BYLAWS OF MIT CLUB OF SOUTHERN CALIFORNIA
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE 1
NAME; GOVERNANCE; NOT-FOR PROFIT

The name of this corporation is MIT Club of Southern California.

1.1 Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

1.2 This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE 2
STATUS; NO MEMBERS

2.1 This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes.

2.2 This corporation shall have no members within the meaning of California Corporations Code Sections 5056 and 5310. Nevertheless, the corporation shall limit participation on its Board of Directors to “Club Members.” Club Members, other than those who serve on the Board Directors, shall have no voting privileges. Persons eligible for club membership (“Eligible Persons”) shall be only those persons who live or work (or who both live and work) in the territory described in Article 4 below (the “Club Territory”), and who are alumni and alumnae of the Massachusetts Institute of Technology (the “Institute” or “MIT”), other persons who have studied, researched, or taught at least one term at the Institute, and parents of current students at MIT. Eligible Persons shall become Club Members upon payment of annual dues, as determined by resolution of the Board of Directors.
2.3 Current students and their parents shall be eligible for club membership without payment of dues.

2.4 This corporation may refer to club members as “members,” even though those persons are not members within the meaning of California Corporations Code Sections 5056 and 5310, but no such reference shall constitute anyone as a member within the meaning of California Corporations Code Sections 5056 and 5310.

ARTICLE 3
AIMS AND OBJECTIVES; PURPOSES; ACTIVITIES

The objectives of the Club are to bring together the former students and faculty of MIT residing in the Club Territory and to promote the objectives and interests of the Institute.

3.1 This corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to other organizations that qualify as exempt organizations under said Section 501(c)(3).

3.2 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

3.3 The specific purposes for which the Club is organized are to:

3.3.1 Develop and sponsor activities for the alumni and alumnae of MIT, their families and friends, parents of students, and others who work or reside in the Club Territory.

3.3.2 Provide a communications link between alumni and alumnae and MIT for a maximum flow of ideas, information, and services, and inform alumni and alumnae about MIT’s changing academic programs, residential environment, and extracurricular activities.

3.3.3 Encourage alumni and alumnae in financial support of MIT, broad participation in alumni and alumnae activities, and alumni and alumnae involvement in MIT-related volunteer activities.

3.3.4 Cooperate with MIT in recruiting students and promoting its reputation.
ARTICLE 4
TERRITORY

The territorial limits of the Club shall be coincidental with the Southern California area as defined by the Association of Alumni and Alumnae of MIT in Cambridge, and may be adjusted from time to time by said association. The Principal Office of the Club shall be in Southern California and the Club will hold its meetings and conduct its activities in Southern California or elsewhere as the Board may select.

ARTICLE 5
THE BOARD OF DIRECTORS

5.1 Composition and Eligibility

5.1.1 The Board of Directors (“the Board”) shall consist of not fewer than 15 and not more than 30 voting members.

5.1.2 The exact number of Directors within the range set by paragraph (a) shall be fixed, and may, from time to time, be changed by a resolution adopted by the Board of Directors.

5.1.3 The Board shall determine the number of both the Directors-at-Large and the Area Representatives and so instruct the Nominating Committee (see Article 9) at the time of their appointment.

5.1.4 Officers must attend at least two meetings of the Board of Directors per year.

5.1.5 All members of the Board in good standing may vote on Board business.

5.1.6 All members of the Board must be current, paid members of the Club, with the exception of ex-officio members, current students, the parents of current students, and those who have graduated from MIT within the past year.

5.1.7 Any Board member, except elected Officers, Directors-at-Large, and Committee Chairs, may choose to be an ex-officio member. Ex-officio members may not vote on Board business.

