

FIFTH AMENDED AND RESTATED

BYLAWS

OF

UCSD ALUMNI ASSOCIATION

(A California Nonprofit Public Benefit Corporation)

ARTICLE 1: NAME

The name of this corporation is UCSD 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 UC San Diego and who no longer are enrolled as an undergraduate, graduate or professional student at UC San Diego; 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 twenty (20) nor more than thirty (30), 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 thirty (30)

Section 3. Election, Designation, and Term of Office of Directors. The terms of office of the Board of Directors shall be three (3) years, coinciding with the Alumni Board of Directors fiscal year. Except for the initial directors, the Board shall elect the directors at the annual board meeting.

- (a) Each elected director shall take office upon election.
- (b) Elected directors shall serve no more than two (2) consecutive terms.
- (c) Elected directors may be elected to the Board again after a one (1) year absence.
- (d) A director who is elected to serve as President or President-Elect/Vice President but

does not have a 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, in section 2, 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 directors 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 directors 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 Directors. The persons holding the following UC San Diego positions shall be Ex Officio Board Directors, by virtue of their University appointments or support organization offices held: (a) UC San Diego Chancellor (b) faculty representative and (c) UC Alumni Regent or Alumni Regent Designate. 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.

Section 11. Standing Guests. The following persons may be non-voting standing guests at meetings of the Board: (a) President, UC San Diego Student Foundation (b) President, Associated Students and (c) affiliated organization leaders.

ARTICLE 8: STANDARD OF CARE

Section 1. General. A director shall perform the duties of a director, outlined in Attachment 1, and 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 May 3, 2024, which is attached hereto as Attachment 2 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 4.

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. The recommendations of the Nominations Committee shall be submitted to the Board of Directors prior to the Annual Meeting. Elections shall be conducted at the Annual Meeting.
- (b) Executive Committee. The Executive Committee shall consist of the following members of the Board of Directors: (1) the officers of the Association; (2) the Chief Alumni Officer; 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 Engagement Committee. The Student Engagement Committee shall consist of a group of alumni volunteers, including directors, that advises on the Association's relationships with the University in strengthening student connections and enhancing the alumni experience. The Vice President for Student Engagement shall serve as chair of the Student Engagement Committee.
- (d) Alumni Engagement Committee. The Alumni Engagement Committee shall consist of a group of alumni volunteers, including directors, 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 directors, 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.

Section 3. Ad hoc Committees. The President or the Board of Directors by a vote of the majority directors then in office may establish ad hoc committees to carry out a specific objective or activity within a stated time frame. Ad Hoc Committees are disbanded once the specific objective has been accomplished. Such committees must be chaired by a Director of the Board and may include volunteer members.

ARTICLE 10: OFFICERS

Section 1. Officers. The officers of the Association shall be: a President; a Vice President/President-Elect; Vice President for Student Engagement; 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 Chief Alumni Officer 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 Engagement, 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 or his or her designee 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 Engagement. The Vice President for Student Engagement shall serve as chair of the Student Engagement Committee and lead a group of alumni volunteers, including Board Directors, that advises on the Association's relationships with the University in strengthening student connections and enhancing the alumni experience. The Vice President for Student 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 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 Directors, 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 Committee and lead a group of alumni volunteers, including Board Directors, 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: CHIEF ALUMNI OFFICER

Section 1. Duties. The Chief Alumni Officer shall serve as liaison between the Association and UC San Diego 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 Chief Alumni Officer shall be a 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. Each year, at the last regular meeting of the Board for the Association's fiscal year or as requested by the Board, the Chief Alumni Officer or Alumni Relations staff designated by the Chief Alumni Officer shall submit an alumni update report to the Board.

Section 2. Appointment of Chief Alumni Officer. The Chief Alumni Officer shall be appointed by and serve at the discretion of the Board and the UC San Diego 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. (Attachment 3) 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 Fifth Amended and Restated Bylaws of UC San Diego Alumni Association was adopted by Board of Directors of the Association on May 17, 2024.

Executed on 5/22/2024 in Los Angeles, California.

Janet Fisher

A handwritten signature in black ink that reads "Janet Fisher". The signature is written in a cursive style with a large initial "J" and "F".

