

# **UCLA FACULTY CENTER ASSOCIATION BYLAWS**

## **Revised August 2022**

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## **ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is "UCLA Faculty Center Association, Inc." (hereinafter called "the Association"). The principal place of business is in the City of Los Angeles, County of Los Angeles, State of California.

## **ARTICLE II. PURPOSE**

The Association is a non-profit 501-c-7 social club serving the UCLA faculty, staff, alumni, and the broader UCLA community. The Association operates a facility at 480 Charles E. Young Drive East on the UCLA campus that enables members to meet both formally and informally, thus facilitating intellectual, educational, research, social, and interdisciplinary interchange and engagement that contribute to a sense of community. The Association, operating as the UCLA Faculty Club, strives to offer a congenial setting:

- For members to gather and enjoy each other's company, along with fine food and drink, throughout the day as a means to promote collegiality and social interaction,
- For conferences, exchange of ideas, enjoyment of the arts, and celebrations of special occasions, and
- For members to host students, post-doctoral scholars, other colleagues, and guests, thereby facilitating cross-generational intellectual exchange, research collaborations, and social ties.

## **ARTICLE III. MEMBERSHIP**

### **A. CATEGORIES OF MEMBERSHIP**

There shall be two broad categories of membership, with separate subcategories within each. The Board of Governors may add new categories and subcategories.

#### **1. CORE MEMBERSHIP**

- a. Academic: All faculty and other academic appointees, including adjunct, acting, in residence, and clinical faculty, lecturers, librarians, postdoctoral scholars, and those holding similar appointments.
- b. Staff: All non-academic employees.
- c. Emeriti/Retiree: Members who are retired and who at any time during their employment were eligible for Academic or Staff membership.
- d. Inherited: Surviving spouses of deceased members in subcategory a., b., or c. above who belong to the founding organizations the Faculty Women's Club or the Emeriti Association.
- e. Honorary: Honorary Life Membership may be granted in recognition of outstanding service to the University of California or the Faculty Club, or to persons who make substantial contributions to the Association. Honorary membership requires nomination and approval by the Board of Governors.

## 2. ASSOCIATE MEMBERSHIP

- a. UC Board of Regents: Past or current members of the Board of Regents of the University of California.
- b. Chancellor's Society: Members of the Chancellor's Society who are not eligible for other forms of membership.
- c. Alumni: Alumni from any UCLA program and from any time.
- d. Affiliate:
  - (1) Spouses or domestic partners of core members.
  - (2) Surviving spouses, domestic partners, and children of deceased core members
  - (3) Previous spouses of present or former core members who have been members for at least six years.
  - (4) Parents of UCLA students (any school, any year).
  - (5) Local community residents.
  - (6) Owners and operators of local business establishments.
  - (7) Former core members whose connection with UCLA was terminated by circumstances other than retirement and therefore ceased to be core members.
  - (8) Faculty and distinguished scholars visiting UCLA.
  - (9) Officers and professional administrative staff from other colleges and universities can become temporary members during their time at UCLA.
- e. Organizational: UCLA units, alumni or affiliate organizations, alumni clubs representing other universities, and local community organizations.

### **B. MEMBERSHIP DUES AND FEES**

- 1. The Board of Governors shall determine membership dues, any additional fees, and the manner of collection of such dues and fees.
- 2. Emeriti/Retiree members will pay reduced monthly dues in an amount to be determined by the Board of Governors.

### **C. SPECIAL REGULATIONS**

- 1. Members must pay dues from the first day of the month in which they join.
- 2. Members whose accounts are delinquent for sixty days shall be reminded by the general manager. A service charge, to be determined by the Board of Governors, may be added to accounts delinquent for more than sixty days. In extreme cases of continued delinquency, the Board of Governors shall have the authority to terminate membership. Members who are so terminated may be reinstated by petition to the Board of Governors and by payment of the delinquent account.
- 3. Members of faculty clubs on other campuses of the University of California may use the facilities without payment of membership fees or dues.

4. Members who will be officially absent from the campus for at least one quarter may be exempt from payment of all dues for the period involved upon advance written notification to the general Manager. This provision does not apply to sabbaticals in residence or to the summer months.
5. Members may resign at any time by notifying the general manager in writing. The resignation shall become effective at the end of the month of receipt of notice. The member resigning shall remain liable for all charges incurred and shall not be entitled to the return of any portion of fees or dues theretofore paid by the member. The Board of Governors may specify conditions for reinstatement of former members.

#### **D. PROPERTY**

No individual member has any right, title, or interest whatsoever in any property that is now held or may hereafter be acquired by the Association.

### **ARTICLE IV. BOARD OF GOVERNORS AND OFFICERS**

#### **A. BOARD OF GOVERNORS**

1. The Board of Governors is the governing body of the Association. Its members are fiduciaries, who advocate for the fulfillment of the Association mission and goals by adopting sound, ethical, and legal governance and financial management policies. The Board may retain a general manager, to serve as the chief operating officer, delegating the management of daily operation to the club to the general manager and requiring the general manager to report regularly to the Board. See other sections of these Bylaws for more details.
2. Composition of the Board of Governors. The Board of Governors shall have fifteen voting members: the president, president-elect, secretary, treasurer, immediate past president, six members elected at large, one representative from each of the two Founding organizations: the UCLA Faculty Women's Club and the UCLA Emeriti Association, and two ex-officio representatives appointed by the UCLA administration. Each member shall have the privilege of voting on any matter considered by the Board of Governors.
3. Membership Requirement. All members of the Board of Governors must be members in good standing for the duration of the member's service on the Board of Governors.
4. Compensation. No member of the Board of Governors is to be compensated for service on the Board of Governors, either by the Association or by the University. Should any member of the Board of Governors incur personal expenses directly related to service provided to the Board of Governors, such member may be entitled to reimbursement for such expenses.

5. Representation to the Office of the Chancellor. The representation of the interests and activities of the Association to the Office of the Chancellor is the responsibility of the Board of Governors. The responsibility to provide regular or periodic updates to the Office of the Chancellor about the Association's activities or to review business operations or capital proposals resides with the president of the Association and other officers as designated by the president.

## **B. OFFICERS**

1. The officers of the Association shall be the president, the president-elect, the immediate past president, the treasurer, the secretary, and such subordinate officers as the Board of Governors may appoint.
2. The president, as principal officer of the Association, shall supervise and control the activities of the Association. The President or designee shall be responsible for carrying out the policies of the Association. When present, the president shall preside over all meetings of the Board of Governors.
3. President-elect. The president-elect shall have such powers and duties as may be assigned or delegated by the president or the Board of Governors. In the absence of the president, the president-elect shall perform all the duties and have all the authority of the president.
4. Immediate past president. The immediate past president shall have such powers and duties as may be assigned or delegated by the president or the Board of Governors. In the absence of the president and the president-elect, the immediate past president shall perform all the duties and have the authority of the president.
5. Secretary. The secretary shall keep a full and accurate record of all meetings of the Board of Governors and provide such record to the office of the general manager, which office shall maintain all books and papers belonging to the Association. The secretary, at the direction of the president, shall give or cause to be given notice of all meetings of the Board of Governors and all other notices required by law or these Bylaws. The secretary shall serve as the parliamentarian for the Board of Governors and shall be the final authority with respect to the Board of Governor's adherence to the procedures set forth in these Bylaws or related documents. The secretary shall have such further duties and powers as may be assigned or delegated by the Board of Governors. In the event that the secretary is unable to attend a meeting of the Board of Governors, the secretary shall arrange for a substitute from among the members of the Board of Governors.
6. Treasurer. The treasurer shall serve as chair of the Finance Committee of the Board of Governors overseeing the administration and management of the Association's assets and liabilities, on behalf of the Board of Governors. In this capacity, the treasurer shall have knowledge of basic financial principles, and the qualifications needed to fulfill

the responsibilities and duties of fiscal oversight of the Association, as specified in these Bylaws below.

7. The officers of the Association form the Executive Committee.

#### **C. GENERAL MANAGER**

1. The Board of Governors may retain the services of a general manager to serve as the day-to-day operating manager for the club, although the Board of Governors reserves the right to adopt other management structures for the Association.
2. The general manager shall be an employee of the University of California and not an employee of the Association but shall be assigned by the University to the Board of Governors. All aspects of the employment of the general manager, including but not limited to matters such as recruitment and selection, compensation and benefits, evaluation, and leave/termination shall conform to the standard and published policies of the University of California for all equivalent management personnel. The general manager shall not be hired by the University unless the Board of Governors has recommended such an action.
3. The general manager shall report to the Board of Governors for all day-to-day operations of the club.
4. The general manager is not a voting member of the Board of Governors but is expected to attend all meetings of the Board of Governors in their entirety, except for members-only executive sessions, so long as the general manager's employment is in good standing. Excused absences are permitted with prior authorization of the president and for reasonable emergencies (as determined by the president). If approved by the president, the general manager may send a designee during an approved absence or emergency.
5. Unless otherwise authorized or instructed by the Board of Governors or by the Executive Committee of the Board of Governors, the general manager is not authorized to be the Association's liaison with the Office of the Chancellor. The general manager, however, is expected to interface on a regular basis with UCLA administrative units to ensure coordination of business systems with the rest of the UCLA campus.

