AMENDED AND RESTATED BYLAWS
OF
UCSD ALUMNI ASSOCIATION
a California public benefit corporation

ARTICLE I

NAME

The name of this corporation is UCSD ALUMNI ASSOCIATION, hereinafter called "the Association."

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes of the Association shall be to organize the alumni of the University of California, San Diego, hereinafter called "UCSD," and to develop and encourage their interest in the University of California, particularly its San Diego campus and, generally, to do all lawful things for the welfare, benefit and betterment of UCSD and its faculty, students, former students and graduates. In carrying out such objects and purposes, the Association shall seek to create, foster, develop and encourage individual and community interest and participation in UCSD and higher education, to attract to UCSD exceptionally capable students and, to those ends, to render, directly or indirectly, through its membership and otherwise, financial and other aid and assistance to UCSD.

ARTICLE III

OFFICES

Section 1. Principal Office. The principal office of the Association in the State of California shall be located on, at or near UCSD.

Section 2. Other Offices. The Association may have such other offices as the Board of Directors (hereinafter "the Board") may determine or as the affairs of the Association may require from time to time.
ARTICLE IV

MEMBERSHIP

Section 1. Regular Members. Membership in the Association shall be open to those persons who have either:

(a) been awarded a degree from UCSD; or,

(b) successfully completed the equivalent of six (6) quarters as a full time student at UCSD and who no longer are enrolled as an undergraduate student or graduate student at UCSD.

Persons qualifying for membership pursuant to this Section 1, who have activated their Association membership in such manner as the Board may prescribe from time to time, are herein referred to as "Members". Each Member shall be eligible to cast one vote on all matters brought to a vote at a meeting duly called and held pursuant to Article V below and shall have all other rights and privileges of membership in the Association.

Section 2. Honorary Members. The Board, by vote of two-thirds (2/3) of the directors, may confer honorary membership upon any person who has rendered outstanding service or has brought distinction to UCSD. Honorary Members have no voting rights but shall have all other rights afforded to Members.

Section 3. Affiliate Membership. Any person desiring to support the activities and affairs of UCSD may obtain an affiliate membership in the Association by making a membership gift in an amount determined by the Board for "Affiliate Members". Affiliate Members will not be eligible to vote, but may receive such other benefits as determined by the Board.

Section 4. Donor Recognition Societies. The University may establish “donor recognition societies” for the purpose of recognizing, and affording special privileges to Members, Honorary Members, or Affiliate Members who have made financial or other contributions to the Association. Recognition by, or membership in, such recognition societies shall be as defined by the University and the Board, from time to time, but shall not be a condition of membership in the Association.

Section 5. Voting Rights. Only Members shall be entitled to cast one vote on each matter submitted to a vote of the Members.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

Section 7. Resignation of Membership. Any Member may relinquish membership in the Association by submitting a written letter of resignation to the president or secretary of the Association.

Subject to Section 5351 of the California Corporations Code, resignation of membership shall not entitle the resigning Member to a refund of any dues paid, nor shall resignation of membership relieve the resigning Member from any obligation for charges incurred, or for services or benefits actually rendered.
ARTICLE V

MEETINGS OF MEMBERS

Section 1. Place of Meeting. Meetings of the Members shall be held at the principal office of the Association, or at such other place as the Board may determine.

Section 2. Annual Meeting. The annual meeting of the Members shall be held on the first Saturday of June of each year, or at a date and time designated by the Board. The purpose for the annual meeting shall be to elect the directors of the Association and to transact such other business as may come before such meeting.

Section 3. Special Meetings. Special meetings of the Members may be called by the Board, by the president, or by five percent (5%) or more of the Members. Special meetings shall be held at a time and place fixed by the Board, but in no event shall the time be fixed for a date less than thirty-five (35) or more than ninety (90) days after receipt by the Association of a written request for a special meeting from a person or persons entitled to call the same.

