ballot shall be sent to the membership with the announcement of the Annual Membership Meeting.
3. The membership may vote for write-in candidates on the ballot provided prior consent of the candidates has been obtained.

#### **Section 5. Term of Office**

**A. Elective Directors.** The term of office of each elective Director shall be two years. No Director shall serve more than three full terms consecutively, except that any Director who is appointed to fill a vacancy and serves less than a full year shall be eligible to serve three full terms thereafter. A person who has served three full consecutive terms as a Director shall be eligible to be elected again as a Director after having been out of service for at least one year.

**B. Elective Officers.** The term of office of an Elective Officer shall be one year. Said officer shall not serve for more than two full terms consecutively. Any Officer or Director who is appointed to fill a vacancy and serves less than a full year shall be eligible to serve two full years thereafter.

**C. Exceptions.** For said officers and/or directors referred to in paragraphs A and B the stated terms of office may be waived in any year for an Officer or Director by majority vote of the Board of Directors if the following conditions exist:

1. The best interests of the Club are deemed to be served by said Officer's or Director's continued service in said office, and
2. Said Officer's or Director's performance has been good, and
3. Said Officer or Director agrees to serve an additional term.

Any Officer, Director and/or member of the Nominating Committee may make a recommendation to the Board of Directors that this exception should apply.

**D. Appointive officers and Directors.** The Board of Directors shall determine the term of office of Appointive Officers and Directors, and such Officers or Directors shall serve at the pleasure of the Board of Directors.

- E. **Past President.** The term of office of the Past President shall continue until a subsequent President is elected.

**Section 6. Vacancy in Office.**

In the event of a vacancy in any elective Directorship the Board of Directors may appoint a member to fill the office until the next regular election.

**ARTICLE V – DUTIES OF OFFICERS**

**Section 1. Duties of the Elective Officers**

- A. **President.** The president shall be the chief executive officer of The Club; shall preside at all meetings of the Club, of the Board of Directors and of the Executive Committee; and shall perform all other duties usually pertaining to the office. The President shall be an ex-officio member of all committees except the Nominating Committee.
- B. **Executive Vice President.** The Executive Vice President shall perform all the duties of the President in the absence of the President or in case of the President's inability to act; shall assist the President in carrying out the duties of office; and shall take an active part in the supervision of the activities of the Club. In the event there is a vacancy in the Office of the President, the Executive Vice President shall immediately become the president, and shall serve as President for the remainder of the term of office without the necessity of an election.
- C. **Vice President – Membership.** This officer shall coordinate and supervise all of the Club's Membership and any other committee assignments made by the President. This officer is also responsible for the maintenance of the Club's membership list.
- D. **Vice President – Publicity.** This officer shall coordinate and supervise all of the Club's publicity activities and any other committee assignments made by the President.
- E. **Secretaries.** The **recording secretary** shall keep the minutes of meetings of the Board of Directors and Executive Committee and send out notices of meetings to board members. The **corresponding secretary** shall prepare correspondence as directed, and send out Club meeting notices and other correspondence to all club members.
- F. **Treasurer.** The Treasurer shall keep and maintain records of all money received by the Club; establish bank accounts; collect and disburse all funds at the direction of the Executive Committee; and maintain appropriate accounts and records. The Treasurer shall assist the Executive Committee in the preparation of an annual operating budget, and make periodic reports to the Board at the direction of the President.

**G. Separate Offices.** Each of the Vice Presidencies shall be considered a separate office, and a person who has served two full terms in any one of said offices shall be eligible to serve two additional consecutive terms in each of the other elective offices.

**Section 2. Duties of Appointive Officers and Directors**

The Board of Directors shall determine the duties of the Appointive Officers or Directors.

**Section 3. Duties of the Past President**

The Past President shall be an advisor to the President, the Executive Committee, and the Board of Directors and shall have full voting power.

**ARTICLE VI – BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

**Section 1. Board of Directors**

The Board of Directors shall be composed of all elective Directors, appointive Directors, and the Past President. It shall be the governing body at all times, except for meetings of the Club as defined in Article VIII. It shall determine all policies not provided for in the By-Laws or enacted at meetings of the Club. A quorum for a meeting of the Board of Directors shall be the majority of the members of the Board.

**Section 2. Executive Committee**

The Executive Committee shall be composed of the President, Executive Vice-President, Secretary, Treasurer and the Past President.

**ARTICLE VII – COMMITTEES**

The Board of Directors may establish, and may empower the President to establish such other committees as may be required to carry out the business of the Club.

**ARTICLE VIII – MEETINGS AND QUORUM**

**Section 1. Meetings**

- A. There shall be an Annual Membership Meeting of the Club in January on a date to be set by the Board of Directors, and such other meetings as may be called by the President or the Board of Directors.
- B. Only those persons who are members of the Club as of the date a ballot is mailed or a vote is taken shall have the right to vote.
- C. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll a notice telling the time and place of such annual meeting.
- D. Regular meetings of the Board of Directors of this organization shall be held monthly or at such time as may be determined by the Board of Directors.

**Section 2. Quorum**

A quorum for a meeting to conduct business or elections shall be 10 percent of the Club Membership.

**ARTICLE IX – VOTING**

At all meetings, except for the election of Officers and Directors, all votes shall be by voice. For the election of Officers, ballots may be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

**ARTICLE X – RULES OF ORDER**

The rules contained in the Robert's Rules of Order, revised, shall govern the procedures of this Club in all instances in which they are applicable and in which they are not inconsistent with these By-Laws.

**ARTICLE XI – AMENDMENTS**

These By-Laws may be amended by a two thirds vote of those present, at a regular or special meeting of the Board of Directors, provided that notice of the proposed amendment shall have been sent to each member at least two weeks prior to the meeting at which such amendment is to be voted upon; or, if previous notice has not been given, then a three fourth's vote of those present and voting thereon. Any change in the Club's By-Laws must be submitted through staff to the Alumni Council of the Association for approval.

Adopted this 14<sup>th</sup> day of May, 2015, by the Board of Directors of the Club.