

## **Bylaws BSCAA**

### **BYLAWS OF THE BSC ALUMNI ASSOCIATION**

Adopted 12/14/16 last revised 2/17/21

#### **ARTICLE I.**

##### **Name, Office, and Purpose**

The name of this Corporation is and shall be the Berkeley Student Cooperative Alumni Association (hereinafter referred to as the BSCAA). The Corporation was formally known as the USCA Alumni Association.

The principal office of the BSCAA shall be located at the Berkeley Student Cooperative (BSC) Central Office, 2424 Ridge Road, Berkeley, California 94709. The principal office and additional offices may be located in other places as determined by the Board of Directors.

The mission and purpose of the BSCAA shall be to:

- A. Ensure that the Berkeley Student Cooperative (BSC) will continue in perpetuity to serve the cooperative living needs of University of California students, and students from other Bay Area colleges.
- B. Receive contributions in the form of gifts, bequests, and dues to carry out purposes and activities of the BSCAA.
- C. Support and assist members of the BSC.
- D. Engage in other activities and participate in actions that will benefit the BSC.
- E. Outreach to and provide professional and social opportunities for BSC alumni.
- F. Further the Rochdale Principles and Cooperative ideals.

#### **ARTICLE II.**

##### **Nonpartisan Activities**

The BSCAA is governed by the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and shall be nonprofit and nonpartisan. The BSCAA may not lobby for political candidates, but is allowed to influence legislation through lobbying as long as it does not constitute a substantial part of its activities. BSCAA may make the IRC Section 501(h) election which provides a numerical standard for permissible lobbying.

# Bylaws BSCAA

## ARTICLE III.

### Members

#### Section 1. Membership and Voting Rights

The BSCAA shall have only one class of membership. Membership is voluntary, and shall not be restricted because of race, ethnicity, gender, marital status, age, disability, sexual orientation, gender identity, class, religion, national origin, political adherence or other grounds prohibited by law. All eligible persons who can make use of its services and are willing to accept the responsibilities of membership are entitled to join.

Any person who has been a member of the BSC shall be eligible for membership. Any person who has served as a staff member of the BSC shall also be eligible for membership. Any person who has shown substantial interest in the welfare of the BSC is also eligible to become a member of the BSCAA at the discretion of the Board of Directors.

Membership may only be conferred after payment of such dues and initiation fees, if applicable, fixed by the Board of Directors. Life membership and the amount of dues therefor shall be determined by the Board of Directors. All members are entitled to vote on any matter submitted to a vote of the membership.

#### Section 2. Membership Record

The BSCAA shall keep in written or electronic form a record containing the name and contact information of each member. The record shall also identify members who are lapsed for nonpayment of dues. Such record shall be kept at the principal office of the BSCAA and shall be subject to the rights of inspection required by law.

The BSCAA membership record may not be given, rented, or sold for any commercial purpose, and it shall be considered a privileged document by the BSCAA. Any member of the public who seeks contact information for another BSCAA member may apply to the BSCAA President who will seek permission from that member for the release of that information to the inquiring member. A BSCAA member shall have access to the membership record for organizational goals including but not limited to BSCAA electioneering and solicitation of proxies and the like after the Executive Committee reviews the member's purpose for such access as stated in the member's written request for access. The Executive Committee may deny access if the purpose is not reasonably related to the member's interest as a member, or if the Executive Committee offers a reasonable alternative to such access.

#### Section 3. Membership Acknowledgment

Membership becomes and remains effective upon qualification as a life member, or payment of the annual dues.

#### Section 4. Termination of Membership

Membership in the BSCAA shall terminate upon the death or resignation of the member; expiration, without renewal, of the period of membership; non-payment of dues or other fees required to be paid of all members; or expulsion or suspension of the member, for cause, by the Board of Directors. Following a determination by the Board of Directors that

## **Bylaws BSCAA**

a member should be suspended or expelled, a written or electronic notice shall be sent to the affected member at least 15 days before the proposed effective date of the suspension or expulsion and the reasons therefor. The member shall be given an opportunity to be heard, either orally or in writing, by the Board of Directors, or any committee of the Board of Directors authorized to reinstate the member, not fewer than five days before the effective date of the proposed suspension or expulsion.

