

**CALIFORNIA POLYTECHNIC STATE UNIVERSITY
ALUMNI ASSOCIATION**

**BYLAWS
Amended May 22, 2004**

ARTICLE I - NAME AND OFFICES

Section A - Name and Official Seal

The name of this organization is the California Polytechnic State University Alumni Association, commonly known as the Cal Poly Alumni Association, (“CPAA”), a California nonprofit public benefit corporation. The official seal, adopted by the Board of Directors (“Board”), is kept by the Executive Vice President in the Executive Office and shall be affixed to all legal documents or transactions as required.

Section B - Executive Offices

The CPAA shall establish and maintain an Executive Office in the Albert B. Smith Alumni and Conference Center at California Polytechnic State University (“University”), San Luis Obispo, California 93407, or at such other location as may be designated by the Board. The Executive Office shall be the headquarters and principal place of business of the CPAA. The Executive Vice President and staff shall maintain offices in the Albert B. Smith Alumni and Conference Center, except as may otherwise be provided by the Board.

Section C – Powers

The CPAA shall have such powers as are now or may hereafter be granted by the California Nonprofit Public Benefit Corporation Law, as a public benefit corporation, except as limited by the California Education Code, the Regulations adopted by the Board of Trustees of the California State University (“CSU” or “Trustees”), the provisions of its Articles of Incorporation, as amended, these Bylaws and the Operating Agreement between the CPAA and the University.

ARTICLE II - MISSION AND PURPOSES

Section A - Mission

The CPAA seeks to engage and serve alumni; to foster a lifelong connection between the University and its alumni; and to foster goodwill and support for the University.

Section B - Purposes

The CPAA is organized and at all times hereafter will be operated exclusively for the benefit of the University and to promote the welfare and future development of the University in its educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding provision of any future IRS laws: to maintain among the University's former students, alumni and friends a high regard for education, a spirit of fellowship and genuine regard for one another; to serve them in pursuit of their careers; to perpetuate a sentiment of affection for the University; to solicit membership in the CPAA; and to encourage gifts to the University through the development programs. The CPAA and all of its functions and activities are to be operated and conducted in the promotion of its charitable purposes as specified in the Articles of Incorporation.

ARTICLE III - FISCAL YEAR

The CPAA's business year is the fiscal year beginning July 1st and ending June 30th.

ARTICLE IV - MEMBERSHIP

Section A – Membership Classifications

The membership classifications of the CPAA shall consist of Alumni and Non-Alumni members.

1. Alumni of California Polytechnic State University are eligible to become members of the CPAA. An alumnus/alumna is any person who has successfully completed at least one (1) academic year, or thirty-six (36) units, at the University, any person upon whom the University has conferred an honorary degree, and any person who has earned a credential through the University.
2. Non-Alumni are those within the membership who are only eligible for Associate Member status but are dues paying members.

Section B – Types of Membership

The CPAA shall have three (3) types of memberships designated as Regular, Associate and Honorary.

1. Regular: Any alumnus/alumna who has joined the CPAA through payment of membership dues. Regular members, whose dues are current, are entitled to participate in CPAA activities, to hold office, and to exercise prerogatives as determined by the Board.

2. Associate: Any friend, faculty, or staff member of the University who is a non-alumnus and has joined the CPAA through payment of membership dues. Associate members may participate in CPAA activities and may be granted other privileges as designated by the Board. Associate members may not hold elected office or exercise prerogatives of a Regular member.
3. Honorary: Friends or benefactors to the University or CPAA, who are also alumni, may be recognized as Honorary members upon recommendation of the Executive Committee and approval from the Board. Honorary members may participate in CPAA activities and may be granted other privileges as designated by the Board. Honorary members may not hold elected office or exercise prerogatives of a Regular member.

