

• REFERENCE DOCUMENTS

BYLAWS

PAGE 1/31

BYLAWS OF ALUMNI ASSOCIATION CALIFORNIA INSTITUTE OF TECHNOLOGY

BYLAWS TABLE OF CONTENTS

Article I Name and Purposes

SECTION 1.01 Name.....	6
SECTION 1.02 Purposes.....	6

Article II Objectives 7

Article III Members and Meetings of Members

SECTION 3.01 Qualifications for Membership.....	8
SECTION 3.02 Membership Records.....	8
SECTION 3.03 Rights of Members.....	9
SECTION 3.04 Place of Meeting.....	9
SECTION 3.05 Annual Meetings of Members.....	9
SECTION 3.06 Special Meetings.....	9
SECTION 3.07 Special Meetings Called by Members Other Than the Board.....	9
SECTION 3.08 Conduct of Meetings.....	9
SECTION 3.09 Notice of Meetings and Reports.....	10
SECTION 3.10 Content of Notice.....	10
SECTION 3.11 Adjourned Meetings and Notice Thereof.....	11
SECTION 3.12 Quorum.....	11
SECTION 3.13 Record Determination of Members to Receive Notice and Vote.....	11
SECTION 3.14 One Vote Per Regular Member.....	12
SECTION 3.15 No Proxies.....	12
SECTION 3.16 No Cumulative Voting.....	12
SECTION 3.17 Inspectors of Election.....	12
SECTION 3.18 Action Without Meeting.....	13
SECTION 3.19 Solicitation of Written Ballots.....	13
SECTION 3.20 Revocation or Substitution of Ballot.....	14
SECTION 3.21 Form of Written Ballot.....	14

REFERENCE DOCUMENTS

Article IV **Board of Directors**

SECTION 4.01 Powers of the Board.....	14
SECTION 4.02 Number of Directors.....	14
SECTION 4.03 Selection, Term and Qualifications of Office.....	15
SECTION 4.04 "Interested Person" as Director.....	15
SECTION 4.05 Removal of Director.....	16
SECTION 4.06 Resignation of Director.....	16
SECTION 4.07 Vacancies.....	16
SECTION 4.08 Place of Meetings.....	17
SECTION 4.09 Special Meetings.....	17
SECTION 4.10 Notice of Meetings.....	17
SECTION 4.11 Quorum and Board Action.....	17
SECTION 4.12 Participation in Meetings by Teleconference or Electronic Communication....	18
SECTION 4.13 Waiver of Notice.....	18
SECTION 4.14 Adjournment.....	18
SECTION 4.15 Action Without Meeting.....	18
SECTION 4.16 Right of Inspection.....	18
SECTION 4.17 Committees.....	19
SECTION 4.18 Fees and Compensation.....	20
SECTION 4.19 Annual Reports and Statements.....	20

Article V **Officers of the Association**

SECTION 5.01 Officers.....	20
SECTION 5.02 Chair.....	20
SECTION 5.03 Vice Chair, Leadership.....	21
SECTION 5.04 Secretary.....	21
SECTION 5.05 Vice Chair, Finance.....	21
SECTION 5.06 Vice Chair, Governance.....	22
SECTION 5.07 President/Chief Executive Officer.....	22
SECTION 5.08 Compensation.....	22

REFERENCE DOCUMENTS

Article VI Nomination, Election, and Terms of Office	
SECTION 6.01 Nomination	22
SECTION 6.02 Election	23
SECTION 6.03 Eligibility for Election	24
SECTION 6.04 Term of Offices.....	24
SECTION 6.05 Removal and Resignation.....	24
SECTION 6.06 Vacancies.	25
SECTION 6.07 Inability to Act.	25
Article VII Conflicts of Interest Policy	25
Article VIII Liabilities	26
Article IX Inspection of Association Records and certain general matters	
SECTION 9.01 Inspection of Association Records by Members.....	26
SECTION 9.02 Inspection of Association Records by Directors	26
SECTION 9.03 Annual reports.....	26
SECTION 9.04 Annual Statement of Certain Transactions and Indemnifications	27
SECTION 9.05 Signing of Checks, Drafts, and Evidences of Indebtedness	27
SECTION 9.06 Execution of Contracts and Other Instruments.....	27
SECTION 9.07 Corporate Seal.....	27
SECTION 9.08 Construction and Definitions	27
SECTION 9.09 Severability	28
Article X Fiscal Year	28
Article XI Receipt and Disbursement of Funds	
SECTION 11.01 Receipt of Funds.....	28
SECTION 11.02 Disbursement of Funds.	28

