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**BYLAWS**  
**of**  
**LA SIERRA UNIVERSITY ALUMNI ASSOCIATION**

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**BYLAWS  
Of  
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**ARTICLE I. NAME**

This organization shall be known as The La Sierra University Alumni Association, hereinafter referred to as the "Association". The Office of the Association shall be located on the campus of La Sierra University.

**ARTICLE II. PURPOSES**

The primary purpose of this Association shall be to promote the welfare and influence of La Sierra University, hereinafter referred to as "University", and to establish beneficial relationships among the University, its alumni, and its many constituencies. The purposes of the Association are:

- A. To promote the interests of La Sierra University.
- B. To foster an attachment by the alumni to their *alma mater*.
- C. To promote unity of purpose among the alumni.
- D. To facilitate the gathering of alumni on campus and at Alumni Gatherings.
- E. To recognize, identify, and celebrate contributions of alumni.
- F. To work with and support students on projects.

### ARTICLE III. MEMBERSHIP

Membership in this Association shall be classified as Regular, Associate, Honorary, and Ex-Officio as hereinafter defined:

#### Section 3.1 Regular Members

- A. Those who have completed at least one course at La Sierra University, Loma Linda University/La Sierra campus, La Sierra College or its predecessor shall be eligible for Regular membership.
- B. Recipients of Honorary Degrees from La Sierra University, Loma Linda University/La Sierra Campus, La Sierra College or its predecessor shall be eligible for Regular membership.
- C. Regular members are entitled to vote and to hold elective office in the Association.

#### Section 3.2 Associate Members

- A. Former and present full-time, part-time, and emeritus faculty members and professional staff of La Sierra University who are not eligible for Regular membership shall be eligible for Associate membership.
- B. Former and present La Sierra University Board of Trustees who are not eligible for Regular membership shall be eligible for Associate membership.
- C. Associate members are eligible to vote, but not to hold elective office.

#### Section 3.3 Honorary Members

- A. Non-alumni distinguished in service to La Sierra University may be elected honorary members by the Board of Directors.
- B. Honorary members shall not be eligible to vote or to hold elective office.
- C. Candidates for honorary membership shall be recommended in writing by a Regular member. These recommendations shall be processed by the Executive Committee and passed on to the Board of Directors for action.

Section 3.4 Alumni Percentage

Whatever the numeric makeup of the Board may be, the number of voting members must always consist of 50% plus one member of alumni not employed by or working for the university, for compensation or not. The remaining voting members of the Board may consist of alumni, faculty, or employees of the university. The sole purpose of this clause is to assure that the Alumni Board will always consist of and be run by Alumni and not dominated or controlled by the university or faculty, but will eagerly look forward to receiving valuable knowledge and input of the faculty and university.

**ARTICLE IV. BOARD OF DIRECTORS**

Section 4.1 Membership

There shall be a Board of Directors consisting of elected Directors and University Personnel.

A. Elected Directors

1. The Board shall consist of no more than fifteen (15) members of the Association and shall include its officers, a representative from B.A.L.L., and one representative each from the School of Business, the School of Education, the School of Religion, and the College of Arts and Sciences. The balance may be appointed by the Board of Directors as needed subject to election at the next regular election.
2. New directors shall take office on July 1<sup>st</sup>. A year of service shall be July 1 to June 30.

B. University Personnel

The following University Personnel shall be designated ex-officio invitees without the power to vote:

1. President of the University
2. Provost
3. The Academic Deans
4. University Vice President for Advancement
5. Alumni Director of the University
6. Senior class president

C. Term

The directors and officers shall be elected to two-year terms.

D. Vacancies

In the event of the resignation or death of an elected director, the President of the Association shall fill the vacancy by appointment with the consent of a majority of the Board of Directors.

## Section 4.2 Nominations

Six months before the annual Alumni Homecoming, the President shall appoint four (4) Regular alumni members to serve with the President-Elect as a committee to nominate one (1) person for each vacancy on the Board. The nominations shall be approved by the Board of Directors in advance of balloting.

## Section 4.3 Elections

- A. At least six (6) months before Homecoming, Alumni will be invited to submit their names to the Alumni Association to appear on the ballot.
- B. A ballot shall be prepared listing the nomination for each office. Provision shall be made for write-in votes.
- C. Elections will take place preceding the annual Homecoming. Results will be announced at Homecoming.
- D. A simple majority vote of the ballots collected at Homecoming and online shall elect officers and directors.

## Section 4.4 Meetings

- A. The regular meetings of the Board of Directors shall be called by the President.
- B. There shall be a minimum of three (3) meetings of the Board of Directors during any calendar year.
- C. Oral or written notice shall be given to each member of the Board of Directors at least forty-eight (48) hours before any meeting.
- D. Meetings may be held by conference call upon the notice required for any meeting.