#### **D. MEETINGS OF THE BOARD OF GOVERNORS**

1. Schedule of Business Meetings. The Board of Governors shall have regularly scheduled monthly business meetings at least eight times per year. In addition to the eight regularly scheduled monthly business meetings, a special transitional meeting shall be held at the beginning of the Board year that will focus on the orientation of newly elected or newly appointed members, as well as agree upon Board of Governors procedures and appointments for the academic year. Unless otherwise agreed upon by majority approval of the Board of Governors at its first regularly scheduled business meeting of the Academic year, the monthly schedule of Board of Governor's meetings for the fiscal year

shall begin at 4:00 pm on the third Thursday of each month, either at the facility managed by the Association or at another location as determined by the president. The schedule (date/time) and location of all meetings of the Board of Governors for the following year shall be posted on the website by the general manager by the beginning of the member term year.

2. **Quorum.** A majority of the fifteen members of the Board of Governors present shall constitute a quorum. Unless otherwise specified in these Bylaws, a simple majority of those present and voting is required for a matter to be approved by the Board of Governors. A member may be considered present if she/he is not attending the meeting in person but is actively participating by telephone or videoconference. If, in the sole opinion of the president or, in the absence of the president, the officer conducting the meeting, a Board of Governors meeting ceases to have a quorum present and participating, discussion among Board of Governors members may continue but no business items shall be considered for action.
3. **Open nature of meetings.** Notwithstanding the fact that the Association is a private corporation, the Board of Governors agrees that its meetings are open for observation by members and, if approved in advance by the Board of Governors, by specifically named other individuals who are not members, as guests of the Board of Governors. Attendance by accredited members of the media is at the sole discretion of the Board of Governors.
4. **Comment period.** The Board of Governors shall dedicate a portion of each business meeting, not to exceed a cumulative 15 minutes, to permit members and University employees assigned to the Association to address the Board of Governors. No single individual shall be permitted to speak more than three minutes and, if more than five individuals sign up in advance to speak, the maximum time allotted per speaker may be reduced. The procedures used for the sign-up process, including advance notice and advance sign-up, shall be posted on the website.
5. **Executive session.** Notwithstanding the fact that the Association is a private corporation, the Board of Governors shall follow the same general guidelines used by the University as to which categories of actions are to be discussed in executive session, e.g., personnel appraisals, contract negotiations (including leases), etc. Two types of executive session may be convened:
  - a. **General Executive Session** - which shall be limited to the members of the Board of Governors, plus the general manager and any other University of California employee approved by a majority of the Board of Governors members in attendance to be present for the Executive Session; or
  - b. **Members-only Executive Session** - which shall be limited only to the current members of the Board of Governors and not include the general manager or any other individual.

- c. The minutes of the executive session, as recorded by the secretary, shall be limited to any action taken by the Board of Governors and shall be made part of the meeting minutes made available for public review in the office of the general manager. The minutes of any actions taken in executive session shall not include the actual tally of the vote on the action.
- 6. Agendas. The proposed agenda for each meeting of the Board of Governors shall be submitted by the president to members of the Board of Governors and the general manager at least three (3) calendar days in advance of each scheduled business meeting.
  - a. Any member of the Board of Governors wishing to place a matter on the agenda of any meeting, in either regular session or executive session or for action or for discussion, must notify the president in writing or via email immediately following the meeting of the Executive Committee preceding the next regular business meeting.
  - b. The president has the final authority as to whether any matter is to be included in the agenda published in advance, but, subject to majority approval by the members present and voting at a Board of Governors meeting, any item may be added to the agenda at the start of the business meeting.
  - c. The agenda for a regularly scheduled meeting of the Board of Governors shall be published on the website and posted on a bulletin board in the facilities at least 48 hours in advance of the meeting.
  - d. Supporting materials for any and all agenda items - including but not limited to (i) the minutes of a previous meeting; (ii) financial reports; and (iii) proposed budgets - shall be prepared by the officers and committees and made available to all Board of Governors members at the meeting.
- 7. Special Meetings. A special meeting of the Board of Governors may be called in either of two ways:
  - a. By the president, providing at least 72 hours' notice, either by telephone, email, or written communication, before the scheduled time/date of the special meeting.
  - b. Upon request of four or more members of the Board of Governors sent to the president by email or written communication, with at least 72 hours' notice before the scheduled time/date of the special meeting.
  - c. The agenda for a special meeting is to be published on the website at least 24 hours in advance of the time/date of the meeting. No other business may be transacted at a special meeting except for the business specified on the agenda published for the special meeting.



