

<p style="text-align:center"><b>CALIFORNIA STATE UNIVERSITY POLYTECHNIC UNIVERSITY, POMONA</b> <b>ALUMNI ASSOCIATION</b> <b>BYLAWS</b></p>
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**Article I**  
**Purposes**

**Specific and Primary Purposes.** The specific and primary purposes for which this corporation is formed are as follows:

- (1) To assist in continued educational and cultural growth for Cal Poly Pomona (CPP) alumni.
- (2) To promote the educational goals set forth by California State Polytechnic University, Pomona, (CPP) and to engage in educational and charitable plans, projects, programs and activities in furtherance of these goals in ways, actions and activities as approved by the president of the university or his/her authorized representative to the board.
- (3) To promote, establish, and maintain appropriate communication patterns and other mutually beneficial relationships between the CPP, and its alumni, as approved by the university president and/or his/her authorized representative.
- (4) To maximize the use of; alumni association resources, to support and advance the educational and charitable purpose and goals, as determined by CPP and its president or authorized representative.

**Article II**  
**General Powers**

The general powers of this corporation are:

- (1) To buy, lease, rent or otherwise acquire, hold use, own, enjoy, sell, exchange, lease, mortgage, deed in trust, pledge, encumber, transfer on trust, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed, and to receive property by devise or bequest.
- (2) To borrow money and to contract debts, to issue bonds, notes, and other evidence of indebtedness, and to secure any of the above instruments of debt by any or all of the property of this corporation, or to issue them unsecured.
- (3) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose and without limit on amount with person, firm, or corporation.
- (4) To have and to exercise all the powers conferred by the California General Nonprofit Corporation Law on non-profit corporations, as that law is now in effect or may at any time hereafter be amended.

### **Article III Oversight**

**Section A. University Advancement.** The Cal Poly Pomona Alumni Association (CPPAA) shall be staffed and managed by the department of Alumni and External Relations, within the division of University Advancement.

**Section B Annual Requirements.** Per Article 15 of the California Code of Regulations, The CPAA will fulfil annual requirements as outlined in Title 5 of the CA Code of Regulations.

**Section C. Memorandum of Agreement (MOA).** It is the intent of the MOA to establish framework for the recognition and management of the CPPAA

The MOA is updated and managed by the Office of Alumni and External Relations and signed by the University President (every 5 years) and CPPAA Board of Directors, executive committee annually.

The MOA shall entitle the University President to review the annual financial statements, current budgets, calendar and/or direction of the organization.

The MOA shall define compliance relating to the participation and oversight of: operations

- (1) Alumni groups (chapters)
- (2) Fundraising
- (3) Financial activities
- (4) Audit requirements

### **Article IV Membership**

**Section A. Membership.** Membership in this corporation shall be of three types; active, associate and honorary.

**Section B. Active Membership.** Any alumnus/a who has graduated from CPP, shall be eligible to apply for active membership. An active member is a current dues paying member. Active membership shall entitle the member to the following:

- (1) The right to participate in all general meetings.
- (2) The right to hold office.
- (3) The right to vote.
- (4) Access to members-only events

**Section C. Associate Membership.** A person not eligible for active membership shall be eligible for associate membership. Associate membership shall entitle the member to all rights and privileges of active membership except the right to vote or hold office. Associate membership

may be issued to any member's spouse or domestic partner; any person who is associated with, or any student in attendance at, CPP; any faculty or staff of the University after completing one quarter at the University, or any person who may be qualified as determined by the board of directors.

**Section D. Honorary Membership.** Any person who has made outstanding contributions to CPP, or this corporation -- as defined and determined by the acting CPPAA Board of Directors may be awarded honorary membership by the board of directors and shall have all the rights and privileges of active membership except the right to vote or hold office. Graduates of CPP, who have received either an honorary membership (1 year term) or an honorary life membership (lifetime term) shall be considered active members.