Secretary

Board of Directors Responsibilities

The UC San Diego Alumni Board of Directors was formed by a group of early graduates in 1974. Today, the Board includes alumni representing various industries, backgrounds and five decades of graduating classes. The Board serves as representatives of UC San Diego's alumni, and together with staff, oversee the strategic development of programs and initiatives that advance UC San Diego in communities around the world. The Board is also committed to raising scholarships for ambitious and motivated students.

Mission:

The mission of the UC San Diego Alumni Association Board of Directors is to engage and connect alumni, students, and community members to advance UC San Diego across the globe as the premiere public institution.

Board Structure:

Directors serve three-year terms and serve no more than two consecutive terms. The Alumni Board has five standing committees, Executive Committee, Alumni Engagement, Student Engagement, Philanthropy and Nominations. Each Committee meets independently to set and work toward strategic goals.

- The Board meets quarterly (in-person and virtual).
- The Executive Committee meets monthly (virtual).
- Alumni Engagement, Student Engagement and Philanthropy Committees meet quarterly (virtual).
- Nominations Committee meets as needed (virtual).

Director Responsibilities:

- Directors will know the Association's mission, bylaws, key programs and services, and business and financial operations.
- Directors are expected to attend and actively participate in scheduled meetings, in person at least once per year (subject to campus guidance). Directors will become familiar with board governance basics.
- Directors are engaged volunteer leaders who will serve on at least one of the Board committees and actively participate and/or support other areas of campus.
- Directors' are encouraged to support UC San Diego through an annual philanthropic commitment at a personally appropriate level. Director support signals confidence in our mission and inspires broader alumni and community support. The expectation is 100% Board participation.

- Directors actively engage in the Association’s initiatives and support the strategic goals. This includes remaining actively engaged between meetings through participation in Alumni and university events and staying up-to-date on university news.
- Directors lead by example, remain engaged with the alumni community and talk openly and positively about UC San Diego and proactively encourage fellow alumni to support the university through leadership, service, advocacy and philanthropy.

Dear UC San Diego Alumni Board Directors,

In accordance with best practice and IRS non-profit governance regulations, the UC San Diego Alumni Board has Conflict of Interest and Ethics policies that require a response from each member, at the time of election and annually thereafter.

The contents of this document are:

- Conflict of Interest Policy (pages 1 – 4)
- Conflict of Interest Certification Form (page 5)
- Ethics Policy (pages 6 – 7)
- Ethics Policy Acknowledgment (page 7)

Attachments

- University of California Standards of Ethical Conduct*
- University of California Statement of Ethical Values*
- University of California San Diego Principles of Community*

Please review the Conflict of Interest and Ethics policies. Please return the signed Conflict of Interest certification and Ethics Acknowledgment forms to Diana Crews. If you have questions about any of these policies or forms, or would like to discuss a possible conflict of interest, please contact:

Natalee Ellars at nellars@ucsd.edu or 858-761-2371

Diana Crews at dicrews@ucsd.edu or 858-534-0263

Thank you in advance for your prompt and careful attention to this request.

We appreciate your time and dedication to the UC San Diego Alumni Board of Directors, and value your commitment to ensuring that best practices are in place in all matters of governance and compliance.

Kind Regards,

Natalee Ellars
Senior Executive Director Alumni Engagement

CONFLICT OF INTEREST POLICY

Policy on Conflicts of Interest and Disclosure of Certain Interests

General Statement

The University of California, San Diego is globally recognized as a premier public educational institution for research, education and public benefit. The ethical and legal obligations of the UC San Diego Alumni Board of Directors (“Board”) to act solely for the benefit of UC San Diego and the Board of Directors are critical. Board Directors owe a duty of loyalty to UC San Diego and the Alumni Board of Directors, which requires that they act in the best interests of the Board and UC San Diego and not in their personal or professional interests. Board Directors are recognized as reflective of the values of a public trust and, therefore, must avoid all actual, known or perceived conflicts of interest (collectively, “Conflicts”). This includes interactions with UC San Diego as well as between themselves and the community at large.

