

OXFORD UNIVERSITY SOCIETY – NORTHERN CALIFORNIA BRANCH

Charter Document

Mission statement for the Oxford University Society – Northern California Branch (“Oxford NorCal” or “the Club”): Oxford NorCal is an officially recognized volunteer group of the University of Oxford. Oxford NorCal shall seek to support the principles and principal objectives of the Oxford Alumni Office. It is the Mission of Oxford NorCal to provide social, education, professional, cultural, and intellectual opportunities for alumni of the University of Oxford, and individuals associated with the University, in our geographic region.

All members of the Club, including all Advisory Committee and Executive Committee Members, shall seek to interact with each other in a collegial and respectful matter, thereby imbuing the Club with the friendliness, openness, respect and tolerance for which the University of Oxford and its constituent colleges are noted. Membership in the Club is a privilege, not a right, and all members shall display respect for others and for the diversity of the membership of the Club in order to maintain their positions as members in good standing of the Club. In keeping with the values and ethics of our venerated and beloved Founder, Dr. Hamilton Hess (1924-2017), D.Phil. (theology), 1954 (St. Catherine’s, and St. Stephen’s House),¹ the Club seeks always to strive for consensus whenever possible, in an atmosphere of comity. The hallmark of decisions regarding the Club and its activities– including decisions reached by the Executive Committee – shall be that they take the views of all into account, and that consensus shall be sought; provided, that in the event of a lack of consensus, matters will be put to a vote in the manner described below.

ARTICLE I

MEMBERS

Section 1.1 Eligibility.

Regular Membership. Any person who has a valid Oxford Alumni # or could be verified by the Oxford Alumni Office in Oxford or North America and is currently living in Northern California shall be eligible for regular membership in Oxford NorCal. These shall include OUS member grades of (1) Full Member (for alumni/ae, i.e., those who have matriculated at the University of Oxford) and (2) those considered by the Alumni Office to be Associates (all as defined by the Alumni Office and published on the Alumni website).

Those persons who acquire regular membership through the payment of dues shall be referred to herein as “Regular Members.”

Honorary Membership. Any person who has received an honorary degree from the University of Oxford shall become eligible to acquire honorary membership in the Club by a vote of the Executive Committee. The Executive Committee may also deem other persons eligible for honorary membership based on (a) proven substantial direct and

<https://www.legacy.com/us/obituaries/pressdemocrat/name/hamilton-hess-obituary?pid=185770114>

personal academic connections to the University of Oxford or (b) the person in question being the surviving spouse or domestic partner of a Regular Member. Persons who acquire honorary membership through vote of the Executive Committee, payment of dues (unless in the case of any such persons acquiring honorary membership, the Executive Committee has waived the obligation to pay dues), shall be referred to herein as “Honorary Members.”

Section 1.2 Dues.

Dues shall be determined by the Executive Committee. Dues shall be due and payable upon notification by the VP Membership, Treasurer, or other official to whom such a task is delegated. Annual membership dues shall remain at \$35 for the 2022-2023 year. Dues cover twelve months from the date of payment. Dues-paying members may receive discounted or complimentary access to events. The Executive Committee will ensure that dues are accessible to all alumni and introduce different price points of membership (i.e., younger alumni, retired alumni, alumni with extenuating circumstances).

Only dues-paying members may run and vote in the OUS NorCal Officer elections. Honorary Members may not run for an Officer position or vote in the elections. One exception is made for the 2021 elections. As dues have not been actively solicited over some years, all alumni living in NorCal and verified by the North American Office may vote in the 2021 OUS NorCal Officer elections. The North American Office will verify all alumni status and update mailing addresses accordingly. All elected officers will be expected to pay their dues of course by February 2022.

Section 1.3. Annual Meeting of Members.

When possible, an (in-person) Annual Meeting of the members may, to the extent feasible and not prevented by reason of force majeure (including pandemic circumstances), be held during the month of May each year, or at such other time as the Executive Committee may designate. The deadline for members to submit agenda items is two weeks prior to the date of the Annual Meeting. The Officers should be prepared to report on the past year of activities with a detailed financial report from the Treasurer.

