

BRUIN PROFESSIONALS

BYLAWS

AMENDED AND RESTATED

As of April 30, 2013

FURTHER AMENDED

As of April 6, 2015

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Article I. NAME AND PURPOSE

The name of this organization is “Bruins Professionals” (“BP”). It is organized as a professional and social club within the UCLA Alumni Association (the “Alumni Association” or the “Association”). The purpose of BP is to bring together experienced UCLA Alumni professionals to develop professional and social relationships and expand their business activities by sharing referrals, resources, information, ideas and advice. BP will establish a venue through which members can become more actively associated with UCLA and promote professional growth.

Article II. OFFICES

Section 2.01 Principal Office. The principal office of BP ("principal office") shall be at Los Angeles, County, California. The Board of Directors of BP (the “Board”) may change the principal office from one location to another from time to time in its discretion.

Section 2.02 Other Offices. The Board may establish such branch or subordinate offices at such places and at such times as it may determine in its discretion.

Article III. MEMBERSHIP

Section 3.01 Eligibility for Membership. All members of BP (the “Members”) must be members of the Alumni Association in good standing. Additionally, all Members should be well established in a business, which may be reflected by a minimum of five (5) years of experience in your profession, and have a good reputation in the community. Members must maintain an active UCLA Alumni Association Membership and demonstrate a strong affiliation with UCLA, which may be reflected by having obtained a degree from the University, attended UCLA for a minimum of two (2) years full time, completed a professional certification through UCLA Extension or other University entities that are consistent with BP’s mission, served as a faculty or staff member at the University, and/or actively engaged with the University and its mission. Other than the requirement of Membership in the Alumni Association, the Membership Committee may waive requirements and/or establish additional requirements, in its discretion, but shall maintain consistency with the University’s policy on alumni group membership and engagement which may be reflected in certification statements to which approved alumni groups must annually attest on the University’s annual alumni group charter renewal application. All BP activities and events shall be open to all Members, except to the extent that preference may be given to events sponsored by a Member’s Home Chapter in the discretion of the Board or the Executive Committee.

Section 3.02 Admission to Membership. Any person desiring to become a Member of BP shall submit an application for membership in such form as may be prescribed by the Board. No person shall be admitted to membership until after his or her application has been reviewed for the purpose of verifying that the applicant meets the requirements for membership in BP. Members may be admitted on probation on such terms and for such period as the President may determine to be appropriate. All Members shall furnish to BP and maintain an electronic mail address for the purpose of receiving communications from BP.

Section 3.03 Home Chapter. The Board may require each Member to designate one home chapter (a “Home Chapter”), subject to such rules as the Board may designate, and the Board may permit the Chapters to give preference in attendance to meetings and events sponsored by that Chapter to Members specifying that Chapter as his or her Home Chapter. In the event that the Board requires each Member to designate a Home Chapter, each Member shall designate his or her Home Chapter each year at the time his or her Membership is renewed or applied for (as applicable).

Section 3.04 Fees and Dues. Each Member shall pay such fees and dues as the Board may determine from time to time.

Section 3.05 Membership Certificate or Card. The Board in its discretion may prescribe forms of membership certificates and/or cards to be issued to each Member in good standing.

Section 3.06 Resignation. Any Member may resign from BP at any time by delivering written notice of such resignation to BP at its principal office; any such resignation shall become effective as of the date of its receipt by BP. Unless the Board otherwise directs, the Member who resigns shall not be entitled to reimbursement of any portion of dues theretofore paid.

Section 3.07 Membership Committee. BP shall have a Membership Committee, which shall review and approve or disapprove all applications for membership in BP. The chair of the Membership Committee shall be the Vice President – Membership, who shall select the members of the Membership Committee.

Article IV. MEETINGS OF THE MEMBERS

Section 4.01 Annual Meeting. At the discretion of the Board, BP may hold an annual meeting of Members during such portion of the calendar year as the Board may designate at a place within Los Angeles County and at a time and date to be fixed by the Board. The annual meeting may be held via conference call or video conference, provided that all participants have the ability to hear each other during that meeting.

Section 4.02 Special Meetings. BP shall hold special meetings of Members upon the call of the President or the Board.

Section 4.03 Notices. Notices of meetings of Members shall contain a description of the general nature of business to be transacted and matters which the Board intends to present for action and may be mailed electronically to each Member of BP at his or her address as it appears on the records of BP at least ten (10) days, but no more than sixty (60) days, before the date of the meeting noticed.