ARTICLE V - BOARD OF DIRECTORS

Section A - Board of Directors

The governing body of the CPAA is the Board shall be composed of the following directors (“Board member”):

1. The officers of the CPAA are President, President-Elect, Immediate Past President, Executive Vice President/Secretary, University President or Representative, Chief Financial Officer/Treasurer, Student Director, Faculty Director and Community Director. These positions are voting Board members and comprise the Executive Committee of the Board.
2. The CPAA General Counsel, licensed to practice law in California, may be hired or volunteer, and need not be a member of the CPAA. This is an ex-officio, non-voting officer and member of the Board.
3. Three (3) Directors consisting of one (1) University faculty member, one (1) community member, and one (1) University student member. These Directors shall be designated by the University President. The University President shall disclose such designees at the spring meeting of the Board or within a reasonable period of time thereafter. These positions are voting Board members and officers.
4. Vice Presidents formally elected as Board members as determined by the Board. There shall be at least four (4) Regional Vice Presidents and a Vice President for Special Interest Chapters. These positions are voting members of the Board.
5. Eight (8) College Directors ((7) Colleges and one (1) Unit-University Center for Teacher Education (UCTE)) formally elected by the Board as Board members, based on recommendations from the University’s Colleges and UCTE Deans. These positions are voting members of the Board.

6. Up to four (4) Directors-at-Large designated by the President and approved by the Board as Board members. These positions are voting members of the Board.
7. Additional Board members appointed at the discretion of the President and approved by the Board to represent: Cal Poly Parents Association, GOLD Program (Graduates of the Last Decade), CSU Alumni Council, and the Intercollegiate Athletic Program. These positions are voting members of the Board.
8. Goodwill Ambassadors may be appointed as non-voting Board members at the discretion of the President.
9. The Recording Secretary (a University staff member) as an ex-officio, non-voting Board member.
10. The POLY REP (Student Alumni Council) President as an ex-officio, voting Board member.

Section B - Ex-Officio Members of the Board

The Board shall have ex-officio members that include the Executive Vice President/Secretary (University Director of Alumni Relations), the Immediate Past President, the University President or Representative, the POLY REP President, and the Recording Secretary (Administrative Coordinator for the Office of Alumni Relations).

Section C - Eligibility and Nomination

A member of the Board must be a Regular member of the CPAA, or a person appointed pursuant to these Bylaws. Any CPAA chapter or a petition signed by at least ten (10) Regular members may nominate a qualified Board member candidate willing to serve. Nominations must be in writing and signed by the chapter representative officers, or the nominating Regular members, and received by the Executive Vice President on behalf of the Nominating Committee no later than January 15th each year. Nominations are to be received at the Executive Office.

Section D - Election of the Board

A slate of Officers and Directors will be presented by the Nominating Committee at the spring meeting for election by the Board.

Section E - Terms of Office

Board Officers and Directors commence their terms July 1, following their election, appointment or designation. No elected Board member is eligible to serve more than two (2) consecutive terms in the same office, without a two (2) year absence except the Chief Financial Officer. In filling vacancies for unexpired terms, a Board member who serves more than two-thirds (2/3) of a term is considered to have served a full term in that office.

1. Elected Board members shall serve terms of four (4) years unless otherwise specified herein.
2. The President, President Elect and Immediate Past President serve two (2) year terms. The President Elect, once voted into office by the Board, serves as the next President and Immediate Past President following a term as President.
3. The Executive Vice President/Secretary serves as an ex-officio Board member and serves a term concurrent with University employment as the Director of Alumni Relations.
4. The University Representative who may be the University President or their designee shall serve at the will of the University President.
5. Directors-at-Large and other Representatives shall serve two (2) year terms concurrent with the President, with the exception of the Parents Representative which shall serve a one (1) year term concurrent with his/her child's enrollment at the University, and may be reappointed to three (3) successive additional terms.
6. The Faculty Director shall be designated by the University President for a one (1) year term and may be reappointed to three (3) successive additional terms.
7. The Community Director shall be designated by the University President for a one (1) year term and may be reappointed to three (3) successive additional terms.
8. The Student Director shall be designated by the University President for a one (1) year term and may be reappointed to one (1) successive additional term.
9. The Recording Secretary serves as an ex-officio, non-voting Board member for a term current with University employment on the Alumni Relations staff, and is responsible for the taking of minutes of the Board and Executive committee meetings and for other duties incident to this office.

Section F – Authority and Responsibilities

The Board shall exercise the full authority granted to governing bodies under California Public Benefit Corporation Law and the California Education code.

