

FOURTH AMENDED AND RESTATED

BYLAWS

OF

**UC SAN DIEGO ALUMNI ASSOCIATION**

(A California Nonprofit Public Benefit Corporation)

ARTICLE 1: NAME

The name of this corporation is UC SAN DIEGO ALUMNI ASSOCIATION (the “Association”).

ARTICLE 2: PURPOSES

This corporation is intended to be a nonprofit public benefit corporation and is not organized for the private gain of any person. The purpose of the Association is to operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), including, without limitation:

1. To advise and support the Chief Alumni Officer of the University of California San Diego (“UCSD”);
2. To organize the alumni of the UCSD;
3. To develop and encourage their interest in the welfare, benefit and betterment of UCSD and its faculty, students, former students and graduates;
4. To create, foster, develop and encourage individual and community interest and participation in UCSD and higher education;
5. To attract to UCSD exceptionally capable students; and
6. To render, directly or indirectly, through its membership and otherwise, financial and other aid and assistance to UCSD.

In addition, the Association is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any

powers that are not in furtherance of its primary charitable purposes.

The Association shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Association. In no event shall the Association engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

### ARTICLE 3: PRINCIPAL OFFICE

The initial principal office of the Association shall be located on or near the UCSD campus. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within California.

The Board of Directors may at any time establish branch offices at any place where the Association is qualified to do business.

### ARTICLE 4: NONPARTISAN ACTIVITIES

The Association has been formed under the California Nonprofit Public Benefit Corporation Law (the “Law”) for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Association shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

### ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of the Association are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this Association. On liquidation or dissolution, all remaining properties and assets of the Association shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

### ARTICLE 6: MEMBERSHIP

The Association shall not have any members within the meaning of Section 5056 of the California Corporations Code. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board. All rights that would otherwise vest in the members shall vest in the members of the Board of Directors. The Association

may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code; such persons, include, but are not limited to: (1) All individuals who have received an undergraduate, graduate or professional degree from the University of California given at San Diego; (2) All individuals who have successfully completed the equivalent of six quarters as a full time student at UCSD and who no longer are enrolled as an undergraduate, graduate or professional student at UCSD; or (3) Any other individuals so designated by the Board of Directors from time-to-time.

## ARTICLE 7: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Association to a management company, committee (however composed), or other person, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Numbers of Directors. The authorized number of directors of the Association shall not be less than thirty (30) nor more than sixty (60), until changed by amendment of these bylaws. The Board of Directors shall fix the exact number of directors from time to time, within these limits. Until changed by the Board, the authorized number of directors shall be sixty (60).

Section 3. Election, Designation, and Term of Office of Directors. The terms of office of members of the Board of Directors as of the effective date of the Second Amended and Restated Bylaws (the “Effective Date”) shall be three (3) years, coinciding with the Alumni Board of Director’s fiscal year. Except for the initial directors, the Board shall elect the directors at the annual board meeting..

- (a) Each elected member shall take office upon election.
- (b) Elected members shall serve no more than two (2) consecutive terms.
- (c) Elected members may be elected to the Board again after a one (1) year absence.
- (d) As a member who is elected to serve as President or President-Elect/Vice President but does not have sufficient term of years remaining to serve the term as President or President-Elect/Vice President, as the case may be, shall have his or her term of office extended through the applicable term. Likewise, if the immediate past President does not have a sufficient term of years remaining to serve on the Executive Committee pursuant to Article 10 Section 2, his or her term of office shall be so extended during the period he or she serves on the Executive Committee.

Section 4. Vacancies. A vacancy on the Board shall exist on the occurrence of the following: (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors; (c) an increase in the authorized number of directors; or (d) the failure of the directors, at any annual or other meeting of directors at which any director or directors are to be elected, to elect the full authorized number of directors.

The Board, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Article 7, Section 5, that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President, the Secretary, or the full Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the Association would then be left without a duly elected director in charge of its affairs.

Vacancies on the Board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Meetings. The Board of Directors shall hold an annual meeting at such time as is fixed by the Board of Directors for the purpose of electing directors and officers of the Association and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth below. Other regular meetings shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice. Meetings may be held at any place designated by resolution of the Board, or, if not designated, at the principal office of the Association. Special meetings shall be held at any place designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the Association. Notwithstanding the above, any meeting may be held at any place consented to in writing by all the directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting.