Section 4.04 Presiding Officer. At all meetings of the Members of BP, the President, or in his or her absence the Executive Vice President (i.e. the President-Elect), or in his or her absence the Secretary, the CFO-Treasurer, the Vice President – Programs and Events or the Vice President – Marketing and Communications in that order, or in the absence of all of them, any other officer or Member of the Board selected by the meeting, shall preside.

Section 4.05 Quorum. The lesser of 50% of the Members or 50 Members shall constitute a quorum for the conduct of business at any meeting of Members of BP, which may include both Members who are present in person and Members who are represented by proxy.

Section 4.06 Adjournment. Any meeting of Members of BP may be adjourned to a future date by vote of a majority present and voting at the meeting. If a quorum is not present at a Meeting of the Members, that meeting shall only be an informational meeting, and any vote that is taken at such a meeting will not be considered a vote of the Members.

Section 4.07 Rules of Order. The meetings of the Members of BP shall be conducted in manner similar to Roberts Rules of Order with flexibility with regard to formalities. At all meetings of the Members the presiding officer shall prescribe the order of business.

Section 4.08 Action without Meeting. Any action that may be taken at any annual or special meeting of Members called by the Board may be taken without a meeting and without prior notice if written ballots are solicited from all Members and are received by BP from a number of Members at least equal to the quorum applicable to a meeting of Members. All such written ballots shall be filed with the Secretary of BP and maintained in the corporate records for one year. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted (which period of time shall be no less than 20 days from the date that the solicitation is transmitted to Members), shall indicate the number of responses (i.e. the number of actual votes that are cast) required to meet the quorum requirement and, with respect to actions other than election of directors, shall state the percentage of approvals necessary to pass the measure. Solicitations may be electronically delivered to Members in the manner in which communications are customarily delivered to Members, and responses may be made via an electronic web based voting system, provided that such system allows for the audit of votes.

Section 4.09 Proxies. In addition to electronic voting, as provided for below, every Member entitled to vote for Directors or on any other matter at a meeting shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the secretary of BP. A proxy shall be deemed signed if the Member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the Member or the Member's attorney in fact. The foregoing notwithstanding, no person may hold the proxy for or act as attorney in fact for more than one other person.

Article V. DIRECTORS

Section 5.01 Powers. Subject to limitations of these Bylaws and the rules of the Alumni Association, the activities and affairs of BP shall be conducted, and all management powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of BP to any person or persons, or committees however composed, provided that the activities and affairs of BP shall be managed and all 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:

- (a) Manage, control and administer the business and affairs of BP.
- (b) Determine the policies of BP, all subject to and in accordance with these Bylaws; provided, that the Board may from time to time adopt and amend rules to interpret or implement them.
- (c) Have the power to invest BP's funds in such a manner as it may from time to time determine and shall approve all expenditures incurred by or on behalf of BP; except that the Executive Committee, in the exercise of the powers granted it hereunder, may incur such expenditures provided that such expenditures are reported to the Board.
- (d) Accept or reject each application for membership in BP from persons who are otherwise qualified for membership under these Bylaws.

Section 5.02 Composition of Board. The Board shall consist of the Chancellor of UCLA (or the Chancellor's designee) such number of members as may determined from time-to-time by resolution adopted by the Board, but not less than fifteen (15) and no more than twenty-five (25)-Directors divided into three classes as follows: (i) not less than four (4) at-large Directors (the "Elected Directors," their offices being called "Elected Directorships"), (ii) *ex officio* Directors: the President, the Executive Vice-President, the Vice President – Marketing and Communications, the Vice President – Programs and Events, the Vice President – Chapter Development, the Vice President – Membership, the Vice President – Chapter and Member Resources, the Secretary, the CFO-Treasurer, the Immediate Past President, and such other officers as shall be determined from time to time by the Board, (iii) not less than four (4) Chapter and/or Regional Chapter Council Representatives. The following shall apply to Directors:

- (a) The Elected Directors shall be elected by the Members at the Annual Meeting or by action without a meeting as determined by the Board. Each Elected Director shall serve for a term of two (2) years, and there shall be no limitation on the number of terms that may be served by Elected Directors.
- (b) Each *ex-officio* Director shall serve during the time he or she holds the office through which he or she is qualified to be an *ex officio* Director.
- (c) Chapter Representatives and/or Regional Chapter Council representatives shall serve two (2) year terms. Not less than four (4) representatives shall serve with the number of representatives determined by the BP Board Executive Committee. Chapter Representatives and/or Regional Council Representatives shall be selected by the BP Executive Committee with a goal for geographic diversity in Board representation. There shall be no limitation on the number of terms that may be served by any Chapter and/or Regional Chapter Council Representative...

