

Friends of the International Center: Bylaws

BYLAWS OF FRIENDS OF THE INTERNATIONAL CENTER, INC. University of California, San Diego

ARTICLE I

Name, Purpose, and Authorization

Section 1.01 The name of this organization shall be FRIENDS OF THE INTERNATIONAL CENTER, INC.

Section 1.02. The purpose of Friends of the International Center shall be to support international education, to foster friendship, understanding, and cooperation within the international community, and to provide a meeting place on the UC San Diego campus for people who share these aims.

Section 1.03. The program and projects hereinafter provided for in these bylaws shall be in accordance with the agreement signed between Friends of the International Center and the University.

ARTICLE II

Membership

Section 2.01. Qualifications for Membership. The membership of this organization shall be open to any dues-paying individual or group in support of the aims, activities and spirit of Friends of the International Center.

Section 2.02. Classes of Membership. Classes of membership shall be determined by the Board of Directors, and shall always include individual, dual, life members, and corporate members. Honorary members may be named by the Board.

Section 2.03. Voting Privileges. All members shall be entitled to vote at membership meetings, to hold office and to join in committees and activities of the organization. A membership constitutes one vote. Non-profit and corporate members shall be entitled to one vote per organization. Such organizations shall appoint a representative, who is eligible to hold office.

Section 2.04. Dues. Dues for members shall be established and may be changed at any time by resolution of the Board of Directors. Membership is for one year from the date of payment except for life members and honorary members.

Section 2.05. Termination and Reinstatement. A member whose dues, if any, are not paid within the time specified by the Board of Directors shall be automatically terminated. Such membership may be reinstated upon payment of dues.

Section 2.06. Liabilities and Property Rights of Members. No member or elected officer of the Corporation now or hereafter elected shall be personally liable to its creditors for any indebtedness or liability and any or all creditors shall look only to corporate assets for payment.

Section 2.07. All members may attend meetings of the Board of Directors of Friends.

ARTICLE III

Meetings of Members

Section 3.01. Annual Meetings. The annual meeting of the members of this Corporation shall be held at least once each calendar year at a place, date, and time designated by the Board of Directors. At least fifteen (15) days prior to the meeting, notice of it shall be mailed to all members, or given by such other means of communication as will provide adequate notice to the members.

Section 3.02. Special Meetings. Special meetings of members may be called at any time by the President, by a majority of the Board of Directors, or by twenty (20) or more general members requesting same in writing by petition filed with the Board of Directors. Special meetings shall be held not less than thirty (30) nor more than sixty (60) days after being duly called or requested, and notice thereof, setting forth the time and place of meeting (which time and place shall be fixed by the President or Board of Directors) shall be given in the same manner as that specified above with respect to annual meetings of members. Notice of special meetings shall specify the general nature of the business proposed to be transacted. Notification and holding of special meetings may be conducted electronically or by other commonly accepted means of communication.

Section 3.03. Quorum. Upon appropriate notice of a meeting, ten percent of the membership shall constitute a quorum for transaction of any business of Friends of the International Center at any annual or special meeting of members, except as hereinafter provided.

Section 3.04. Voting. The right of general members to vote shall be exercised by the member in his or her own right and not by proxy unless voting by proxy is expressly authorized by resolution of the Board of Directors and then subject to such conditions and restrictions as may be specified in the authorization.

ARTICLE IV

Board of Directors

Section 4.01. Board of Directors. The Board of Directors shall assume office July 1 and shall consist of the elected officers, the chairs of standing committees, the immediate past President, and the Chancellor or designate of the Chancellor of UC San Diego. Each of these shall have a vote on the Board of Directors. The Board may appoint up to four members-at-large, who shall attend Board meetings and have a vote. The officers shall be elected for a term of one year, or until a successor is duly installed. In case of vacancy in the office of President, the First Vice President shall become President automatically. Vacancies in other offices shall be filled by the Board of Directors.

Meetings of the Board of Directors shall be held upon call of the President, First Vice-President, or any three members of the Board. A majority of the voting members of the Board shall constitute a quorum.

If an individual holds more than one voting position on the Board (i.e., chairman of a committee and an elected officer), he/she has only a single vote at Board meetings. If a position is held by more than one person (i.e., co-chairmen), the position is entitled to a single vote only.

