

**University of California**  
**Hastings College of the Law**

**BY-LAWS**

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**BY-LAWS**  
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**BY-LAW 1**  
**NAME**

**1.1. Name.**

The name of this Board is the "Board of Directors of the University of California, Hastings College of the Law."

## BY-LAW 2

### SEAL

#### 2.1. Design.

The seal of the Board of Directors of the University of California, Hastings College of the Law shall be of the following form and design:



#### 2.2. Use.

The seal shall be used only in connection with the transaction of business of the Board of Directors of the University of California, Hastings College of the Law. The seal may be affixed by the Secretary on any document signed on behalf of the Board pursuant to its directives.

**BY-LAW 3**  
**UNOFFICIAL SEAL**

**3.1. Design and Use.**

A modified design of the corporate seal may be used as a symbol of the University of California, Hastings College of the Law, with the permission of the Board, for any official purpose or in connection with alumni, student or public projects.

## **BY-LAW 4**

### **AUTHORITY**

#### **4.1. Authority.**

The authority of this Board derives from the Hastings Trust (California Statutes, 1877-78, Chapter 351, Section 2); the Constitution of the State of California (Article IX, Section 9); and the Government Code, the Code of Civil Procedure, and Sections 92200-92215 of the Education Code.

## **BY-LAW 5**

### **COMPOSITION, TERMS AND POWERS**

#### **5.1. Composition.**

The governing Board of the College shall consist of eleven (11) Directors.

#### **5.2. Appointments.**

Vacancies occurring in the Board by expiration of a Director's term, death, resignation or removal, except for the heir or representative of S.C. Hastings, shall be filled upon appointment by the Governor, confirmation by a majority of the membership of the Senate, and by a majority vote of the Directors.

#### **5.3. Terms.**

One of the Directors shall always be an heir or representative of S.C. Hastings. All other Directors shall serve for terms of twelve (12) years.

#### **5.4. Powers.**

(a) The Directors shall act only at meetings called and held as provided in these By-Laws. They shall be vested with all authority necessary to manage the affairs of the College, subject only to pertinent law.

(b) The Directors shall be vested with legal title to, and the management and disposition of, the property of the College and of the property held for its benefit. They shall have the power without restriction to take and hold, either by purchase or gift, testamentary or otherwise, or in any other manner, all real and personal property for the benefit of the College or incidental to its conduct; provided, however, that sales of College real property shall be subject to such competitive bidding procedures as may be required by statute. The Board shall also have all the powers necessary or convenient for the effective administration of its trust, including the power to sue and to be sued, to use a seal, and to delegate to its committees, to the administration, or to the faculty of the College as it may deem wise. The College shall be entirely independent of all political or sectarian influence and kept free therefrom in the appointment of its Board of Directors and in the administration of its affairs.



**5.5. Determinative Vote.**

Except as otherwise specifically provided in these By-Laws, all matters coming before the Board or a committee thereof for determination shall be determined by a majority vote of those present, including the Chair of the Board or of a Committee thereof, as applicable.

**5.6. Roll Call Vote.**

Upon the demand of any member, a vote by the Board shall be by a call of the roll.

**5.7. Suspension of the By-Laws and Standing Orders.**

Any provision of the By-Laws or Standing Orders may be suspended in connection with the consideration of a matter before the Board by a unanimous vote of those present.

## **BY-LAW 6**

### **SPECIAL PROVISIONS, RELATING TO DIRECTORS**

#### **6.1. Compensation of Directors.**

No Director shall receive salary or other compensation for services as a Director. No Director shall be eligible for appointment to any position in connection with the College for which a salary or other compensation is paid. Upon request, a Director may be reimbursed for actual expenses incurred by reason of attendance at any meeting of the Board or a Committee thereof or in the performance of other official business of the College. No Director shall make or participate in making a decision affecting the College in which the Director knows or has reason to know that he or she has or will have a financial interest.

#### **6.2. Gifts, Contracts and Grants.**

Except when specifically authorized by the Board, no Director shall make or enter into any contract, commitment, or other undertaking on behalf of the College; accept or agree to undertake the administration of any gift or grant offered to the College; or undertake or agree to undertake the management, disposition, or expenditure of any fund provided to be used for the benefit of the College.

#### **6.3. Services on College Committees.**

Except when specifically authorized by the Board, no Director shall serve on a College administrative or faculty committee.