- (d) All Directors must be Members in good standing other than the Chancellor of UCLA (or designee), who shall be an ex-officio voting member of the Board and any committee empowered to act on behalf of it.

Section 5.03 Vacancies. Vacancies in Elected Directorships shall be filled for the remainder of the term by a majority of the remaining Directors. Each Director so selected shall hold office until the expiration of the term of the Director she or he replaces and until a successor has been selected and qualified. In the event that a vacancy exists in one of the Regional Chapter Council and/or Chapter Representative Board positions, that Board position shall be filled by the BP Executive Committee for the remaining unexpired term for that Board position. A vacancy or vacancies in the Board shall be deemed to exist in the case of death, resignation or removal of any Director, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony.

Section 5.04 Resignations. Any Director may resign by giving written notice to the President or other Executive Officer. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. In either event, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 5.05 Removal. A Director may be removed upon the occurrence of any of the following events:

1. The vote of three-quarters of the Board;
2. The failure of a Board member to attend two or more quarterly meetings of the Board during any Operating Year;
3. The occurrence of any event that renders the Director ineligible as a Director.

Section 5.06 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. In the absence of such designation, regular meetings shall be held at the principal office of BP.

Section 5.07 Annual In Person Meetings. The Board shall endeavor to hold an annual in person meeting for the purposes of organization, and transaction of other business. Annual meetings of the Board shall be held each year at a time and on a date designated by the Board. The annual meeting may be held in conjunction with a Board retreat, which the Board shall endeavor to hold once each Operating Year, and which must be held during the first Operating Year of each President's term of office.

Section 5.08 Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board, but in no event less frequently than quarterly. Regular Board meetings may be scheduled for an entire Operating Year, but no meeting shall be set on less than 30 days advance notice, which may be given via electronic mail (at the email address referred to in Section 12.05 below) or the US Mail.

Section 5.09 Special Meetings. The President, any Vice President, or any six (6) Directors may call special meetings of the Board for any purpose or purposes at any time. Special meetings of the Board shall be held upon seven days' notice by electronic mail (at the email address

referred to in Section 12.05 below) or five days' notice given personally or by telephone or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address (which may be an email address) as it is shown upon the records of BP or as may have been given to BP by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held. Notice by electronic mail shall be deemed to have been given on the first business day (i.e. a day other than a Saturday or Sunday or a Federal holiday on which regular mail is not delivered) after the date on which it is transmitted to the last email address for such Director as shown in the records of BP. The notice shall state the time and place of the meeting. It need not specify the purpose of the meeting, or the place if it is held at the principal office of BP.

Section 5.10 Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn. 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 is 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 5.11 Participation in Meetings by Conference Telephone. Directors may participate in a Board meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Provided that the call-in telephone number has been provided to all members of the Board at least seven (7) days in advance of a Board meeting, a meeting may be held exclusively through a call-in conferencing service.

Section 5.12 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 the lack of notice prior to the meeting or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.13 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 is fixed at the meeting adjourned; provided, however, that 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 5.14 Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall 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.

Section 5.15 Executive Committee. The Board shall have an Executive Committee composed of the President, the Executive Vice President, the Vice President – Marketing and Communications, the Vice President – Programs and Events, the Vice President – Chapter Development, the Vice President – Membership, the Vice President – Chapter and Member

Resources, the Secretary, the CFO-Treasurer and the Immediate Past President, the latter being a non-voting member of the Executive Committee, except in the case of a tie vote, in which case the Immediate Past President may vote to break the tie. The Executive Committee shall also include such other officers as shall be determined from time to time by the Board. The Executive Committee shall have the powers of the Board during the periods when the Board is not meeting and any such other powers the Board delegates to it from time to time. -.

Section 5.16 Additional Board Committees. The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

1. The filling of vacancies on the Board or on any committee;
2. The amendment or repeal of Bylaws or the adoption of new Bylaws;
3. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
4. The appointment of other committees of the Board or the members thereof;
5. The approval of any self-dealing transaction.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of Directors present at a meeting duly called and held, and any such committee may be designated 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 prescription, each 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 applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 5.17 Fees and Compensation. Directors and members of committees shall not receive compensation for their services as Directors and committee members, but they may receive such reimbursement for expenses as may be determined by the Board. Directors may not receive compensation for providing goods or services to BP, unless the terms and conditions pursuant to which such goods or services are being provided are fair to BP and have been approved by a vote of at least 2/3 of Directors present at a meeting duly called and held.

