BYLAWS

FOR THE GRADUATE STUDENT COUNCIL OF THE CALIFORNIA INSTITUTE OF TECHNOLOGY

The Purpose of these bylaws is for the regulation, except as otherwise provided by statute or its Articles of Incorporation of the Graduate Student Council of the California Institute of Technology.

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Article I - Offices

Section 1.01: Principal Office

The principal office of the corporation (sometimes referred to herein as the "Council") is fixed and located at:

California Institute of Technology
1200 East California Boulevard MC 230-87
Pasadena, California 91125

The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 1.02: Other Offices

Branch or subordinate offices may be established at any time by the Board at any place or places.

Article II - Membership

Section 2.01: Members

The corporation shall have one class of members. All graduate students enrolled at the California Institute of Technology (the "Institute") shall be members of the corporation.

Section 2.02: Dues, Fees and Assessments

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members.

Section 2.03: Good Standing and Termination of Membership

Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws shall be members in good standing. A membership shall terminate and a member shall be disqualified when such member is no longer enrolled as a graduate student at the California Institute of Technology.

Section 2.04: Voting Rights

All members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the Council's assets, on amendments to the Articles of Incorporation of the Council, amendments to the Bylaws of the Council (but only to the extent provided in Article VIII) of these Bylaws, or an increase in the annual dues, fees and assessments to be paid by each member, and on the merger or dissolution of the council. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "associate members" or "associates" even though such persons are not members, and no such reference shall constitute such person a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws, but no such person shall be a member within the meaning of Section 5056.

Section 2.05: Meetings of Members

Meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

1. Annual Meetings. An annual meeting of members shall be held on the first Thursday of the fall term of the Institute each year at 12:00 noon, unless the Board fixes another date and time and so notifies the members as provided in Section 2.06 of these Bylaws.
2. Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by 10 percent or more of the Board, or the chair of the Board, or by 5 percent or more of the members. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chair of the Board. The chair shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 2.06 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

Section 2.06. Notice Requirements for Members' Meetings

Whenever members are required or permitted to take any action at a meeting, a notice of the meeting shall be given, in accordance with Section 2.06, to each member entitled to vote at that meeting at least 10 but no more than 90 days before the meeting date. The notice shall specify the place, date, and hour of the meeting and (l) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at such annual meeting.

1. Manner of Giving Notice. Notice given to members must be provided in a form that includes at least one of the following: (1) a written announcement; (2) e-mail; (3) a similar text-based, written or electronic method that can reasonably be assumed to be in use by the recipient and that provides for a similar ease of long-term storage, retrieval, and review. Verbal notification and other similarly transient forms of delivery are not allowed. Acceptable delivery methods must include at least one of the following: (1) personal delivery; (2) inclusion with registration materials delivered to the members by the Institute; (3) delivery by first-class, registered, or certified mail, charges prepaid, to the off-campus address of a member as it is known to the corporation; (4) delivery by on-campus mail to a member's on-campus address as it is known to the corporation; or (5) transmission by a reasonably secure electronic means to the member's electronic address as it is known to the corporation. The corporation must attempt to give notice to every member as listed in a reliable source, such as the corporation's own books or an official list of current graduate students maintained by the Institute. If there is evidence that an unreasonable number of members did not receive notice, the meeting, election, or other event for which notice was being given must be postponed until the requirements of this section can be satisfied.
2. Quorum. Twenty (20) percent of the members in good standing shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meeting is actually attended in person or by proxy by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of this Section 2.06.
3. Loss of Quorum. Subject to Section 2.06.02 of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
4. Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 2.07: Voting

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, all members in good standing as of the record date determined under Section 2.09 shall be entitled to vote at any meeting of members. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Voting may be by voice or ballot, except that any election of directors shall be by written or electronic ballot pursuant to the provisions of Sections 2.08 and 3.04 of these Bylaws. If a quorum is present, the

affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

Section 2.08: Action by Written or Electronic Ballot Without Meeting

Any action that may be taken at any meeting of members may be taken without a meeting by complying with this Section.

1. Solicitation of Written or Electronic Ballots. The corporation shall distribute a notice of election by written or electronic ballot to each member entitled to vote on the matter. Such notices shall be given in the manner required by Section 2.06 of these Bylaws. All notice of election by written or electronic ballot shall (l) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time and place where the member may cast their ballot. Balloting shall take place at the time(s) and place(s) set by the Board and specified in the notice. Each voter casting a paper ballot must sign an official register at the place of voting before submitting a ballot, and each member casting an electronic ballot must be verified electronically using generally accepted technology.
2. Number of Votes and Approvals Required. Approval by written or electronic ballot shall be valid only when (l) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of the votes cast by written or electronic ballot.
3. All votes will be granted a discussion period, determined by the chair, to which any person may move to extend. Once the discussion period has closed, the vote opens and no additional discussion on the topic is permitted until after the vote.

Section 2.09: Record Date for Notice, Voting and Other Actions.

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written or electronic ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed:

1. for notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting;
2. for voting at a meeting shall not be more than 60 days before the date of the meeting;
3. for voting by written or electronic ballot shall not be more than 60 days before the day on which the first written or electronic ballot is solicited; and
4. for any other action shall not be more than 60 days before that action.

Article III - Directors

Section 3.01: Definitions

For the purposes of this Article III, "Division(s)" shall refer to one or more of the academic divisions defined by the California Institute of Technology into which the academic and research programs of the Institute are divided; "Board" or "Board of Directors" to the elected governing board of the Caltech Graduate Student Council; and "Director" to an elected member of the Board of Directors. The term "Associate Director" is intended to be a title only and "Associate Directors" are not intended to be members of the Board of Directors of the corporation for any purposes of these bylaws or under California corporations law.

Section 3.02: Powers

Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

1. To select and remove all the other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws and fix their compensation, if any.
2. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these Bylaws, as they may deem best.
3. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
4. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities.

Section 3.03: Number of Directors

Each Division with ten or more corporation members in good standing is entitled to elect at least one Director to represent it at a rate of one director for each twenty-five members, or fraction thereof, currently enrolled in the Division. The Board of directors shall consist of at least ten (10) directors, until changed by amendment to these Bylaws.

Section 3.04: Election and Term of Office

Directors shall be elected by written or electronic ballot of the members in their Division during the annual meeting described in Section 3.08.

1. Qualification. Only currently enrolled students of an academic Division of the Institute may be elected as a director of the corporation by the members enrolled in that Division.
2. Nomination of director candidates: Director candidates shall be nominated by written endorsement by two members of their Division other than the nominee. All nominations shall be accompanied by the written consent of the nominee. Written endorsement from directors currently serving on the Board cannot be used to satisfy the requirements for nomination as a director.
3. Election
    1. An election is required when the number of director candidates within a Division exceeds the number of Directors allotted to that Division (described in Section 3.03). In this case, an election shall be held among the members of that Division following the guidelines of Section 2.08. Upon tallying of votes, directors will be chosen from the director candidates such that (1) the candidates with the most votes are awarded Director positions, and (2) lower-level academic units (Options, Departments, etc.) are proportionally represented. The Chair and Vice Chair shall be responsible for formulating the election process such that these guidelines are met.
    2. All members of the Division must be notified of the upcoming election at least ten days before the vote.
4. Late nominations: If no nominations for director are received from a division for one or more seats on the Board of Directors, those seats may remain unfilled. If after the deadline for regular nominations, there remain vacant seats within a division, upon subsequent nomination of a director by the written endorsement of four (4) members of the division (other than the nominee or current directors), accompanied by the written consent of the nominee, the nominee shall be declared a director for that division without election. In the case of simultaneous late nominations of more candidates than there are vacancies, an election by the members shall be held. Late nominations for a representative from a given Division received within ten days of the first late nomination for that position shall be considered to be simultaneous nominations, and a late nominee shall not be allowed to serve as a director until the end of that time period.
5. Administration and Supervision of Elections. A member of the Graduate Honor Council shall be designated by the Board to administer or certify the annual election of directors. If no persons are available, an outgoing member of the Steering Committee who is not running for reelection shall administer the election in the following order: Chair, Vice Chair, Treasurer, Secretary, Academics Chair, Advocacy Chair, Social Chair, Strategic Communications Chair. If no member of Steering is eligible, the board may elect a director who is not seeking reelection to administer elections.
6. Term. Directors shall serve as Directors of the Board for no longer than 13 months or until the next election meeting, whichever comes first. Directors may be re-elected with no limit on the number of terms they may serve.

