





Minutes

ASI Board of Directors Special Meeting

 Tue March 2nd, 2021

 1:15pm - 3:45pm PST

 Zoom Meeting

 **In Attendance**

1. **Call to Order**

Maria Linares, ASI Board Chair, called the meeting to order at 1:15 p.m.

2. **Roll Call**

Members Present: Aquino, Cortes, Fernandez, Hanna, Hannawi, Iyer, Leiva, Linares, Lynch, Mukbel, Murillo, Stambough, Thomas, Vigil, Wright, Wong, Zarate

Members Absent:

Liaisons Present: Edwards, Gillespie, Hoang, Loeb, Reveles, Soria, Torres

Liaisons Absent:

According to the ASI Policy Concerning Board of Directors Operations, attendance is defined as being present prior to the announcement of Unfinished Business and remaining until the scheduled end of the meeting.

*Indicates that the member was in attendance prior to the announcement of Unfinished Business but left before the scheduled ending of the meeting.

**Indicates that the member was in attendance for a portion of the meeting, but not in attendance prior to the announcement of Unfinished Business.

EXCUSALS:

(Aquino-m/Thomas-s). A motion was made and seconded to approve Loeb's late arrival. The motion was approved by unanimous consent.

Lauren Loeb arrived to the meeting at 1:31 p.m.

3. **Approval of Agenda**

Decision: (Murillo-m/Iyer-s) The agenda was approved by unanimous consent.

4. **Consent Calendar**

None

5. **Public Speakers**

Members of the public may address Board of Directors members on any item appearing on this posted agenda.

- o Amber Lambert spoke in support of the resolution to restructure the committees of the Board of Directors.
- o Valarie Segovia spoke in support of the resolution to restructure the committees of the Board of Directors.
- o Jose Castillo spoke in support of the resolution to restructure the committees of the Board of Directors. Spoke in support of better inclusivity.
- o Joshua Galvan spoke in support of the resolution to restructure the committees of the Board of Directors. Opens opportunities for other students. Beneficial for all students.
- o Kayleigh Bates served as chair of the BOD in the 2016-17 year and served as student leader in 2015-16. Restructuring is normal and should happen as the organization grows to include more students.
- o Lulu Halisi served as ASI Elections Coordinator 2019-2020, spoke in support of the resolution to restructure committees of the Board of Directors.
- o Ash spoke in support of the resolution to restructure the committees of the Board of Directors.
- o Starlina Sanchez spoke in support of the resolution to restructure the committees of the Board of Directors.
- o Ileana Lugo spoke in support of the resolution to restructure of the committees of the Board of Directors.
- o Chrystina Heuerman currently running for a Student Trustee position for the TSC Board of Trustees. She spoke in opposition to the resolution to restructure the committees of the Board of Directors.
- o Leonna spoke in support of the resolution to restructure the committees of the Board of Directors.
- o David Velazquez spoke in opposition to the current resolution as it stands because the elections process has already started. Unfair to students already in the process of running for a position.
- o Nick Jakel CSUF Alum, Board Chair 2018-19 year, spoke in support of the resolution to restructure the committees of the Board of Directors.

6. **Time Certain**

NONE

7. **Unfinished Business**

a. **Action: Resolution to Restructure the Committees of the ASI Board of Directors**

The Board will consider approving a resolution to restructure the committees of the ASI Board of Directors.

BOD 041 20/21 (Aquino-m/Iyer-s) A motion was made and seconded to take the resolution to restructure the committees of the ASI Board of Directors from the table.

Linares asked if there were any questions on taking the item from the table. There were no objections.

Linares asked if there were any points of discussion on taking the item from the table. There were no points of discussion.

Linares asked if there were any objections to moving to a roll call vote to take the resolution from the table.

BOD 041 20/21 (Aquino-m/Iyer-s) Roll Call Vote: 17-0-0 The motion to take the resolution to restructure the committees of the ASI Board of Directors from the table was adopted.

BOD 043 20/21 (Thomas-m/Murillo-s) A motion was made and seconded to approve ASI Resolution to Restructure the Committees of the ASI Board of Directors.

Linares yielded to Dr. Dave Edwards to review the resolution.

Dr. Edwards reviewed the resolution, proposed Board organization chart and the draft bylaw changes. He shared that similar concerns have been brought to management over the years by past leaders. The changes being proposed in the resolution are to ensure the students running in the current elections cycle for the TSCBOT have an opportunity to participate in ASI.

- Historical reasoning indicating the need to restructure the organization of the Board.
- Resolved statements review.
- Management will bring updated policies and bylaws to the Board in April for review and approval.
- Board of Directors revised organization chart review.
- Bylaws Revisions review of proposed changes. This will be brought to the Board in April.

Linares opened the floor to questions.

- Fernandez asked where the TSC Advisory Council would fall under the Board. Dr. Edwards shared that the details would be determined by the Board in April.
- Fernandez asked would the Advisory Council receive a financial award and what the level would be. Dr. Edwards shared there is a formula to determine the award given to any student leader position.

- Murillo asked about the students running for BOT, and how will the elections process work? Linares clarified the question asking how will the general student population will understand the change to the candidacy opportunities for the students running for TSCBOT. Edwards shared that if the resolution passes, ASI staff is ready to reach out to students running for the TSCBOT positions and offer them the options provided in the resolution. Those who choose to run for the TSC advisory council, the position will be clearly explained on the elections page for those voting.
- Torres asked about the concerns of students losing opportunities in ASI. Dr. Edwards shared there are ten TSC student trustee positions being eliminated. Through this process additional student positions will be established in the Food Pantry, leadership opportunities through Commissions. Looking to add 5-7 new opportunities. Funds previously allocated will be available to support other programs including increased scholarships and allocating funds to support basic needs..
- Reveles asked about how other CSU ASI's operate. Dr. Edwards shared that many other ASI's have changed the leadership model that was popular in the 70's - 90s. Many campuses have empowered their AS Board to manage the responsibilities that were formally managed by sub-boards or union boards.
- Hanna asked about the advisory board and what would happen if students running for the BOT chose to run for the advisory board and others for the BOD positions for their college, what would happen to the advisory council. Edwards shared those elected to serve on the advisory council would serve in that capacity for the next year. The position on the advisory council is a one time opportunity for this election term to give students running for BOT an opportunity to serve.
- Torres asked for clarification regarding the term of the BOT advisory council. Dr. Edwards confirmed that the council would be during a transition term for the next year.

Linares yielded to Carol McDoniel, Director of Admin to clarify misstatements shared at the last Board meeting. McDoniel reviewed the statements and provided a response.

Linares asked if there were any points of discussion.

- Soria shared that the ASI Strategic Plan goal 2, advancing organizational excellence, speaks to the need to restructure the organization. Urged leaders to see this as not losing positions, just reallocating them. Timing is important and now seems to make the most sense. Heart goes out to those caught in the midst of the change. Urged the Board to consider and approve the resolution.
- Aquino shared that he will abstain his vote, due to his connection with a slate during this election.
- Loeb shared support for the resolution, opportunities for students in a post-pandemic environment will be beneficial for many students. The restructure opens new opportunities for the Board and other students.

- Lynch shared the information shared was enlightening and helpful. Shared timing concerns are difficult, restructuring means moving positions around, newer opportunities, etc. Urged the Board to think about how the restructure will affect the entire student body, not just those running in this current election season.
- Hannawi shared he is on the fence, the current resolution is better than the previous version. Asked if the new version was shared with the Trustees petitioning for candidacy. He asked about the number of students running for the BOT positions. Asked if the advisory positions would be included in the ballot. Dr. Edwards shared the advisory council would be on the ballot and it would be limited to 10 representatives.
- Murillo shared he is in support of the resolution because it is a better opportunity for all students.
- Gillespie shared support for the resolution based on the reallocation of funds toward councils and scholarships. Spoke up about making the changes now since this has been an ongoing topic of concern for past student leaders.
- Mukbel shared the timing with elections, if approved, cannot allow the TSCBOT to operate after the Board approves the restructure. Leaving these changes to a new Board would not bring the history and experience into consideration.
- Hanna shared the Board is super privileged to be able sit in this room and discuss these opportunities. Shared this is not the best way to make the change. Asked the Board to vote no on the resolution.
- Thomas shared support for the resolution and shared the TSCBOT in the past has been filled by representatives from the College of Business. This is not eliminating, but offering alternate opportunities.
- Reveles shared an overview of the financial impact of running/operating BOT. It is a responsibility of the ASI President to present a balanced budget. Shared an overview of the new programs and councils that ASI will be responsible for in the coming year, including SWANA and International Students Scholarships. Shared concerns that ASI has opportunities to support students, student organizations, scholarships and meet the needs of the organization. Surveyed other CSU auxiliary presidents and all respondents shared that the facilities are managed by campus or a committee of the AS Board. Shared support for all students impacted, but clarified, there are new opportunities proposed.
- Wright shared support and indicated that reallocating the funds and workload to the Board will improve opportunities for members. More work can be taken on by the members. Improved involvement, having a voice, heightens the value for the Board. For people running in the current election for BOT, there is never a good time. There is no time like the present.
- Fernandez shared her thought process throughout the process of understanding the restructure. Reached out to other directors and other students. Shared this with the HHD ICC, they too shared concerns with the timing. Shared that the amended resolution including the TSC Advisory Council provides for a transition year for students. Asked that the Board be kept informed about the reallocation of the funds from the BOT. Shared concerns with

the make-up of the BOT and shared that the Board of Directors will need to all participate in the process moving forward.

- Mukbel shared if the change is made, it is picking your battle, those running for BOT, there is a solution for those students. Not passing the resolution is settling for how its always been/status quo. Need to make a change to support the entire student community.
- Torres shared clear support for the resolution. Shared the timing may be an issue, but the options provided achieve better accessibility for more students. The TSC BOT has had a 74% representation from the College of Business, and so conversations have been limited to a select group.

Wright called for the question.. Murillo seconded. BOD 042 20/21 Roll Call Vote: 15-1-1 the motion passed,.

Linares asked if there were any objections to moving to a roll call vote to approve the motion. There were no objections.

Decision: BOD 042 20/21 (Aquino-m/Iyer-s) Roll Call Vote: 13-2-2 The motion to approve the Resolution to Restructure the Committees of the ASI Board of Directors was adopted.

8. New Business

- a. **NONE**

9. Announcements/Member's Privilege

Fernandez updated the Board regarding the suspension of the Animal Emphasis

- Program due to lack of funding. Received an update that the program has been partially funded through the Cares Act, and student advocacy, so the program will continue.

Cortes shared that there are not enough scholarships for part-time students. Asking

- for Members to reach out to work on this issue.

Wright urged the Board to try not to focus on students backgrounds when decisions

- are made, eliminate the prejudice.

Torres thanked the public speakers and the Board in this debate and discussion.

- Appreciate the process and all members being engaged.

Iyer shared it has been an honor to be part of this discussion. The debate puts things

- into perspective. Congratulations on the motion being passed. If anyone is interested in being co-sponsor for the International Student Scholarship, reach out.

Dr. V congratulated the Board on the passing of the resolution. Thanked all who came

- to the Board of Directors meeting to share concerns and support. Coming upon the year anniversary of the COVID-19 pandemic. Highlighted resources for anyone needing support, CAPS, You At Fullerton, and remember for emergencies, call 911.

Anyone feeling anxiety or stress, refer/reach out.

Mukbel shared that the next Governance Committee will be discussing the Resolution

- for the Scholarship for International Students. Thanked all for the passion and

communication today.

- Lynch shared that this is likely her last Board meeting, offered a new position and it conflicts with the Board meeting date and time. She thanked the Board and staff. She shared that the skills learned in this process will be helpful as you move forward in your careers and future.
- Reveles congratulated Lynch on her new position. He shared that he will be presenting the recommended budget on Thursday at the Finance Committee. Asked members to reach out if they have any questions or would like to review the proposed budget. Week 7 begins next week. Wish all the best of luck on mid-terms. Utilize ASI support and campus support if needed.
- Soria good job on the discussion. ASI Scholarships are due soon, March 5th at 4pm. Please share the information with students at large. Will be reaching out in the coming weeks for the grading process.
- Linares shared she applied for the CSU Student Trustee position and they are moving forward with several students and she will be moving forward in the interview process.

10. **Adjournment**

Linares, Chair, adjourned the meeting at 3:19 p.m.