REFERENCE DOCUMENTS

Article XII Additional Provisions	
SECTION 12.01 Validity of Instruments Signed by Officers.....	29
SECTION 12.02 Authority of Officers and Agents.	29
SECTION 12.03 Representation of Shares of Other Corporations.	29
SECTION 12.04 Construction and Definitions.....	29
SECTION 12.05 Instruments in Writing.	29
SECTION 12.06 Maintenance of Articles, Bylaws and Records.	30
SECTION 12.07 Indemnification of Agents.	30
SECTION 12.08 Term adjustments.....	30
Article XIII Amendments	30
Certificate of Secretary	31

BYLAWS
OF
ALUMNI ASSOCIATION
CALIFORNIA INSTITUTE OF TECHNOLOGY

October 14, 2021

ARTICLE I
NAME AND PURPOSES

SECTION 1.01 Name

The name of this corporation, as provided in the Articles of Incorporation, is and shall be Alumni Association California Institute of Technology, which may do business under the name Caltech Alumni Association, hereinafter referred to as the “Association.” It is a California nonprofit public benefit corporation with a principal office in the County of Los Angeles, State of California.

The Board of Directors (herein called the “Board”) is granted full power and authority to change said principal office from one location to another.

SECTION 1.02 Purposes

The Association is formed exclusively for educational and charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code that support and benefit the California Institute of Technology (“Caltech”). Such purposes specifically include the following:

- (a) Contributing to, promoting and enhancing the educational environment of Caltech;
- (b) Promoting educational contacts between and among students, faculty, post-doctoral fellows, and alumni of Caltech;
- (c) Supporting the educational purposes and activities of Caltech;
- (d) Providing educational opportunities to students, faculty, post-doctoral fellows, and alumni of Caltech;

(e) Supporting the educational activities of students, faculty, post-doctoral fellows, and alumni of Caltech;

(f) Engaging in any lawful educational activities that support or benefit Caltech which do not contemplate the distribution of gains, profits or dividends to the members of the Association. Except as set forth herein or as prohibited by applicable law, the Association shall have all rights of a natural person, including but not limited to the authority to enter into contracts; to receive property by devise or bequest and to purchase or otherwise acquire and hold all property by devise or bequest and to purchase or otherwise acquire and hold all property, real or personal; to receive, hold, administer, and expend funds and property subject to trust; to convey, exchange, lease, mortgage, encumber, transfer upon trust or borrow money, contract debts, and issue bonds, notes, and debentures, and to secure the same; generally to exercise any and all powers, and to do any and all acts permitted and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Association; PROVIDED, HOWEVER, that none of such activities shall contemplate or result in the distribution of gains, profits or dividends to the members thereof.

ARTICLE II OBJECTIVES

The objectives of this corporation shall be as follows:

To ensure the success and well-being of every member of the Caltech alumni community.

To advance humanity through active alumni participation in the Caltech community and in the communities in which we live, work, and play.

We achieve our mission together, as a community, by:

- being dedicated, passionate promoters of the value and virtues of science and technology
- being active participants in the life of Caltech
- being active participants in our own communities
- using the privilege of our skills, experiences, training, and education to the benefit of ourselves, our fellow alumni, our communities, and the world at large

ARTICLE III MEMBERS AND MEETINGS OF MEMBERS

SECTION 3.01 Qualifications for Membership

There shall be two classes of membership, respectively designated regular and honorary. An honorary member shall be any person interested in the aims and activities of the Association and elected by the Board of Directors of the Association (hereinafter referred to as the “Board”), as provided in the Bylaws and who has accepted the honorary membership. Honorary members shall have no property or voting rights in the Association.

A regular member of the Association shall be any degree holder classified as an alum by Caltech, any other former student (and is classified as an alum by Caltech), or a current or former post-doctoral scholar at Caltech, if the former student or post-doctoral scholar shall request in writing on a form provided by the Association to be a regular member.

A regular or honorary member shall not be required to pay dues.

SECTION 3.02 Membership Records

The Association shall endeavor to keep a record containing the name and most recently known address of each graduate of Caltech or other person eligible for membership in the Association, together with current data regarding membership status. This requirement may be met by the Association maintaining access to Caltech records containing this or similar information.

SECTION 3.03 Rights of Members

The rights of members in the Association shall be limited solely to receiving such benefits as the Association may offer from time to time. Such rights of the regular members shall be equal; honorary members shall have no such rights. Membership shall not be transferable and shall terminate at the death of the member. All rights of members shall cease and revert to the Association with the termination of their membership for any cause whatsoever. In the event the Association is dissolved, any and all rights of the members in the Association shall terminate and any assets distributable in connection with such dissolution shall be distributed to Caltech and not to the members.

SECTION 3.04 Place of Meeting

Annual or special meetings of members shall be held at any place, including online, designated by the Board. In the absence of such designation, meetings of members shall be held at the principal office of the Association.