Section 3.05: Associate Directors

1. Associate Directors shall have no additional powers beyond that of other corporation members that are not Directors on the Board of Directors. They may not serve in positions that are on the Steering Committee. The term "Associate Director" is intended to be a title only and "Associate Directors" are not

intended to be members of the Board of Directors of the corporation for any purposes of these bylaws or under California corporations law.

2. There is no limit to the number of Associate Directors that may be associated with (but not members of) the Board of Directors.
3. Nominations for the position of Associate Director are presented to the Chair of the Board. The nomination must then be presented to the Board of Directors at its next meeting, and the Board must then vote to confirm or reject the nomination by a simple majority of a quorum of the Board.
4. Associate Directors shall serve until the next election meeting as described in Section 3.08. There is no limit on the number of terms an Associate Director may serve.

Section 3.06: Vacancies.

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the chair, the secretary or the Board, unless the notice specifies a later time for effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled at the next annual election of directors by the members pursuant to Section 3.04 of the Bylaws. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, disqualification, resignation or removal of any director or if the authorized number of directors is increased. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 3.07: Place of Meeting

Meetings of the Board shall be held at any place within the State of California which has been designated from time to time by the Board, or through the use of a combination of Internet/telephone meeting services designated by the Board that support anonymous voting, sharing documents, and integrated audio (and optionally video) and text. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 3.08: Annual Meetings

The Board shall hold an annual meeting for the purpose of organization, election of representatives, election of associate directors, selection of officers, and the transaction of other business. Annual meetings shall be held with notice in May.

Section 3.09: Regular Meeting

The following regular meetings shall be held at such times as may be fixed by the Board:

1. Transitional meeting -the incoming chair shall call and preside over a transitional meeting of the incoming and outgoing directors no more than 4 weeks after the annual election is held pursuant to Section 3.04 above. During this meeting, newly elected directors and officers will start their terms and assume all responsibilities.
2. Other meetings -the Board of Directors of the Council shall conduct at least two (2) other regular meetings during each term and each summer interim. Meetings may be called by the chair or at the request of no fewer than five directors.

Section 3.10: Quorum

One-third of the elected and acting directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.13 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. 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 3.11: Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 3.12: Waiver of Notice

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 3.13: Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 3.14: Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. A summary of the action shall be presented at the next meeting of the Board. Alternately, except for the restrictions listed in 3.14.10, any action required or permitted to be taken by the Board may be taken without a meeting by complying with the following requirements:

1. Distribution list. Using contact information provided by Directors upon election or reelection to the Board, the Secretary shall cause the creation and maintenance of a list through which information can be distributed to every Board member, without exception, by at least one of the following methods: (1) a written announcement; (2) e-mail; (3) a similar text-based written or electronic method that can reasonably be assumed to be used by the recipient and that provides for a similar ease of long-term storage, retrieval, and review. After any changes in Board membership or upon being provided with new contact information by a Director, the Secretary shall cause the distribution list to be updated. The Secretary shall develop a method for testing the accuracy of each new or updated entry whenever the list is modified.
2. Initiating consideration of an action. At the Chair's discretion, a proposal can be considered for action without a meeting. To initiate such consideration, all members of the Board must be notified of the proposed action using the distribution list described in 3.14.01. Notice to the Board of the action must include the text indicated in Section 3.14.07 of these Bylaws. All members who have requested notification under 3.14.03 shall also be notified of the proposal at this time.
3. Members' right to notice. All members of the Corporation shall have the right to be notified whenever the Board is considering a proposal for action without meeting. All notices provided to members must include a description of the proposed action and the method by which any interested member can provide input to the Board's discussion of the proposal. Public notice of the proposed action must be posted physically or electronically in a place accessible to all members of the Corporation. In addition, the Secretary shall cause the creation and maintenance of a list of all members who have requested to receive personal notification per 3.14.01. Members can be added to or removed from this list at their request. All members shall be notified of this right and of the location of the public postings at least once per year in a manner consistent with Section 2.06.01 of these Bylaws.
4. Discussion. A period of discussion of the proposal by the Board shall commence upon notification of members and the Board and continue for a period, set by the Chair, of no less than 16 workday hours. During the discussion period(s), all Directors and all members of the Corporation who request to do so must be allowed to send comments to the Board using the distribution list from 3.14.01. For the purposes of this Section 3.14, "workday hours" shall only be counted from 9:00 AM to 5:00 PM Monday through Friday, excluding Institute holidays and closures and any times during which a significant number of Board members would be unable to access messages sent through the distribution list. During the discussion period(s), all Directors and all members of the Corporation who request to do so must be allowed to send comments to the Board using the distribution list from 3.14.01. For the purposes of this Section 3.14, "workday hours" shall only be counted from 9:00 AM to 5:00 PM Monday through Friday, excluding Institute holidays and closures and any times during which a significant number of Board members would be unable to access messages sent through the distribution list.