5.1.8 The Board shall include the following:

5.1.8.1 All elected Officers
5.1.8.2 The Immediate Past President
5.1.8.3 Lifetime Directors (Holders of the Bronze Beaver Award)
5.1.8.4 County Liaisons and Area Representatives
5.1.8.5 Educational Council Chairs
5.1.8.6 Chairs of standing Committees of the Club as defined in Article 10 of these Bylaws
5.1.8.7 Directors-at-large
5.1.8.8 Representatives from each MIT Affiliated Organization as approved by the Board

5.1.9 Any elected member of the Board of Directors who does not perform his or her duties or who has more than three consecutive unexcused absences from Board meetings may be replaced by action of the Board on recommendation of ExecComm.

5.1.10 Any member of the Board of Directors who has not paid the current annual dues within two (2) months after the start of his/her term of office will not be entitled to vote at the Board meetings until the dues have been paid.

5.1.11 Any member of the Board may be removed or replaced by a vote of two-thirds (2/3) of Board members present at any meeting at which there is a quorum on recommendation of ExecComm.

5.2 Executive Committee

5.2.1 The Executive Committee of the Board of Directors (ExecComm) shall consist of the President, the President-Elect, all Vice Presidents, the Secretary, the Treasurer, the Immediate Past President, and no more than three additional members of the Club in good standing, appointed by the President and confirmed by a majority vote of ExecComm. Other members of the Board of Directors and/or the Board of Advisors may be designated temporary members of ExecComm.

5.2.2 ExecComm shall meet at such times and places as designated by the President. Half the members of ExecComm shall constitute a quorum. All business of ExecComm shall be decided by majority vote of those present at any meeting of ExecComm at which there is a quorum.

5.2.3 Any member of ExecComm may be removed by a majority vote of ExecComm permanent members.
5.3 Every director shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

5.4 No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation’s directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that director’s financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board’s consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

5.4.1 This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefitted by the educational or charitable program of this corporation.

5.4.2 This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

5.5 Every director shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
5.6 Except as provided below, any director may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director’s resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

5.7 Any reduction of the authorized number of directors shall not result in any director’s being removed before his or her term of office expires.

5.8 A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5.9 Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. 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 meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

5.10 A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**ARTICLE 6**

**OFFICERS**

6.1 **General Provisions**

6.1.1 The officers of this corporation shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract.
6.1.2 Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

6.1.3 Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

6.1.4 Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

6.1.5 A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

6.2 Composition and Eligibility

The Officers shall be a President, President-Elect, such Vice Presidents as are defined by these Bylaws, Chairpersons of Committees defined by Article 10 of these Bylaws, a Secretary, and a Treasurer. Officers shall be elected by a majority vote of the members present at the Annual Meeting provided a quorum is present. The board may appoint and authorize the president or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

6.3 Term of Office

The Officers and Directors shall be elected and installed at the Annual Meeting of the Club to serve one fiscal year or until their successors are elected. Nominations for, and election of, each position of Officer or Director shall be as defined in Article 9 of these Bylaws.
6.4 Duties of Officers

6.4.1 President

6.4.1.1 The President is the Chief Executive Officer of the Club and presides at all meetings of the Club and the Board. In his or her absence, the meeting shall be presided over by one of the Officers present in the following order of precedence: President-Elect; Vice President, Programs; Vice President, Membership.

6.4.1.2 The President supervises and coordinates all activities of the Club and the Board, appoints all standing and special committees except as otherwise provided in these Bylaws, is responsible for the transfer of properties and funds, and is the spokesperson of the Club.

6.4.1.3 If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may require.

6.4.1.4 The President is the Chairperson of ExecComm and a de facto member of all committees.

6.4.1.5 Other duties of the President include, but are not limited to:

6.4.1.5.1 Providing an agenda for meetings of which he or she is the Chairperson.

6.4.1.5.2 Acting as official liaison with the Alumni and alumnae Association.

6.4.1.5.3 Appointing new Directors and/or Officers if needed to fill a vacancy resulting from the resignation or removal of a member.

6.4.1.5.4 Except as otherwise provided by the Board, joining with the Treasurer to sign all written contracts and other instruments made or entered into by or on behalf of the Club that are approved by ExecComm.