Section 1.4. Notices.

Notices of any meeting of members shall be sent by U.S. Postal Service, courier or electronic mail to all members at least thirty (30) days before the day of the meeting.

ARTICLE II

EXECUTIVE COMMITTEE/OFFICERS

Section 2.1. Number and Composition.

The Executive Committee shall be made up of the following Officers of the Club: A President; a Secretary; a Treasurer; a Vice President, Social Activities; a Vice President, Communications; a Vice President, Membership; and a Vice President, Information

Technology, as well as other positions the Executive Committee may designate. All Officers shall be Full Members (those who have matriculated at the University of Oxford), as well as Regular Members who are current in their dues payments and in good standing with the Club. All Officers shall be responsible for retaining existing members and for attracting new members to the Club, as well as outreach to the Regular Members to identify new candidates to serve as Officers, in order to encourage Regular Members to lend their talents to the Club and be active in the Club. All Officers shall be frequent attendees at Club activities and shall recruit potential members where possible; advise the President on ensuring the Club's strong presence and long-term health.

Section 2.2. Terms of Office.

The term of office for all Officers shall be two years, which term shall commence on the first day of the month following the elections, or such other day as directed by the VP, Membership. As their terms run their course, Officers shall be eligible to run for one an additional term of two years for any position if they are willing and if they are so designated pursuant to the procedures established by this Charter Document. Except in the case of resignation or removal, all Officers shall hold office until their respective successors are elected. Once they have served two consecutive terms, they cannot run again for another two years.

Section 2.3. Elections.

Elections will be run every year necessary in the month of February. Candidates will be asked to indicate their desire to run in January. The Vice President, Membership, shall work together with the other Officers prior to the nominations opening to develop a list of Regular Members who have paid dues and are eligible to run for an Officer position and/or vote in the upcoming elections. Once the candidates have come forward, the Vice President, Membership, shall work with the North American Office to ensure that each candidate is currently living in Northern California and is eligible to serve as an Officer. Honorary Members may not run for an Officer position or vote in the elections.

All alumni living in Northern California and verified by the North American Office can nominate themselves for a position on the Executive Committee, but not a specific officer role. Alumni will be asked to vote for seven alumni to fill the Executive Committee.

Once the seven alumni are elected, they will have an internal election process to determine who is best suited for each of the seven Officer positions: a President; a Secretary; a Treasurer; a Vice President, Social Activities; a Vice President, Communications; a Vice President, Membership; and a Vice President, Information Technology.

Until decided otherwise by the Oxford North American and Alumni Offices, the North American Office will run the elections for the OUS NorCal Officers.

Section 2.4. Resignation, Removal, and Vacancies.

Any Officer may resign or may be removed for cause (for conduct or actions and inaction inconsistent with being a collegial and productive member of the Executive

Committee), by a majority vote of the other Officers. Any such removal shall take effect on the date of receipt of written notice of resignation or removal of the Officer, or at any later time specified in the notice.

Officers will make every effort to fill vacancies temporarily until an election can take place.

Section 2.5. President.

The President shall be the principal Executive Officer of the Club and shall preside at all meetings of the general membership. The President shall be responsible for ensuring that the Officers are working efficiently, and for reporting to the general members on the activities and overall health of the Club. The President shall preside at the AGM and report on the state of the Club to the Oxford Alumni Office and North American Alumni Relations team.

Section 2.6 Secretary.

The Secretary shall keep minutes of the proceedings of the meetings of the members and the Officers and have them available if a member requests to see them, serving as custodian of the Club records. The Secretary shall give, or cause to be given, all notices in accordance with the provisions of this Charter Documentor as required by law. The Secretary shall maintain up to date records of the members of the Club and their contact information, ensuring that data held by the Club complies with all applicable laws in respect of that data.

Section 2.7. Treasurer.