The Board is responsible for the direction of all activities that fall within the scope of the CPAA including maintenance of accurate records; broadening the base of individual alumni interest and involvement in the development of the University; reviewing annually the total alumni program; approving the annual operating budget of the CPAA; recommending and approving uses for CPAA funds; developing incentive awards and scholarship programs and acting in an oversight role for the Alumni chapters.

Section G - Resignations and Vacancies

Any member of the Board may resign by giving written notice to the President. Such resignation shall be effective upon receipt. Any elected member who is absent from two (2) consecutive meetings of the Board without reasonable cause, may be removed from the Board by a majority vote of a quorum of the Board at any subsequent meeting. An elected Board member may be removed for cause by a majority vote of a quorum of voting Board members at any duly called meeting. Any elected Board member vacancy shall be filled for the unexpired term by nomination of the President and election by the Board. Should a vacancy occur in any ex-officio, designated or appointed position, the appointing authority for this Board member position shall, within one hundred and twenty (120) days, appoint or designate a successor to complete the unexpired term.

Section H - Meetings and Procedural Rules

The Board shall meet not fewer than three (3) times during the fiscal year, at such times and places as shall be designated in the notice of the meeting, upon call of the President or on the written request of ten (10) Board members, provided that an annual Board meeting be held in the fall and that one (1) meeting shall be held in the spring, at which meeting the Board shall elect officers and Board members to assume office the following July 1. All Board meetings are announced by the Executive Vice President / Secretary.

Section I – Conflicts of Interest

No Board member shall be financially interested in any contract or other transaction entered into by the Board. The following relationships are specifically deemed impermissible:

1. Any contract, other than an employment contract, directly between the CPAA and Board member.
2. Any contract between the CPAA and a partnership or unincorporated association in which a Board member is a partner, or owner, or holder, directly or indirectly, of a proprietary interest.
3. Any contract between the CPAA and a for-profit corporation, in which a Board member is a holder, directly or indirectly, of five percent (5%) or more of the outstanding common stock.

Section J – Inspection of CPAA Records

Each Board member and General Counsel shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, provided that such Board member shall not have the right to inspect those books, records or documents made privileged or confidential by law. Any such inspection must be made in person at the Executive Office of the CPAA, provided that they may be accompanied by an agent or attorney.

Section K – Compensation

All Officers and Directors of the CPAA, with the exception of the General Counsel shall serve without compensation.

ARTICLE VI – OFFICERS

Section A - Election of Officers

Elected officers are proposed by the Nominating Committee at the spring Board meeting and elected by a majority vote of a quorum of the Board.

Section B - Duties of Officers

The CPAA officers shall have and exercise general charge and supervision of the affairs of the CPAA and shall commit their "best efforts" to ensure fulfillment of the CPAA's mission and purpose. The officers shall have commensurate responsibilities according to their positions on the Board and are voting Board members, as defined below.

1. The President – is a Regular member of the CPAA and is Chief Executive Officer of the CPAA and the Board. The President is the presiding officer of the CPAA and chairs the Executive Committee. The President appoints committees; is an ex-officio member of each committee and CPAA chapter; performs all duties incident to the office and generally vested in the office of the President under the California Nonprofit Public Benefit Corporation Law; officially represents the CPAA at all formal events of the University and the CSU Alumni Council when an invitation to the CPAA has been extended; and submits at the fall meeting of the Board a full report of the CPAA's accomplishments for the preceding year. The President also provides an annual report to the University President on behalf of the CPAA.
2. The President-Elect - is a Regular member of the CPAA and an elected officer of the Board and is the next President. The President-Elect acts as President in the absence of or upon the request of the President; represents the President in all matters requested or referred by the President; chairs the Nominating Committee; serves as parliamentarian at meetings of the Executive Committee and Board; is responsible for actively promoting the organization of CPAA chapters and CPAA and University events and programs; performs all other duties which are incident of the office; and in the event of the death or resignation of the President, immediately assumes the duties of the President.
3. The Executive Vice President/Secretary - is Chief Operations Officer and is charged with the administration of the affairs of the CPAA; is an ex-officio voting Board member on the Executive Committee and the Nominating Committee; and is responsible for the quality care and custody of the property of the CPAA, to include the official seal. The Executive Vice President, or designee, approves all disbursements of

