

**Alumni Association
University of California San Francisco**

BYLAWS

ARTICLE I - Name

The name of this organization shall be the Alumni Association, University of California San Francisco (AAUCSF).

ARTICLE II -Purpose

The purpose of AAUCSF shall be to advance the interest of the University of California San Francisco (UCSF) by engaging its alumni, faculty, trainees, and students in the activities of, and in support of, UCSF and the alumni associations and other support groups of the Schools of Dentistry, Medicine, Nursing, Pharmacy, and the Graduate Division.

ARTICLE III - Membership of AAUCSF

The membership of AAUCSF shall consist of all degree-holding graduates of UCSF, current and past trainees at UCSF (to include housestaff, residents, fellows, postdoctoral fellows, and graduate students), current members or former full time, part time and adjunct members of the faculty, and those persons so declared by actions of the Board of Directors of AAUCSF.

ARTICLE IV -Board of Directors

Governance. AAUCSF shall be governed by the Board of Directors, supported by the Faculties, Staffs and Deans' Offices of the schools of UCSF working in cooperation with staff members appointed by Development & Alumni Relations.

Composition. The Board of Directors shall consist of its Directors, led by its duly elected President, and not more than eight additional Executive Committee Members, chosen from among Members of AAUCSF, one of whom shall be (a) the Immediate Past President of AAUCSF, and (b) the President-Elect of AAUCSF, each in accordance with their terms of office. The number of Directors to be elected in any year shall be determined by the Executive Committee. The Board shall have at least 20 and not more than 40 Directors at any given time. AAUCSF will offer an independent nomination process. In addition, the Alumni Association of each professional school and the Graduate Division shall appoint up to three nominees for recommendation by the Nominations Committee and election by the full board of directors. In addition, the board will allow for one *ex officio* student board member position from each school, the Graduate Division and the student government. The board shall have committees from time to time that may include volunteers who are not Directors. However, the Nominations Committee may only be comprised of voting members of the Board.

Terms and duties of Officers and Directors.

- **President.** The President shall serve a two-year term. The President shall preside at meetings of the Board of Directors and meetings of the Executive Committee, and shall perform those acts and duties usually attributed to the President. The President shall also serve as UCSF's designated representative to Alumni Association of University of California's Board of Directors (AAUC). In the absence or inability of the President, or upon the death or permanent disability of the President ("Vacancy") the President-Elect (should such person have been duly elected as of the time of the vacancy), shall automatically assume the position of President for the unexpired term of the President. If there is no one in the position of President-Elect, the Nominations Committee shall nominate one of the Executive Committee Members to the Presidency for a vote of the full board to exercise the duties of the President-Elect or for the unexpired term of the President. Upon expiration of their term, the President assumes the role of Immediate Past President.
- **Immediate Past President.** The Immediate Past President shall serve on the Executive Committee for a term of two years following the expiration of his or her term as President, and shall serve as an advisor to the sitting President. The Immediate Past President shall serve as chair of the Nominations Committee.
- **President-Elect.** The President-Elect shall be elected, and shall serve on the Executive Committee, for one year prior to the commencement of his or her term of office as President. The President-Elect shall perform such functions as designated by the President.
- **Treasurer.** The Treasurer shall be responsible for reporting and releasing Association funds as directed or approved by the board and the designated university representative.
- **Executive Committee.** The Executive Committee shall consist of the President, and up to eight Directors, including the President, Immediate Past President, President-Elect and Treasurer, who shall meet at those times and places determined by the President. The Executive Committee acts between meetings of the Board of Directors and exercises any powers not expressly prohibited by the Board. Executive Committee Members serve for two-year terms, unless an Executive Committee Member is elected President-elect or President, in which case his/her term is extended through the term of his or her Presidency, and for two additional years following the conclusion of the term as President. Executive Committee Members are expected to attend Executive Committee meetings which are often done in telephone conferences, meetings of the Board of Directors, and other Association activities. If any Executive Committee Member should fail to attend three consecutive meetings of the Board, s/he ordinarily shall be deemed to have resigned from the Board, absent exceptional circumstances, as determined by majority vote of the remaining members of the Executive Committee.
- **Directors.** Directors serve three-year terms, unless a Director is appointed to the Executive Committee, in which case his/her term is extended accordingly. Directors are expected to attend meetings of the Board of Directors and other Association activities and to participate in the activities, functions and the conducting of the business of AAUCSF.
 - **Renewal of term.** A Director who has completed his/her three-year term may be reappointed to a maximum of one additional three-year term upon the recommendation of the Nominations Committee and elected by the Board of Directors. After two consecutive terms, a former board member must wait at least three years before reapplying for a Board position.
 - **Resignation and Suspension.** If any Director should fail to attend three consecutive meetings of the Board, s/he shall be deemed to have resigned from the Board, absent exceptional circumstances, as determined by the Executive Committee.