Section 5.18 Affiliated Association Clubs. The Board shall have the power to designate one or more other Association clubs as an affiliated club of BP, and in connection therewith the Board shall have the power, in its discretion, to grant such club(s) one or more non-voting observer seats on the Board.

Section 5.19 Membership Proposals to the Board. The President shall submit a proposal, issue and/or resolution to the Board for a vote if such proposal, issue or resolution has been submitted to the President by the Council of Chapter Leaders (based upon a majority vote of the Council) or in writing by Members constituting 20% of the Members, which submission may be

in the form of a single petition signed by 20% of the Members or by several petitions, letters or other signed documents clearly showing that 20% of the Members support the proposal, issue and/or resolution or that such Members intend for such proposal, issue and/or resolution to be voted upon by the Board.

Section 5.20 Chapter Proposals to the Board. The President shall submit a proposal, issue and/or resolution to the Board for a vote if such proposal, issue or resolution has been submitted to the President by a Chapter based upon and following a vote in favor of such proposal, issue or resolution by at least two thirds (2/3) of the Members who have registered such Chapter as their Home Chapter. The voting process for such proposal, issue or resolution shall be managed by the moderator of such Chapter, and the subject matter of the proposal, issue or resolution may be submitted to the President in the form of a resolution with a vote certified by the moderator of such Chapter or a petition signed by the required Members who have registered such Chapter as their Home Chapter.

Section 5.21 Chancellor Voting Rights. The Chancellor of UCLA (or designee) shall be an ex-officio voting member of the Board and any committee empowered to act on behalf of the Board or otherwise holding Board governing power.

Article VI. OFFICERS

Section 6.01 Executive Officers. The Executive Officers of BP shall be a President, an Executive Vice President (President Elect), a Vice President – Marketing and Communications, a Vice President – Programs and Events, a Vice President – Chapter Development, a Vice President – Membership, a Vice President – Chapter and Member Resources, a Secretary and a CFO-Treasurer. BP may also have, at the discretion of the Board, additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board. No person may simultaneously occupy more than one office. Each Executive Officer shall be elected for a term of two years. The President shall not be elected directly; the Executive Vice President shall automatically succeed to the office of President for a term of two years upon completion of the two-year term as Executive Vice President.

Section 6.02 Election. The Executive Officers of BP shall be elected by the Board (as provide for in Section 7.05 below based upon the slate of Candidates submitted by the Nominating Committee) for terms of two years and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected. The Board in its discretion may designate staggered terms of board service for selected officers and other Board members.

Section 6.03 Removal and Resignation. An Executive Officer may be removed for cause by the Board at any time. No Executive Officer may be removed without cause. Any officer may resign at any time by giving written notice to the Board. 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 6.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the remainder of the term by the Board, provided that, (i) in the event that a vacancy exists in the office of the President, then the

Executive Vice President shall serve as acting President at any time that such vacancy exists, and (ii) in the event that a vacancy exists in the office of the Executive Vice President it shall be filled only by a nominee of the Nominating Committee that is approved by the Board.

Section 6.05 President. The President shall, if present, preside at all meetings of the Board. The President is the general manager and chief executive officer of BP and, subject to the control of the Board, has general supervision, direction and control of the business and officers of BP. The President shall preside at all meetings of the Board and the Members. The President shall be the official representative of BP to the Association. The President 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 6.06 Executive Vice President (President Elect). In the absence or disability of the President, the Executive Vice President shall perform all of the duties of the President and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Executive Vice President shall support the activities of the President in BP management, development, relations and expansion, and shall have such additional powers of the President as the President may delegate to the Executive Vice President, from time to time. The Executive Vice President shall be the President-Elect, and shall automatically ascend to the office of President following the expiration of the President's term of office. In the event that the office of the President at any time becomes vacant, the Executive Vice President shall serve as the acting President during any such vacancy, and then shall have the right to continue to serve for his or her term as President.

Section 6.07 Vice President – Marketing and Communications. The Vice President – Marketing and Communications shall be generally responsible managing all of BP's internal and external communications including, without limitation, BP website management; the promotion of BP to UCLA, the Association and to professional communities and shall coordinate with the Vice President – Chapter Development to assure effective promotion of new BP Chapter launches. The Vice President – Marketing and Communications shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.08 Vice President – Programs and Events. The Vice President – Programs and Events shall generally be responsible for the maintaining and managing the master BP calendar, and for fostering and managing BP programming and events, including coordinating with other UCLA and non-UCLA groups as necessary. The Vice President – Programs and Events shall have such other powers and perform such other duties as may be prescribed by the Board. The Vice President – Programs and Events shall endeavor to cause all BP activities and events to be open to all Members, except to the extent that preference may be given to events sponsored by a Member's Home Chapter based upon space and availability as determined by each Chapter.

