BYLAWS
OF
UCGPC

ARTICLE I
PRINCIPAL PLACE OF BUSINESS

This corporation shall maintain a principal place of business inside or outside California at such location as the Board of Directors may determine. This corporation shall maintain a copy of the Articles of Incorporation and these Bylaws at such place, and provide them to directors upon request.

ARTICLE II
MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues. For avoidance of doubt, neither the students that pay dues to the organizations and referred to as “Patrons” nor any Association (as defined below) shall be “members” within the meaning of Section 5056 of the California Corporations Code. While the directors serving ex officio as provided in Article III, Section 3(a) below will owe fiduciary duties to this corporation as provided below and by law, neither such Patrons nor such Associations shall owe any fiduciary duties to the organization or bear any liability for this corporation’s activities, except as otherwise provided by separate agreement.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number and Qualifications of Directors. The number of directors shall be equal to the number

Associations governing graduate and professional students at the ten University of California Campuses. At this time, and until this provision of these bylaws is amended, the Associations from the following campuses are recognized: Berkeley, Los Angeles, Irvine, Riverside, San Francisco, Merced, San Diego, Davis, Santa Barbara, and Santa Cruz. As a result, the authorized number of Directors is currently ten (10).

Section 3. Directors Serve Ex Officio The Board of Directors shall consist of the External Vice President(or, if an Association has none, the Executive Vice President) of each Association then in existence. Such individuals shall serve ex officio, automatically occupying the position of director by virtue of occupying such position at an Association. If an Association has more than one External Vice President, such Association will identity which External Vice will serve ex officio by notice to the Secretary.

Section 4. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in- law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5. Election and Term of Office of Directors. The term of director shall continue as long as and only while he or she holds the office giving rise to his or her status as a director.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board of Directors in the event that the actual number of directors is less than the authorized number for any reason. A vacancy shall remain vacant until a successor assumes the underlying office.

Section 7. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President, the Executive Director, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. Upon a director's resignation or removal from the position giving rise to his or her status as a director, the term of office as a director of the corporation shall immediately cease. A director may be removed as a director only by such a removal from the underlying position, or on the affirmative vote of 2/3 of the directors then in office.

Section 8. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President, the Executive Director, or any two directors, and noticed in accordance with Section 10.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, the Executive Director, or any two directors, and noticed in accordance with Section 9.

Section 10. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article X, Section 4 of these Bylaws.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 12. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one- fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article III, Section 6 (filling Board vacancies), Section 7 (removing directors) and Section 13 (taking action without a meeting); Article IV, Section 1 (appointing Board Committees); Article VI, Section 3 (approving Interested Director Transactions); Article IX, Section 2 (approving indemnification); and Article X, Section 5 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such directors.

Section 14. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article X, Section 4 of these Bylaws so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (i) or (ii) above, as to matters within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in managing and investing this corporation's investments, the Board of Directors shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this corporation; (b) act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) consider:

(1) General economic conditions;

(2) The possible effect of inflation or deflation;

(3) The expected tax consequences, if any, of investment decisions or strategies;

(4) The role that each investment or course of action plays within the overall portfolio;

(5) The expected total return from income and appreciation of investments;

(6) This corporation's other resources;

(7) The needs of this corporation to make distributions and to preserve capital;

(8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this Section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Director Compensation. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board of Directors may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board of Directors and Board Committees (as defined below).

ARTICLE IV
COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board (each, a "Board Committee"). Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

(a) set the number of directors within a range specified in these Bylaws;

(b) elect directors or remove directors without cause;

(c) fill vacancies on the Board of Directors or on any Board Committee;

(d) fix compensation of directors for serving on the Board of Directors or any Board Committee;

(e) amend or repeal these Bylaws or adopt new Bylaws;

(f) adopt amendments to the Articles of Incorporation of this corporation;

(g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(h) create any other Board Committees or appoint the members of any Board Committees; or

(i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more advisory committees to the Board ("Advisory Committees"). The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board of Directors determines. On matters requiring Board authority, Advisory Committees may not make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board of Directors or Board Committees, and implementing Board of Directors or Board Committee decisions and policies under the supervision and control of the Board of Directors or Board Committee.