## **Article V Officers**

**Section A. Officer Membership.** All officers of this corporation must hold active membership.

**Section B. Executive Committee.** The CPPAA officers will include: president, internal vice president (president elect), external vice president, a vice president of finance/treasurer, general secretary, and immediate past president, all of whom shall be members of the CPPAA Board of Directors and shall serve without compensation. If the immediate past president is not able to serve on the executive committee, a vice president at large position shall be elected, and he or she will fulfill all the duties as described in section F (6).

**Section C. Election of Officers.** The CPPAA Board of Directors shall elect the officers to their respective offices annually. All offices require a two year commitment.

The election will take place at the last general board meeting of the fiscal year or prior to June 30.

Election of officers may be conducted by an open balloting of the CPPAA Board of Directors. The election process shall take place by first taking nominations for each of the offices stated above, and then voting on each of the stated offices in that same order. Elections may also be done electronically, through a third party closed balloting system.

A simple majority of the voting directors is required for the election. If there is a tie, a run-off election among the CPAA Board of Directors will be conducted.

**Section D. Attendance.** The attendance policy of officers for this corporation shall be consistent with the attendance policy in Article VI, Sections C, E, and F. Officers are required to meet the standards outlined in the policy to maintain membership on the CPPAA Board of Directors. However, officers are expected to attend all executive committee meetings per year in addition to general meetings.

**Section E. Officer Meetings** Executive committee meetings will be scheduled no less than three (3) weeks prior to regularly scheduled board meetings.

**Section. F. Duties of Officers.** The duties of each officer shall be those listed below the office to which he or she is elected or appointed.

- (1) **President:** The president shall be the chief executive officer of the CPPAA with the power to supervise and direct the association's affairs. The president shall preside at all meetings of the members and all CPPAA Board of Director meetings, serve as a primary liaison to the university administration, the student government, the Student Alumni Association, and meet directly with the university president and others on behalf of the CPPAA. The president shall also have the power to appoint and other powers provided in the bylaws and the California General Nonprofit Corporation Law.
- (2) **Internal Vice President (President Elect):** The internal vice president (president elect) shall assume the duties of the president during his/her absence, including without limitation the duty to preside over meetings of the CPPAA Board of Directors and to represent the CPPAA. In addition, this office shall have the following primary duties: oversee the strategic planning process for the CPPAA, appoint and manage, chairs of all strategic plan committees, will be expected to fill the position of the president upon completion of his/her term, preside over the CPPAA upon the resignation of the current president. The internal vice president (president elect) will serve on the nominations committee which will be chaired by the immediate past president.
- (3) **External Vice President:** The external vice president shall assume the duties of the president, if the internal vice president is also absent. In addition, this officer shall be responsible for the cultivation, communication and coordination of CPPAA chapters, clubs and other external operations. The external vice president will approve all chapter bylaw updates, and in situations pertaining to chapter election disputes, the external vice president will be asked to count ballots, and/or make recommendations.
- (4) **Vice President Finance/Treasurer:** The vice president of finance/treasurer shall be responsible for monitoring the financial records of the CPPAA and for coordinating, reviewing and assisting in the preparation and distribution of financial reports as may be prepared in support of the CPPAA, including but not limited to the Annual 990 form and Article 15 requirements.
- (5) **General Secretary:** The general secretary shall review the minutes of all membership and board meetings, all of the books and records, except for the financial books and records, and provide notice and publication of all board and general membership meetings. Will manage the commitment and expectations document. Shall ensure the CPPAA bylaws, minutes, and agendas are in compliance with the California General Nonprofit Corporation Law.
- (6) **Immediate Past President:** The immediate past president will chair the nominations committee and shall be primarily responsible for nominations, of new board members and executive committee selection. If the immediate past president is not able to serve on the CPPAA Board of Directors, this position will be held by a vice president at large, who will assume the role and responsibilities described herein. He/she will meet with potential board members and will work closely with the president and internal vice president (president elect) to assure that all recruitment is conducted equitably

## **Article VI Directors**

**Section A. Governing Body.** The governing body of the association shall be called the Cal Poly Pomona Alumni Association Board of Directors and shall consist of the following voting directors: No less than fifteen (15) and no more than twenty-one (21) directors, the immediate past president, all of whom shall each be members in good standing of the CPPAA, and the president of the university or his or her designee. Members of the board of directors shall serve without compensation.

The CPPAA Board of Directors shall also include two (2) non-voting directors: a representative selected annually from the CPP Student Alumni Association and the President of the Associated Students, Inc. of Cal Poly Pomona, or his or her designee.

**Section B. Duties and Functions.** All powers of this corporation shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by, the board of directors. It is hereby expressly declared that the board of directors shall have the following powers:

- (1) To outline such courses of action and procedures, as it may deem advisable or necessary, in accordance to CPPAA business and objectives.
- (2) To approve all expenditures of funds outside of the approved budgetary process.
- (3) To govern and establish all official policies.
- (4) To conduct, manage, and/or control the affairs and business of this corporation.
- (5) To award honorary membership.
- (6) To confirm or reject the appointment of directors.
- (7) To confirm or reject the appointments made by the president of this corporation.
- (8) To serve on a standing or ad hoc committee of choice.
- (9) Those general powers and duties usually vested in a CPPAA Board of Directors of a nonprofit corporation.

**Section C. Quorum.** A simple majority (50% plus one) of the voting board of directors must be present for an official meeting to be held.

**Section D. Meetings.** Regular meetings of the CPPAA Board of Directors shall be held at least three times a year at any time, date, or place, which has been designated by the board of directors. Meetings will be managed by the Office of Alumni and External Relations and the agenda will be prepared at least three weeks prior to the scheduled meeting by the executive committee.

Special meetings may be called by the president of this corporation or by any one-third of the board of directors. The secretary shall notify all directors of the board in writing at least one week in advance of any special meetings.

**Section E. Director Attendance.** Any director who is absent from two meetings of the CPPAA Board of Directors in one academic year (July 1-June 30), without written excuse deemed by the president or secretary general to be satisfactory, may be removed from the CPPAA Board of Directors. Absence from three meetings, including excused or unexcused absences, shall also be cause for removal.

**Section F. Director Removal Process.** Board attendance issues will be reviewed at all executive committee meetings and the executive committee will decide appropriate action. Per Article XII.

**Section. G. Director Attendance Removal Appeal Process.** Decision to remove directors for attendance can be appealed to the alumni board. To be reinstated, a 2/3 majority of attending members is required to repeal the removal.

**Section H. Proxy.** The Board of Directors shall determine proxy-voting procedures.

**Section I. Board of Directors' Elections.** Election of the CPPAA Board of Directors shall be staggered with one third (1/3) of the directors being elected annually by the CPPAA Board of Directors. Each director elected will serve for a term of three (3) years.

**Section J. Election Process.** Board applications will be available throughout the year. The nomination committee shall meet at least 90 days prior to the elections to determine who is exiting the board and how many director seats will be available. The nomination committee will meet with each alumnus/a applicant, to determine if the candidate meets the minimum qualifications as set by the board. A slate will be presented to the board and new directors will be voted on at the June meeting, or electronically, via a third party application.

**Section K. Additional Board Terms.** In order to serve an additional term on the CPPAA Board of Directors, board members must reapply by submitting an application, be in good standing and have actively participated in board events and programs throughout their previous term.

**Section L. Nomination Committee.** The board's nomination committee shall be chaired by the immediate past president. The committee will consist of at least 2 board members, including the internal vice president (president-elect), current president or one additional director. The committee will also seek nominations from board members, chapter leaders and key members of the campus community.

**Section M. Election Schedule.** Elections will be completed on or before the last business day of the fiscal year.

**Section N. Vacancies.** Should a vacancy arise, the office shall be declared "vacant" at the next CPPAA Board of Directors meeting. The president will recommend his/her nominee(s) for the CPPAA Board of Director's approval. In the case of there being more than one nominee for the same vacancy, an election among the existing board members shall be conducted and the winner determined by a simple majority vote. The candidate will fill the vacancy for the remainder of the term.

## **Article VII Membership Meetings**

**Section A. General Meetings.** The CPPAA Board of Directors shall determine the place, date, and time for general meetings. General CPPAA Board of Director meetings may be calendared up to a year in advance.

**Section B. Special Meetings.** The CPPAA Board of Directors may call special meetings of the general membership. A quorum of the membership of this corporation for the transaction of business at a special meeting of the general membership shall consist of members in good standing.

**Section C. Notification of Meetings.** Meetings are open to CPPAA members and guests. An agenda will be sent to all CPPAA Board of Directors at least 72 hours in advance.

## **Article VIII Dues**

**Section A. Annual Individual Membership.** The annual dues for both active and associate membership shall be determined by a two-thirds vote of the seats filled on the CPPAA Board of Directors.

**Section B. Lifetime Membership.** The dues for lifetime membership shall be determined by a two-thirds vote of the seats filled on the board of directors. Individuals who purchase life membership need not make any further payment of dues and shall have lifetime eligibility to the privileges and benefits of the membership.

**Section C. Honorary Membership.** Honorary members shall not be required to pay dues.

**Section D. Payments on Lifetime Memberships.** Lifetime memberships may be purchased on an installment payment basis. Persons paying installments of lifetime memberships will be issued an annual bill for membership, as determined by the board, until the total amount of the lifetime membership has been received. If installment payments on lifetime memberships are not made on time by each annual deadline, as determined by membership anniversary date, the paid balance shall be applied to an annual membership.

**Section E. Deposit of Membership Dues.** The receipt of membership dues received from alumni shall be deposited in the CPPAA general fund, regardless of chapter designation. The only exception to this rule shall be: Rose Float "over and above" dues collected from Life members and Rose Float Endowment Contributions.

Dues collected (CPPAA mandated only) and submitted by the Rose Float Chapter will be deposited in its entirety in the Alumni Association general fund with a guaranteed monthly transfer of membership dues collected less the current CPPAA mandated dues per non-Life membership dues received into their chapter specific account. Rose Float Endowment

contributions and Rose Float “over and above” dues from “Life” members are excluded from this process.

## **Article IX Funds and Finances**

**Section A. Deposit of Funds.** All funds of the corporation shall be deposited in a manner consistent with university policy.

**Section B. Investment of Lifetime Membership Dues.** It shall be the duty of the board of directors to invest not less than twenty percent (20%) of the funds received for life memberships during each fiscal year in safe securities, which are readily convertible into cash. Safe securities shall be construed as being (1) U.S. government bonds or U.S. treasury certificates, or (2) deposits in savings and loan associations or credit unions that are members of the Federal Deposit Insurance Corporation.

Earnings from these investments shall be reinvested until the fund’s total value reaches an amount of twenty-five thousand dollars (\$25,000) after which time the earnings on the \$25,000 principal may be used for current expense.

**Section C. Disbursement to Chapters.** Requests for fund disbursement for events, activities, scholarships and other worthy endeavors are to be forecasted on an annual basis by the chapters and submitted to the CPPAA Board of Directors for inclusion in the annual budget.

Chapters may submit ad hoc and/or emergency fund request(s) with justification throughout the year to the CPPAA Board for approval. Ad hoc and/or emergency fund requests may be approved as is, modified, or denied.

**Section D. Accountability of Disbursements to Chapters.** An accountability system for fund disbursement is to be maintained whereby each chapter request for fund disbursement will be properly documented as follows:

- (1) Request date.
- (2) Date funds needed.
- (3) Chapter/Officer requesting the funds.
- (4) Reason for funds.
- (5) CPPAA Board of Directors or executive committee approval.
- (6) Amount disbursed.
- (7) Funds receipt acknowledgement by chapter representative.



## Article X Committees

**Section A. Committees.** Standing and ad-hoc committees shall function in an advisory capacity to the CPPAA. Committees may develop and implement programs and policies authorized by the CPPAA Board of Directors.

Committee chairpersons shall report on their activities at least quarterly and at such other times as directed by the president. The members of all standing committees shall hold office until relieved by their successors.

**Section B. Standing Committees.** The CPPAA shall have three (3) standing committees.

- (1) Executive Committee:** The executive committee shall be made up of the 1) president, 2) internal vice president (president-elect), 3) external vice president, 4) vice president of finance/treasurer, 5) general secretary, and 6) immediate past president. The Director of Alumni and External Relations or his/her designated representative shall also serve as a non-voting member, in an advisory capacity. The executive committee will meet prior to the CPPAA Board of Directors meetings to determine what action items should be forwarded to the board for consideration. The Alumni and External Relations professional staff may also suggest items be added to the agenda.

Except for the power to amend the Articles of Incorporation and bylaws, the executive committee shall have all of the powers and authority of the CPPAA Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the CPPAA Board of Directors.

Agendas will be sent electronically to all CPPAA Board of Directors seventy two (72) hours before the scheduled time of the meeting.

The executive committee shall be responsible for the oversight of the day-to-day operations of the CPPAA in conjunction with the Alumni Affairs professional staff. The executive committee shall meet on a regular basis at the call of the president and will report all of its actions to the CPPAA Board of Directors for ratification.

The executive committee will be responsible for reviewing all budget items, approvals and updates as brought forth by the vp of finance and staff. This includes but is not limited to the Annual 990 form and Article 15 requirements.

- (2) Bylaws Committee:** The bylaws committee shall be responsible for reviewing the bylaws and proposing revisions to the CPPAA Board of Directors on an as needed basis. Amendments to the bylaws shall be done in accordance with the procedures set forth in Article XIII.

- (3) **Nominations Committee:** The nominations committee will oversee the CPPAA director election process and will make recommendations to the president regarding director appointments. This committee will be chaired by the immediate past president with consultation from the internal vice president (president elect).

**Section C: Ad Hoc Committees.** Ad hoc committees may be appointed at the discretion of the president on an as-needed basis. Such committees shall remain active until they have accomplished the purposes for which they were appointed or until inauguration of the succeeding president. Committee structure will be discussed by the end of each academic year for the upcoming academic year.

## **Article XI Chartered Organizations**

**Section A. Affiliation.** Any organization which forms a separate club or chapter may become affiliated with this corporation by petitioning the board of directors for membership.

**Section B. Approval.** The petitioning organization must comply with all sections of this corporation's articles and bylaws. Approval will be a simple majority of the board of directors.

**Section C. Qualifications.** All chartering organizations must meet the following qualifications:

The purpose of the chartering organization must be commensurate with this corporation:

- (1) Every member of the chartering organization, except their associate or honorary members, shall also be a member of this association, on a dues base determined by the board of directors.
- (2) The chartering organization's articles of incorporation or constitution and bylaws, including any amendments thereto, must be approved by the board of directors of this corporation if changed.
- (3) The chartering organization must comply with any other rules as this board of directors may prescribe, including a chartering fee, if any, to this corporation.
- (4) The chartering organization must adhere to all rules and policies as outlined in the CPPAA Chapter handbook including standards, policies and procedures from Cal Poly Pomona Foundation, Cal Poly Pomona Presidential Orders and Cal State University Executive Orders.

Failure to comply with chartering qualifications may result in the following actions by the board of directors: reprimand, fining or revocation of charter, as stated in the chartering rules.

**Section D. Chapter Dissolution.** Chapters which are deemed inactive by the Alumni and External Relations staff or do not have leadership will be assessed by the executive committee.

Pending interest, length of inactivity and support:

- (1) A call to action will occur and letters will be sent to all members with the intent to revitalize, identify leadership and recruit members. If there is no interest or response from the chapter, the board may move to close the chapter.

- (2) Should the board decide to close a chapter, members will be notified and will have an opportunity to petition to keep it open with the contingency that they have 6 months to revitalize.
- (3) The CPPAA Board of Directors reserves the right to close a chapter that has been dormant for at least eighteen months.

## **Article XII Recall and Removal**

**Section A. Recall.** All directors and officers of this corporation shall be subject to recall and removal.

**Section B. Recall Procedures.** A petition bearing the signatures of ten percent (10%) of the active membership is required. The petition must clearly state the reason or reasons for initiating the recall against the elected director or officer. Only one elected director or officer shall be named on each petition. A notice of intention to circulate a recall petition against an elected director or officer shall be filed with either the president or secretary before the gathering of signatures is begun. One hundred and twenty (120) days shall be allowed for the gathering of signatures from the time of filing the intention to circulate a recall petition. No later than the one hundred twenty-first day after the notice of intention to circulate a recall petition is filed, the recall petition must be submitted to the president or secretary. The president shall then call a special meeting of the board of directors within twenty-five (25) days after receiving the recall petition. The authenticity of the signatures shall be checked prior to the meeting of the board of directors. If the recall petition contains at least ten percent (10%) of the active membership, the board of directors shall declare the position of the person named in the recall petition to be vacant.

**Section C. Removal by the Board.** All directors (including those holding executive committee offices) are subject to removal by the CPPAA Board of Directors.

**Section D. Causes for Removal.** Removal of a director (including those holding executive committee offices) by the CPPAA Board of Directors shall be limited to the following reasons for cause:

- (1) Misrepresentation of the association and its officers.
- (2) Misuse of association resources.
- (3) Continued gross or willful neglect of director/officer duties.
- (4) Failure or refusal to disclose information vital to the association.
- (5) Adversity to the overall goals and objectives as stated in the purpose of the association (Article I).
- (6) Failure to participate or attend meetings (Article VI).

**Section E. Removal Procedures.** The following steps shall occur in regard to invoking a removal.

- (1) A verbal request by the president, giving the director or officer the opportunity to step down.

- (2) Written notice, including at least an itemized list of cause(s) and bad conduct(s), given at least 30 days prior to any further action.
- (3) Opportunity to be heard before the full board at a regular meeting of the CPPAA Board of Directors.
- (4) A 2/3 majority vote of the whole board.

### **Article XIII Amendments**

**Section A. Permissible Amendments.** The CPPAA Board of Directors will have the ability to make any necessary bylaw amendments by approving the said amendment at the next scheduled board meeting providing the proposed amendment was brought up at a prior board meeting as an “information item” to be voted upon as an action item at the next scheduled board meeting. Said board meeting for action on the proposed amendment(s) may not be called less than one month (20 working days) after the proposed meeting. Amendments by the board of directors require a two-thirds (2/3) majority vote of directors present for the meeting in which the decision is to be made.

**Section B. Amendments Needing Approval by the Association.** Any amendment to the bylaws that would have any of the following effects requires a two-thirds (2/3) majority of the vote cast from the active Alumni Association membership. These conditions include:

- (1) Changing the number of directors.
- (2) Dissolution of the CPPAA

### **Article XIV Irrevocable Dedication and Dissolution**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof or to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit corporations organized and operated for the benefit of CPP to be selected by the Board of Directors and approved by the President of the University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemption under section 501(c) (3) of the Internal Revenue Code of 1986, and can be organized and operated exclusively for charitable purposes. In no event shall any assets be distributed to any director or officer of this corporation or to any private person.

**Article XV**  
**Miscellaneous**

The current edition of Robert's Rules of Order, revised, will govern the meetings of this corporation's board of directors.

AMENDED JULY 1971

AMENDED SEPTEMBER 1972

AMENDED MARCH 1975

AMENDED OCTOBER 1975

AMENDED AUGUST 1979

AMENDED JUNE 1990

AMENDED OCTOBER 2001

AMENDED MARCH 2002

AMENDED SEPTEMBER 2002

AMENDED NOVEMBER 2002

AMENDED JUNE 2003

AMENDED JUNE 2004

AMENDED MAY 2005

AMENDED NOVEMBER 2005

AMENDED DECEMBER 2005

AMENDED MAY 15, 2008

AMENDED MAY 20, 2010

AMENDED NOVEMBER 8, 2012

AMENDED MAY 18, 2017