



**BY-LAWS**  
**Table of Contents**

**1 NAME AND PURPOSE**



15.3.	General Counsel.....	28
15.4.	Secretary.....	28
15.5.	Chief Financial Officer .....	29
<b>16</b>	<b><u>DEFENSE AND INDEMNIFICATION OF DIRECTORS AND OFFICERS</u></b>	
16.1	Defense and Indemnification of Directors and Officers in Civil Proceedings .....	31
<b>17</b>	<b><u>AMENDMENTS</u></b>	
17.1.	Procedure .....	33
<b>18</b>	<b><u>CLAIMS AGAINST THE COLLEGE</u></b>	
18.1	Claims for money or damages that are exempted from the Government Claims Act..	34
<b>19</b>	<b><u>FISCAL YEAR</u></b>	
19.1	Fiscal Year.....	35

## **BY-LAW 1**

### **NAME AND PURPOSE**

#### **1.1. Name and Purpose.**

The name of this Board is the Board of Directors of the University of California College of the Law, San Francisco. The business and affairs of the University of California College of the Law, San Francisco shall be managed by and under the direction of the Board of Directors of the University of California College of the Law, San Francisco, except as may be otherwise provided in the Standing Orders or these By-Laws. It is intended that these By-Laws be consistent with the requirements of applicable accrediting bodies and with applicable laws of the United States and the State of California.

## **BY-LAW 2**

### **SEAL**

#### **2.1. Design.**

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

#### **2.2. Board Use.**

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







**BY-LAW 5**

**COMPOSITION, TERMS AND POWERS**

**5.1. Composition.**

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.

## **5.6.**

## **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, advisory or faculty committee, organization, or board.

## **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. The immediate past Chair shall be an ex-officio member of the Executive Committee if he or she is a current Director. The ex-officio member shall not count toward the quorum and shall not be entitled to vote on matters before the Executive Committee.

(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, the Board, or the administration. Once the Standing Committee votes to approve an action item, the item shall be placed on a consent calendar and reported to the full Board to be voted upon with other such items unless one or more Directors requests to remove an item from the consent calendar for independent consideration and vote.

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

Committee on Educational Policy

Committee on Finance

Committee on Advancement and Communications

(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, whichever occurs later.

### **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 members 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 or advisable 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, whichever occurs later.

(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









(j) Consider and make recommendations to the Board concerning the assessment of registration fees, educational fees, compulsory student fees, and student housing and parking charges.

(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 concerning all 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

(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.

(8) Reviewing the performance, functions and disclosures of internal controls and risk management systems regarding cybersecurity, and the adequacy of such systems.

(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 in the state's open meeting laws. Unless otherwise restricted by the Standing Orders or these By-Laws, members of the Board of Directors who are not physically present at a meeting may participate in a meeting of the Board by means of conference telephone or similar communications equipment or by electronic video screen communication. Participation in a meeting pursuant to this By-Law shall constitute presence in person at such meeting as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board.

#### **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 a majority-minus-one or four (4) members thereof, whichever is less.

(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) Work stoppage or other activity that severely impairs public health or safety, or both; or

(2) Crippling disaster that severely impairs public health or safety, or both.

(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 in accordance with Government Code Section 11125.

(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 mail (including electronic mail) to each Director at his or her last known



(1) The confidentiality of closed sessions of the Board and its Committees and Subcommittees shall be maintained, subject to the provisions of this By-Law and applicable law.

(2) Actions taken in closed session that are required by applicable law to be reported to the public following final action by the Board or a Committee or Subcommittee of the Board empowered to act shall be so reported. Actions may be withheld from release or release may be delayed if disclosure would constitute an invasion of privacy of individuals or for other reasons as permitted by applicable law.

(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 provide 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 provide to each member of the Board, Committee, or Subcommittee thereof, materials relating to items on the meeting agenda.





**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 the most recently published edition of Roberta's Rules of Order 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 or in the Standing Orders.

**11.7. Communications.**

Communications to the Board or a Committee or Subcommittee thereof shall be presented in writing 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 otherwise provided herein or required by applicable law 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 Directors.

(b) The Chair of the Board or Chair of a Standing or Special Committee or Subcommittee thereof shall invite to attend and appear before meetings of the Board or of

Committees or Subcommittees 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 11.2 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 or Subcommittee may be waived in extraordinary circumstances by a majority vote of the Committee or Subcommittee 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 (including electronic 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 the provisions hereof.

#### **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 provided 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 thirty days.

(b) The Minutes of closed sessions shall be taken and kept by the Secretary, shall be maintained separately 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

provided to each member of the Committee or Subcommittee. Open sessions of each Committee or Subcommittee shall be audiotaped and the tapes preserved by the Secretary for a period of thirty days.

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

## **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; provided, however, that an Officer may serve for more than two (2) full consecutive terms if such additional terms are approved by unanimous vote of the Board.

(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.**





**15.2. Provost and Academic Dean.**

(a) The Provost and 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 Provost and 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 Provost and Academic Dean shall assume the authority and responsibilities of the Chancellor and Dean.

(c) The Provost and 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 and Subcommittees.

(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 and Subcommittees.

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





- (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.



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-

**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.

## **BY-LAW 18**

### **CLAIMS AGAINST THE COLLEGE**

#### **18.1 Claims for money or damages that are exempted from the Government Claims Act.**

(a) Claims against the College for money or damages that are exempted by Government Code Section 905 from the claims presentation requirements of the Government Claims Act shall be governed by this By-Law.

(b) A written claim must be presented to the Board of Directors of University of California College of the Law, San Francisco within one year after the accrual of the cause of action underlying the claim for money or damages. The claim must be verified by the person who claims to be entitled to the money or damages or by his or her guardian or conservator or the executor or administrator of his or her will or estate. The claim shall be presented and processed following the procedures in Chapters 1 and 2 of Part 3 of Division 3.6 of Title 1 of the Government Code (Gov. Code section 900 et seq.).

(c) No suit for money or damages may be brought against the College until a written claim therefore has been presented to the College and has been acted upon or has been deemed to be rejected by the College in accordance with the procedures in Chapters 1 and 2 of Part 3 of Division 3.6 of Title 1 of the Government Code (Gov. Code section 900 et seq.). Only the person who filed the claim may bring such a suit.