Selene Hanna (Apr 2, 2021 08:03 PDT)

Selene Hanna, Treasurer/Secretary



Susan Collins, Recording Secretary

Roll Call 2020-2021

03/02/2021 ASI Board Special Meeting Roll Call

Attendance	Board Members			
			Present	Absent
ARTS	AQUINO	RAMON	1	
NSM	CORTES	ANDREA	1	
HHD	FERNANDEZ	ADRIANA	1	
Treasurer/Sec (CBE)	HANNA	SELENE	1	
CBE	HANNAWI	GEORGE	1	
ECS	IYER	ANJALI	1	
Chair (HSS)	LINARES	MARIA	1	
EDU	LYNCH	MONIQUE	1	
Vice Chair (COMM)	MUKBEL	SELEENA	1	
HSS	MURILLO	ERICK	1	
ECS	VACANT			
Academic Senate Rep.	STAMBOUGH	STEPHEN	1	
ARTS	THOMAS	TINA	1	
HHD	LEIVA	MARTALINDA	1	
Univ. President's Rep.	VIGIL	VINCENT	1	
EDU	WONG	REBEKAH	1	
COMM	WRIGHT	JAKOB	1	
NSM	ZARATE	CARL	1	
			Present	Absent
			17	0

Attendance	Liaisons			
			Present	Absent
EXEC DIR	EDWARDS	DAVE	1	
CCRO	GILLESPIE	NICOLE	1	
CCO	HOANG	KHAI	1	
CGO	LOEB	LAUREN		1
PRESIDENT	REVELES	MARCUS	1	
VP	SORIA	SKY	1	
CIDO	TORRES	JANICA	1	
			Present	Absent
			6	1

*Recording Secretary: Susan Collins

Roll Call Votes	Start 040		041 - Take from the Table			042 - Call for the Question		
			Yes	No	Abstain	Yes	No	Abstain
ARTS	AQUINO	RAMON	1			1		
NSM	CORTES	ANDREA	1			1		
HHD	FERNANDEZ	ADRIANA	1				1	
CBE	HANNA	SELENE	1			1		
CBE	HANNAWI	GEORGE	1			1		
ECS	IYER	ANJALI	1			1		
EDU	LYNCH	MONIQUE	1			1		
Vice Chair (COMM)	MUKBEL	SELEENA	1			1		
HSS	MURILLO	ERICK	1			1		
ECS	VACANT							
Academic Senate Rep.	STAMBOUGH	STEPHEN	1			1		
ARTS	THOMAS	TINA	1			1		
HHD	LEIVA	MARTALINDA	1			1		
Univ. President's Rep.	VIGIL	VINCENT	1			1		
EDU	WONG	REBEKAH	1			1		
COMM	WRIGHT	JAKOB	1			1		
NSM	ZARATE	CARL	1			1		
Chair (HSS)	LINARES	MARIA	1					1
			Yes	No	Abstain	Yes	No	Abstain
			17	0	0	15	1	1

Roll Call Votes	Start 040		043 - Resolution Committee Structure		
			Yes	No	Abstain
ARTS	AQUINO	RAMON			1
NSM	CORTES	ANDREA	1		
HHD	FERNANDEZ	ADRIANA	1		
CBE	HANNA	SELENE		1	
CBE	HANNAWI	GEORGE		1	
ECS	IYER	ANJALI	1		
EDU	LYNCH	MONIQUE	1		
Vice Chair (COMM)	MUKBEL	SELEENA	1		
HSS	MURILLO	ERICK	1		
ECS	VACANT				
Academic Senate Rep.	STAMBOUGH	STEPHEN	1		
ARTS	THOMAS	TINA	1		
HHD	LEIVA	MARTALINDA	1		
Univ. President's Rep.	VIGIL	VINCENT	1		
EDU	WONG	REBEKAH			1
COMM	WRIGHT	JAKOB	1		
NSM	ZARATE	CARL	1		
Chair (HSS)	LINARES	MARIA	1		
			Yes	No	Abstain
			13	2	2

2/3 Vote:

10

**Resolution to Restructure the Committees
of the ASI Board of Directors**

Sponsor: Maria Linares and Skylar Soria

Co-Sponsors: Adriana Fernandez, Seleena Mukbel, [Erick Murillo](#), Tina Thomas, and Jakob Wright

WHEREAS, The Associated Students Inc. (ASI) is a 501(c)(3) nonprofit organization that operates as an auxiliary organization of California State University, Fullerton and chartered under the California Nonprofit Public Benefit Corporation Law (NPBCL); and

WHEREAS, ASI is governed by ASI Board of Directors, who set policy for the organization, approve all funding allocations to programs and services, and advocate on behalf of student interests on committees and boards, and

WHEREAS, the ASI Board of Directors, in September 1976, established the University Center Governing Board and charged it with developing and adopting operating policies to govern the operation of the Titan Student Union (then named University Center)¹; and

WHEREAS, the University Center Governing Board, renamed the Titan Student Union Governing Board in 1992, was subsequently renamed the Titan Student Centers Governing Board in 2010 to reflect the inclusion of the Student Recreation Center; and

WHEREAS, in 2015, in order to more closely align the Titan Student Centers Governing Board within the governance structure of the ASI Board of Directors, it was renamed the Titan Student Centers Board of Trustees; and

WHEREAS, California Nonprofit Public Benefit Corporations Law limits the ability of the corporate Board of Directors to delegate certain actions to a committee or sub-board, preventing the sub-board from acting independently of the Board of Directors²; and

WHEREAS, the model of auxiliary student body organizations using sub-boards to conduct business is a model that was popular in the 1970s to the 1990s, but has been eliminated on CSU campuses in recent years, including San Diego State University³; and

WHEREAS, this limited scope of authority dictates that sub-board actions carry equal weight to those of a standing committee and must be approved by the corporate Board of Directors, which has historically resulted in confusion of roles and responsibilities; and

¹ Titan Student Union Charter & Bylaws, 1976

² Corporations Code § 5210 *et seq.*

³ <https://as.sdsu.edu/govt/councils/ASBOD/>

WHEREAS, the standing committee structure addresses the need for policy and financial review and fiduciary responsibility; and all action items currently conducted by the sub-board can be added to the standing committee structure without creating undue hardship; and

WHEREAS, the financial and staffing investment necessary to maintain the sub-board structure is higher than that of a committee when comparing the sub-board and committee output, specifically ASI expends approximately \$75,000 in direct costs and approximately \$30,000-\$50,000 in indirect costs for the TSCBOT; and

WHEREAS, the existence of sub-committees under the sub-board creates an additional layer of processes that prolongs Board approval of important action items; and

WHEREAS, the TSC Board of Trustees has experienced challenges with maintaining a full slate of action items to necessitate regular meetings; and

WHEREAS, the TSC Board of Trustees has experienced challenges with member recruitment when vacancies have occurred, maintaining a full slate of trustees, and recurrent position vacancies; therefore let it be

RESOLVED, the Board of Directors shall restructure its standing committees according to the proposed revisions to the bylaws that reassign all previously delegated duties of the TSC Board of Trustees sub-board and sub-committees to Board of Directors standing committees effective June 1, 2021; and let it be further

RESOLVED, according to the proposed revisions to the bylaws, the Board of Directors establishes the Facilities Committee and the Programs Assessment Committee as standing committees of the Board of Directors; and let it be further

RESOLVED, according to the proposed revisions to the bylaws, the Board of Directors redefines the Treasurer position and establishes the Secretary position of the Board of Directors; and let it be further

RESOLVED, the funds previously allocated in the Titan Student Centers budget for Board of Trustees operating expenses, financial awards, and any other cost savings shall be reallocated to the Food Pantry, student scholarships, and/or other student leader financial awards, including the possible creation of new student engagement opportunities as Food Pantry leads, positions on ASI Commissions, etc. per the annual budget allocation process; and let it be further

RESOLVED, the Board of Directors shall temporarily suspend the portion of the Policy Concerning ASI Elections and corresponding bylaws related to regular candidate filing to allow any student that had filed for regular candidacy for the Titan Student Centers Board of Trustees in the Spring 2021 ASI election three options to continue their engagement: 1) they can apply for appointed positions after the election, 2) they can refile as a regular candidate whose name will

appear on the ballot (non-write-in) for a Board of Directors position in their academic college OR 3) they can continue to run, but for a seat on a new TSC advisory council (10 seats maximum, only for those who were on the TSCBOT ballot) which will be grandfathered in for the next year only (the council would meet monthly and directly advise the ASI BOD on student opinions related to the TSU and SRC); candidates must notify the Director of LPD of their choice of these options via email by March 5; and let it be further

RESOLVED, the Executive Director will follow established procedure to amend the Bylaws and applicable Policy Statements of the corporation to reflect any necessary changes to the committees, financial awards, and operational necessities and present to the Board of Directors by April 20, 2021, and let it be further

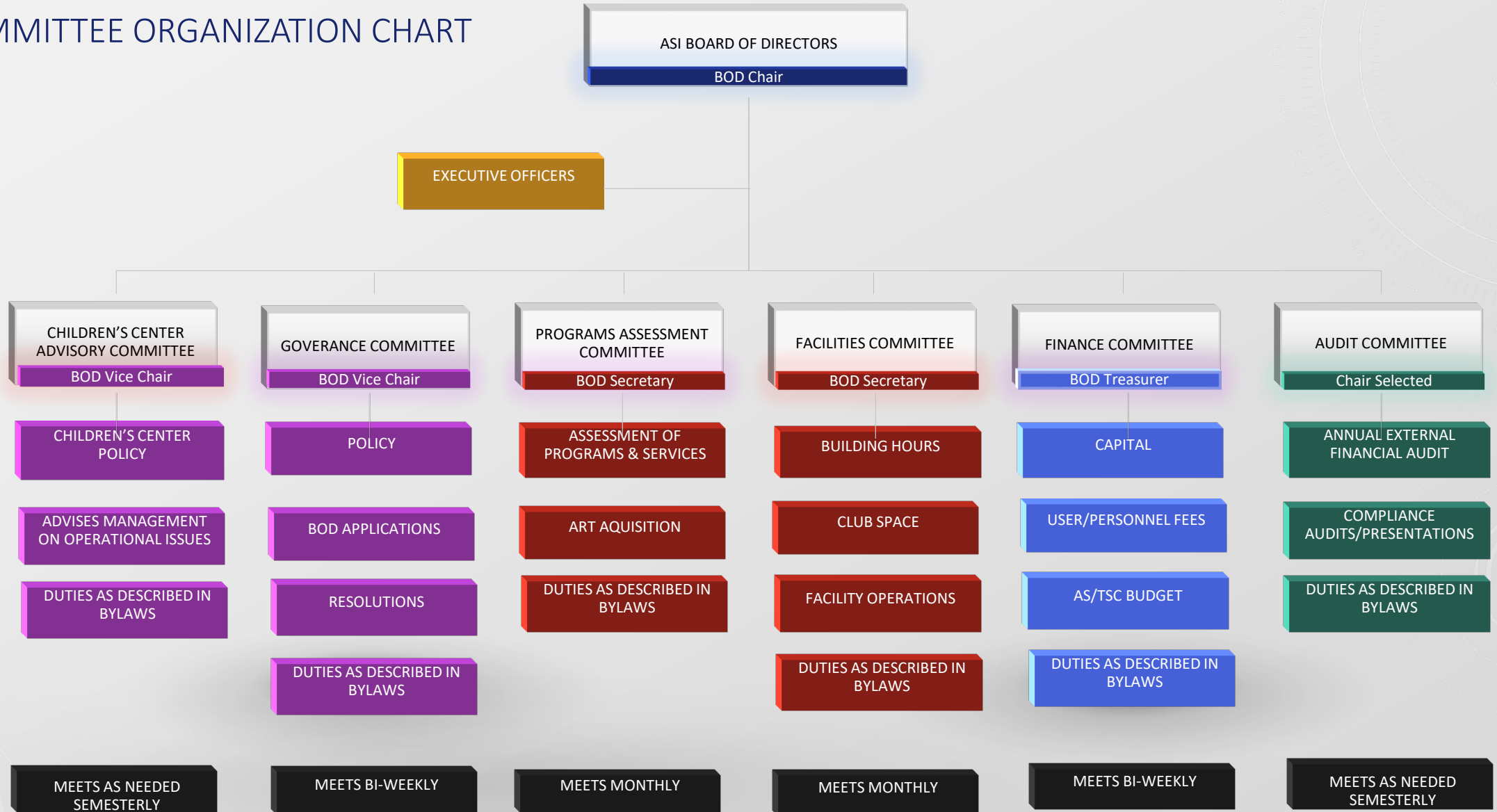
RESOLVED, that this Resolution be distributed to the Vice President for Student Affairs, ASI Executive Director, and applicable ASI departments for appropriate action.

Adopted by the Board of Directors of the Associated Students Inc., California State University, Fullerton, on the second day of March in the year two thousand twenty-one.

