

BYLAWS

of

The FACULTY CLUB

UNIVERSITY OF CALIFORNIA, SAN DIEGO

TABLE OF CONTENTS

Name and Principal Place of Business	1
Purpose.....	1
Membership, Guests, Dues, Rights.....	1
Categories of Membership	
Guests	
Dues and Fees	
Rights and Privileges of Members	
In Good Standing	
Vote	
Meetings	
Transfer, Termination, Reinstatement	
Directors.....	3
Responsibilities, Policies, Vacancies	
In General	
University Affiliation Agreement	
Policies	
Vacancies	
Composition	
Membership, Requirement, Term	
Attendance and Removal	
Officers.....	5
Committees.....	6
Standing Committees	
Other Committees	
Actions Taken by Electronic Communication	7
Action by the Voting Members	
Action by the Board of Directors	
Action by Committees	
Board Meetings.....	7
Schedule of Meetings	
Special Meetings	
Quorum; Number of Votes Needed for Action	
Executive Sessions	
Agendas	
Miscellaneous	8
Amendments to Bylaws	
Indemnification	
Financial Review	
Insurance	
Conflict of Interest	
Remuneration & Expenses	
Rules of Procedure	
Dissolution	
Non-Discrimination	

**Amended and Restated
BYLAWS
of
The FACULTY CLUB
UNIVERSITY OF CALIFORNIA, SAN DIEGO
A Membership Nonprofit California Corporation**

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation, as provided in the Articles of Incorporation (filed with the Secretary of State July 23, 1968), is The Faculty Club, University of California, San Diego, Inc. The principal place of business shall be the San Diego campus (UCSD) of the University of California (University).

**ARTICLE II
PURPOSE**

The Corporation is a non-profit membership club serving the UCSD faculty and staff and the broader UCSD community. The Corporation operates a club in a building owned by the University. The Faculty Club enables its Members to meet both formally and informally, thus facilitating intellectual, educational, research, social, and interdisciplinary interchange and engagement that contributes to a sense of community. The Faculty Club strives to offer a congenial setting:

- For Members to gather for social and intellectual purposes throughout the day as means to promote collegiality and social interaction;
- For conferences, exchange of ideas, enjoyment of the arts, and celebrations of special occasions.

**ARTICLE III
MEMBERSHIP, GUESTS, DUES, RIGHTS**

A. CATEGORIES OF MEMBERSHIP

There shall be two categories of membership, Voting and Non-voting, as specified in 1. and 2. next. The Board of Directors of the Corporation (the Board) may, by amendment to these Bylaws, change all categories and subcategories of membership except that any change to the Voting Membership category requires approval by a majority of a quorum of the Voting Members. A person or department within a category is not a member until he, she or it applies and pays dues.

1. VOTING MEMBERS

- a. UCSD faculty and other academic appointees, including adjunct, acting, clinicians, lecturers, librarians, post-doctoral scholars.
- b. UCSD staff

- c. UCSD retirees who at any time during their UCSD employment were eligible for membership (a. and b. above)
- d. Surviving spouses of deceased Voting Members.
- e. Members of the community who have supported or wish to support the University of California, San Diego
- f. UCSD alumni
- g. UCSD graduate students
- h. UCSD departments (Departments are defined as academic departments and non-academic units of UCSD. A Department has one membership vote.)

2. NON-VOTING MEMBERS

- a. Current members of the Board of Regents of the University
- b. Chancellor Associates of UCSD and other UCSD support groups as the Board may determine
- c. Academicians who are visiting UCSD for a quarter or more
- d. Spouses or domestic partners of Voting Members

3. GUESTS

- a. Members may invite guests to participate with them in the amenities, activities and services of the Faculty Club. The Board may establish a policy to further define guests.
- b. Members of other faculty clubs with which there are reciprocal agreements.

4. DUES AND FEES

The Board shall establish Members' monthly dues and may establish initiation and other fees. Dues and fees may vary by membership sub-classification.

B. RIGHTS AND PRIVILEGES OF MEMBERS

1. IN GOOD STANDING

Members in good standing shall be entitled to full privileges of use of the Faculty Club's amenities, activities and services in accordance with policies that may be established by the Board, including discounts on food and events.

2. VOTE

Voting Members in good standing shall be entitled to one vote, and may hold office. For electronic voting, Voting Members who do not have an email address on file, or who do not consent to electronic voting may request a ballot by mail.