8. Minutes. Upon preparation by the secretary, the minutes of the prior meeting shall be distributed electronically not less than 48 hours in advance to all members prior to the next meeting. Unless otherwise modified by the Board of Governors at the next meeting, the minutes for the previous meeting shall then be posted on the member-only section of the Club's website and archived for future reference.
9. Recordings. No audio or video recording of any meeting of the Board of Governors shall be made unless approved in advance by at least three-fourths of the members of the Board of Governors.
10. Orientation. The president shall arrange a substantive orientation meeting prior to the first business meeting of the academic year, to be provided for all newly elected and appointed members of the Board of Governors, as well any continuing members also interested. With the assistance of the general manager, the orientation may include an on-site tour of the facilities, the history of the Association since its beginning in 1959, and a general overview of the financial affairs and major issues of the Association. Such orientation meetings are not open to the public, to the members of the Association, or to the University employees assigned to the Association, unless otherwise explicitly authorized by the Executive Committee.

## **E. DUTIES OF THE BOARD OF GOVERNORS**

The powers and duties of the Board of Governors, consistent with the Articles of Incorporation and the law, are:

1. Rules and regulations; policies. The Board of Governors may adopt regulations, consistent with the law or the Articles of Incorporation, regarding services at the club, use of the club, provisions regarding visitors and guests of members, and any other matters concerning the operation of the club and the business of the Association. All such rules, regulations, and policies, as well as any future amendments or revisions, shall be published in both written and electronic format and included on the website. Board of Governors rules, regulations and policies shall be considered to be a companion document to these Bylaws and have the force and effect of bylaws. The Board of Governors only may adopt, amend, make an exception to, or rescind a Board of Governors rule, regulation, or policy at any regular meeting by an affirmative vote of not less than eight (8) voting members, provided that notice of the action, including a draft thereof, is given at the previous regular meeting.
2. Duties with respect to Personnel.
  - a. Unless otherwise agreed by the Association and UCLA, all regular employees shall be University of California employees who are assigned to the Association, except for any short-term labor hired by the Association on a contract basis for special events, as permitted by University of California policy.

- b. The Board of Governors will consult with the Personnel Committee and the Finance Committee regarding any merit increase or reclassification for the general manager. Any merit increase or reclassification proposal by the Personnel and Finance Committees shall be accompanied by the annual evaluation of the general manager's performance for the preceding fiscal year and reflected in the proposed FY budget.
  - c. The Board of Governors shall review and approve, not later than the April meeting, information submitted by the Finance Committee, based on one or more reports to be prepared by the general manager. The information shall be part of the regular budget submittal for the following fiscal year, and shall include appropriate analytical information for at least the preceding three years regarding:
    - i. staffing levels, including the number of positions budgeted and filled;
    - ii. compensation and benefit cost trends; and
    - iii. retention of short-term, contract labor for special events, including the number of individuals so hired, the number of hours provided by such individuals, and the amount paid to such individuals.
  - d. The personnel policies of the University of California shall be applied to all University employees assigned to the Association, and all work rules will conform to these policies.
3. Appointment of Committees. The Board of Governors may appoint committees, and delegate powers to committees as described in Section F. below.
4. Communications with Membership. The Board of Governors shall take all steps necessary, in conjunction with the general manager as appropriate, to ensure the development of appropriate information technology communication systems on behalf of the membership, including, but not limited to: (a) an information website, updated on a regular periodic basis set forth by the Board of Governors; and (b) publication of on-line billing information/member statements. Such information technology systems may include a partnership with appropriate UCLA offices. The Board of Governors shall see to it that the club also publishes a periodic newsletter, at least quarterly, both in electronic and paper format for distribution to the members and, as appropriate, to other parts of the UCLA community.
5. Amendment of Bylaws. The Board of Governors may change or amend the Bylaws of the Association. Proposed amendments shall be distributed to members of the Board in advance of the meeting at which they are to be considered, and their adoption shall require a positive vote by two-thirds of the members present. Any amendment adopted shall be posted in the club and on the website. If the changes are extensive, the notice posted in the club may be limited only to a summary of the changes, referring any member who may be interested to the website for the details of the changes.
6. Financial reviews. The finances of the Association shall receive annual independent

review and other reviews as deemed necessary by the Board of Governors.

7. To perform the usual duties of the Board of Governors of a non-profit corporation, in conformance with any University of California policies for the activities of non-profit corporations operating on University property or in support of University activities.

## **F. COMMITTEES OF THE BOARD OF GOVERNORS**

The following committees of the Board of Governors are established as standing committees of the Board of Governors.

1. Executive Committee, which shall also serve as the Rules Committee and Negotiating Committee.
2. Finance Committee
3. Personnel Committee
4. Member Engagement Committee
5. Nominations and Elections Committee
6. Fundraising Committee

All members of the Board of Governors are expected to serve on at least one standing committee. No member of the Board of Governors shall serve on more than three committees, except for the president who is an ex-officio member of each standing committee.

The general manager is a non-voting member of each standing committee. The general manager or her/his designee is expected to attend standing committee meetings and is expected to provide on a timely basis in advance all documents, materials, and information requested by the chair of the committee.