The Alumni Board of Directors has confidence in the loyalty and integrity of all its members. With a current emphasis being given the subject of conflicts of interest and public perception, it is important to emphasize the Board’s policy on this subject and to publish this statement as a guide to all of those individuals who might, by reason of their Board Directors duties, find themselves in a position where their personal and professional interests and relationships might conflict with that of UC San Diego or the Board. It is important that both the fact and the appearance of conflicting interests be avoided. This policy is intended to protect both UC San Diego and the Alumni Board of Directors by identifying and resolving Conflicts.

Policy Statement

This conflict of interest policy applies to the Alumni Board of Directors, both elected and appointed by virtue of their role at UC San Diego, and key employees.

It is the policy of the UC San Diego Alumni Board:

- to ensure that the above individuals are asked, at the time of election to the Board as well as annually, to review the conflict of interest policy, definitions, and to disclose any known conflicts; and
- to avoid conflicts of interest with Board Directors and refrain from transacting business with board directors or relatives of such Board Directors unless approved by the Board.

The Board’s standard procedures require that, without full and complete disclosure thereof, no Board Director shall have (i) any position with, or a substantial interest in, other business enterprises or (ii) relationships, including those which may exist with UC San Diego academic faculty, staff, students, UC San Diego donors or other Board Directors, which would conflict, or might reasonably be construed to conflict with, the proper performance of a Board Director’s duties or responsibilities, or those which might affect the independent judgment of a Board Director.

No policy statement can address specifically every conceivable situation that might entail a conflict of interest, but Directors will exercise due diligence to the best of their abilities to identify and disclose conflicts.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

Interested Person. Any Board Director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or relationships with other Board Directors or family members:

1. An ownership or investment interest in any entity with which the Board has a transaction or arrangement,
2. A compensation arrangement with the Board or with any entity or individual with which the Board has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Board is negotiating a transaction or arrangement.

The furnishing of goods, services or facilities to the Board without charge shall not be deemed to create a financial interest on the part of the person or entity furnishing the goods, services or facilities.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Family Member is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.

A Contract or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by the Board. The making of a gift to the Board is not a contract or transaction.

Managing Conflicts of Interest

A conflict of interest is a situation in which an interested person has a financial interest in a transaction or arrangement with the Board that is, or could be perceived as being, incompatible with the impartial, objective and effective performance of such person's duties to the Board. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and/or the members of appropriate committees with Board delegated powers, if any, considering the proposed transaction or arrangement.

I. Determining Whether a Conflict of Interest Exists.

- a. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists. Such disclosures and discussions shall be reflected in the minutes of the meeting.

II. Procedures for Addressing the Conflict of Interest

- a. If the Board determines it is appropriate and so requests, an interested person may make a presentation at the Board or committee meeting related to the provision of services to the Board. After the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee shall determine whether the Board can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Board Directors whether the transaction or arrangement is in the Board's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- e. A person who has a conflict of interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the contract or transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a Board Director has a conflict of interest when he or she stands for election as an officer or for re-election as a Board Director.

Examples

For the purposes of the policy, the following are examples of relationships that should be disclosed if the Board Director:

- a. owns in excess of 5% equity interest in any firm or entity to which the Board is indebted to; or
- b. is a member of any firm or entity that has been retained by the Board where the revenue received exceeds 5% of the firm's gross revenue.

As to Mutual Funds, the ownership test applies to the fund and not the securities owned by the fund.

Bank accounts need not be disclosed.

If there are relationships with companies that are of significant nature, that provide to the Board Director any benefits or opportunities different than those provided to the general public, they should be disclosed so that the Board can determine if there are possible conflicts to be discussed with the Alumni Board of Directors.

Records of Proceedings

The minutes of the Board and all committees with Board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Initial and Annual Statements

Each Board Director shall sign a statement at the inception of Board service and annually thereafter, which affirms such person:

1. Has received a copy of the conflicts of interest policy
2. Has read and understands the policy
3. Has agreed to comply with the policy
4. Understands that the UC San Diego Alumni Board is a tax-exempt charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Confidentiality

Board Directors may be privy to financial information and details pertaining to donors and gifts to the University. Board Directors agree to hold such information in trust and confidence, not to disclose the information, and not to use the information except to make decisions with direct respect to activities of the Board. No Board Director may disclose information that is available solely as a result of his/her affiliation with the Alumni Board of Directors.

