

Gesher Group Bylaws

Updated Spring 2016

Article I. Name of Organization

1.01 Name

The name of this organization shall be Geshher Group (note: not *the* Geshher Group). The business of the organization may be conducted as Geshher Group.

Article II. Organization Purpose

2.01 Organizational Purpose

Geshher Group is a non-profit organization and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Geshher Group's purpose is to educate its members about the business world and its functions. We provide education through a variety of programs, each of which are geared towards improving our members' business skills with a combination of hands-on experience and shared information from knowledgeable professionals. Our programs include coordinating with businesses and nonprofit organizations to provide business consulting projects for our members to partake in, hosting professional development workshops, and guest speakers.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact.

2.02 Mission Statement

Geshher Group is a student consulting organization that aims to bridge the gap between students of UC Santa Cruz and the professional world. Through a combination of educational workshops, guest speakers and consulting work with our valued clients, members of Geshher Group are able to develop and implement professional skills prior to entering the workforce. With the knowledge and experience gained, our members have a running start after graduation.

2.03 Values

At Geshher Group we will stop at nothing to exceed expectations to create an organization that inspires ambitious young professionals. We will pursue personal and professional growth and generate valuable results for our clients. Our members will gain the necessary tools to become game changers and industry leaders. At Geshher Group, we win together.

2.04 Powers

The organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the educational purposes, for which the organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Article III. Membership

3.01 Eligibility

To obtain membership status, an applicant to Gesher Group must be a current UC Santa Cruz student, and have designated organization-wide meeting time slot open for the first quarter. A member must not miss more than two unexcused meetings per quarter, and if two unexcused meetings occur, the member must meet with the board regarding this issue. It is to the board's discretion whether or not to move forward with a removal process based on that meeting.

3.02 Responsibilities

Responsibilities of a member include and are not limited to: attendance of weekly meetings, project team meetings, committee meetings, and/or board meetings.

3.03 Recruitment

Gesher Group recruitment of new members will be held by the board, with help from trusted members, to be chosen by the board. Recruitment must occur in Fall quarter, but may occur more than once annually.

There must be reasonable effort to make public the fact that Gesher Group is recruiting new members. There must be at least a one week window for applicants to apply. A board meeting must be held to finalize the new member list.

3.04 Interview Process

When conducting interviews with prospective members, there must be two interviewers present (e.g. member of the board or member appointed by the board). Interviews must take place in a face-to-face setting, whether it be in a room or over a video call.

3.05 Nondiscrimination

The Board of Directors, committee members, and members served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Gesher Group not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

3.06 Removal

(a) Resignation. To be considered resigned, a member of Gesher Group must email a letter of resignation at least one week in advance, or two weeks for board members. A resignation may be withdrawn within a 24-hour grace period beginning after submission.

(b) Ejection. Removal of a Gesher Group member must be approved by two-thirds of the board. Ejections must be approved or denied within a timely manner, at the most 1 week.

3.07 Compensation

Members shall receive no compensation for carrying out their duties. The board may adopt policies providing for reasonable reimbursement of members for expenses incurred in conjunction with carrying out responsibilities, such as travel expenses to attend events.

3.08 Dues

No dues, ever, shall ever be collected by the board or any individuals elected by the board to collect dues. The board may not elect individuals to collect dues. No dues.

Article IV. Meetings of Members

4.01 Board Meetings

Regular Meetings. The Board of Directors shall have a minimum of six (6) regular meetings each school quarter (Fall Quarter, Winter Quarter, and Spring Quarter) at times and places fixed by the board. Board meetings shall be held upon two (2) days notice through either e-mail, Slack, or phone. The notice of meetings shall specify the place, day, and hour of the meeting. The agenda of the meeting must be specified but can allow for other things to come up.

Special Meetings. Special meetings of the board may be called by any director. A special meeting must be preceded by at least 2 days notice to each director of date, time, and place. At the discretion of any board member, a special meeting may be called without notice.

4.02 Weekly Organization-Wide Member Meetings

Regular meetings of the members shall be held weekly within each quarter of the regular school year (fall, winter, spring) at a time and place designated by the board unless decided otherwise from the board of directors. General meetings shall be held a minimum of four (4) meetings per quarter.