Each standing committee may establish its own rules of procedure to govern its meetings and its review of Association business. However, the presence of a majority of the members of a committee is required for that committee to act. Any rules of procedure that shall last beyond the meeting during which they are established shall be identified as such, and upon being established, must be forwarded to the Executive Committee for review and inclusion with the governing documents of the Board of Governors.

Each standing committee shall review and make recommendations on matters which are within its authority as set forth in these Bylaws and which may be referred to it by the Board of Governors. Unless otherwise provided by these Bylaws, the chair and other members of each standing committee other than the Executive Committee shall be selected by the president not later than the first regular meeting of the Board of Governors at the beginning of the Academic year.

Meetings of any standing committee are open to all members of the Board of Governors, but only the members of the standing committee may vote on any item being considered by the standing committee. Meetings of standing committees are not open to members, University employees assigned to the Association, or to members of the public or media. The attendance of such individuals is permitted at the meeting of the full Board of Governors at which the action

of the standing committee is presented to the full Board of Governors for approval or discussion.

1. Executive Committee

- a. The term of the Executive Committee shall be 12 months, from September 1 until August 31 of the following year.
- b. The Executive Committee consists of five (5) members: the president; the past president; the president-elect; the treasurer; and the secretary.
- c. The responsibilities of the Executive Committee shall be:
  - 1). To act in place of the Board of Governors as necessary between regular and special meetings of the Board of Governors; provided, however, that the Executive Committee shall not:
    - i. Fill vacancies on the Board of Governors,
    - ii. Amend or repeal these Bylaws, or adopt any new Bylaws, or
    - iii. Amend, rescind, or make an exception to a Board of Governors Policy, or adopt a new Board of Governors Policy.
  - 2). To consult with the general manager upon his/her request.
- d. Any decisions or actions taken by the Executive Committee shall be communicated individually by the president to all other members of the Board of Governors via electronic or written means within five business days after the meeting of the Executive Committee and also reported to the Board of Governors at its next regular meeting. In the absence of any formal action, acceptance of the Executive Committee Report shall be construed as approval.
- e. The Executive Committee shall also serve as the Conduct Committee and hear, discuss, and resolve any issues regarding attendance, participation or conduct of members of the Board of Governors. If the individual member whose activity is being discussed is a member of the Executive Committee, that individual shall not participate or attend the meeting of the Executive Committee at which that discussion is scheduled to occur. The responsibility of the Conduct Committee shall be the investigation of reports of any Board of Governors member's misconduct, as specified in Article V, Section C below. Upon a finding of proper basis for further action, the Conduct Committee shall make recommendations to the Board of Governors for censure or removal from the Board of Governors.

2. Finance Committee

- a. The Finance Committee shall be composed of at least three and not more than four voting members of the Board of Governors, not including the president, who shall serve as an ex-officio voting member. The general manager shall

serve as a non-voting member of the Finance Committee. The general manager or his/her designee will attend all Finance Committee meetings and provide materials and statements as requested by the Finance Committee Chair. Requested materials will be provided to the Finance Committee Chair in advance of each meeting of the Finance Committee.

- b. The chair of the Finance Committee, the treasurer of the Board of Governors, shall have the authority to stipulate the format for any and all statements described below unless otherwise decided upon by the full Board of Governors. Such statements are for use by the Board of Governors and not to be distributed beyond the Board unless and until approved by the Board of Governors.
- c. The Finance Committee shall meet at least quarterly, either in-person or by electronic communication.
- d. The responsibilities of the Finance Committee shall be as follows:
  - 1) To review and forward to the Board of Governors selected financial statements of the Association on a regular basis prepared by the general manager, including:
    - (a) The monthly and year-to-date income/expense statements for operations.
    - (b) The balance sheet statement on a quarterly basis.
    - (c) If available, the monthly statement of cash flow and cash position.
  - 2). To review and forward to the Board of Governors annually other statements prepared by the general manager such as:
    - (a) The list of inventorial equipment.
    - (b) The schedule of major plant expenditures, by project, as authorized by the approved budget or any unbudgeted requests.
    - (c) The membership report, showing additions and separation by category and, as possible, by their respective campus affiliation.
    - (d) Analysis of space usage and rental income.
  - 3). To review and forward to the Board of Governors not later than March 31 the operating guidelines and parameters upon which the proposed Budget for Operations (Income and Expense) for the following fiscal year shall be developed by the general manager.
  - 4). To review and forward to the Board of Governors for action not later than April 30 the proposed budget for Operations (Income and Expense) for the following fiscal year.
  - 5). To review and forward to the Board of Governors not later than October

1 the actual Year-End Financial statements for the fiscal year ending the previous June 30, essential for the preparation of tax returns.