A person whose membership was terminated for non-payment of dues or other fees shall be reinstated to membership upon the payment of the dues or fees. A person whose membership was terminated for any other reason may not be reinstated to membership except upon the affirmative vote of a majority of the Board of Directors attending a duly noticed Board of Directors meeting at which a quorum is present.

### **Section 5. Dues**

Membership dues shall be determined by the Board of Directors.

## **ARTICLE IV.**

### **Meetings of Members**

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

The Annual Meeting of the members shall be held on the second Saturday of October of each year at 7:30 p.m. at the BSC Central Office (2424 Ridge Road, Berkeley) unless the Board of Directors fixes another date and location and so notifies the members as provided in Section 3 of this Article. The Agenda shall include Election of Directors, the Financial Report, one item allowing members to speak on any BSCAA matter, and other items included in the Notice.

#### **Section 2. Special Meeting**

Special meetings of members may be called by the President, the Board of Directors, or 5% of the membership.

#### **Section 3. Notice**

Written or electronic notice of each meeting shall be delivered to each member of the BSCAA not less than 30 days and not more than 90 days before the meeting. The notice of any meeting of members shall state the place, date, and time of the meeting and those matters which the senders of the notice intend to present. The notice of any meeting at which Directors are to be elected shall include the names and candidate statements of all those who are nominees at the time the notice is given to the members.

#### **Section 4. Quorum and Transacting Business**

Three percent of the BSCAA's membership, in person or by proxy, at the annual or special meeting shall constitute a quorum. Only items listed in the notice of the meeting may be voted upon. Decisions must be approved by a majority of members making quorum. To overturn a Board decision, 5% of the membership must vote on the issue.

## **Bylaws BSCAA**

### **Section 5. Conduct of Meetings**

The President of the BSCAA, or in their absence, the Vice President, Treasurer, and Secretary (in that order of succession) shall preside over meetings of the members. The Secretary of the BSCAA shall act as the secretary of all meetings of members; provided that in their absence, the chairperson of the meeting of members shall appoint another person to act as secretary of the meeting. Robert's Rules of Order govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of the BSCAA, or law.

### **Section 6. One Vote per Member**

Each member is entitled to one vote on each matter. Votes may be in person, via written or electronic ballot, or by proxy.

### **Section 7. Proxy voting**

A member wishing to vote by proxy must notify the Secretary in writing. The note must include the name of the member and the name of the person to whom the proxy is given. The note must specify whether the proxy has general permission to vote on any item or limited permission specifying how to vote on items.

### **Section 8. Ballot Voting**

At least 30 days prior to the Annual Meeting, ballots shall be distributed to the membership. The ballot shall:

- A. Present the proposed action.
- B. Provide an opportunity to specify approval or disapproval of any proposal.
- C. Set forth the number of responses needed to meet quorum requirements and the percentage of votes needed to pass the measure.
- D. Provide a date by which to return the ballot.

### **Section 9. Action by Written Ballot without a Meeting**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the BSCAA, pursuant to a vote of the Board of Directors or at the request of 5% of the membership, shall distribute a written ballot to every member.

## **ARTICLE V.**

### **Board of Directors**

#### **Section 1. General Powers**

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the BSCAA shall be managed, and all corporate powers shall be

## Bylaws BSCAA

exercised by or under the direction of a Board of Directors. The Board may appoint and prescribe the duties of its staff.

### Section 2. Number and Tenure

The BSCAA Board of Directors shall be comprised of BSCAA members.

- A. The BSCAA shall have at least seven and not more than 35 Directors. Each Director shall be elected for a term of three years and shall hold office until a successor shall be elected.
- B. The BSC President may appoint one member of the BSC to serve as a BSCAA Board Member. This can be the BSC President or a designee and the term of office will be at the pleasure of the President of the BSC.
- C. The BSCAA President may recommend to the BSCAA board for approval up to one additional BSC member. The term of office of this director shall be at the pleasure of the BSCAA Board of Directors.
- D. Any BSCAA member or other person recognized by the chair of the meeting may speak at board meetings.