CPAA funds. The Executive Vice President is responsible for preparing and issuing/publishing such information, notices, and/or publications requested and authorized by the Board; maintains an official record of the minutes of the meetings of the Board, committees or task forces, and chapters; coordinates management of a database of the current contact information of each CPAA member; recommends to the Board requirements for an operating budget; and performs other duties incident to the office, and as defined in the job description or as assigned by the Board. The Executive Vice President will normally be a member of the University staff as the Director of Alumni Relations.

4. The Chief Financial Officer/Treasurer - is a Regular member of the CPAA and is an elected officer of the Board. The Chief Financial Officer acts as the custodian of all funds of the CPAA, and acts as manager of the CPAA's checking, savings, and investment accounts under the direction of the Board. The Chief Financial Officer shall ensure accurate maintenance of the CPAA's financial records and shall oversee an audit, all in accordance with CSU policy. The Chief Financial Officer prepares financial reports and presents same to the Board at its regularly scheduled meetings or upon the request of the President and performs other such duties incident to the office.
5. The Immediate Past President – is a Regular member of the CPAA, is an ex-officio officer of the Board. The Immediate Past President presides over of the Past Presidents Club, and is a member of the Nominating Committee.
6. University Representative – the University President may act in this capacity or appoint someone to act on their behalf. This is an ex-officio officer of the Board.
7. Faculty, Student and Community Directors – serve as representatives from their respective constituency groups. They seek to further enhance the mission of the CPAA and University by their diverse representation and viewpoint and will serve as a bridge for effective communication and partnership. They are voting members of the Board.

ARTICLE VII – BOARD EMERITI

The Executive Committee at such time(s) as it feels appropriate, with the concurrence of the University President or designee, shall appoint Board Emeriti. The criteria for selection shall include the individual's past membership and service as an active (voting or non-voting) member of the Board; significant contribution to the advancement and future development and welfare of the CPAA and University; and the individual is no longer an active member of the Board.

Board Emeriti, upon selection, shall be honored and recognized at the next fall meeting of the Board following selection.

ARTICLE VIII - ORGANIZATION OF THE CPAA

Section A – Vice Presidents

Vice Presidents have direct responsibility for development of membership in the CPAA through its chapters. They are Regular members of the CPAA and are elected members of the Board. Vice Presidents shall advise and assist the Executive Vice President on chapter development and the scheduling of CPAA activities in their region(s) or with special interest chapters (chapters organized around a shared interest not a geographical location). Vice Presidents directly represent their constituencies at meetings of the Board and shall advise the Executive Vice President and Nominating Committee on the identification and recruitment of future Board members. Vice Presidents shall also perform other such duties incident to the office.

The CPAA chapters shall be divided into four (4) geographical regions in the State of California and one (1) Out of State region to provide a nucleus for off-campus activities and a communications link between the alumni, the CPAA and University. Each region in the State of California shall be represented on the Board by at least one (1) elected Vice President. The Out of State region shall be represented on the Board as deemed necessary by the Board. The regions shall be designated on the basis of logical geographic relationships and number of alumni. Special Interest Chapters shall be represented by the Vice President for Special Interest Chapters and are not determined by a geographical region.

Section B – College Directors

Each of the University's eight (8) College Directors shall be represented on the Board by an elected College Director who shall be a Regular member of the CPAA and who shall have attended/graduated from his/her respective college or college unit (UCTE). Each College Director shall serve as the CPAA's key contact with the college deans and department heads. The College Director shall establish and maintain linkage between the CPAA and respective college in order to encourage mutual and complementary planning of activities and solicitations; eliminate duplication or overlap of communications that alumni assist with; identifying and nominating honored alumni candidates; and other duties as may be incident to the office.