5. Chair's duties after discussion. At the end of the first discussion period, the Chair must choose one of three actions, as follow; (1) call a Board vote on the proposed action; (2) table the proposal for another period of discussion lasting no less than 16 workday hours; or (3) withdraw the proposal. At the end of the second discussion period, the Chair must either call a Board vote or table the proposal until the next meeting of the Board, which must include this proposal on the agenda. Once a vote has been tabled in this fashion, an identical or substantially similar action cannot be proposed until the tabled proposal is voted upon at a meeting of the Board.
6. Voting. After the Chair calls a vote, the voting period shall last for 12 workday hours. Directors shall cast their votes on the proposal using one of the methods described in 3.14.01 to send the vote to the Chair. Once a vote has commenced outside of meeting, the vote shall be concluded outside of meeting, even if a meeting occurs during the voting period.
7. Directors' right to postpone action until a meeting. Formal discussion of the action immediately ceases, and a vote cannot commence, if Directors call a meeting of the Board per 3.09.02 of these Bylaws. The action must be included on the agenda of the called meeting. Board members shall be notified of their right to call a meeting by prominently including the following text in each notice sent to the Board pursuant to 3.14.02: "Directors have the right to call a meeting of the Board to discuss this proposal in person. The requirements for doing so are described in section 3.09.02 of the GSC Bylaws, which state that a meeting may be called at the request of five or more Directors. If a meeting is called in this fashion, formal discussion of this proposal ceases, and the vote must be tabled until the meeting. The proposed action must be included on the agenda of that meeting, and an identical or substantially similar action cannot be proposed in the meantime. All Directors, including any who request a meeting, have the right to cast one of the following votes: (1) for the proposal; (2) against the proposal; or (3) abstain. Action shall only be taken if votes are cast by at least one-third of the Directors on the Board and if a majority of the votes cast (including abstentions) are for or against the proposal; otherwise, the matter shall be tabled until the next meeting of the Board. A lack of response from a Director shall not be counted as a vote."
8. Tallying results. Within 8 workday hours of the end of the voting period, the Chair shall tally the votes and present the results to the Secretary. Using the distribution list of 3.14.01, the Secretary shall cause a notice of the results to be distributed to the Board identifying each Director and the corresponding vote.
9. Action. If enough votes were received to satisfy the quorum requirements of Section 3.10 as well as any additional requirements imposed by law or by the Articles of Incorporation, and if a majority of those votes (including abstentions) are for or against the proposal, then that shall be considered the action of the Board. Otherwise, the proposal shall be tabled until the next meeting of the Board, and an identical or substantially similar action cannot be proposed until the tabled proposal is voted upon at a meeting of the Board. The Secretary shall cause a summary describing the action, listing the Directors who cast votes, and showing the final count (but not the individual votes) to be filed with the minutes of the proceedings of the Board. This summary shall be offered for a vote of approval at the next meeting of the Board.
10. Prohibited actions. The Board may not use the process described in 3.14.01 - 3.14.09 to consider any of the following:
    A. Electing officers or modifying officers' duties
    B. Using or disbursing more than 5% of the Corporation's annual budget
    C. Amending the Bylaws or the Articles of Incorporation

D. Borrowing money, incurring indebtedness, or endorsing contracts
E. Assigning additional powers to committees
F. Approving any action that would materially and adversely affect the voting rights of members
G. Approving any action that would increase the powers of the Board or individual Directors, including any action that would (i) increase or extend the terms of directors; (ii) allow any director to hold office by designation or selection rather than by election by the members; or (iii) modify the number of current or allowed directors
H. Modifying proxy rights
I. Authorizing cumulative voting
J. Undertaking any action that involves (i) the disposition of all, or substantially all, of the Council's assets; (ii) a change in the annual dues, fees, and assessments to be paid by each member; or (iii) the merger or dissolution of the Council.