Any meeting may be held by conference telephone or other communications equipment permitted by the Law, as long as all directors participating in the meeting can communicate with one another and all other requirements of the Law are satisfied. All such directors shall be deemed to be present in person at such meeting.

The President, the Secretary, or any two (2) directors may call meetings of the Board at any time for any purpose. Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least forty-eight (48) hours

prior to the meeting. Additionally, notice of the meetings may be communicated by express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the Association, deposited in the mail or given to the express mail company or other carrier at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Action at a Meeting. Presence of a majority of the directors then in office or twenty percent (20%) of the authorized number of directors, whichever is greater, at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these bylaws, or the Law. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws or the Law.

Section 7. Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any 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. Such notice may be waived in the manner provided for in Article 7, Section 5 of these Bylaws.

Section 8. Action Without a Meeting. The Board of Directors may take any required or permitted action without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the Law.

Section 9. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances, as may be fixed or determined by resolution of the Board of Directors. Additionally, directors may not be compensated for rendering services to the Association in any capacity other than director, unless such compensation is reasonable and approved as provided in the Conflict of Interest Policy attached hereto as Attachment 1.

Section 10. Ex Officio Board Members. The persons holding the following UCSD positions shall be Ex Officio Board members, by virtue of their University appointments or support organization offices held: (a) UCSD Chancellor and (b) UCSD Associate Vice Chancellor of Alumni, Career, Annual Giving and Pipeline Development. Ex Officio members shall serve for so long as they hold their University appointments or support organization offices, whether it be for more or less than three (3) years.

## ARTICLE 8: STANDARD OF CARE

Section 1. General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Association whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence,

so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Association, or assets held by it, are dedicated.

Section 2. Loans. The Association shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that the Association may advance money to a director or officer of the Association or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Conflict of Interest. Members of the Board of Directors shall adhere to the Conflict of Interest Policy adopted by the Association's Board of Directors on June 7, 2013, which is attached hereto as Attachment 1 and is incorporated herein by this reference, as it may be amended from time-to-time.

Section 4. Indemnification. To the fullest extent permitted by law, the Association shall indemnify its "agents", as described in Section 5238(a) of the Law, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 9.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Association before final disposition of the proceeding upon receipt by the Association of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

The Association shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the Association, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## ARTICLE 9: COMMITTEES

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership corporation.
- (b) Fill vacancies on, or remove the members of, the Board of Directors or in any

committee that has the authority of the Board.

- (c) Fix compensation of the directors for serving on the Board or on any committee.
- (d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board of Directors or their members.
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the Association otherwise than in the usual and regular course of its business; or revoke any such plan.
- (h) Approve any self-dealing transaction, except as provided by Section 5233 of the Law.

No committee shall bind the Association in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 2. Standing Committees. The Board of Directors have determined that certain standing committees, with the rights, powers and authority set forth in Section 1, above, will be established. Those standing committees shall be:

(a) Nominations Committee. Prior to February 1 of each year, the Vice President/President-Elect shall appoint a Nominations Committee consisting of at least five (5) and not more than seven (7) individuals, two of whom need not be directors, and not more than two (2) of whom shall be officers of the Association. The Nominations Committee shall identify and recommend potential candidates for service on the Board of Directors.

(b) Executive Committee. The Executive Committee shall consist of the following members of the Board: (1) the officers of the Association; (2) the Executive Director of the Association; and (3) no more than seven (7) and no less than two (2) additional members of the Board of Directors, who shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Unless otherwise elected to serve on the Executive Committee, all members of the Board of Directors who have previously served as President of the Association shall serve as ex officio, non-voting members of the Executive Committee. The Executive Committee, except when the Board is in session, and except as its powers may be otherwise limited by the Board, shall have and may exercise the powers of the Board in the management of the business and affairs of the Association and may authorize the seal of the Foundation to be affixed to all papers which may require it. The Executive Committee shall also have the power of general supervision, management, and control of the business of the Association and over its several Officers. Any action which under the provisions of the Law may be taken at a meeting of the Executive

Committee, may be taken without a meeting if authorized by a writing signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the Association.