## **BY-LAW 7**

### **COMMITTEES OF THE BOARD**

#### **7.1. Executive Committee.**

(a) The Executive Committee shall be composed of the Chair of the Board, the Vice Chair, and the chairs of each of the Standing Committees.

(b) The Executive Committee shall have full power to act on behalf of the Board in matters of urgency referred to it by any Director or Officer of the College. Any action taken by the Executive Committee shall be reported to and ratified by the Board at its next meeting following such action.

#### **7.2. Standing Committees.**

(a) To facilitate consideration of the business and management of the Board and of the College, Standing Committees are established as hereinafter set forth. Unless otherwise specifically delegated and except as otherwise provided herein, authority to act on all matters is reserved to the Board, and the duty of each Standing Committee shall be only to consider and to make recommendations to the Board upon matters referred to it by the Chair of the Board or the Board.

(b) The following shall be the Standing Committees of the Board:

Committee on Educational Policy

Committee on Finance

Committee on College Relations

(c) Each Standing Committee shall have at least three (3) Directors as members. Only Director members may vote on matters before a Standing Committee.

(d) Standing Committee chairs and members of Standing Committees shall be appointed by the Chair of the Board. Standing Committee chairs will hold office for one (1) year from the date of appointment or until the appointment of their successors.

### **7.3. Special Committees.**

(a) Special Committees shall be authorized and the Chair and members thereof appointed by the Chair of the Board with such powers and duties as the Board may determine.

(b) Each Special Committee shall have at least three (3) Directors as members. Only Directors shall vote on matters before a Special Committee.

### **7.4. Subcommittees.**

The Chair of each Standing and Special Committee may appoint subcommittees as he or she shall deem necessary for the conduct of the business of the committee.

### **7.5 Standing Subcommittees.**

(a) The Board may establish Standing Subcommittees to consider and advise on matters related to its functions as follows:

(1) Each Standing Subcommittee shall have at least two (2) Directors as members. Only Director members may vote on matters before a Standing Subcommittee.

(2) The Chair of the Board shall appoint Standing Subcommittee chairs and members of Standing Subcommittees. A Director shall be designated as the Chair.

(3) Unless otherwise specifically provided by the Board, Standing Subcommittee Chairs and members will hold office for one (1) year from the date of appointment, or until appointment of a successor.

(b) To assist in the oversight of the external audit review process, the Subcommittee on Audit is established to serve as the standing subcommittee to the Finance Committee as generally set forth in Bylaw 9 below.

### **7.6. Ex Officio Members.**

The Chair of the Board, or in the absence of the Chair, the Vice Chair of the Board, shall be the ex officio member of all Standing Committees, of all Special Committees, and of all subcommittees, including standing subcommittees. Ex Officio members shall not be included in the limitation on membership set forth in 7.2(c) and 7.3(b) nor shall they be entitled to vote on matters before the committees or subcommittees.

## **BY-LAW 8**

### **RESPONSIBILITIES OF STANDING COMMITTEES**

#### **8.1. Committee on Educational Policy.**

The Committee on Educational Policy shall:

(a) Consider and report to the Board on matters concerned with policies and programs related to the academic program, and the educational philosophy and objectives of the College, including academic planning, instruction, student admissions, relations with academic institutions and on academic personnel policies and faculty compensation.

(b) Consider and report to the Board on policy matters relating to the research, training, and public service activities of the College and recommend to the Board the establishment or disestablishment of academic programs, research activities, special training programs, and public service undertakings.

(c) Consider and recommend to the Board on the solicitation and acceptance or execution of grants and contracts for instruction, research, training, and public service, except as otherwise provided herein; provided, however, that all actions relating to the foregoing that require College funds not already authorized, shall be subject to the approval of the Committee on Finance.

(d) Consider and recommend to the Board College policy with respect to the awarding of honorary degrees, and consider and recommend individual nominees as recipients of honorary degrees.

(e) Consider and recommend to the Board College policy with respect to such matters as the Chair of the Board shall direct.

#### **8.2. Committee on Finance.**

The Committee on Finance shall:

(a) Consider and make recommendations to the Board at least annually on all matters relating to the finances, financial planning, and business management of the College.