6.4.1.6 The President may temporarily delegate any of his or her duties to any other Officer without abrogating any of his or her responsibilities as set forth in this Article.
6.4.2 President-Elect

6.4.2.1 The President-Elect (PE) assists the President in the performance and execution of his or her responsibilities and duties. He or she shall succeed the President without further election.

6.4.2.2 The PE’s other responsibilities include, but are not limited to:

6.4.2.2.1 Appointing and supervising the Sponsorship Committee.
6.4.2.2.2 Assisting, as needed, the other Officers.
6.4.2.2.3 Acting as Executive Vice President of the Club.
6.4.2.2.4 Planning and organizing the Annual Meeting.

6.4.3 Secretary

6.4.3.1 The Secretary shall keep the records of the Club and shall record all meetings of ExecComm and the Board, including attendance, as well as all actions of the Club.

6.4.3.2 The Secretary’s other duties include, but are not limited to:

6.4.3.2.1 Generation and recording of all correspondence of the Board and the Club as directed by the President.
6.4.3.2.2 Mailings to the Board of Directors and the recording and maintenance of minutes of the Club and Board meetings.
6.4.3.2.3 Maintenance of the address lists of the Officers and other members of the Board. This information shall be supplied to the MIT Alumni Association.
6.4.3.2.4 Sending Club news to Technology Review after coordinating with the VPC.
6.4.3.2.5 Counting votes at any Board or ExecComm meeting, after verifying that there is a quorum in attendance.

6.4.3.3 The Secretary may designate an Assistant Secretary to temporarily fulfill any of his or her duties without abrogating any of his or her responsibilities as set forth in this Article.
6.4.3.4 The secretary shall keep or cause to be kept, at the corporation’s principal office or such other place as the board may direct, a copy of the articles of incorporation and bylaws, as amended to date, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members’ meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members’ meetings.

6.4.3.5 The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

6.4.4 Treasurer

6.4.4.1 The Treasurer shall collect all contributions, keep the books and accounts of the Club and shall have custody of all funds of the Club; render periodic reports of the financial condition of the Club as directed by the President; attend to the payment of bills and obligations; and shall have such further duties as ordinarily pertain to the office of Treasurer, including, but not limited to:

6.4.4.1.1 Supervising the activities of the Budget and Finance Committee.

6.4.4.1.2 Receiving all income due to the Club, recording and maintaining the record of the source and amount of all income in a proper set of account books as approved by the Board, and promptly depositing all monies in checking, savings, or money funds in accounts of the MIT Club of Southern California as specified by the Board.

6.4.4.1.3 Maintenance of a current checkbook and the prompt payment of all bills that have been approved by at least two members of ExecComm, are routine payments of the business of the Club, or are otherwise approved budgeted items.

6.4.4.1.4 Preparation of a current financial statement and report for presentation at each meeting of the Board and at the Annual Meeting of the Club.
6.4.4.1.5 Preparation of the annual budget no later than sixty (60) days after the start of the current term, with the assistance of the Budget and Finance Committee.

6.4.4.1.6 Providing the VPM in a timely manner with the names of members who paid dues directly to the Treasurer.

6.4.4.2 The Treasurer may temporarily delegate any of his or her duties to a member of the Budget and Finance Committee without abrogating any of his or her responsibilities as set forth in this Article.

6.4.4.3 Deviations from the approved budget may be made only by majority vote of the Board members present at any Board meeting at which there is a quorum.

6.4.4.4 The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

6.4.4.5 If required by the board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

6.4.5 Vice President, Programs

6.4.5.1 The Vice President-Programs (VPP) shall work closely with the VPM, the VPC, the Young Alumni and alumnae Committee, and the Treasurer in planning advertising and funding requirements for programs. He or she shall be in charge of all programs presented and shall have the power to create and supervise the work of a Programs Committee. He or she may also create subcommittees as needed. The additional responsibilities of the VPP include, but are not limited to:

6.4.5.1.1 Responsibility for all programs, speakers, event locations (except for Board meetings), food arrangements, dates, and any and all other matters necessary for the presentation of a program in which the general membership may participate.
6.4.5.1.2 In coordination with the Treasurer, assisting with collecting and distributing all receipts and payments related to all programs.