- 6). To recommend to the Board of Governors at least once every five years the selection of an auditor to conduct the periodic audit and other independent financial reviews authorized by the Board of Governors, to recommend to the Board of Governors an internal audit of any of the operations of the Association, to receive the report of the auditor and to review and forward to the Board of Governors the audit or other financial evaluation of the Association and any internal audit of any of its operations. As part of the periodic audit, the Finance Committee shall receive the report from the auditor about management operations, as well as the written report from the general manager regarding any observations or recommendations contained in the auditor's management report. The report and recommendations, if any, of the Finance Committee regarding such report shall be discussed in members-only Executive Session of the full Board of Governors.
- 7). To review and forward to the Board of Governors any proposed, unbudgeted expenditure exceeding the amount of the general manager's delegated authority, as specified by Board of Governors policies.
- 8). To consider and recommend to the Board of Governors action regarding other budgetary and financial matters of the Association referred to the committee by the president, the general manager, or the Board of Governors, including financial management and accounting policies. Such policies shall not conflict with similar or related University policies.

### 3. Personnel Committee

- a. The Personnel Committee shall be composed of at least three and not more than four members, not including the president, who shall serve as an additional ex-officio voting member. The general manager shall serve as a non-voting member of the Personnel Committee. The general manager or his/her designee will attend all meetings and provide materials and statements as requested by the Personnel Committee Chair. Requested material must be provided to the Committee Chair in advance of each meeting of the Personnel Committee.
- b. The chair of the Personnel Committee shall be the Past President.
- c. The Personnel Committee shall meet at least quarterly, either in person or by electronic communication.
- d. The Personnel Committee shall obtain an organization chart from the general manager and provide it to the Board of Governors at its October meeting. The Personnel Committee shall obtain from the general manager an updated

chart and provide it to the Board of Governors at its March meeting.

- e. The Personnel Committee shall conduct the annual evaluation of the general manager, in conjunction with the president, and in accordance with University of California Policy PPSM 23 (Performance Management for Managers and Senior Professionals and Support Staff). A full evaluation will be conducted every three years and include assessments by responsible others in the UCLA campus community. Less extensive evaluations, without external assessments, will be conducted in the two interim years. Each evaluation will explicitly consider the general manager performance goals adopted by the Board of Governors during the year prior to the commencement of the evaluation. The relevant Performance Management Policy can be found here:

<https://policy.ucop.edu/doc/4010397/PPSM-23>

The completed evaluation shall result in a recommendation presented to the Board of Governors no later than the June meeting of the Board. A separate list of suggested performance goals for the following year shall be derived from the evaluation and be submitted by the Personnel Committee to the Board of Governors not later than the September meeting for discussion. The process used to evaluate the general manager shall be revised, if necessary, and be ratified by the Board of Governors prior to commencing the evaluation.

- f. The Personnel Committee, in consultation with the Finance Committee, shall review and submit to the Board of Governors for adoption any bonus/incentive compensation policy recommended by the general manager, with the requirement that any such policy must not conflict with any similar University policy.
- g. The Personnel Committee shall review and approve the policy with respect to the solicitation or acceptance of gratuities for University employees assigned to the Association, with the requirement that any such policy must not conflict with any similar University policy. During holidays and special events, gratuities and gifts to Faculty Club employees will be permitted in accordance with University policy.

#### 4. Member Engagement Committee

- a. The Member Engagement Committee shall be composed of at least three and not more than four members, not including the president, who shall serve as an additional ex-officio voting member. The committee shall include at least one member who does not currently serve on the Board of Governors. The general manager shall serve as a non-voting member of the Member Engagement Committee. The general manager or his/her designee will attend all meetings and provide materials and statements as requested by the Member Engagement Committee chair. Requested materials will be provided at least three working days in advance of each meeting of the Member Engagement Committee.



- b. The president shall appoint the chair of the Member Engagement Committee.
- c. The Member Engagement Committee shall meet at least quarterly.
- d. The responsibilities of the Member Engagement Committee shall be:
  - 1). To ensure membership information is widely disseminated through available resources. Resources may include providing input to pertinent parts of the website and suggesting enhancements, changes, or contributions to the club's social media presence.
  - 2). To promote membership through liaising with other campus groups and organizations to disseminate membership information.
  - 3). To plan at least one yearly membership drive, an annual faculty to school event, an annual yearly sustainers recognition event, and at least one annual general membership meeting
  - 4). To assess member satisfaction and/or engagement on an annual or more frequent basis by planning and executing member surveys which may be either broad-based or focused on specific issues.
  - 5). To provide the general manager and the Executive Committee with the results of member surveys with recommendations for additions, modifications, and/or elimination of specific services and/or facilities and the policies related to same. In consultation with the Executive Committee, the Member Engagement Committee to bring any recommendations for changes to the Board of Governors for discussion and approval.
  - 6). To summarize results of member surveys to the general membership of the club.
  - 7). To review and recommend to the general manager and the Executive Committee any changes in member engagement and the policies related to such that might be proposed by committee members or members that are received outside of the member surveys listed above. In consultation with the Executive Committee, the Member Engagement Committee will bring any recommendations for policy changes to the Board of Governors for discussion and approval.
  - 8). To advise the general manager and the Board of Governors on the solicitation and/or acceptance of any in-kind gift, such as equipment or artwork.