The Treasurer shall have the custody of the Club funds and shall keep correct and complete records of account, including full and accurate accounts of membership dues, receipts, and disbursements. The Treasurer shall prepare the annual budget and any interim reports and circulate to the Officers and report to the wider membership at the AGM. The Treasurer shall coordinate with the Vice President, Communications, to ensure that dues notices are sent to members, and shall also coordinate with the Vice President, Information Technology to ensure that a dues payment link is maintained on the Club website. The President shall also have access to the bank account.

Section 2.8. Vice President, Membership.

The Vice President, Membership, shall work together with the other Officers prior to the Annual Meeting of the Members (AGM) to develop a list of Regular Members who have paid dues and are eligible to vote in the upcoming elections. The Vice President, Membership, shall work with the North American Office to ensure that alumni who wish to run for an Officers position are currently living in Northern California and are eligible to serve as an Officer over the coming two years. The Vice President, Membership will work with the North American Office to run membership drives as and when these are needed.

Section 2.9. Vice President, Social Activities.

The Vice President, Social Activities, shall be responsible for arranging and scheduling a regular program of activities for the Club.

Section 2.10. Vice President, Communications.

The Vice President, Communications, shall be responsible for publicizing the Club and its events to the members and to the general public (to the extent that they are invited, in a manner consistent with Club policy, to participate in certain events). Publication vehicles might include a newsletter, website, electronic mail, and other appropriate social media channels. The Vice President, Information Technology, will also have access to the social media channels.

Section 2.11. Vice President, Information Technology (IT).

The Vice President, Information Technology, shall oversee the purchase, development implementation, and maintenance of the hardware and software systems, including databases, electronic mail distribution, and the website, used in support of Club activities and Club membership. The Vice President, IT shall provide information technology support for the Officers and ensure that all data is held securely.

Section 2.12 Compensation.

Executive Committee members shall receive no compensation for their services but may be reimbursed by the Club for their reasonable expenses incurred on behalf of the Club.

ARTICLE III

ADVISORY COMMITTEE

Section 3.1. Number.

The Advisory Committee shall consist of 4-6 members. Only Regular Members of the Club are eligible to serve as full members of the Advisory Committee. The Committee does not call meetings or have any defined responsibilities beyond acting as a resource for the current Officers. Advisory Committee will hand over all data, social media, bank details, logins, etc., within one week of the newly elected Officers taking their place on the Executive Committee.

Section 3.2. Composition, Election, and Terms of Office.

The Advisory Committee includes, when possible, the Immediate Past President, Past Treasurer, Past Secretary and at least 2 Past VPs plus additional Club members as and when appropriate. The Chair of the Advisory Committee is the Immediate Past President. Except in the case of resignation or removal, all Advisory Committee members shall hold office until their respective successors are appointed based on terms. All Advisory Committee members shall be Regular Members in good standing of the Club and shall be current in their dues payments. If any of the immediate past officers have been elected for an additional role, the Advisory Committee may ask other past officers to fill the remaining spots on the Advisory Committee.

Section 3.3. Resignations, Removal, and Vacancies.

Any Advisory Committee member may (a) resign by written (or electronic mail) notification to the Secretary or President, or (b) be removed with cause by the Officers, for conduct or actions (and inaction) inconsistent with being a collegial and

productive member of the Advisory Committee. Vacancies in the Advisory Committee may be filled by vote of the remaining members.

Section 3.4. Duties and Powers of the Advisory Committee.

The Advisory Committee does not hold any power but has a duty to act as advisors and answer any questions or help solve any issues the Officers may have.

Section 3.5. Meetings.

There are no set meetings of the Advisory Committee. If the Officers call an Advisory Committee meeting, it may be held in person or through conference call or video conferencing that enables all Advisory Committee to be able to hear what others are saying in the meeting.

Section 3.6. Compensation.

Advisory Committee members shall receive no compensation for their services, but may be reimbursed by the Club for their reasonable expenses incurred on behalf of the Club.

Section 3.7. Participation in Club Activities.

All Advisory Committee Members are encouraged to participate in as many events as possible to show good faith in the Club and its programs.

ARTICLE IV

COMMITTEES

Section 4.1. Other Committees.