3. MEETINGS

Annual meetings of the Voting Members shall be held in May. In lieu of an annual meeting, election of directors and action on other matters may be conducted electronically pursuant to Article VII, ACTIONS TAKEN BY ELECTRONIC COMMUNICATION. Special meetings of the Voting Members may be called by the President or by not less than ten (10) Voting Members by written request delivered personally or sent by registered or certified mail to the President. Notice, quorum, and other matters for meetings shall be the same, in so far as possible, as specified in Article VII. Matters not covered by Article VII shall meet or exceed the requirements of the Corporations Code. The Board may adopt a policy for conducting such meetings.

4. TRANSFER, TERMINATION, REINSTATEMENT

- a. Memberships are not transferable or assignable.
- b. A Member may resign in writing at any time provided dues and fees are paid through the end of the month.
- c. Upon written application, the President may reinstate any member provided no dues and fees are outstanding.

5. NO PROPERTY

No Member shall have any property right in the assets of the Corporation, nor any right to receive property therefrom upon liquidation, dissolution, winding up or abandonment of the Corporation.

ARTICLE IV DIRECTORS

A. RESPONSIBILITIES, POLICIES, VACANCIES

1. IN GENERAL

The affairs of the Corporation shall be managed by the Board of Directors. Its powers are only limited by law, the Articles of Incorporation, and these Bylaws.

2. UNIVERSITY AFFILIATION AGREEMENT

The Board shall honor, respect and carry out the provisions of the *Affiliation Agreement Between the Regents of the University of California and the Faculty Club University of California, San Diego, Inc.*, executed on July 19, 2019.

3. POLICIES

The Board may adopt policies consistent with law, the Articles of Incorporation, and these Bylaws regarding services at the Club, use of the Club, visitors, guests of members, and any other matter concerning the operation of the Faculty Club and the business of the Corporation. Policies shall be considered companion documents to these Bylaws and be kept with the minute book. All policies mentioned in these Bylaws shall be instituted by the Board unless the specific bylaw indicates adoption is discretionary.

4. OFFICERS

The Board shall elect its officers immediately following the Voting Members' annual election of Board members.

5. VACANCIES

The Board shall fill any vacancy on the Board. The person so elected shall complete the remainder of the term of the Board position being filled. If a vacancy occurs three months or less before the Voting Members' annual election, the Board may choose not to fill the vacancy but defer it to the annual election.

B. COMPOSITION

The Board shall have eleven (11) members. Nine (9) shall be elected by the Voting Members and two appointed, one by the Chancellor, one by the Executive Vice-Chancellor. One of the nine elected members may be a representative of a Department.

C. MEMBERSHIP REQUIREMENT, TERM

1. REQUIREMENT

The nine elected members must be Voting Members, or represent a Voting Member Department, and be in and remain in good standing.

2. TERM OF ELECTED MEMBERS

The term of each elected member shall be for two years. Four Board members shall be elected one year and five the next. If (1) the four/five sequence can't be maintained due to resignations or other factors, and (2) appointment under subsection A.5. above doesn't resolve the problem, the Board may add a 3rd year to one new board member, reduce one year from a new member, or extend a current Board member one year. The Board may establish a policy for implementing this subsection.

3. TERM OF APPOINTED MEMBERS

The two administration-appointed Board members shall serve until a replacement is appointed or the member resigns.

D. ATTENDANCE AND REMOVAL

1. ATTENDANCE

Members of the Board are expected to attend all meetings of the Board and all committees of the Board to which they have been appointed.

2. REMOVAL

a. If a Board Member misses three meetings in a row, excused or not, or if a member misses four meetings in a year (May through April) excused or not, the Board member shall be automatically removed from the Board. The vacancy shall be filled according to section A.5. If a Board Member is on sabbatical for an academic quarter, s/he is expected to attend by telephone or video conference. If a Board Member is on sabbatical more than a quarter and chooses not to resign, he or she is still subject to this section D.

b. The Board by majority vote of members in attendance may remove a Director under the following circumstances:

- i) For failing to participate satisfactorily in the work of the Board or its Committees when the Board so determines that such a failure is inexcusable and impedes the ability of the Board to conduct its business thoroughly and efficiently.
- ii) For a breach of any of his/her fiduciary duties as a Board Member.
- iii) For breach of executive session confidentiality.

ARTICLE V OFFICERS

A. GENERAL

The officers of the Corporation shall be president, vice-president, treasurer, secretary and such subordinate officers as the Board may appoint.

B. PRESIDENT

The President, as principal executive officer of the Corporation, shall

- i) supervise and control the activities of the Corporation following any direction the Board of Directors may give.
- ii) preside over all meetings of the Board.
- iii) give or cause to be given notice of all meetings of the Board and all other notices required by law or these Bylaws.