4.03 Project Meetings

Project managers shall hold weekly meetings with their teams (assigned consultants) to work on their client project unless decided otherwise from the project manager. Project meetings shall be held at a minimum of four (4) times per quarter.

Article V. Board of Directors

5.01 Number of Directors

Gesher Group shall have a board of directors consisting of at least four and no more than eight directors. Within these limits, the board may increase or decrease the number of directors serving on the board.

5.02 Powers

All corporate powers shall be exercised by or under the authority of the board, and the affairs of Gesher Group shall be managed under the direction of the board, except as otherwise provided by law.

5.03 Terms

(a) Maximum. All directors shall be elected to serve a maximum of a three-quarter term before they must run for re-election.

(b) Succession. Directors may serve terms in succession, for the same position, or other positions on the board.

(c) Timeframe. The term of office shall be considered to begin fall quarter and end spring quarter of the academic year that the individual was elected.

5.04 Qualifications and Elections

For a candidate to be eligible to serve as a director on the board of directors, the candidate must hold the same eligibility requirements as a member of Gesher Group shown in Article III Section 3.01.

(a) Elections. Elections must take place during the beginning of Spring quarter of the academic year, during a time that is left to the discretion of the existing board of directors. Applications for board will be open at the discretion of the board, but should be opened within a timely and reasonable manner. The board of directors will then look over said applications and choose the top two most qualified candidates for each position from the application pool.

(b) Voting. In order for elections to take place, at least half of the active members must be present at the meeting. These two candidates for each position will then give a speech to the entire group, maximum of five minutes. After the two candidates give their speech, voting will take place immediately; in the interest of time and ethics, no additional discussion will take place. After all votes are tallied for said position the winner will be announced and the next two candidates will give their speeches and so on and so forth until all candidates have been chosen.

Elections must end, and votes be tallied and elected members announced, before the end of a meeting. There must be reasonable attempt to hold three elections for positions on the board, if elections are necessary. If a two-thirds quorum cannot be met before the end of a quarter, then the existing board of directors may choose a new interim board.

(c) Campaigning. Campaigning for a board member election is not allowed. The board will announce potential members to elect when elections take place, and will give those running reasonable time to prepare a statement (at least two days). If any of those running are found to be campaigning, they will be given a warning, and if campaigning continues, they will be disqualified from the elections process for that year.

5.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director with an interim board member. An election may be held to determine the replacement of the vacant director in which all members of Gesher Group are eligible to run, including former and existing directors of the board of directors. The same rules apply as for general elections, with the exception of the time that an election must take place.

5.06 Shadowing and Inheritance

Upon completion of elections, newly elected directors do not take their elected positions, but rather (a) attend board meetings and (b) follow their respective incumbent director, with the intent to learn how to best fulfill their roles and responsibilities for approximately two weeks.

Responsibilities and roles are transferred at the board meeting occurring approximately at the end of this two week period. If this is not possible, for whatever reason, the newly elected director takes their position immediately.

5.07 Removal and Resignation of Board Members

A director may be removed by quorum vote of the board of directors, if any of the following requirements are met.

(a) Absence of Director. The director is absent and not excused from two or more meetings of the Board of Directors in an academic quarter. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president.

(b) Notification of Intent to Dismiss. For cause or no cause, before any meeting of the board at which a vote on removal will be made, the director in question shall be provided electronic or written notification of the board's intention to discuss her/his case. She/he shall be given the opportunity to be heard at a meeting of the board.

The president may initiate a vote to remove someone from the board. All board members and vice president vote to determine outcome. If over 50% of group members request a vote, the president must initiate a vote.

5.08 Manner of Acting

(a) Quorum. A two-thirds majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or vice president in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law or these bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by conference call.

5.09 Roles

(a) President. The president is responsible for overseeing communication among board members, facilitating all meetings, and fulfilling our mission statement and values.

(b) Vice President. The vice president is responsible for all finance related matters including client donations, communication with organizations responsible for fiduciary responsibilities, including but not limited to: member reimbursements, taxes, financial statements, and management of cash

and other financial assets. The vice president shall provide an update to the board regarding Gesher finances, and shall make a financial statement available to the board, at the first board meeting of every month (unless there is not a board meeting for that month, or the vice president has not been given reasonable notice ahead of time). In the event that the president is unable to fulfill their responsibilities, the vice president will assume them.