(b) Consider and recommend to the Board both the annual operating and capital budgets of the College and the sources of funds to finance these budgets after consultation with the Chancellor and Dean and the Chief Financial Officer. The Committee's budget consideration shall be based on estimates of income made by the Chief Financial Officer, and estimates of expenditures proposed by the Chancellor and Dean, Chief Financial Officer, General Counsel, Secretary for the functions for which each such officer is responsible.

(c) After consultation with the Subcommittee on Audit, assure that a report of each external audit including an evaluation of the audit findings and recommendations thereon, is prepared by the Committee and that the external audit, and the Committee's report are submitted to the Board for consideration and action.

(d) Consider and make recommendations to the Board on all matters relating to the external borrowing of funds by the College.

(e) Consider and make recommendations to the Board on the amounts and character of surety bonds, if any, to be required for officers and employees.

(f) Consider and make recommendations to the Board concerning all matters relating to the purchase, sale, or lease of real property.

(g) Consider and make recommendations to the Board concerning policy governing the opening, maintaining, and closing of bank accounts in the name of the College, the conditions under which deposits shall be made and funds shall be withdrawn, and how representatives of the College authorized to make withdrawals shall be designated.

(h) Consider and make recommendations to the Board regarding compensation plans for all faculty, staff, and officers of the College, and all exceptions to established compensation schedules. With respect to compensation plans for faculty, recommendations of the Committee on Educational Policy shall also be considered by the Committee.

(i) Consider and make recommendations to the Board concerning staff personnel and labor relations policies.

(j) Consider and make recommendations to the Board concerning the assessment of Registration Fees, Educational Fees, compulsory student government fees, student housing and parking charges and on all other fees of the College.

(k) Consider and make recommendations to the Board regarding the management of College assets and the investment of College funds and report to the Board thereon at least annually.

(l) Consider and make recommendations to the Board concerning all matters relating to the educational grounds and buildings of the College.

(m) Consider and make recommendations to the Board College policy concerning all matters as the Chair of the Board shall direct.

### **8.3. Committee on College Relations.**

The Committee on College Relations shall:

(a) Consider recommendations from the Chancellor and Dean regarding all matters relating to fund raising, alumni affairs and public relations of the College which require Board approval.

(b) Consider and make recommendations to the Board concerning the approval of all fund raising campaigns in excess of the Chancellor and Dean's authority as specified in the Standing Orders.

(c) Consider and make recommendations to the Board concerning the classification and acceptance of all gifts to the College in excess of the Chancellor and Dean's authority as specified in the Standing Orders.

(d) Consider and make recommendations to the Board concerning the naming of buildings, properties and programs.

(e) Facilitate Board communication with and among the alumni, development constituencies of the College, and other members of the Hastings community.

(f) Consider and make recommendations to the Board College policy with respect to such matters as the Chair of the Board shall direct.

## **BY-LAW 9**

### **RESPONSIBILITIES OF SUBCOMMITTEE ON AUDIT**

#### **9.1 Subcommittee on Audit.**

The Subcommittee on Audit shall assist the College with the initial oversight of the external audit review process. The overall responsibility to oversee the financial integrity of the College's financial statements is reserved to the Finance Committee, and ultimately the Board, as provided in Section 8 of these By-laws.

(a) The Subcommittee on Audit will assist in the oversight of this process by performing the following tasks:

(1) Reviewing results of the draft Audit Report, including draft findings, after timely receipt from the auditors, and reporting to the Finance Committee as set forth below.

The Audit Report generally consists of:

- Financial Statements for the previous fiscal year
- Required Communications
- Management Letter (if applicable)
- Financial Statements and Federal Awards Programs (OMB Circular A-133)

(2) Reviewing the performance, functions and disclosures of internal controls and risk management systems regarding finance and accounting, and the adequacy of such systems.

(3) Reviewing the qualifications, independence and performance of the independent certified public accountants selected by the Board to complete the audit.

(4) Reviewing the planned scope of the annual independent audit and other audit related services with the independent auditor.

(5) Consulting with the Finance Committee on significant issues raised in connection with the audit review process.

(6) Requesting the College's Chief Financial Officer to address specific issues within the mandate of the Subcommittee on Audit.

(7) Engaging when necessary independent counsel and other experts, including accounting experts, to carry out the functions of the Subcommittee on Audit.



(b) Each year in March, the Chair of the Board shall appoint the Chair of the Subcommittee on Audit and the members thereof so that the Subcommittee can be prepared for the next audit cycle.