**UC SAN DIEGO ALUMNI ASSOCIATION
CONFLICT OF INTEREST CERTIFICATION FORM
FISCAL YEAR 2024-2025**

I hereby certify that I have read and understand UC San Diego Alumni Association’s Conflict of Interest Policy.

To the best of my knowledge and belief, except as disclosed below, I do not have any interest that would constitute a conflict of interest hereunder, nor will I knowingly take any action that would constitute or appear to constitute a conflict of interest except upon matters that I have disclosed and for which I have received clearance from the Alumni Board to proceed (attach additional pages if necessary):

In all cases where a conflict exists, I shall recuse myself from voting on the applicable conflict of interest subject matter.

Signature

Print Name

Date

NOTE: In the event of an “exception” to the above declaration, The UC San Diego Alumni Board’s Executive Committee shall meet and record the Committee’s findings to this certification.

CODE OF ETHICS POLICY FY2024 - 2025

Purpose and Applicability

The Alumni Association Board of Directors has adopted this **Code of Ethics** to which its Directors must subscribe for purposes of guiding their service on the Board and while acting on behalf of the University of California, San Diego.

The UC San Diego Alumni Association is recognized as a non-profit public benefit charitable organization by both the Federal government and the State of California. The Board of Directors must adhere to certain statutory regulations and reporting requirements for nonprofits, and further agrees that it should adhere to nonprofit best practices.

General Standard

Alumni Association Directors agree to abide by the University of California [Statement of Ethical Values](#) and [Standards of Ethical Conduct](#) as attached and incorporated into this Code. While not all the provisions of the *Standards* are applicable to the Board of Directors, to the extent they are applicable either specifically to Directors' duties, or in spirit, the Board pledges to abide by them.

Code of Ethics

The UC San Diego Alumni Association affirms and subscribes to the following Code of Ethics:

Conduct: Directors shall conduct themselves in a manner that fosters personal integrity, excellence, accountability, and respect at all times.

Fair Dealing: Directors' business dealings will be conducted ethically and honestly.

Individual Responsibility and Accountability: Directors will be responsible to each other, the University, and the University's stakeholders both for their actions and their decisions not to act.

Respect for Others: Directors are committed to the principle of treating others with respect and dignity, and further, formally adopt *UCSD's Principles of Community* as attached and incorporated into this *Code*.

Compliance with Applicable Laws and Regulations: Directors will adhere to the laws and regulations applicable to nonprofit organizations in general, and specifically to those in their areas of responsibility and committee

assignment.

Compliance with Applicable University Policies, Procedures, and Other Forms of Guidance: The Alumni Association will transact all business ethically and honestly, and in conformance with applicable University and Board policies and procedures; accordingly, Directors will become familiar with those that are applicable to Board business. University and Board policies and procedures are designed to guide everyday responsibilities, to set minimum standards, and to give University community members notice of expectations

Conflict of Interest or Commitment: Directors who have certain professional or financial interests will disclose them to the Alumni Association annually, in compliance with applicable conflict of interest/conflict of commitment procedures. In all matters, Directors will take appropriate steps, including consultation if issues are unclear, to avoid both conflicts of interest and the appearance of such conflicts.

Internal Controls: The Board is responsible for ensuring adequate internal controls exist over the use and accountability of its funds.

Financial Reporting: The Board agrees that all published financial reports will make full, fair, accurate, timely, and understandable disclosures as required under generally accepted accounting principles for government entities (GASB), UC policy, and other requirements as they arise from time-to-time.

Distribution

A copy of this *Code* shall be distributed to, and affirmed by, each Board member annually, along with a request for conflict of interest disclosure.

I, _____, agree to adhere to the Code of Ethics as provided to me.

Signature: _____

Date: _____

University of California Standards of Ethical Conduct

Purpose

Pursuit of the University of California mission of teaching, research and public service requires a shared commitment to the core values of the University as well as a commitment to the ethical conduct of all University activities. In that spirit, the Standards of Ethical Conduct are a statement of our belief in ethical, legal and professional behavior in all of our dealings inside and outside the University.

