

# 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;
  - 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 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.

## 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).
- a. 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).
  - b. 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:
    - I. 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
    - II. Shall substantially abandon the charitable and educational purposes that this Corporation is organized to support.
  - c. 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. 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 6. 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.

## **ARTICLE III**

# **MEETINGS, QUORUM AND VOTING PRIVILEGES, AND BOARD ACTION**

### **Section 1. PLACE OF MEETING**

- Clause 1. All meetings of the Board of Directors 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.

### **Section 2. NOTICE AND CONDUCT OF MEETINGS**

- Clause 1. The Board of Directors and all of its 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.

### **Section 3. REGULAR MEETINGS**

- Clause 1. All meetings shall be in accordance to these Bylaws and ASI Policy.
- Clause 2. Schedule
- a. 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.
  - b. The Board of Director standing committees shall hold regular meetings throughout the academic year.
  - c. Elections Judicial Council shall establish a meeting schedule annually, by the start of the spring semester.

#### **Section 4. CLOSED MEETINGS**

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

#### **Section 5. SPECIAL MEETINGS**

- Clause 1. The Board of Directors and all of its 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.

#### **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 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.
- 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 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.
- 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.
- 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

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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.



## 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:
- two Directors from the College of the Arts,
  - two Directors from the College of Business and Economics,
  - two Directors from the College of Communications,
  - two Directors from the College of Education,
  - two Directors from the College of Engineering and Computer Science,
  - two Directors from the College of Health and Human Development,
  - two Directors from the College of Humanities and Social Sciences, and
  - two Directors from the College of Natural Sciences and Mathematics.
- Clause 2. Designated Directors with voting privileges consist of:
- one Director appointed by the Academic Senate Chair, and
  - one Director appointed by the President of the University.
- Clause 3. Standing Liaison Officers with no voting privileges consist of:
- ASI President,
  - ASI Vice President,
  - ASI Chief Campus Relations Officer,
  - ASI Chief Communications Officer,
  - ASI Chief Governmental Officer, and
  - 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.
- 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. 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.
    - 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. 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.
      - (2) The Audit Committee shall meet at least two times annually.
    - II. The purpose of the Finance Committee is to: (1) hold hearings and refer 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.
  - 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.
  - IV. 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.
  - V. 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 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;

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

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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.

#### **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 OF THE BOARD OF DIRECTORS**

- Clause 1. The Board Treasurer, elected by the Board from its membership, is the Corporation's Treasurer.
- Clause 2. The Treasurer shall perform all duties in these Bylaws and ASI Policy.
- Clause 3. The Treasurer 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.

#### **Section 9. SECRETARY OF THE BOARD OF DIRECTORS**

- 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.

## **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 as “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 Director's 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.