



BY-LAWS

OF THE

ALUMNI ASSOCIATION

OF

CALIFORNIA STATE UNIVERSITY,

SACRAMENTO

Approved May 8, 2023

Previously amended and approved:
November 2007
June 2009
December 2012
October 2013
October 2014
May 2016
March 2018
June 2019

Table of Contents

<u>ARTICLE</u>	<u>TITLE</u>	<u>PAGE</u>
I.	NAME & LOGO USAGE	4
	Section 1. Name	4
	Section 2. Logo	4
II.	MISSION AND PURPOSE	4
	Section 1. Mission	4
	Section 2. Powers and Non-Profit Status	4
	Section 3. Non-Discrimination Clause	4
III.	PRINCIPAL OFFICE	4
IV	MEMBERSHIP	5
	Section 1. Eligibility for Membership	5
	Section 2. Honorary Life Members	5
	Section 3. Privileges of Membership	5
	Section 4. Faculty and Staff Members	5
	Section 5. Student Members	5
V.	CONTRIBUTIONS	6
	Section 1. Annual Contributions	6
	Section 2. Fiscal Year	6
	Section 3. Payment of Contributions	6
VI.	ORGANIZATION	6
	Section 1. Officers	6
	Section 2. Board of Directors	6
	Section 3. Executive Committee	7
	Section 4. Term of Office of Directors	7
	Section 5. Staggering of Election Terms	7
	Section 6. Term of Office of Officers	7
	Section 7. Continuation in Office by Directors and Officers	7
VII.	AMENDMENTS	8
	Section 1. Vote Required	8
	Section 2. Notice of Proposed Amendments	8
VIII.	QUORUM	8
	Section 1. Determination of Quorum	8
	Section 2. Size of Quorum	8
IX.	DUTIES OF OFFICERS AND BOARD OF DIRECTORS	8
	Section 1. Assistant Vice President	8
	Section 2. President	8
	Section 3. President-Elect	9
	Section 4. Vice President of Chapter Engagement	9
	Section 5. Vice President of Finance	9
	Section 6. Vice President of Administration	9

Table of Contents – continued

<u>ARTICLE</u>	<u>TITLE</u>	<u>PAGE</u>
	Section 7. Vice President of Membership Engagement	9
	Section 8. Vice President of Scholarship	9
	Section 9. Nominating Chair	10
	Section 10. CSU Alumni Council (CSUAC) Representative	10
X.	NOMINATION AND ELECTION	10
	Section 1. Nominating Committee	10
	Section 2. Duties of Nominating Committee	10
	Section 3. Filling Vacancies in Unexpired Terms	11
	Section 4. Requirements for Office	11
	Section 5. Removal from Office	11
XI.	MEETINGS OF MEMBERS	11
	Section 1. Time, Place and Notice	11
XII.	MEETINGS OF THE BOARD OF DIRECTORS	11
	Section 1. Frequency of Meetings	11
	Section 2. Special Meetings	11
	Section 3. Directors Absent from Meetings	11
XIII.	COMMITTEES	12
	Section 1. Standing Committees	12
	Section 2. Committees	12
XIV.	THE ESTABLISHMENT AND OPERATION OF ALUMNI CHAPTERS	12
	Section 1. Petitions by Alumni Groups	12
	Section 2. Compliance with By-Laws	12
	Section 3. Requirements for Petitions	12
	Section 4. Responsibilities of the Chapter and the Association	13
	Section 5. Revocation of Chapter Charter for Cause	13
	Section 6. Administrative Suspension or Dissolution of Chapters	13
XV.	ESTABLISHMENT AND OPERATION OF AFFILIATES	14
	Section 1. Definition of Affiliates	14
	Section 2. Operations of an Affiliate	14
XVI.	INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS	14
	Section 1. Rights of Indemnity	14
	Section 2. Approval of Indemnity	14
	Section 3. Advancement of Expenses	14
	Section 4. Insurance	15

**BY-LAWS OF THE
ALUMNI ASSOCIATION
CALIFORNIA STATE UNIVERSITY, SACRAMENTO**

ARTICLE I. NAME & LOGO USAGE

Section 1. Name

The name of this organization shall be the ALUMNI ASSOCIATION, CALIFORNIA STATE UNIVERSITY, SACRAMENTO d.b.a. Sacramento State Alumni Association; it is the successor for all purposes to the Association formerly known as "SACRAMENTO STATE COLLEGE ALUMNI ASSOCIATION".