Applicability

The Standards of Ethical Conduct apply to all members of the University community, including The Regents, Officers of The Regents, faculty and other academic personnel, staff, students, volunteers, contractors, agents and others associated with the University. Organizationally, the Standards apply to campuses, the National Laboratories, the Office of the President, the Division of Agriculture and Natural Resources, campus organizations, foundations, alumni associations and support groups.

1. Fair dealing

Members of the University community are expected to conduct themselves ethically, honestly and with integrity in all dealings. This means principles of fairness, good faith and respect consistent with laws, regulations and University policies govern our conduct with others both inside and outside the community. Each situation needs to be examined in accordance with the Standards of Ethical Conduct. No unlawful practice or a practice at odds with these standards can be justified on the basis of customary practice, expediency, or achieving a "higher" purpose.

2. Individual responsibility and accountability

Members of the University community are expected to exercise responsibility appropriate to their position and delegated authorities. They are responsible to each other, the University and the University's stakeholders both for their actions and their decisions not to act. Each individual is expected to conduct the business of the University in accordance with the Core Values and the Standards of Ethical Conduct, exercising sound judgment and serving the best interests of the institution and the community.

3. Respect for others

The University is committed to the principle of treating each community member with respect and dignity. The University prohibits discrimination and harassment and provides equal opportunities for all community members and applicants regardless of race, color, national origin, religion, sex, gender identity, pregnancy, physical or mental disability, medical condition (cancer-related or genetic characteristics), ancestry, marital status, age, sexual orientation, citizenship, or status as a covered veteran. Further, romantic or sexual relationships between faculty responsible for academic supervision, evaluation or instruction and their students are prohibited. The University is committed to creating a safe and drug free workplace. Following is a list of the principal policies and reference materials available in support of this standard:

1. The Faculty Code of Conduct
2. Academic Personnel Policy Manual
3. The Faculty Handbook
4. Personnel Policies for Staff Members
5. Policies Applying to Campus Activities, Organizations and Students
6. Policy on Sexual Harassment and Procedures for Responding to Reports of Sexual Harassment
7. University policies on nondiscrimination and affirmative action
8. Campus, laboratory and Office of the President Principles of Community

The University's health sciences enterprises are committed to the ethical and compassionate treatment of patients and have established policies and statements of patient rights in support of this principle.

4. Compliance with applicable laws and regulations

Institutions of higher education are subject to many of the same laws and regulations as other enterprises, as well as those particular to public entities. There are also additional requirements unique to higher education. Members of the University community are expected to become familiar with the laws and regulations bearing on their areas of responsibility. Many but not all legal requirements are embodied in University policies. Failure to comply can have serious adverse consequences both for individuals and for the University, in terms of reputation, finances and the health and safety of the community. University business is to be conducted in conformance with legal requirements, including contractual commitments undertaken by individuals authorized to bind the University to such commitments.

The Office of the General Counsel has responsibility for interpretation of legal requirements.

5. Compliance with applicable university policies, procedures and other forms of guidance

University policies and procedures are designed to inform our everyday responsibilities, to set minimum standards and to give University community members notice of expectations. Members of the University community are expected to transact all University business in conformance with policies and procedures and accordingly have an obligation to become familiar with those that bear on their areas of responsibility. Each member is expected to seek clarification on a policy or other University directive he or she finds to be unclear, outdated or at odds with University objectives. It is not acceptable to ignore or disobey policies if one is not in agreement with them, or to avoid compliance by deliberately seeking loopholes.

In some cases, University employees are also governed by ethical codes or standards of their professions or disciplines - some examples are attorneys, auditors, physicians and counseling staff. It is expected that those employees will comply with applicable professional standards in addition to laws and regulations.

6. Conflicts of interest or commitment

Employee members of the University community are expected to devote primary professional allegiance to the University and to the mission of teaching, research and public service. Outside employment must not interfere with University duties. Outside professional activities, personal financial interests, or acceptance of benefits from third parties can create actual or perceived conflicts between the University's mission and an individual's private interests. University community members who have certain professional or financial interests are expected to disclose them in compliance with applicable conflict of interest/conflict of commitment policies. In all matters, community members are expected to take appropriate steps, including consultation if issues are unclear, to avoid both conflicts of interest and the appearance of such conflicts.