(c) Director of Projects. The director of projects is responsible for sourcing and confirming client projects for each quarter. It is at the director's discretion how many members are placed on each team and how many teams total there will be per quarter. The director is also responsible for staying in communication with project managers and addressing their concerns.

(d) Director of Marketing. The director of marketing is responsible for maintaining all outreach platforms, as well as constructing and implementing creative marketing strategies with respect to the given quarter. This includes, but is not limited to: recruitment, fundraisers, weekly meetings, speaker events, etc. This is in addition to taking on the leading role for recruitment.

(e) Director of External Affairs. The director of external affairs is responsible for reaching out to and confirming speakers for weekly group meetings, at minimum one guest speaker per quarter. Along with gathering speakers, the director of external affairs is responsible for sending out personalized thank you cards to speakers following their involvement with Gesher Group. The Director of External Affairs is also responsible for organizing group tours and philanthropy events, at a minimum one tour per quarter, one networking event, and one philanthropy event per an academic year.

(f) Director of Internal Affairs. The director of internal affairs will oversee day-to-day operations of the group, and is responsible for all communication within Gesher, including but not limited to: details of weekly meetings, sending out weekly meeting reminders/notes, networking events, maintaining group roster, and applicable job opportunities. Additionally, the director of internal affairs is responsible for administrative duties including reserving rooms for weekly group meeting through SOAR and weekly board meetings through library website.

5.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. Board members should comply with the same compensation guidelines as general members.

5.11 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the nonprofit. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

Article VI. Committees

6.01 Creation and Rights of Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except

that no committee, regardless of board resolution, may (a) take any final action on matters which also requires two-thirds board members' approval or approval of a majority of all members (b) fill vacancies on the Board of Directors of in any committee which has the authority of the board (c) amend or repeal Bylaws or adopt new Bylaws (d) amend or repeal any resolution of the Board of Directors which by its expressed terms is not so amendable or repealable (e) appoint any other committees of the Board of Directors or the members of these committees (f) expend Gesher Group funds to support a nominee for director or (g) approve any transaction:

(i) to which Gesher Group is a party and one or more directors have a material financial interest; or

(ii) between Gesher Group and one or more of its directors or between Gesher Group or any person in which one or more of its directors have a material financial interest.

6.02 Meetings and Actions of Committees

Meetings and actions of the committees shall be governed by and held and taken in accordance with, the provisions of Article V of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be made available to the board of directors. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

6.03 Informal Action By The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. Additional types of valid writing that constitutes record involves any written digital form of communication that contains timestamps. The intent of this provision is to allow the board of directors to use email or other digital forms of communication to approve actions, as long as a quorum of board members gives consent.

Article VII. Contracts and Documents

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of Gesher Group shall be executed on its behalf by the president, or other persons to whom the board has delegated authority to execute such documents in accordance with policies approved by the board. The board may elect persons to execute such documents only by two-third vote by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of Gesher Group, shall be signed by the president or the vice president of Gesher at the time of signing.

7.03 Deposits

All funds shall be deposited and stored through a certified financial institution adopted by the board. Deposits of Gesher funds may not be delivered to accounts owned by board members or team members.

7.04 Loans

No loans may be taken out in the name of Gesher Group.

7.05 Indemnification

This section is for the unfortunate (and unlikely) scenario where an officer of Gesher Group is involved in a court proceeding in which the officer is being prosecuted in regards to some event related to Gesher Group activities, or in defense of Gesher Group. This does not cover personal legal proceedings with no reasonable relation to Gesher Group, or its activities.

(a) Mandatory Indemnification. Gesher Group shall indemnify a president or former president, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of Gesher Group against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. Gesher Group shall indemnify a president or former president made a party to a proceeding because he or she is or was a president of Gesher Group, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by Gesher Group in advance of the final disposition of such action, suit or proceeding, as authorized by the board in the specific case, upon receipt of (a) a *written* affirmation from the president, officer, member or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (b) an undertaking by or on behalf of the president, officer, member or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by Gesher Group in these Bylaws.