Maria Linares
ASI Board of Directors Chair

Selene Hanna
ASI Board of Directors Treasurer/Secretary

ASI BOARD OF DIRECTORS COMMITTEE ORGANIZATION CHART





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BYLAWS OF THE ASSOCIATED STUDENTS INC., CALIFORNIA STATE UNIVERSITY, FULLERTON

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ARTICLE I MEMBERSHIP

- Section 1. **NON-MEMBER CORPORATION** This Corporation shall not have statutory members as that term is intended in Corporations Code Section 5056. Except as to specific privileges accorded the California State University, Fullerton (hereafter referred to as CSU Fullerton), student body as stated in these Bylaws, the Board of Directors shall exercise full authority over the affairs and operations of this corporation, subject to limitations expressed in law or regulations, or by CSU Fullerton Policy.
- Section 2. **STUDENT BODY PRIVILEGES** CSU Fullerton student body is designated as “members” pursuant to Corporation Code Section 5332.
- Clause 1. Any person registered as a student at CSU Fullerton in any regular term and pays membership fees shall be termed “regular member” and are entitled to:
- a. Qualify, seek and hold ASI office, either by running for office or appointment;
 - b. Participate in elections to become either ASI President, ASI Vice President, representative ~~or Director, or Student Trustee;~~
 - c. Be appointed to a student leadership position as established by the Board of Directors;
 - d. Admission to corporation-sponsored activities and sponsored services without charge or at a reduced rate;
 - e. Join campus student organizations recognized by CSU Fullerton;
 - f. Represent the corporation in CSU Fullerton competition consistent with applicable eligibility rules; and
 - g. Other privileges prescribed by the Board of Directors.
- Section 3. **ASSOCIATE MEMBERS** Associate members are entitled to regular membership privileges except for voting, making motions, and holding corporation office.
- Section 4. **MEMBERS** The Board of Directors elected by the Student Body and are defined as members of the corporation.
- Section 5. **DESIGNATED MEMBER** The President of CSU Fullerton serves an open term as a designated member, and may assign another University official as designee, ~~to the Board of Directors and the Titan Student Centers (TSC) Board of Trustees~~ by written notice to the corporate recording secretary.
- Section 6. **LIAISON OFFICERS** Executive Officers serve as standing liaison officers to the Board of Directors and shall not have voting privileges. They shall oversee specific areas and may provide reports and advise the Board of Directors. They serve by virtue of their positions.

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ARTICLE II BYLAWS AND STUDENT FEES

- Section 1. **COPIES OF THE BYLAWS** An up-to-date copy of these Bylaws shall be maintained by the Recording Secretary of the Board of Directors. These Bylaws shall be made available to members of the student body, the Board of Directors, and any other interested persons.
- Section 2. **BYLAWS EFFECTIVE DATE** All Bylaws in this document shall become effective after approval by a majority of the Board of Directors.
- Section 3. **AMENDMENTS** The Board of Directors shall institute a review of these Bylaws and the Articles of Incorporation when necessary or when changes of the law may require. These Bylaws can be amended only by a two-thirds vote of the Board of Directors.
- Section 4. **CONSTRUCTION & DEFINITIONS** The general provisions, rules of construction, and definitions contained in the California Non-Profit Corporation Law will govern the construction of these Bylaws. The Board of Directors will have jurisdiction over questions involving the interpretation of this document.
- Clause 1. Supporting Organization under Internal Revenue Code (IRC) Section 509(a)(3).
- This corporation has been organized and shall operate exclusively in support of CSU Fullerton and shall be overseen and supervised by that institution as specified in IRC Section 509(a)(3).
 - The Board of Directors shall designate a publicly supported educational or charitable organization as described in IRC Sections 170(b)(1)(A)(iv), 501(c)(3) and 509(a)(1) or 509(a)(2), in substitution for CSU Fullerton, for purposes specified in the Articles of Incorporation CSU Fullerton:
 - Shall cease to be an organization described in IRC Sections 170(b)(1)(A)(iv), 501(c)(3) and 509(a)(1) or 509(a)(2); or
 - Shall substantially abandon the charitable and educational purposes that this corporation is organized to support.
 - This corporation shall not accept any contribution from any "prohibited person."
- Clause 2. An "ad hoc committee" has all of the authorization and duties of a standing committee except that it is established by the Board of Directors for a particular purpose and shall dissolve upon completion of its assigned purpose or twelve months of its creation, whichever first occurs.
- Clause 3. A "standing committee" is a committee authorized by the Board of Directors to provide and make recommendations of the regular ongoing functions for which it was formed.
- Clause 4. A "standing advisory committee" is an advisory committee authorized by the Board of Directors to serve a consultative role and advise the Board of Directors.
- ~~Clause 5. A "standing sub-committee" is a sub-committee authorized by the TSC Board of Trustees to provide and make recommendations of the regular ongoing functions for~~

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which it was formed.

Clause 6. Due cause shall be defined as:

- a. Absences due to participation in an official CSU Fullerton recognized program at which the member's attendance is required;
- b. Absences due to illness of a Director or a member of their immediate family who requires the member's care or for bereavement of an immediate family member;
- c. Absences due to requirements of official ASI business; or
- d. Absences due to individual circumstances; due cause and validity are to be determined by the ASI Board of Directors on a case-by-case basis; and
- e. Limited to two (2) excused absences per semester.

Clause 7. A "prohibited person" is a person who:

- a. Controls, directly or indirectly, either alone or with persons listed below, the Board of Directors of this corporation or any successor organization designated pursuant to the Articles of Incorporation;
- b. A member of the family of an individual listed above; or
 - i. Individual's family includes: spouse, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren, as well as the individual's brothers and sisters, by whole or half blood, and their spouses.
- c. A corporation, partnership, trust, or estate more than thirty-five (35) percent of which is actually or constructively controlled by persons described above.

Section 5. STUDENT FEES

- Clause 1. California Education Code Section 89300 et seq, together with system and campus policy, authorize a process for the setting of Category II mandatory student fees upon which the corporation relies as a student body organization, and otherwise. The student body election process is separate and distinct from the student leadership selection, referendum, and initiative processes utilized by the corporation.
- a. Referendum and initiative processes are to ensure appropriate and meaningful consultation are utilized before a vote by the student body to adjust an existing Category II campus-based mandatory fee or establish a new campus mandatory fee.
- Clause 2. Fee Collection and Disbursements: California Code of Regulations, Title 5, Section 41409, requires the University to collect applicable Category II fees and periodically disburse them to the corporation. The Board of Directors shall establish requisite standards and procedures for the administration of such fee funds.
- Clause 3. Fees utilized by this organization must follow the Integrated California State University Administrative Manual (ICSUAM) Section 1300 CSU Auxiliary Organizations Compliance Guide.



