

**BYLAWS
OF THE
SOUTHERN CALIFORNIA CONFERENCES FOR UNDERGRADUATE RESEARCH**

ARTICLE 1.00

Name and Purposes

1.01 NAME: The name of the corporation is the Southern California Conferences for Undergraduate Research (hereafter called SCCUR). The name may be changed at a regularly scheduled meeting by affirmative vote of at least two thirds of the Directors then on the Board to adopt the proposed new name and to direct that appropriate legal steps be taken to effect the change.

1.02 PURPOSES: The corporation is organized to operate as a nonprofit public benefit corporation for charitable and educational purposes as referred to in Section 501 (c) (3) of the U. S. Internal Revenue Code, in order to promote and celebrate undergraduate achievement in research, scholarship, and creative activity done in partnership with faculty or other mentors. SCCUR's principal specific objectives are

- 1) to provide continuity, coordination, and support for annual SCCUR conferences;
- 2) to promote undergraduate research, scholarship, and creative activities as essential components of undergraduate education;
- 3) to promote communication leading to increased mutual understanding and appreciation of achievement by undergraduates in all academic disciplines;
- 4) to encourage interdisciplinary collaborations;
- 5) to promote and encourage undergraduate students to pursue activities and careers in research and in scholarly and creative activities;
- 6) to promote partnerships among colleges, universities, cultural institutions, and other organizations to create opportunities for students; and
- 7) to ensure a professional experience for each student participant in SCCUR events.

1.03 MEMBERSHIPS: SCCUR is not a membership organization.

ARTICLE 2.00

Address and Offices

2.01 PRINCIPAL OFFICE: The principal office for the transaction of the activities and affairs of the corporation is located at SCCUR; c/o Student-Faculty Programs Office; California Institute of Technology; 1200 East California Boulevard; Pasadena, CA 91125. The Board of Directors may change the location of the principal office. Any such change of location may be noted by the Secretary on these bylaws adjacent to this Section; alternatively, this Section may be amended to state the new location.

2.02 OTHER OFFICES: The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its business.

ARTICLE 3.00

Board of Directors

3.01 GENERAL POWERS: Responsibility for ensuring that SCCUR will carry out its mission and achieve its objectives will rest with a Board of Directors. The Board of Directors will have general charge and control of the affairs, funds, and property of the organization, subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws.

3.02 NUMBER AND QUALIFICATION: The number of Directors will be no more than twenty-one (21). Members will represent colleges and universities in Southern California and other organizations or professions that can contribute to the achievement of the mission and stated objectives of SCCUR.

3.03 COMPENSATION: Board members will receive no compensation for their services on the Board of Directors, nor will elected officers.

3.04 ATTENDANCE AT ANNUAL CONFERENCE: SCCUR Board members are expected to attend and participate in the annual conference.

3.05 SELECTION:

a) The initial Board members will be appointed by the Corporation's Articles of Incorporation. Each will be assigned by lot an initial term of office, the length of which will be set so that, at the beginning of each year following, no more than seven members will be elected.

b) Succeeding Directors will be elected by a majority vote of members of the Board then in office, according to procedures approved by the Board.

c) To ensure continuity from conference to conference, institutions hosting the annual SCCUR conference will be invited to nominate a member (usually the chair of the institutional planning committee) to serve on the Board beginning in the year preceding that of the relevant conference, unless the institution is already represented on the Board.

3.06 TERMS OF OFFICE:

a) SCCUR Board members will serve three-year terms, renewable once. (Initial members may serve a shorter preliminary term in order to establish the rotation described in 3.05a). A member having served for two consecutive three-year terms must leave the Board for at least one year before she or he can be re-elected to the Board.

b) The term of office will run from July 1 in the year elected until June 30 of the final year.

3.07 RESIGNATIONS AND VACANCIES: A vacancy or vacancies on the Board shall occur in the event of (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under CNBCL, Chapter 2, Article 3; or (c) the increase of the authorized number of Directors.

a) A member may resign from the Board at any time by giving notice of resignation in writing (by mail, fax, or electronic mail) to the President of the Board or in person at a regular or special meeting of the Board.

b) Members not attending two consecutive meetings of the Board without being excused by the President may be deemed to have resigned.

c) A vacancy occurring among the elected members of the Board may be filled by the following procedure. Nomination of a replacement member will be made by the officers of the Board to the Board. Replacement will be made by majority vote of the Board members. The member so chosen will complete the term of the member being replaced and will then be eligible for two normal terms.

d) Any reduction of the authorized number of Directors shall not result in any Director's being removed before his or her term of office expires.

ARTICLE 4.00

Meetings

4.01 FREQUENCY AND PURPOSE: The SCCUR Board will meet quarterly (March/April, June/July, September/October, December/January) to transact business including but not limited to

- Selecting host sites
- Providing advice, encouragement, and assistance to host sites
- Program development
- Financial development
- Conference oversight
- Nomination and election of members and officers

4.02 PLACE OF MEETINGS: Meetings of the Board shall be held at any place within or outside of California that has been designated by resolution of the Board or in the notice of the meeting, or, if not so designated, at the principal office of the corporation, provided that any place so designated shall have been approved by a majority of the Board if more than 100 miles from the principal office.

4.03 NOTIFICATION: Notice of regular and special meetings shall be given to members by telephone call or voice mail, e-mail, fax, or U. S. mail.

a) Notice of the time and place of any meetings shall be given to each Director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (4) facsimile; (e) electronic mail; or (5) other electronic means. All such notices shall be given or sent to the Director's physical, e-mail, electronic, or other address or telephone number as shown on the corporation's records.

b) The notice shall state the time of the meeting and the place, if other than the corporation's principal office. In the case of a special meeting, the notice shall specify the purpose and agenda for the meeting.

c) With respect to general meetings, notices shall be given fifteen (15) days in advance of the meeting, which period shall (1) be increased by five (5) days when notice is by first-class mail in the United States mails and (2) commence on the next business day if by telephone, fax, e-mail, or other electronic means.

d) With respect to special meetings, notice will be as in the previous paragraph except the fifteen day requirement shall be reduced to five (5) days.

e) For purposes of this Section 4, "days" shall mean business days, not calendar days.

4.04 MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT: Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

a) Each Board member participating in the meeting can communicate concurrently with all other members.

b) Each member is provided 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.

c) The Board has adopted and implemented a means of verifying both of the following:

(1) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting.

(2) All actions of or votes by the Board are taken or cast only by the Directors or their duly designated proxies (who must be Board members), and not by other persons.

4.05 AGENDA: The agenda will be developed by the President in consultation with the Executive Committee.

4.06 QUORUM: A majority of the Directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

4.07 SPECIAL MEETINGS: Special meetings of the Board for any purpose may be called at any time by three Directors, at least one being either the President or the Secretary, or by one third of the Directors then in office.

4.08 RE-SCHEDULING OF MEETINGS: The regular quarterly meetings and special meetings arranged in accordance with the stipulation of 4.07 may not be canceled, but circumstances may require that a meeting already scheduled be re-scheduled. Such a change may be made, following the notification requirements of 4.03, on the initiative of the President or the Secretary for a regular meeting, or on the initiative of one of the Directors who called the special meeting.

4.09 VOTING: Board decisions will normally be made by voice vote (aye or nay) or by a showing and counting of hands. Prior to a vote, any Director may request a secret ballot. The President or the acting chair of the meeting may then designate two Directors to tally votes and report the results to the Secretary or to the Director serving as acting secretary, who will announce the result of the vote to the Board.

4.10 ORDER OF MEETINGS: The rules contained in the then-current edition of *Robert's Rules of Order* shall govern meetings of the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws or with any special rules of order the Board may adopt.

ARTICLE 5.00

Officers

5.01 OFFICERS: Officers of the SCCUR Board will include a President, Secretary, and Treasurer. No member can hold more than one of these positions concurrently.

5.02 ELECTION AND TERMS OF OFFICE:

a) The officers of SCCUR Board will be nominated by a Nominations Committee and approved by majority vote of the Board at its Spring meeting (March). Officers will hold their respective positions from July 1 of that year until June 30 of the year following, and shall serve at the pleasure of the Board.

b) The term of office for the President will be one year, renewable once. The terms of office of the Secretary and Treasurer may be renewed more than once.

5.03 RESIGNATION: Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any

resignation shall be without prejudice to any right of the corporation under any contract to which the officer is a party.

5.04 VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

5.05 RESPONSIBILITIES AND DUTIES OF OFFICERS

a) President: The President will preside at meetings of the Board, will authorize or approve documents relating to the business of the Board, and will perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. In the event that the President cannot attend a Board meeting, he or she will designate another officer to preside at the meeting.

b) Secretary: The Secretary will keep accurate records of all meetings and distribute them to the Board. The Secretary will sign instruments as may be required and will perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chair or by the Board. The Secretary will be responsible for maintenance of the SCCUR website. The Secretary will maintain an archive of documents and records pertinent to the history and current activities of the organization.

c) Treasurer: The Treasurer will have custody of all funds and securities belonging to the organization and shall receive, deposit, or disburse the same under the direction of the Board of Directors, provided that the Board may appoint a custodian or depository for any such funds or securities. The Treasurer will maintain all financial records for the organization.

d) Delegation of Powers: In the event of the absence or disability of any officer, the Board members may delegate powers and duties for the time being to any other officer.