(d) Indemnification of Officers, Agents and Members. An officer of Gesher Group who is not a president is entitled to mandatory indemnification under this article to the same extent as a president. Gesher Group may also indemnify and advance expenses to a member or agent of the Gesher Group who is not a president, consistent with California Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

7.06 Reimbursements

Gesher Group members must have approval from the board to make purchases, and must provide an estimate of the cost of such purchases ahead of time, if the purchaser wishes to be reimbursed. The request must be made in an official form, with the date of request, name of requester,

description of items to be purchased, and an estimate of cost. After a purchase is made, the purchaser must submit an itemized receipt from the vendor(s) of the purchased product(s) to the board, and will be reimbursed no later than one month after the date of submission of receipt to the board.

ARTICLE VIII. Whistleblower Policies

8.01 Purpose

Gesher Group requires and encourages directors and members to observe and practice high standards of professional and personal ethics in the conduct of their duties and responsibilities. The members and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Gesher Group to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support Gesher Group's goal of legal compliance. The support of all Gesher Group members is necessary to achieving compliance with various laws and regulations.

8.02 Reporting Violations

If any director or member reasonably believes that some policy, practice, or activity of Gesher Group is in violation of law, a written complaint must be filed by that person with the vice president or the board president. All complaints should be directed to the anonymous form at geshergroup.org/complaints.

8.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

8.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Gesher Group and provides Gesher Group with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Gesher Group shall not retaliate against any director or member who, in good faith, has made a protest or raised a complaint against some practice of Gesher Group or of another individual or entity with whom Gesher Group has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Gesher Group shall not retaliate against any director or member who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Gesher Group that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

8.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

8.06 Handling of Reported Violations

All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This investigation shall be made available to all directors and members and they shall have the opportunity to ask questions about the investigation.

ARTICLE IX. Transparency and Accountability

9.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Gesher Group practices and encourages transparency and accountability to the general public.

Documents shall indicate which documents and materials produced by Gesher Group are presumptively open to members and/or the public. Documents are assumed to be available to the public unless noted somewhere on the header or footer of each page, such as writing "PRIVATE" or "NOT FOR PUBLICATION" at the top of each page to be held privately.

9.02 Financial and IRS documents (The form 1023 and the form 990)

Gesher Group shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge, available at geshergroup.org/legal.

9.03 Means and Conditions of Disclosure

These documents shall be made publicly available at geshergroup.org/legal/ for any interested parties to view, and download. These documents should be provided at no cost, require no special software to view (i.e. PDF format, or some other readily accessible format). Additionally, no effort should be made to hide or obscure the location or availability of these documents.

9.04 IRS Annual Information Returns (Form 990)

Gesher Group shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, Gesher Group's Form 990 shall be submitted to each member of the Board of Directors via hard copy or email at least 10 days (regular, not business) *before* the Form 990 is filed with the IRS.

9.05 Board

All board deliberations shall be made open to members of Gesher Group in the form of minutes, except where the board passes a motion to make any specific portion confidential. This should also

include any relevant papers or materials that were included in the discussion by the board, unless the board passes a motion to make any specific portion confidential.

9.06 Member Records

All member records, such as meeting notes or attendance documents, shall be made available to the Gesher Group member body, while maintaining privacy for individuals outside of the organization. We strive to maintain transparency, but also recognize that some information (such as phone number, date of birth, financial records) should be kept private by those entrusted to such information (read: the Board of Directors), unless explicitly stated by the owner and originator of such information.

9.07 Donor/Client Records

Donor or client records shall be made available by request to any members of Gesher Group, or legal representatives of Gesher Group. No donor or client records shall be made available to members outside of the organization, and some private information shall be kept private by donor/client request. We default to transparency, but as in 11.06, recognize that some information should be kept private. Donor/client records shall be made available to the Board of Directors.

Article X. Miscellaneous

10.01 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any director, affiliate, or member of a committee with board-delegated powers.

Article XI. Amendments

These Bylaws may be amended, altered, repealed, or restated for further clarification by a vote from two-thirds majority of the currently enrolled board of that term the amendment is brought up. Proposed amendments must be submitted to the director of internal affairs to be sent out with regular board announcements. However,

(a) Voting Rights. No amendment shall be made to these Bylaws that will cause Gesher Group's board of directors' and members' voting rights to be affected (voting rights requires majority of votes and two-thirds of quorum is met).

(b) Proposals. If there is a proposal of an amendment from a member of Gesher Group, the member must present the proposed amendment at an official board of directors meeting. When the vote is conducted, the proposer should not be present during the vote.