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ARTICLE III

MEETINGS, QUORUM AND VOTING PRIVILEGES, AND BOARD ACTION

Section 1. PLACE OF MEETING

- Clause 1. All meetings of the Board of Directors ~~and Titan Student Centers (TSC) Board of Trustees~~ shall be held at the principal office of the corporation or at such other place as may be designated for that purpose from time to time by the Chair.

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Section 2. NOTICE AND CONDUCT OF MEETINGS

- Clause 1. The Board of Directors and all of its committees, ~~the TSC Board of Trustees and its standing sub-committees~~, and the Elections Judicial Council shall conduct their business in duly noticed public meetings and are required to comply with all provisions of the Gloria Romero Open Meetings Act (Education Code Sections 89305 to 89307.4) as outlined in section 89305.1(b)(1)(B)(i)-(iv) of the California State Education Code.
- Clause 2. Written Notice of every regular meeting shall be given at least seventy-two (72) hours prior to the date set for the meeting (pursuant to Education Code Section 89305.5).
- Clause 3. The *Robert's Rule of Order, Newly Revised* shall guide meeting parliamentary procedure consistent with subsection (1) above.
- Clause 4. *Roll Call Vote* shall be used for all action items on the agenda with the exception of approving the agenda, approving minutes, or parliamentary procedures.
- Clause 5. The Board of Directors may adopt more specific meeting written practices as warranted.

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Section 3. REGULAR MEETINGS

- Clause 1. All meetings shall be in accordance to these Bylaws and ASI Policy.
- Clause 2. Schedule
- The Board of Directors shall typically hold regular meetings, at such times as the Board shall set by resolution, on Tuesdays throughout the academic year.
 - ~~TSC Board of Trustees shall hold regular meetings two times a month on Wednesdays throughout the academic year.~~
 - The Board of Director standing committees ~~and TSC Board of Trustees standing sub-committees~~ shall hold regular meetings throughout the academic year.
 - Elections Judicial Council shall establish a meeting schedule annually, by the start of the spring semester.

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Section 4. CLOSED MEETINGS

Clause 1. The Board of Directors and all of its committees ~~and the TSC Board of Trustees and its standing sub-committees~~ may hold closed meetings from which the public is excluded only in accordance to ASI Policy.

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Section 5. SPECIAL MEETINGS

Clause 1. The Board of Directors and all of its committees ~~and the TSC Board of Trustees and its standing sub-committees~~ may hold special meetings by providing notice at least twenty-four (24) hours' prior to the meeting and only in accordance to ASI Policy.

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Section 6. EMERGENCY MEETINGS

Clause 1. In case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the ASI Board of Directors may hold an emergency meeting without complying with the twenty-four (24) hours' notice requirement and/or the twenty-four (24) hour posting requirement. The Board of Directors must provide a minimum of one-hour notification by telephone (if telephone services are functional) to the public media and comply with Education Code Sections 89306.5 (c) and (d) and only in accordance to ASI Policy.

Section 7. QUORUM AND VOTING PRIVILEGES

Clause 1. Quorum for the Board of Directors and all its committees, ~~TSC Board of Trustees and its standing sub-committees~~, and the Elections Judicial Council is defined as at least 50% plus one (1) voting member. During meetings, the Chair shall be counted in the quorum.

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Clause 2. A quorum must be present at all regular and special meetings for the official transaction of business.

Clause 3. In order to be counted in quorum and vote, a member must be present from the time a motion is seconded to the calling of the question on that motion as well as meet attendance requirements.

Clause 4. No member is allowed to vote by proxy.

Section 8. BOARD ACTION

Clause 1. The Board of Directors and all of its committees, ~~TSC Board of Trustees and its standing sub-committees~~ shall not take action on any item unless notice and agenda of the meeting where the item will be discussed and acted upon has been legally provided for under the Education Code and all other appropriate laws or unless an emergency situation exists.

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Clause 2. A meeting at which a quorum is initially present may continue to conduct business, despite the withdrawal of some members from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.



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- Clause 3. Certain action may require a two-thirds (2/3) majority vote as specified.
- Clause 4. Every action taken or decision made by a majority of the Board of Directors present at a duly held meeting at which a quorum is present shall be an act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:
- a. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
 - b. Approval of certain transactions between corporations having common directorship;
 - c. Creation of and appointments to committees of the board; or
 - d. Indemnification of directors.
- Clause 5. Upon written notice to the Board of Directors within nine (9) days of Board Action, the ASI President may require a two-thirds (2/3) majority Board of Directors vote, within fourteen (14) days of the notice, to validate such action. This requirement applies to appointments or elections.



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ARTICLE IV BOARD OF DIRECTORS

Section 1. MEMBERS AND OFFICERS OF THE ASI BOARD OF DIRECTORS

Clause 1. Voting members of the Board of Directors (hereinafter referred to as Directors) with voting privileges consist of:

- a. two Directors from the College of the Arts,
- b. two Directors from the ~~Mihale~~ College of Business and Economics,
- c. two Directors from the College of Communications,
- d. two Directors from the College of Education,
- e. two Directors from the College of Engineering and Computer Science,
- f. two Directors from the College of Health and Human Development,
- g. two Directors from the College of Humanities and Social Sciences, and
- h. two Directors from the College of Natural Sciences and Mathematics.

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Clause 2. Designated Directors with voting privileges consist of:

- a. one Director appointed by the Academic Senate Chair, and
- b. one Director appointed by the President of the University.

Clause 3. Standing Liaison Officers with no voting privileges consist of:

- a. ASI President,
- b. ASI Vice President,
- c. ASI Chief Campus Relations Officer,
- d. ASI Chief Communications Officer,
- e. ASI Chief Governmental Officer, and
- f. ASI Chief Inclusion and Diversity Officer.

Clause 4. The ASI Executive Director serves as the standing advisor, is not a member of the Board, and does not have voting privileges.

Section 2. POWERS Subject to limitations imposed by law or the Articles of Incorporation, oversight of the business and affairs of the Corporation shall be controlled by the ASI President and the Board of Directors, and all corporate powers shall be exercised jointly by them.

Clause 1. The ASI President and the Board of Directors shall jointly determine the financial assets of Associated Students Inc.

Clause 2. The Board of Directors shall require two-thirds vote to ratify changes in the Articles of Incorporation.