Section 4. Notice. Notice of the annual meeting or any special meetings shall be published in any publication designated by the Board for that purpose or by mail. Such notice shall be given at least twenty (20) but no more than ninety (90) days before the meeting. The notice shall specify the place, date and time of the meeting, the general nature of the business to be transacted and, if officers of the Association or members of the Board are to be elected, the names of all those who are nominees at the time the notice is published or mailed.

Section 5. Quorum. The presence of fifteen (15) Members shall constitute a quorum for the transaction of business. The Members present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than by adjournment) is approved by at least a majority of the Members required to constitute a quorum. No provision is made for voting by proxy.

Section 6. Voting/Elections. Elections need not be by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a Member at the meeting before the voting begins. In any election of directors, the candidates receiving the highest number of votes are elected.

Section 7. Rights of Inspection. The originals or copies of the Association's Articles of Incorporation and of these Bylaws, as amended to date, shall be available for inspection by any Member at all reasonable times during office hours at the Association's principal office. In addition, the accounting books and records and minutes of the proceedings of the members of the Board and all committees of the Board shall be open to inspection, upon written demand by any Member, at any reasonable time for a purpose reasonably related to that person's interests as a Member.
ARTICLE VI
DIRECTORS

Section 1. Powers. Subject to the limitations set forth in the Articles of Incorporation and these Bylaws and in the California Nonprofit Public Benefit Corporation Law as to action to be authorized or approved by the directors, and subject to the duties of directors as prescribed by these Bylaws, the business and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

(a) To hire persons and/or companies, including but not limited to attorneys, accountants and other consultants necessary to transact the business of the Association, and to select and remove all officers, agents and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful services;

(b) To conduct, manage and control the affairs and business of the Association and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or the Bylaws as they may deem best;

(c) To borrow money and incur indebtedness for the purposes of the Association and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore; and

(d) To delegate the management of the day-to-day operations of the business of the Association to a management company or other person, provided that the business and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors. The authorized number of directors shall be thirty (30), until changed by amendment of the Articles of Incorporation of the Association or by a bylaw amending this section duly adopted by the Board. The directors shall be elected in the manner prescribed in Section 3 of this Article VI. Only Members shall be eligible for election to the Board of Directors pursuant to Section 3 of this Article VI.

Section 3. Election and Term of Office. Upon the adoption of these Bylaws, the Board shall divide twenty-seven (27) of its thirty (30) members into three groups of not more than nine (9) each, one group to hold office until the next following annual meeting of the Board, the second group to hold office until the second following annual meeting of the Board and the third group to hold office until the third following annual meeting of the Board. The directors in each group shall hold office until such annual meeting and until their respective successors are elected and qualified. Notwithstanding the foregoing, a director elected while serving as an officer or as a member of the Executive Committee, or
Members shall annually elect a number of directors, which is equal to the number of elected directors whose terms are to expire, with such newly elected directors to serve for a three (3) year term. Directors elected pursuant to this Section 3 of this Article VI may be re-elected and serve more than two (2) three (3) year terms but may not serve more than two (2) such terms consecutively, except as provided in Section 8 of this Article VI.

Two (2) of the thirty (30) members of the Board shall be: first, an alumnus/a who is a member of the staff of UCSD; and, second, an alumnus/a who is a member of the faculty of UCSD. The directors so designated shall serve for three (3) year terms in accordance with these bylaws.

Three (3) of the thirty (30) members of the Board shall be: first, the current or emeritus alumni Regent from UC San Diego; second, the Young Alumni Delegation chairperson or designee; and, third, the UCSD Alumni Association’s Presidents’ Society designee or immediate past president of the Alumni Association. The directors so designated shall serve for one (1) year terms, renewable at the discretion of the Board.

Section 3.1. Advisors to the Board. The following shall serve as Advisors to the Board, and not as directors:

1. The chancellor of UC San Diego, or the chancellor’s designee;
2. The Executive Director of the UCSD Alumni Association and Assistant Vice Chancellor of Alumni Affairs; and,
3. A General Counsel (as hereinafter defined).

Advisors to the Board have no authority to act as members of the Board, nor power to vote on any matters that might come before the Board.