C. VICE-PRESIDENT

The Vice-president shall, when the President is not present or able, act in lieu of the President. He or she shall perform such other duties as the Board may prescribe.

D. SECRETARY

1. DUTIES

The Secretary shall

- i) keep a full and accurate record of all Member and Board meetings and elections.
- ii) maintain and keep safe all books, papers, databases, and electronic files belonging to the Corporation or see that the officers and/or the principle employee of the Corporation does so.
- iii) act as the parliamentarian for the Board.
- iv) be the final authority with respect to the Board's adherence to the procedures set forth in these Bylaws and Robert's Rules.
- v) have such further duties and powers as may be assigned or delegated by the Board.

2. ABSENCE FROM MEETINGS

In the event that the Secretary is unable to attend a meeting of the Board, the Secretary shall arrange for a substitute from among the members of the Board to take the minutes and otherwise fulfill the duties of the Secretary.

E. TREASURER

1. QUALIFICATIONS

The Treasurer shall have basic knowledge of financial and accounting principles but need not be an accountant or have accounting experience.

2. DUTIES

The Treasurer shall

- i) be responsible for accurate accounting of the Corporation's finances.

- ii) as chair of the Finance Committee, be responsible for the Committee carrying out its responsibilities.
- iii) give a financial report at each regularly scheduled Board meeting.
- iv) have charge and custody of the funds of the Corporation. 4

ARTICLE VI COMMITTEES

A. STANDING COMMITTEES

1. EXECUTIVE COMMITTEE

- a. The four Officers specified in Article V shall constitute the Executive Committee. If the secretary and treasurer are held by one person, s/he shall have only one vote, reducing the committee to three. A majority of the committee membership is required for action.
- b. The Executive Committee shall act in place of the Board as necessary between Board meetings; its decisions are as if the Board itself acted. The Executive Committee may not
 - i) fill a vacancy on the Board.
 - ii) amend, repeal, or adopt bylaws.
 - iii) amend, rescind, adopt or make exception to a Board Policy.

2. FINANCE COMMITTEE

- a. The Finance Committee shall be chaired by the corporate Treasurer and shall consist of at least three members. A majority of the Committee shall be Board members but the other(s) need not be Club Members.
- b. The Finance Committee shall review and comment on the
 - i) income and expenses of the Club, with recommendations, if any
 - ii) Club's vendors' financial statements
 - iii) Club's annual audit

3. NOMINATION AND ELECTION COMMITTEE

The Nomination and Election Committee

- a. shall be composed of not less than three Board Members in good standing none of whom are or will be up for election to the Board.
- b. shall seek Voting Members to serve on the Board.
- c. give to the Board a slate of nominees standing for election to the Board.
- d. oversee notices and ballots sent to the Voting Members.
- e. oversee the voting process of elections.

B. OTHER COMMITTEES

The Board may, as need arises, create other committees and in doing so shall specify the committee's purpose. No committee except the Executive Committee has power to act for the Board or the Club except as may be specifically delegated by the Board.

**ARTICLE VII
ACTIONS TAKEN BY ELECTRONIC COMMUNICATION**

A. ACTION BY THE VOTING MEMBERS

1. REQUIREMENTS

The formal business of Voting Members may be conducted electronically in accordance with the requirements the California Corporations Code, particularly section 20 (consent to electronic transmission).

2. IMPLEMENTATION

To implement this Section A, the Board shall adopt a policy that includes notice, consent, and right to withdraw consent.

3. CORPORATE RECORD KEEPING

All notices given and actions taken electronically shall be kept by the Secretary with or adjacent to the minutes of the Board of Directors.

4. NOTICE

Any action by electronic means shall be preceded by an electronic notice from the President to all Members entitled to vote that shall specify the reason for the action and the specific action or motion on which the vote is to be taken.

5. VOTE

Electronic action by Voting Members shall require a quorum of 5% of the voting members, and an affirmative vote of a majority of those voting. Those entitled to vote shall be of record seven days before the notice of the action to be taken.

B. ACTION BY THE BOARD OF DIRECTORS

Meetings of the Board of Directors and its Executive Committee shall not be conducted electronically except when gatherings of people are prohibited or inadvisable.

C. ACTION BY A COMMITTEE

Except as provided next, committees may conduct business electronically without regard to Section 20 or other requirements of the Corporations Code. However, this does not apply to action by the Executive Committee or to any other Committee that is carrying out authority delegated to it by the Board of Directors.