Section 3. Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board of Directors to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Article III, Section 14A.(iii), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

Section 4. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee or subcommitee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V
OFFICERS

Section 1. Officers of the Corporation. Pursuant to California Corporations Code § 5213(a), the corporation shall have the following officers:

1. President or Chair of the Board (who may be given title of Chair, Chairperson, or Chairperson of the Board);
2. Vice President;
3. Treasurer; and
4. Secretary.

This corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or such other officers as may be elected or appointed in accordance with these Bylaws. No individual may concurrently hold the offices of President and either Secretary or Treasurer.

Section 2. Election and Term of Office. The officers of this corporation shall be elected annually by the Board of Directors at the Annual Meeting or at any regular or special meeting of the Board. Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment, and shall hold office until their successor is elected and qualified, or until their earlier resignation, removal, or death. Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

The term of each officer shall run from July 1 through June 30 of the following year. Accordingly, the Monthly Meeting of the Board of Directors at which officers are elected shall be held no later than June 30 of each year so that successors may take office on July 1.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of the Board. Any such resignation shall take effect on the date of receipt or at any later time specified in the notice, unless otherwise specified. The acceptance of the resignation shall not be necessary to make it effective..

Section 5. Vacancies in Office. A vacancy in any office due to death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any regular or special meeting. The successor shall be chosen in the same manner as these Bylaws provide for election to that office, and shall serve for the unexpired term of their predecessor and until a successor is elected and qualified.

Section 6. Transition and Successor Onboarding. Upon the expiration of an officer's term, the departing officer shall remain available to the corporation through July 31 of that year for the purpose of transitioning their duties and responsibilities to their successor. During this period, the departing officer shall cooperate in good faith with the incoming officer, including by providing relevant institutional knowledge, transferring records, credentials, and materials, and being reasonably available to answer questions. The Board of Directors may extend this transition period by mutual agreement of the Board and the departing officer, but may not compel availability beyond July 31.

If the departing officer receives or has received a stipend in connection with their service, the Board of Directors may authorize the continuation of such stipend, or a portion thereof, through July 31 in recognition of the transition obligations described in this Section.

Force Majeure. A departing officer shall be excused from their transition availability obligations under this Section if circumstances beyond their reasonable control, including the commencement of a new role whose obligations conflict with transition availability, prevent them from fulfilling those obligations. The departing officer shall notify the Board as soon as practicable of such circumstances. In that event, the Board shall make reasonable accommodations where possible, and any authorized stipend continuation shall be prorated to reflect the period during which the officer was able to participate.

Section 7. Term Limits. No officer shall serve more than two consecutive terms in the same office. For purposes of this Section, a "term" means one (1) year of service, running from July 1 through June 30, corresponding to the officer term established in Section 2. Partial years of service, including service to fill a vacancy under Section 2, shall not count as a full term for purposes of this Section.

Notwithstanding the foregoing, an officer who has served two (2) consecutive terms in the same office may be elected to a third consecutive term in that office only if both of the following conditions are satisfied:

(a) Open Recruitment. Prior to the election, the Board of Directors shall open a public application process for the office of not less than twenty (20) days, during which all qualified candidates shall be invited to apply; and

(b) Supermajority Vote. Following completion of the recruitment and evaluation process described in subsection (a), the re-election of the incumbent to a third consecutive term shall require the affirmative vote of two-thirds (2/3) of the entire Board of Directors then in office.

An officer who has completed a third consecutive term shall be ineligible for election to the same office until at least one full term of one year has been served by a different individual in that office.
Nothing in this Section shall prevent an officer from serving in a different office without restriction, or from serving a non-consecutive term in the same office after the required break in service described above.

Section 8. Duties of Officers.

A. President. Pursuant to California Corporations Code § 5213(a), the President will serve as the general manager and Chief Executive Officer of the corporation. The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and direct the affairs of the corporation and the activities of the officers. The president shall preside at all Board meetings and shall have such other powers and duties as may be prescribed by the Board or any amendment to these bylaws adopted per the terms of Article XXII, Section 4.

The duties of the President shall include, but are not limited to, the following:

1. Official Representation. Act as the official representative and spokesperson of the Corporation, including making official statements or appearances on behalf of the corporation in public forums, in the media, and through systemwide, statewide, and nationwide advocacy.

2. External Communications. Maintain formal and ongoing communication with key stakeholders in the University of California system and higher education, including but not limited to:

- The University of California Office of the President;
- The Board of Regents;
- The Council of Chancellors;
- The UC Academic Senate

3. Written Communications. Oversee drafting and signing of official written communications of the corporation, including letters, public statements, press releases, and policy positions.