(c) The Subcommittee on Audit shall meet at least two (2) times each year or as often as it is necessary to perform its functions.

(d) Meetings shall be called by the Secretary of the Board at the direction of either the Chair of the Subcommittee, or the Chair of the Finance Committee, or any one Director member of the Subcommittee on Audit.

(e) After consultation with the College's Chief Financial Officer, the Subcommittee shall consider and make recommendations to the Finance Committee with respect to the following:

(1) The certified public accountants to serve as the College's independent auditor, and the hiring of any other certified public accountants to provide the College with services other than audit and audit related services.

(2) The draft audit report, including the auditor's findings, and the auditor's recommendations thereon.

## **BY-LAW 10**

### **MEETINGS OF THE BOARD AND COMMITTEES**

#### **10.1. Meetings of the Board.**

Meetings of the Board shall be public, with exceptions and notice requirements as may be provided by statute the state's open meeting laws. Meetings of advisory committees, subcommittees and standing subcommittees consisting of less than three (3) Directors are exempt from the state's open meeting laws (Education Code Section 92020).

#### **10.2. Types of Meetings.**

(a) Regular Meetings of the Board shall be held at least once each quarter. One of these meetings shall be designated as the Annual Meeting of the Board.

(b) Special Meetings of the Board shall be called by the Secretary at the direction of the Chair of the Board or four (4) members thereof.

(c) Emergency Meetings of the Board may be called by the Chair of the Board at any time only in the event of or to consider:

(1) Any activity or disaster which severely impairs the functioning of the College or the health or safety of students, faculty, employees or the public; and

(2) Administrative disciplinary matters.

(d) Meetings of Standing Committees, Special Committees and Subcommittees shall be called by the Secretary at the direction of the Chair of the Board, the Chair of the committee or subcommittee or any two members of the committee or subcommittee. In the case of the Subcommittee on Audit, one member can direct the Secretary to call a meeting of the Subcommittee on Audit.

#### **10.3. Notice of Meetings.**

(a) Notice of Regular Meetings: At least ten (10) days in advance of regular meetings, the Secretary shall give notice of such meetings to each Director and Officer of the College and to any person who has requested such notice in writing.

(b) Notice of Special Meetings: Special meetings may be called at any time, and notice of the time, place, and agenda shall be given by telephone or by letter addressed to each

Director at his or her last known place of business or residence in time to reach the Director at least seventy-two (72) hours before the time for each such meeting. In addition, public notice shall be given for each such meeting by the Secretary. Such notice shall be given by notifying any newspaper of general circulation or any radio or television station, and it shall be delivered personally or by mail so that the notice may be published or broadcast at least seventy-two (72) hours before the time of each such meeting. No business other than that included in the agenda of the meeting shall be considered. A record of the service of notice required to be given as aforesaid shall be entered upon the minutes of the Board, and the said minutes when approved at a subsequent meeting of the Board shall be conclusive of the fact that notice was given as required herein.

(c) Notice of Emergency Meetings: Directors and Officers of the College, and newspapers of general circulation and radio or television stations which have requested notice of Board or Committee meetings shall be notified by the Secretary as soon as possible but no later than one hour prior to an emergency meeting by telephone. In the event that telephone services are not functioning, notice requirements shall be deemed waived, and the Secretary shall, as soon after the meeting as possible, notify such newspapers, radio stations or television stations of the fact that it was held, its purpose, and any actions taken at the meeting which are subject to announcement.

As soon after the emergency meeting as possible, the Secretary shall post for a minimum of ten (10) days in a public place in the College a list of the persons notified or attempted to be notified, and as to actions which are subject to announcement, the minutes of the meeting, including roll call votes and actions taken.

(d) Meetings of special search or selection committees held for the purpose of conducting interviews for College officer positions may be held without public notice.

#### **10.4. Closed Sessions.**

(a) Closed sessions of the Board, Standing Committee, Special Committee, or Subcommittee meeting may be called in conformity with Section 92032 of the Education Code to consider matters pertaining to the following:

- (1) Matters affecting the national security.
- (2) The conferring of honorary degrees or other honors or commendations.
- (3) Matters involving gifts, devises, and bequests.

