

BYLAWS
of
CROWN PROVOST ADVISORY COMMITTEE

Adopted: _____, __ 2020
“Bylaws”

DRAFT

Article I. Name of Organization

The name of this California unincorporated nonprofit association is Crown Provost Advisory Committee, aka CPAC.

Article II. Purposes and Governing Principles

1. The CPAC is organized for the purpose of fostering alumni-student engagement with the educational mission of Crown College (a college within the Santa Cruz campus of the University of California) so that current students at Crown can benefit by becoming a part of the larger Crown community that includes alumni and past faculty. The purpose of CPAC is to assist the Crown Provost in developing and sustaining support for programs, facilities and venues that enable current students to draw on the life and professional experiences of Crown College alumni to provide perspective and to enhance and enrich the intellectual, educational and social/life development of Crown students as they progress through their undergraduate years. CPAC will function also in assisting the Crown Provost in fostering and supporting activities that provide opportunities for Crown College alumni to re-engage and collaborate with fellow alumni in ways that strengthen and sustain the larger Crown community and its continuing commitment to the founding social and educational principles that made Crown College such an enriching undergraduate experience.
2. The CPAC facilitates dialogue and interaction between current students, Crown’s academic and residential leadership, and dedicated alumni.
3. The CPAC is an advisory body and a facilitating association to promote alumni engagement to assist Crown College in achieving its educational and social goals.
4. More specifically, the CPAC has the following goals:
 - a. To gain familiarity with Crown’s current educational programs and to help disseminate that knowledge to alumni.
 - b. To understand the challenges facing Crown’s educational mission and advise on ways to address these challenges.

- c. To help design a strategic plan for Crown College, providing the alumni perspective, particularly in the areas of student support and career development.
- d. To encourage alumni engagement using social media and other means, and to assist in the planning and funding of, and promoting attendance at, Crown alumni-oriented activities.
- e. To consult on curriculum development, when appropriate, depending on relevant individual expertise.
- f. To support and assist funding activities, as appropriate, designed to enhance student life opportunities and experiences at Crown College, and to promote and support a sustainable plan to ensure that those opportunities and experiences will be able to continue into the future.
- g. To participate with other relevant organizations on campus with similar objectives, such as the Santa Cruz Foundation and the UC Santa Cruz Alumni Council.

Article III. Offices

1. The office of the CPAC, if and as needed, shall be located in Santa Cruz, California, at a place designated by the CPAC from time to time.

Article IV. Membership

1. The CPAC is a non-membership organization.

Article V. CPAC Governance

1. Powers. The operations and affairs of the CPAC shall be managed and all powers shall be exercised by or under the direction of the Advisory Committee.

Action to be authorized or approved by the Advisory Committee must support and be consistent with the provisions of the Articles of Association and these Bylaws. Unless otherwise provided in these Bylaws, actions approved by a majority of the votes of the voting Advisory Committee members where a quorum of such is present, in person or remotely, constitutes duly authorized action of the CPAC. The CPAC shall at all times act in a manner reasonable and consistent with the purposes and principles set forth in Article II above.

2. Number and Qualification of the Advisory Committee. The Advisory Committee shall be composed of no less than 5 and no more than 9 voting Advisors. The Advisory Committee shall have 4 *ex officio* non-voting members.
3. Voting Advisors. The voting Advisory Committee members shall be alumni of Crown College and UCSC.

4. Chairperson and Officers. The voting Advisors shall elect a Chairperson (Chair) who shall function as the President of the CPAC, to the extent such position is appropriate or required for governance, action or operations. The Chair shall call the meetings and preside at all meetings. The Chair shall assign tasks and/or designate and appoint subcommittees as needed to carry out the CPAC's objectives. The Chair is the chief public spokesperson of the CPAC. The term of the Chair shall be for _ year(s) and she/he may succeed herself/himself for _ additional term(s).
5. Ex official Non-Voting Advisors. The 4 ex official non-voting Advisory Committee members shall be the Crown College Provost, the Crown College Academic Programs Coordinator, the Senior Director of Student Life, and the Chair of the Crown Student Senate.
6. Status of Ex official non-voting Advisors. Ex official Advisors have the right to attend and participate at all meetings of the Advisory Council, unless specifically excused by the Chair. The presence of an ex official Advisor or their proxy is expected. Such Advisors shall be permitted to participate in the deliberative process, express opinions about matters up for discussion, present reports, and take such other actions as deemed necessary or appropriate in furtherance of the Purposes and Governing Principles of the CPAC. However, a non-voting Advisor shall have no voting powers and their presence or absence shall not be considered for purposes of establishing a quorum.
7. Conflict of Interest [reserved]
8. Nomination and Election of Advisory Committee Voting Members. Recruitment of new voting Advisors is the responsibility of the entire Advisory Committee. The Chair will receive and vet all nominees with other Advisory Committee members. Nominees should reflect a variety of fields and life/work experiences, and graduation year demographics. After nomination and discussion, a majority vote of all the voting Advisors shall constitute election of new voting Advisors. [i.e., not just a quorum of those present and voting]
9. Term of Office. Voting Advisors shall serve a staggered term limit ranging between 2 and 5 consecutive years. Such Advisors may be reelected and serve up to 2 consecutive terms, provided no voting Advisor may serve more than [7] years consecutively. The names and terms of the initial voting Advisors are as provided in Appendix A.
10. Resignation and Removal. Any voting Advisor may resign effective immediately upon giving written notice to the Chair, unless the notice specifies a later time for the effectiveness of such resignation. Failure to attend 3 of 4 consecutive meetings of the Advisory Council without good cause may, at the discretion of the Chair, be deemed a resignation of that voting Advisor. The Chair shall notify any such Advisor at least 20 days before the next meeting of the Advisory Committee that the office of such Advisor will be declared vacant unless good cause for the absences is shown. Any voting Advisor