Section 3.14: Rights of Inspection

With the exception of certain documents that are confidential under federal and State of California law, every director shall have the absolute right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Council, within one week after having made a written request to the Board to do so.

Section 3.15: Committees

The Board may appoint one or more committees, each consisting of two or more directors or members, and delegate to such committees any of the authority of the Board, except with respect to:

A. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
B. The amendment or repeal of Bylaws or the adoption of new Bylaws;
C. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
D. The appointment of other committees of the Board or the members thereof;
E. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
F. Except to the extent provided by Section 5233 of the California Nonprofit Public Benefit Corporation Law, the approval of any self dealing transaction, as such transactions are defined in said Section.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the directors then in office, provided a quorum is present, and any such committee may be designated by such name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be

governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Article IV - Officers

Section 4.01: Officers

The officers of the corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a President, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 4.04 of this Article IV. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board.

Section 4.02: Election

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4.04 or Section 4.06 of this Article IV, shall be elected annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until the terms of their respective elected successors begin.

Section 4.03: Steering Committee

The Chair, Vice Chair, Secretary, Treasurer, Strategic Communications Chair, Academics Committee Chair, Advocacy Committee Chair, and Social Committee Chair of the Board shall constitute the Steering Committee of the Council, which may meet periodically to consider administrative matters such as agenda, publications and record keeping. All elected Advocates of the Board are expected to offer advice and consultation regarding their specific elected areas to Steering Committee. The Steering Committee shall have no greater authority than that which may be delegated to a Committee by the Board pursuant to Section 3.15 hereof.

Section 4.04: Subordinate Officers

The Board may elect, and may empower the Chair to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4.05: Removal and Resignation

Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any officer may resign at any time by giving written notice to

the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

Section 4.06: 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 regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 4.07. Chair

The Chair shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. The Chair is the official representative of the Council to other organizations unless in a specific instance the Council names another representative. The Chair has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The Chair has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 4.08: Vice Chair

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. In addition, the Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed for him or her, respectively, by the Board.

Section 4.09: Secretary

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California a certified copy of the corporation's Articles and a copy of the Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of any committees required by these Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board. The Secretary will also ensure that a weekly announcement is sent to all members and that a general calendar of events of interest to all members, as well as a calendar with events and deadlines specifically for Board members, is maintained.

Section 4.10. Treasurer

The Treasurer is the chief financial officer of the corporation and ex officio Chair of the Finance Committee, as appointed by the Board pursuant to Section 3.15 above. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director in the presence of the Treasurer. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation at all times, and shall provide a copy of such report to any member requesting it. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.11: Strategic Communications Chair

The Strategic Communications Chair shall periodically inform the members of the business of the Council and is responsible for maintaining the Council's digital and print media presence. This presence includes the Council's website, its social media accounts, and other accounts through which the Council may communicate to its members. The Strategic Communications Chair is also responsible for identifying a member who will produce a regular newsletter for distribution to all members and a member who will coordinate the regular update of the Technique.

Article V – Other Provisions

Section 5.01: The Honor System

The members of the Council recognize an Honor System by which all graduate students at the Institute must abide.

Section 5.02: Nondiscrimination

All GSC policies, programs, services, and activities are handled in a nondiscriminatory manner without regard to race, religious belief, color, gender, national or ethnic origin, sex, sexual orientation, marital status, medical condition, or mental or physical handicap, except as noted in Section 5.02(B) of these Bylaws. The GSC requires that all programs, services, and activities that it supports follow nondiscriminatory practices.