7. Ethical conduct of research

All members of the University community engaged in research are expected to conduct their research with integrity and intellectual honesty at all times and with appropriate regard for human and animal subjects. To protect the rights of human subjects, all research involving human subjects is to be reviewed by institutional review boards. Similarly, to protect the welfare of animal subjects, all research involving animal subjects is to be reviewed by institutional animal care and use committees. The University prohibits research misconduct. Members of the University community engaged in research are not to: fabricate data or results; change or knowingly omit data or results to misrepresent results in the research record; or intentionally misappropriate the ideas, writings, research, or findings of others. All those engaged in research are

expected to pursue the advancement of knowledge while meeting the highest standards of honesty, accuracy, and objectivity. They are also expected to demonstrate accountability for sponsors' funds and to comply with specific terms and conditions of contracts and grants.

8. Records: Confidentiality/privacy and access

The University is the custodian of many types of information, including that which is confidential, proprietary and private. Individuals who have access to such information are expected to be familiar and to comply with applicable laws, University policies, directives and agreements pertaining to access, use, protection and disclosure of such information. Computer security and privacy are also subject to law and University policy.

Information on the University's principles of privacy or on specific privacy laws may be obtained from the respective campus or laboratory information privacy office.

The public right to information access and the individual's right to privacy are both governed by state and federal law, as well as by University policies and procedures. The legal provisions and the policies are based upon the principle that access to information concerning the conduct of the people's business is a fundamental and necessary right of every person, as is the right of individuals to privacy.

9. Internal controls

Internal controls are the processes employed to help ensure that the University's business is carried out in accordance with these Standards, University policies and procedures, applicable laws and regulations and sound business practices. They help to promote efficient operations, accurate Financial reporting, protection of assets and responsible fiscal management. All members of the University community are responsible for Internal controls. Each business unit or department head is specifically responsible for ensuring that Internal controls are established, properly documented and maintained for activities within their jurisdiction. Any individual entrusted with funds, including principal investigators, is responsible for ensuring that adequate Internal controls exist over the use and accountability of such funds. The University has adopted the principles of Internal controls published by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission.

10. Use of university resources

University resources may only be used for activities on behalf of the University. They may not be used for private gain or personal purposes except in limited circumstances permitted by existing policy where incidental personal use does not conflict with and is reasonable in relation to University duties (e.g. telephones). Members of the University community are expected to treat University property with care and to adhere to laws, policies and procedures for the acquisition, use, maintenance, record keeping and disposal of University property. For purposes of applying this policy, University resources is defined to include but not be limited to the following, whether owned by or under the management of the University (for example, property of the federal government at the National Laboratories):

1. Cash, and other assets whether tangible or intangible; real or personal property;
2. Receivables and other rights or claims against third parties;
3. Intellectual property rights;
4. Effort of University personnel and of any non-University entity billing the University for effort;
5. Facilities and the rights to use of University facilities;
6. The University's name;
7. University records, including student and patient records; and

8. The University information technology infrastructure.

11. Financial reporting

All University accounting and financial records, tax reports, expense reports, time sheets and effort reports, and other documents including those submitted to government agencies must be accurate, clear and complete. All published financial reports will make full, fair, accurate, timely and understandable disclosures as required under generally accepted accounting principles for government entities, bond covenant agreements and other requirements. Certain individuals with responsibility for the preparation of financial statements and disclosures, or elements thereof, may be required to make attestations in support of the Standards.

12. Reporting violations and protection from retaliation

Members of the University community are strongly encouraged to report all known or suspected improper governmental activities (IGAs) under the provisions of the Policy on Reporting and Investigating Allegations of Suspected Improper Governmental Activities (Whistleblower Policy). Managers and persons in supervisory roles are required to report allegations presented to them and to report suspected IGAs that come to their attention in the ordinary course of performing their supervisory duties. Reporting parties, including managers and supervisors, will be protected from retaliation for making such a report under the Policy for Protection of Whistleblowers from Retaliation and Guidelines for Reviewing Retaliation Complaints (Whistleblower Protection Policy).