Section 4. Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the president, the secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. Unless otherwise specified therein, a written notice of resignation need not be accepted to be effective. If the resignation is effective at a future time, a successor may be selected before such time to take office when the resignation becomes effective.

Failure of an elected director to attend three consecutive meetings of the Board without good cause may, at the option of the Board, be deemed a resignation. The president shall notify any such director by certified mail at least four (4) days prior to the next meeting of the Board that the office of such director will be declared vacant unless good cause for the absences is shown. At the next meeting,
the president shall inform the Board of the action taken, and any results thereof.

Section 5. Removal. Any director may be removed without cause if the Members, in accordance with Section 5222 of the California Corporations Code, approve such removal.

Section 6. Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased, or if the Board fails, at any annual or special meeting, to elect the full authorized number of directors to be voted for at that meeting.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of any court, convicted of a felony or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

Any vacancy or vacancies in the Board may be filled by a majority of the remaining directors, or by the president, and each director so chosen shall hold office until the expiration of the term of the replaced director and until his or her successor has been elected and qualified, provided that if the president fills the vacancy or vacancies, each such appointment must be ratified by the vote of the Board, excluding each director so chosen at its next regular meeting.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director’s term of office.

Section 7. Nominations Committee. Prior to February 1 of each year the president shall appoint a Nominations Committee consisting of at least five (5) and not more than seven (7) individuals, two of whom need not be directors, and not more than two (2) of whom shall be officers of the Association.

The Nominations Committee shall present to the Members in conformity with Section 4 of Article V, a ballot of nominees consisting of all Members who have submitted applications to the Nominations Committee and persons otherwise presented by the Nominations Committee from which the Members may elect the directors at the annual meeting at which the election shall be held. The ballot of nominees shall include a list of proposed directors whom the Nominations Committee supports in the prospective election. Provided, however, that the Nominations Committee may nominate for director a Member then serving as an officer member of the Executive Committee, or nominated to serve as an officer or member of the Executive Committee, even if the service of such Member as a director would constitute service for more than two (2) consecutive three (3) year terms.

Immediately upon the adjournment of the annual meeting of the Members, the directors, including those just elected, shall hold their organizational meeting. Any director(s) whose term(s) of office has (have) expired shall be thanked and excused following the organizational meeting of directors, unless such director(s) is (are) re-elected to the Board.

In conformity with Section 2 of Article VII, and Section 3 of Article VIII, the Nominations
Committee shall also solicit applications to serve as the officers of the Association and members of the Executive Committee. The Nominations Committee shall present to the directors at their organizational meeting a ballot of nominees consisting of all persons who have submitted applications to the Nominations Committee and persons otherwise presented by the Nominations Committee from which the directors may elect officers of the Association and members of the Executive Committee. The ballot of nominees shall include a list of proposed officers and/or directors whom the Nominations Committee supports in the prospective election for officers and members of the Executive Committee.

Any group of four (4) or more Members in good standing may, by presenting a written petition signed within eleven (11) months following the last annual meeting, nominate persons for any and all elected positions to be filled at the annual meeting for that purpose by filing the petition with the secretary at least thirty (30) days prior to the date set for the annual meeting. Notwithstanding any of the foregoing to the contrary and anything else in these Bylaws to the contrary, only Members may be directors and/or officers of the Association.

The Nominations Committee shall establish procedures for soliciting applications for nomination and election of Members who are interested in serving as directors of the Association which are not inconsistent with these Bylaws and Article 2 of the Nonprofit Public Benefit Corporation Law.

Section 8. Other Committees. The Board may establish by resolution one or more committees as it shall deem necessary or proper to carry on the business of the Association.

The committees established pursuant to this Section 8 of Article VI shall have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine and as is consistent with the Nonprofit Public Benefit Corporation Law.