6.4.5.1.3 The preparation of program notices and for delivering these notices to the VPC so that they may be received by the alumni and alumnae at least thirty (30) days prior to the earliest date of a program covered in the notice.

6.4.5.1.4 Assisting with the maintenance of detailed records of each event including attendance, income, expenses, and submitting all bills to the Treasurer for prompt payment.

6.4.5.1.5 Preparing a summary report for the Annual Meeting and the succeeding VPP.

6.4.5.1.6 Preparing a list of program attendees for the VPM.

6.4.5.2 The VPP may temporarily assign any of his or her duties to members of the Program Committee without any abrogation of his or her primary responsibilities as covered in this Article. The VPP may permanently delegate to any qualified person any or all of the responsibility to work with the Club’s Treasurer.

6.4.6 Vice President, Membership

6.4.6.1 The Vice President-Membership (VPM) shall recommend membership strategy, and shall be responsible for maintaining contacts and exchanging information with other area alumni and alumnae groups. He or she shall work closely with the VPP, the VPC, and the Treasurer in planning advertising and funding requirements for membership.

6.4.6.2 In addition, he or she shall create and supervise the Membership Committee, and the Outreach Committee. The additional responsibilities of the VPM include, but are not limited to

6.4.6.2.1 Timely and regular solicitation of dues from all persons eligible for membership in the Club and forwarding these dues to the Treasurer. The first solicitation of dues for the fiscal year shall coincide with the notice for the Annual Meeting. Additional dues notices shall be sent to unpaid alumni and alumnae with each subsequent general mailing.
6.4.6.2.2 In cooperation with the Association of Alumni and Alumnae of MIT, maintenance of lists of all persons eligible for membership in the Club area and providing the names and addresses of paid members to this Association.

6.4.6.2.3 Preparing summary reports of membership for each meeting of the Board and for the Annual Meeting.

6.4.6.3 The VPM may temporarily delegate any of his or her duties to any member of a Membership Committee, without any abrogation of his or her responsibilities as set forth in this Article.

6.4.7 Vice President, Communications

6.4.7.1 The Vice President-Communications (VPC) shall recommend communications strategy, and shall be responsible for maintaining contacts and exchanging information with other area alumni and alumnae groups. He or she shall work closely with the VPP, the VPM, and the Treasurer in planning advertising and funding requirements for communications efforts. In addition, he or she shall create and supervise the Printed Communications Committee, the Electronic Communications Committee, and the Web Committee.

6.4.7.2 The additional responsibilities of the VPC include, but are not limited to

6.4.7.2.1 Contact with the general public and the media for the promotion and publicity regarding MIT Club functions and activities under policies set forth by the Board, MIT, and the Alumni Association.

6.4.7.2.2 Coordination with the Board and MIT.

6.4.7.2.3 Providing the Secretary and VPP with information of general interest to members for inclusion in regular mailings.

6.4.7.2.4 All general mailings to alumni and alumnae, in coordination with the VPP, VPM, and County Liaisons.

6.4.7.2.5 Notices of forthcoming programs.

6.4.7.2.6 Ensuring that dues notices to all unpaid members and enclosures are included with each and every mailing.
6.4.7.3 The VPC may temporarily delegate any of his or her duties to any member of the standing committees described in this Subsection without abrogating any of his or her responsibilities as set forth in this Article.

6.4.8 Vice President, Placement

6.4.8.1 The Vice President, Placement (VPJ) shall recommend strategy for aiding alumni and alumnae in their career needs, and shall aid current MIT students seeking employment within the territorial limits of the Club as defined in Article 4 of these bylaws.

6.4.8.2 He or she shall work closely with the PE, the VPP, the Past President, and the Treasurer in organizing and offering events designed to help area alumni and alumnae in job searching.

6.4.8.3 The VPJ shall create and supervise a Placement Committee, and may temporarily delegate any of his or her duties to any member of said Committee without any abrogation of his or her responsibilities as set forth in this Article. The additional responsibilities of the VPJ include, but are not limited to

6.4.8.3.1 Collecting data from MIT about students seeking summer employment in the Club’s area, and providing notification to the Communications Committee for inclusion in the general mailings to alumni.

6.4.8.3.2 Collecting, maintaining, and updating data regarding area businesses offering jobs, and area alumni and alumnae seeking jobs, and using this to aid said alumni and alumnae

6.4.8.3.3 Facilitating events that aid job seekers, such as resume workshops and consultants’ meetings

6.4.8.3.4 Providing information about job availability/consultation services offered to the Web Committee
6.5 Non–Officer Board Members

6.5.1 County Liaisons

6.5.1.1 County Liaisons represent Orange, Ventura and Santa Barbara counties.

6.5.1.2 The objectives of the County Liaisons are to:

6.5.1.2.1 Organize local meetings of the alumni and alumnae in each area.

6.5.1.2.2 Act as sources of information for the Board regarding suggestions from the general membership on matters dealing with the welfare of the Club.

6.5.1.2.3 Assist the VPC in the timely dissemination of information to the general membership.

6.5.1.2.4 Support the other Vice Presidents in their activities by making personal contracts with the membership in each area to augment membership, attendance at meetings, etc.

6.5.2 Educational Council Chairs

6.5.2.1 The Educational Council chairs are appointed by MIT.

6.5.2.2 They oversee the activities of the Educational Counselors in various regions of Southern California.

6.5.3 Directors-at-Large

6.5.3.1 Directors-at-Large may be nominated by any Board member from among the Club members who have expressed an interest in service to the Club.

6.5.3.2 A maximum of five (5) Directors-at-Large may serve at any time.

6.5.4 Other MIT-Affiliated Organizations

6.5.4.1 The Chairperson of any other officially MIT-affiliated organization in the Southern California Area, such as Sloan, AMITA, and BAMIT, may be a member of the Board of Directors.

6.5.4.2 The Chair of any of these organizations may designate a representative to serve in his or her stead.
6.5.5 Lifetime Directors

Alumni and Alumnae of MIT who have been awarded the Bronze Beaver by the Association of Alumni and Alumnae of MIT are appointed as lifetime voting Directors of the Club.

6.5.6 Standing Committee Chairs

Chairs of all Standing Committees defined in Article 10 are appointed voting Directors of the Club.

ARTICLE 7
BOARD OF ADVISORS

The Board of Advisors shall consist of distinguished alumni and alumnae and/or friends of MIT in the Club who have shown a commitment to the Institute and/or the Club and all active Past Presidents of the Club. The purpose of the Board of Advisors will be to supply advice to the Board regarding Club activities, and to provide contacts that will enable the Club to effectively utilize the resources of local institutions. Members of the Advisors shall number not less than five (5), and shall be appointed by the Board and serve by mutual consent with the Board.

ARTICLE 8
MEETINGS AND NOTICES

8.1 The Board of Directors shall meet a minimum of six (6) times during the Club fiscal year. These meetings will be at a location selected by the President. The notice of any meeting of the Board of Directors shall be mailed to allow receipt not less than seven (7) days prior to the date for the meeting and shall contain both the agenda for this meeting and the minutes of the previous meeting. The mailing may be first class US Mail or electronic mail. In the case of a special meeting, only the agenda need be included with the notice. A quorum of the Board of Directors shall consist of not fewer than seven (7) members of whom not fewer than three (3) shall be Officers.

8.2 The President shall call a meeting of the Executive Committee at least once quarterly. Additional meetings shall be called when necessary. Any member of the Executive Committee may request that the President call a meeting.
8.3 The Annual Meeting of the Club shall be held within the period of May 15th to June 30th. Notice of the Annual Meeting shall be mailed in sufficient time to allow receipt by all members no less than thirty (30) days prior to the date of the meeting. A quorum at any duly called general membership meeting of the Club shall be no less than 5% of the total number of members in good standing.