The Executive Committee may appoint such other committees as it may from time to time deem advisable. The committees so appointed shall have such powers (except the power to fill vacancies in Officers, to amend this Charter Document, or to authorize any action inconsistent with this Charter Document) as the Officers may determine.

ARTICLE V

MISCELLANEOUS

Section 5.1. Fiscal Year.

The fiscal year of the Club shall start on the first day of July and end on the last day of June in the subsequent year. Membership of the Club and payment of dues shall be on a schedule determined by the Officers and not necessarily in accordance with the fiscal year.

Section 5.2. Contributions.

Contributions, bequests, and gifts to the Club shall be accepted only upon the authorization of the Officers.

Section 5.3. Amendments.

Except as provided in Section 5.4 of this Charter Document, a new Charter Document may be adopted, or this Charter Document may be amended or repealed, by the Officers, based on (1) the discretion of the Officers or (2) the requirements of law (including those reflected in Section 5.4 below).

Section 5.4. Restrictions.

This Charter Document shall not be altered or amended in derogation of the following restrictions and prohibitions:

The Club shall not engage in any act of self-dealing as defined in Sec. 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States.

The Club shall not retain any excess business holdings as defined in Sec. 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States.

The Club shall not make investments in such a manner as to subject it to tax under Sec. 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States.

The Club shall not make any taxable expenditures as defined in Sec. 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Club shall be authorized and empowered to make payments and distributions in furtherance of the purposes of the Club. No part of the activities of the Club shall consist of the carrying on of political activities, propaganda, or otherwise attempting to influence legislation. The Club shall neither participate nor intervene in any manner (including publication or distribution of statements) in any political campaign on behalf of any candidate for public office or referendum, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing a candidate or referendum. The Club shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Sec. 501(a) and Sec. 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent tax laws of the United States; or (ii) by a corporation, contributions to which are deductible under Sec. 170(a) and Sec. 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent tax laws of the United States.

The Club shall not take any actions that would cause it to be ineligible for acquiring status as a not-for-profit or social club exempt from taxation under Sec. 501(c)(3) or Sec. 501(c)(7) of the Internal Revenue Code of 1986, and the Club shall seek, to the extent feasible, to take such actions as may be needed to qualify for status under the foregoing referenced sections.

Section 5.5. Indemnification.

The Club, regardless of the adverse interest of any or all of the Officers, shall indemnify and save harmless each Officer of the Club, and his or her heirs, executors, or administrators against, and make reimbursement to him, her, or them for all reasonable loss, cost, expense, and liability incurred by him or her, or his, her, or their heirs, executors, or administrators, in connection with the defense or reasonable settlement in any action, suit, or proceeding in which he or she is, or they are, made a party by reason of his or her being or having been an Officer of the Club, except in instances where the Board shall find that (1) such Officer acted in bad faith or was guilty of willful misconduct in the performance of his or her duties on behalf of the Club, or (2) such indemnification and reimbursement would be contrary to public policy or the corporation laws of the State of California.

Section 5.6. Investments.

Subject to the provisions of Sec. 5.4 of this Article, the property, assets and funds of the Club may be invested in a prudent and responsible manner in support of the purposes of the Club, in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities or other personal property or real estate as the Officers may from time to time authorize and approve. Normally, however, the ordinary funds of the Club from dues and special fees for activities shall be kept in insured savings or checking accounts at banks in good standing; the foregoing ability to invest in other instruments would pertain primarily to any larger endowment funds or gifts that become available to the Club, in view of the need to permit capital to appreciate over time to the extent reasonably feasible in a prudent and responsible manner.

Section 5.7. Execution of Documents.

The President may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized by the President, no Officers, agent, or other person shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 5.8. Severability; Survival

Should any provision of this Charter Document be found to be illegal or contrary to public policy, it shall be deemed to be replaced by a provision as close to it as possible in meaning and intent that is not inconsistent with legal or public policy requirements. In any event, all other portions of this Charter Document shall continue to survive with full force and effect.

Section 5.9. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law, California Corporations Code, Sec. 5000 et seq., shall govern the construction of this Charter Document.