Section 6.09 Vice President – Chapter Development. The Vice President – Chapter Development shall be responsible for Chapter development matters generally, including, without limitation: identifying, prioritizing and recommending new Chapter opportunities; managing new Chapter launches, identifying Chapter problems, recommending and managing corrective actions. The Vice President – Chapter Development shall be the chair of the Council of Chapter Leaders, which shall not be a committee of the Board. The Vice President – Chapter Development shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.10 Vice President – Membership. The Vice President – Membership shall be responsible for all membership matters, including, without limitation, managing new Member processing and advising the Board and the Executive Committee on chapter and membership growth opportunities including new Chapters. The Vice President – Membership shall be the chair of the Membership Committee, which shall not be a committee of the Board. The Vice President – Membership shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.11 Vice President – Chapter and Member Resources. The Vice President – Chapter and Member Resources shall be generally responsible for acquiring and maintaining resources to support the Chapter and Members in BP, including, without limitation: identifying, assembling and maintaining best practice tips and information, speakers, programs and activities; procuring and distributing inside of BP, UCLA logo and other merchandise for Member and Chapter use, and maintaining appropriate inventory levels of that merchandise. The Vice President – Chapter and Member Resources shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.12 CFO-Treasurer. The CFO-Treasurer is the chief financial officer of BP and shall keep, maintain, and report or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of BP. The CFO-Treasurer will provide BP financial information to the University as requested.

Section 6.13 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 all Board meeting minutes, maintain an original or a copy of BP's Bylaws, and give notice of all Board meetings.. The Secretary will effect annual BP reporting to the University.

Section 6.14 Subordinate Officers. The Board may elect and/or empower the President to appoint such other officers as the business of BP may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Article VII. ELECTIONS

Section 7.01 Nominating Committee. BP shall have a Nominating Committee, which shall select nominees for Executive Officers and Elected Directors, in accordance with these Bylaws. The Nominating Committee shall consist of the President-Elect, Current President, Past President, two (2) members of the Board selected by the Board, and up to four (4) members selected by the Board from the Regional Chapter Councils and/or Council of Chapter Leaders. The Nominating Committee shall follow election timetables and processes as specified by the Board and as detailed in the bylaws.

Section 7.02 Nominating Committee Action. Prior to October 1 of each Election Year, the Nominating Committee shall nominate one candidate for each Executive Officer position.

Section 7.03 Elected Directorships. A Member may place his or her name in nomination as a candidate for election as an Elected Director by submitting a statement (each, a “Candidate’s Statement”) for submission to the Members in connection with Membership voting for Elected

Directorships. The Nominating Committee or the Board shall set a maximum length for Candidate's Statements. The Nominating Committee may determine the form of the Candidate's Statement, provided that any form selected shall apply to all candidates. Any Member who is a candidate for an Executive Officer position who is not selected by the Nominating Committee shall automatically be placed before the Members as a candidate to become an Elected Director provided he or she furnishes to the Nominating Committee a Candidate's Statement within ten (10) days of its request by the Nominating Committee. The voting period for Elected Directorships shall be no less than two weeks and no more than three weeks, which shall occur during the month(s) of September, October and/or November of each Election Year (unless modified as provided for in Section 7.09 below).

Section 7.04 Notice of Nominations. Prior to October 15 of each Election Year, and at least 30 days before the beginning of the voting period described in Section 7.03 above, (i.e. the first day upon which votes may be cast), which shall be no later than two weeks prior to the last day of the Operating Year, the President shall cause to be electronically mailed to the Members a notice setting forth the names of each candidate for Elected Directorships, along with a copy of the Candidate's Statement for each (or a world wide web link to such statement). The notice shall also include the dates for the voting period, and the procedures for casting votes electronically through the website maintained by BP, provided that if such functionality does not exist through that website votes may be cast via mail or electronic mail, as designated by the Board.

Section 7.05 Election of Executive Officers. Before sending out the notice provided for in Section 7.04 above, the Nominating Committee shall submit its slate of nominees for Executive Officers to the Board for the Board's review and approval, which approval shall only require a majority vote of the Board at a meeting duly called and held. In the event that the Board does not approve of the entire slate of Executive Officer nominees, the Board shall then take separate votes for each office, and each nominee whose nomination is approved shall be deemed elected to the applicable Executive Office as of the beginning of the next Operating Year. To the extent that a candidate is not elected to an Executive Office, the Nominating Committee shall resume its work to present one or more candidates to the Board through making one or more additional nominations that may be based upon the original applications submitted or upon a new solicitation for applicants, in the Nominating Committee's discretion.