4. Advocacy and Government Relations. Engage actively with the California state legislature, the federal legislature, and relevant governmental or regulatory agencies on matters affecting the corporation and its Nonvoting Members.

5. Relationship Management. Demonstrate a commitment to cultivating and maintaining strong, collaborative relationships with campus leaders, administrators, student government bodies, and other relevant stakeholders.

6. Advisory and Board Committee Appointments. Lead the identification and vetting of potential candidates to serve on the Corporation's Advisory Committee and Board Committees. Upon nomination by the Board, the President shall extend invitations to such individuals, thereby helping to shape the future leadership and governance of the Corporation.

7. State of the Council Address. Deliver annual "State of the Council" address to the Board of Directors, summarizing the corporation's achievements, challenges, and strategic direction.

8. Transition and Onboarding. Facilitate the transition and onboarding of the incoming Council and President, including the provision of briefings, documentation, and orientation to ensure leadership continuity.

9. Tie-Breaking Vote. Exercise a tie-breaking vote in Board deliberations, unless otherwise provided by law.

10. Additional Duties: Perform such other duties as may be prescribed by the Board of Directors.

B. Vice President. The Vice President shall serve as the deputy to the President and assist in the supervision of the affairs of the corporation, subject to the control of the Board of Directors. In addition to supporting the President, the Vice President shall perform the following duties:

The duties of the Vice President shall include, but are not limited to, the following:

1. Presidential Support and Substitution. Act in place of the President when the President is absent, incapacitated, or when specifically delegated, with full authority to exercise the powers of the President in such circumstances.

2. Leadership Continuity. Support leadership transitions by working closely with the President to ensure continuity of knowledge, relationships, and strategy, and assume the duties of Acting President until the Board appoints or elects a successor, if the presidency becomes vacant.

3. Strategic Initiatives. Lead Board-approved initiatives or projects of strategic significance that require cross-committee coordination or external representation, as assigned by the Board or President.

4. Board and Committee Liaison. Serve as a liaison between the Board of Directors and its committees, ensuring effective communication, accountability, and alignment with the Corporation's strategic plan.

5. Stakeholder Engagement. Represent the Corporation in external meetings, partnerships, and public forums at the request of the President or the Board.

6. Events and Transitions. Plan and execute the Corporation's annual Graduate Summit, oversee the planning of the yearly retreat, and facilitate the transition and onboarding of new Council members.

7. Collaboration with Officers. Work collaboratively with the President, Secretary, and Treasurer to ensure the effective execution of Board decisions and the smooth functioning of the Corporation's governance.

8. Succession. In the event the President resigns, is removed, or becomes incapacitated, the Vice President shall immediately assume the role of Acting President with full authority to carry out the duties of the office until the Board elects or appoints a successor.

9. Additional Duties: Perform such other duties as may be prescribed by the Board of Directors.

C. Treasurer. Pursuant to California Corporations Code § 5213(a), the Treasurer will serve as the Chief Financial Officer of the corporation. The treasurer shall work in coordination with the Executive Director and the Board of Directors to ensure financial transparency, ethical conduct, and accountability in accordance with applicable laws, regulations, and financial policies adopted by the Board.

The duties of the Treasurer shall include, but are not limited to, the following:

1. Custody and Oversight of Funds. Supervise the charge and custody of all funds of the Corporation; oversee the deposit of such funds in the manner prescribed by the Board of Directors; and ensure the safekeeping and proper use of the Corporation's assets.

2. Financial Oversight and Management. Provide general oversight of the corporation's finances, including reviewing financial activities and ensuring that financial records are maintained accurately, transparently, and in accordance with generally accepted accounting principles and nonprofit best practices.

3. Financial Reporting. Review and present quarterly financial reports to the Board of Directors and provide regular updates on the Corporation's financial position, including income, expenses, assets, and liabilities.

4. Budget Development and Oversight. Collaborate with the Executive Director to develop and manage the annual budget, monitor its implementation, and recommend adjustments as necessary to maintain financial health.

5. Policy Development. Develop, recommend, and implement financial policies and procedures, to ensure proper internal controls to promote ethical practices, risk management, and compliance with all applicable laws and regulations.