SECTION 3.05 Annual Meetings of Members

The annual meeting of members shall be held the fourth quarter of each financial year on a date and time to be designated by the Board. At the annual meeting, the results of the election of Directors and Officers pursuant to Section 6.02 hereof shall be announced, reports of the affairs of the Association shall be presented, including the annual report of the President, and any other proper business may be transacted. The quorum necessary for the transacting of any business at the annual meeting shall be 30 regular members of the Association, provided that unless one-third (1/3) of the total voting power of the Association is present, the only matters that may be voted on shall be those for which notice of the matters' general nature was given to all regular members.

SECTION 3.06 Special Meetings

Special meetings of members may be called by the Board, the President or by three percent (3%) or more of regular members. Except in special cases where other express provision is made by statute, notice of special meetings shall be given as hereinafter provided.

SECTION 3.07 Special Meetings Called by Members Other Than the Board

Upon receipt by any Officer of a written request by any group of members entitled to call a special meeting of members, the Officer receiving such request shall forthwith advise the Board, which in turn shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If such notice is not given within twenty (20) days after receipt of the request, the members entitled to call the meeting may give the notice, or may apply to the appropriate court for an order to hold such meeting as provided by the California Nonprofit Corporation Law.

SECTION 3.08 Conduct of Meetings.

Robert's Rules of Order shall govern all meetings of the members when not inconsistent with these By-laws. The chair of the meeting may require anyone not eligible to vote to leave the meeting.

SECTION 3.09 Notice of Meetings and Reports

Written notice of all annual and special meetings of members shall be sent to each member entitled to vote not less than ten (10) days nor more than ninety (90) days before each such meeting. If notice is given by mail and not mailed first-class, registered or certified mail, such notice shall be given not less than twenty (20) days before the meeting. Notice of any meeting of members or any report shall be given either personally or by any means permitted under applicable law, sent charges prepaid, addressed to each member at the address of such member appearing on the records of the Association or given by such member to the Association for the purpose of notice; or if no such address appears or is given, at the principal office of the Association or by publication at least once in a newspaper of general circulation in Los Angeles County. The notice or report shall be deemed to have been given at the time when delivered personally, deposited in the mail or sent by other means which results in the addressee receiving a written communication. An affidavit of mailing or other transmission of any notice or report in accordance with this Section executed by the Secretary shall be prima facie evidence of the giving of the notice or report.

If any notice or report addressed to a member at the address of such member appearing on the books of the Association is returned to the Association by the United States Postal Service marked to indicate that the United States Postal Service was unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of such member at the principal office of the Association for a period of one (1) year from the date of the notice or report to all other members.

SECTION 3.10 Content of Notice

Written notice of a meeting of members shall state the place, date, and time of the meeting and

- (a) in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or
- (b) in the case of an annual meeting, those matters which the Board, at the time of mailing of the notice, intends to present for action by the members.

Except as herein provided, however, any proper matter may be presented for action at an annual meeting. The notice of any meeting at which Directors are to be elected shall include the names of all nominees at the time notice is sent to the members.

SECTION 3.11 Adjourned Meetings and Notice Thereof

Any annual or special meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present and entitled to vote, but in the absence of a quorum no other business may be transacted at any such meeting except as provided in Section 3.12. When any members' meeting is adjourned for forty-five (45) days or more, or if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as required by this Section, it shall not be necessary to give any notice of the adjourned meeting other than by announcement of the time and place thereof at the meeting at which such adjournment occurs. Business that might have been transacted at the original meeting may be transacted at any adjourned meeting relating to the original meeting.

SECTION 3.12 Quorum

Thirty (30) members eligible to vote and present shall constitute a quorum at a meeting of members. The only matters which may be voted upon at any meeting actually attended in person by less than one-third (1/3) of the members entitled to vote, are matters notice of which was given pursuant to Sections 3.09 and 3.10. Subject to the foregoing, the members present at a duly called or held meeting at which a quorum is initially present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, no business may be transacted other than adjournment of the meeting from time to time by the vote of a majority of the members present at the meeting.

SECTION 3.13 Record Date for Determination of Members to Receive Notice and Vote

3.13.1 Record Date Fixed by Board. For purposes of determining the members entitled to notice of any meeting, the Board may fix in advance a record date, which shall not be more than ninety (90) nor less than ten (10) days before the date of any such meeting. For purposes of determining the members entitled to vote at a meeting, to cast written ballots or to exercise any rights with respect to any other lawful action, the Board may fix in advance a record date not more than sixty (60) days prior to the date (a) of such meeting, (b) on which the first written ballot is mailed or solicited or (c) of such action, as the case may be.

3.13.2 No Record Date Fixed by Board. If the Board does not fix a record date as provided in Section 3.13.1, then:

- (a) Members at the close of business on the business day immediately preceding the day on which notice is given are entitled to notice of a meeting of members.
- (b) Members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting.
- (c) Members on the day of which the first written ballot is mailed or solicited, who are otherwise eligible to vote, are entitled to cast written ballots.
- (d) Members at the close of business on the day on which the Board adopts the resolution relating to the exercise of any rights with respect to any other lawful action, or the sixtieth day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

3.13.3 New Members After Record Date

Only members on a record date are entitled to notice, to vote or to exercise any rights for which the record date was fixed.

SECTION 3.14 One Vote Per Regular Member

Each regular member in good standing on the record date or such other date as provided in Section 3.13.2 shall be entitled to one (1) vote on each matter submitted to a vote of the members and one vote for each office of Director to be filled at the meeting or by written ballot. No other classification of membership shall have the right to vote on any matter.

SECTION 3.15 No Proxies

Unless otherwise provided by law, voting or balloting by proxy is prohibited.

SECTION 3.16 No Cumulative Voting

Unless otherwise provided by law, members shall not be entitled to cumulate votes, i.e., to cast more than one (1) vote for a candidate for any office.

SECTION 3.17 Inspectors of Election

Before any balloting or meeting of members, the Board may appoint any regular members in good standing, other than nominees for office, to act as inspectors of election for such balloting, or at such meeting or

its adjournment. If no inspectors of election are so appointed, the chairperson of the meeting may, and on the request of any member shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting at the request of one or more regular members, a majority of the members present at the meeting shall determine whether one or three inspectors shall be appointed. The decision, act or certificate of a majority of the inspectors of election shall be the decision, act or certificate of all. If any person appointed as an inspector fails to appear or fails or refuses to act, the chairperson of the meeting may, and upon the request of any member shall, appoint a person to fill that vacancy. These inspectors shall:

- (a) Determine the number of memberships outstanding and the voting power of each, the number represented at the meeting and the existence of a quorum;
- (b) Receive votes or ballots;
- (c) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (d) Count and tabulate all votes or ballots;
- (e) Determine when the polls shall close;
- (f) Determine and report the results; and
- (g) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

SECTION 3.18 Action Without Meeting

Any action (including election of Directors) that may be taken at any regular or special meeting may be taken without a meeting if the written ballot of every regular member is solicited, the number of ballots cast within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals or rejections equals or exceeds the number of votes that would be required for approval or rejection at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION 3.19 Solicitation of Written Ballots

Ballots shall be solicited in a manner consistent with the requirements of Sections 3.09 and 3.10 and in

accordance with any means permitted by applicable law. All such solicitations shall indicate the number of responses needed to meet the quorum requirements and, with respect to ballots other than for the election of Directors or Officers, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot is to be received in order to be counted.

SECTION 3.20 Revocation or Substitution of Ballot

Subject to Section 3.13, any member casting a ballot may revoke the ballot or substitute another by a writing received by the Secretary prior to the time specified in the ballot pursuant to Section 3.19, but may not do so thereafter. Such revocation is effective upon its receipt by the Secretary.

SECTION 3.21 Form of Written Ballot

Any form of written ballot shall afford an opportunity thereon to specify a choice between approval and disapproval of each matter or group of related matters intended at the time the written ballot is distributed to be acted upon by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be counted in accordance therewith.

ARTICLE IV BOARD OF DIRECTORS

SECTION 4.01 Powers of the Board

Subject to any limitations contained in the Articles of Incorporation and these Bylaws and of the pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of this corporation shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the activities of the corporation to a management company or other person or persons, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 4.02 Number of Directors

- (a) The number of Directors of the corporation shall be not less than fifteen (15) nor more than twenty-two (22), with the exact number of Directors to be fixed, within the limits specified, by approval of the Board.

SECTION 4.03 Selection, Term and Qualifications of Office

The Directors shall be elected on a rotation basis. One-third (1/3) of the Directors, or as close to one-third (1/3) as possible, shall be elected at each annual meeting of the members. Each Director shall hold office for a term of three (3) years unless removed or resigned as provided for in these Bylaws, unless a Director is completing the term of a Director whose office is vacant (in which case the replacement Director shall complete the remaining term of the prior Director) or unless the number of Directors has been changed (in which case the Directors may each be elected for a term of one (1), two (2), or three (3) years in order to continue the rotation basis for the Board).

An individual shall not serve more than two consecutive three-year terms as a Director, but a Director may be re-elected as a Director after one full year has elapsed since serving as a Director. However, the time served as an Officer of this corporation shall not be counted against the six (6) consecutive years a Director may otherwise serve on the Board. In addition, the Chair; Vice Chair, Leadership; Vice Chair, Governance; and Vice Chair, Finance shall continue as Directors while serving simultaneously as Officers of this corporation. A Director elected to complete the term of a prior Director whose office has become vacant may serve one consecutive three-year term after completing the term of the prior Director. A Director elected for a one (1)-year or a two (2)-year term may only serve one consecutive three-year term after completing the initial one (1)-year or two (2)-year term.

The term of office for each Director shall begin following the conclusion of the Annual Meeting of the members at which the Director is elected and shall continue for the elected term until the conclusion of the Annual Meeting of the members of the year in which the Director's term ends.

Caltech degree holders classified as an alum by Caltech are eligible for service on the Board. Current trustees on the Caltech Board of Trustees are not eligible for service on the Board. Non-degree holders and honorary alumni are not eligible for service on the Board.

SECTION 4.04 "Interested Person" as Director

Any other provision of these Bylaws notwithstanding, not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons.

For the purpose of this Section, an "interested person" means either (i) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full time or part time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-

law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 4.05 Removal of Director

Notwithstanding section 4.03 any Director may be removed from the Board, with cause, by a majority vote of the Directors then in office, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

SECTION 4.06 Resignation of Director

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign by giving written notice to the Chair, the President/Chief Executive Officer, or the Secretary or the Board. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the resignation is effective at a future time, a successor may be elected to take office at the time that the resignation becomes effective.

SECTION 4.07 Vacancies

Vacancies on the Board may be filled by approval of the Board (pursuant to Section 5032 of the California Corporations Code) or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice and waivers of notice complying with Section 5211 of the California Corporations Code, or (3) a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of office of the replaced Director and until a successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of any court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Chapter 2, Article 3 (commencing with Section 5230) of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

SECTION 4.08 Place of Meetings

Notwithstanding anything to the contrary in these Bylaws, any meeting of the Board may be held at any place within or without the State of California which has been heretofore designated for that purpose by the Board.

SECTION 4.09 Special Meetings

Special meetings of the Board may be called by the Chair; the Vice Chair, Leadership; the President/Chief Executive Officer, or any two Directors or by the Board.

SECTION 4.10 Notice of Meetings

Meetings of the Board shall be held upon not less than four days' notice by first class mail or forty-eight hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each Director or at such Director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the Director for such purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which posting of the meetings is normally announced.

SECTION 4.11 Quorum and Board Action

A majority of the Directors in office shall constitute a quorum, provided that said majority of the Directors in office shall constitute at least either one-third of the authorized number of Directors approved by the Board (in accordance with Section 4.02 of this Article) or at least two Directors, whichever is larger. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Except as otherwise expressly required by law, the Articles of Incorporation of this corporation, or these Bylaws, an affirmative vote by a simple majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted. Any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, as long as any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles, these Bylaws or by law.

SECTION 4.12 Participation in Meetings by Teleconference or Electronic Communication

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment, so long as all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently.
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by this corporation.

SECTION 4.13 Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or to a Director who attends the meeting without protesting, before or at its commencement about the lack of notice. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

SECTION 4.14 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 4.15 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which this corporation is a party and who is an "interested Director" (as defined in California Corporations Code Section 5233) shall not be required for approval of that transaction. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

SECTION 4.16 Right of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records

and documents of every kind and to inspect the physical properties of this corporation.

SECTION 4.17 Committees

The Board may establish committees and the members of the committees shall be appointed by the Board. A committee shall have such powers of the Board as may be expressly delegated to it by these Bylaws or by resolution of the Board, except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members, regardless of whether this corporation has members;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

The Board shall have the authority to appoint an Executive Committee, a Governance Committee, a Finance Committee, a Nominations Committee and an Audit Committee, and such further committees as

it deems appropriate. The Executive Committee and Governance Committee shall have as members only individuals from the Board of Directors; however, the President/Chief Executive Officer shall be a non-voting member of these two committees. Other committees may have non-Directors as committee members.

SECTION 4.18 Fees and Compensation

Directors and outside committee members shall not receive compensation for their services as Directors or committee members. Directors and outside committee members may receive reimbursement for expenses as may be fixed or determined by the Board and may serve the organization in some other capacity for which compensation is paid.

SECTION 4.19 Annual Reports and Statements

If required by Sections 6321 and 6322 of the California Nonprofit Public Benefit Corporation Law, the Board shall cause a report and a statement of certain transactions and indemnifications to be sent annually to the Directors of this corporation.

ARTICLE V **OFFICERS OF THE ASSOCIATION**

SECTION 5.01 Officers

The Officers of the corporation shall be a Chair; a Vice Chair, Leadership who shall also serve as Secretary; a Vice Chair, Governance; and a Vice Chair, Finance (each of whom shall be non-paid volunteers currently serving on the Board of this corporation); plus a President/Chief Executive Officer (who shall be an employee of Caltech). The corporation may also have, at the discretion of the Board of Directors, such other Officers as may be appointed by the Board. One person may not hold two offices at the same time, with the exception of Vice Chair, Leadership who shall also serve as Secretary. With the exception of the President/Chief Executive Officer, an individual holding a staff position with Caltech shall not be eligible to be an Officer of this corporation.

SECTION 5.02 Chair

The Chair shall have active ongoing oversight of the affairs of this corporation and shall, if present, preside at all meetings of the Board and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

SECTION 5.03 Vice Chair, Leadership

In the absence of the Chair, the Vice Chair, Leadership shall, if present, preside at all meetings of the Board and perform the duties of the Chair, and when so acting shall have all the power of, and be subject to the restrictions upon the Chair. The Vice Chair, Leadership shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

SECTION 5.04 Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Board and its committees, with the time and place of holding, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall cause the seal of the corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

SECTION 5.05 Vice Chair, Finance

The Vice Chair, Finance shall be the Treasurer/Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The Vice Chair, Finance shall be responsible for and oversee all financial matters of the corporation. The Vice Chair, Finance shall ensure that staff properly receive and give receipts for monies due and payable to the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Vice Chair, Finance shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Vice Chair, Finance shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President/Chief Executive Officer and Directors, whenever they request it, an account of all corporate transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. The Vice Chair, Finance shall chair the Finance Committee.

SECTION 5.06 Vice Chair, Governance

The Vice Chair, Governance shall chair the Nominations Committee and the Governance Committee, and shall exercise and perform such further duties as may be prescribed by the Board.

SECTION 5.07 President/Chief Executive Officer

Subject to such supervisory powers, if any, as may be given by the Board to the Chair or the Vice Chair, Leadership, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the activities of the corporation. The President/Chief Executive Officer shall have the general powers and duties of management usually vested in the office of President/ Chief Executive Officer of a corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. The President/Chief Executive Officer shall be responsible to and report directly to Caltech and to this corporation concerning all matters related to this corporation.

The President/Chief Executive Officer shall be provided with such staff as is necessary to conduct the affairs of the Association. The President/Chief Executive Officer and staff shall be paid employees of Caltech, in accordance with such agreements as may be made from time to time between the Association and Caltech.

SECTION 5.08 Compensation

Directors and outside committee members shall not receive compensation for their services as Directors or committee members. Directors and outside committee members may receive reimbursement for expenses as may be fixed or determined by the Board and may serve the organization in some other capacity for which compensation is paid.

ARTICLE VI

NOMINATION, ELECTION, AND TERMS OF OFFICE

SECTION 6.01 Nomination

Approximately 6 months before the annual meeting of members, the Board shall appoint a Nomination Proposal Committee whose composition and duties shall be as follows:

The Nomination Proposal Committee shall consist of the, the Chair; the Vice Chair, Leadership;, four members of the Board, and four regular members of the Association who are not members of the Board. This Committee shall propose the name of a member of the Association for each of the positions of Chair;

REFERENCE DOCUMENTS

Vice Chair, Leadership/Secretary; Vice Chair, Finance; and Vice Chair, Governance and each of the Directors to be elected for terms of one, two, or three years and an ordered pool of alternates for the Directors. This Committee shall be guided by the principle that membership on the Board should be broad enough to reflect the diverse perspectives of Caltech alumni. The President/Chief Executive Officer of this corporation is the individual who holds the position as the Chief Alumni Relations Officer of Caltech. The remaining Officers of the corporation shall be chosen by, and shall serve in accordance with these bylaws.

No later than May 14, the Board shall meet as a nominating committee for the purpose of receiving the report of the Nomination Proposal Committee and making one (1) nomination for each of the Directors whose terms expire that fiscal year as well as one nomination for each office of Chair; Vice Chair, Leadership; Vice Chair, Finance; and Vice Chair, Governance.

No later than June 1, the Secretary shall cause an announcement of such nominations to be sent to each regular member of the Association in any manner permitted by law. Additional nominations may be made for Directors, or Officers, by petition signed by at least fifty (50) regular members in good standing, provided that the petition is received by the Secretary not later than June 14, or two weeks after the announcement of nominations, whichever is later.

SECTION 6.02 Election

In the event that no nominations other than those made by the Board as provided in Section 6.01 are made, nominations shall be closed and the Secretary at the annual meeting of the Association shall cast the unanimous vote of all regular members of the Association for the election of the candidates so nominated and notify those elected of their election.

If the Secretary does receive additional nominations, the Secretary shall prepare a ballot with all the nominations made as provided in Section 6.01 hereof which, not later than 6 weeks before the annual meeting of members shall be sent in any manner permitted by law to each regular member of the Association together with instructions for voting. In order to be counted, ballots must be received at the principal office of the Association by 6:00 p.m. Pacific Time at least 14 days prior to the annual meeting of members.

The Secretary shall determine from the records of the Association if each voter is entitled to vote. Prior to the annual meeting of the Association, the Directors shall meet and receive from the Secretary those ballots deemed valid. The Directors at that time shall canvass the vote and notify those elected of their election. The nominees to Directorships or offices for which additional nominations were made who receive

the largest number of votes shall be elected. In the event of a tie, the Board shall elect one of the tied candidates by plurality vote.

If a nominee dies or is unable to continue as a nominee during the period between his or her nomination and election, a substitute nominee shall not be named. If nominations shall have been made only by the Board, the Board shall elect a replacement as provided in Section 6.06 hereof. If nominations shall have been made by the Board and by the regular members, the qualified nominee(s) receiving the largest number of votes for the vacant directorship(s) shall be elected.

SECTION 6.03 Eligibility for Election

The minimum qualification for each office of the Association shall be as follows:

The Chair; Vice Chair, Leadership/Secretary; Vice Chair, Finance; and Vice Chair, Governance shall have served at least one (1) year on the Board and shall be a member of the Board during the year in which elected.

SECTION 6.04 Term of Offices

The term of each Officer and newly elected Director shall begin at the conclusion of the Annual Meeting of the members.

Except for the President/Chief Executive Officer, the Officers of the corporation shall take office at the time designated by the Board and shall hold office for two (2) years or until their respective successors have been duly elected. With the exception of a person who completes the predecessor's term as the result of resignation, removal, or vacancy, a person may serve only one (1) term in each Officer position. Officers shall hold their office until they resign, are removed, become otherwise disqualified to serve, or until their successor is elected and qualified.

SECTION 6.05 Removal and Resignation

Except for the President/Chief Executive Officer, any Officer may be removed with cause, by a majority of the Directors then in office, at any meeting of the Board called expressly for that purpose.

Any Officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party, by giving written notice to the Chair or to the President/Chief Executive Officer of the corporation. If the Chair chooses to resign, the Chair must give written notice to the Vice Chair, Leadership or to the Vice Chair, Governance or to the Secretary or to the President/Chief Executive Officer.

Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.06 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

If a vacancy in any office or Directorship exists at the time of the adoption hereof, or hereafter occurs for any reason, the remaining members of the Board may elect a qualified person to fill the vacancy for the unexpired portion of the term or to serve until his or her successor is duly elected and qualified. Such appointments shall not be made of any person not then a Director who has been a Director within the twelve (12) months preceding the appointment, unless such Director would have been eligible upon his or her retirement to be elected to an additional term. In the event that at any time the number of vacancies on the Board is such that less than fifteen (15) Directors remain as members of the Board, the Board shall have no authority to transact other business until sufficient vacancies have been filled as provided above so that at least fifteen (15) Directors are members of the Board.

SECTION 6.07 Inability to Act

In the case of absence or inability to act of any Officers of the corporation and of any persons herein authorized to act in their place, the Board may from time to time delegate the powers or duties of such Officers to any other Officers, or any Directors or other persons whom the Board may select.

ARTICLE VII

CONFLICTS OF INTEREST POLICY

A Conflicts of Interest Policy shall be adopted by the Board to apply to the Directors and Officers of this corporation. This Conflicts of Interest Policy shall be reviewed by, and a Conflicts of Interest Disclosure Statement completed by each and every Director and Officer of this corporation on an annual basis. Each completed Disclosure Statement shall then be reviewed annually by the Board. The Board shall determine, with the advice of legal or accounting professionals, if necessary, if any conflict of interest that has been disclosed, either in the Conflicts of Interest Disclosure Statement or at any other time pursuant to

the Conflicts of Interest Policy, requires further Board action beyond mere disclosure to this Board of the conflict of interest.

ARTICLE VIII LIABILITIES

No member, Officer, or Director of the Association shall be personally liable for the debts, liabilities, or obligations of the Association.

ARTICLE IX INSPECTION OF ASSOCIATION RECORDS AND CERTAIN GENERAL MATTERS

SECTION 9.01 Inspection of Association Records by Members

The accounting books and records, the membership list and the minutes of proceedings of the members, the Board and committees of the Board shall be open to inspection upon the written demand on the Association by any regular member at any reasonable time during usual business hours for a purpose reasonably related to such person's interests as a member. The Association shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by regular members at any reasonable time during usual business hours. Any inspection hereunder by a member may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

SECTION 9.02 Inspection of Association Records by Directors

Every Director shall have the absolute right at any time during usual business hours to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association. Inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts.

SECTION 9.03 Annual reports

An annual report containing the information and in the form required by Section 6321 of the California Nonprofit Corporation Law shall be sent (in any manner permitted by law) to each member not later than one hundred twenty (120) days after the close of each fiscal year.

SECTION 9.04 Annual Statement of Certain Transactions and Indemnifications

If any transaction or indemnification of a kind described in Section 6322 of the California Nonprofit Corporation Law took place during the fiscal year, the Association shall send (in any manner permitted by law) to its regular members a statement of any such transaction or indemnification within one hundred twenty (120) days after the close of the fiscal year.

SECTION 9.05 Signing of Checks, Drafts, and Evidences of Indebtedness

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

SECTION 9.06 Execution of Contracts and Other Instruments

The Board, except as the Bylaws otherwise provide, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board, no Director, Officer, member, agent, employee or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount. Notwithstanding the foregoing, all contracts and agreements in excess of Twenty-Five Thousand Dollars (\$25,000), or such other limit as the Board from time to time shall establish, must be approved by the Board.

SECTION 9.07 Corporate Seal

The Association may have a seal, However, failure to affix the seal shall not affect the validity of any instrument.

SECTION 9.08 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law, as amended from time to time, shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes only a natural person. Captions to the sections and subsections of these Bylaws are for convenience only, shall not limit or affect any of the terms or provisions of these Bylaws and shall not be deemed to be a part of or construed as a part of these Bylaws. Except as limited by

the foregoing, on all questions of construction and interpretation of these Bylaws the decision of the Board shall be final and conclusive.

SECTION 9.09 Severability

If any of the terms and conditions of these Bylaws is held by any court to contravene, or be invalid, under the laws of any political body having jurisdiction over the subject matter hereof, such contravention or invalidity shall not invalidate the entire Bylaws, but the Bylaws shall be construed as if not containing that particular provision or provisions held to be invalid, and the rights and obligations of the members and other parties concerned shall be construed and enforced accordingly.

ARTICLE X FISCAL YEAR

The Association's fiscal year is hereby defined as October 1st through September 30th of the ensuing calendar year.

ARTICLE XI RECEIPT AND DISBURSEMENT OF FUNDS

SECTION 11.01 Receipt of Funds

The corporation shall receive all monies and/or other properties transferred to it for the purposes of the corporation (as shown by the Articles of Incorporation as amended to date). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

SECTION 11.02 Disbursement of Funds

The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

ARTICLE XII ADDITIONAL PROVISIONS

SECTION 12.01 Validity of Instruments Signed by Officers

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by either the Chair or the President/Chief Executive Officer and by either the Secretary or the Vice Chair, Finance of this corporation, is not invalidated as to this corporation by any lack of authority of the signing Officers in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

SECTION 12.02 Authority of Officers and Agents

The Board, except as the Bylaws otherwise provide, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or the Board, and except as in this Section hereinabove provided, no Officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

SECTION 12.03 Representation of Shares of Other Corporations

The President/Chief Executive Officer or any other Officer or Officers authorized by the Board are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any corporation standing in the name of this corporation. The authority herein granted may be exercised either by any such Officer in person or by any other person authorized so to do in proxy or power of attorney duly executed by said Officer.

SECTION 12.04 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

SECTION 12.05 Instruments in Writing

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corpo-

ration shall be signed by such Officer or Officers, agent or agents, as the Board may from time to time by resolution designate.

SECTION 12.06 Maintenance of Articles, Bylaws and Records

This corporation shall keep at its principal executive office:

- (a) The original or a copy of its Articles of Incorporation and Bylaws as amended to date;
- (b) Adequate and correct books and records of account; and
- (c) Minutes of the proceedings of its Board and committees of the Board.

SECTION 12.07 Indemnification of Agents

The indemnification of agents of this corporation is permitted, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XIII **AMENDMENTS**

These Bylaws may be amended, adopted or repealed, unless otherwise provided by law, either:

- (a) After due notice to all regular members given in the manner provided in Section 3.09 hereof by the vote at a meeting, or by written consent other than at a meeting, of two-thirds (2/3) of a quorum of the members entitled to vote, such quorum being defined for these purposes as at least one hundred fifty (150) members, or
- (b) By the vote of three-quarters (3/4) of the total number of Directors.

REFERENCE DOCUMENTS

BYLAWS

The undersigned, being the Vice Chair, Leadership/Secretary and CAA Corporate Secretary of ALUMNI ASSOCIATION CALIFORNIA INSTITUTE OF TECHNOLOGY, does hereby certify that the above Bylaws are, as of the date of this certification, the adopted and existing Bylaws of this corporation.

DATE July 5, 2023

Daniel J. Liebling

Vice Chair, Leadership/Secretary and Acting Corporate Secretary

Signature 