Section 7.06 Last Day for Voting. The last day for voting for Elected Directors shall be the day set by the Board, which may not be later than the last day of an Election Year.

Section 7.07 Counting of Votes for Elected Directors. All votes for Elected Directors shall be made, accumulated and tabulated electronically through a system that resides on the BP website, which system shall allow for both an audit trail and secret balloting. The system shall maintain voting records for a period of at least one (1) year, after which the records may be destroyed.

Section 7.08 Votes to Elect. A plurality of votes cast shall elect with respect to each Elected Directorship (i.e. if five positions are being filled, the five candidates with the greatest number of votes will be elected). Cumulative voting shall not be permitted.

Section 7.09 Modifications of Specific Dates. The failure of BP to complete any portion of the nominating or election procedure upon the specific date or dates specified in these Bylaws shall not invalidate an election, provided that (i) if any date is delayed or postponed then all

subsequent dates shall be automatically postponed by a like period and that (ii) the time between the mailing of ballots for any contested election and the last day of voting thereon shall not be less than ten days. In the event that the foregoing results in an Executive Officer or Elected Director not being timely elected, the terms of then existing Executive Officer(s) and Elected Director(s) whose position is to be filled shall continue until his or her successor is elected.

Section 7.10 Voting Schedule. Based upon the above, each Election Year, the nomination and election schedule shall be substantially similar to the following:

Action	Time Frame
Nominating Committee Designated and Assembled	Prior to July 1 of each Election Year
Announcement of open Executive Officer and Elected Director positions	Prior to August 1 of each Election Year
Submission Deadlines (which may be the same for Executive Officers and Elected Directors): Executive Officers Elected Directors	Prior to September 15 of each Election Year Prior to October 10 of each Election Year
Nomination of Executive Officers by Nominating Committee	Prior to October 1 of each Election Year
Notice of Nominations for Elected Directors sent to Members	At least 30 days prior to the beginning of the voting period, and no later than October 15 of each Election Year
Voting Period for Elected Directors	A 2 to 3 week period during the month(s) of September, October and/or November of each Election Year

Article VIII. CHAPTERS ,COMMITTEES AND REGIONAL COUNCILS

Section 8.01 Chapters, Committees, and Regional Chapter Groups. BP shall have such (i) standing committees (in addition to the Membership Committee and Council of Chapter Leaders, separately provided for in these Bylaws), (ii) local chapters (each a “Chapter”), and (iii) Regional Chapter Groups as the Board in each case may from time to time establish.

Section 8.02 Committees. Standing committees may be created for any purpose designated by the Board that is not inconsistent with these Bylaws or the rules and regulations of the Association. The chair of each standing committee shall be designated by the Board, with a term of office as may be designated by the Board, provided that the term of office may not exceed 2

years. The chair of each standing committee shall, from time to time, nominate to the Board additional members of such standing committee, which shall be subject to confirmation by the Board. The term of office for such additional members may not exceed 4 years. The Board shall have the power to remove from a standing committee any member of such standing committee, including, without limitation, the chair of such standing committee, by a 2/3 vote of the Board, pursuant to procedures that the Board develops, from time to time.

Section 8.03 Chapters. Each Chapter shall have a moderator, who shall also be the chair of the Chapter. The term in office for Chapter moderators may be set by the Board, from time to time. Initially, the term in office for Chapter moderators shall not be fixed. Each Chapter shall, in addition to the moderator, have such other officers and leaders as the moderator and the other officers and leaders determine are required to satisfy the needs of that Chapter. The Chapter moderator and each of the other officers and leaders shall be selected in a consistent manner designated by the Chapter, provided that the manner of selection shall include appropriate outreach and solicitation of Members to serve as officers and leaders, which shall include announcements at Chapter meetings. In the event that a Chapter, for any or no reason, does not have a moderator for a period in excess of 30 days, the Board shall appoint a replacement moderator for such Chapter. The Board may, from time to time, publish Chapter guidelines to facilitate the development and operation of Chapters.

Section 8.04 Special Committees: Special committees, formed to consider and act upon any particular matter, may be established from time to time (i) by action of the President or (ii) by action of the Board at a meeting duly called and held. The President shall appoint the officials and members of any such special committee as soon as practical after the formation of such committee is authorized; all such appointees shall serve from the time of their appointment and until they resign and their successors are appointed or until dissolution of such committee, if earlier. The President shall have the power to fill vacancies in any special committee. Any special committee shall continue in existence so long as necessary to consider and act upon the particular matter for which it was formed or until earlier dissolution thereof by action of the President, or the Board, whichever established the committee.