## Section 4.5 Quorum

A majority, fifty-one percent (51%) or more of the voting members of the Board of Directors when present at any regularly called meeting of the Board shall constitute a quorum to transact business. Once a quorum has been established, business may be completed even if the original quorum is no longer present.

#### Section 4.6 Attendance

- A. The absence of an elected director from fifty percent (50%) of the meeting of the Board called by the President for the year shall constitute the director's resignation from the Board, unless he/she has shown the President that his/her absence was unavoidable or beyond reasonable control.
- B. A resignation resulting from such absence shall be considered automatically accepted, and the President shall proceed to fill the vacancy in accordance with Article IV, Section 4.1.D. of these Bylaws.

#### Section 4.7 Duties and Powers

Except as otherwise provided by these Bylaws, or by the laws of the State of California now or hereafter in force, all powers of the Association shall be vested in and exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. These powers shall include, but not be limited to, the power to:

- A. Nominate and remove for cause all the Association's directors, officers, agents and employees; prescribe powers and duties of them that are consistent with the law and with these Bylaws; and fix their compensation and required from them security for faithful performance of their duties.
- B. Establish, develop and advise subsidiary chapters and organizations of the Association.
- C. Control the affairs and property of the Alumni Association.
- D. Approve projects of the Association and other subordinate organizations.
- E. Approve and coordinate Homecoming and program plans of the Association.
- F. Budget, administer, and disburse the funds of the Association and to conduct an annual review of the books and accounts of the Association.
- G. Remove from the Board any elected director absent from fifty percent (50%) of the meetings called by the President for the year, unless such director shows such absence to have been unavoidable or beyond reasonable control.



## ARTICLE V. OFFICERS

The officers of the Association shall consist of President, President-Elect, Past-President, and Secretary.

### Section 5.1 Nomination, Election and Appointments

A. Nominations

Nominations shall be made in the same manner as other directors of the Association as set forth in Section 4.2 above.

B. Election

Election of officers shall proceed as set forth in Section 4.3 above.

### Section 5.2 Term of Office

- A. Unless otherwise specified, the term of office of each officer shall be two (2) years, beginning July 1 following the election.
- B. The President and Secretary shall be elected to two-year terms commencing in even-numbered years.
- C. The President-Elect can be elected in an odd or an even year. Upon completing a one-year or two-year term as President-Elect of the Association, the President-Elect shall become President of the Association and shall serve a two-year term.
- D. The Past-President serves a one-year term.
- E. The balance of the directors shall be elected to two-year terms, half commencing in odd-numbered years, half commencing in even-numbered years.

### Section 5.3 Vacancies

- A. In the event of the resignation or death of the President of the Association, the President-Elect shall assume the office of the President. If no one is currently serving as President-Elect, a President shall be appointed by the Board of Directors.
- B. In the event of the resignation or death of an officer of the Association other than the President of the Association, the President of the Association shall fill the vacancy by appointment, with the consent of a majority of the Board of Directors.

## Section 5.4 Duties of Elected Officers and Appointees

### A. President

The duties of the President shall be:

1. To preside over all meetings of the Association and to act as chair of the Board of Directors.
2. To execute the Bylaws of the Association.
3. To see that all resolutions passed by the Board of Directors are carried into effect.
4. To sign all checks.
5. To sign all contracts and other legal documents.
6. To represent the Alumni Association to the University administration.
7. To nominate or appoint all committees, and to fill all vacancies occurring in such bodies, such nominations to be subject to ratification by the Board of Directors.

### B. President-Elect

The duties of the President-Elect shall be:

1. To attend the meetings of the Board of Directors.
2. To assist the President in such duties as may be requested of him/her by the President.
3. To become familiar with the duties of the President.
4. To act in the absence of the President.
5. To become President of the Association following his/her term as President-Elect.

### C. Past-President

The duties of the Past-President shall be:

1. To attend the meetings of the Board of Directors.
2. To assist the President in such duties as may be requested of him/her by the President.

D. Secretary

The duties of the Secretary shall be:

1. To be responsible for the recording of the minutes of all transactions of the Board of Directors.
2. To ensure that there is a permanent record of all Board of Director's minutes in the Alumni Office.
3. To perform other supervisory, liaison or committee duties as the President may request of him/her.

**ARTICLE VI. COMMITTEES**

The Board of Directors may establish committees as necessary to assist in carrying on the functions or fulfilling the purposes of the Association.