may be removed if they have been convicted of a felony or found to have breached a duty arising under a standard of care or conflict policy set forth in these Bylaws.

11. Standards of Care. An Advisor shall perform the duties as a member of the CPAC in good faith, in a manner that such Advisor believes to be in the best interests of the CPAC, and with such care, including reasonable inquiry as an ordinary prudent person in a like position would use under similar circumstances.
12. Liability. A person who performs the duties of an Advisor in accordance with paragraph 11 (Standards of Care) above shall have no liability based on any alleged failure to discharge that person's obligation as an Advisor. Such limitation on liability shall not affect or alter the limitations on liability otherwise set forth in Title 3 of the California Corporations Code (Sections 18000 et seq).

Article VI. Meetings of the CPAC

1. Place. Meetings of the CPAC shall be held at a place to be designated from time to time by the Chair.
2. Regular Meetings. Regular meetings shall be called by the Chair and shall be held at least 3 times a year, approximately evenly spaced, and coordinated to the extent possible with Founder's Day and Alumni Day weekend.
3. Special Meetings. Special meetings of the CAC for any purpose or purposes may be called by the Chair or any 4 of the voting Advisors. Notice of Special meeting and the time, place, general nature of the business meeting, and/or means of remote access, must be delivered to all members of the CPAC, including *ex officio* Advisors, by telephone, text or email at least 24 hours in advance of the time and date of the meeting.
4. Quorum. A majority of the voting Advisors must be present, in person or remotely, to constitute a quorum for the transaction of business. An affirmative vote of the majority of the voting Advisors present, in person or remotely, at a meeting duly called and held with a quorum present, in person or remotely, shall be regarded as the action of the CPAC.
5. Action Without a Meeting. Any action by the CPAC may be taken without a meeting if a majority of all voting Advisors shall individually or collectively consent in writing (including electronic mail or text) to such action. Unless otherwise directed by the Chair, all *ex officio* Advisors shall receive notice of any action proposed to be taken without a meeting.

Article VII. Amendment of Bylaws

1. These Bylaws may be amended by a two-thirds (2/3) vote of all the voting Advisors.

Article VIII. Dissolution or Merger of CPAC

1. Dissolution of CPAC. A resolution authorizing dissolution of the CPAC will be deemed the action of CPAC if approved by a two-thirds (2/3) vote of all the voting Advisors. If such resolution is adopted, the net assets of the CPAC, if any, after all paying or making provision for the payment of all liabilities of the association, shall be transferred to the Crown Provost's discretionary fund.
2. Merger of CPAC into Another Entity. A resolution authorizing the merger of CPAC into another entity, including transfer of all CPAC assets and liabilities, will be deemed the action of CPAC if approved by a two-thirds (2/3) vote of all the voting Advisors; provided however, that such surviving entity's purpose and function must at least be substantially similar in purpose, scope and direction as that set forth in Article II of these Bylaws; and provided further that the surviving entity must either be either a California nonprofit association or a California nonprofit corporation.

APPENDIX A

VOTING ADVISOR TERM DESIGNATION AND MEMBER ASSIGNMENTS

1. VOTING ADVISOR #A (2 year term): _____

2. VOTING ADVISOR #B (2 year term): _____

3. VOTING ADVISOR #C (2 year term): _____

4. VOTING ADVISOR #D (3 year term): _____

5. VOTING ADVISOR #E (3 year term): _____

6. VOTING ADVISOR #F (4 year term): _____

7. VOTING ADVISOR #G (4 year term): _____

8. VOTING ADVISOR #H (5 year term): _____

9. VOTING ADVISOR #I (5 year term): _____