5. Nominations and Elections Committee

Details of the appointment of members of the Nominations and Election Committee and the responsibilities of the committee are set forth in Article IV Section G below.

6. Fundraising Committee

- a. The Fundraising Committee shall be composed of at least three and not more than four members, not including the president, who shall serve as an additional ex-officio voting member. The committee shall include at least one member who does not currently serve on the Board of Governors.
- b. The chair of the Fundraising Committee must be a current member of the Board of Governors.
- c. The Fundraising Committee shall meet bi-monthly, either in-person or by electronic communication.
- d. The responsibilities of the Fundraising Committee shall be as follows:
  - 1). To work with UCLA External Affairs' Development Office to formulate a fundraising plan, including a Case Statement, which shall be presented annually to the Board of Governors during the first quarter of the board's term of service and adopted by the Board of Governors.
  - 2). To develop a list of potential donors to the Faculty Club or the Association via the UCLA Foundation.
  - 3). To suggest strategies for encouraging donations to the Faculty Club or the Association and communicate fundraising needs to the broader community.
  - 4). To prepare a year-end report to the Board of Governors and the membership at large on fundraising goals and our success in meeting those goals.

7. Special Committees

- a. The Board of Governors may appoint special committees with such powers and duties as the Board of Governors may determine, provided that no special committee shall be created to act upon any matter within the responsibilities of a standing committee.
- b. A special committee shall act only during the session in which it is appointed.

- c. The Board of Governors may appoint members who are not also members of the Board to a special committee.

## 8. Reservation of Powers

As to committees, unless otherwise specifically delegated, authority to act on all matters is reserved to the Board of Governors, and the duty of each committee shall be only to consider and to make recommendations to the Board of Governors upon matters referred to it.

## G. TERMS OF OFFICE, VACANCIES AND ELECTIONS

### 1. Terms of office

- a. President. The president, who shall have been the president-elect, serves for one year, followed by one year as past president (See G-1c).
- b. President-elect. The president-elect serves one year in that office and one year as president, and one year as past president.
- c. Past President. The past president, having served as president-elect and president, shall serve a third year as past president.
- d. Secretary. The secretary shall be elected for a term of three years, to overlap that of the treasurer.
- e. Treasurer. The treasurer shall be elected for a term of three years, to overlap that of the Secretary.
- f. Members of the Board of Governors. Elected members of the Board of Governors shall serve for a term of three years. Their elections shall be arranged to provide overlapping terms, with two members elected each year.
- g. Terms of Office. All terms of office start on September 1 and end on August 31. Elected Board of Governors members are eligible for re-election, but no elected Board of Governors member shall serve more than six consecutive years. Previous Board of Governors members may stand for re-election after concluding six consecutive years after a one-year period has passed. Board of Governors members appointed by the UCLA administration are subject to the same term limits as elected members. Other appointed members are not subject to any limitation in terms of the maximum number of consecutive years of Board of Governors membership.
- h. No Board member shall serve two Board positions simultaneously.

- 2. Vacancies. In the event of a vacancy among elected members of the Board of Governors, the Nominations and Elections Committee shall recommend candidates for filling those vacancies. The Board of Governors members shall then elect an interim member to fill the

vacated position as soon as possible for the balance of the year. All interim elected members and any additional candidates shall stand for election at the next annual election to complete the balance of the terms.

- a. A vacancy on the Board of Governors occurs when a member's term expires, the member resigns, the member is removed as the result of the action of the Board of Governors, the member dies or is unable to serve due to disability or illness, or the member fails to meet the eligibility requirements set forth in Article III, Section A, of these Bylaws.
- b. When the position of secretary is vacant, the past president shall perform the duties of the secretary.

