

## Changes in By-Laws

THE BOARD OF DIRECTORS of the Alumni Association, California Institute of Technology, amended the By-Laws of the Association at its regular meeting, held on January 15, 1957. The purpose of the amendments was to clarify certain portions which have in the past led to confusion. These amendments were passed by the unanimous vote of all Directors.

—Donald S. Clark  
Secretary

### Article III Board of Directors

#### SECTION 3.01 Constituency of Board

The affairs of the Association shall be managed by a Board of Directors, consisting of nine (9) members of the Association, of whom the President of the Association shall be a member ex-officio, four (4) Directors shall be senior directors serving the second year of their two-year term, and four (4) Directors shall be junior directors serving the first year of their two-year term. The President of the Association shall serve as the chairman of the Board with voting power.

#### SECTION 3.02 Powers of the Board (change section number only—from Section 3.07)

#### SECTION 3.03 Regular Meetings

Regular meetings of the Board of Directors shall be held at any place within the State of California which has been designated from time to time by resolution of the Board, or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Association. The Board of Directors

is hereby granted full power and authority to change the principal office from one location to another in the County of Los Angeles, California.

#### SECTION 3.04 Special Meetings

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or if he is absent or unable or refuses to act, by the Vice-President, or by any two Directors.

Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the Association, or if it is not so shown on such records or is not readily ascertainable at the place in which the meetings of the Directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the Association is located, at least two days prior to the time of the holding of the meeting. Such mailing, telegraphing, or delivery as above provided shall be due, legal, and personal notice that such special meeting shall be held at any place within the State of California which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, special meetings shall be held only at the principal office of the Association.

#### SECTION 3.05 Waiver of Notice (change section number only—from Section 3.12)

#### SECTION 3.06 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting of the Board of Directors shall be given to absent Directors.

#### SECTION 3.07 Quorum (change section number only—from Section 3.13)

#### SECTION 3.08 Removal from Board of Directors

The Board of Directors may remove any member of the Board from his position. Such removal shall be made for good cause shown at a regular or special meeting of the Board of Directors duly called and held. All members of the Board shall be given special notice of such proposed action at least ten (10) days prior to the meeting.

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## Article IV Officers of the Association

### SECTION 4.01 Officers

The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer.

### SECTION 4.02 President

The powers and duties of the President are:  
(a) To preside at all meetings, regular and special, of the members and of the Board of Directors;

(b) To call special meetings of the Board of Directors to be held at the office of the Association, or such other place as may be fixed by the Board of Directors, at such time as he shall deem proper;

(c) To affix the signature of the Association to all papers and instruments in writing that may require the same, when authorized so to do by the Board of Directors; to affix the signature of the Association to all certificates of membership that may require the same; and to supervise and control, subject to the direction of the Board, all officers, agents, and employees of the Association;

(d) To give, or cause to be given, notice of all meetings of members and of the Board of Directors required by the By-Laws to be given;

(e) To prepare and present the annual report as provided in Section 2.08 of these By-Laws.

All powers and duties hereby or by law conferred or imposed upon the President may be exercised and performed by him either within the State of California or elsewhere.

### SECTION 4.03 Vice-President (change section number only—from Section 4.06)

### SECTION 4.04 Secretary

The powers and duties of the secretary are:  
(a) To keep full and complete records of the proceedings of the Board of Directors and of the meetings of members;

(b) To keep the corporate seal of the Association and to affix the same to all of the instruments that may require it;

(c) To give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the By-Laws to be given;

(d) To keep and maintain the membership book provided for in Section 2.05 of these By-Laws;

(e) To sign membership certificates and other instruments when authorized to do so by the Board of Directors;

(f) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors.

### SECTION 4.05 Treasurer

The powers and duties of the Treasurer are:  
(a) To receive and provide for the custody of all moneys belonging to or paid into the Association.

(b) To deposit in the name of the Association all funds in his custody in such banks or other places of deposit as the Board of Directors may from time to time designate;

(c) To sign all checks, making sure the disbursements are made only in accordance with authorizations of the Board of Directors. All checks shall be countersigned by the President or the Vice-President or the Secretary;

(d) To supervise and control the keeping of the accounts and books of the Association;

(e) To prepare and present to the Board of Directors an annual budget;

(f) To prepare and submit to the Board of Directors and to the annual meeting of the members a preliminary report of the financial transactions and affairs of the Association;

(g) To prepare a final audited financial report for the preceding fiscal year to be published in the first issue of the Association publication following the close of the books for the fiscal year.

### SECTION 4.06 COMPENSATION

The Officers and Directors shall serve without compensation except the Secretary and Treasurer, who, at the discretion of the Board, may receive compensation, the conditions and amount of which shall be set by the Board of Directors.