Section C - Directors-at-Large

Directors-at-Large shall provide future development and expansion of the CPAA and the University and their activities and programs. The Board may have up to four (4) Directors-at-Large appointed by the President and confirmed by the Board. The Director-at-Large shall be an active Regular member of the CPAA; act as Goodwill Ambassador for the President; be a voting member of the Board; communicate/coordinate with the Executive Vice President; serve and perform duties incident to their appointment; and may be appointed to chair task forces and sit on committees.

Section D - Chapters

The Board shall establish the criteria for chapter formation and oversee their operations. Chapters shall operate in accordance with CSU and CPAA requirements. Alumni who are Regular members of the CPAA may petition to form a chapter of the CPAA by holding an organizational meeting; adopting Bylaws in accordance with the CPAA's Articles of Incorporation and Bylaws; and electing officers and notifying the Executive Vice President in advance of such intention. Formation of such chapters shall be under the direction of the Executive Vice President and the region's or special interest chapter's Vice President. Upon notification by the Executive Vice President, the president of the proposed chapter shall be responsible for having the petition presented to the Board at its next regularly scheduled meeting for consideration.

The Board shall approve, by majority vote of a quorum of the Board, any and all University chapters that are to affiliate with the CPAA. All such groups shall work within the framework and requirements of these Bylaws.

Chapters shall be represented on the Board through their respective Vice President.

Section E - Criteria for Formation of Chapters

In addition to the requirements set forth in Section D above and Title 5, Section 42397 *et seq.*, California Code of Regulations, chapters seeking official recognition and affiliation with the CPAA shall meet the following criteria:

1. All Chapters shall represent a geographic region, recognized student activity or academic discipline, or a special interest in a University program.
2. Chapters must be large enough to sustain activity as determined by the Executive Vice President.
3. Chapters must adopt Bylaws that are compatible with the goals and mission of the CPAA and be approved by a majority of a quorum of the Board.
4. At least one (1) activity must be held every year.
5. An Annual Report and Quarterly Financial Reports must be prepared and given to the respective Vice President.
6. A core of officers such as president, president-elect, and secretary/treasurer must be elected and maintained, and officers must be Regular members of the CPAA.
7. A Chapter must be self-supporting.
8. Criteria are subject to modification at any time by the Board.

Section F – Chapter Non-Compliance

A Chapter that does not meet and abide by the required criteria as provided herein or as adopted by the Board, may be suspended or have their status revoked by a majority vote of a quorum of the Board after a ninety (90) day written notice to cure.

ARTICLE IX - COMMITTEES

Section A - Executive Committee

The President, within thirty (30) days of assuming office, shall constitute the Executive Committee composed of the officers of the CPAA. The Executive Committee has authority to act on behalf of the Board at times other than regular meetings of the Board and shall report such actions to the Board at its next regular meeting.

The Board delegates authority to the Executive Committee except with respect to the filling of vacancies on the Board or on any committee; amending or repealing of any resolution of the Board, which by its express terms is not so amendable or repealable; appointing of other committees of the Board or the members of other committees; or approval of any conflict of interest transactions.

The Executive Committee shall meet not less three (3) times during the fiscal year upon the call of the President or request of four (4) Executive Committee members. The Recording Secretary shall prepare the official minutes of any meeting of the Executive Committee within thirty (30) days after the meeting and send to each member of the Board. A master file of all such minutes shall be kept in the Executive Office.

A quorum for the transaction of business shall be two-thirds (2/3) of the voting members of the Executive Committee, with a simple majority of the voting Executive Committee members required to carry a vote. Any such action shall be considered to be the action of the whole Board.

Section B - Nominating Committee

Within sixty (60) days of assuming office, the President shall establish a Nominating Committee. The committee shall consist of the President-Elect who is the Chair; Immediate Past President; a Vice President appointed by the President; and a Board Member appointed by the President. The Executive Vice President of the CPAA also serves as an ex-officio member of the committee. Duties of the Nominating Committee are set forth in the Committee written assignment and description maintained by the Executive Vice President.

Section C - Finance Committee

Within sixty (60) days of assuming office, the President shall establish a Finance Committee. The committee shall consist of the Chief Financial Officer, who is the Chair; President Elect; University President or Representative; Executive Vice President; Vice President; and a Board

Member appointed by the President with the consent of the Board. The Executive Vice President also serves as an ex-officio member of the committee. Duties of the Finance Committee are set forth in the Committee written assignment and description maintained by the Executive Vice President.