The chairman and the members of each committee shall be chosen annually by, and shall serve at the pleasure of, the Executive Committee; provided, however, that only Members shall be eligible to serve as a chairperson and only Members shall be eligible to serve on any such committee. The chairpersons and members of such committees shall continue to serve until their resignation, removal or other disqualification from service or until their respective successors are appointed pursuant to this Section 8 of Article VI. A vacancy or vacancies on any committee shall be filled in the manner prescribed in this Section 8 of Article VI for regular appointment to such committee. Vacancies shall be filled as they occur and not on an annual basis.

The president may appoint, in the same manner, one (1) or more directors as alternate members of any committee who may replace any absent member at any meeting of the committee.

The president and vice president shall serve as ex-officio members of all committees of the Board.

Each committee shall hold such meetings as necessary to conduct its business at a time and place to be determined by such committee. The chairperson of each committee, or his or her designee, will present a report at each meeting of the Executive Committee.
The Board shall have the power to prescribe the manner in which the proceedings and affairs of any such committee shall be conducted. In the absence of any such prescription, each such committee shall have the power to prescribe the manner in which its proceedings and affairs shall be conducted. Unless the Board or committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article VI which are applicable to meetings and actions of the Board. Notwithstanding any of the foregoing, minutes shall be kept of each meeting of each committee.

Section 9. **Regular Meetings.** Regular meetings of the Board shall be held four (4) times each year, the time and date of which shall be established by the Board at the meeting next held following the organizational meeting of the directors or as otherwise determined by the Board. One (1) of the meetings will coincide with the annual retreat of the Board which date shall be determined from year to year by the Board. If any meeting date falls upon a legal holiday, the meeting shall be held at the same time on the next succeeding Saturday. Notice of all such regular meetings of the Board is hereby dispensed with.

Regular meetings of the Board shall be held at any place within or without the State of California which has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held on the campus of UCSD.

Section 10. **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the president or by any five (5) directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, telegraph or mail, charges prepaid, addressed to him at his address as it is shown upon the records of the Association, or, if it is not so shown on the records or is not readily ascertainable, at the place at which meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail, or if telegraphed, delivered to the telegraph company in the city in which the principal executive office of the Corporation is located at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone, as above provided, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery, personally or by telephone, as above provided, shall be due, legal and personal notice to such director.

Special meetings of the Board shall be held at any place within or without the State of California which has been designated in the notice of the meeting. In the absence of such designation, special meetings shall be held on the campus of UCSD.

Any notice shall state the date, place and hour of the meeting and the general nature of the business to be transacted, and no other business may be transacted at the meeting.

Section 11. **Action Without Meeting.** Any action by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such
written consent or consents shall be filed with the minutes of the proceedings of the Board and shall be of the same force and effect as a unanimous vote of such directors.

Section 12. Action at a Meeting: Quorum and Required Vote. The presence of a majority of the thirty (30) directors at a meeting of the Board constitutes a quorum for the transaction of business, except as hereinafter provided. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by law, the Articles of Incorporation or the Bylaws.

At a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a director provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Validation of Defectively Called or Noted Meetings. The actions of any meeting of the Board however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present or who has, though present, prior to the meeting or at its commencement, protested the lack of proper notice to him, signs a written waiver of notice or a consent to holding such meeting or any approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of such meeting.

Section 14. Adjournment. A quorum of the Board may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

If a 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 adjourned meeting to the directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is so fixed at the adjourned meeting.

Section 15. Fees and Compensation. Directors and members of committees may receive such reimbursement for expenses, if any, as may be fixed or determined by resolution of the Board.
ARTICLE VII
OFFICERS

Section 1. Officers. The officers of the Association shall be a president, a president elect or vice president, a secretary, and a chief financial officer (hereinafter "the treasurer"). The Association may also have, at the discretion of the Board, additional vice presidents, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be elected or appointed in accordance with the provisions of Section 2 of this Article VII. Any number of offices may be held by the same person, except as provided in the Articles or in these Bylaws, and except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 2. Election and Term of Office. Unless otherwise provided in these Bylaws, the officers of the Association shall be elected to hold office for a two-year period at appropriate organizational or other meetings of the directors, with the exception of the vice president, who shall be elected to hold office for a one-year period concurrently with the first year of the president’s two-year term, and the president-elect, who shall be elected to hold office for a one-year period concurrently with the second year of the president’s two-year term, and thereafter as president for a two-year period. The officers shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service or until their respective successors are elected and qualified. Officers shall not serve more than two (2) consecutive terms in their respective offices. Additional vice presidents, secretaries and treasurers shall be appointed as needed by the president and will serve on an annual basis, but they will not be members of the Executive Committee.