- (4) Matters involving investment of funds.
  - (5) Matters involving litigation, when discussion in open session concerning those matters would adversely affect, or be detrimental to, the public interest.
  - (6) The acquisition or disposition of property, if discussion of these matters in open session could adversely affect the Board's ability to acquire or dispose of the property on the terms and conditions it deems to be in the best public interest.
  - (7) Matters concerning the appointment, employment, performance, compensation, or dismissal of College officers or employees, excluding individual Directors.
  - (8) Matters relating to complaints or charges brought against College officers or employees, excluding individual Directors, unless the officer or employee requests a public hearing.
  - (9) The Board may also hold closed sessions with respect to matters within Government Code Section 3596. In this respect the Board means the Board of Directors and its Standing and Special Committees or Subcommittees, other than groups of not more than three (3) Directors appointed to advise and assist the Chancellor and Dean in contract negotiations.
- (b) Release of Information From Closed Sessions:
- (1) The confidentiality of closed sessions of the Board and its Committees shall be maintained, subject to the provisions of this By-Law.
  - (2) Actions taken in closed session normally shall be released to the public following final action by the Board or a Committee of the Board empowered to act. Actions may be withheld from release or release may be delayed if disclosure would constitute an invasion of privacy of individuals or would adversely affect the interests of the College. Actions taken in closed sessions to appoint, employ, or dismiss College employees, and any roll call votes thereon, shall be reported at subsequent public meetings of the Board.
  - (3) Release of actions shall be determined by the Chancellor and Dean or the Chair in accordance with procedures established by the Board.

(4) Information from closed sessions other than final actions may be released only by the Chair.

**10.5. Agenda and Agenda Materials for Regular Meetings of the Board, Committees and Subcommittees.**

(a) At least ten (10) days prior to each regular meeting of the Board, Committees and Subcommittees, the Secretary shall mail to each member of the Board, Committee, or Subcommittee thereof, an agenda setting forth all business to be transacted or discussed at the meeting. Any item on the agenda of a Standing or Special Committee meeting held in conjunction with a meeting of the Board may be considered for action by the Board at that meeting.

(b) Seven (7) days prior to each regular meeting of the Board, Committees and Subcommittees, or as soon thereafter as practicable, the Secretary shall mail to each member of the Board, Committee, or Subcommittee thereof, materials relating to items on the meeting agenda.

## **BY-LAW 11**

### **BOARD AND COMMITTEE PROCEDURES**

#### **11.1. Order of Business of the Board.**

(a) The order of business at each regular meeting of the Board shall be as determined by the Chair.

(b) The order of business determined by the Chair may be suspended or altered at any meeting by a vote of a majority of the Directors present.

#### **11.2. Attendance of Faculty, Alumni Representatives, and Other Guests.**

(a) The following, or their designees, shall be invited by the Secretary to attend and address the Board, subject to control by the Chair, at the public meetings of the Board:

- (1) The faculty by notification to the Chair of the Executive Committee of the Faculty.
- (2) The President of the Alumni Association.
- (3) The President of the 1066 Foundation.
- (4) The President of the Associated Students of University of California Hastings (ASUCH).

(b) Officers of the Board and officers of the College may invite other guests to public meetings of the Board.

#### **11.3. Quorum of the Board.**

A majority of Directors in office shall constitute a quorum for transaction of all business except as otherwise provided in these By-Laws.

#### **11.4. Quorums of Committees.**

A majority of the members of the Committee or Subcommittee shall constitute a quorum except as otherwise provided in these By-Laws.

### **11.5. Adjournment When No Quorum.**

Any meeting may be adjourned and its business continued on an appointed day by the vote of a majority of the Directors present even though there shall be present less than a quorum.

### **11.6. Rules of Procedure.**

The rules contained in Robert's Rules of Order Newly Revised, copyrighted in 1970, shall govern the proceedings at and the conduct of the meetings of the Board and its Committees or Subcommittees, in all cases to which they are applicable and which are not covered in these By-Laws.

### **11.7. Communications.**

Communications to the Board or a Committee or Subcommittee thereof shall be presented in writing by the Secretary at the next regular meeting following their receipt by the Secretary, provided that communications transmitted to the Secretary from members of the faculty or student body or employees of the College shall be presented only through the appropriate Officer of the College.