Section D - Special Committees and Task Forces

The President, with the consent of the Board, may establish such other committees and/or task forces considered necessary to accomplish the purposes of the CPAA. At least two (2) of the members of any special committee or task force shall come from the Board. The President is an ex-officio member of all committees of the CPAA. Each committee or task force shall be given a charge statement expressing an assigned purpose or scope of work.

ARTICLE X - MEETINGS AND PROCEDURAL RULES

Section A – Establishment of Annual Schedule

The Board shall annually establish a schedule for the date, time and place for holding its regular meetings including one (1) annual meeting held in the fall. The official meeting agenda will be posted at least one (1) week prior to the date set for any regular meetings or any special meeting that is called. Any request for notice filed pursuant to this Article shall be valid for one (1) year from the date on which it is filed unless a renewal request is filed.

Section B - Meeting Notices

Written notices of all Board meetings shall be sent by the Executive Vice President at least thirty (30) days prior to the date of any meeting. Written notification of the annual Board meeting shall be given pursuant to the California Nonprofit Public Benefit Corporations Law.

Section C - Annual Board Meeting

There shall be one (1) annual Board meeting in the fall as set forth in Article X, Section A.

Section D – Quorum of the CPAA

A quorum of the CPAA membership shall consist of twenty (20) Regular members.

Section E - Chapter Meetings

Chapters may hold meetings as frequently as necessary as determined by the chapter officers. The Executive Vice President is to be notified of each meeting sixty (60) days in advance if support is needed from the Executive Office. A report or minutes of each meeting shall be provided to the Executive Vice President and responsible Vice President within a reasonable amount of time.

Section F - Minutes

The Recording Secretary shall prepare the official minutes of any Board or Executive Committee meeting within thirty (30) days after the meeting. A copy of the minutes shall be sent to all members of the Board, and a copy shall be available to any member of the CPAA upon the payment of a fee. A master file of all such minutes will be kept at the Executive Office. Other committee and task force chairs shall have the discretion to arrange for and prepare meeting minutes.

Section G - Procedural Rules

The rules set forth in Robert's Parliamentary Law and the latest edition of Robert's Rules of Order Revised shall govern this CPAA when applicable and not inconsistent with these Bylaws.

Section H – Quorum of the Board

A quorum of the Board shall consist of a simple majority of voting members needed in order to transact business at any duly called meeting of the Board.

Section I - Telephonic Meetings

Board members, or any of the other committees/task forces authorized by the President or Board, may participate in any meeting of said group by means of a telephonic conference call (or other similar communications equipment) in which all participants of the meeting can hear each other at the same time. Participation shall be subject to provisions of these Bylaws and written notes/minutes of all actions taken shall be circulated to all members of the committee/task force.

ARTICLE XI - DUES AND ANNUAL GIVING

Section A - Setting of Membership Dues and Types

The Board shall determine an appropriate dues structure and types of membership. They shall review the CPAA's dues structure each year.

Section B - Annual Giving and Fund-Raising

The Board shall promote and support the University's Annual Fund drive. Funds raised from this source will be used to finance programs and activities within the University, which have been approved on a priority basis by the University President. All University alumni, whether members of the CPAA or not, will be encouraged to contribute to the University's Annual Fund drive. CPAA members shall be encouraged to provide primary leadership for promotion of the Annual Fund drive, which is under the direction of the Vice President for University Advancement, and with the active participation of the Executive Vice President.

ARTICLE XII - FUNDS AND FINANCES

Section A - Checks, Drafts, Deposits and Gifts

The Chief Financial Officer shall maintain on deposit a checking account, with a commercial bank or other depository, with sufficient funds to permit efficient operation of the fiscal affairs of the CPAA. All CPAA expenditures within approved budgetary guidelines shall be approved by the Executive Vice President or designee. Expenditures, within the approved budgetary guidelines, over \$15,000 shall be approved by both the Executive Vice President and the Chief Financial Officer or the President or as designated by the Executive Committee.

The Board may accept on behalf of the CPAA any contribution, gift, bequest or devise for general purposes or for any special purposes of the CPAA in accordance with University gift acceptance policies and practices. Funds other than those required for routine operation of the CPAA shall be invested as designated by the Board. The Board, Trustees, Chancellor or the University President may call for an audit at any time. All expenditures of the CPAA shall be approved by the Board pursuant to applicable provisions of Title 5, Article 15 California Code of Regulations

Section B - Records

The Chief Financial Officer shall cause to have maintained a record of all receipts and disbursements, the issuance of an annual financial report, and the preparation of such other reports as are required by University, California State University (CSU), State or Federal agencies or as directed by the CPAA President. Said records shall be maintained in the Executive Office of the CPAA and shall be the responsibility of the Chief Financial Officer.

Section C – Financial Standards

The CPAA shall conform to CSU and University policies including compliance with Article 15, Section 42397.4 of the California Code of Regulations. Annually, the Board shall review the fiscal viability of the CPAA.

ARTICLE XIII - INDEMNIFICATION

Section A - Indemnification Right and Power

To the fullest extent permitted by law, the CPAA 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 CPAA, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Further, the CPAA shall indemnify any agent of the Board who was a party to any proceeding by reason of the fact that the person is or was an agent of the Board against expenses actually and reasonably incurred in any proceeding to the extent that the agent was successful on the merits in defense of the proceeding or in defense of any claim, issue, or matter therein. Expenses shall include any attorneys' fees and any other expense of establishing a right to indemnification.

For purposes of this Article, the term "agent" means any present or former director, officer, employee, or other agents of the Board, the term "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, and the term "expenses" includes judgments, fines, or settlements, occurring in any proceeding other than a proceeding brought by or on behalf of the CPAA.

Section B - Indemnification Approval

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section C - Standard of Care

In any proceeding brought by or on behalf of the CPAA, the applicable standard of care shall require that the agent acted in good faith, in a manner the agent believed to be in the best interests of the CPAA and University and with the care, including reasonable inquiry, that an ordinarily prudent person in like position would use under similar circumstances. In all other proceedings, the agent must have acted in good faith in a manner the agent believed to be in the best interests of the CPAA and University and, in the case of a criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section D - Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the CPAA before final disposition of the proceeding, on receipt by the CPAA of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the CPAA for those expenses.

Section E - Insurance

The CPAA shall have the power to purchase and maintain insurance on behalf of its agents, against any liability asserted against or incurred by any agent in such capacity or arising out of the agent's status as such whether or not the CPAA would have the power to indemnify the agents against such liability under Section A through C of this Article. Additionally, the CPAA

shall purchase and maintain indemnity bonds for all officers and employees handling CPAA assets.

ARTICLE XIV – ADOPTION AND AMENDMENTS

Section A - Authority

Adoption or rescission of these Bylaws and any amendments thereto, in whole or in part, shall be by a majority vote of a quorum of the Board, subject to the written approval of the University President.

Section B - Procedure to Amend

If at least thirty (30) days written/published notice is given of intention to alter, amend or repeal or to adopt new Bylaws at a regular meeting, such Bylaws may be altered, amended or repealed. Bylaws are then forwarded to the University President for written approval.

ARTICLE XV – EXISTENCE AND DISSOLUTION

Section A – Existence

It is the intent of this CPAA that it shall have perpetual existence.

Section B – Dissolution of the CPAA

The CPAA irrevocably dedicates its assets for the benefit of the University. Upon dissolution of this CPAA or upon the University President's discontinued recognition of CPAA for any reason, the CPAA's net assets other than trust funds, shall be transferred to a successor approved by the University President, and by the CSU Board of Trustees, for purposes consistent with the purposes of this CPAA, and the terms of individual gifts that are part of the assets, and, if a corporation, in conformance with the California Nonprofit Corporation Law.

Amended by
the Board of Directors on:

Date _____

ATTEST:

The Amended Bylaws set forth above are the true and complete provisions adopted by resolution of the CPAA Board of Directors.

Kim R. Gannon
Executive Vice President/Secretary

Date _____

APPROVAL:

Warren J. Baker, President
California Polytechnic State University

Date _____