6. Board Participation and Communication. Attend all Board meetings and provide timely and accurate updates regarding financial matters, including fundraising, expenditures, and strategic financial planning.

7. Fundraising and Development. Support fundraising, sponsorship, and grant efforts by leveraging financial expertise to help identify and secure external funding opportunities and provide guidance on financial sustainability strategies.

8. Council of Student Fees. Serve as the UCGPC Representative on the Council of Student Fees, advocating for the corporation's financial needs and advocating for equitable and sustainable funding in alignment with the Corporation's mission and goals.

9. Tax filings. Oversee the preparation and timely filing of all required financial reports and tax returns, ensuring compliance with applicable laws and regulations.

10. Additional Duties: Perform such other duties as may be prescribed by the Board of Directors.

D. Secretary. The Secretary shall serve as the Chief Administrative Officer of the corporation for matters related to governance and recordkeeping. The Secretary shall work in close collaboration with the President and Executive Director to ensure that the Corporation's administrative and procedural functions are executed with integrity, accuracy, and efficiency.

The duties of the Secretary shall include, but are not limited to, the following:

1. Parliamentarian Duties. Act as parliamentarian over meetings of the Board of Directors, unless otherwise delegated, and serve as a procedural authority by applying *Robert's Rules of Order* and resolving parliamentary questions when they arise. The Secretary may additionally assume the duties of presiding officer if delegated by the President.

2. Governance and Document Integrity. Maintain the internal integrity of the Corporation's governing documents, including the Bylaws, Policy Manual, and coordinate actions related to amendments to such documents.

3. Board of Directors Coordination and Support. Coordinate the activities and operations of the Board of Directors in collaboration with the President, including facilitating communication, initiatives, and scheduling.

4. Committee Appointments. Work with the President to appoint members to committees and subcommittees, subject to Board approval where required.

5. Agenda and Meeting Preparation. Prepare and disseminate meeting agendas and supporting documents for Council and Board of Directors meetings in a timely manner and in accordance with these bylaws.

6. Recordkeeping and Minutes. Supervise the preparation, accuracy, and safekeeping of a complete and permanent record of the proceedings of the Board of Directors and its committees, including minutes and attendance records, in accordance with applicable law.

7. Notice and Documentation. Ensure that all notices required by these bylaws, the corporation's policies, or applicable law are properly given. Maintain the corporation's minute books and other official records.

8. Events and Transitions. Plan and execute the Corporation's annual Graduate Summit, oversee the planning of the yearly retreat, and facilitate the transition and onboarding of new Council members.

9. Additional Duties: Perform such other duties as may be prescribed by the Board of Directors.

Section 9. Officer Compensation. Officers of the Corporation may receive a stipend or other reasonable compensation for their services, as determined and approved by the Board of Directors. Any such compensation shall be:

1. Reasonable and in Furtherance of the Corporation's Purposes. Compensation must be just and reasonable in amount, commensurate with the services provided, and aligned with the charitable purposes of the corporation in accordance with California Corporations Code § 5210 and § 5233, and applicable federal law.

2. Subject to Board Approval and Conflict of Interest Policies. Compensation arrangements for officers shall be

approved in advance by the Board of Directors, in accordance with the Corporation's Conflict of Interest Policy, these bylaws, and California Corporations Code § 5233 regarding self-dealing transactions.

3. No Private Inurement. In accordance with the Internal Revenue Code § 501(c)(3), no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, except that the Corporation is authorized to provide reasonable compensation for services actually rendered.

4. Disclosure. All stipends or compensation provided to officers shall be documented in the corporate records and disclosed as required by applicable law, including but not limited to IRS Form 990 reporting.

ARTICLE VI
CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Interested Director Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any Interested Director Transaction, as defined herein. An "Interested Director Transaction" is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in an Interested Director Transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in an Interested Director Transaction if the Board of Directors determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board of Directors determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board of Directors in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board of Directors before entering into an Interested Director Transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board of Directors determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE VII
CALIFORNIA NONPROFIT INTEGRITY ACT

Section 1. Required Audit if Gross Receipts At Least $2 Million. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of $2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the California Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years
(1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 2. Audit Committee if Gross Receipts At Least $2 Million. For any tax year in which this corporation has gross revenues of $2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations:

(i) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee;

(ii) the chair of the Audit Committee may not be a member of the Finance Committee, if any;

(iii) the Audit Committee may not include any member of the staff, including the president or chief executive officer and treasurer or chief financial officer;

(iv) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and

(v) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) subject to the approval of the full Board, negotiate the compensation of the auditor on behalf of the Board; (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 3. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the president or the chief executive officer and the treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE VIII
GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight. The Board, or any person or persons on whom such power may be conferred by the Board, shall make policy with regard to grants. The Board of Directors shall retain ultimate control over all grants, contributions, and other financial assistance given by this corporation.