A. The GSC defines a nondiscriminatory program, service, or activity as one that welcomes all members of the Caltech graduate student community and is advertised campus-wide in such a way that all graduate students feel welcome.
B. At the discretion of the Board (or its designated representative), the GSC may advertise or otherwise publicize organizations, programs, services, or activities that do not follow nondiscriminatory practices. At the discretion of the Board, the GSC may offer a representative to serve as a GSC liaison for a program, service, or activity that does not

follow nondiscriminatory practices; however, the GSC should not be listed as a sponsor or supporter of the program, service, or activity.

Section 5.03: Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chair and the Secretary or any Assistant Secretary or the Vice Chair and the Treasurer or any Assistant Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5.04: Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 5.05: Amendments

Certain sections of these Bylaws may be amended, and the Bylaws may be repealed only by a vote of the then enrolled graduate students of the Institute. Except for those sections enumerated in Article VIII below, the Bylaws may be amended by resolutions of the Board.

Section 5.06: Affirmative Action

The GSC supports affirmative action and equal opportunity in all of its endeavors and those which it supports.

Article VI - Indemnification

Section 6.01: Definitions.

For the purposes of this Article VI, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or of a predecessor organization; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and

any expenses of establishing a right to indemnification under Sections 6.04 or 6.05(B) of this Article VI.

Section 6.02: Indemnification in Actions by Third Parties.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 6.03: Indemnification in Actions by or in the Right of the Corporation.

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person reasonably believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 6.03:
right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person reasonably believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 6.03:

A. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of

the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

B. The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 6.04: Indemnification Against Expenses

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 6.02 or 6.03 of this Article VI or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6.05: Required Determinations

Except as provided in Section 6.04 of this Article VI any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 6.02 or 6.03 of this Article VI, by :

A. A majority vote of all elected and acting directors who are not parties to such proceedings; or
B. The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 6.06: Other Indemnification

No provision made by the corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 6.07: Forms of Indemnification not Permitted

No indemnification or advance shall be made under this Article VI, except as provided in Sections 6.04 or 6.05(B), in any circumstances where it appears:

A. That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement. Section 6.08. Insurance. The corporation shall have power to

purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Article VII - Records and Reports

Section 7.01: Maintenance of Corporate Records.

The corporation shall keep:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its members, Board and committees of the Board; and
3. A record of each member's name and on-campus address.

Section 7.02: Member's Inspection Rights

Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

1. Inspect and copy the records of members' names and on-campus addresses during usual business hours on five days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested
2. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names and on-campus addresses of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received of (ii) the date specified in the demand as the date as of which the list is to be compiled. The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and

make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

Section 7.03: Accounting Records and Minutes

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. In no event, however, shall any member have any right of inspection with respect to documents that are confidential under federal and State of California law.

Section 7.04: Annual Report

The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
4. The expenses or disbursements of the corporation for both general and restricted purposes.
5. Any information required by Section 7.05 of these Bylaws. The annual report shall be accompanied by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records. This requirement of an annual report shall not apply if the corporation receives less than $25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

Section 7.05: Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member and furnish to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

1. Any transaction (i) in which the corporation was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, an "interested person" is any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest). The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship

to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was a partnership in which the interested person is a partner, only the interest of the partnership need be stated. description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or director of the corporation under Sections 6.01 through 6.08 of these Bylaws, unless that indemnification has already been approved by the members under Section 5238(e) (2) of the California Corporations Code.

Article VIII Amendments

Section 8.01: Amendment By Board.

Subject to the rights of members under Sections 8.02 and 8.03 of these Bylaws and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless the action would materially and adversely affect the members' voting rights. The Board may not extend the term of a director beyond that for which the director was elected.

Section 8.02: Changes to Numbers of Directors

Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any Bylaw provision that would:

A. Fix or change the authorized number of directors,
B. Fix or change the minimum or maximum number of directors, or
C. Change from a fixed number of directors to a variable number of directors or vice versa.

Section 8.03: Members' Approval Required

Without the approval of the members, the Board may not adopt, amend, or repeal any Bylaws that would:

A. Increase or extend the terms of directors;
B. Allow any director to hold office by designation or selection rather than by election by the members;
C. Increase the quorum for members' meetings;
D. Repeal, restrict, create, expand, or otherwise change proxy rights;
E. Authorize cumulative voting; or
F. Any change to Article 1 of Exhibit A hereto.