

Convocation Procedure Manual

xx/xx/xx

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Section 1 Composition and Number of Convocators

The Convocators membership is as follows:

1. Sixty-five (65) members shall be composed of Convocators from the five Constituent Synods. Thirteen (13) members, including the Bishop of that Synod, shall represent each Constituent Synod.
2. Ten (10) members shall be selected At-Large for the purpose of representing other interest groups pertinent to the University.
3. Six (6) members shall be faculty of the University.
4. Three (3) members shall be students of the University.
5. One (1) member shall be the President of the University.

Section 2 Selection of Convocators

1. The synod council of each Constituent Synod shall determine the selection process for Convocators to represent that Constituent Synod in accordance with guidelines provided by the University.
2. The At-Large Convocators shall be determined by the majority vote of all members of the Convocation at the annual meeting.
3. The faculty and student Convocators shall be selected by their respective governing bodies.
4. Honorary non-voting Convocators will be other individuals or representatives of organizations who have significantly contributed to the advancement of the University or meritoriously performed service for it. They shall be elected by a vote of the Convocation at its annual meeting.

Section 3 Term

Each Convocator, with the exception of student Convocators and those appointed by virtue of their office, shall serve for a period of three (3) years. Student Convocators may serve for a period of two (2) years. Convocators may serve successive terms. The terms of the membership of the Convocation will be adjusted so that approximately one-third (1/3) of each category of the total Convocation will be eligible for election or appointment annually.

Section 4 Resignation, Suspension and Termination of Membership

(a) Any Convocator may resign at any time by giving written notice to the Chair of the Convocation or to the Secretary to the Board. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(b) Membership shall terminate on expiration of the period of the Convocator's term, unless the membership is renewed on the renewal terms fixed by the Executive Committee of the Convocation.

(c) Termination of a Convocator may occur on the good faith determination by the Executive Committee of the Convocation that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purpose and interest.

(d) A Convocator may be suspended based on the good faith determination by the Executive Committee of the Convocation that the Convocator has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

(e) A copy of the provisions for the grounds for termination or suspension of a Convocator shall be sent annually to the Convocation, and such provisions shall include the procedures for prior notice and opportunity to be heard, as required by Section 5341 of the Corporations Code.

Section 5 Vacancies

Vacancies occurring for any reason prior to the expiration of a term will be filled by the following means, and Convocators so appointed shall serve until the expiration of the designated term:

(a) If a Convocator allocated to a Constituent Synod, then by the Bishop thereof, who shall forward the name of the person selected by that Synod.

(b) If a Convocator At-Large, by appointment by the Executive Committee of the Convocation upon nomination by the Nominating Committee of the Convocation.

(c) If a student or faculty Convocator, then by appointment of the Executive Committee of the Convocation upon nomination of the student government or faculty.

Section 6 Officer and Committees

Secretary: The Secretary of the Convocation or designee shall:

(1) Keep, or cause to be kept, at the principal office of the Corporation or such other place as the Board of Regents may order, a book of all meetings. These minutes shall include the time and place of the meeting, whether a regular or special meeting; if a special meeting, how authorized and the notice given; the numbers of Convocators present at the meeting and the proceedings of the meetings.

(2) Keep, or cause to be kept, at the principal office of the Corporation, a Convocation register and shall provide a duplicate copy of the Convocation register to the Corporation's Secretary to the Board showing the names of the Convocators, their addresses, the term of office for each Convocator, and which groups they represent.

(3) Whenever a vacancy occurs within the membership of the Convocation, the Secretary to the Board shall notify, or cause to be notified, that person or entity charged in these Bylaws with the responsibility for nominating or filling the vacancy.

(c) **Caucus Chairs:** Each constituent Caucus shall elect its own chairperson.

(d) **Convocator's Executive Committee:** The Chair, Vice Chair, immediate past Chair, Secretary and the Chair of the Caucuses shall comprise the Executive Committee of the Convocation.

(e) **Nominating Committee:** The Convocation nominating committee shall be comprised of the Chair of the Caucuses and be chaired by the outgoing Chair of the Convocation. It shall provide nominees for the officers of the Convocation and the At-Large Convocators.

(f) **Committees:** The Convocators shall elect or the Chair may appoint such other committees, as they deem necessary or convenient.

Section 7 Meetings

(a) **Electronic Meetings:** If authorized by the Executive Committee of the Convocation in its sole discretion, and subject to the requirements of consent in Corporations Code section 20, clause (b) guidelines and procedures that the Executive Committee of the Convocation may adopt, Convocators not physically present in person at a meeting of Convocators may, by electronic transmission by and to the Corporation or by electronic video screen communication participate in a meeting of Convocators, be deemed present in person and vote at a meeting of Convocators whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication, subject to the requirements of the Bylaws.

(b) **Requirements for Electronic Meetings:** a meeting of the Convocators may be conducted in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication (i) if the Corporation implements reasonable measures to provide Convocators in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Convocators, including the opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (ii) if any Convocator votes or

takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request by the Corporation to a Convocator pursuant to Corporations Code section 20, clause (b) or consent to conduct a meeting of Convocators by electronic transmission by and to the Corporation shall include a notice that absent consent of the Convocators pursuant to Corporations Code section 20, clause (b), the meeting shall be held at a physical location in accordance with Article V Section 4(a) of the Bylaws.