4.01(a). President. The President shall be the chief executive of Friends of the International Center. The President shall preside at all meetings of the Board of Directors, and of the Executive Committee, and of the membership. The President shall appoint chairs of standing committees and all other committees except the Nominating Committee, subject to approval of the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall have such powers and duties as may be prescribed from time to time by the Board of Directors.

4.01(b). First Vice President (President Elect). The First Vice President shall confer with the President from time to time in connection with the affairs of Friends of the International Center and the various duties and responsibilities of the President, and shall, in the absence or disability of the President, assume the duties and exercise the powers of the President. He/she shall also perform such other duties as may be assigned by the President or the Board of Directors. The First Vice President shall provide oversight of program activities and the annual meeting. The First Vice President is designated as President Elect.

4.01(c). Second Vice President (Membership). The Second Vice President (Membership) shall maintain a list of current members with their class of membership and shall be primarily responsible for promoting the growth of membership in Friends of the International Center. He/she may appoint and chair such committee or committees as may be necessary to develop and implement the plans for membership solicitation and for coordination of these plans with other appropriate committees which are directly or indirectly concerned with recruiting new members of Friends of the International Center.

4.01(d). Recording Secretary. The Recording Secretary shall keep an accurate record of the proceedings of all meetings of the Board of Directors, the Executive Committee, and the general membership meetings. He/she shall give due notice of all meetings of Friends of the International Center and the Board of Directors. In the absence of the Recording Secretary, the President may appoint a temporary secretary.

4.01(e). Corresponding Secretary. The Corresponding Secretary shall carry on the general correspondence of the organization and shall keep a file of all correspondence.

4.01(f). Treasurer. The Treasurer shall be responsible for the preparation of the annual budget for submission to the first meeting of the Executive Committee after each year's annual meeting and to the Board of Directors for their final approval, and for monitoring that budget for the year. He/she shall receive all funds paid to Friends of the International Center, and shall cause all these funds to be placed in a bank and/or savings institution. The institution chosen shall be at the discretion of the Treasurer, with the consent of the Board of Directors. The Treasurer shall pay all the bills, shall keep detailed accounts of the assets, liabilities, receipts and disbursements, and shall remit State of California sales taxes. The Treasurer shall open the books for the purpose of an annual audit by the Audit Committee and for inspection at any time for the Board of Directors. The Treasurer shall submit a written financial report to the Board of Directors at their monthly meeting. The Treasurer shall work hand in hand with the Financial Adviser on all matters that pertain to the budget, taxes, money, etc. An Assistant Treasurer shall be appointed to reconcile the monthly bank statements.

4.01(g). Financial Adviser. The Financial Adviser shall be appointed by the Board of Directors, shall have a vote on the Board, and shall be responsible for the preparation and submission of the following financial reports:

- (1) Federal Return of Organization Exempt From Income Tax (Form 990);
- (2) California Exempt Organization Annual Information Return (Form 199);
- (3) Registration/Renewal Fee Report to Attorney General of Calif. (Form RRF-1);
- (4) Statement of Officers By Domestic Nonprofit Corporation filed with California Secretary of State (Form 100);
- (5) Annual financial report to the UC San Diego Campus Support Group Office.

The Financial Adviser is not an elected officer of this organization but is a member of the Executive Committee, with a vote, to assist and advise on money matters, taxes, etc., and to work with the Treasurer on all such matters.

Section 4.02. Nominating Committee. The Nominating Committee shall consist of at least three (3) members appointed by the Executive Committee. The Executive Committee shall also designate the chair of the committee.

The Nominating Committee shall prepare a slate of nominees for President, First Vice-President (President Elect), Second Vice-President (Membership), Recording Secretary, Corresponding Secretary and Treasurer. This slate shall be presented to the Board of Directors at a Board meeting prior to the annual meeting, allowing time for adequate notice to all members. Elections shall be held at the annual meeting after notice has been sent to the entire membership in the newsletter or other written form no later than fifteen (15) days prior to the annual meeting. Additional nominations may be made from the floor with the consent of the nominee.

Section 4.03. Parliamentarian. The Parliamentarian shall be appointed by the President and shall advise at Board meetings on parliamentary procedure. This person shall have a vote on the Board. Robert's Rules of Order shall serve as procedural guidelines except when in conflict with these bylaws. The Board of Directors shall decide any issue of conflict by vote.

The Parliamentarian shall review the bylaws from time to time, maintain a copy of them, and recommend the appointment of a committee to revise them when appropriate.

Section 4.04. Chairs of Standing Committees. Standing committees shall be those whose activities are significant to the mission of the organization. They may be created or dissolved as the need is indicated by the President and with the approval of the Board of Directors.

Section 4.05. Designate of the Chancellor of UC San Diego. This designate (traditionally the Dean of International Education) shall serve as the liaison between Friends of the International Center and the University of California, San Diego. As stated in Section 4.01, this person has a vote on the Board of Directors. The designate may assign a substitute when she/he cannot attend a meeting.

Section 4.06. Powers of the Board of Directors. Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- (a) To select and remove all the other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or the bylaws, fix their compensation and require from them security for faithful service;
- (b) To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefor not inconsistent with law, with the articles of incorporation or the bylaws as they may deem best;
- (c) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor;
- (d) Each Director shall serve in a fiduciary capacity and shall refrain from exercising any powers in such manner as to disqualify the Corporation from federal income tax exemptions as a qualified charitable organization and an organization described in Section 170(b)(1)(A)(vi) of the United States Internal Revenue Code of 1954, or disqualify any gift from deduction as a charitable contribution, gift or bequest in computing federal and/or state income, gift or estate taxes of the donor or his or her estate.
- (e) Neither the Board of Directors nor any Director individually shall be liable for acts, neglects or defaults of any employee, agent, or representative of the Corporation who has been selected with reasonable care, nor for anything the Corporation may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or mistakes of fact or law.
- (f) Elected officers of the Friends may be removed for cause by a majority vote of the membership after an opportunity for a hearing by a committee of the Board of Directors and a report by such committee to the Board of Directors and, subsequently, to the membership. Cause shall include but not be limited to failure to perform the duties of the office, or acting in such a way as to injure the good name of the Friends or to hamper the work of the Friends. In the case of action on the removal of an elected officer of the

Friends, such elected officer shall be entitled to be present for consideration of the action to be taken but shall not be entitled to vote.

ARTICLE V

Executive Committee

Section 5.01. Composition of Executive Committee. The Executive Committee shall consist of the President, First Vice President (President Elect), the Second Vice President (Membership), Recording Secretary, Corresponding Secretary, Treasurer, Financial Adviser, and Immediate Past President.

Section 5.02. Powers of Executive Committee. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board with the exception that it may authorize the expenditure of no more than one thousand dollars (\$1,000) in any single month without prior approval from the Board of Directors. The President shall present a report of the Executive Committee to the Board of Directors at each of the Board's meetings.

Section 5.03. Meetings of the Executive Committee. Meetings of the Executive Committee shall be held upon call of the President, First Vice President or any three members of the Committee. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee may invite anyone else for information on an issue at hand.

ARTICLE VI

Affiliates

All groups operating under the auspices of Friends of the International Center, or any others that might be created with the consent of the Board of Directors, shall pay annual dues as determined by the Board. Governing policies of such groups shall be consistent with the aims of Friends of the International Center and shall be subject to approval by the Board of Directors. Such groups shall submit annual fiscal reports to the Board of Directors. In the event that a group operating under the auspices of Friends of the International Center shall no longer be able to operate, all assets and liabilities shall revert to Friends of the International Center. A cooperative effort between the Board of Directors of both organizations will determine the steps necessary to close or reorganize such a group.

ARTICLE VII

Financial Audits

Section 8.01. Auditing Committee. No later than May 1 of each year, the President, with the consent of the Board, shall appoint a chairman and three additional members of the Friends to serve as an Auditing Committee for one year. At least three members of the Auditing Committee shall be required to conduct a regular or special audit. The Chairman of this committee does not have a vote on the Board.

Section 8.02. Duties of the Committee. It shall be the duty of the Auditing Committee to audit thoroughly all of the accounts, books, ledgers, invoices, vouchers, etc. of the Treasurer and this audit shall cover all the financial accounts under the direct control of the Treasurer. In addition, the Auditing Committee shall verify that the Treasurer has retained all the necessary vouchers that have been paid; has a record of all monies received and deposited to the proper accounts along with the proper deposit slips; has accounting of the financial accounts maintained by the UC San Diego Accounting Department; and that the Treasurer has placed into practice sound and solid bookkeeping and accounting procedures. The Committee shall also verify that the Financial Adviser has filed and paid the appropriate federal and state financial reports.

Section 8.03. Regular Audit. The Committee shall audit the accounts of the Treasurer at least once a year; the audit shall be completed within three (3) months following the close of the fiscal year. Findings of such audit shall be forwarded to the President, who in turn will present the findings to the Board of Directors.

Section 8.04. Special Audit. The President shall order a Special Audit conducted by the Committee in the event of the replacement of the Treasurer in mid-term or for any other reason(s) that the President may determine.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of June, or at the close of such other month as may be designated by the Board of Directors, and further approved by the Internal Revenue Service and Franchise Tax Board.

ARTICLE IX

University Policy

In accordance with the formal agreement made by Friends of the International Center and the University of California, San Diego in 1969, Friends of the International Center recognize that the Center is owned by the Regents of the University of California. Regental, University and campus rules and regulations pertaining to the use of the facility shall apply.

If Friends of the International Center should ever dissolve, any remaining assets held in its name shall be transferred within three months to The Regents of the University of California or the UC San Diego Foundation, as designated by the Chancellor of UC San Diego, for purposes consistent with the terms of the individual gifts and purposes of Friends of the International Center.

ARTICLE X

Contract, Etc., How Executed

The Board of Directors, except as in the bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no other officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

ARTICLE XI

Amendment of Bylaws

These bylaws may be amended or repealed by the vote or written consent of a two-thirds majority of the voting membership present at any general membership meeting, or at a special meeting, provided that the amendments have been approved by a majority of the authorized Board of Directors. The newly revised bylaws shall be made available to all members at least fourteen (14) days prior to the general or special meeting. The meeting and voting may be conducted electronically or by other commonly accepted means of communication.

ARTICLE XII

Indemnification of Directors and Officers

The Corporation shall indemnify each present and future director, officer, and employee of the Corporation, and each person who at the request of or at the instance of the Corporation is now serving or hereafter serves as a director, officer, or employee of any other corporation, against any costs and expenses which may be imposed on or reasonably incurred by him or her in connection with any claim, action, suit, or proceeding hereafter instituted in which he or she may be involved by reason of his or her being or having been such director, officer, or employee. Such costs and expenses include the cost to such director, officer, or employee

of reasonable settlements (other than amounts paid to the Corporation itself or to such other corporation served at the request of or at the instance of the Corporation). The Corporation shall not, however, indemnify such director, officer, or employee with respect to matters as to which he or she shall be finally adjudged in any such action, suit, or proceeding to be liable because of dereliction in the performance of his or her duties as such director, officer, or employee, or (except with the approval of a court of competent jurisdiction, a disinterested majority of the Board of Directors, or any committee or group of persons to whom the question may be referred by the Board) with respect to any matter on which a settlement is effected if the amount paid by the director, officer, or employee, in such settlement shall substantially exceed the expenses which might reasonably be incurred by him or her after the date of settlement of conducting litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any person concerned may be entitled as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XIII

Conflict of Interest

In compliance with the University's Conflict of Interest Code, directors, officers, members and volunteers of Friends of the International Center shall disqualify themselves from making, participating in making, or in any way attempting to use their official positions to influence a decision in which they have or would have a financial interest. Business transactions involving Friends of the International Center and the personal or business affairs of any director, officer, member or volunteer shall be approved in advance by formal action of the Friends of the International Center.

Board of Directors

The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. The requirements shall not be construed as preventing the director or officer from briefly stating his or her position in the matter, nor from answering pertinent questions of other members since his or her knowledge may be of great assistance. This policy shall be reviewed annually for the information and guidance of members, and any new director or officer shall be advised of the policy on entering upon the duties of his or her office.

ARTICLE XIV

Disbursement of Funds

All disbursement shall be made by check, or equivalent, executed by the Treasurer if less than \$1,000.00. Disbursements of \$1,000.00 and above must be co-signed by the Treasurer and either the President or First Vice President.

ARTICLE XV

Access to Information

The Treasurer, the University Auditor and/or campus Internal Audit shall be authorized to receive, from any financial institution with which the organization maintains accounts, any information, records, or photocopies of transactions relating to the accounts as the University may at any time request from the financial institution.

ARTICLE XVI

Nondiscrimination

In compliance with the policy of the University of California, the organization does not discriminate on the basis of race, color, national origin, religion, sex, handicap, age, marital status, or sexual preference. This

nondiscrimination policy covers membership selection, activities, policies, and practices of Friends of the International Center.

ARTICLE XVII

Miscellaneous

Except as otherwise expressly provided in these bylaws, the powers, duties, obligations and procedures of the Corporation, its members, officers and directors shall be as described in the Corporations Code of the State of California.