Section 2. Logo

The Association is authorized to adopt an official Logo of the Sacramento State Alumni Association. Such logo shall be property of the Association. Reproduction of the Logo for any purpose must have express approval by the Executive Committee.

ARTICLE II. MISSION AND PURPOSE

Section 1. Mission

The mission of the SACRAMENTO STATE ALUMNI ASSOCIATION of California State University, Sacramento is to inspire belonging, create lifelong connections, and amplify pride as a Hornet family through community engagement, communication, and celebration.

Section 2. Powers and Non-Profit Status

The Association is authorized to do any and all things necessary, reasonable, or proper to accomplish the foregoing section. The Association is nonpolitical, nonsectarian, and nonprofit; therefore, there shall be no distribution of gains, profits, or dividends to its members.

Section 3. Non-Discrimination Clause

Membership or benefits of membership in the Association shall not be restricted on the basis of race, religion, national origin, gender, physical disability or sexual orientation.

ARTICLE III. PRINCIPAL OFFICE

Section 1.

The principal office for the transacting of business is hereby fixed and located at Sacramento, California, in the office of the Alumni Association, California State University, Sacramento.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility for Membership

- a. The following persons shall be eligible for regular active membership in this organization upon payment of the appropriate contributions as provided in Article V, of these By-Laws:
 - i. Any person who has completed twelve (12) units at California State University, Sacramento.
 - ii. Any married couple or domestic partnership in which one party is an alumnus shall be eligible for a household membership.
 - iii. Any person who became an active member before January 1951, is a charter member.
 - iv. The Board of Directors shall establish classifications of membership with the appropriate contribution necessary to qualify for membership recognition within each class.
 - v. Any person, business, or corporation interested in advancing the interests of the University may be considered for such special membership status other than regular active under such terms and conditions as the Board of Directors may establish.
- b. Any person who completed an undergraduate or graduate degree from California State University, Sacramento, shall be eligible to activate a general membership with no contribution. Upon payment of a contribution, they will also qualify for membership recognition at a level commiserate with the amount of the contribution.

Section 2. Honorary Life Members

Any person elected by the unanimous vote of all members of the Board of Directors of the Association may be an Honorary Life Member. These members shall be considered as active members for all purposes.

Section 3. Privileges of Membership

The privileges of voting and holding office and being a member of the Board of Directors in this Association shall be vested exclusively in those that have contributed to be active lifetime members of the Association. No one shall be eligible to serve as an Officer or a member of the Board of Directors while registered as an undergraduate student, save and except the President of the Associated Students, Inc., of California State University, Sacramento, as provided in Article VI, Section 2.

Section 4. Faculty and Staff Members

Any person who is or has been a member of the faculty or staff at California State University, Sacramento, and not otherwise qualifying for regular-active membership under Article IV, Section 1, shall be eligible as an associate member in any contributing member levels.

Section 5. Student Members.

Students of California State University, Sacramento, may join the Association as student members. Such student members become members of the Student Alumni Association (SAA) formerly known as the Student Alumni Council (SAC), a chapter of the Association.

ARTICLE V. CONTRIBUTIONS

Section 1. Annual Contributions

The annual contributions for membership in this Association shall be established by the Board of Directors and published on the Association's website and in other relevant materials.

Section 2. Fiscal Year

The fiscal year shall be determined by the Board of Directors.

Section 3. Payment of Contributions

The membership contributions are payable to the Alumni Association at the Alumni office at principal office of the Association.