(c) Student-Campus Experience Committee. The Student-Campus Experience Committee shall consist of a group of alumni volunteers, including Board Members, that advises on the Association's relationships with the University in strengthening student connections and enhancing the alumni experience. The Vice President for Student-Campus Experience shall serve as chair of Student-Campus Experience Committee.

(d) Alumni Engagement Committee. The Alumni Engagement Committee shall consist of a group of alumni volunteers, including Board Members, that advises on the creation and management of programs and services to maximize alumni engagement. The Vice President for Alumni Engagement shall serve as chair of Alumni Engagement Committee. The Awards Committee is a standing subcommittee of the Alumni Engagement Committee, which shall identify and recommend potential candidates for the various awards and honors conferred on individuals or organizations by the Association. The chair of the Awards Committee shall be designated by the Executive Committee.

(e) Alumni Philanthropy Committee. The Alumni Philanthropy Committee shall consist of a group of alumni volunteers, including Board Members, that interfaces with the University in support of all campus fundraising efforts. The Vice President for Alumni Philanthropy shall serve as chair of Alumni Philanthropy Committee.

## ARTICLE 10: OFFICERS

Section 1. Officers. The officers of the Association shall be: a President; a Vice President/President-Elect; Vice President for Student-Campus Experience; Vice President for Alumni Engagement; Vice President for Alumni Philanthropy; a Secretary; a Treasurer; and such other officers as the Board of Directors shall determine. The President shall be, and the other officers of the Association may be, directors of the Association; provided, however, the Executive Director of the Association is ineligible to serve as an officer of the Association. The Board of Directors, in its discretion, may nominate and elect more than one individual to serve in each of the following positions Vice President for Student-Campus Experience, Vice President for Alumni Engagement, and Vice President for Alumni Philanthropy.

Section 2. Term of Office. The officers of the Association shall be elected by the Board of Directors and shall serve until the later of two (2) years or their successors are elected. Persons reelected to the same office may serve consecutive terms.

Section 3. Removal and Resignation. Any officer may resign, or may be removed, by the Board of Directors, at any time. Vacancies caused by death, resignation or removal of any officer shall be filled by appointment by the Board of Directors.

Section 4. President. Unless otherwise designated by the Board of Directors, the President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Board of Directors. If the President is not present, the Vice President/President-Elect and if the Vice President/President-Elect is not present, the Secretary may preside at any meeting that the President is unable to attend and shall otherwise act in the absence or upon disability of the President. The President shall receive and review reports from the officers and employees of the Association, and shall enforce the Bylaws and other regulations of the Association. The President shall have power to sign contracts and other instruments of the Association which are authorized and shall have general supervision and direction of all of the other officers, employees and agents of the Association. The President may delegate to a vice president such of the duties of the office of President as the President may from time to time determine.

Section 5. Vice President/President-Elect. If a Vice President/President-Elect shall be elected, he or she may act in the absence or upon disability of the President, and in so acting shall perform all duties of the President and shall have all powers of the President. The Vice President/President-Elect shall perform such other duties as may be delegated or assigned to him or her by the President or the Board of Directors.

Section 6. Secretary. The Secretary shall keep at the principal office of the Association a book of minutes of all meetings of directors, with the time and place of holding, how called or authorized, the names of those present at directors' meetings, and the proceedings thereof, and shall carry on any necessary correspondence.

Section 7. Treasurer. The Treasurer or his or her designee shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association, and an account of its cash and other assets, if any. Such books of account shall be at all reasonable time open to inspection by any director.

The Treasurer or his or her designee shall deposit all monies of the Association with such depositories as are designated by the Board of Directors and shall disburse the funds of the Association as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Association.

Section 8. Vice President for Student-Campus Experience. The Vice President for Student-Campus Experience shall serve as chair of the Student-Campus Experience Committee and lead a group of alumni volunteers, including Board Members, that advises on the Association's relationships with the University in strengthening student connections and enhancing the alumni experience. The Vice President for Student-Campus Experience shall also perform such other duties as may be delegated or assigned to him or her by the President or the Board of Directors.

Section 9. Vice President for Alumni Engagement. The Vice President for Alumni Engagement shall serve as chair of the Alumni Engagement Committee and lead a group of alumni volunteers, including Board Members, that advises on the creation and management of programs and services to maximize alumni engagement. The Vice President for Alumni Engagement shall also perform such other duties as may be delegated or assigned to him or her by the President or the Board of Directors.