Clause 3. The Board of Directors may amend Bylaws only by two-thirds of voting members.

Clause 4. The Board of Directors shall adopt by a majority vote such policies as it deems necessary for procedural and administrative purposes.

- a. ASI Policy Statements shall be consistent with the Articles of Incorporation and these Bylaws.



- b. The year of last revision shall be stated on each of the ASI Policy Statements.
- c. The Board of Directors may amend ASI Policy Statements by a majority vote.

Clause 5. The Board of Directors shall employ or discharge the ASI Executive Director consistent with University and ASI employment policies and procedures. The Board of Directors shall prepare the annual evaluation of the Executive Director in accordance with established policies and recommend the final evaluation to the University Vice President of Student Affairs for concurrence.

~~Clause 6. Titan Student Centers (TSC) Board of Trustees is delegated power of the Board of Directors creating a subboard established in order to develop and adopt operating procedures to govern the operation of the facilities and programs of the Titan Student Centers.~~

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Clause 7. Committees

- a. The Board of Directors establishes standing committees to evaluate and make recommendations on resolutions referred to them in accordance to ASI Policy.
- b. The Board of Directors shall determine by a majority vote the size and composition of all special or ad hoc committees.
- c. The ASI President or designee and the Chair of the Board of Directors or designee shall serve as standing liaison members on all ASI special, ad hoc, and standing committees, except the Audit Committee.
- d. The Executive Director or designee shall serve as the standing advisor to all ASI special, ad hoc, and standing committees, except the Audit Committee.

e. Standing committees shall include: Audit Committee, Finance Committee, Governance Committee, ~~Facilities Committee, and Programs Assessment Committee, and Board Leadership Review Committee.~~

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I. The purpose of the Audit Committee is to: (1) make sure recommendations to the Board regarding the selection and retention of the independent auditor (including compensation); (2) confer with the auditor to determine that the financial affairs of ASI are in order; (3) review and determine whether or not to accept the audit; (4) ensure that any non-audit services performed by the auditing firm conform to standards of auditor independence; and (5) approve the performance on non-audit services by the auditing firm.

(1) The Audit Committee shall be composed of four (4) members of the Board ~~and a member of the finance committee, and one (1) voting member of the TSC Board of Trustees.~~ Members of the Board to serve on the Audit Committee shall be appointed by the Board. Officers of the organization shall not serve on the Audit Committee. The Board shall appoint the chair of the Audit Committee.

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(2) The Audit Committee shall ~~meet~~ at least two times annually.

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II. The purpose of the Finance Committee is to: (1) hold hearings and refers budget recommendations to the Board of Directors; (2) develop, review, and make recommendations concerning organizational financial policies; ~~(3) make~~

recommendations on facility user fees; (4) make recommendations for capital expenditures.

- (1) The Finance Committee shall be composed of four (4) members of the Board and the Treasurer. ~~The Treasurer shall chair the Finance Committee.~~
- (2) The Finance Committee shall meet bi-weekly on Thursdays throughout the academic year.

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III. The purpose of the Governance Committee is to: (1) make recommendations concerning ASI Policy, these Bylaws, and the Articles of Incorporation to the Board of Directors; (2) make recommendations on vacancy declarations, and interviewing and recommending applicants for vacant Director positions during the academic term.

- (1) The Governance Committee shall be composed of four (4) members of the Board and the Vice Chair. The Vice Chair shall chair the Governance Committee.
- (2) The Governance Committee shall meet bi-weekly on Thursdays throughout the academic year.

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~~IV. The purpose of the Board Leadership Review Committee is to assess the Chair, Vice-Chair, and Treasurer/Secretary of the Board of Directors to determine whether they are adequately fulfilling their duties.~~

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- ~~(1) The Board Leadership Review Committee shall be composed of four (4) members of the Board, Chief Campus Relations Officer, both Designated Directors, and Executive Director or designee.~~
- ~~(2) The Board Leadership Review Committee shall convene at least once during the Fall Term before Week 11.~~

V. The purpose of the Facilities Committee is to: (1) make recommendations concerning ASI facility operations, renovations, and improvements, including the Titan Student Union, Student Recreation Center, and Children's Center; (2) make recommendations concerning building operating hours; (3) make recommendations on club space allocations; (4) make recommendations on facility operating policy.

- (1) The Facilities Committee shall be composed of four (4) members of the Board and the Secretary. The Secretary shall chair the Facilities Committee.
- (2) The Facilities Committee shall meet monthly throughout the academic year.

VI. The purpose of the Programs Assessment Committee is to: (1) review and assess ASI programs and services and provide feedback and recommendations on program improvements; (2) make recommendations on new program offerings; (3) make recommendations on acquisitions for the ASI art collection.

- (1) The Programs Assessment Committee shall be composed of four (4) members of the Board and the Secretary. The Secretary shall chair the Programs Assessment Committee.
- (2) The Programs Assessment Committee shall meet monthly throughout the academic year.

f. Standing Advisory Committees shall include: Children's Center Advisory Committee.

- I. The purpose of the Children's Center Advisory Committee is to provide a forum at



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which all constituents may discuss issues relating to the operation of the program.

- (1) The Children's Center Advisory Committee shall be composed of one (1) current student-parent who utilizes the center, one (1) current faculty/staff parent who utilizes the center, one (1) University President Appointee, one (1) Academic Senate Appointee, three (3) members of the Board, and the Vice Chair. The Vice Chair shall chair the Children's Center Advisory Committee.
- (2) The Children's Center Advisory Committee shall convene at least three times during the academic year.

Clause 8. The Board of Directors shall confirm by a majority vote all presidential appointments to positions that receive financial awards, scholarships, or any other material compensation for service.

Clause 9. The Board of Directors may authorize one or more officers, agents or employees to enter into any contract or to execute any instrument in the name of and on behalf of the corporation in accordance with ASI Policy.

Section 3. **TERM OF OFFICE** Directors shall serve a one-year term, following the general election. The term shall commence on June 1 and end the following May 31. Directors elected to fill a vacancy shall serve the remainder of the original term.

Section 4. **RESIGNATION** In the event a Director should resign, written notice of their resignation must be submitted to the Chair of the Board of Directors and Executive Director.

Section 5. **VACANCIES**

Clause 1. A vacancy on the Board of Directors exists in the case of death, resignation, declaration of vacancy of a Director, or in the event of a failure to elect the fully authorized number of Directors.

Clause 2. Vacancies reduce quorum.