Section 8.05 Chapter Fees. Each Chapter - may establish an appropriate meeting fee for its monthly networking meeting, which shall be set in a manner that is designed to cause each Chapter to be financially self sufficient.

Section 8.06 Chapter and Committee Funds. All meeting fees and any other funds collected by or on behalf of any Chapter or committee shall be the property of BP. If the Board so authorizes, any such funds collected by a Chapter or committee may be deposited in a banking account maintained by such Chapter or committee, provided that such funds and the deposit thereof shall at all times be subject to such rules and regulations as may be promulgated by the Board.

Section 8.07 Chapter Meetings and Events. If and to the extent approved by the Board, a Chapter may give Members specifying that Chapter as his or her Home Chapter a preferential right to attend meetings and events sponsored by that Chapter.

Section 8.08 Council of Chapter Leaders and Regional Chapter Councils. BP shall have a Council of Chapter Leaders, which shall endeavor to meet quarterly, as designated by the Vice President of Chapter Development who shall be the chair of the Council of Chapter Leaders.

Meetings shall be either in person or via teleconference in which all members of the Council can hear each other, and each Chapter shall designate one representative to the Council, which representative may be the Chapter moderator, or his or her designee. The Council of Chapter Leaders shall collectively exchange ideas for Chapter meetings and events, and coordinate the calendar so that BP activities are organized in a manner that avoids conflicts and promotes the ability of Members to attend any and all BP activities. BP may also establish Regional Chapter Councils comprised of the Chapter Leaders in a geographic locale or their designees. Members of a Regional Chapter Council shall select a Council Chair who shall serve as that Council's representative to the BP Board during any term for which the Council is designated by the BP Board to serve on the Board.

Section 8.09 Chapter Reporting. Each Chapter shall provide such reports and other information as the Board may designate, from time to time, including, without limitation all information and materials that may be needed for BP to fully satisfy its obligations to the Association, including, without limitation, BP's annual reporting obligations to the Association.

Section 8.10 Board Oversight. The Board shall have the power to discipline or suspend a Chapter and to remove a Chapter moderator or other Chapter officer, pursuant to procedures that the Board develops, from time to time. The Board shall also have the power to discipline or suspend a Regional Chapter Council and to remove any of its members, pursuant to procedures the Board develops, from time to time.

Article IX:INDEMNIFICATION

Section 9.01 Indemnification. BP shall reimburse, indemnify and hold harmless each director, officer, employee and agent of BP from and against all claims, liabilities, fines, costs, judgments, fees, settlements and expenses of such person which arise in whole or in part by reason of being or having been a director, officer, employee or agent of BP if such person acted in good faith and in a manner he or she reasonably believed to be in the best interest of BP. Such right of indemnification shall be to the full extent allowable and in the manner provided by the Nonprofit Corporation Law of California as the same may from time to time be amended and shall inure to such person's legal successors and representatives.

Section 9.02 Insurance. BP has been advised that the Association maintains insurance for the benefit of BP and other clubs and groups of the Association. In the event that the Board determines that the insurance maintained by the Association is inadequate or insufficient, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of BP against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not BP would have the power to indemnify the agent against that liability under the provisions of this section.

Article IX. RECORDS, REPORTS AND OTHER PROVISIONS

Section 10.01 Maintenance of Corporate Records. BP shall keep:

1. Adequate and correct books and records of account;
2. Minutes in written form of the proceedings of its Board and committees of the Board. All such records shall be kept at BP's principal office.

Section 10.02 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of BP. This inspection by a Director may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 10.03 Annual Report. At the end of each Fiscal Year, the Board shall cause to be prepared and published an annual report, which shall be made available to all Members.

Section 10.04 UCLA Access to BP Records. The UCLA University Treasurer, the UCLA University Auditor, the UCLA Chancellor (or designee), and/or UCLA Audit and Advisory Services shall be authorized to receive, from any financial institution with which the organization maintains accounts, any information, records, or photocopies of transactions relating to the accounts as UCLA may at any time request from a financial institution, along with all other records and documents of BP.

Article X. OPERATING YEAR AND FISCAL YEAR

Section 11.01 Operating Year Defined. BP shall operate on an Operating Year (the "Operating Year") which shall be the calendar year.,

Section 11.02 Change in Operating Year. If BP should hereafter change its Operating Year, then any references in these Bylaws to a specific date shall be changed, as required, to conform to such different Operating Year as is adopted.