Section 3. General Counsel. The General Counsel shall be an attorney at law admitted to the Bar of the State of California and shall be the chief legal officer of the Association, and shall review and pass upon the propriety of corporate procedures, contracts, tax and related matters affecting the Association, and shall be parliamentarian. The General Counsel will be appointed by the president on an annual basis.

Section 4. Subordinate Officers. The Board may at any time appoint, and may empower the president to appoint, such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 5. Removal and Resignation. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by a majority of the directors at that time in office, at any regular or special meeting of the board, or, excepting the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board; provided, however, that the president, president-elect, vice president, secretary and treasurer may only be removed upon the approval of two-thirds (2/3) of the directors present at a meeting duly called and held at which a quorum is present.

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

Section 6. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the terms in the manner prescribed in these Bylaws for regular appointments to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 7. **President.** The president shall be the general manager and chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Association. The president shall preside at all meetings of and shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. **President-elect and Vice President.** In the absence or disability of the president, the president-elect, or, if none, the vice presidents, in order of their rank as fixed by the Board, or, if not ranked, the vice president designated by the Board, shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The president-elect and the vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or these Bylaws.

Section 9. **Secretary.** The secretary shall record, or cause to be recorded, and keep, or cause to be kept, at the principal executive office of the Association and such other place as the Board may order, a book of the minutes of actions taken at all meetings of directors and meetings of Members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at such meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal executive office of the Association the originals of the Articles of Incorporation and of the Bylaws, as amended to date, and a record of the names and addresses of the directors and of all Members known to the secretary to exist.

The secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, shall keep the corporate seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

The assistant secretary, if there shall be such an officer, or, if there be more than one, the assistant secretaries in the order determined by the Board (or if there be no such determination, then in the order of their election), shall, in the absence of the secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 10. **Treasurer.** The treasurer shall be the chief financial officer of the Association and
shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the
properties and business transactions of the Association, including accounts of its assets, liabilities,
receipts, disbursements, gains, losses, capital, surplus and shares and shall send or cause to be sent to
the directors such financial statements and reports as are by law or these Bylaws required to be sent to
them. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit or cause to be deposited all moneys and other valuables in the name
and to the credit of the Association with such depositories as may be designated by the Board. The
treasurer shall disburse the funds of the Association as may be ordered by the Board, render to the
president and directors, whenever they request it, an account of all of his transactions as treasurer and
of the financial condition of the Association and have such other powers and perform such other duties
as may be prescribed by the Board or the Bylaws.

The assistant treasurer, if there shall be such an officer, or, if there shall be more than one, the
assistant treasurer in the order determined by the Board (or, if there be no such determination, then in
the order of their election or appointment), shall, in the absence of the treasurer or in the event of his
inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform
such other duties and have such other powers as the Board may from time to time prescribe.

ARTICLE VIII

EXECUTIVE COMMITTEE

Section 1. **Composition.** The Executive Committee shall be comprised of the president, the
president-elect or vice president (who shall serve as its chairperson), the secretary, the treasurer, and
four (4) directors elected as provided in Section 3 of this Article VIII. All members of the Executive
Committee must be directors.

Section 2. **Powers.** The Executive Committee shall exercise the powers of the Board, except
those powers reserved exclusively to the Board by law, the Articles or these Bylaws, where the exercise
of such powers prior to the next regular meeting of the Board is necessary and beneficial to the
Association; provided that the Board shall ratify all such actions of the Executive Committee at the next
following meeting of the Board and where such actions are not inconsistent with the Nonprofit Public
Benefit Corporation Law.