8.4 Additional meetings of the Club may be held at the discretion of the Board of Directors.

8.5 Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

8.6 Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

8.6.1 Each member participating in the meeting can communicate concurrently with all other members.

8.6.2 Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

8.7 Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

8.8 Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, the secretary, or any two directors.

8.9 Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director’s office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director’s address or telephone number as shown on the corporation’s records.
8.10 Notices sent by first-class mail shall be deposited in the United States mails at least five (5) business days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least three (3) business days before the time set for the meeting.

8.11 The notice shall state the time of the meeting and the place, if the place is other than the corporation’s principal office. The notice need not specify the purpose of the meeting.

8.12 Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

8.13 Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

**ARTICLE 9**

**NOMINATIONS AND ELECTIONS**

9.1 **Nominating Committee**

There shall be a Nominating Committee composed of the Immediate Past President, the current President who shall be the Chairperson of this committee, the President-Elect, and two other Board members chosen by the Board. This committee shall nominate a slate of the Officers and Directors-at-Large to be elected at the Annual Meeting.

9.2 **Procedure**

9.2.1 The Nominating Committee shall present its slate to the Board by April 1. After approval of the slate by the Board, the Secretary, through the VPC, shall notify the membership with the announcement of the Annual Meeting as stated in Article 8 of these Bylaws.
9.2.2 Alternate or additional nominations for any position of Officer or Director-at-Large may be made by any member in good standing by submitting the name in writing to the Secretary not less than thirty (30) days before the Annual Meeting. Further nominations may be made from the floor at the Annual Meeting.

9.3 Elections

The election of the Board of Directors shall be held at the Annual Meeting. Replacement of vacancies in the roster of Officers and the addition of Directors-at-Large during the fiscal year shall be by action of the Board.

ARTICLE 10
COMMITTEES

10.1 Meetings and Actions of Committees of the Board

Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

10.2 Regular Committees

10.2.1 Sponsorship Committee

The purpose of the Sponsorship Committee shall be to increase fundraising for the Club by locating sources of sponsorship for events, communications materials, scholarships and/or other expenses of the Club. This committee is directed by the PE and shall work closely with the Board of Advisors, the Membership Committee, the Printed Communications Committee, the Programs Committee, and the Treasurer.

10.2.2 Programs Committee

The Programs Committee shall assist and advise the VPP in creating stimulating programs and activities for Club members. This Committee shall work closely with the Printed Communications Committee and the Electronic Communications Committee to ensure timely notice of events is received by alumni and alumnae.
10.2.3 Membership Committee
The Membership Committee shall assist the VPM in all membership functions.

10.2.4 Outreach Committee
The main purpose of the Outreach Committee is to increase membership in the Club. This is done through recruitment of new members, renewal of existing members, and conversion of student members into full membership. The secondary purpose of the Outreach Committee is to increase fundraising—for the Club and for the Institute—both by converting regular members into sustaining members (and higher levels), and by coordinating with regular fundraising efforts of the Institute and the Alumni Association.

10.2.5 Young Alumni Committee
The purpose of the Young Alumni Committee is to increase participation of Young Alumni—defined by the Alumni Association as those who have graduated with a Bachelor’s degree within the past ten years or a graduate degree within the past five years—in the Club and its events. As such, the Chairperson of this committee shall, in coordination with the VPP, VPM, VPC, and Electronic Communications Chairperson, create events specifically for the Young Alumni community and advertise them to members of said community.

10.2.6 Printed Communications
The responsibility of the Printed Communications Committee shall be to produce, print, and mail all necessary printed materials for routine communications from the Club to all members and other alumni and alumnas. These communications shall be distributed at least three times per year to the general membership.

10.2.7 Placement Committee
The purpose of this Committee is to assist alumni and alumnas and current students in the Southern California area in seeking new employment and in improving current employment situations. Responsibilities of this Committee include collecting annual data from the Institute regarding MIT students who are seeking summer employment, and disseminating this data to alumni and alumnas in the Southern California area.

10.2.8 Web Committee
The purpose of the Web committee is to develop and maintain a presence on the World Wide Web, or a comparable forum, as a point of contact for the Club. This responsibility includes publicizing any changes in this point of contact to the user community. The Chairperson of this committee shall be the
Club Webmaster, and shall coordinate with the Alumni Association in developing methods for communication and e-commerce on the Website.

10.2.9 Electronic Communication Committee

This Committee oversees the development of Club-sponsored email lists, and as appropriate mediates the use of broadcast email. It uses broadcast email for rapid communication for timely information, such as revisions to event schedules or events undertaken on short notice. This Committee must coordinate closely with the Web Committee and the Printed Communications Committee to ensure a close relationship between the general [printed] mailings, the website, and broadcast email.

10.2.10 Budget and Finance Committee

This committee, consisting of not fewer than three people appointed by the President and confirmed by the Executive Committee, is responsible for helping to prepare the proposed budget each fiscal year, conducting periodic audits of the Club financial records, and recommending fiscal strategies.

ARTICLE 11

FISCAL YEAR AND FINANCIAL COMMITMENTS

11.1 Fiscal Year

The fiscal year of the Club shall be the period from July 1st to June 30th of the following year. All account books shall be audited and closed within sixty (60) days after the end of the fiscal year.

11.2 Dues

11.2.1 Membership and dues solicitation shall start for each succeeding fiscal year no later than June 1st. Dues notices shall be sent to unpaid alumni and alumnae with every subsequent general mailing. The annual dues of the Club shall be set by an action of the Board no later than sixty (60) days prior to the Annual Meeting.

11.2.2 All Alumni and alumnae residing in the Club area are entitled to free membership for the first fiscal year following graduation from MIT and reduced membership dues for the following three years. Any member in good standing who has attained the age of seventy (70) years or who has become incapacitated may remain a member in good standing upon request and approval of the Board without any further payment of dues.
ARTICLE 12
RULES OF CONDUCT

Where possible, Robert’s Rules of Order shall govern the conduct of all meetings of the Club, Board, and Committees unless otherwise stated in these Bylaws. Clarifications of these rules shall be contained in the Manual of Policies and Procedures.

ARTICLE 13
POLICY OF NON-DISCRIMINATION

It is the policy of the MIT Club of Southern California not to discriminate against any member or Officer of the Club on the basis of gender, race, color, religion, nationality, ancestry, marital status, physical or mental disability, sexual orientation, age, or ethnic origin.

ARTICLE 14
AMENDMENTS

These Bylaws may be amended by the affirmative votes of a majority of the Board present at any meeting at which there is a quorum provided that notice and publication of the proposed amendment(s) is (are) included in the call for the meeting in accordance with Article 8.

ARTICLE 15
NON-PROFIT STATUS

The MIT Club of Southern California does not contemplate monetary gain nor profit to its members and is organized solely for non-profit purposes. No member of Officer of the Club shall be personally liable on any contract entered into by the Club or because of any act or thing done or omitted to be done on behalf of or in the name of the Club.

ARTICLE 16
DISSOLUTION

Upon the dissolution of the Club, after paying all incurred debts and obligations, the remaining assets shall be deposited with the Association of Alumni and Alumnae of MIT, a non-profit organization which is organized and operated exclusively for charitable and educational purposes and which is exempt from United States federal income tax.
ARTICLE 17
INDEMNIFICATION OF OFFICERS AND DIRECTORS

17.1 To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, 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 that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

17.2 On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification.

17.3 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 under these bylaws in defending any proceeding covered hereby shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

17.4 This corporation shall have the right (but not the obligation) to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.
CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the MIT Club of Southern California, a California nonprofit public benefit corporation; that these bylaws, consisting of twenty-four (24) pages (including this Certificate), are the bylaws of this corporation as adopted by the board of directors on November 11th, 2006; and that these bylaws have not been amended or modified since that date.

Executed on ________, 2008, at ________________________________, California.

________________________________________
_______________________________, Secretary