### **11.8. Appearance Before the Board and Committees.**

(a) Individuals or organizations, except as provided in 10.2(a) and 10.8(b) may appear before the Board only with its permission. By affirmative vote, the Board may grant permission for individuals and organizations to appear before it, provided that a written request for any such appearance, specifying the matters to be presented to the Board, the time necessary for the presentation, and the reason a personal appearance is necessary is received by the Secretary of the Board no later than 5:00 p.m. five (5) working days preceding the meeting of the Board at which permission is sought to make such presentation. Prior written request to appear before the Board may be waived in extraordinary circumstances by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

(b) The Chair of the Board or Chair of a Standing or Special Committee thereof shall invite to attend and appear before meetings of the Board or of Committees thereof such employees of the College and such other persons as may be needed in the best interest of the College.

(c) A Standing or Special Committee or Subcommittee thereof may grant permission by affirmative vote for individuals, other than those specified in 11.8(b) above, and organizations to appear before it, provided that a written request is received by the Secretary of the Board no later than 5:00 p.m. five (5) working days preceding the meeting at which appearance is sought. Prior written request to appear before a Standing or Special Committee may be waived in extraordinary circumstances by a majority vote of the Committee members present.

#### **11.9. Reconsideration, Repeal, or Rescission.**

(a) Any member may move for the reconsideration of an action taken by the Board at the same meeting at which said action is taken.

(b) No motion for repeal or rescission of any action taken by the Board at a previous meeting shall be voted upon unless notice of intention to make such motion shall have been given at the previous meeting or by mail by the Secretary to each member of the Board and the subject matter of the motion has been placed on the Board agenda in accordance with 10.5 above.

#### **11.10. Minutes of Board and Committee Proceedings.**

(a) Minutes of the proceedings of the Board shall be taken and kept by the Secretary and, as soon as practical after a meeting, a copy of said minutes shall be mailed or delivered to each member of the Board. Open sessions of the Board shall be audiotaped and the tapes preserved by the Secretary for a period of six months.

(b) The Minutes of closed sessions shall be taken and kept by the Secretary, shall be maintained in files separate from minutes of public meetings, and shall be appropriately safeguarded.

(c) Minutes of the proceedings of each Committee or Subcommittee shall be taken and kept by the Secretary and, as soon as practical after a meeting, a copy of said minutes shall be mailed or delivered to each member of the Committee or Subcommittee. Open sessions of the Finance Committee shall be audiotaped and the tapes preserved by the Secretary for a period of six months.

(d) The Secretary shall maintain the official archive of the records and minutes of all Board, Committees, and Subcommittee meetings and other official records of the College.



## **BY-LAW 12**

### **OFFICERS OF THE BOARD**

#### **12.1. Officers of the Board.**

- (a) The Officers of the Board shall be the Chair and Vice Chair.
- (b) Election: The Board shall elect the Chair and Vice Chair at the mid-year meeting of the Board for a term of one year. In the case of a mid-term vacancy, the Board shall elect a successor at the first meeting following the creation of the vacancy to serve out the term of the prior Chair or Vice Chair. No officer shall serve more than two (2) full consecutive terms.
- (c) Qualifications: Officers of the Board must be Directors.
- (d) Compensation: Officers of the Board shall serve without compensation. Upon request, an officer may be reimbursed for actual expenses to the same extent as provided in 6.1 above.

## **BY-LAW 13**

### **OFFICERS OF THE COLLEGE**

#### **13.1. Officers of the College.**

(a) Officers of the College shall be the Directors, Chancellor and Dean, Academic Dean, Chief Financial Officer, General Counsel and Secretary.

(b) Appointment and Continuation of Appointment. The Officers of the College, other than Directors, shall be appointed or continued by a majority vote of the Board and shall serve at the pleasure of the Board. Nothing in these By-Laws shall be construed to prevent the Board from entering into employment contracts with such officers for reasonable terms. Appointment or continuation of appointment of the Chancellor and Dean and Academic Dean shall be made with Faculty consultation as set forth in the Standing Orders and related Board Policies.

(c) Qualifications: No Director shall also serve as Chancellor and Dean, Academic Dean, Chief Financial Officer, General Counsel or Secretary. One individual may hold more than one office, except that no one may serve as Chancellor and Dean or Academic Dean and as any other Officer of the College.

(d) Compensation: The Board shall establish compensation for the paid Officers of the College.

(e) Performance Evaluation: The Board shall establish and conduct an evaluation process by which each Officer of the College is periodically measured with respect to the performance of such officer's duties and responsibilities.