Meetings of the Board of Directors. The Board of Directors shall meet a minimum of two meetings per year at those times and locations determined by the President. Notice of such meetings shall be issued in a timely manner via electronic mail to all members of the Board of Directors and the Executive Committee. Executive Committee Members and other Directors are expected to attend all such meetings. Arrangements shall be made for the Board of Directors and Executive Committee to attend and fully participate in all such meetings by telephone conference call.

Membership. The term of membership on the Board ends after three (3) years or after six (6) months from last participation in a Board or Regional meeting.

Removal. Any Board member may be removed at any time, either by reason of inattention to duties or for improper conduct, by a two-thirds (2/3) majority vote of the Executive Committee.

Quorum. The majority of the elected board shall constitute a quorum at any Board meeting. The Board may authorize participation in meeting of the Board by means of conference telephone or other similar communications equipment that allows all persons to hear each other.

Voting. Any matter which the President deems to require a vote shall be brought to the attention of those Directors present during a scheduled meeting. The President shall then call for and take a vote, including of those present by teleconference. The majority vote of those present controls.

Conflicts of Interest. Board Members shall avoid conflicts of interest and if the appearance of any such conflict may arise, it is incumbent upon the member to fully disclose said conflict in writing to the Executive Committee.

ARTICLE V - Committees

The President may appoint Committees of the AAUCSF at his/her discretion to conduct the work of AAUCSF. Such Committees shall be listed and/or amended in a separate document entitled "Presidential Committees" and approved by the Executive Committee.

ARTICLE VI - Nominations Committee

The President, with the approval of the Executive Committee, shall appoint a Nominations Committee of at least three Directors including the Immediate Past President who shall serve as the Chair. The Nominations Committee shall receive a list of proposed candidates for President-Elect (in those years in which the President-Elect is to be designated for a term of service commencing one year prior to the expiration of the term of the President), Executive Committee Members, and/or Directors from a list prepared by the President, the Dean of each of the professional schools and the Graduate Division, the Director of Alumni Relations for each of the schools, and the Alumni Associations of each of the schools. All alumni may submit suggestions to the Nominations Committee for new Directors to the President, the Deans of Schools, the Directors of Alumni Relations, the Alumni Associations, or the Nominations

Committee for consideration. Proposed candidates for the Board of Directors will be considered based on a variety of factors, including but not limited to the following: demonstrated interest in UCSF, leadership skills, and demonstrated philanthropic commitment to UCSF, Schools, and/or Alumni Associations. The Nominations Committee shall review the list of proposed candidates, and from it, select its recommendations of candidates to be elected to various offices. The Nominations Committee's report and its proceedings shall be deemed confidential and shall be first presented to the Executive Committee for its review and endorsement or suggestions for further consideration by the Nominations Committee. At the appointed Board of Directors meeting, the Nominations Committee shall present its recommendations as to the proposed candidates to the full Board of Directors, at which time the President shall call for additional nominations for persons desiring to run for any position, and shall conduct the elections of the Officers, Executive Committee and Members of the Board of Directors. Officers, Executive Committee, and Directors shall be elected by a majority of those Board of Directors Members present and voting. The term of office of the President shall commence upon his or her installation at the conclusion of the meeting at which officers are selected. The term of office for all officers (except the President), Executive Committee and Directors shall commence upon their election, unless determined otherwise by the Board of Directors.

- **ARTICLE VII - Representation on other bodies UCSF Foundation Board**

Representative. When the AAUCSF is provided with the opportunity to designate a representative to the UCSF Foundation Board, the Nominations Committee shall be charged with determining the appointment, with ratification from the full Board.

Alumni Regent. From time to time, AAUCSF is responsible for the appointment of an Alumni Regent to the University of California system. Each UCSF school, including the Graduate Division, shall have one of its graduates represented as Regent on a rotating basis. The rotation will begin with the School of Pharmacy, followed by Nursing, Medicine, Graduate Division, and Dentistry. The Nominations Committee shall be charged with determining the appointment of UCSF's Alumni Regent, with ratification from the full Board. Preference shall be given to a current or past member of the Board of Directors.

ARTICLE VIII -Amendments

This Constitution may be amended by a two-thirds vote of the Directors present at any Board of Directors meeting where, absent extraordinary circumstances, notice of the proposed amendment has been given at least 10 (ten) days prior to the meeting through reasonable and efficient means.

Article IX -Adoption

The foregoing BYLAWS, as Amended, were duly adopted and ratified by the Board of Directors February 5, 2013.