Section 3. Refusal; Withdrawal. The Board, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in the Articles of Incorporation, subject to any charitable trust imposed on such funds and any rights of third parties under any contract relating to such grant.

Section 4. Accounting. The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. Unless otherwise determined by resolution of the Board in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions designated by the donor to be used for one or more foreign projects only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation is being made and retains discretion and control over such funds.

ARTICLE IX
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board of Directors shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board of Directors shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board of Directors finds that:

(a) the requested advances are reasonable in amount under the circumstances; and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board of Directors to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board of Directors shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. <u>Insurance</u>. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE X
MISCELLANEOUS

Section 1. <u>Fiscal Year</u>. The fiscal year of this corporation shall end each year on August 31.

Section 2. <u>Contracts, Notes, and Checks</u>. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board of Directors from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board of Directors from time to time.

Section 3. <u>Annual Reports to Directors</u>. The Executive Director shall furnish an annual written report to all directors of this corporation containing the following information about this corporation's previous fiscal year:

(a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and

(e) any transaction during the previous fiscal year involving more than $50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than $50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article X, Section 4 of these Bylaws.

Section 4. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 5. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least fourteen (14) calendar days in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

Section 6. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

BYLAWS REVISION HISTORY
(FOR REFERENCE – NOT PART OF BYLAWS TEXT)

Version	Date	Article/Section Changed	Description of Change
1	2022	-	-
2	August 23, 2025 **See: RESOLUTION 2025-08-25**	Article III, Section 2	Added Santa Cruz to the board. Set the authorized number of directors to 10.
2.1	September 13, 2025 **See: RESOLUTION 2025-09-13**	Edit Article V, Section 1	**Officers**. This amendment revised bylaws to introduce a new officer (Vice President).
		Edit Article V, Section 1	**Officer Titles**. This amendment applied the nomenclature of President and Vice President to the two officers (instead of Chair/Vice Chair, which was also considered).
		Edit Article V, Section 1 Remove Section 7	**Executive Director**. Removed Executive Director as an officer (still a UCOP employee; these are distinct roles.)
		Remove Article V, Section 6, 8, 9 New Article V, Section 6	**Duties of Officers**. Added detailed duties of officers to the bylaws for President, Vice President, Treasurer, and Secretary.
		New Article V, Section 7	**Officer Compensation**. Added a new section regarding officer compensation.

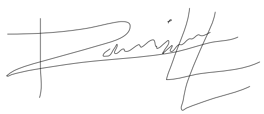
		Edit Article V, Section 1 Edit Article V, Section 2 Edit Article V, Section 4 Edit Article V, Section 5	**Language Adjustments**. Minor clarifications and edits.
		Edit Article X, Section 5	**Amendment Timeline**. Requires proposed amendments to be submitted fourteen (14) calendar days in advance. *(Previously: one week)*.
2.2	June 20, 2026 **See: UCGPC - Proposed Amendments - June 2026**	Edit Article V, Section 2	**Amendment: Term Dates.** Establishes beginning and end dates for Officers' terms.
		New Article V, Section 6	**Amendment: Transition and Onboarding Availability.** Establishes an obligatory transition period for incoming and outgoing officers. Includes a force majeure clause.
		New Article V, Section 7 Edit Article V, Section 6 Edit Article V, Section 7	**Amendment: Term Limits.** Establishes Officer term limits. Includes an exception and describes the exception's procedure. Edits made the remaining section numbering.

CERTIFICATE OF SECRETARY

I, Ramiro Cabanillas-Ledesma, certify that I am presently the duly elected and acting Secretary of UCGPC, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of twenty-one (21) pages, including all amendments through June 20, 2026, are the Bylaws of this corporation as adopted and amended by the Board of Directors on June 20, 2026.

DATED: June 30th, 2026

SIGNED:



Ramiro Cabanillas-Ledesma
Interim Secretary, UCGPC