## **BY-LAW 14**

### **DUTIES AND RESPONSIBILITIES OF OFFICERS OF THE BOARD**

#### **14.1. Chair.**

- (a) The Chair of the Board shall preside at meetings of the Board.
- (b) The Chair is authorized, on behalf of the College, to execute, unless express authority shall elsewhere be conferred by order or resolution of the Board, all documents necessary to implement the programs or policies which have been approved by the Board, provided that unless specifically otherwise directed by the Board, all documents executed by the Chair shall be without force or effect unless also executed by the Secretary of the Board and approved as to form and legality by the General Counsel.

#### **14.2. Vice-Chair.**

The Vice-Chair shall perform the duties of the Chair in case of the absence or inability of the Chair to act.

## **BY-LAW 15**

### **DUTIES AND RESPONSIBILITIES OF OFFICERS OF THE COLLEGE**

#### **15.1. Chancellor and Dean of the College.**

(a) The Chancellor and Dean shall serve as the chief executive and academic officer of the College, with full authority over and responsibility for all of its departments and activities. The authority of the Chancellor and Dean shall be exercised in accordance with the policies and procedures adopted by the Board of Directors and, in academic matters, in accordance with policies approved by the Faculty.

(b) The Chancellor and Dean shall be a tenured member of the Faculty.

(c) The Chancellor and Dean shall:

(1) Report directly to the Board of Directors and attend all meetings of the Board and its Committees.

(2) Represent the College before the Legislature, other governmental agencies and departments, the alumni and the community.

(3) In cooperation with the Chief Financial Officer, be responsible for development and submission to the Board of the annual operating and capital budgets of the College.

(4) Be responsible for the operation and maintenance of College facilities.

(5) Be responsible for the continuous development of the goals and objectives of the College and for the preparation of proposals for their execution for consideration by the Board.

(6) Seek, as appropriate, the counsel of the Faculty, students, staff, alumni, benefactors and others in the exercise of the academic and operational responsibilities of the office of Chancellor and Dean and in the development of College goals, objectives and proposals for their implementation.

(7) The Chancellor and Dean may delegate any of the duties of the office except the responsibility to report directly to the Board.

**15.2. Academic Dean.**

(a) The Academic Dean shall serve as the chief academic officer of the College under the Chancellor and Dean and shall administer the academic program of the College in accordance with the policies adopted by the Faculty. The Academic Dean shall also serve as Chief Executive to the extent of the authority delegated by the Chancellor and Dean.

(b) In the case of a vacancy in the office of the Chancellor and Dean and prior to appointment of an Acting Chancellor and Dean, the Academic Dean shall assume the authority and responsibilities of the Chancellor and Dean.

(c) The Academic Dean shall be a tenured member of the faculty.

**15.3. General Counsel.**

(a) The General Counsel shall:

(1) Report directly to the Board and to the Chancellor and Dean, and attend all meetings of the Board and its Committees.

(2) Be the chief legal officer for the Board and of the College.

(3) Prepare or approve as to form all legal documents relating to the activities of the College.

(4) Render legal advice to the Board and the officers of the College.

(5) Assist the officers of the College in the performance of their duties.

(b) The General Counsel may delegate any of the duties of the office except the responsibility to report directly to the Board and to the Chancellor and Dean.

**15.4. Secretary.**

(a) The Secretary shall:

(1) Report directly to the Board and to the Chancellor and Dean and attend all meetings of the Board and its Committees.

(2) Be the custodian of all official records of the Board including the minutes of its meetings.

(3) Give notice of and take the minutes of all meetings of the Board and its Committees.

(4) Be custodian of the corporate seal of the College and affix it to documents when appropriate.

(5) Attest to all documents executed by Officers of the Board or authorized by the Board to be executed by officers of the College or by other individuals.

(6) Certify to any action of the Board or its Committees, to the identity, appointment and authority of officers of the Board, officers of the College and others as appropriate, and to provisions of the Board's By-Laws, Standing Orders and other public records of the College.

(7) Provide administrative support to the Board.

(8) Assist other Officers of the College in the performance of their duties.

(b) The Secretary may delegate any of the duties of the office except the responsibility to report directly to the Board and to the Chancellor and Dean.

#### **15.5. Chief Financial Officer.**

(a) The Chief Financial Officer who is also the Registrar of the College shall:

(1) Report directly to the Board and to the Chancellor and Dean and attend all meetings of the Board and its Committees.