### Section 3. Election of Directors

The Nominating Committee shall be appointed by the Board of Directors. This Committee shall be comprised of at least four members of the BSCAA. The term of committee appointments shall be for one year. The Nominating Committee shall solicit and vet members to run for the Board of Directors and, subject to Board ratification, put those members on the ballot for the Annual Meeting.

- A. Members may suggest candidates, including themselves, for consideration by the Nominating Committee. At the request of 1% of the membership, candidates for the Board of Directors shall be put on the ballot.
- B. The written or electronic notice of the Annual Meeting (see Article IV Section 3) shall include the number of vacancies for the upcoming term, the means of nomination, names of all nominees at the time the notice is given to the members, and their candidacy statements. The notice shall also contain the deadlines for suggesting candidates to the Nominating Committee and for submitting membership nominations to the Board of Directors (containing the signatures of 1% of the membership).
- C. At least 30 days prior to the Annual Meeting, ballots shall be distributed to the membership containing the names of nominees and their candidate statements (150 words maximum) for the Board of Directors. The Nominating Committee will attempt to present a slate of nominees equal to or greater than the number of vacancies (as defined in Section 9) for that term.
- D. At the Annual Meeting, additional nominations may be made from the floor, provided that such nominations are supported by signatures of at least three members.

## Bylaws BSCAA

- E. When there are no further nominations from the floor, the President shall declare the nominations closed and proceed to a vote.
- F. All proxy votes will then be submitted to and verified by the Secretary or other person designated to conduct the election.
- G. All votes of those members present will then be submitted to the Secretary or other person designated to conduct the election.
- H. All the votes shall than be tallied, including any write-in votes. The candidates with the largest number of votes shall be declared elected. The Board of Directors present, by simple majority, shall break all ties between one or more candidates.

### Section 4. Meetings

Regular meetings of the Board shall be held at places and on dates designated by the Board, or by direction of the President, the Secretary, or a majority of the Directors, after proper notice to all Directors.

### Section 5. Conduct of BSCAA Board Meetings

The President of the BSCAA, or in their absence, the Vice President, Treasurer, and Secretary (in that order of succession) shall preside over BSCAA meetings of the board of directors. The Secretary of the BSCAA shall act as the secretary of all BSCAA Board meetings; provided that in their absence, the chairperson of the BSCAA Board of Directors shall appoint another person to act as secretary of the meeting. The principles of Robert's Rules of Order govern the meetings of the BSCAA Board of Directors insofar as those rules are no inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of the BSCAA, or law.

### Section 6. Quorum

Seven or two-thirds of the Directors holding office at any point in time, whichever number is smaller, shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for that meeting.

### Section 7. Manner of Acting

Action by the Board shall be by a majority of the Directors present at a meeting duly held at which a quorum is present unless a greater number is required by law.

### Section 8. Action without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing agrees to take action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## Bylaws BSCAA

### Section 9. Participation in Meetings by Electronic Means

Members of the Board may participate in a meeting of the Board by electronic means so that all people can simultaneously fully participate.

### Section 10. Vacancies

- A. Any vacancy occurring in the Board of Directors shall be filled by action of a majority of the remaining directors. A director elected by the Board to fill a vacancy shall hold office until the Annual Membership Meeting.
- B. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
- (a) The death, resignation, or removal of any Directors of the BSCAA;
  - (b) a vacancy of the office of a director who has been declared of unsound mind by an order of any court or has been found by final order of judgment of any court to have breached a duty under the California Nonprofit Corporation Law;
  - (c) the failure of a Director to attend (either in person or electronically as provided in Section 8 of this Article) three consecutive regular meetings of the Board of Directors without good cause as determined by the President who shall note it as an excused absence at the meeting.
- C. Resignations
- Any Director may resign. Resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to be effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective.
- D. Removal of Director
- Following a determination by the Board of Directors that there is cause to remove a Director, a notice shall be sent by mail at least 15 days before the proposed effective date of the removal and the reasons therefor. The Director shall be given an opportunity to be heard, either orally or in writing, not fewer than five days before the effective date of the proposed removal.
- E. The Board of Directors may approve new Directors when the total number of Directors does not exceed the number set forth in Article V, Section 2. Directors appointed under this circumstance shall serve until the next annual meeting of the membership, when such new Directors will be subject to the election procedures set forth in Article V Section 3.

## **Bylaws BSCAA**

### Section 11. Reimbursement

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving as an officer, agent, or employee. Directors may receive reimbursement for reasonable expenses. All such reimbursement shall be determined by resolution of the Board.

### Section 12. Indemnification

To the fullest extent permitted by law, the BSCAA shall indemnify its directors, officers, and employees and other persons described in Section 5238 (a) of the California Nonprofit Corporation Law, 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 said Section 5238 (a), and including an action by or in the right of the BSCAA, by reason of the fact that the person is or was a person described in that Section. The BSCAA shall ensure that at all times a policy of comprehensive general liability insurance in an amount and form which is adequate to meet any liability which may arise from the decisions or actions of the BSCAA. The BSCAA shall also ensure and maintain adequate insurance on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

### Section 13 – Associate Director

The Board of Directors may appoint a member as an Associate Director for up to three years. Associate Directors act as Directors except they do not get to vote at a Board meeting nor do they have to meet an attendance requirement.

## **ARTICLE VI.**

### Section 1. Officers

The officers of the BSCAA shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected to offices created by the Board. Officers shall follow Cal alumni regulations. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board. The Board of Directors may combine two or more offices, except those of President and Treasurer or Secretary, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers. In case of vacancy of Vice President, Secretary, or Treasurer, the Executive Committee shall appoint an interim replacement until the Board selects a replacement.

### Section 2. Election and Term of Office

The officers of the BSCAA shall be elected annually by the Board of Directors at the June Board meeting. If the election is not held at such meeting, such election shall be held as soon as conveniently possible. Each officer shall hold office until a successor is elected,



## Bylaws BSCAA

unless otherwise removed. No officer shall be elected for more than four consecutive terms in the same position.

### Section 3. Removal

Any officer elected or appointed by the Board may be removed by the Board with or without cause whenever in its judgment the best interests of the BSCAA would be served thereby. The Officer shall be given an opportunity to be heard, either orally or in writing not fewer than five days before the effective date of the proposed removal.

### Section 4. Resignation

Any officer may resign at any time by giving written notice to the BSCAA Board of Directors. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the BSCAA under any contract to which the officer is a party.

### Section 5. President and Vice President

The President shall be the chief executive officer of the BSCAA. The President shall preside at all meetings of the membership and the Board of Directors. The President shall have all the general powers and duties which are usually vested in the office of the president of a nonprofit corporation. The President has power of appointment subject to the ratification of the Board. The Vice President shall assume the responsibilities of President in the President's absence, incapacity, or removal.

### Section 6. Secretary

The Secretary shall be responsible for the distribution of notices, for the proper recording of proceedings of meetings, and be the custodian of records of the BSCAA.

### Section 7. Treasurer

The Treasurer shall account for BSCAA's funds, securities, and financial records; account and report all income and expenditures, and; ensure that the BSCAA financial policies and procedures are followed. All financial records maintained by the Treasurer shall be maintained in books belonging to the BSCAA. All monies, securities, and assets shall be deposited and held in the name and credit of the BSCAA, or other organization designated by the Board of Directors, i.e. the BSC and not in any individual's name.

The Treasurer shall report on the financial condition of the BSCAA at meetings of the Board and at other times when called upon by the President.

Prior to the first Board meeting of a fiscal year, the Treasurer shall prepare, or cause to be prepared, a budget outlining the BSCAA's proposed income and expenditures for the coming year. This version may be modified by the Board of Directors. A budget shall be approved at the first Board meeting of the fiscal year.

At the end of each fiscal year, the Treasurer shall prepare, or cause to be prepared, an annual report by the second Board meeting after the close of the fiscal year.

## **Bylaws BSCAA**

At the expiration of the Treasurer's term of office, or upon removal, the Treasurer shall immediately deliver over to the person designated by the President all books, money, and other property in their charge.

### **ARTICLE VII.**

#### **Committees**

##### Section 1. Authority

All committee decisions are subject to approval of the Board of Directors except where specifically stated otherwise in these bylaws.

##### Section 2. Members

The President shall appoint committee members subject to Board approval. Committee members do not have to be Directors and will be able to vote in committee except on fiduciary decisions normally made by the Board of Directors.

##### Section 3. Executive Committee

The Executive Committee shall be comprised of the President, the Vice President, the Treasurer, and the Secretary as voting members of the committee. The Chairs of the standing committees and the BSCAA Designated Board Rep to the BSC Student Board shall also participate in the Executive Committee as non-voting members. The Board of Directors may increase the size of the Executive Committee. The President shall be its chairperson and it shall meet at the President's call. A quorum shall be a majority of the members of the committee.

Between meetings of the Board of Directors, the Executive Committee shall have authority to act on issues referred to it by the Board or on urgent matters that otherwise would come before the Board. It shall report at the next Board meeting.

##### Section 4. Finance Committee

The Finance Committee shall advise the Board on financial matters and help with the responsibilities of the Treasurer. The Treasurer of the BSCAA will chair the committee. The President shall appoint at least two other members.

##### Section 5. Nomination Committee (see Article V. Section 3)

##### Section 6. Other Committees

The President may designate standing and other committees, as well as committee chairs, with ratification of any such action by the Board of Directors.

## **Bylaws BSCAA**

### **ARTICLE VIII.**

#### **Fiscal Year**

The fiscal year of this BSCAA shall be June 1<sup>st</sup> through May 31<sup>st</sup>.

### **ARTICLE IX.**

#### **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California or under the provisions of the Articles of Incorporation or by the Bylaws of the BSCAA, a written waiver thereof, signed by the person entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice. Appearance, whether in person, by proxy, or written ballot, at any meeting of the BSCAA shall be also constitute a waiver of notice.

### **ARTICLE X.**

#### **Annual Reports**

The Board shall make an annual report available to the membership in accordance with applicable California law (California Corporation Code 6321).

### **ARTICLE XI.**

#### **Dedication of Assets**

The properties and assets of the BSCAA are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the BSCAA, on dissolution or otherwise, shall inure to the benefit of any director, officer, or member of the BSCAA or to any private person or individual.

On liquidation or dissolution, all remaining properties and assets shall be distributed and paid over to the BSC. If the BSC is unable to accept the funds it shall be offered to 501(c)(3) organizations whose goals are to provide student or cooperative housing.

### **ARTICLE XII.**

#### **Amendments to Bylaws**

Bylaws may be adopted, amended, or repealed by a majority vote of the Board of Directors unless the action would materially and adversely affect the rights of members as to voting or transfer. If the rights of members are adversely affected, the bylaw amendment must be approved by the members. Bylaws may be adopted, amended, or repealed by a majority of

## **Bylaws BSCAA**

those voting at a BSCAA membership meeting. A change in the bylaws must be filed with the Cal Alumni Association. There shall be 30 days notice of the proposed Bylaw changes. The changes shall also be included in the notice of a Board meeting.

**Bylaws BSCAA**

**CERTIFICATE**

I, John Ehrlich, Nancy Blattel, Margie Guillory, and Jack Cunha hereby certify:

That I am a duly elected and acting Officer of the BSC Alumni Association, a California Nonprofit Corporation; and

That the foregoing Bylaws, consisting of 12 pages, including this one, constitute the Bylaws of BSCAA, as duly adopted by the Board of Directors at a meeting held on December 14, 2016.

IN WITNESS THEREOF, I have hereunto set my hand this 14 day of December, 2016.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer