

Bylaws of California State University Maritime Academy Alumni Association

Article I. Name

Section 1. The Name of this Association shall be the California State University Maritime Academy Alumni Association, referred to herein as the “Association”.

Article II. Mission

Section 1. The Association will serve and involve the students and alumni in the promotion of the Academy’s image, tradition, pride and status as a leader among the maritime academies, and as a world-class university. The Association will actively support opportunities for the growth, development, and benefit of the students and alumni, the Association, and the Academy.

Article III. Principal Office

Section 1. The principal office for the business of the Association is located at the California State University Maritime Academy, 200 Maritime Academy Drive, Vallejo, CA 94590. The principal email address for contacting the Alumni office is: alumni@csu.edu.

Article IV. Fiscal Year

Section 1. The fiscal year of the Association shall be July 1 through June 30.

Article V. Membership

Section 1. Membership in this Association shall be divided into two (2) classifications: Regular Members or Honorary Members.

Section 2. The following persons shall be Regular Members in the Association.

- a) Any person who has graduated from CSU Maritime Academy through the Master’s degree program,
- b) Any person who has graduated from CSU Maritime Academy through the Bachelor’s degree program, or
- c) Any person who has matriculated at CSU Maritime Academy for a period of at least one semester, but did not graduate due to military obligation, and who is not currently enrolled as an undergraduate student.

Section 3. The following persons shall be eligible for Honorary Membership in this Association:

Any person not eligible for Regular Membership who has rendered outstanding service to CSU Maritime Academy or the Association may be awarded an Honorary Membership by the Board of Directors. Honorary members cannot serve as officers or directors of the Association.

Section 4. Any person seeking to nominate someone to an Honorary Membership shall make written application to the Association's Board of Directors. Applications may be submitted electronically or by mail per Article III.

Section 5. Annual dues will not be a condition of membership to the Association.

Article VI. Voting Regulations

Section 1. Unless otherwise specified in the Association's Bylaws, all the voting power in the Association shall rest with the Regular Members.

Section 2. No member shall be entitled to vote by proxy.

Section 3. The Executive Committee and all other committees may conduct business, including waiver of notice, and may vote online, by telephone, fax, e-mail or as specified by the Board of Directors.

Section 4. All voting by the Regular Members shall be by written or electronic ballot as determined and specified by the Board of Directors. In no case shall ballots be tallied less than 30 days after the time the office of the Association distributes said ballots.

Section 5. All items requiring a vote by the Regular Members or by committee shall be by a majority vote of the votes cast.

Section 6. All items requiring a vote by the Board of Directors shall be by a majority of the Board of Directors. Voting may be conducted online, by telephone, fax, e-mail or specified by the Board of Directors.

Article VII. Meeting of the Association

Section 1. Meetings of the Members of the Association shall be held at a time and place set by the Board of Directors and communicated electronically by the Office of the Association. The Regular Members may call a meeting of the Association by petitioning the Office of the Association at the address provided in Article III, Section 1. Such petition must contain signatures from at least 1% of the Regular Members in the Association.

Section 2. Meetings of the Board of Directors may be called by the President or by four (4) voting members of the Board.

- Section 3.** Notice of meetings of the Board of Directors or of the Executive Committee shall be distributed by means reasonably likely to reach each member of the Board or Executive Committee at least five (5) days prior to the date of such meeting.
- Section 4.** Business transacted at any meeting shall be confined to the subject matter stated in the notice.
- Section 5.** Ten (10) Regular Members shall constitute a quorum at any meetings of the Members of the Association.
- Section 6.** The Secretary, or delegate of the Association President, will take minutes and write agendas of the meetings of the Members of the Association, the Board of Directors, and the Executive Committee. The Secretary will post meeting minutes and agendas on the Alumni Association website once approved by the Board of Directors.

Article VIII. Board of Directors

- Section 1.** The Board of Directors is charged with overseeing the Association's program goals, including alignment with CSU Maritime Academy, as well as long-range and strategic planning, review of current activities of the Association, and adherence to the annual budget; however, the Executive Committee may conduct the day-to-day business of the Association.
- Section 2.** Robert's Rules of Order shall govern all the Association's meetings.
- Section 3.** The Board of Directors may from time to time establish policies and procedures to direct the activities of the Association. These shall be recorded and kept current by the Secretary in accordance with Article IX, Section 7.
- Section 4.** The Board of Directors shall meet on a basis and in a location specified by the Board.
- Section 5.** Six (6) voting members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
- Section 6.** The Board of Directors shall consist of the following members: The President, President Elect, Vice President, Immediate Past President, Treasurer, Secretary, ten (10) at-large elected Directors, the Chapter Chairpersons, and three (3) persons selected by the CSU Maritime Academy President from the Academy at-large, with two (2) of those being full time students to serve as ex-officio members of the Board. All members of the Board of Directors may vote on board actions.

Section 7. The Officers and Directors shall all be Regular Members of the Association elected in accordance with the Bylaws of the Association.

Section 8. Any vacancy, whether by resignation, removal action of the Board, or otherwise, in any committee chairmanship, elected directorship or office, except that of the President, may be filled by appointment by the Board of Directors. The appointee shall hold office for the unexpired remainder of the predecessor's term.

Article IX. Officers

Section 1. The Association shall have no more than six (6) Officers. They shall be President, President Elect, Vice President, Treasurer, Secretary, and Immediate Past President. They shall be members in good standing and shall serve in accordance with these Bylaws.

Section 2. President: The President functions as the primary officer that directs and conducts business of and on behalf of the Association. The President serves a three-year term and:

- a) calls and presides over meetings of the Executive Committee, Board of Directors, and general membership,
- b) manages meeting agendas and works with the Director of Alumni Relations and Annual Giving,
- c) provides the President-Elect with guidance and support for succession,
- d) assists with the organization of the Board Retreats,
- e) appoints representatives to promote and represent the Association as members of other groups,
- f) represents the Association before the CSU- Maritime Academy administration, faculty, staff, and at other campus functions,
- g) is expected to attend Alumni Association activities, as well as other University-related activities, and
- h) serves as an ex-officio member of the CSU Maritime Academy Foundation Board.

Section 3. President-Elect: The primary duty of the President-Elect over their three-year term is to prepare for succession. This will include:

- a) chairing the Governance Committee,
- b) co-organizing the Board's Retreats,
- c) providing guidance/support to the Regional Alumni Chapter Presidents,
- d) working with the Academy staff in preparation for their term as President,
- e) taking on special projects at the request of the President, and
- f) representing the Association at events.

Section 4. Vice-President: The Vice-President serves a three-year term and is responsible for:

- a) chairing the External Outreach Committee, and
- b) organizing and overseeing certain programs, activities, and events of the Association at the direction of the President, the Board of Directors, or through committee assignment. These may include Reunion and Admissions-related activities, overseeing the mentor program and student

engagement activity.

- c) The Vice President, unless fulfilled by another elected Board Member, shall oversee the process for recruitment and selection to recommend Academy-At-Large Student members on the Board of Directors to the CSU Maritime Academy President.

Section 5. Immediate Past President: The Immediate Past President serves as advisor to the President. This position serves until a new President is elected into place; no less than a three-year term.

Should an outgoing Association President be unable to serve as Immediate Past President, the existing Immediate Past President will continue to fill this officer position.

Section 6. Treasurer: The Treasurer works with CSU Maritime Academy staff to ensure that monthly financial statements, financial reviews, and audits are successfully completed. The Treasurer serves a three-year term and is responsible for

- a) ensuring that the Association's funds are prudently managed and projected program expenses are on target,
- b) providing a report of activity to the Board and executive committees, and
- c) working with the Executive Committee to prepare the annual budget.

Section 7. Secretary: The Secretary serves a three-year term and is responsible for:

- a) maintaining the written records and documents of the Association,
- b) recording and distributing minutes from the Executive Committee and Board of Directors meetings,
- c) maintaining a record of the adopted policies and actions of the Association and its Board of Directors,
- d) notifying Alumni members of all meetings (this includes meetings of the Members of the Association, the Executive Committee, and the Board of Directors, and
- e) tracking open action items and working with staff to track results from any polls or voting initiatives.

Article X. Committees

Section 1. The Association President or the Board of Directors may create committees as are necessary to provide for the efficient and orderly business of the Association and may appoint to any such committee those persons who are able to carry out the business of the committee, including Regular or Honorary Members who are not on the Board of Directors. Each committee shall perform such functions and make such reports as the President or the Board of Directors shall determine and define, and conduct its business and vote in accordance with Article VI, Section 3.

Section 2. A committee chairperson may, by majority vote, declare vacant the office of any committee member if they are absent, without the committee chair's approval from two consecutive committee meetings

Section 3. Executive Committee: There shall be an Executive Committee consisting of the six (6) officers detailed in Article IX, Section 1 [President, President-Elect, Vice-President, Immediate Past President, Treasurer, Secretary]. The Executive Committee shall meet when called by the President and shall conduct the day-to-day business of the Association. Three (3) members of the Executive Committee shall constitute a quorum at any meeting of the Committee.