Clause 3. Declaration of Vacancy

a. A student officeholder (Director or Officer), position will become vacant by a Board declaration of position vacancy for:

- I. Failure to meet academic qualifications;
- II. Failure to perform prescribed duties of the office as stated in these Bylaws and ASI Policy;
- III. Failure to meet attendance requirements:
 - (1) two ASI Board of Directors meetings,
 - (2) two consecutive meetings of the standing committee to which they are assigned,
 - (3) two consecutive meetings of the council to which they are assigned, or
 - (4) total of three meetings of the committees and/or councils to which they are assigned;

IV. Violation of the CSU Student Code of Conduct;



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- V. Gross abuse of authority or discretion; or
- VI. The Board may declare the office vacant of any Director or Officer who has been declared of unsound mind by final court order, of convicted of a felony, or been found by a final court order to have breached any duty under Corporations Code Section 5230.

Clause 4. Student officeholders are appointed per ASI Policy.

Section 6. CHAIR OF THE BOARD OF DIRECTORS

- Clause 1. The Board Chair, elected by the Board from its membership, is the presiding officer of the Board of Directors.
- Clause 2. The Chair shall perform all duties in these Bylaws and ASI Policy.
- Clause 3. The Chair may not concurrently serve as another officer of the Board of Directors.
- Clause 4. The Chair may be removed from their position as Chair by a two-thirds vote of the Board of Directors.

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Section 7. VICE CHAIR OF THE BOARD OF DIRECTORS

- Clause 1. The Board Vice Chair, elected by the Board from its membership, presides in absence of the Board Chair.
- Clause 2. The Vice Chair shall perform all duties in these Bylaws and ASI Policy.
- Clause 3. The Vice Chair may not concurrently serve as another officer of the Board of Directors.
- Clause 3. The Vice Chair may be removed from their position as Vice Chair by a two-thirds vote of the Board of Directors.

Section 8. ~~TREASURER/SECRETARY~~ OF THE BOARD OF DIRECTORS

- Clause 1. The Board Treasurer/~~Secretary~~, elected by the Board from its membership, is the corporation's Treasurer/~~Secretary~~.
- Clause 2. The Treasurer/~~Secretary~~ shall perform all duties in these Bylaws and ASI Policy.
- ~~Clause 3. The Treasurer/Secretary shall be responsible to certify or authorize corporate documents.~~
- ~~Clause 3. The Treasurer/Secretary may not concurrently serve as another officer of the Board of Directors.~~
- Clause 4. The Treasurer may be removed from their position as Treasurer by a two-thirds vote of the Board of Directors.

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Section 9. SECRETARY OF THE BOARD OF DIRECTORS



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- Clause 1. The Board Secretary, elected by the Board from its membership, is the corporation's Secretary.
- Clause 2. The Secretary shall perform all duties in these Bylaws and ASI Policy.
- Clause 3. The Secretary shall be responsible to certify or authorize corporate documents.
- Clause 4. The Secretary may not concurrently serve as another officer of the Board of Directors.
- Clause 5. The Secretary may be removed from their position as Secretary by a two-thirds vote of the Board of Directors.

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TITAN STUDENT CENTERS BOARD OF TRUSTEES¶**

¶
Section 1. . **PURPOSE** Titan Student Centers (TSC) Board of Trustees are to govern the operation of the facilities and programs of the Titan Student Centers, consisting of the Titan Student Union, Student Recreation Center, and designated space at the Irvine campus. The ASI Board of Directors has delegated authority to establish the TSC Board of Trustees to assist the University President and ASI Executive Director in maintaining student-centered buildings, operations, and programs. The TSC Board of Trustees is a unifying force between students, faculty, and staff; campus centers for social, cultural, fitness, recreational, and intellectual activities and services; places to provide further opportunities to broaden and strengthen interpersonal relationships and self-enhancement within a large urban university; and to provide experience in self-government and civic responsibility. ¶

¶
Section 2. . **DELEGATION OF AUTHORITY¶**

¶
Clause 1. . TSC Board of Trustees has delegated authority from the Board of Directors within the mission and budget of Associated Students Inc. ¶

¶
TSC Board of Trustees is to review and recommend: (1) annual capital expenditures; (2) annual budget associated with Titan Student Centers programs; (3) assignment of club or organization space; (4) user fees; (5) facility operating hours; (6) operating procedures.¶

¶
Section 3. . **MEMBERS AND OFFICERS OF THE TSC BOARD OF TRUSTEES¶**

¶
Clause 1. . Voting members of the TSC Board of Trustees (hereinafter referred to as Trustees) with voting privileges consist of:¶

¶
ASI President or designee,¶
Chair of the Board of Directors or designee,¶
Resident Student Association President or designee, and¶
Ten (10) Student Trustees.¶

¶
Clause 2. . Designated Trustees with voting privileges consist of:¶

¶
one Trustee appointed by the Academic Senate Chair,¶
one Trustee appointed by the Alumni Association, and¶
one Trustee appointed by the President of the University.¶

¶
Clause 3. . Standing Liaison Administrators with no voting privileges consist of:¶

¶



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ARTICLE VI EXECUTIVE OFFICERS

Section 1. **TERM OF OFFICE** Each officer shall serve for a full-year term following the general election which shall commence on June 1 and end on the following May 31.

Section 2. **ASI PRESIDENT**

Clause 1. The ASI President (hereinafter referred to "President") oversees the facilities and programs of the corporation in accordance with these Bylaws and ASI Policy, functioning closely with the Chair of the Board of Directors and Executive Director.

Clause 2. The President shall have formal powers and duties as described in these Bylaws and ASI Policy.

a. President has appointment and removal authority over all executive appointments.

a. Formal President actions shall be taken through Executive Orders.

Section 3. **ASI VICE PRESIDENT**

Clause 1. In the event of the absence or inability of the President, the Vice President shall perform all duties of the President and shall have all the power of and be subject to all the restrictions of the President.

Clause 2. The Vice President shall perform all duties in these Bylaws and ASI Policy.

Section 4. **VACANCIES**

Clause 1. In the event of the simultaneous vacancy in the position of President and Vice President, the Chair of the Board of Directors shall automatically assume the office of President and appoint a Vice President subject to majority ASI Board of Directors approval.

Section 5. **EXECUTIVE OFFICERS**

Clause 1. The Executive Officers, Chief Campus Relations Officer, Chief Communications Officer, Chief Governmental Officer, and Chief Inclusion and Diversity Officer, shall perform all duties in these Bylaws and ASI Policy.