Section 3. **Director Members.** The directors who serve on the Executive Committee shall be
nominated by the Nominations Committee and elected for service by the Board for a two (2) year term
to correspond with the term of the officers as provided in Section 2 of Article VII. Such directors shall
serve as members of the Executive Committee at the pleasure of the Board, and shall hold their
respective membership in the Executive Committee until their resignation, removal or other
disqualification from service or until their respective successors are elected and qualified.

Section 4. **Meetings.** The Executive Committee shall meet from time to time as may be
required on notice given pursuant to the provisions of this Article VIII unless notice is waived by all of its
members. A majority of its members shall constitute a quorum and the affirmative vote of the majority of its members present at a meeting fully called and held at which a quorum is present shall be regarded as the act of the Executive Committee.

Section 5. Minutes. The Executive Committee shall keep minutes of its meetings and such minutes shall be submitted at the next regular meeting of the Board and shall be entered into the minutes of the Board.

ARTICLE IX

EXECUTIVE DIRECTOR

Section 1. Duties. The Executive Director shall serve as liaison between the Association and UCSD, and shall be the general manager of the affairs of the Association. He or she shall supervise, direct, and carry out the programs of the Association under the direction of the Board. He or she shall be custodian of all funds, books, and records of the Association and shall collect all membership gifts and assessments and other amounts owing to the Association and account for the same to the treasurer. The Executive Director shall be consultant to all committees subject to such conditions and limitations as may be prescribed from time to time by the president or the Board, and shall supervise, control and direct (including, but not limited to the hiring and discharging of) all employees of the Association, and shall perform such duties and exercise such other powers as the president or the Board may from time to time prescribe.

Section 2. Appointment of Executive Director. The executive director shall be appointed by and serve at the discretion of the Board and the chancellor, or his or her representative.

ARTICLE X

AFFILIATED ORGANIZATIONS

Section 1. Establishment and Organization. From time to time, as it is deemed desirable, by a majority vote of the Board present at a meeting at which a quorum is present, affiliated organizations may be chartered and supported by the Association to promote the interests of the Association. Each affiliated organization shall be under the control of a governing body chaired by the Affiliated Organization Chairperson. The Affiliated Organization Chairperson shall be given notice of and shall be entitled to attend all meetings of the Board.

Each affiliated organization shall have at a minimum the following officers: A chairperson (otherwise referred to as "the Affiliated Organization Chairperson"), a secretary and a treasurer. One person may hold the offices of secretary and treasurer, but the Affiliated Organization Chairperson may only hold that one office.
The governing body of each affiliated organization shall adopt and present to the Board for its approval its Bylaws which shall be consistent with the Articles and Bylaws of the Association. The affiliated organizations' Bylaws shall set forth the procedure for the election and terms of office of the officers of the affiliated organization. The affiliated organization's Bylaws may not be amended without the prior written approval of the Board.

An affiliated organization shall conform to such direction and policies established from time to time by the Board for the maintenance of such organization's business and finances. No affiliated organization may make any commitment binding upon the Association without the prior written approval of the Board. Each year, at the last regular meeting of the Board for the Association's fiscal year, the treasurer of each affiliated organization shall submit a report of the financial condition of the affiliated organization to the Board. Upon the disbanding, dissolution or termination of an affiliated organization, all cash or other property belonging to it shall be paid and transferred to the Association.

Section 2. **Termination of Recognition.** The Board may terminate official recognition of an affiliated organization and withdraw the privileges granted to it by this Article X at any time, with or without cause. Such action shall require the affirmative vote of two-thirds (2/3) of the Board.

**ARTICLE XI**

**INDEMNIFICATION**

Section 1. **Definitions.** For the purpose of this Article XI, the following words shall have the following meanings:

(a) "Agent" means any person who is or was a director, officer, employee or other authorized agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or who was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Association or of another enterprise at the request of such predecessor corporation.

(b) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

(c) "Expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(c) of this Article XI.

Section 2. **Indemnification in Actions by Third Parties.** The Association shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Association to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was
an agent of the Association, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Association or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Association. The Association shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Association or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Association against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association in the performance of such person's duty to the Association, unless and only to the extent that the court in which such proceeding is or was pending shall be determined upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval;

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the Association has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article XI or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article XI any indemnification under this Article XI shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 5 of this Article XI.
(a) A majority vote of quorum consisting of directors who are not parties to such proceedings; or

(b) Approval of a majority of the Members present at a duly called and noticed annual or special meeting of Members, at which a quorum is present, with the persons to be indemnified not being entitled to vote thereon;

(c) The court in which such proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Association.

Section 6. **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article XI.

Section 7. **Other Indemnification.** No provision made by the Association to indemnify it or its subsidiary’s directors or officers the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Members or directors, an agreement or otherwise, shall be valid unless consistent with this Article XI. Nothing contained in this Article XI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. **Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article XI except as provided in Sections 4 or 5(c), in any circumstances where it appears that:

(a) It would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the Members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification.

(b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article XI provided, however, that the Association shall have no power to purchase and maintain such insurance to indemnify any agent of the Association for a violation of Section 5233 of the California Corporations Code.
Section 10. **Non-applicability of Fiduciaries of Employee Benefit Plans.** This Article XI does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person’s capacity as such, even though such person may also be an agent of the Association as defined in Section 1 of this Article XI. The Association shall have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

**ARTICLE XII**

**MISCELLANEOUS MATTERS**

Section 1. **Endorsement of Documents-Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Association and any other person, when signed by the president or any vice president and the secretary, any assistant secretary, treasurer or any assistant treasurer of the Association shall be valid and binding on the Association in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. **Representation of Shares of Other Corporations.** The president or any other officer or officers authorized by the Board or the president are each authorized to vote, represent and exercise on behalf of the Association all rights incident to any and all shares of any other corporation or corporations standing in the name of the Association. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. **Fiscal Year.** The Association’s fiscal year shall begin on July 1st of each year and shall end on June 30th of the following year.

Section 4. **Books and Records.** The Association shall keep at its principal office in the State of California the originals or copies of the Association’s Articles and of these Bylaws, as amended to date, and a record of the names, addresses and memberships of all of the Members. The Association shall keep correct and complete books and records of account which shall be compiled annually by an independent accountant, and shall also keep minutes of the proceedings of the Members, and of the Board and all committees of the Board.

Section 5. **Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.
Section 6. **Amendment of Bylaws.** These Bylaws may be amended or repealed by the approval of two-thirds (2/3) of the directors present, entitled to vote and voting at a meeting thereof, at which a quorum is present; provided, however, that the Members must approve any action that would: (a) materially and adversely affect the rights of the Members as to voting or transfer of memberships; (b) specify or change a fixed number of directors or the maximum or minimum number of directors or change from a fixed to a variable number of directors or vice versa; (c) increase the term for which directors may serve; (d) increase the required quorum for meetings of the Members; or (e) repeal, restrict, create or expand proxy rights of the Members.

Section 7. **Rules of Procedure.** Except as otherwise expressly provided herein, Robert's Rules of Order Revised shall be the authority in all matters of parliamentary procedure.

Section 8. **Standing Order.** Standing orders and rules of practice consistent with the Articles of Incorporation and Bylaws may be prescribed from time to time by the Board in order to facilitate and expedite the carrying on of the business of the Association. The secretary shall cause to be kept such orders and rules in permanent written form, properly indexed, and same shall be a part of the permanent records of the Association. Such orders and rules shall govern and control the administration of business and affairs of the Association.

APPROVED: September, 1988
AMENDED AND RESTATE: September, 1988
AMENDED AND RESTATE: September, 1989
AMENDED AND RESTATE: September, 1990
AMENDED AND RESTATE: March, 1991
AMENDED AND RESTATE: January, 1996
AMENDED AND RESTATE: October, 2003
AMENDED AND RESTATE: June, 2009
AMENDED AND RESTATE: June, 2010
AMENDED AND RESTATE: June, 2011