Section 10. Vice President for Alumni Philanthropy. The Vice President for Alumni Philanthropy shall serve as chair of the Alumni Philanthropy Experience Committee and lead a group of alumni volunteers, including Board Members, that interfaces with the University in support of all campus fundraising efforts. The Vice President for Alumni Philanthropy shall also perform such other duties as may be delegated or assigned to him or her by the President or the Board of Directors.

#### ARTICLE 11: EXECUTIVE DIRECTOR

Section 1. Duties. The Executive Director shall serve as liaison between the Association and UCSD, and shall be the general manager of the affairs of the Association. He or she shall supervise, direct, and carry out the programs of the Association under the direction of the Board. He or she shall be custodian of all funds, books, and records of the Association and shall collect all membership gifts and assessments and other amounts owing to the Association and account for the same to the treasurer. The Executive Director shall be consultant to all committees subject to such conditions and limitations as may be prescribed from time to time by the president or the Board, and shall supervise, control and direct (including, but not limited to the hiring and discharging of) all employees of the Association, and shall perform such duties and exercise such other powers as the president or the Board may from time to time prescribe.

Section 2. Appointment of Executive Director. The Executive Director shall be appointed by and serve at the discretion of the Board and the UCSD Chancellor, or his or her representative.

#### ARTICLE 12: AFFILIATED ORGANIZATIONS

Section 1. Establishment and Organization. From time to time, as it is deemed desirable, by a majority vote of the Board present at a meeting at which a quorum is present, affiliated organizations may be chartered and supported by the Association to promote the interests of the Association. Each affiliated organization shall be under the control of a governing body chaired by the affiliated organization Chairperson. The affiliated organization Chairperson shall be given notice of and shall be entitled to attend all meetings of the Board.

An affiliated organization shall conform to such direction and policies established from time to time by the Board for the maintenance of such organization's business and finances. No affiliated organization may make any commitment binding upon the Association without the prior written approval of the Board. Each year, at the last regular meeting of the Board for the Association's fiscal year, each affiliated organization shall submit a report regarding the affiliated organization to the Board. Upon the disbanding, dissolution or termination of an affiliated organization, all cash or other property belonging to it shall be paid and transferred to the Association.

Section 2. Termination of Recognition. The Board may terminate official recognition of an affiliated organization and withdraw the privileges granted to it by this Article 12 at any time, with or without cause. Such action shall require the affirmative vote of two-thirds (2/3) of the Board.

#### ARTICLE 13: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Association.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Association with a value in excess of \$10,000, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Association, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the Association, shall be executed, signed, or endorsed by the President and by the Secretary or Treasurer or any assistant Secretary or assistant Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Association, or in special accounts of the Association, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. Loans. No loans or advances shall be contracted on behalf of the Association and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Association may execute and deliver any loan in the name of and on behalf of the Association.

#### ARTICLE 14: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. The Association shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The Association shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. The Association shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Association. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Association shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Association as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Preparation of Annual Financial Statements. The Association shall prepare annual financial statements using generally accepted accounting principles. The Association shall make these financial statements available to the California Attorney General and members of the public for inspection no later than nine (9) months after the close of the fiscal year to which the statements relate.

Section 5. Reports. The Board shall cause an annual report to be sent to all directors, within 120 days after the end of the Association's fiscal year, containing the following information:

- (a) The assets and liabilities, including the trust funds, of the Association at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenues or receipts of the Association, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year; and
- (e) The information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

#### ARTICLE 15: FISCAL YEAR

The Association's fiscal year shall begin on July 1st of each year and shall end on June 30th of the following year.

#### ARTICLE 16: AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with

explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

#### ARTICLE 17: CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the Association. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

#### ARTICLE 18: 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 a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary for the UC SAN DIEGO ALUMNI ASSOCIATION, a California nonprofit public benefit corporation, and the above Amendment to Third Amended and Restated Bylaws of UC San Diego Alumni Association was adopted by Board of Directors of the Association on February 16, 2018.

Executed on February 16, 2018, in La Jolla, California.

Diana G. Fakhrai

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Secretary

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