(1) The Convocation shall receive reports from the Corporation, as deemed necessary by the Executive Committee of the Convocation in consultation with the President of the University or a staff member designated by the President.

(2) The Convocation shall ratify by majority vote the individual nominees for the Board of Regents, as presented to them by the Board of Regents Committee on Trusteeship. The Chair of the Convocation shall oversee the ratification of the Regents at the annual meeting of the Convocation.

(3) The Chair and other Executive Committee members shall develop the agenda for the annual meeting of the Convocation in consultation with the Chair of the Board of Regents and the President of the University.

(e) Special Meetings: Special meetings of the Convocation, for any purpose or purposes whatsoever, may be called at any time by the Chair of the Board of Regents, Chair of the Convocators, the President of the University, or by the Executive Committee of the Convocation, or by Convocators holding not less than five (5%) of the voting power of the Corporation. When a special meeting is requested in writing and notice given, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If requested notice is not given within 20 days after the request for the special meeting is received, the persons or person 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 the Convocators may be held when the meeting is called by the Executive Committee of the Convocation.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

(f) Notice of Meetings: Notice of annual or special meetings of the Convocation shall be given in writing to Convocators entitled to vote by the Secretary of the Convocation, or designee.

Such notices shall be sent to the Convocator's address appearing on the Convocation Register of the Corporation, or supplied by Convocator to the Corporation for the purpose of notice, not less than thirty (30) days or more than ninety (90) days before any annual meeting and not less than ten (10) days before any

special meeting. A Convocator may in writing supply an email address and may request notice be provided by email.

Notice of any Convocation meeting shall specify the place and time of day of the meeting and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any. If members of the Board of Regents are to be ratified, the names of the nominees shall be included. In the case of special meetings, as provided by the California Corporations Code, the nature of the business to be transacted shall be included.

When a meeting is adjourned for sixty (60) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Notice given by electronic transmission by the Corporation shall be valid only if:

(i) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (b) posting on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(ii) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communication and

(iii) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(iv) Notwithstanding the foregoing, (a) an electronic transmission by this Corporation to a Convocator is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic record as set forth in the Electronic Signatures in Global and National Commerce Act (15 United States Code Section 7001(c) (1). (b) Notice shall not be given by electronic transmission by the Corporation after either the following: (1) the Corporation is unable to deliver two consecutive notices to the Convocator by that means or (2) the inability so to deliver the notices to the Convocator becomes known to the secretary, any assistant secretary or any other person responsible for the giving of notice.

(h) An affidavit of the mailing of any notice of any Convocator's

meeting, or the giving of such notice by other means, may be executed by the secretary, assistant secretary or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 8 **Consent to Members' Meetings**

(a) The transactions of any Convocation meeting however called and noticed, shall be valid as though accomplished at a meeting duly held after regular call and notice if a quorum be present, and if either before or after the meeting each of the Convocators present in person entitled to vote executes a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

(b) A Convocator's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Convocator objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 9 **Acting Without a Meeting**

Any action that may be taken at a meeting of the Convocation may be taken without a meeting if authorized by a writing signed by all of the Convocators who would be entitled to vote at a meeting for such purpose and such writing is filed with the Secretary of the Convocation. The action by written consent shall have the same force and effect as a unanimous vote of the Convocators.

Section 10 **Quorum**

The majority of the Convocators, present in person, shall be requisite and shall constitute a quorum at all meetings for the transaction of business except as otherwise provided by California law, by the Articles of Incorporation, or by these procedures for certain specific actions. If, however, such a majority shall not be present at any meeting, the Convocators entitled to vote thereat, present in person, shall have power to adjourn the meeting from time to time, until the requisite number of voting Convocators shall be present. At such adjourned meeting at which the requisite number of voting Convocators shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 11 **Voting**

(a) Voting may be by voice or by ballot, except that any ratification of the Board of Regents must be by ballot, if demanded before the voting begins by a Convocator at the meeting.

(b) Each Convocator entitled to vote may cast one vote on each matter submitted to vote of the Convocators.

(c) 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 deemed the act of the Convocators unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

(d) Action by Written Ballot: Any action except the ratification of the Board of Regents that Convocators may take at any meeting of the Convocators may also be taken without a meeting by complying with the following:

(i) This Corporation shall distribute one written ballot to each Convocator entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation and responses may be returned to the Corporation by electronic transmission that meets the requirements of Article V Section 8 of these Bylaws. All solicitation of votes by written ballot shall (A) state the number of responses needed to meet the quorum requirement; (B) state, with respect to ballots other than the election of directors, the percentage of approvals necessary to pass the measure or measures; (C) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (A) set forth the proposed actions; (B) give the members an opportunity to specify approval or disapproval of each proposal; (C) provide a reasonable time in which to return the ballot to the Corporation.

(ii) In any ratification of the Board of Regents, a written ballot that a Convocator marks "withhold" or otherwise marks in a manner indicating that the authority to vote is withheld, shall not be voted whether for or against the ratification of the Board of Regents.

(iii) All solicitations of written ballots shall indicate the time which the ballot must be returned in order to be counted.

(iv) Approval by written ballot shall be valid only when (A) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (B) 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 votes cast by written ballot without a meeting.

(e) A written ballot may not be revoked.

(f) All written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for at least 5 years.

Section 12

Adjournment and Notice of Adjourned Meetings

Any Convocator's meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Convocators represented at the meeting but no other business may be transacted.