### 3. Elections

- a. Officers and Board of Governors members shall be elected by secret ballot. Only core members are eligible to vote.
- b. The Nominations and Election Committee is to be comprised of the president-elect of the Board of Governors, as chair; and five other members, not more than two of whom may be other members of the Board of Governors. The Board of Governors shall appoint the Nominations and Elections Committee not later than November 1 each year. The Nominations and Election Committee shall solicit nominations for the elective offices from the membership, either formally or informally, and shall prepare the slate of nominees and present it to the Board of Governors at its March meeting. In preparing the slate, the Nominations and Elections Committee is expected to aim for balanced representation among academic units and between Faculty and Staff members. The Nominations and Election Committee shall be responsible for managing the election process and certifying the results of the election. The person receiving a plurality of votes cast for each office shall be elected. Only core members are eligible to vote for officers and elected Board of Governors members, or to be nominated for these positions.
- c. Ballots shall be delivered to eligible voters on or before April 26 and should be returned by May 10.
- d. The Chair of the Nominations and Elections Committee shall notify the elected members by individual communication, announce the results of the election by May 20, and post all information on the website. The president shall send a written communication to the Office of the Chancellor by May 31 with the results of the election and the full roster of the Board of Governors, including officers, for the term beginning September 1.
- e. The individual communication from the Chair of the Nominations and Elections Committee to new members and officers of the Board of Governors shall include information about the scheduling of the orientation meeting at the beginning of the term year, as described in Article IV, Section D, Paragraph 10 above.

## **ARTICLE V. MISCELLANEOUS**

### **A. RULES OF PROCEDURE**

The rules and definitions contained in Robert's Rules of Order Newly Revised, or its latest edition, shall govern the proceedings at and the conduct of the meetings of the Board of Governors in all cases which are not governed by these Bylaws, as interpreted and applied by the secretary of the Board of Governors in the role of Parliamentarian.

### **B. INDEMNIFICATION**

The Association shall defend and indemnify each member and officer of the Board of Governors, and each member of a Board of Governors committee, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any action, special proceeding, arbitration or administrative proceeding arising against such person by reason of his/her membership on the Board of Governors, status as an officer of the Board of Governors, or membership on a Board of Governors committee. The Association reserves the right to designate counsel to represent the person defended pursuant to this bylaw.

### **C. DISCIPLINARY PROCEDURES**

1. Attendance Requirements: Members of the Board of Governors are expected to attend all the meetings of the Board of Governors and the Standing Committees or Special Committee of the Board of Governors to which they have been appointed unless the president has approved in advance any planned absence. Excepting approved absences, if a Member of the Board of Governors has been partially absent (an absence of 30 minutes or more) or absent for a total of three regular meetings of the Board of Governors in a year or for three meetings of any Standing Committee or Special Committee, on which the member serves, the member will be deemed to have violated the attendance requirements and the matter will be referred to the Conduct Committee. For the purposes of Board of Governors attendance, the orientation retreat, if held, shall count as a regular meeting.

2. Causes for Censure or Removal

Upon receiving a recommendation from the Conduct Committee, or at its own discretion, the Board of Governors may elect to censure or remove a member under the following circumstances:

- a. For failing to participate satisfactorily in the work of the Board of Governors or its committees when the Board of Governors so determines that such a failure is inexcusable and impedes the ability of the Board of Governors to conduct its business thoroughly and efficiently.
- b. For a breach of any of his/her fiduciary duties as a member of the Board.
- c. For breach of any of the duties and responsibilities of Board of Governors

membership as specified in the Bylaws of the UCLA Faculty Center Association.

- d. For failing to meet the attendance requirements above without cause.
- e. For breach of Executive Session confidentiality.

3. Voting in Censure or Removal Actions

A member may be censured or removed by the affirmative vote of not less than two-thirds of the members of the Board of Governors entitled to vote on such matters.

4. Disciplinary Procedures

- a. All disciplinary actions shall be undertaken in members-only Executive Session and shall be held in accordance with generally accepted standards of procedural fairness, including prior written notice of the complaint, an opportunity to be heard, and an opportunity to inquire of the complainant(s) and anyone addressing the Board of Governors relative to the complaints. If prior written notice has been given and a hearing has been placed on the agenda, the Board of Governors may take disciplinary action without the member's presence or participation.
- b. Censure may be accompanied by a written warning addressed to the member.
- c. The Board of Governors, by two-thirds majority, may immediately and temporarily suspend any member reasonably suspected of disclosure of confidential information from Executive Session and access to Executive Session notes in advance of any formal disciplinary action.

**D. PROVISION FOR FORMAL VOTES BY THE MEMBERSHIP**

On written request by at least forty members, of whom not more than five are members of any one department and not more than ten are members of any one school, college, or division of the College of Letters and Science, any action of the Board of Governors or any policy of the Association may be subjected to a mail vote of the membership. On receipt of a valid petition calling for such a vote, the Secretary shall distribute a mail ballot to all core members. The ballot shall contain the proposal as submitted by the petitioners (or as modified by mutual agreement between the petitioners and the Board of Governors) and shall be accompanied by an argument in favor of the proposal prepared by the petitioners and by arguments, if any, that are submitted in opposition. The proposal shall be adopted if a majority of ballots returned are marked in its favor.

Approved by the FCA Board of Governors  
August 18, 2022