5.06 EXECUTIVE DIRECTOR: The Board of Directors may appoint a person or entity to serve the corporation as the Executive Director. The Executive Director shall conduct the day-to-day business of the corporation under the direction of the Board of Directors. Such direction shall be provided through the Executive Director's job description, the corporation's budget, and direction provided by the Board of Directors. The Executive Director shall serve as an *ex officio* member of the Board of Directors. Consistent with the direction provided by the Board of Directors, the Executive Director may enter into contracts, sign checks, and generally communicate on behalf of the corporation. The Board of Directors shall establish the compensation of the Executive Director on the basis of a properly documented recommendation from a Board committee designated and chartered by the President to compile appropriate comparative data. Actions of the Board and of the Executive Director will be in compliance with rules of the Internal Revenue Service on automatic excess benefit transactions.

5.07 EXECUTIVE COMMITTEE: The Executive Committee of the SCCUR Board of Directors will consist of the officers of the Board, the immediate past President (whether or not he or she is a current member of the Board), and two other members of the Board appointed by the President. The purpose of the Executive Committee is to prepare agendas for meetings of the Board, promote informed discussions of issues before the Board, and to provide the President with advice and assistance. The Executive Committee may not act on behalf of the Board nor is its approval required for a topic to be included on the agenda for a meeting of the Board.

ARTICLE 6.00

Indemnification

6.01 INDEMNIFICATION: To the fullest extent permitted by law, the corporation shall indemnify its Directors, officers, employees, and other persons described in Corporation Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any

“proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

6.02 REQUEST FOR INDEMNIFICATION: On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the decision shall be made in accordance with Corporations Code section 5238(e).

6.03 EXPENSES: To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE 7.00

Insurance

7.01 INSURANCE: The corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer’s, Director’s, employee’s, or agent’s status as such.

ARTICLE 8.00

Books, Records, and Reports

8.01 BOOKS AND RECORDS: The corporation shall keep:

- a) Adequate and correct books and records of account;
- b) Written minutes of the proceedings of its Board and Committees of the Board.
- c) A document stating the policies and procedures that will govern financial transactions of the corporation and the principles that will be followed in financial reporting. This document will be reviewed, amended, and approved by the Board as the need arises, but no less frequently than once every two years.

8.02 RIGHT TO INSPECT: Every Director shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

8.03 ANNUAL REPORTS: The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the corporation’s fiscal year. That report shall contain the following information, in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds;
- c) The corporation’s revenue or receipts, both unrestricted and restricted to particular purposes;

- d) The corporation's expenses or disbursements for both general and restricted purposes;
- e) An independent accountant's report, or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

ARTICLE 9.00

Committees

9.01 CREATION AND APPOINTMENT OF COMMITTEES: The Board, by resolution adopted by a majority of the Directors then in office, may also create one or more committees in addition to the Executive Committee defined in Article 6.05 of these bylaws, each consisting of Directors and/or individuals who are not Directors to serve at the pleasure of the Board. Any such committee shall be purely advisory in nature. Committee charters and appointments of committee chairs and of Directors or other individuals to such committees shall be at the discretion of the President with approval by majority vote of the Directors then in office. Charter reviews and appointments will be made at least annually at the first regular meeting following July 1, or at other times as the need arises.

9.02 POWERS NOT EXERCISABLE BY COMMITTEES. Neither the Executive Committee nor any other committee may

- a) Fill vacancies on the board or any committee of the Board;
- b) Amend or repeal bylaws or adopt new bylaws;
- c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- d) Create any other committees of the Board or appoint the members of committees of the Board.

9.03 MEETINGS AND ACTIONS OF COMMITTEES: Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution, or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so.

9.04 COMMITTEE MEMBERSHIP BY NON-MEMBERS OF THE BOARD OF DIRECTORS: The President may where appropriate appoint individuals other than members of the Board of Directors to serve on committees.

9.05 TENURE OF COMMITTEE MEMBERSHIP: No committee member, whether or not a Director of the Board, may serve on a given committee for more than six years. Any committee member, Director or non-Director, may be removed from a committee at the discretion of the President.

ARTICLE 10.00

Amendments

10.01 AMENDMENTS: Amendments to these by-laws may be proposed by any Board member to a committee designated by the President. This committee will, as one of its chartered responsibilities, consider proposals and where appropriate bring amendments before the entire Board in the form of motions. New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote of the Board of Directors at a meeting at which a quorum is present. A copy of the proposed new bylaws or amendment(s) shall be included in the notice of meeting given to each Director.

ARTICLE 11.00

Fiscal Year

11.01 FISCAL YEAR: The fiscal year of the corporation will be from January 1 to December 31.

ARTICLE 12.00

Basis of Accounting

12.01 BASIS OF ACCOUNTING: Financial reports of the organization will be prepared on an accrual basis, although cost-basis accounting may be used as allowed in reporting to the Internal Revenue Service.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Southern California Conferences for Undergraduate Research, a California nonprofit public benefit corporation; that these bylaws, consisting of 8 pages including this one, are the bylaws of this corporation as amended by the Board of Directors on January 27, 2007, and that these bylaws have not been amended or modified since that date.

Executed on _____, at _____, California.

Carolyn Ash
Secretary