ARTICLE VI. ORGANIZATION

Section 1. Officers

The Officers of the Association will be:

- a. President
- b. President-Elect
- c. Vice President of Membership Engagement
- d. Vice President of Finance
- e. Vice President of Administration
- f. Vice President of Networks & Chapter Engagement
- g. Vice President of Scholarship
- h. Nominating Chair
- i. GOLD Alumni Council Representative

Section 2. Board of Directors

- a. Powers. Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of the State of California, the affairs of the Association shall be managed by, and all corporate powers of this Association shall be vested in and exercised by, a Board of Directors by a majority vote of a quorum thereof.
- b. Composition of the Board. The Board of Directors shall be comprised of a maximum of thirty (30) voting members. All members of the Board shall serve without compensation.
 - i. One Director shall be the President of California State University, Sacramento, or the President's designee;
 - ii. One Director shall be the Vice President for University Advancement or the Vice President's designee;
 - iii. One Director shall be the President of the Associated Students, Inc., of California State University, Sacramento;
 - iv. One Director shall be selected from nominations of faculty members provided by the California State University, Sacramento Academic Senate, and seated for a one-year term;
 - v. One Director shall be selected from nominations provided by the Retirees Association and seated for a one-year term;

- vi. One Director shall be selected from nominations provided by the University Staff Assembly and seated for a one-year term;
- vii. One Director shall be the Assistant Vice President of the Alumni Association;
- viii. One Director shall be the University Foundation Board Chair or the Chair's designee;
- ix. One Director shall be the Chair of the GOLD (Graduates of the Last Decade) Alumni Council;
- ix. A maximum of twenty-one (21) Directors shall be elected from the membership-at-large in the manner set out in Article X of these By-Laws.

Section 3. CSU Alumni Council Representative

The Association shall be represented on the California State University Alumni Council by the Assistant Vice President and the elected CSUAC Representative. The CSUAC Representative will be appointed by the President and confirmed by the Board along with the annual slate of officers. The CSUAC Representative may be a sitting Board Director or an Emeritus Board Director. The CSUAC Representative shall perform other duties as prescribed by the Board of Directors or the By-Laws.

Section 4. Executive Committee

- a. Members. The Executive Committee shall be composed of the Officers of the Association.
- b. Powers. The Executive Committee may exercise such powers, and conduct such business affairs of the Association, as the Board of Directors delegates to the Committee. Between regular meetings of the Board of Directors, the Executive Committee may act on behalf of the Board. Actions requiring approval of the Board shall be submitted to the Board at the next board meeting.

Section 5. Term of Office of Directors

Directors elected from the membership-at-large shall serve a term of three (3) years that shall begin on July 1 of the year of election and continue through June 30 of the third succeeding year. Directors may not serve more than two (2) consecutive three (3) year terms or a total of six consecutive years. Directors may apply to serve additional terms after at least a one (1) year absence. This rule would not apply if it would create a vacancy in the position of Immediate Past President; President; or President Elect. This will not apply to those who are appointed to fill out an unexpired term; they will serve only to the end of the term to which they are appointed.

Section 6. Staggering of Election Terms

The terms of Directors elected from the membership-at-large shall be staggered so that seven (7) Directors are elected in one year, seven (7) Directors in the second year, and seven (7) Directors are elected in the third succeeding year.

Section 7. Term of Office of Officers

The Officers shall serve for one year commencing on July 1 of the year in which they are elected to serve and continue through June 30 of the following year. Officers who are appointed or elected to fill a vacancy in an unexpired term shall serve until the end of the unexpired term.

Section 8. Continuation in Office by Directors and Officers

Directors and Officers shall continue in office through the end of their term or until their

successors are elected or appointed in accordance with these By-Laws. This section shall not apply where a Director or Officer leaves office, resigns, or is removed in accordance with other provisions of these By-Laws, or is otherwise unable to continue in office.

ARTICLE VII. AMENDMENTS

Section 1. Vote Required

The By-Laws may be amended by the vote of two-thirds of the filled positions of voting members of the Board of Directors, as determined in Article VIII, Section 1, at any regular, annual, or special meeting.

Section 2. Notice of Proposed Amendments

Written notice of any proposed amendments of the By-Laws must be mailed to every member of the Board of Directors at least ten days prior to any meeting at which proposed amendments are to be introduced for the consideration of the Board of Directors or members of the Association.

ARTICLE VIII. QUORUM

Section 1. Determination of Quorum

At the start of any regular or special meeting the Vice President of Administration serving as secretary for the Association shall determine the number of filled positions on the Board, not to exceed the number specified in Article VI, Section 2.

Section 2. Size of Quorum

A quorum shall consist of a simple majority of the filled positions on the Board.

ARTICLE IX. DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Assistant Vice President

The Assistant Vice President of the Alumni Relations shall serve as the Assistant Vice President of the Alumni Association. The Assistant Vice President shall act as liaison between the university administration and the Association, working with the board of directors and the alumni office staff. The Assistant Vice President shall be custodian of all books and records of the Association and shall cause minutes of the proceedings of all meetings to be taken and maintained. The Assistant Vice President shall be an ex-officio member of the board and of all committees, shall supervise all employees of the Association and shall be responsible for all communications of the Association.

Section 2. President

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the Association. The President shall preside over all meetings of the Board of Directors. The President shall appoint all committee chairpersons except as otherwise provided herein. Such appointments shall be submitted to the Board of Directors for approval. The President shall be a voting

member of the Executive Committee. The President shall be a non-voting ex-officio member of all other committees. The President shall have the general powers and duties of management usually vested in the office of president of any association and shall have such powers and duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 3. President-Elect

The President-Elect shall perform all duties of the President in the President's absence, and when so acting shall have all the powers of, and be subject to all restrictions upon, the President. In the event the office of the President shall become vacant during the term of office, the President-Elect shall succeed to the office. The President-Elect shall also serve as the Nominating Chair and the liaison officer between the Association and its affiliate/alumni chapters to help maintain communication and activity. The President-Elect shall perform other duties as prescribed by the Board of Directors, or the By-Laws.

Section 4. Vice President of Networks & Chapter Engagement

The Vice President of Chapter Engagement shall be responsible for oversight of all chapters of the Association which are organized for the purpose of achieving the organization's mission by reaching out to its chief constituency, alumni, students, the community and the University. The Vice President of Chapter Engagement shall keep the Executive Committee apprised of these endeavors and shall work to ensure their success. The Vice President of Chapter Engagement shall perform other duties as prescribed by the Board of Directors, or the By-Laws.

Section 5. Vice President of Finance

The Vice President of Finance is the chief financial officer of the Association and shall be responsible for the financial affairs of the Association and oversight of the Finance Committee. At each business meeting of the Board of Directors, the Vice President of Finance shall report the financial condition of the Association. The Vice President of Finance shall review the annual budget for the Association, which is prepared by staff, and submit it to the Board of Directors for approval. The Vice President of Finance shall perform other duties as prescribed by the Board of Directors, or the By-Laws.

Section 6. Vice President of Administration

The Vice President of Administration shall establish quorum at each meeting of the Board, maintain a record of adopted policies and actions of the Association, and lead the By-Laws revision process as needed. The Vice President of Administration shall ensure that written records and documents of the Association are maintained. The Vice President of Administration shall perform other duties as prescribed by the Board of Directors, or the By-Laws. The Immediate Past President may serve as Vice President of Administration, if another candidate is not identified, and be confirmed by the Board of Directors as part of the annual slate of officers.

Section 7. Vice President of Membership Engagement

The Vice President of Membership Engagement shall be responsible for chairing the Membership Engagement Committee, which has oversight and responsibility for growing and maintaining the membership base of the Association. This includes all duties related to working with professional staff to bring forth strategies for recruitment, retention, member satisfaction and benefits; and working closely with other members of the Executive Committee, other Board members, campus entities, etc. to implement membership marketing and engagement efforts. The Vice President of Membership Engagement shall perform other duties as prescribed by the Board of Directors or the By-Laws.

Section 8. Vice President of Scholarship

The Vice President of Scholarship shall be responsible for chairing the Scholarship Committee, which oversees the Annual Alumni Scholarship program. This includes soliciting applications and nominations, selecting recipients for the Annual Alumni Scholarships, establishing criteria for selection, planning and executing revenue generating activities for increasing funds available for the scholarship. The Vice President of Scholarship shall perform other duties as prescribed by the Board of Directors or the By-Laws.

Section 9. Nominating Chair

The Nominating Chair shall be responsible for chairing the Nominating Committee, which oversees the selection of candidates to fill vacancies on the Board of Directors or any Officer position. The President-Elect shall serve as chair and be confirmed by the Board of Directors as part of the annual slate of officers. The Nominating Chair serves as an executive officer of the Association and is a member of the Executive Committee. The Nominating Chair shall perform other duties as prescribed by the Board of Directors or the By-Laws.

Section 10. GOLD Alumni Council Liaison

The Board of Directors shall be represented on the GOLD (Graduates of the Last Decade) Alumni Council by this position. The GOLD Alumni Council Liaison will be appointed by the President and confirmed by the Board as part of the annual slate of officers. The GOLD Alumni Council Liaison serves as an executive officer of the Association and as a member of the Executive Committee. The GOLD Alumni Council Liaison shall perform other duties as prescribed by the Board of Directors or the By-Laws.

ARTICLE X. NOMINATION AND ELECTION

Section 1. Nominating Committee

The Nominating Committee shall consist of at least four members, including the Immediate Past President or another past officer of the Association as chairperson, the President-Elect, and two or more members of the Association appointed by the chairperson with the approval of the president.

Section 2. Duties of Nomination Committee

It shall be the duty of the Nominating Committee to select from the regular active membership, candidates to fill the vacancies that are to occur on the Board of Directors or in any Officer position, due to expiration of the terms of office. The Committee is responsible for vetting potential Directors and submitting the slate of nominees to the Board for approval at the March meeting. The Committee is also responsible for vetting candidates for officer positions and submitting the proposed slate of officers to the Board for approval at the May meeting.

Section 3. Filling Vacancies in Unexpired Terms

It shall further be the duty of the Nominating Committee to select from the regular active membership, candidates to fill vacancies that occur on the Board of Directors or in any Officer position, before the completion of the Director's or Officer's regular terms.

Section 4. Requirements for Office

- a. In order to be nominated for President or President-Elect, a person must have served on the Board

of Directors at least one year. In order to be nominated for a Vice-President role, a person must have served on the Board of Directors at least six months.

- b. Ex officio officers shall not be eligible to hold the offices of President-Elect or President.

Section 5. Removal from Office

Any Officer or Board member may be removed by a two-thirds vote of the filled positions on the Board as defined in Article VI, Section 2.

ARTICLE XI. MEETINGS OF MEMBERS

Section 1. Time, Place and Notice

The annual meeting of the membership of the Association shall be held at a time and place selected by the Board of Directors and duly published to the membership at least ten days prior to the meeting.

ARTICLE XII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Frequency of Meetings

The Board shall meet at least five (5) times per year to conduct business and hold one retreat per year at locations set by the Board. The Executive Committee shall meet between Board meetings as necessary, to conduct business on behalf of the Board. Any actions taken by the Executive Committee shall be subject to ratification by the full Board.

Section 2. Special Meetings

The President or Executive Committee may call a special meeting as needed to address an issue or take action between regularly scheduled meetings. Board Directors will be provided a minimum of 4 days or 96 hours' notice via email and the meeting may be conducted virtually or in-person.

Section 3. Directors Absent from Meetings

The name of any Board member missing a total of three (3) Board of Directors meetings during the board year shall be referred to the Executive Committee for disposition as to continued board service.

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees

The Standing Committees of the Association are:

- a. The Nominating Committee, as defined in Article X.
- b. The Executive Committee, as defined in Article VI.
- c. The Finance Committee. under the leadership of the Vice President of Finance. is responsible for reviewing the financial affairs of the Association and reporting the financial condition to the Board on

at least a quarterly basis. This includes financial statements, budgets, and making recommendations to the Board on fiscal policy.

Section 2. Committees

Committees of the Association, with the exception of the Executive Committee and the Nominating Committee, may be added or deleted by action of the Board of Directors at any regular meeting of the Board. All Committees, except the Executive Committee and the Nominating Committee must be approved annually for continuation or inclusion no later than the first regular meeting of the Board of Directors of the fiscal year. The list of committees and committee members shall be presented to the Board for approval at the first regular meeting of the Board of the fiscal year.

ARTICLE XIV. THE ESTABLISHMENT AND OPERATION OF ALUMNI CHAPTERS

Section 1. Petitions by Alumni Groups

Alumni groups, whether proposing to become a chapter or an affiliate, may establish themselves as a network and then petition the Board of Directors to become a recognized as an Association chapter. Chapters may be (1) regional, (2) cultural, (3) industry based, (4) associated with an academic discipline, or (5) have some other special interest. Affiliates defined in Article XV of these By-Laws.

Section 2. Compliance with By-Laws

Alumni chapters and networks must comply with the Association's By-Laws, policies and procedures.

Section 3. Requirements for Petitions

An alumni network or group can become a chapter of the Association by fulfilling all of the requirements set forth by the Board of Directors of the Association. Said requirements include but are not limited to the following:

- a. An interested group must submit a petition, a completed a chapter agreement, and a drafted strategy plan to the Assistant Vice President of the Association.
 - i. The petition shall include a statement that the petitioning group agrees to:
 - a. Abide by the By-Laws of the Association;
 - b. Comply with the rules, regulations, policies and procedures that are set forth by the Board of Directors;
 - c. Comply with campus policies and procedures;
 - d. Comply with the requirements of Article 15 and regulations of the CSU Trustees.
 - b. When the Assistant Vice President finds that the petitioning group has successfully completed the requirements of the Board as set forth in this section, the Assistant Vice President shall submit the petition to the Board of Directors with a recommendation for approval or denial of the petition. If the Board of Directors approves the petition, the group shall be awarded a charter as a chapter of the Association.

Section 4. Responsibilities of the Chapter and the Association

Once chartered, an Alumni Chapter shall be an integral part of the Sacramento State Alumni Association

and comply with:

- a. All the requirements of Article 15, established accounting/financial processes and the regulations of the CSU Trustees, as well as policies that may be adopted by the Association or University;
- b. By-Laws, policies and procedures established by the Association;
- c. Development of fundraising programs only with Association approval and in accordance with section 42397.3 of Article 15 and the Memorandum of Agreement between the Association and the University;
- d. Annually completed chapter agreement and strategy plan.

Section 5. Revocation of Chapter Charter for Cause

- a. Alumni chapters may have their charters revoked at any time for a violation of the by-laws and/or policies of the Association or any actions the Board of Directors of the Association deems not to be in the best interests of California State University, Sacramento.
- b. The Association will provide sixty (60) day written notice to the chapter of such revocation.
- c. The chapter may be granted a hearing by the Board on the subject of such revocation, if requested, within said 60-day period by the executive officer of such chapter. The hearing will be held within 30 days of the request.
- d. Upon revocation of the charter, any funds in the chapter's account will be distributed as follows: First, to the payment of all outstanding debts and liabilities of the chapter; second, to the Association for chapter development purposes.

Section 6. Administrative Suspension or Dissolution of Chapters

- a. A chapter shall be subject to suspension if there are six (6) consecutive months in which (1) there are no Officers; (2) no chapter business meetings or activities are held; or (3) membership falls below thirty (30) members.
- b. Chapter Officers, and chapter liaison staff if applicable, shall receive notice of an impending suspension from the Association and shall have forty-five (45) days in which to respond. Responses complete with a reactivation plan will be considered by the Board.
- c. If the chapter does not respond to the suspension notice within 45 days, the chapter's charter shall be formally suspended. Upon suspension, all current chapter members shall be notified and all chapter funds shall be distributed as follows: First, to the payment of all outstanding debts and liabilities of the chapter; second, all remaining funds shall revert to the Association for Chapter Development purposes.
- d. International chapters require special handling and will be addressed on a case by case basis by the Board.

ARTICLE XV. ESTABLISHMENT AND OPERATION OF AFFILIATES

Section 1. Definition of Affiliates

Groups who are associated in some manner with Sacramento State, but whose membership consists primarily of persons who did not attend Sacramento State as undergraduates and did not earn an undergraduate degree at Sacramento State may become Affiliates of the Association. Such groups may include regional groups, fraternal associations, professional or occupational associations, or similar organizations. The Association encourages and gives advice and assistance to such groups who wish to become affiliated with the Association.

Section 2. Operations of an Affiliate

Such groups will establish a Memorandum of Understanding (MOU) with the Association and will fulfill the requirements set forth in the MOU as agreed upon by the Board of Directors of the Association. Once established, the Affiliate shall be part of the Association and comply with the by-laws of the Association, campus policies and procedures, and the requirements of Article 15, Alumni Associations, of the regulations of the Trustees of the CSU system. Affiliates may have their status revoked for violation of the MOU and in the absence of a reasonable attempt to correct the violation. The Affiliate Group will be given 60 days to address the violation before action to revoke their status is taken.

ARTICLE XVI. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

Section 1. Rights of Indemnity

To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonable incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

Section 2. Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporation Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such