The Executive Committee of the Board of Directors meets regularly. These sessions allow the President to consult with his/her officers on the progress of programs under their area of responsibility as well as to seek advice on issues of importance to the organization as a whole. The Executive session is also a time to set the agenda for the full Board meeting. The Executive Committee often works out nuts-and-bolts details at the request of the full Board, when such work would require more time than is allocated for a regular Board meeting.

The Executive Committee approves each committee's Annual Operating Plan. It monitors all committee initiatives, progress, and action items. It develops action items for incomplete areas and assigns responsibility for correction. Typically, the chairs of the Alumni Award Committee and the Nominating Committee and any ad hoc committees are invited to attend for the purpose of updating the Executive Committee.

Finally, the Executive Committee raises topics or arranges for guest speakers, which is an integral part of the Board meetings.

Section 4. Governance Committee: The President-elect chairs this committee. There shall be a standing Governance Committee for the purpose of assisting the Board of Directors in overseeing the performance and effectiveness of the Board and its committees. The committee members will be appointed for a one-year renewable term by the Board.

The Governance Committee shall have the following duties:

- a) Develop, maintain and update an Annual Operating Plan for the committee
- b) Develop programs aimed at insuring Board effectiveness.
- c) Review and make recommendations to the Board regarding the Board's composition, organization, processes, and performance.
- d) Oversee process for welcoming new Board members to include initial briefing and setting expectations.
- e) Oversee process for Board members departing the board, including exit debrief and formalities.
- f) Monitor Board participation to ensure compliance with association bylaws, Article XIII, Section 2, and make recommendations for action to the Board.
- g) Review the Board's committee structure as described in the Association's bylaws and determine whether current committee operations—structure and practices—continue to serve the Board's mission and support effective committee performance.
- h) Review the Association's by-laws annually and update as necessary
- i) Conduct annual Board of Directors self-evaluations as directed by the

Executive Committee.

Section 5. External Outreach Committee: The Vice-president chairs this committee. There shall be a standing External Outreach Committee consisting of members chosen in accordance with Article X, Section 1 [appointment]. The committee members will be appointed for a one-year renewable term by the Board.

The External Outreach Committee shall be responsible for engaging alumni to attend, support, and assist with planning of activities for the advancement of the Association's mission and shall have the following duties:

- a) Develop, maintain and update an Annual Operating Plan for the committee.
- b) Develop and promote methodologies leading to increased alumni participation, event attendance, involvement, etc. Actively promote event attendance at University and Association events, such as Gala, Reunion, Day on the Bay, Summer Sendoffs, chapter dinners, etc.
- c) Support local chapters' efforts to organize alumni events such as summer sendoffs, Fourth Thursday's, Chapter dinners, etc.
- d) Support University efforts to organize and host alumni events.
- e) Support University efforts to cultivate alumni volunteers to serve as effective members of the Alumni Association Board of Directors
- f) Encourage alumni representation on campus, at industry functions, and as members in industry groups.
- g) Actively build relationships with Cal Maritime stakeholders, to include alumni, private industry partners and entities. Provide names of potential candidates for Board positions to the Nominating Committee. Provide names of potential donors to University Advancement (UA).
- h) Laisse with the CMAF External Relations Committee to coordinate outreach efforts aimed at:
 - i. promoting the CSU Maritime Academy brand,
 - ii. elevating and promoting Cal Maritime's public profile and academic reputation,
 - iii. strengthening alumni support and participation, and
 - iv. involving stakeholders across multiple constituencies in the life of the University.

Section 6. Alumni Award Committee: There shall be a standing Alumni Award Committee consisting of a chairman and members chosen in accordance with Article X, Section 1 [appointment]. The chair and the committee members will be appointed for a one-year renewable term by the Board.

The Alumni Award Committee shall have the following duties:

- a) Develop, maintain and update an Annual Operating Plan for the committee.
- b) Solicit, receive and process nominations for annual alumni awards.
- c) Ensure that nominations, notifications, the selection process, and recognition of awardees is completed in a timely manner and conducted in accordance with the Alumni Award Committee Annual Operating Plan.

Section 7. Nominating Committee: There shall be a standing Nominating Committee consisting of a chairman and members chosen in accordance with Article X, Section 1 [appointment]. The chair and the committee members will be appointed for a one-year renewable term by the Board.

The Nominating Committee shall have the following duties:

- a) Develop, maintain and update an Annual Operating Plan for the committee.
- b) Solicit, receive and process nominations for open Board positions for election in accordance with Bylaws Article XII [Nomination and Terms].
- c) Lead efforts of finding and providing new Board members chosen in accordance with Bylaws **Article VIII, Section 8** [appointment to fill a vacancy on the Board]. Make recommendations to the Board.
- d) Solicit, receive and process nominations for open Officer positions for election in accordance with Bylaws Article XII.
- e) When necessary, lead efforts of finding new Officers chosen in accordance with Bylaws **Article VIII, Section 8** [appointment to fill a vacancy on the Board]. Make recommendations to the Board.
- f) Receive, evaluate and vet all Board nominees. Make recommendations for action to the Board.
- g) Receive, evaluate and vet all nominations for Honorary Memberships to the Alumni Association. Make recommendations for action to the Board.

The Nominating Committee will nominate at least one candidate for each position open for election. These nominations will be distributed to the membership in ballot form in accordance with Article VI [Voting Regulations] or in advance of a **meeting of the Members of the Association** in accordance with Bylaws Article VII Section 1, as a part of the ballot for elected positions and other matters.

Section 8. Advisory Committee: There shall be an ad-hoc Advisory Committee consisting of Regular and Honorary Members. The Board of Directors will appoint the Committee members for a two (2) year term and may reappoint by a vote of the Board of Directors in accordance with Article VI, Section 6

The Committee shall provide guidance and special assistance to the Board of Directors when requested by the President, Executive Committee, or the Board of Directors.

The CSU- Maritime Academy President will appoint a member of the Association to serve on the CSU Alumni Council. This appointee will also serve on the Association Advisory Committee.

Article XI. Chapters

Section 1. Chapters of the Association may be formed with the approval of the Board of Directors. In order to form a chapter, written petition must be submitted to the Board of Directors through the Principal Office of the Association in accordance

with Article III.

Section 2. Chapters will be geographic and have a minimum membership of seven (7) Regular Members to be recognized or maintained as a chapter.

Section 3. Each chapter shall designate a chairperson(s) at the time of petition. The chairperson shall be a member of the Board of Directors and will be responsible for ensuring the chapter conducts its activities in accordance with the Association's Bylaws.

Section 4. Each Chapter must convene at least one meeting per year.

Article XII. Nominations and Terms

Section 1. The Nominating Committee will nominate at least one candidate for each position open for election. These nominations will be distributed to the membership in advance of a **meeting of the Members of the Association** in accordance with Article VII Section 1, as a part of the ballot for elected positions and other matters.

Section 2. The terms of the elected Officers of the Association shall be three (3) years. Election of officers should be arranged so that approximately one-third (1/3) of the officers will be elected each year. The President and Vice President shall not be elected in the same year.

Section 3. Officers may not serve in the same office for more than two (2) consecutive terms.

Section 4. Terms of the at-large Directors shall be three (3) years. Directors, except for the Chapter Chairpersons, may not serve for more than two (2) consecutive terms, but may serve as an officer of the Association as defined in Article IX for an additional two (2) terms. Election of Directors should be arranged so that approximately one-third (1/3) of the Directors will be elected each year.

Section 5. Past board members are eligible to return to the board after a one-year absence.

Article XIII. Resignation, Suspension and Expulsion

Section 1. A member may resign from an elected or appointed office by communicating in writing with the Board of Directors.

Section 2. The Board of Directors may, by majority vote, declare vacant the office of any Director if the Director is absent, without the Association President's approval, from two consecutive meetings of the Board.

Section 3. Any expulsion, suspension or termination of a Board member must be done in good faith and in a fair and reasonable manner. Any Board member to be terminated, suspended or expelled shall be given fifteen (15) days' notice of

proposed action against the Board member and reason(s) therefore by any method reasonably calculated to give actual notice, and shall be given an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the action by all persons or body authorized to decide whether such action should take place.

Article XIV. Official Publication

Section 1. The Association shall provide input on information that may be of interest to its members and the Academy community as a part of Cal Maritime’s various official publications, or by other methods as approved by the Board.

Article XV. Amending These Bylaws

Section 1. These Bylaws may be altered, amended, repealed or added to by the affirmative vote of two-thirds of the members of the Board of Directors.

Section 2. These Bylaws shall be known as the Bylaws of the California State University Maritime Academy Alumni Association, as amended. These Bylaws shall supersede any previous Constitution and Bylaws and are believed to be the most recent governing document of this Association.

Article XVI. Governance

Section 1. The governance of the Association shall be, in accordance, with Title 5 CCR §§42397 – 42397.11 as well as the laws, regulations and rules for tax-exempt organizations for the State of California and the United States of America.