Section 11.03 Fiscal Year Defined. The fiscal year of BP (the "Fiscal Year") shall be the same as the Operating Year.

Article XI. MISCELLANEOUS

Section 12.01 Minutes of Meetings. BP shall keep at its principal office, or at such other place as the Board may order, a book of the minutes of all meetings of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present, and the proceedings thereof.

Section 12.02 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to BP, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board. No Chapter shall maintain its own or separate bank

account, unless such bank account has been approved by the Board, and copies of all bank statements for such bank account are delivered to the Board upon request of the Board.

Section 12.03 Execution of Contracts. The Board may authorize any officer or officers or agent or agents to enter into any contract or execute any contract or any instrument in the name of and on behalf of BP and may determine the manner of such execution. Such authority may be general or confined to specific instances, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind BP by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount, provided, that any such contract or instrument between BP and any third person, when signed by the President or any Vice-President and the Secretary or the CFO-Treasurer of BP, shall be valid and binding upon BP in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

Section 12.04 Books of Account. BP shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 12.05 Notices. Any notice required or permitted by these Bylaws may be given electronically to the individual to receive such notice provided that such notice is sent via electronic mail at the electronic mail (email) address registered with BP by such individual.

Section 12.06 Dissolution. Upon the dissolution and winding up of BP, or if BP is no longer recognized as being affiliated with the Association or the University of California, Los Angeles or The Regents of the University of California, its assets shall be transferred within three months thereafter to The UCLA Foundation or The Regents of the University of California. The UCLA Chancellor or designee (within External Affairs) will work with the Association advisor to BP to select the Affiliate(s) of the Association to which the assets of BP should be distributed that have purpose(s) and missions that are similar to that of BP that also have operations and purpose(s) which are consistent with the terms of any individual gifts to BP which specify a purpose for the use of such gifts.

Article XII. BYLAWS

Section 13.01 Amendments. These Bylaws may be amended or replaced by a vote of two-thirds of the Directors at any duly noticed meeting of the Board at which a quorum is present, provided that written notice of such intended action is given to all Directors at least ten (10) days before the meeting is held, and by a vote of a majority of the Members at a duly-called meeting of the Members at which a quorum is present (or by electronic voting, utilizing the voting system designed for the election of Elected Directors, provided that votes sufficient to constitute a quorum are received). Members constituting 20% of the Members may file with the President or Secretary a written proposal for amendment of any Bylaw, which proposed amendment shall be submitted in the form of a single amendment petition signed by 20% of the Members or by several petitions, letters or other signed documents clearly showing that 20% of the Members support the proposed amendment. The officer receiving such written proposal shall promptly submit (or cause to be submitted) a copy of such written proposal of amendment to each member of the Board. At its next meeting after receipt by the members of the Board of such proposed amendment, the Board shall consider and shall adopt or reject such proposed amendment. If the

Board rejects such proposed amendment, then the Secretary shall promptly notify the members proposing such amendment of such effect; thereupon if such Members so request in a petition signed by no fewer than fifty Members within thirty days after their receipt of notice of rejection of the proposed amendment, the proposed amendment shall be submitted to the membership in the same manner as provided above.

Section 13.02 Access to Bylaws. A copy of the Bylaws shall be made available to any BP Member by written request to the Executive Committee, or by posting on a password protected portion of the BP website.

Section 13.03 Binding Effect. Except to the extent that these Bylaws conflict with the rules, regulations or bylaws of the Association, these Bylaws shall be binding upon BP upon their adoption, and any provision of these Bylaws that conflict with rules, regulations or bylaws of the Association shall be modified or abridged to the minimum extent necessary to comply with the rules, regulations and bylaws of the Association.

Section 13.04 Effective Date. These Bylaws, as amended herein, shall become effective immediately upon their adoption by the Board, with an effective date of January 1, 2015 (the "Effective Date"). Following their approval by the Board they shall be submitted to the Members for ratification by a majority vote of the Members, as set forth in Article IV above. Any further Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board in adopting them provides that they are to become effective at a later date. A copy of these Bylaws, as amended from time to time, shall be delivered to the UCLA Alumni Association.

Certificate of Secretary

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

That I am the duly elected, qualified and acting Secretary of Bruin Professionals.

That the foregoing Amended and Restated Bylaws, as amended herein, were adopted as the Bylaws of BP by the Board of Directors of Bruin Professionals on April ____, 2015, effective as of the Effective Date, subject only to ratification by the Members.

IN WITNESS WHEREOF, I have hereunto set my hand on this _____, 2015.

Robert A. Green, Secretary