**ARTICLE VIII
BOARD MEETINGS**

A. SCHEDULE OF MEETINGS

The Board of Directors shall meet at least ten times per year. After a schedule of meetings is approved by the Board and distributed to all Board members, no further notice of scheduled meetings is required. Meetings, except executive sessions, shall be open for observation to all Members. Non-members may attend with the approval of the President. For cause, scheduled meeting dates may be changed by the President with five days electronic notice. The cause shall be stated in the meeting's minutes.

B. SPECIAL MEETINGS

For cause, special meetings may be called by the President. If the President is absent or is unable or refuses to act, two directors may call a special meeting. Special meetings must be noticed electronically no less than five days before the meeting. The cause shall be stated in the meeting's minutes.

C. QUORUM; NUMBER OF VOTES NEEDED FOR ACTION

1. QUORUM

Six members of the Board shall constitute a quorum. Vacancies shall not reduce the quorum number.

2. ACTION BY MAJORITY

Unless otherwise specified in these Bylaws or the California Corporations Code, a simple majority of those present and voting is required for a matter to be approved.

3. EXCEPTIONS TO MAJORITY

- a. A change to these Bylaws requires the affirmative vote of nine Board members
- b. A change that reduces a right of the Voting Members is not adopted until approved by the Voting Members (majority of quorum).

4. ATTENDANCE BY TELEPHONE OR VIDEOCONFERENCE.

A Member may be considered present if s/he is not attending the meeting in person but is actively participating by telephone or videoconference.

D. EXECUTIVE SESSIONS

Executive sessions of the Board are closed to Members and others so that it may freely discuss personnel matters, legal issues, and other matters permitted by law. Discussion and actions taken during an Executive Session are confidential. Essential staff and others may attend the Executive Session for such period of time as they are needed.

F. AGENDAS

The agenda for each meeting of the Board shall be submitted electronically by the President to members of the Board at least five (5) calendar days in advance. The first order of business at a meeting shall be review of and possible change to the agenda. It shall be approved by consensus or majority vote.

**ARTICLE IX
MISCELLANEOUS**

A. AMENDMENTS TO BYLAWS

These Bylaws may be amended, repealed or replaced by action of the Board of Directors. If any right or obligation of the Voting Members is altered, the change must be approved by the Voting Members before becoming effective. See also Article VIII, Section C.3., Exceptions to Majority.

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B. INDEMNIFICATION

The Corporation shall defend and indemnify each member and officer of the Board of Directors, and each member of a Board committee, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any action, special proceeding, arbitration or administrative proceeding arising against such person by reason of his/her membership on the Board, status as an officer of the Board, or membership on a Board committee. The Corporation reserves the right to designate and retain counsel to represent the person defended pursuant to this Bylaw.

C. FINANCIAL REVIEW

1. AUDIT

The Board shall retain an audit firm to conduct an annual financial review of the Corporation's finances and accounting procedures. The level of the review is at the discretion of the Board.

2. BY MEMBER

All books and records of the Corporation may be inspected by any member or by any person appointed to do so by the Chancellor of the University of California, San Diego, for any proper purpose, at any reasonable time.

D. INSURANCE

The Board shall carry insurance for general liability, officers' and directors' protection, workers' compensation (if the Corporation has one or more employees), and such other insurance as the Board deems to be good business practice.

E. CONFLICT OF INTEREST

The Board shall adopt a conflict of interest policy that shall be consistent with the University's conflict of interest policies. The Policy shall include circumstances under which a Board member must abstain from voting.

F. REMUNERATION & EXPENSES

No Member shall receive remuneration for work for, or service to, the Corporation. Expenses may be reimbursed upon pre-approval of any officer who cannot be the member being reimbursed.

G. RULES OF PROCEDURE

Robert's Rules of Order, latest edition, shall govern the conduct of elections, meetings of the Board of Directors and the Board's committees. The Rules of Order shall be subordinate to law and these Bylaws.

H. DISSOLUTION

Should this Corporation ever dissolve, its assets shall be transferred within three months to the Regents of the University of California or to the UC San Diego Foundation.

I. NON-DISCRIMINATION. In compliance with the policy of the University of California, the Ida and Cecil Green Faculty Club does not discriminate on the basis of race, color, national origin,

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religion, sex, sexual preference, handicap, age or marital status. This non-discrimination policy covers membership selection, activities, policies and practices of the organization.

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Adopted unanimously by the Board of Directors on April 21, 2020.


Robert W. Starkey, Secretary