(2) Be the only College officer authorized to receive or cause to be received funds flowing to the College, and shall receive and deposit funds received in depositories as are approved by the Board.

(3) Be the only College employee authorized to receive or cause to be received all gifts to the College and shall receive, hold and manage such gifts as directed by the Board.

(4) Account for all funds and other assets of the College and report thereon, using procedures and formats which meet generally accepted accounting principles and standards.

(5) Disburse College funds consistent with purposes and procedures adopted by the Board.

(6) Invest College funds under policies established by and instructions given by the Board.

- (7) Manage assets of the College held as investments and assets donated to the College.
  - (8) Conduct financial planning for the College in consultation with the Chancellor and Dean and other officers of the College, and report thereon to the Board and the officers of the College when appropriate but at least annually.
  - (9) Keep the Board and the Chancellor and Dean advised at all times of all funds and assets of the College available for use in College programs.
  - (10) Assist the Board in the conduct of any external audit of College funds.
  - (11) Identify financial policy issues and make recommendations of policy to the Board thereon.
  - (12) Assist the Chancellor and Dean in developing and submitting to the Board the annual operating and capital budgets of the College.
  - (13) Assist other officers of the College in the performance of their duties.
- (b) The Chief Financial Officer may delegate any of the duties of the office, except the responsibility to report directly to the Board and to the Chancellor and Dean.

## **BY-LAW 16**

### **DEFENSE AND INDEMNIFICATION OF DIRECTORS**

#### **16.1. Defense and Indemnification of Directors in Civil Proceedings.**

The College shall defend and indemnify any present or former member of the Board of Directors who has been, is, or becomes a party to any action or proceeding arising out of an act or omission occurring within the scope of his or her duties as a Director. The defense and indemnification provided hereunder shall not be deemed exclusive of any other rights to which a party seeking indemnification may be entitled under any statute, by-law, insurance, agreement, or otherwise, and shall inure to the benefit of the heirs, executors, and administrators of each Director. Such defense and indemnification shall supplement indemnification provided by statute and other policies of the College and are provided for all covered actions or proceedings to the fullest extent permitted by law.

As a condition to seeking defense and indemnification, the party shall give prompt notice to the General Counsel of the pendency of any action or proceeding for which he or she may appropriately seek defense and indemnification, shall keep the General Counsel apprised of significant developments in the action or proceeding, and shall cooperate in the defense.

When such notice is provided, the College shall provide a defense for the party or, by mutual agreement, may permit the party to provide for his or her own defense. When expenses incurred in defending an action or proceeding are paid by the College in advance of the final disposition of such action or proceeding, it shall be with the understanding that the party must repay such amount unless it ultimately shall be determined that he or she is entitled to be indemnified as authorized herein.

Such indemnification shall be limited to expenses actually and reasonably incurred by such party in connection with the defense, judgment (except for punitive damages which are addressed elsewhere in this By-Law), or settlement of such action or proceeding if authorized in the specific case, and after it has been resolved, upon an independent determination that indemnification is proper in the circumstances because the party acted in good faith, in a manner such party believed to be in the best interest of the College, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. For purposes of



this By-Law, "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification hereunder.

Such indemnification shall be made for punitive damages when it would otherwise be proper under this By-Law and under the following additional criteria: Prior to such indemnification an independent determination must conclude that the present or former member of the Board acted or failed to act without malice and in the apparent best interests of the College, and that payment of the award would be in the best interests of the College.

When any independent determination is required pursuant to this policy, it shall be made by the Board, by a majority vote of a quorum consisting of members not parties to such action or proceeding. If such quorum cannot be convened or, even if convened, if a majority of such quorum so directs, the determination shall be made by a disinterested third party appointed by such quorum or, if no such quorum can be convened, the appointment of the disinterested third party shall be made by the President of the State Bar of California. The independent determination provided hereunder shall be made upon a consideration of all relevant facts and circumstances including without limitation the record of any action or proceeding giving rise to the request for indemnification. The independent determination in connection with any request for indemnification for punitive damages additionally shall consider the availability of College funds from appropriate fund sources.

**BY-LAW 17**  
**AMENDMENTS**

**17.1 Procedure.**

These By-Laws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, provided that notice of any proposed amendment, including a draft thereof, shall have been given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon.