UCLA FACULTY CENTER ASSOCIATION BYLAWS
Revised January 25, 2018

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 of this association is in the City of Los Angeles, County of Los Angeles, State of California.

ARTICLE II

PURPOSE: The UCLA Faculty Center is a non-profit club serving the UCLA faculty, the broader UCLA community, and the community beyond UCLA. The UCLA Faculty Center Association operates a facility at 480 Circle Drive that enables members to meet both formally and informally, thus facilitating intellectual, educational, research, social, and interdisciplinary interchange and engagement that contributes to a sense of community. The Faculty Center 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;
- For faculty members to host students, post-doctoral scholars, other colleagues and campus visitors, thereby facilitating cross-generational intellectual exchange, research collaborations, and social ties.

ARTICLE III

MEMBERSHIP

A. CATEGORIES OF MEMBERSHIP

There shall be three broad categories of membership, with separate subcategories within each. New categories and subcategories may be added by the Board of Governors.

1. CORE MEMBERSHIP

   a. Academic Membership: All faculty and other academic appointees, including adjunct, acting, in residence, and clinical faculty, lecturers,
librarians, postdoctoral scholars, and those holding similar appointments.

b. Non-Academic Membership: All UCLA staff.

c. Senior Membership: Members who are retired and who at any time during their employment were eligible for academic or non-academic core membership.

d. Honorary Membership: Honorary Life Membership may be granted by the Board of Governors in recognition of outstanding service to the University of California or the Faculty Center, or to persons who make substantial contributions to the Association. This category may include deserving spouses and domestic partners of current and former core members, as determined by the Board of Governors.

2. AFFILIATE MEMBERSHIP

a. Past or current members of the Board of Regents of the University of California.

b. Spouses of domestic partners of core and senior members.

c. Surviving spouses of former core and senior members.

d. Previous spouses of present or former core and senior members who have been members for at least six years.

e. Alumni, parents of UCLA students (any school, any year), local community residents, and owners and operators of local business establishments.

f. Temporary Membership

1) Faculty and distinguished scholars visiting UCLA.

2) Officers, faculty, and professional administrative staff from other colleges and universities can purchase temporary memberships.

g. Special Membership

1) Former core members of the Association whose connection with UCLA was terminated by circumstances other than retirement and therefore ceased to be core members may be granted membership by the Board of Governors.

2) Chancellor’s Associates and other individuals from University support groups may be granted special membership by the Board of Governors.
3. ORGANIZATIONAL MEMBERSHIP

a. UCLA units and affiliates and alumni/ae clubs representing other universities can become organizational members.

B. MEMBERSHIP FEES AND DUES

1. A membership fee, established by the Board of Governors, will be assessed to each new member. The fee may be paid in one sum or in installments as provided by the Board of Governors.

2. Monthly dues, any additional fees, and the manner of collection shall be determined by the Board of Governors.

3. Reduction or deferral of fees and dues:
   The membership fee may be deferred for ladder faculty without tenure, lecturers without security of employment, and staff members whose salaries are less than that of Associate Professors, Step I (nine-month appointment), until attainment of tenure or security of employment or until their salaries reach that equivalent to tenured regular faculty.

   a. Dues for new members may be reduced or waived for a period to be determined by the Board of Governors.

   b. Dues for ladder faculty without tenure, lecturers without security of employment, and staff members whose salaries are less than that of Associate Professors, Step I, may be reduced as determined by the Board of Governors.

   c. Senior members will pay reduced monthly dues in an amount to be determined by the Board of Governors.

   d. Dues for other classes of members may be reduced at the discretion of the Board of Governors.

   e. Honorary members pay no fees or dues.
C. TERMINATION AND REINSTATEMENT OF MEMBERSHIP

1. Members may resign from the Association 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.

2. The Board of Governors may specify conditions for reinstatement of former members.

D. SPECIAL REGULATIONS

1. Members must pay fees and dues from the first day of the month in which they join the Association.

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 Centers on other campuses of the University of California may use the facilities of the Center 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 fees and 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.

E. 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

OFFICERS AND BOARD OF GOVERNORS:

A. 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. President. The president, as principal officer of the Association, shall supervise and control the activities of the Association and 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 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 by-laws. 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.

6. Treasurer. The treasurer shall serve as chair of the Finance Committee of the Board of Governors and, in that capacity, shall be responsible for all of the duties of the Finance Committee, as specified in these bylaws below.

7. The officers of the Association form the Executive Committee of the Association.
B. BOARD OF GOVERNORS

1. Composition of the Board of Governors. The Board of Governors shall have thirteen voting members: the president, president-elect, secretary, treasurer, immediate past president, six members elected at large, and one representative from each of two Founding organizations: Faculty Women's Club, and UCLA Emeriti Association. Each member shall have the privilege of voting on any matter considered by the Board of Governors.

2. Membership Requirement. All members of the Board of Governors must be members of the Association in good standing for the duration of the member's service on the Board of Governors.

3. 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 by the Association for such expenses.

4. 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.

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 Association, 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 Association.
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 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. 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 Member term-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 4:00pm 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 Governor’s for the following year are to be posted on the Association’s website by the General Manager by the beginning of the Member term year.

2. Quorum. A majority of the 13 members of the Board of Governors present shall constitute a quorum. Unless otherwise specified in these by-laws, 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 of the Association and, if approved in advance by the Board of Governors, by specifically-named other individuals who are not members of the Association, 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 of the Association and University employees assigned to the Association to have the opportunity to address the Board of Governors. No single individual shall be permitted to speak more than three minutes in length 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 signup, shall be posted on the Association's 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 at least six (6) 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 not later than 14 days prior to the scheduled date of the business meeting.

   b. The President has the final authority 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 Association’s website and posted on a bulletin board in the Association’s 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 least 48 hours in advance of 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 in 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 Association's 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 each 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 Association's website and archived for future reference.

9. Recordings. No audio or video recording of any meeting of the Board of Governors shall be conducted 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 members of the Board of Governors, as well any continuing members also interested. The President and General Manager may provide for; (ii) an on-site tour of the Center's facilities; (ii) the history of the Association since the opening of the Center in 1959; and (iii) a general overview of the financial affairs and major issues of the Association. Such retreats 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. The Board of Governors may adopt regulations, not inconsistent with the law or the Articles of Incorporation, regarding services at the Center, use of the Center, provisions regarding visitors and guests of members, and any other matters concerning the operation of the Center 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 Association's website.

   a. Board of Governors 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 Policy at any Regular meeting by an affirmative vote of not less than seven (7) voting members, provided that notice of the action, including a draft thereof, is given at the previous Regular meeting.

2. 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. The Personnel Committee of the Board of Governors, as set forth in Article IV, Section F, Paragraph 2 below, shall provide to the Board of Governors at its October meeting a complete roster of all employees with 50% or more appointment to a University employee position. Such roster is to be initially prepared by the General Manager shall include for each individual: (i) full name; (ii) job title; (iii) percent time of the appointment; (iv) the compensation level for a 100% time appointee to that position; (v) actual compensation paid to the individual, divided between regular pay and overtime pay, during the preceding fiscal year, if the employee was employed for that fiscal year; and (vi) which, if any, University of California collective bargaining agreement applies to the individual.

   b. The Personnel Committee shall provide the Board of Governors at its March meeting a supplemental staffing roster, indicating both (i) employees who have been hired, and (ii) employees who have separated (for any reason), since the report six months earlier. The General Manager shall prepare such a report for the Finance Committee.
c. The Finance Committee, upon recommendation of the General Manager, shall review and provide to the Board of Governors not later than its second regularly-scheduled meeting of the fiscal year the recommended merit increases or reclassifications for all employees for the current fiscal year. Such recommendations are not to be finalized or submitted to UCLA Campus Human Resources and UCLA Payroll unless, and until, approved by the Board of Governors.

i. The merit increase or reclassification for the General Manager shall be presented to the Board of Governors by the President, following consultation with the Personnel Committee of the Board. Any such merit increase or reclassification proposal to the Board of Governors shall be accompanied by the annual evaluation of the General Manager's performance for the preceding fiscal year.

d. The Finance Committee, based on one or more reports to be prepared by the General Manager, shall provide to the Board of Governors not later than the April meeting, as part of the regular budget submittal for the following fiscal year, 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.

i. 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 Association also publishes a periodic newsletter, at least
quarterly, both in electronic and paper format for distribution to the members of the Association and, as appropriate, with other parts of the UCLA community.

5. Amendment of By-laws. The Board of Governors may change or amend the by-laws 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 Center and on the Association’s website. If the changes are extensive, the notice posted in the Center may be limited only to a summary of the changes, referring any member of the Association who may be interested to the Association’s website for the details of the changes.

6. Generally 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. Services and Facilities 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 GM 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 standing 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 take action. 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.

A standing committee shall review and make recommendations of matters which are within its jurisdiction as set forth in these Bylaws and which may be referred to it by the Board of Governors.

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 of the Association, 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: (i) the President; (ii) the Past President; (iii) the President-Elect; (iv) the Treasurer; and (v) the Secretary.

   c. The responsibilities of the Executive Committee shall be:

      i. 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:

         (a) Fill vacancies on the Board of Governors;
(b) Amend or repeal these Bylaws, or adopt any new bylaws;
(c) Amend, rescind, or make an exception to a Board of Governors Policy, or adopt a new Board of Governors Policy; or
ii. 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 remarking 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 of 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 at least 72 hours in advance of each meeting of the Finance Committee.

b. The chair of the Finance Committee shall be the Treasurer of the Board of Governors, who 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).
c. The Finance Committee shall meet at least monthly, either in-person or by electronic communication.

d. The responsibilities of the Finance Committee shall be as follows:

i. To review and forward to the Board of Governors all financial statements of the Association on a monthly basis prepared by the General Manager, including:
   (a) The income/expense statement for operations.
   
   (b) The balance sheet statement.
   
   (c) The statement of cash flow and cash position.

ii. To review and forward to the Board of Governors other statements prepared by the General Manager on a quarterly basis such as:
   
   (a) The investment performance statement, by holding.
   
   (b) The accounts receivable statement.
   
   (c) The cost of sales analysis, by major food and beverage cost center.
   
   (d) The list of inventorial equipment.
   
   (e) The schedule of major plant expenditures, by project, as authorized by or reported to the Services and Facilities Committee.
   
   (f) The membership report, showing additions and separation by category and, as possible, by University unit.

iii. 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;

   (a) The Finance Committee is expected to request from and, as appropriate, meet with senior University management officers in the Office of the Chancellor (including Vice Chancellors) to discuss any information deemed relevant to the preparation of the Budget for Operations for the following fiscal year.
iv. 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.

v. 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.

vi. To recommend to the Board of Governors the selection of an auditor to conduct the periodic audit and other external 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;

   (a) 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.

vii. To review and, as appropriate, recommend to the Board of Governors changes in the Association’s investment portfolio and asset allocation guidelines.

viii. 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.

ix. To consider and recommend action to the Board of Governors regarding other budgetary and financial matters of the Association, as may be referred to the committee by the President, the General Manager, or the Board of Governors, including financial management and accounting policies, so long as any such policies do 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 at least 72 hours 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 responsibilities of the Personnel Committee shall be:

   i. To conduct the annual evaluation of the General Manager, in conjunction with the President;

      (a) 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.

      (b) The evaluation process shall explicitly take into account any General Manager performance goals adopted by the Board of Governors during the year prior to the commencement of the evaluation.

      (c) The completed evaluation shall result in a recommendation presented to the Board of Governors no later than the first regular meeting of the Academic Year.

      (d) 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 November meeting for discussion.

   ii. To receive from the General Manager and forward to the full Board of Governors all the reports described in Article IV, Section E, Paragraph 2 above.

   iii. To receive from the General Manager an annual report summarizing the submittal to UCLA Campus Human Resources of all job duties and
evaluation reports for all University employees assigned to the Association.

iv. To review and make recommendations on personnel issues referred to the committee by the President, by the General Manager, or by the Board of Governors, including job performance issues of any employee serving in a senior management capacity for the Association.

v. To review and approve the bonus/incentive compensation policy for the Association recommended by the General Manager, with the requirement that any such Association policy must not conflict with any similar University policy.

vi. To review and approve the Association's policy with respect to the solicitation or acceptance of gratuities for University employees assigned to the Association, with the requirement that any such Association policy must not conflict with any similar University policy.

4. Services and Facilities Committee

a. The Services and Facilities 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 Services and Facilities Committee. The General Manager or his/her designee will attend all meetings and provide materials and statements as requested by the Services and Facilities Committee Chair. Requested materials will be provided at least 72 hours in advance of each meeting of the Services and Facilities Committee.

b. The chair of the Services and Facilities Committee shall be the President-Elect.

c. The Services and Facilities Committee shall meet at least quarterly.

d. The responsibilities of the Services and Facilities Committee shall be:

   i. To review and recommend to the Board of Governors any change in the services, and the policies related to such services, provided by the Association at the University facilities assigned to the Association, either as proposed by the General Manager or as proposed by members of the Association to the Services and Facilities Committee.
ii. To review and recommend to the Board of Governors not later than the March meeting of the Board of Governors each year the list of the major repairs and alterations, and/or construction of new facilities or improvements on behalf of the Association.

iii. To review and recommend to the Board of Governors the solicitation and/or acceptance of any in-kind gift, such as major equipment or artwork.

iv. To review and recommend to the Finance Committee and to the Board of Governors the replacement or acquisition of major equipment or information technology systems.

v. To review and recommend to the Board of Governors the termination of services offered by the Association.

vi. May prepare an annual summary regarding the assessment of customer satisfaction with goods and services offered by the Association to its members and to campus departments.

vii. To review and recommend to the Board of Governors other services, as may be referred to the committee by the President, by the General Manager, or by members of the Association.

5. Special Committees

a. Special committees may be appointed by the Board of Governors 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. Members of the Association who are not members of the Board of Governors may be appointed by the Board of Governors to a special committee.

6. Reservation of Powers

a. 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. ELECTIONS, TERMS OF OFFICE, AND VACANCIES

1. Terms of office

   a. President. The president, who shall have been the immediate president-elect, serves for one year, and one year as immediate past president.

   b. President-elect. The president-elect serves one year in that office and one year as president, and one year as immediate past president.

   c. Immediate Past President. The immediate past president, having served as president-elect, and president, shall serve a third year as immediate 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 three-year period has passed. Appointed Board of Governors members are not subject to any limitation in terms of the maximum number of consecutive years of Board of Governors membership.

2. Vacancies. In the event of a vacancy among the officers or elected members of the Board of Governors, the remaining Board of Governors members shall elect a member to fill the vacated position until the next annual election, when a member shall be elected to complete the unexpired portion, if any, of the term of the vacated position.

   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 these Bylaws.

   b. In the event that any of the officer positions becomes vacant, an election shall
be held by the Board of Governors at its next regularly scheduled meeting, or at an intervening Special Meeting where the election is one of the purposes noticed to the Board of Governors in the call of that meeting, to fill the vacancy for the balance of that officer’s term.

c. 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 mail ballot. Only active and senior members are eligible to vote.

b. The Nominations and Election Committee is to be comprised of: (a) the President-Elect of the Board of Governors, as chair; and (b) five other members of the Association, not more than two of whom may be other members of the Board of Governors. The Nominations and Elections Committee shall be appointed by the Board of Governors not later than November 1 each year. The Nominations and Election Committee may solicit nominations for the elective offices from the membership of the Association, 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 of the Center. The Nominations and election Committee shall be responsible for preparation and distribution of ballots, and for counting them and certifying the results of the election. The person receiving a plurality of votes cast for each office shall be elected. Only active and senior members are eligible to vote for officers and Board of Governors members, or to be nominated for these positions.

c. Ballots shall be mailed to eligible voters on or before May 1 and should be returned by June 10.

d. The President of the Association shall announce the results of the election by June 20, notify the elected members by individual communication, and post all information on the Association’s website. The President shall send a written communication to the Office of the Chancellor by June 30 with: (i) the results of the election; and (ii) the full roster of the Board of Governors, including officers, for the term beginning September 1.

e. The individual communication from the President to the newly-elected 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. INDEMINIFICATION
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 member has discussed with the President 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
   a. 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:
i. 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.

ii. For a breach of any of his/her fiduciary
duties as a Member.

iii. For breach of any of the duties and responsibilities of Board of
Governors membership as specified in the Constitution and Bylaws of
the UCLA Faculty Center Association.

iv. For failing to meet the attendance requirements
above without cause.

v. For breach of Executive Session confidentiality.

3. Voting in Censure or Removal Actions

   a. 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 FORMAL VOTES BY THE MEMBERSHIP OF THE ASSOCIATION

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 of the Association. On receipt of a valid petition calling for such a vote, the Secretary shall distribute a mail ballot to all active and senior members of the Association. 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.

E. REVIEW OF THE FINANCIAL RECORDS OF THE ASSOCIATION

The finances of the Association shall receive annual external review and other reviews as deemed necessary by the Board.