**ARTICLE VII. RULES OF PROCEDURES**

All matters of procedure not directly covered by the Constitution of the Association and by these Bylaws shall be governed and controlled by the current edition of Robert's Rules of Order.

**ARTICLE VIII. AMENDMENTS**

- A. Amendments to the Bylaws of the Association may be proposed by the Board of Directors.
- B. Any section of these Bylaws may be amended by a majority of the active members of the Association who elect to vote.
- C. The voting shall be by mail ballot or online.

**ARTICLE IX. CHAPTERS**

Section 9.1 Function

Alumni located in a particular geographical location may organize a chapter of the Association to further the purposes of the Association in support of La Sierra University.

## Section 9.2 Formation

A chapter may form if ten (10) or more alumni sharing a common geographic location or ethnic, linguistic, or cultural identity request in writing and obtain approval of the Board of Directors for recognition as a chapter. The request shall include the names of the interested members of the proposed chapter and designation of a temporary chair, secretary and treasurer for the chapter. The request shall be reviewed by the Board of Directors of the Association which may recognize the chapter. The decision of the Board of Directors on recognition shall be final and conclusive.

## Section 9.3 Governance

The Board of Directors shall adopt a model set of Chapter Bylaws (See Appendix) which shall order the affairs of each chapter organized and recognized by the Board of Directors.

## Section 9.4 Chapter

The recognition of any chapter, once formed, may be pulled and terminated for any reason by the Board of Directors of the Association by a majority vote of the attending directors.

## Section 9.5 Notice

After a vote to terminate a chapter's authorization to function, the President of the Alumni Association shall notify the president of the chapter and its Board of Directors of this action in writing within 30 days of the vote. This notice shall include the right to appeal the decision to terminate the chapter.

## Section 9.6 Appeal

If the chapter chooses to appeal the decision to terminate they must notify the Board of Directors and President of the Association in writing. Said written notice must be received at the Association headquarters within 60 days of the date the termination notice was mailed.

## Section 9.7 No Appeal

If no notice of appeal is received as described in Section 9.6, the termination shall become final and irrevocable.

Section 9.8 Appeal Presentation

Once an appeal is properly requested as described in Section 9.6, it will be heard by a majority of the Board of Directors within 45 days of receipt of the request at the Association headquarters and must be heard at the headquarters or an alternate location chosen by the President of the Association. If the appeal is not presented within this 45-day period, the appeal is considered withdrawn by the chapter and the termination becomes final, immediately.

Section 9.9 Termination

The decision of the board hearing the appeal is final.

**ARTICLE X. MISCELLANEOUS PROVISIONS**

Section 10.1 Instruments in Writing

All checks, drafts, demands for money and notes of the Association, and all written contracts of the Association, shall be signed or endorsed by such officer or officers, agent or agents, as provided in these Bylaws or as the Board of Directors may designate from time to time by resolution. No officer, agent or employee of the Association shall have power to bind the Association by contract or otherwise unless authorized to do so by these Bylaws or by the Board of Directors.

Section 10.2 Fiscal Year

The Board of Directors may, by resolution, adopt for the Association a fiscal year other than the calendar year and may, by resolution, change the same from time to time. The fiscal year of the Association shall be from July 1 through June 30 of the following year.

Section 10.3 Indemnification

The Association shall, to the maximum extent permitted by law, have the power to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceedings arising by reason of the fact any such person is or was an agent of the Association, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this Section 10.3, an "agent" of the Association includes any person who is or was a director, officer, employee, or other

agent of the Association, or is or was serving at the request of the Association as director, officer, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of an Association which was a predecessor Association of the Association or of another enterprise at the request of such predecessor Association.

## **ARTICLE XI. CONSTRUCTION OF BYLAWS WITH REFERENCE TO PROVISIONS OF LAW**

### Section 11.1 Bylaw Provisions Additional and Supplemental to Provisions of Law

All restrictions, limitations, requirements and other provisions of these Bylaws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be fully complied with in addition to the said provisions of law unless such compliance shall be illegal.

### Section 11.2 Bylaw Provisions Contrary to or Inconsistent with Provisions of Law

Any article, section, subsection, subdivision, sentence, clause or phrase of these Bylaws which, upon being construed in the manner provided in Section 11.1 hereof, shall be contrary to or inconsistent with any applicable provision of law, shall not apply so long as said provisions of law remain in effect, but such result shall not affect the validity or applicability of any other portions of these Bylaws, it being hereby declared that these Bylaws would have been adopted and each article, section, subsection, subdivision, sentence, clause or phrase thereof, irrespective of the fact that any one or more articles, sections, subsections, subdivisions, sentences, clauses or phrases is or are illegal.

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