### SECTION 4.07 Removal from Office

The Board of Directors may remove any officer from his position. Such removal shall be made for good cause shown at a regular or special meeting of the Board of Directors duly called and held. The person to be considered for removal shall be given special notice of such proposed action at least ten (10) days prior to the meeting.

## Article V

## Nomination, Election, and Terms of Office

### SECTION 5.01 Nomination

Not later than December fifteenth, the President shall appoint a committee consisting of three (3) members of the Association who may be Directors; the President shall be ex-officio member of this committee. The duty of this committee shall be to propose a member for nomination for each of the four (4) Directors to be elected with at least one (1) alternate for each. The President shall present the names of these members to the Board of Directors in January for discussion. The Board of Directors also shall discuss possible candidates for the office of President, Vice-President, Secretary, and Treasurer at the January meeting.

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Not later than March first, the Board of Directors shall meet as a nominating committee without the presence of the Secretary and the Treasurer. The President acting as the chairman of the committee shall report the actions to the Secretary of the Association for inclusion in the official minute book. The Board of Directors shall make one (1) nomination for each office and for each directorship, to be as follows:

President—shall have served on the Board of Directors within the past five (5) years.

Vice-President—shall be a junior member of the Board of Directors at the time of his nomination and shall serve his second year as a senior member of the Board as well as Vice-President.

Secretary

Treasurer

Four (4) Directors—to serve for two (2) years.

The Secretary shall cause to be published in a publication of the Association, or in a special notice sent to each member not later than April first, an announcement of such nominations. Additional nominations may be made for the four (4) Directors by petition signed by at least twenty-five (25) members in good standing provided that the petition is received by the Secretary not later than April fifteenth.

**SECTION 5.02 Election**

In the event that no nominations other than those made by the Board of Directors are made before April fifteenth, nominations shall be closed and the Secretary at the next succeeding meeting of the Board of Directors shall cast the unanimous vote of all members for the election of the candidates so nominated and notify those elected of their election.

If the Secretary receives additional nominations on or before April fifteenth, he shall prepare a ballot with all the nominations made as in Section 5.01 hereof which, not later than May first, he shall send to each regular member of the Association together with instructions for voting. In order to be counted, ballots must be received by the Secretary by 6 o'clock P.M. May fifteenth. The Secretary shall determine from his records if the voter is entitled to vote. At least ten (10) days prior to the annual meeting of the Association, the Directors shall meet and receive from the Secretary those ballots which are valid. The Directors at that time shall canvass the vote, and notify those elected of their election. The four (4) nominees to directorships receiving the largest number of votes shall be elected. In the event of a tie, the Board of Directors shall elect.

If a nominee dies during the period between his nomination and election, a substitute nominee shall not be named. If nomination shall have been made only by the Board of Directors, the Board shall make appointment as provided in Section 5.06 hereof. If nominations shall have been made by the Board of Directors and by the members, the four (4)

living nominees receiving the largest number of votes shall be elected Directors.

The results of the election shall be announced at the annual meeting of the Association next succeeding the election, and the results shall be published in the publication of the Association.

**SECTION 5.03 Qualification**

Each member of the Board of Directors shall be a regular member of the Association.

**SECTION 5.04 Eligibility for Immediate Re-election**

No officer or director may serve more than one (1) term consecutively in the same office except the Secretary or the Treasurer each of whom may succeed himself.

**SECTION 5.05 Term of Offices**

The term of each officer and director shall begin at the close of the annual meeting following the election. The President, Vice-President, Secretary, and Treasurer shall serve until the close of the first succeeding annual meeting and until their successors are chosen and qualified. The four (4) Directors shall serve until the close of the second succeeding annual meeting, and until their successors are chosen and qualified.

**SECTION 5.06 Vacancies**

If a vacancy in any office or directorship occurs for any reason, the remaining members of the Board shall elect a qualified person to fill the vacancy for the unexpired portion of the term, or to serve until his successor is duly elected and qualified. Such appointments shall not be made of any person who has been a Director within the twelve months last preceding the appointment. In the event that more than two vacancies occur on the Board of Directors, said Board shall have no authority to transact other business until said vacancies have been filled.

**ARTICLE VI CHAPTERS** (change Article number only—from Article V)

**ARTICLE VII ALUMNI FUND** (change Article number only—from Article VI)

**ARTICLE VIII ALUMNI MAGAZINE** (change Article number only—from Article VII)

**ARTICLE IX LIABILITIES** (change Article number only—from Article VIII)

**ARTICLE X FISCAL YEAR** (change Article number only—from Article IX)

**ARTICLE XI OFFICE** (change Article number only—from Article X)

**ARTICLE XII AMENDMENTS** (change Article number only—from Article XI)

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