Downloaded on 4/5/2024 (<https://www.ucop.edu/ethics-compliance-audit-services/compliance/standards-of-ethical-conduct.html>)

UC SAN DIEGO PRINCIPLES OF COMMUNITY

The University of California, San Diego is dedicated to learning, teaching, and serving society through education, research, and public service. Our international reputation for excellence is due in large part to the cooperative and entrepreneurial nature of the UC San Diego community. UC San Diego faculty, staff, and students are encouraged to be creative and are rewarded for individual as well as collaborative achievements.

To foster the best possible working and learning environment, UC San Diego strives to maintain a climate of fairness, cooperation, and professionalism. These principles of community are vital to the success of the University and the well being of its constituents. UC San Diego faculty, staff, and students are expected to practice these basic principles as individuals and in groups.

- We value each member of the UC San Diego community for his or her individual and unique talents, and applaud all efforts to enhance the quality of campus life. We recognize that each individual's effort is vital to achieving the goals of the University.
- We affirm each individual's right to dignity and strive to maintain a climate of justice marked by mutual respect for each other.
- We value the cultural diversity of UC San Diego because it enriches our lives and the University. We celebrate this diversity and support respect for all cultures, by both individuals and the University as a whole.
- We are a university that adapts responsibly to cultural differences among the faculty, staff, students, and community.
- We acknowledge that our society carries historical and divisive biases based on race, ethnicity, sex, gender identity, age, disability, sexual orientation, religion, and political beliefs. Therefore, we seek to foster understanding and tolerance among individuals and groups, and we promote awareness through education and constructive strategies for resolving conflict.
- We reject acts of discrimination based on race, ethnicity, sex, gender identity, age, disability, sexual orientation, religion, and political beliefs, and, we will confront and appropriately respond to such acts.
- We affirm the right to freedom of expression at UC San Diego. We promote open expression of our individuality and our diversity within the bounds of courtesy, sensitivity, confidentiality, and respect.
- We are committed to the highest standards of civility and decency toward all. We are committed to promoting and supporting a community where all people can work and learn together in an atmosphere free of abusive or demeaning treatment.
- We are committed to the enforcement of policies that promote the fulfillment of these principles.

We represent diverse races, creeds, cultures, and social affiliations coming together for the good of the University and those communities we serve. By working together as members of the UC San Diego community, we can enhance the excellence of our institution.

These policies include but are not limited to Academic Personnel M015 – The University of California Policy on Faculty Conduct and the Administration of Discipline; The University of California Personnel Policies for Staff Members and UC San Diego Implementing Procedures, Appendix II – Personnel Policies for Senior Managers; the University of California, San Diego Student Conduct Code; UC San Diego House Officer Policy and Procedure Document; and applicable university collective bargaining agreements. For further information or inquiries, contact the Director of the Office of Academic Diversity and Equal Opportunity, the Director of ACCES and the office of Equal Opportunity/Staff Affirmative Action, and/or the Director of the Office for the Prevention of Harassment and Discrimination. To the extent that any information presented in this document is interpreted as being in conflict with

University policies, procedures, or applicable collective bargaining agreements the terms of those University policies, procedures, and agreements shall govern.

**UC San Diego Alumni Association Board of Directors
Affiliated Organizations
FY 2024-2025**

Alumni Councils

- Asian Pacific-Islander Alumni Council
- Black Alumni Council
- Pilipino/a/x Alumni Council
- Chicanx Latinx Alumni Council
- LGBTQ+ Alumni Council
- Veteran Alumni Council

Special Interest

- Golden Triton Society
- Advocacy
- UC San Diego Staff and Faculty Alumni
- Graduates of the Last Decade (GOLD) Steering Committee

Regional Clubs

Atlanta

Austin

Chicago

Dallas

Denver

Hawaii

Houston

Minnesota-Twin Cities

Nashville

New York

Seattle

Washington, D.C.

California

- Fresno
- Los Angeles
- Oakland
- Orange County
- Sacramento
- San Diego
- San Francisco

- San Luis Obispo
- Silicon Valley

International

- Bangkok
- Beijing
- Germany
- Guangzhou
- Hong Kong
- Israel
- Jakarta
- Japan
- Korea
- Shanghai
- Shenzhen
- Singapore
- Spain
- Taiwan
- United Kingdom
- Vietnam