



**ASSOCIATED
STUDENTS, INC.**

CALIFORNIA STATE UNIVERSITY, FULLERTON

Thursday, March 21, 2019
2:30 p.m.

Associated Students, Inc.
California State University, Fullerton

**GOVERNANCE COMMITTEE
Meeting Minutes**

CALL TO ORDER

Maria Linares called the meeting to order at 02:32 p.m.

ROLL CALL

MEMBERS PRESENT

Linares, Mahamuni, Mumford, Rodriguez and Sherman

MEMBERS ABSENT

None

**NON-VOTING MEMBERS
PRESENT**

McDoniel, Robles

**NON-VOTING MEMBERS
ABSENT**

APPROVAL OF AGENDA

(M) Sherman (S) Rodriguez moved to approve the agenda by unanimous consent.

APPROVAL OF MINUTES

(M) Sherman (M) Mahamuni moved to approve the minutes.

PUBLIC SPEAKERS

REPORT:

**DIRECTOR OF
ADMINISTRATION**

McDoniel reported the following:

- The Finance Committee approved the ASI budget. The next step would be presented to the Board of Directors.

GOVERNANCE CHAIR

No report.

UNFINISHED BUSINESS

**a. Action: ASI Policy
Concerning Board of
Directors Operations**

Governance 17/18 020 (M) Sherman (S) Rodriguez moved to approve ASI Policy Concerning Board of Directors Operations.

Linares yielded to McDoniel.

McDoniel highlighted the following changes to the policy:

- The Board of Director Vice Chair duties were written to align with the secretary current duties.
- The Secretary/ Treasurer duties would be what the Vice Chair Treasurer duties.
- The Secretary/Treasurer would continue to sign documents.
- The titles were changed

Linares moved into questions.

No questions were asked.

Linares moved into Discussion.

The committee did not have any discussion.

Linares moved into a roll call.

**b. Discussion: Policy
Concerning Employee
Conduct**

Linares yielded to McDoniel.

McDoniel highlighted on the following:

- Red marks are changes made to the policy
- Section regarding data security under Mobile Devices was added
- Added conflict of interest section under Staff Code of Conduct
- Cell phones were provided to employees who needed to be contacted at any time

McDoniel stated the information regarding data security was added to inform professional staff that ASI business done through cell phone is consider public records.

McDoniel clarified, the data security information was applied to student leaders as well.

Discussion ensued.

NEW BUSINESS

**a. Discussion: Revised/
reformatted bylaws**

Linares yielded to McDoniel.

McDoniel displayed the reformatted and revised bylaws.

McDoniel highlighted the main changes to the bylaws:

- Adding the section regarding student body privileges
- Adding the section regarding student fees
- Clarifying the Treasurer/ Secretary cannot chair the Audit Committee
- The Titan Student Center Board of Trustees section is Article V

McDoniel stated that sections were added for clarity.

Linares moved into questions.

Linares moved into discussion.

McDoniel stated the information would be shared with the committee after the meeting.

ROLL CALL

ROLL CALL VOTES		20		
		YES	NO	Abstain
NSM	Sherman	1		
ECS	Mahamuni	1		
Comm	Mumford	1		
Arts	Rodriguez	1		
HSS	Linares	1		
		YES	NO	Abstain
		5	0	0

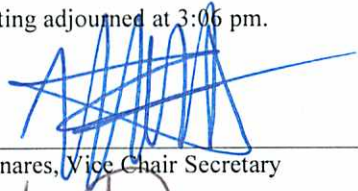
ANNOUNCEMENTS/MEMBERS' PRIVILEGE

Linares yielded to Waymire.

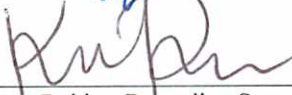
Waymire informed the committee that the applications for appointed positons were open

ADJOURNMENT

The meeting adjourned at 3:06 pm.

A handwritten signature in blue ink, appearing to be 'M. Linares', written over a horizontal line.

Maria Linares, Vice Chair Secretary

A handwritten signature in black ink, appearing to be 'K. Robles', written over a horizontal line.

Kristyne Robles, Recording Secretary

POLICY CONCERNING BOARD OF DIRECTORS OPERATIONS

PURPOSE

The following policy has been established in order for the members of Associated Students Inc. (ASI) Board of Directors (Board) to better serve their respective student constituencies and to make sure each member of the Board performs the duties of their position in a thoughtful and responsible manner. ASI is committed to promoting the highest standards of ethical conduct in the performance of its mission. The policy includes expected conduct of Board members, responsibilities and duties of Board members, and an overview of committee and meeting operations.

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WHO SHOULD KNOW THIS POLICY

- | | |
|--|--|
| <input type="checkbox"/> Budget Area Administrators | <input type="checkbox"/> Volunteers |
| <input checked="" type="checkbox"/> Management Personnel | <input type="checkbox"/> Grant Recipients |
| <input checked="" type="checkbox"/> Supervisors | <input checked="" type="checkbox"/> Staff |
| <input checked="" type="checkbox"/> Elected/Appointed Officers | <input checked="" type="checkbox"/> Students |

DEFINITIONS

For Purpose of this policy, the terms used are defined as follows:

Terms	Definitions
Conflict of Interest	Any involvement financially, through an employment or family connection, with any business, firm, vendor, and/or service doing business with the corporation.
Fraud	The intentional use of deceit, a trick or some dishonest means to deprive another of their money, property or legal right
Defalcation	The withholding or misappropriating funds held for another or failing to make a proper accounting
Corruption	The offering, giving, soliciting, or accepting of an inducement or reward that may improperly influence the action of a person or entity.
Misappropriation	The intentional, illegal use of the property or funds of another person for one's own use or other unauthorized purpose, particularly by a public official, a trustee or a trust, an executor or administrator of a dead person's estate or by any person with a responsibility to care for and protect another's asset.
Forgery	The crime of creating a false document, altering a document, or writing a false signature for the illegal benefit of the person making the forgery.

STANDARDS

1. BOARD CONDUCT

a. Non-Conflict of Interest

In accordance with California Education Code, Sections 5230, 5233, 89906, 89907, 89908 and 89909, all ASI Board of Directors members, ~~ASI Executive Officer members, and TSU Board of Trustees members~~ shall must submit a Certification of Non-Conflict of Interest Statement as outlined below:

I have read California Education Code Sections 5230, 5233, 89906, 89907, 89908 and 89909 ~~printed on the reverse of this document~~, and I am not involved financially, through employment or family connections, with any business, firm, vendor, and/or service bureau doing business with this corporation.

Should I find in some future contractual matter before the Board of Directors that there may be the potential of a conflict of interest, I shall disclose that potential conflict and abstain from voting, as prescribed in Education Code, Section 89907.

This Non-Conflict of Interest Statement shall be submitted at the time a member assumes their official duties. Statements shall be retained in the ASI Administrative Office, ~~TSU-218~~.

b. Ethics

Introduction

This code will serve as a minimum guide for ethical conduct and provide guidance and direction for all officers, directors, employees, and volunteers of ASI (collectively referred to herein as members or member) in the performance of their duties or in any context in which they are perceived as representing ASI.

Laws and Regulations

All members must comply with applicable laws and regulations governing the operation of ASI. This includes, but is not limited to, federal, state, county and municipal laws, the California Code of Regulations, the California Education Code, campus regulations of California State University Fullerton, and the Office of the Chancellor, California State University. ~~All members must refrain from using personal devices to relay confidential information.~~

Business Practices

~~Business activities must be conducted under the highest standards. All official business of ASI done on a personal device may be subject to subpoena. Members must not take unfair advantage of suppliers, vendors, and contractors through manipulation, concealment, and/or misrepresentation of material facts. Members must not disclose a vendor's pricing or business activities to competitors. In the course of business, all members must refrain from any practice that could constitute unfair dealing. At all times, members must be accurate and truthful in all their dealings with vendors, suppliers, and customers and be careful to accurately represent the services and products of ASI.~~

Conflict of Interest

Members must avoid conflicts of interest. Business decisions must be made objectively on the basis of price, quality, service and other competitive practices. To avoid any potential influence from existing or potential vendors and customers, members are prohibited from accepting gifts, from vendors, suppliers, and customers, of more than token value.

Members transacting business or entering into contracts on behalf of ASI must not have any interest, financial or personal, in those transactions or contracts. Should a member have an interest in an organization with who the ASI transacts business, the member must recuse themselves from any negotiation, authorization, or approval of such transactions.

In addition, ASI Executive Officers and members of ASI governing boards must comply with conflict of interest regulations as defined in ASI Policy.

Members must not be employed outside ASI where the outside employment impairs their ability to conduct ASI business because of conflicts of interests and competing interests.

Anti-discrimination Policy

Members must not take actions that discriminate against anyone on an unlawful basis, including gender, race, religion, color, national origin, sexual orientation, medical condition, age, physical or mental disability, marital status or family leave status.

Public Disclosures

If members in the course of their duties are called to make public disclosures to any governmental agency, under no circumstances can statements be made that are untrue, or omit or misstate material facts.

If public disclosures are made to the press, members must seek to insure that the statements are clear and understandable and not misleading.

All official business of ASI done on a personal device may be subject to subpoena.

Confidentiality

Members must protect ASI confidential information and not divulge such to anyone except on a need-to-know basis. Members are expected to keep in confidence such information that would be considered confidential even if not clearly marked. This would include, but not be limited to, personal addresses, social security or other identification numbers, payroll records, performance evaluations, and/or personal information. All members must refrain from using personal devices to relay confidential information.

Respect

Members must work effectively with coworkers, customers and others by sharing ideas in constructive and positive manner; listening to and objectively considering ideas and suggestions from others, keeping commitments, keeping others informed of work progress, timetables and issues, addressing problems and issues constructively to find mutually acceptable and practical business solutions, addressing others by name, title or other respectful identifier and respecting the diversity of our work force in actions, words and deeds. Members must be able to work effectively within a complex organizational setting and a multi-cultured campus environment. Members must be able to establish and maintain effective, cooperative, and harmonious relationships with students, staff, co-workers, faculty, alumni and the general public.

Fair Dealing

Behind any code of ethics is the concept of fair dealing. As a guiding principle, members must respect and deal fairly with customers, suppliers, vendors, contractors, co-workers, and the general public. In the course of conducting ASI business, members must not take advantage of others by misrepresentation, concealment, misuse of confidential and privileged information, or any other practice of unfair dealing.

Members must not disclose a vendor's pricing or business activities to competitors. In the course of business, all members must refrain from any practice that could constitute unfair dealing. At all times, members must be accurate and truthful in all their dealings with vendors, suppliers, and customers and be careful to accurately represent the services and products of ASI.

c. *Fraud*

ASI policy on fraud is established to prepare procedures that will protect ASI, its employees, and assets against losses stemming from illegal activities. ASI has a zero tolerance policy regarding such activities. ASI forbids the commission of any illegal activity by an officer, director, employee, or volunteer of ASI (collectively referred to herein as members or member).

The management of ASI is responsible for the establishment of procedures designed to prevent and detect fraudulent activity, including but not limited to fraud, defalcation, misappropriation, forgery, and corruption.

Reporting Responsibility

Each member of the management team will be familiar with the types of improprieties that might occur within their area of responsibility, and be alert for any indication of irregularity.

In the event a member detects or suspects fraudulent activity, that member must immediately report this to the Executive Director. The Executive Director will inform the ASI Board of Directors and the CSUF Director of Internal Auditing within twelve hours once the incident is brought to their attention.

In the event a member detects or suspects fraudulent activity on the part of the Executive Director, that member must immediately report this to the University Risk Manager.

Any reprisal against any individual reporting violations of this policy is prohibited. Any cover-up of a suspected incidence or retaliation in any form against witnesses is also prohibited.

Investigating Suspected Fraud

The Executive Director or designee in an investigation of fraud will have:

- Free and unrestricted access to all ASI records and premises, whether owned or rented
- The authority to examine, copy, and/or remove all or any portion of the contents of files, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of the investigation.

Any information received by ASI in the course of an investigation will be treated in confidentiality. As such, any employee should notify the Executive Director (or ~~the University~~[CSU Fullerton](#) Risk Manager, in the case of suspected fraudulent activity by the Executive Director) and not engage a suspected individual or conduct a personal investigation.

Information discovered during the course of an investigation will be disclosed or discussed only with individuals on a need-to-know basis. Confidentiality must be enforced to avoid damaging the reputations of persons under suspicion who are found innocent of wrongdoing.

No information concerning the status of an investigation will be given out. The proper response to any inquiry is, "I am not at liberty to discuss this matter." Under no circumstances should any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference.

Upon completion of the investigation, the Executive Director will file their report with the [CSU Fullerton](#) Director of Internal Auditing and the ASI Board of Directors.

Decision to prosecute or refer the matter to law enforcement officials will be made in conjunction with legal counsel, ASI Executive ~~Officers~~[Director](#), and the [CSU Fullerton](#) Director of Internal Auditing.

Termination

If an investigation results in a recommendation to terminate the employment of an individual, the recommendation will be reviewed for approval by ASI Human Resources and legal counsel. The policy will be reviewed annually and revised as needed.

d. Whistleblower Protection

ASI policies on Ethics and Fraud require directors, officers, employees and volunteers (members) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All members of the organization must practice honesty and integrity in fulfilling their responsibilities.

Reporting Responsibility

It is the responsibility of all members to comply with the policies and to report violations or suspected violations in accordance with this Whistleblower Policy. ASI encourages initial reporting to occur internally to allow for expeditious resolution of all such matters and to minimize the effects of improper actions.

Reporting Violations

The Whistleblower Policy addresses the organization's open-door policy and suggests that members share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, a member's supervisor is in the best position to address an area of concern. However, if the member is not comfortable speaking with their supervisor or is not satisfied with their supervisor's response, then they must speak to the Director of Human Resources. The supervisor and/or Director, Human Resources is required to report this notification to the Executive Director upon receipt. The Executive Director or designee will conduct an investigation of the reported concern. In the event that a concern involves fraud, then it must be directly reported to the Executive Director who has the responsibility to investigate all reported violations of policies.

Handling of Reported Violations

The Executive Director will notify the sender and acknowledge receipt of the reported violation or suspected violation within one business day. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. If the concern involves an incident of suspected fraud, defalcation, or other irregularity concerning corporate assets, the Executive Director will notify the Chair of the Audit Committee, Chair of the Board of Directors, and the [CSU University Fullerton](#) Director of Internal Audit in writing within twelve hours of receipt and work with the ASI Audit Committee until such matter is resolved. All concerns involving the Executive Director shall be directly reported to the [CSU University Fullerton](#) Risk Manager.

No Retaliation

No member, who in good faith reports a violation of the policies, shall suffer harassment, retaliation, or adverse employment consequence. A member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable members to raise serious concerns within the organization prior to seeking resolution outside the organization.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the policies must be acting in good faith and have reasonable grounds for believing the information disclosed indicated a violation of the Policies. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

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 will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

e. Due Care

A Director or Executive Officer will be entitled to rely on information, professional opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- ASI staff;
- Legal counsel;
- Independent accountants; or
- A committee upon which the board member does not serve.
- —

2. TERM OF OFFICE

Directors shall serve a one-year term, following the general election shall commence June 1 and end the following May 31. Directors elected to fill a vacancy shall serve the remainder of the original term.

Vacancy of a Director

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

2.3. RESPONSIBILITIES OF THE BOARD

a. Director Duties and Responsibilities

Each Board member shall be required to and held accountable for:

- Communicate and behave with a high degree of ethics and professionalism, which includes but is not limited to purposefulness and respect.
- Advocate for student concerns from their respective colleges or from CSU Fullerton. Directors will engage the students of their college in discussion about relevant college-specific and/or university-wide concerns.
- Meet with the ASI Board of Directors Chair a minimum of once per semester.
- Meet with their respective college Deans at least once per semester.
- Meet with the ASI Executive Director and ASI Associate Executive Director at least once per semester
- Submit goals to the ASI Board of Directors Chair and the ASI Executive Director at a time near the beginning of the academic year as determined by the Chair
- Update the Vice Chair weekly with a brief report of activities within the committees, commissions, and/or councils that they may sit on

Additional Director Duties

Each member of the Board will be required to incorporate the following responsibilities into their personal job frame work:

- ~~Board members are required to a~~Attend (prepared and on time) for the entire duration of all meetings of the Board of Directors which take place every Tuesday from 1:15 – approximately 3:45 P.M.
 - Board members are allowed two excused absences per semester.
- ~~Board members are required to sit on an Associated Students, Inc. Serve on an ASI-a~~ standing committee and be a liaison to at least one of the following:
 - ~~the~~ Association for Inter Cultural Awareness (AICA),
 - ~~the~~ Resident Student Association (RSA),
 - Community Service Inter-club Council (CSICC),
 - ~~the~~ Inter Fraternity Council (IFC),
 - Sports Club Inter-club Council (SCICC),
 - ~~the~~ National Pan-Hellenic Council (NPHC),
 - Mesa Cooperativa,
 - PanHellenic Council (PHC), and ~~the~~
 - ~~the~~ Black Student Union (BSU),
 - Multicultural Greek Council (MGC).
- ~~Directors of the Board are required to a~~Attend their college's Inter-club council meetings.
 - If scheduling conflicts arise, the director(s) shall have regular contact meetings with their Interclub council chair, Inter-club council members, and their assistant dean.
- ~~Directors of the Board shall e~~Establish and maintain weekly office hours, ~~(at least one hour a week and by appointment).~~
 - These hours shall be posted on their respective college's bulletin board and outside the Board of Directors' office.
- ~~ASI Board Chair shall be responsible for reinforcing ASI office hours.~~

- ~~• When time permits, the Board Chair may schedule ASI promotional events for the Board to carry out after the adjournment of Board Meetings.~~
- ~~Directors of the Board are required to Report to the Board on issues and concerns from their college, keep in contact with their constituents, college-based Deans or Assistant/Associate Deans, and report to the Board on issues and concerns from their college.~~
 - Two college reports will be given each week during regularly scheduled Board of Directors meetings beginning the third week of the fall semester. The reports will be given in alphabetical order, with respect to the college's names.
- ~~Directors of the Board are r~~esponsible for grading ASI scholarship applications during both fall and spring semesters.

Each Board member shall not:

- ~~No member of the ASI Board of Directors shall serve~~ Serve as an other elected or appointed position within ASI or as leadership on a funding or funded council, officer or director of an ASI program, funding council, or board.
- ~~No member of the ASI Board of Directors shall be~~ Be employed by ~~the~~ Associated Students Inc.

e-b. Appointments

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

- The Executive Officers: Chief Campus Relations Officer, Chief Governmental Officer, and Chief Communications Officer ~~shall be confirmed by a majority vote.~~
- The Board may remove presidential appointments by a two-thirds vote, ~~with the exception of the Executive Officers.~~
- The Board may override with a two-thirds vote any decision of the ASI President to remove/or replace any presidential appointment ~~with the exception of the Executive Officers.~~

f.c. Attendance

Attendance ~~is shall be~~ defined as being present prior to the announcement of unfinished business and remaining until the scheduled ending time for the meeting.

- Excused absences for due cause (as defined in ASI Bylaws Article II Section 4, ~~Clause 5~~):
 - Absence due to scheduled classes are not excused.
 - For absence to be excused, the Chair must be properly notified, at least twenty-four (24) hours', prior to the meeting unless the Director is physically unable to do so.
 - *~~Properly notified is defined as at least twenty-four (24) hours' notice.~~
- Excusal for an absence with due cause may only be granted by a majority vote of the Board.
- During summer meetings two (2) excused absences shall be computed as one (1) absence toward the record.
- Fall recess, intercession, spring recess, legal holidays, and the last week of instruction shall not be used in computing attendance.
- Absent members shall not have voting privileges nor shall they be counted in quorum.
- Attendance policy for standing committee meetings:
 - If a member's attendance at one standing committee meeting impedes their ability to attend another standing committee meeting, then that member will be excused from the meeting they were unable to attend.
 - Members are responsible for requesting excused absences from standing committee meetings which conflict with other appointments, events, or scheduling.
 - A member may only be counted as absent from a standing committee meeting if that meeting was held during the regular meeting time as stated in the agenda, ASI Bylaws Article IV, Section 8, or at a time previously agreed to by that member.
 - A member may only be counted as absent from a standing committee meeting if that member ~~was~~ properly notified ~~the chair~~ of the time and venue of the meeting.

g-d. Contracts

The Board may authorize any officer, agent, or Director to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority is confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, Director, or employee will have any power or authority to bind the Corporation by contract or engagement, to pledge its credit, or to render it liable for any purpose of any amount.

- The maximum amount of a contract ~~shall~~must be determined by the Board of Directors. No contract shall extend beyond the current fiscal year.
- The ASI Executive Director, as an agent of the Board of Directors, is authorized to execute contracts on behalf of the Board of Directors when contracts are consistent with the budgeted programs or when non-budgeted contracts provide personal benefits to ASI members at no cost to the Board of Directors.
- The Board of Directors may establish an ad hoc committee to act on behalf of the Board of Directors in making contracts for up to \$10,000 when the Board of Directors is unable to establish quorum. The ad hoc committee shall consist of the ASI President, the ~~Board of Directors Vice Chair/Treasurer of the Board of Directors~~, five Directors, and the ASI Executive Director.

3.4. COMPOSITION AND DUTIES OF SUBBOARD AND COMMITTEES

All items brought before the Board should be referred to the proper subboard or committee. Emergency situations, as defined by the Gloria Romero Open Meetings Act, may be immediately acted upon by the Board as defined by the Act. The subboard or committee must report each proposal or resolution, with the exception of the budget, back to the Board within two weeks. The chair of ~~each the subboard or~~ committee ~~shall be~~ responsible for presiding over ~~the committee~~ meetings and reporting the subboard's or committee's recommendations to the Board. ~~No committee shall consist of two Board members serving from the same college. In the event a committee member should resign, a written notice of their resignation shall be submitted to the chair of the committee.~~

~~a.~~

a. Titan Student Centers (TSC) Board of Trustees

TSC Board of Trustees is delegated power of the ASI 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.

b. General Composition of Committees

All ASI Committees ~~must shall~~ be composed of at least a majority of students. The chairs of ASI committees must be students. The chair and ~~ex-officio~~standing liaison members ~~shall~~will not be counted when determining if a committee is composed of at least a majority of students. No committee shall consist of two Board members serving from the same college.

c. Director Membership on Committees

The Chair of the Board shall appoint ~~De~~irectors for each standing committee. If there are not enough ~~De~~irectors to fill the required number of seats on each committee the chair shall evenly appoint directors to the listed committees in the following order:

- Finance Committee
- Governance Committee
- Audit Committee
- Children's Center Advisory Committee

Directors shall be appointed to other committees by the chair, unless specified, in no particular order.

d. Audit Committee

The Audit Committee is a requirement of ASI, in accordance with the Nonprofit Integrity Act of 2004. The committee shall be composed of four (4) directors from the ASI Board of Directors, one (1) member of the ASI Finance Committee, and one (1) voting member of the ~~Titan Student Centers~~TSC Board of Trustees. The previously stated members must be students, may not be ASI Executives, staff, or unpaid volunteers in an operational position of the organization. No member may serve if they have a financial interest in

ASI. Other voting members of the committee shall include two members from the campus community. All members must be approved by the ASI Board of Directors with a majority vote.

The Audit Committee shall convene at least two times annually.

~~The Act stipulates that the Audit Committee members may not be staff or unpaid volunteers in an operational position of the organization. Additionally, no member from an organization that has a financial interest in ASI may serve on the committee.~~

After appointing the members to the Audit Committee, the Board of Directors shall appoint one of the four Deirectors to serve as chair of the committee.

The duties of the Audit Committee are as follows:

General Duties

The Audit committee has five areas of responsibility:

- To make recommendations to the ASI Board of Directors regarding the selection and retention of the independent auditor. In addition, on behalf of the ~~board~~Board, the Audit Committee may negotiate the compensation of the independent auditor.
- To confer with the auditor to determine on behalf of the ASI Board of Directors that the financial affairs of ASI are in order.
- To review and determine whether or not to accept the audit.
- To ensure that any non-audit services performed by the auditing firm conform to standards of auditor independence.
- To approve the performance on non-audit services by the auditing firm.

Financial Reporting

At the entrance conference prior to the start of the annual audit, the committee will review the intent and scope of the audit to include:

- Quality of compliance controls
- External reporting requirements
- Materiality
- Risk characteristics

During the audit, the audit committee, along with management and the independent auditor, will review the policies and procedures of ASI in order to reasonably ensure the adequacy of internal controls over administration and accounting, compliance with all governing laws and regulation, and financial reporting.

At the conclusion of the audit, the Audit Committee will meet with the independent auditor, without the presence of management, to review the financial results of the audit prior to its publication and release to the general public.

Annual Report

The Chair of the Audit Committee will prepare a report for the ASI Board of Directors that will include, but not be limited to the following:

- Give the opinion of the independent auditor as to the quality of the ASI financial land accounting processes and any recommendations that the independent auditor may have.
- Indicate how any issued described in the management letter are immediately addressed by ASI management.
- Detail discussions with management on the status of implementation of prior year recommendations and corrective plans, if any.
- Evaluate the cooperation received by the independent auditor during its audit, including access to requested information and records.

- Receive comments from management concerning the responsiveness of the auditor to the needs of the operation of the ASI.
- Report on the discharge of the committee's responsibilities.

~~e. Children's Center Committee~~

~~The purpose of the Children's Center Advisory Committee, a standing committee of the ASI Board of Directors, is to provide a forum at which all constituents of the Children's Center may discuss issues relating to the operation of the program. The committee offers varied perspectives and expertise to assist the program in fulfilling its mission. The committee shall have all appointed positions filled by four weeks after the start of Fall semester of that academic year.~~

~~The Children's Center Committee shall convene at least three times during the academic year.~~

~~The committee reviews and makes recommendations to the ASI Board of Directors, the Children's Center Director, and the Children's Center Parent Advisory Council regarding the following:~~

- ~~• The Children's Center budget~~
- ~~• The results of Parent Surveys~~
- ~~• Program quality assessments~~
- ~~• Children's Center strategic and operating plans~~
- ~~• Collaboration with other CSUF entities and with community entities~~
- ~~• The Children's Center Director shall bring management issues to the attention of the committee for discussion and input.~~
- ~~• Any member may bring agenda items before the committee.~~
- ~~• In addition, the committee may make recommendations to the University President regarding childcare issues pertaining to faculty and staff as appropriate.~~
- ~~• Other matters pertaining to the Children's Center~~

~~The Children's Center Committee shall be composed of the following:~~

~~Voting:~~

- ~~• ASI Board of Directors Chair or designee~~
- ~~• Three (3) Directors from the ASI Board of Directors~~
- ~~• One (1) current student parent who utilizes the ASI Children's Center~~
- ~~• One (1) current faculty/staff parent who utilizes the ASI Children's Center~~
- ~~• University President's Appointee~~
- ~~• Academic Senate Appointee~~

~~Standing Liaison Officers:~~

- ~~• Children's Center Director~~
- ~~• ASI Executive Director or designee~~
- ~~• ASI Leader and Program Development Director~~
- ~~• University Chief Financial Officer or designee~~

~~f.e. Finance Committee~~

~~The Finance Committee shall be composed of no more than four directors and, the Board of Directors Vice Chair/Treasurer, and up to eight Directors of the Board who shall Finance Committee makes recommendations on financial matters and policy concerning organizational finances. The Vice Chair/Treasurer will chair the Finance Committee. The Finance Committee shall hold hearings on all proposed accounts and shall refer its budget recommendations to the Board. The Board shall act on the Finance Committee's recommendations and send them budget to the University President for approval. The Treasurer will chair the Finance Committee.~~

The Finance Committee will be held on Thursdays between 1:15 PM and 3:45 PM during the academic year.

~~The Finance Committee shall hold hearings on all proposed accounts and shall refer its budget recommendations to the Board. The Board shall act on the Finance Committee's recommendations and send them to the University President for approval.~~

g.f. Governance Committee

The Governance Committee shall be composed of four directors and the Board of Directors Vice Chair/Secretary of the ASI Board of Directors. The Vice Chair/Secretary of the ASI Board of Directors shall chair the committee. The Governance Committee shall make recommendations concerning policy, Bylaws, and the Articles of Incorporation to the Board. Governance Committee is responsible for recommending Director vacancies, and interviewing and recommending applicants for vacant Director positions during the academic term. The Secretary will chair the committee.

The Governance Committee will be held on Thursdays between 1:15 PM and 3:45 PM during the academic year.

General Duties

The duties of the Governance Committee are as follows:

- Review and update ASI Policies and Bylaws.
- Recommend vacancy declarations
- Fill vacancies on the ASI Board of Directors.
- Hear concerns and offer advice and/or resolutions subject to Board approval.

Declaring Vacancies

The alleged failure of a Director or Officer to:

- Qualify for service;
- Breach standards of conduct; or
- Perform prescribed duties in effect when term began.

May formally referred to the Governance Committee by a student, university official, Director, Officer, or the Executive Director to conduct a review. Recommendations on vacancy declarations shall be sent to the Board. Declaration of vacancy of a Board member or officers shall create a vacancy to be filled in accordance with ASI policy.

Failure to meet academic qualifications or attendance requirements result in immediate and automatic declaration of vacancy. Directors may appeal only immediate declarations, and must do so by the next regularly scheduled Board of Directors meeting immediately following the Director's removal. Appeals must be submitted in writing. Reinstatement requires a three-fourths vote of the Board of Directors.

Filling Vacancies

In the event of a vacancy in which ASI Policy Concerning Student Appointments cannot be followed, the Governance Committee shall appoint a Director to a majority vote approval by the Board.

- Eligible students for appointment include (where the vacancy exists):
 - Students declared in the academic college,
 - Undeclared students,
 - Students with multiple minors as long as one of the minors is in the academic college,
 - Specifically for the College of Education Directors may also qualify by meeting requirements stated in Article XII, Section 2, Clause 4 of the Bylaws ASI Policy.

h.g. Board Leadership Review Committee

The Board Leadership Review Committee shall assess the Chair, and Vice Chairs, and Treasurer/Secretary of the Board of Directors to determine whether they are adequately fulfilling their duties. The committee shall be composed of four Directors of the Board, Chief Campus Relations Officer,

the Faculty Representative, the University President Representative, and the Executive Director or designee, ~~and the Chief Campus Relations Officer.~~ All members must be nominated and approved by the Board of Directors with a majority vote.

The Board Leadership Review Committee shall convene at least one time annually.

The Board ~~of Directors~~ shall elect one of the four (4) Directors to serve as chair of the committee. Leaders under review may not serve on the committee.

The elected members of the Board Leadership Review Committee shall be chosen:

- One Director shall be chosen through a bi-annual alternating system and should represent four different colleges:
 - One Director from each of the colleges ~~shall serve~~ on the committee on even-numbered years: College of the Arts, College of Communication, College of Humanities and Social Sciences, and College of Natural Science and Mathematics
 - One Director from each of the colleges ~~shall serve~~ on the committee on odd-numbered years: Mihaylo College of Business and Economics, College of Education, College of Engineering and Computer Science, and the College of Health and Human Development.
 - If there is an insufficient number of candidates available in the current year, candidates may be chosen from the alternating year.

General Duties

The general duties of the Board Leadership Review Committee are as follows:

- Perform a leadership review of the current Chair, ~~and~~ Vice Chair, ~~and~~ Treasurer/Secretary and make a recommendation to the Board
 - The review and recommendation shall be placed on the Board's agenda as the first order of new business on Week 12.
 - During the Chair's review the Vice Chair/~~Secretary~~ shall lead the meeting.
 - During the Vice Chair, ~~s'~~ ~~and~~ Treasurer/Secretary review, the Chair shall lead the meeting
- The Board of Directors will then vote to either accept or reject the committee's conclusions.
- If the Board of Directors determines that the performance of the Chair, ~~and/or~~ Vice Chairs, ~~and/or~~ Treasurer/Secretary has been successful, they shall continue their duties.
- If the Board of Directors determines that the performance of the Chair, ~~and/or~~ Vice Chairs, ~~and/or~~ Treasurer/Secretary has been unsuccessful, a new election for that position shall will take place on the last meeting of the Fall Term.

h. Children's Center Advisory Committee

The purpose of the Children's Center Advisory Committee, a standing advisory committee of the Board of Directors, is to provide a forum at which all constituents of the Children's Center may discuss issues relating to the operation of the program. The committee offers varied perspectives and expertise to assist the program in fulfilling its mission. The committee must have all appointed positions filled by four weeks after the start of Fall semester of that academic year.

The Children's Center Advisory Committee will convene at least three times during the academic year.

The committee reviews and makes recommendations to the Board of Directors, the Children's Center Director, and the Children's Center Parent Advisory Council regarding the following:

- The Children's Center budget
- The results of Parent Surveys
- Program quality assessments
- Children's Center strategic and operating plans
- Collaboration with other CSU Fullerton entities and with community entities
- Children's Center Director must bring management issues to the attention of the committee.
- Any member may bring agenda items before the committee.
- In addition, the committee may make recommendations to the University

President regarding childcare issues
pertaining to faculty and staff as appropriate.

• Other matters pertaining to the Children's
Center

The Children's Center Advisory Committee must be composed of the following:

Voting:

- ASI Board of Directors Chair
- Three (3) Directors from the ASI Board of Directors
- One (1) current student-parent who utilizes the ASI Children's Center
- One (1) current faculty/staff parent who utilizes the ASI Children's Center
- University President's Appointee
- Academic Senate Appointee

Standing Liaison Members:

- Children's Center Director
- ASI Executive Director or designee
- University Chief Financial Officer or designee

5. BOARD LEADERSHIP

a. Chair

The Board will elect a Director to serve as Chair. The Chair must be elected at the first meeting in June and serves from that meeting through May 31. The ASI President serves as Chair in absence of the Chair and Vice Chair.

The Chair of the Board of Directors:

- Presides over all Board of Directors meetings
- Appoints each Director to serve on at least one standing committees and act as a liaison no later than three (3) legal business days before the first meeting of the fall and spring semesters, except the Audit Committee, to one of the following:
 - TSC Board of Trustees standing sub-committees;
 - ASI Programming Boards (Association for InterCultural Awareness, Productions, Titan Tusk Force);
 - Funded councils (Inter Fraternity Council, Multicultural Greek Council, National Panhellenic Council, Panhellenic, Resident Student Association); or
 - Funding councils (Black Student Union, Community Service ICC, Mesa Cooperativa, Sports Club ICC
- Appoints the required number of Directors on any ASI ad hoc committee
- When time permits, the Board Chair may schedule ASI promotional events for the Board to carry out after the adjournment of Board Meetings when time permits.
- ASI Board Chair shall be responsible for reinforcing ASI office hours
- Maintains regular communication with the Executive Officers, TSC Board of Trustees Officers, and chairs of programming board, funded, and funding councils
- Directs the work of the Vice Chair, Secretary, and Treasurer
- Has the responsibility to hold the Directors accountable for their goals
- Serves as a standing liaison member to all ASI committees except the Audit Committee and the Board Leadership Review Committee
- Chair or designee will serve as representative of the Board of Directors on the TSC Board of Trustees, the Student Athletics Advisory Council and the Academic Senate
 - Chair or designee serves for one year or the duration of the position providing they remain a member of the Board of Directors during that period. If the Board of Directors representative

is unable to complete the term, the Chair will select a representative to complete the vacated position within ten (10) days after the position is declared vacant

- Chair, working with the Vice Chair, Secretary, and Treasurer and the Director of Leader and Program Development, are charged with developing a curriculum to be discussed at Board of Directors retreats, additional board development training, and other internal issues related to the Board

Vacancy of the Chair

The removal of the Chair will occur by a two-thirds vote of the Board of Directors or in the event that the Chair loses the position as Director.

In the event the Chair should resign, a written notice of resignation must be submitted to the ASI President and Executive Director.

Filling Chair Vacancy

In the event of a vacancy in the position of Chair through resignation, removal, recall, ineligibility, or death, the Vice Chair will assume the position of the Chair, and a new Vice Chair will be elected by the Board of Directors at the meeting which the vacancy is announced.

b. Vice Chair

The Board of Directors will elect a Director to serve as Vice Chair. The Vice Chair will be elected at the first meeting in June and serves from that meeting through May 31. In the event the position is not elected in the June meeting, a special meeting shall be called to fill the position within three weeks.

The Secretary of the Board of Directors:

- Presides over Board of Directors meetings in absence of the Chair
- Presides over the Governance Committee
- Assists the Chair of the Board of Directors
- Has the responsibility for setting guidelines for Director's College Reports and Executive Senate Reports
- Disseminates information about the Directors weekly activities within the committees, commissions, and/or councils that they may sit on
- Assists the Chair of the Board of Directors with enforcing ASI Bylaws and Policies
- Assists the Board of Directors Chair in developing a curriculum to be discussed at Board of Directors retreats, additional board development training, and other internal issues related to the Board
- Maintains regular communication with the Board of Directors Chair, the Executive Officers, and the TSC Board of Trustees Officers, and chairs of programming board, funded, and funding councils

Vacancy of the Vice Chair

The removal of the Vice Chair will occur by a two-thirds vote of the Board of Directors or in the event that the Vice Chair loses their position as Director.

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

Filling Vice Chair Vacancy

In the event of a vacancy in the position of Vice Chair through resignation, removal, recall, ineligibility, or death, a new Vice Chair will be elected at the meeting at which the vacancy is announced.

c. Treasurer/Secretary

The Board of Directors will elect a Director to serve as Treasurer/Secretary. The Treasurer/Secretary will be elected at the first meeting in June and serves from that meeting through May 31. In the event the

position is not elected in the June meeting, a special meeting shall be called to fill the position within three weeks.

The Treasurer/Secretary of the Board of Directors:

- Presides over the Finance Committee
- Presents monthly, or as needed, to the Board of Directors a detailed report of the financial conditions of ASI
 - The report will include budget language or financial policy implementation, any outstanding debt owed to ASI, any line item transfers performed by the Treasurer or the Finance Committee, and the current balance of the Contingency Account
- Ensures compliance with the financial policies of ASI
- Reports the fiscal budget recommendations of the Finance Committee and the TSC Board of Trustees to the Board of Directors on or before the first meeting in April of each fiscal year
- Oversees the budget development for the next fiscal year with the assistance of the Director of Financial Services and maintain regular communication with the student leaders who oversee a budget within ASI
- Certifies all records of the Board of Directors when requested and to execute documents on behalf of the Board as required for legal documents
- Assists the Board of Directors Chair in developing a curriculum to be discussed at the Board of Directors mandatory retreats, additional board development training, and other internal issues related to the Board
- Maintains regular communication with the Board of Directors Chair, Executive Officers, and TSC Board of Trustees Officers

Vacancy of the Treasurer/Secretary

The removal of the Treasurer/Secretary will occur by a two-thirds vote of the Board of Directors or in the event that the Treasurer/Secretary loses their position as Director.

In the event the Treasurer/Secretary should resign, a written notice of their resignation must be submitted to the Chair of the Board of Directors and Executive Director.

Filling Treasurer/Secretary Vacancy

In the event of a vacancy in the position of Treasurer/Secretary through resignation, removal, recall, ineligibility, or death, a new Treasurer/Secretary will be elected at the meeting at which the vacancy is announced.

4. COMMITTEE HANDBOOKS

~~There is a need for continuity from semester to semester in each of the standing committees of the Associated Students Board of Directors, and there is a need for a documented record of past actions and considerations of each committee, not only for public record but also to preserve long-term goals within the committees over time. There is a need for background information of past actions/considerations of each of the committees for the reference of new members to those committees.~~

~~Each of the Standing Committees of the ASI Board of Directors shall develop and maintain its own Committee Policy Handbook. This Handbook shall, at least, consist of a brief record of all major actions or proposals of the committee during the course of the semester, along with recommendations by the current committee of any actions/proposals that it feels should be continued in following semesters; and that this Handbook shall be maintained by the committee chairs (or their designee) on a semester basis.~~

5.6. AGENDAS FOR BOARD MEETINGS

All items shall be sponsored by a member of the Board of Directors. Directors sponsoring items shall provide, to the Chair of the Board of Directors, a written (either typed or printed) copy of the proposed

action and all supporting documents four or more legal days prior to the Board of Directors or Committee meeting. Items coming from committee shall be placed on the agenda before items from individuals. The Recording Secretary shall make available, for public inspection, a copy of each proposal. All items on the agenda, including those to be discussed in closed session, shall contain a brief general description (not to exceed twenty (20) words) of the item. Items with a financial component shall also include the amount and source of funds involved. The agenda shall specify the time, date, and location of the meeting, and shall be posted in an area of the campus which is publicly accessible twenty-four hours per day. Nothing in this policy is to be interpreted as prohibiting the Board from reordering the agenda at the time of the meeting.

Public Notice

Public notice of regular meetings ~~shall~~must consist of the meeting's agenda being posted in locations that are freely accessible to members of the public (pursuant to Education Code Section 89305.5). In addition, it shall be sent electronically and included on the ASI Website.

7. PUBLIC SPEAKING TIME

The Public Speaking Time is hereby established as a forum, which enables the Board of Directors and the ASI's Standing Committees to receive feedback from their constituencies, and allows members of the campus community to update the Board of Directors on their campus concerns, and is in compliance with the Gloria Romero Open Meetings Act (Education Code Sections 89305 to 89307.4).

As established, Public Speaking Time is subject to the following rules:

Public Speaking Time ~~shall~~shall consist of a total of fifteen (15) minutes to be divided equally among all public speakers. Those wishing to make use of this time may speak on any agenda item or other topic affecting higher education at the campus or statewide level during the regular Board of Directors' and Committee meetings. Public Speaking Time ~~shall~~shall be scheduled before any Business items are considered. Public Speaking Time may be extended by a ruling of the Chair of the Board of Directors/Committee or by an action of the Board of Directors/Committee. Public Speaking Time is set aside for the use of members of the campus community alone, except by special petition to the Chair. Members of the Board of Directors/Committee may briefly respond to comments made or questions posed by public speakers. In no case shall such responses exceed one minute in length, except by special petition to the Chair. For special meetings of the Board of Directors or Committees, a Public Speaking Time ~~shall~~shall also be provided, not to exceed fifteen minutes (extendable by ruling of the Chair or action of the Board of Directors/Committee). For those meetings, the public speakers ~~shall~~shall be restricted to addressing the items on the agenda. This time ~~shall~~shall occur before consideration of the items.

6-8. REGULAR MEETINGS

The Board and all of its committees will 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). The regular meetings throughout the academic year beginning with the first week of instruction, and will be held every Tuesday between 1:15 PM to approximately 3:45 PM. The Board of Directors will hold summer meetings; the times and dates will be decided upon by majority.

The time and location of all regular meetings shall be re-established annually at the first meeting of the academic year (pursuant to Education Code Section (89305.5).

a. Consent Calendar

The consent calendar is an administrative tool for the Board of Director and TSC Board of Trustees to grant approvals to required items that are routine, procedural, and likely to be noncontroversial. A consent calendar may be presented by the board or committee chair at the beginning of a meeting. Items may be removed from the consent agenda on the request of any one member. Items not removed are adopted by general consent without debate. Removed items will be taken up during new business.

Process

- Items up for consideration on the consent calendar must be provided in advance and distributed with the agenda package in sufficient time to be read by all members prior to the meeting.
- The chair determines whether an item belongs on the consent agenda.
- The chair or designated staff prepares a numbered list of the consent items and distributes it along with the meeting agenda.
- At the beginning of the meeting the chair asks members which items they wish to remove from the consent calendar to be discussed individually.
- If any member requests that an item be removed from the consent calendar, it must be removed and added to new business. Members may request that an item be removed for any reason. They may wish, for example, to discuss the item, to ask questions about the item, or to hold a vote on the item.
- When there are no more items to be removed, the Chair reads out the numbers of the remaining consent items. Then the Chair states: "If there is no objection, these items will be adopted." After pausing for any objections, the chair states "As there are no objections, these items are adopted." It is not necessary to ask for a show of hands.
- When preparing the minutes, the Recording Secretary includes the full text of the items that were adopted as part of the consent calendar

7.1. PUBLIC SPEAKING TIME

~~The Public Speaking Time is hereby established as a forum, which enables the Board of Directors and the ASI Standing Committees to receive feedback from their constituencies, and allows members of the campus community to update the Board of Directors on their campus concerns, and is in compliance with the Gloria Romero Open Meetings Act (Education Code Sections 80305 to 80307.4).~~

~~As established, Public Speaking Time is subject to the following rules:~~

~~Public Speaking Time shall consist of a total of fifteen (15) minutes to be divided equally among all public speakers. Those wishing to make use of this time may speak on any agenda item or other topic affecting higher education at the campus or statewide level during the regular Board of Directors' and Committee meetings. Public Speaking Time shall be scheduled before any Business items are considered. Public Speaking Time may be extended by a ruling of the Chair of the Board of Directors/Committee or by an action of the Board of Directors/Committee. Public Speaking Time is set aside for the use of members of the campus community alone, except by special petition to the Chair. Members of the Board of Directors/Committee may briefly respond to comments made or questions posed by public speakers. In no case shall such responses exceed one minute in length, except by special petition to the Chair. For special meetings of the Board of Directors or Committee, a Public Speaking Time shall also be provided, not to exceed fifteen minutes (extendable by ruling of the Chair or action of the Board of Directors/Committee). For those meetings, the public speakers shall be restricted to addressing the items on the agenda. This time shall occur before consideration of the items.~~

8.9. CLOSED MEETINGS

The Board, or committees, ~~or funding councils~~ may hold a closed meeting from which the public is excluded only if it has provided sufficient notice of such meeting and only to consider:

- Negotiations relative to real property.
- Certain litigation pursuant to advice of legal counsel.
- Certain employment matters.
 - An ASI "employee" shall not include any person elected or appointed to office
- Collective bargaining.
- Certain matters relating to a particular employee (unless the employee requests a public hearing).
- To confer with law enforcement officials.
- Such other matters as specifically enumerated in Education Code Section 89307.

Prior to holding any closed meeting, the ~~ASI~~ Board of Directors, or committee, ~~or funding council~~ shall disclose on its posted agenda and in an open, public, regular meeting the item(s) to be discussed in the closed meeting. No other items shall be considered in the closed meetings. Immediately after any closed

meeting it shall reconvene into a public regular meeting prior to adjournment and make disclosure of what actions, if any, were taken in the closed meeting.

10. SPECIAL MEETINGS

A special meeting may be called by providing written notice at least twenty-four (24) hours prior to the meeting. Notice will be given electronically to all parties directly affected and included on the ASI Website. Special meetings of the Board of Directors may be called by the University President, the Chair, or by a majority of the members. Special meetings of standing committees may be called by the Chair of the committee or by a majority of the members.

9.11. EMERGENCY SITUATIONS AND EMERGENCY MEETINGS

Action and/or discussion may be taken on an item not appearing on the posted agenda during a regular or special meeting of the Board of Directors only upon a determination by the Board of Directors that an emergency situation exists, pursuant to Education Code section 89305.5;

An “emergency situation” applies only when:

- A work stoppage, or other activity which severely impairs public health, safety, or both exists;
- ii. A crippling disaster that severely impairs public health, safety, or both has occurred.

To determine that an emergency situation exists, two-thirds of the total Board of Directors membership (or if quorum is established, but less than two-thirds are present, a unanimous decision of the members present is necessary) agrees that one of the criteria exists, and that emergency action should be taken. The need for such action must have come to the attention of the Board of Directors after the agenda for the meeting was posted. In the event of an emergency situation, an emergency meeting of the Board of Directors may also be called.

A minimum of one hours’ notice shall be provided before such a meeting is called to order. The criteria for when such a meeting may be called shall be identical to that of part 1(a) above, and it must be called by petition of a majority of the membership of the Board of Directors. If any forms of communication are functioning, the Chair (or designee) shall attempt to contact every member of the Board of Directors, using the most recent contact list available, of the meeting time, location, and topic. The Chair (or designee) shall also perform their due diligence to inform the public, in any way possible, of the meeting.

If no forms of communication are functioning, this subsection is waived, and all persons shall instead be notified as soon as possible after the meeting, of the purpose and action taken (if any) at the meeting. After any emergency meeting, the minutes of the meeting shall be publicly posted for a minimum of ten days. Included in the minutes shall be a list of the persons and organizations that the Chair (or designee) successfully notified, or attempted to notify. Also, a copy of actions taken (if any) and roll call vote(s) taken shall be included. Under no circumstances may the Board of Directors meet in a closed session under discussion of an emergency matter, whether during a regular, special, or emergency meeting.

10.12. SPECIAL ASI PARKING PRIVILEGES

The Associated Students, Inc. ~~shall~~ authorize certain leadership positions Faculty/Staff parking permits to facilitate easy access to parking areas close to the ASI offices and assure available parking space for officers maintaining a regular schedule of hours devoted to their duties and functions. The following officers shall each receive a Faculty/Staff decal by virtue of their position.

- All student members of the ASI Board of Directors (16)
- ASI President (1)
- ASI Vice President (1)
- ASI Chief Campus Relations Officer (1)
- ASI Chief Governmental Officer (1)
- ASI Chief Communications Officer (1)
- ASI Elections Director (1)

- ASI Productions Administrative Director (1)
- Titan Student Centers Board of Trustees Chair (1)
- Titan Student Centers Board of Trustees Vice Chair for Facilities (1)
- Titan Student Centers Board of Trustees Vice Chair for Operations (1)
- ASI Association for Inter-Cultural Awareness Administrative Chair (1)
- ASI Titan Tusk Force Administrative Director (1)

Upon resignation or removal of any of the above mentioned officers their Faculty/Staff parking permit shall be returned to the University Cashiers office within one week. The University Cashiers office will then give them a regular student permit for the remainder of the semester. Any student who is then appointed or elected to fill the vacant position shall receive the Faculty/Staff parking permit.

If the parking policy is abused by any of the above mentioned students, their Faculty/Staff parking permit will be revoked for the remainder of their term.

CSU Fullerton Faculty/Staff Parking permits must be purchased from the University Cashiers office at the regular cost by the above-mentioned officers who will each receive a letter from the Dean of Students office giving them permission to purchase a permit.

11.13. CHANGES MADE TO THE ASI BYLAWS AND POLICIES

All substantive changes made to the ASI Bylaws and/or ~~P~~policy Statements shall be submitted to the ~~Vice Chair~~Secretary of the Board of Directors for review to assess the impact on existing policies and Bylaws. After said review by the ~~Vice Chair~~Secretary, proposed changes will be reviewed by the ASI Executive Director for further recommendations and legal analysis prior to being submitted to the Governance Committee for approval. Once approved by the Governance Committee, the changes will be forwarded to the Board of Directors for final approval.

DATE APPROVED:	09/05/2017
DATE REVISED:	05/08/2018
	12/04/2018

POLICY CONCERNING EMPLOYEE CONDUCT

PURPOSE

The following policy is intended to outline certain guidelines to govern employee conduct and relations at Associated Students, ~~CSUF~~, Inc. Adherence to the employee rules and regulations of ASI is necessary to ensure the organization is successful in carrying out its mission on campus. The goal of this policy is to create positive employee and employer relationships by providing for the fair and consistent treatment of staff and to ensure that all employees are aware of their obligations to the organization. This policy is not all inclusive and in the absence of written policy, common sense and good decency should be the focus.

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WHO SHOULD KNOW THIS POLICY

- | | |
|--|--|
| <input type="checkbox"/> Budget Area Administrators | <input checked="" type="checkbox"/> Volunteers |
| <input checked="" type="checkbox"/> Management Personnel | <input type="checkbox"/> Grant Recipients |
| <input checked="" type="checkbox"/> Supervisors | <input checked="" type="checkbox"/> Staff |
| <input checked="" type="checkbox"/> Elected/Appointed Officers | <input type="checkbox"/> Students |

DEFINITIONS

For Purpose of this policy, the terms used are defined as follows:

Terms	Definitions
Act of violence	An intentional act that causes bodily harm, however slight to another person or damage to the property of another
ASI premises	All real property leased or owned by Associated, Students, CSUF, Inc. This includes the Children’s Center, Titan Student Union, and Student Recreation Center.
<u>CSU Fullerton Data Level 1 Classification</u>	<u>Access, storage, and transmission of Level 1 Confidential information are subject to restrictions as described in CSU Asset Management Standards. Information may be classified as confidential based on disclosure exemptions, severe risk, limited use, legal obligations, and more.</u>

<u>CSU Fullerton Data Level 2 Classification</u>	<u>Access, storage, and transmission of Level 2 Internal Use information are subject to restrictions as described in CSU Asset Management Standards. Information may be classified as internal use based on sensitivity, moderate risk and more.</u>
<u>CSU Fullerton Data Level 3 Classification</u>	<u>Information which may be designated by our campus as publically available and/or intended to be provided to the public. Information at this level requires no specific protective measures but may be subject to appropriate review or disclosure procedures at the discretion of the campus in order to mitigate potential risks. Disclosure of this information does not expose the CSU to financial loss or jeopardize the security of the CSU's information assets.</u>
Customer service areas	Any physical location at which customer business is routinely transacted and publicly visible.
Dating	Entering into a consensual sexual or romantic relationship with another employee.
Employee	A person who is hired by ASI for a wage or fixed payment in exchange for personnel services and does not provide the service as part of an independent business.
Insubordination	Willful disregard of a supervisor's instructions or an act of disobedience to proper authority
Intimidation	An intentional act toward another person, causing the other person to reasonably fear for their safety or the safety of others.
Minors	Persons under the age of eighteen
<u>Personal device</u>	<u>A mobile device that is the personal property of the employee</u>
Threat of violence	An intentional act that threatens bodily harm, however slight to another person or damage to the property of another
<u>University Phone</u>	<u>A mobile device that is the property of ASI.</u>
Volunteer	Anyone who without compensation or expectation of compensation beyond reimbursement performs a task at the direction of and on behalf of ASI.
Workplace aggression	Repeated inappropriate behavior, either direct or indirect, whether verbal, physical, or otherwise, conducted by one or more persons against another or others, at the place of work and/or in the course of employment
Working Hours	Hours of operation as determined by the location at which the employee works

REGULATIONS

1. CONDUCT GUIDELINES

The mission of Associated Students, ~~CSUF~~, Inc. is to foster meaningful student development opportunities through leadership, volunteer, and employment experiences. In addition to out-of-classroom learning opportunities, the ASI provides campus community members with important social, cultural, and recreational opportunities as well as a wide range of programs and services. In recognition of its responsibility to enhance student life, the ASI encourages and supports the activities of all California State University, Fullerton recognized student organizations whose activities stimulate individual and group participation within the university community.

To accomplish this mission, ASI has established a set of conduct guidelines regarding the behavior of its employees and volunteers. These guidelines represent a standard of conduct which all employees and volunteers should strive to achieve. The guidelines include:

a. Accountability

ASI employees are held accountable for their actions and for setting an example for others.

b. Inclusion

ASI employees are committed to creating a supportive and inclusive working environment where a diverse population can come together and successfully accomplish the mission of the organization.

c. Collaboration

ASI employees are committed to creating a collaborative work environment where all input is valued and an emphasis is placed on cooperation for the good of the organization.

d. Customer Service

ASI employees support the mission of the organization which includes providing a wide range of programs and services to the campus by delivering excellent customer service. They are eager to support their fellow employees and are dedicated to meeting the needs of customers.

e. Respect

ASI employees demonstrate respect of other people at all times. They treat others as they want to be treated. They respect people's differences and are always ready to learn the most effective way of serving them.

f. Trustworthiness

ASI employees are trustworthy. They keep their promises, fulfill their commitments, and abide by the letter and well as the intent of all agreements.

2. STAFF CODE OF CONDUCT

To ensure orderly operation and to promote efficiency, productivity and cooperation among employees, ASI expects employees to follow rules of conduct that will protect the interest and safety of all employees and ASI.

The following conduct is prohibited and will not be tolerated by ASI. This list of prohibited conduct is illustrative only; other types of conduct that threaten security, personal safety, employee welfare and ASI operations also may be prohibited. ASI has a zero tolerance for workplace violence.

ASI reserves the exclusive right to determine appropriate disciplinary action for any violation of company policy. This statement of prohibited conduct does not alter ASI's policy of at-will employment. Either the employee or ASI remain free to terminate the employment relationship at any time, with or without cause or advance notice.

a. Theft & Fraud

Any theft or fraud committed by an employee will not be tolerated by ASI. This includes: theft or unauthorized removal of property from the corporation, fellow employees, customers, or any person on the employer's property; misuse of funds or property; obtaining employment based on false or misleading information; altering, falsifying, or destroying any timekeeping record; punching another employee's time card or allowing another employee to punch one's time card; and falsifying information or making material omissions in any document or record, including the making of a statement on an employment-related matter, which an employee knows, or should have reasonably known, to be false and/or without merit.

b. Safety

ASI is committed to protecting the safety of all of the organization's employees. All of the following are prohibited: possession, distribution, sale, transfer, or use of alcohol, marijuana, or illegal drugs in the

workplace, on company property, while on duty, appearing for duty, or working under the influence of alcohol and/or drugs, or while operating employer-owned vehicles or equipment; actual or threatened physical violence towards another employee, customer or visitor; violating safety or health policies and/or practices or engaging in conduct that creates a safety or health hazard; smoking in prohibited areas; possession of dangerous or unauthorized materials such as explosives, firearms, weapons, or any other hazardous or dangerous devices; and harassment, especially sexual, racial or other harassment prohibited by law or ASI policy, including behavior or language offensive to others.

c. Timekeeping, Attendance & Performance

Accurate timekeeping of attendance and satisfactory performance of ASI employees is necessary for the efficiency and productivity of the corporation. All of the following are prohibited: frequent or excessive tardiness or absences from work or an employee's work area; unauthorized use of telephone, mail systems, computer systems, or other employer-owned equipment; release of confidential information about the corporation, its customers, or employees; unsatisfactory job performance or incompetence; discrimination prohibited by law; carelessness or negligence when performing duties; sleeping on duty; boisterous or disruptive activity in the workplace; misusing, destroying, or damaging property of the corporation or that of a fellow employee, customer, or visitor; insubordination, including improper conduct toward a supervisor or refusal to perform tasks assigned by a supervisor; or violation of any ASI policy.

d. Conflict of Interest

Members must avoid conflicts of interest. Business decisions must be made objectively on the basis of price, quality, service, and other competitive practices. To avoid any potential influence from existing or potential vendors and customers, members are prohibited from accepting gifts, of more than token value, from vendors, suppliers, and customers.

Members transacting business or entering into contracts on behalf of the ASI must not have any interest, financial or personal, in those transactions or contracts. Should a member have an interest in an organization with whom the ASI transacts business, the member must recuse from any negotiation, authorization, or approval of such transactions.

Members must not be employed outside the ASI where outside employment impairs their ability to conduct ASI business because of conflicts of interest and competing interests.

Each year, all members will receive a copy of this policy and indicate with his/her signature that he/she has read and understood the policy. The signed statement will be kept on file in the ASI administrative Office.

~~ASI reserves the exclusive right to determine appropriate disciplinary action for any violation of company policy. This statement of prohibited conduct does not alter ASI's policy of at will employment. Either the employee or ASI remain free to terminate the employment relationship at any time, with or without cause or advance notice.~~

3. WORKPLACE CONDUCT

To ensure orderly operation and promote efficiency, productivity, cooperation, and safety, ASI expects all employees to adhere to the following workplace conduct guidelines.

a. Job Abandonment

A job is considered abandoned by the employee if more than two consecutive shifts are missed without notice to the supervisor or if the employee fails to return from an authorized leave on the date such leave ends. Job abandonment may be grounds for immediate termination of employment.

b. Respect for a Non-Partisan Organization

Although individual employees are entitled to their own personal or political views, Associated Students, ~~CSUF~~, Inc. as a corporation cannot endorse any political candidates. Under the Internal Revenue Code, all section 501(c)3, organizations are prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf, or in opposition to, any candidate for elected public office.

c. Support for the Mission of the Organization

All employees of Associated Student, ~~CSUF~~, Inc. must support the mission of the organization including, but not limited to, the equal support of all student leaders and support of the positions taken by the organization.

d. Non-Fraternization

The Associated Students, ~~CSUF~~, Inc. desires to avoid misunderstandings, complaints of favoritism, possible claims of sexual harassment, and employee morale and dissension problems that can result from personal or social relationships between employees. Accordingly, all employees, both management and non-management, are prohibited from fraternizing or becoming romantically involved with other employees when, in the opinion of the organization, their personal relationships may create a potential conflict of interest, cause disruption, create a negative or unprofessional work environment, or present concerns regarding supervision, safety, security, or morale.

An employee or volunteer of the ASI or the campus community who fails to withdraw from participation in activities or decisions that may reward or penalize the party with whom they are having a consensual personal or romantic relationship will be deemed to have violated this policy.

All employees should also remember ASI maintains a strict policy against unlawful harassment of any kind, including sexual harassment.

e. Children at WORK

Due to health and safety concerns, employees are prohibited from having minors (persons under the age of eighteen) visit their worksite during working hours, unless the minor's visit is the result of unforeseen, emergency circumstances beyond the control of the employee for a limited time.

Employees must first obtain the permission of their immediate supervisor before bringing minors into the workplace. Recurring visits may result in disciplinary action. Employees will be held liable for the actions of their children during all times they are on ASI premises.

The presence of children in the workplace creates a distraction that can compromise an employee's ability to perform their duties. Employees are urged to make appropriate arrangements for dependent care and/or use their accrued leave in order to minimize incidents of child visitors.

4. WORKPLACE VIOLENCE

ASI is committed to providing a work environment that is as free as possible from intimidation, threats of violence, and acts of violence. Intimidation is defined as an intentional act toward another person, causing the other person to reasonably fear for their safety or the safety of others. A threat of violence is defined as an intentional act that threatens bodily harm to another person or damage to the property of another.

An act of violence is defined as an intentional act that causes bodily harm, however slight, to another person or damage to the property of another.

Any acts or threatened acts of violence or intimidation will not be tolerated. Anyone engaging in such acts will be subject to disciplinary action, up to and including immediate termination, and may also be personally subject to other civil or criminal liabilities.

Violent behavior includes, but is not limited to:

- a. The actual or implied threat of harm to an individual, group or individuals, or relatives of those individuals.
- b. The possession on ASI or California State University, Fullerton ("university") property of a firearm or weapon of any kind (unless specifically authorized in writing by the ASI Executive Director, in concert with the University Police Department), or the brandishing of any object which could reasonably be construed as a firearm or weapon. The term "property" shall include any ASI or university work site regardless of ownership, or any location where the individual is engaged in ASI or university business.
- c. Loud, angry, or disruptive behavior that is clearly not a part of the typical work environment, including:
 - Unwelcome name-calling, obscene language, and other abusive behavior
 - Intimidation through direct or veiled threats
 - Throwing objects in the workplace regardless of the size or type of the object being thrown, or whether the person is the target of the thrown object
 - Physically touching another person in an intimidating, malicious, or harassing manner, including such acts as hitting, slapping, poking, kicking, pinching, grabbing and pushing
 - Physically intimidating others including such acts as obscene gestures, shouting, and fist shaking.
 - Callous or intentional disregard for the physical safety or well-being of other(s).
 - Willful destruction of ASI, university, customer, or employee property.
 - Commission of a violent felony or misdemeanor on ASI or university property.

This policy ~~shall apply~~ to employees engaging in any violent behavior regardless of whether or not the behavior is exhibited during the employees' regular work schedule. Any employee who is subjected to, witnesses or has knowledge of an action which could be perceived as a violent act, or has reason to believe that such actions may occur, must report it immediately to their supervisor, the Human Resources Director, or to the ASI Executive Director. Employees may raise concerns and make reports without fear of reprisal.

~~5.1. CHILDREN AT WORK~~

~~Due to health and safety concerns, employees are prohibited from having minors (persons under the age of eighteen) visit their worksite during working hours, unless the minor's visit is the result of unforeseen, emergency circumstances beyond the control of the employee for a limited time.~~

~~Employees must first obtain the permission of their immediate supervisor before bringing minors into the workplace. Recurring visits may result in disciplinary action. Employees will be held liable for the actions of their children during all times they are on ASI premises.~~

~~The presence of children in the workplace creates a distraction that can compromise an employee's ability to perform their duties. Employees are urged to make appropriate arrangements for dependent care and/or use their accrued leave in order to minimize incidents of child visitors.~~

5. MOBILE DEVICES

All employees using mobile device(s) in part to conduct any ASI business may be subject to public record, subpoena, or other formal requests of information. Due to being able to create, receive, send, or store ASI data. As a result, information contained on devices are subject to Federal and State Data Maintenance laws (e.g., public record requirements or record retention requirements). Regardless of being ASI/University Phone or a personal mobile device all employees must refrain from using mobile devices to relay confidential information, and are required to follow all State and Federal laws.

Data Security

Any mobile devices that have data capabilities must be password protected. If a mobile device with data capabilities is stolen or missing, it must be reported to the employee's supervisor, the service provider, and to ASI Information Technology as soon as possible.

All employees are expected to delete all ASI data from their mobile devices when their employment with ASI is severed, except when required to maintain that data in compliance with a litigation hold notice.

a. ASI Provided Mobile Device Options

ASI full time exempt employees who perform critical functions and/or have been identified as having a business need for mobile device are eligible for either mobile device reimbursement or ASI/University phone.

Department Directors must initiate the process of receiving a mobile device reimbursement or ASI/University phone and must be approved by the Executive Director or designee. Reimbursement rate is set annually as part of the budget process.

Category 1: ASI/University Phones

To be eligible for ASI/University Phone:

- ASI full time exempt employee whose position necessitates contact twenty-four (24) hours' a day
- ASI full time exempt employee that has access to Level 1 Data

The make and model of ASI/University phones are issued, managed, and configured by ASI Information Technology.

Category 2: Mobile Device Reimbursement

To be eligible for a mobile device reimbursement:

- ASI full time exempt employee whose position necessitates contact twenty-four (24) hours' a day

The employee chooses the device and service plan; ASI is not a party to the agreement with the provider. The purchase and maintenance for all employee-owned personal mobile device(s) is the responsibility of the employee.

DATE APPROVED: 03/07/2017

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ARTICLE I

MEMBERSHIP

- Section 1. **MEMBERS** Any person duly registered as a student at California State University, Fullerton (hereafter referred to as CSUF), who has paid the membership fee and has not legally forfeited the right of membership is a member of the student body of the Associated Students, California State University, Fullerton, Incorporated (hereinafter referred to as ASI). All members of the student body shall hold equal voting rights. Subject to other applicable qualifications, all said members are eligible to run for office.
- Section 2. **HONORARY MEMBERS** Any person may be elected to honorary life membership by a majority vote of the ASI Board of Directors in recognition of and appreciation for unselfish service and assistance rendered to ASI. Honorary members are entitled to all ASI privileges exclusive of making motions, voting, and holding office.
- Section 3. **ASSOCIATED MEMBERS** Associated membership may be granted to any person who pays ASI fees. Associated members are entitled to all ASI privileges exclusive of making motions, voting, and holding office.

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ARTICLE II

BYLAWS

Section 1. COPIES OF THE BYLAWS An up-to-date copy of these Bylaws shall be maintained by the Vice Chair who serves as Secretary of the ASI Board of Directors. At the end of every semester, the Governance Committee shall prepare a sufficient number of these Bylaws and The Articles of Incorporation, so that they may be made available upon written request to members of the student body, to the ASI 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 ASI Board of Directors and upon the signature of the ASI President.

Clause 1. Changes to Article VIII through Article XIII of these Bylaws must be approved by a majority of the ASI Board of Directors no later than the sixth week of the spring semester in order to take affect the semester they are approved. Following the sixth week, the changes made during the spring semester shall take effect on July 1.

Section 3. AMENDMENTS These Bylaws can be amended only by a two-thirds vote of the ASI 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 ASI Board of Directors will have jurisdiction over questions involving the interpretation of this document.

Clause 1. Calendar days shall be defined as the standard days of the year, twenty-four (24) hours, Monday-Sunday.

Clause 2. Legal days shall be defined as the business hours of the Corporation, 8:00 a.m. to 5:00 p.m., Monday through Friday, with the exception of University-recognized holidays.

Clause 3. Weeks of a semester shall be counted as Monday-Sunday with the first week beginning on the first Monday of instruction. This definition shall be used when using the term “week in the semester” or a similar phrase as mentioned in these Bylaws and ASI Policy Statements.


Clause 4. Quorum for the ASI Board of Directors, standing committees, and ad hoc committees is defined as at least 50% plus one (1) voting member. During ASI Board of Directors meetings, the Chair of the ASI Board of Directors shall be counted in the quorum. There must be at least ten current voting Directors in order for the ASI Board of Directors to conduct business.


Clause 5. Due cause shall be defined as:

- a. absences due to participation in an official University-recognized program at which the member's attendance is required (limited to two (2) excused absences per semester);


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- b. absences due to illness of a Director or a member of his or her immediate family who requires the Director's care or for bereavement of a Director's 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.

 Clause 6. Officers do not have voting privileges, but oversee specific areas and may provide reports, make proposals, and advise the ASI Board of Directors. The officers serve by virtue of their positions.

 Clause 7. A “standing committee” is a committee authorized by the ASI’s governing instruments or resolution of the ASI’s Board of Directors. A standing committee provides a periodic overview of the regular ongoing functions for which it was formed and makes periodic reports to the ASI Board of Directors.

Clause 8. An “ad hoc committee” has all of the authorization and duties of a standing committee except that it is established by the ASI 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 9. “Disqualification” is a condition under which a person may not assume, continue in, or run for any elected or appointed ASI position. Disqualification can only be finalized by a two-thirds vote of the ASI Board of Directors.

Clause 10. “Automatic Disqualification” shall be a disqualification that occurs immediately and without need for action by the ASI Board of Directors.


Clause 11. “Removal from the ballot” shall be a state under which a potential candidate for elected ASI office may not appear on a printed ballot. Such a candidate is not prevented from running for ASI office as a write-in candidate.

Clause 12. A “write-in candidate” shall be defined as any person who runs for office within ASI and does not have their name pre-printed on the ballot. Write-in candidates shall have the same rights and responsibilities as all other candidates except that they are exempt from Article IX, Section 4, and Clauses 1-5 of these Bylaws.

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ARTICLE III

BYLAWS

-  Section 1. **PARLIAMENTARY PROCEDURE** The parliamentary authority for this organization shall be *Robert's Rules of Order, Newly Revised*.
- Section 2. **ROLL CALL VOTE** The Chair of the ASI Board of Directors shall order a roll call vote for all action items on the agenda with the exception of approving the agenda, approving minutes, or parliamentary procedures.

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ARTICLE IV

ASI BOARD OF DIRECTORS

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

- Clause 1. Voting members of the ASI Board of Directors, each of whom is entitled to vote (hereinafter referred to as Directors) should consist of:
- a. two Directors from the College of the Arts,
 - b. two Directors from the Mihaylo College of Business and Economics,
 - c. two Directors for 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,
 - h. two Directors from the College of Natural Sciences and Mathematics,
 - i. one Director selected by the Academic Senate, and
 - j. one Director selected by the President of the University.
- Clause 2. Standing Liaison Officers (who have no vote) to the ASI Board of Directors shall consist of:
- a. the ASI President,
 - b. the ASI Vice President,
 - c. the ASI Chief Campus Relations Officer,
 - d. the ASI Chief Governmental Officer, and
 - e. the ASI Chief Communications Officer.
- Clause 3. Standing Advisor to the Board of Directors and is not a Board member:
- a. the ASI Executive Director.

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 ASI Board of Directors, and all corporate powers shall be exercised jointly by them.

- Clause 1. The ASI President and the ASI Board of Directors shall jointly determine the financial assets of the ASI.
- Clause 2. The ASI Board of Directors shall require two-thirds vote to ratify changes in the Articles of Incorporation.
- Clause 3. The ASI Board of Directors may amend Bylaws only by two-thirds of voting members.
- Clause 4. The ASI 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 ASI Articles of Incorporation and Bylaws.

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

Clause 5.

ASI Board of Directors shall be advocates for student concerns from their respective colleges or from the university. Directors shall engage the students of their college in discussion about relevant college-specific and/or university-wide concerns.

Clause 6.

Directors shall meet with the Chair of the ASI Board of Directors a minimum of once per semester. Directors shall meet with their respective college Deans at least once per semester. Directors shall meet with the ASI Executive Director and ASI Associate Executive Director at least once per semester.

Clause 7.

Goals shall be submitted to the Chair of the ASI Board of Directors and the ASI Executive Director at a time near the beginning of the academic year as determined by the Chair of the ASI Board of Directors.

Clause 8.

Directors shall update the Vice Chair/Secretary weekly with a brief report of activities within the committees, commissions, and/or councils that they may sit on.

Clause 9.

Committees

- a. The ASI Board of Directors establishes such committees as it deems necessary to study and make recommendations on proposals referred to them.

- I. The ASI Board of Directors shall determine by a majority vote the size and composition of all special or ad hoc committees.

- b. The ASI President or designee, ASI Vice President or designee, the ASI Board of Directors Chair or designee, and ASI Executive Director or designee shall serve as standing liaison officers on all ASI special, ad hoc, and standing committees, except the Audit Committee.

- c. Standing committees shall include the Audit Committee, Children's Center Advisory Committee, Finance Committee, Governance Committee, and the Board Leadership Review Committee. Refer to ASI Policy for more information on committees.

- I. The purpose of the Audit Committee is to: (1) to make recommendations to the Board regarding the selection and retention of the independent auditor (including compensation), (2) to confer with the auditor to determine that the financial affairs of the Associated Students Inc., CSUF (ASI) are in order, (3) to review and determine whether or not to accept the audit, (4) to ensure that any non-audit services performed by the auditing firm conform to standards of auditor independence, (5) and to 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, one (1) member of the ASI Finance Committee, and one (1) voting member of the Titan Student Centers Board of Trustees.

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- (2) The Audit Committee shall convene at least two times annually.
- II. The purpose of the Children’s Center Advisory Committee (hereinafter referred to as the “CC”) is to provide a forum at which all constituents of the CC may discuss issues relating to the operation of the program.
- (1) The CC shall be composed of the following: one (1) current student-parent who utilizes the CC, one (1) current faculty/staff parent who utilizes the CC, one (1) University President’s Appointee, one (1) Academic Senate Appointee, and three members of the Board. The Board shall appoint one of the three (3) members of the Board to serve as chair of the committee.
 - (2) The CC shall convene at least three times during the academic year.
- III. The purpose of the Finance Committee is to hold hearings on all proposed accounts and shall refer its budget recommendations to the Board.
- (1) The Finance Committee shall be composed of four (4) members of the Board and the Vice Chair/Treasurer. The Vice Chair/Treasurer shall chair the Finance Committee.
 - (2) The Finance Committee will be held on Thursdays throughout the academic year.
- IV. The purpose of the Governance Committee is to make recommendations concerning policy, bylaws, and the articles of incorporation to the Board. The Governance Committee shall be responsible for 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/Secretary. The Vice Chair/Secretary shall chair the Governance Committee.
 - (2) The Governance Committee will be held on Thursdays throughout the academic year.
- V. The purpose of the Board Leadership Review Committee shall assess the Chair and Vice Chairs of the ASI Board of Directors to determine whether they are adequately fulfilling their duties.
- (1) The committee shall be composed of four (4) Directors of the Board, the Faculty Representative, the University President Representative, the Executive Director or designee, and the Chief Campus Relations Officer.
 - (2) The Board Leadership Review Committee shall convene at least once during the Fall Term before Week 11.

Clause 10. Appointments

- a. The ASI 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. Refer to ASI Policy for additional information on appointments.

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Clause 11. The ASI Board of Directors may authorize any officer, agent, or director to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Refer to ASI Policy for more information.

- a. The ASI Board of Directors may establish an ad hoc committee to act on behalf of the ASI Board of Directors in making contracts for up to \$10,000 when the ASI Board of Directors is unable to establish quorum. The ad hoc committee shall consist of the ASI President, the Vice Chair/Treasurer of the Board of Directors, five Directors, and the ASI Executive Director.

Clause 12. The Board may override any presidential veto by a two-thirds vote within fourteen (14) legal days of the veto.

Section 3. **TERM OF OFFICE** Directors shall serve a one-year term. Directors elected to fill a vacancy shall serve the remainder of the original term.

Clause 1. A full-year term following the general election shall commence on June 1 and end on the following May 31.

Section 4. **CONDUCT**

Clause 1. All communication and behavior of Board of Directors members shall demonstrate a high degree of ethics and professionalism, which includes but is not limited to purposefulness and respect, especially when general students or guests are attending the Board of Directors meetings.

- a. During the Board of Directors trainings the Board shall set behavioral norms for the Board of Directors meetings, including but not limited to preparedness and the use of electronic devices, which will be enforced by the Board of Directors Chair.

Clause 2. All Directors shall be held accountable for the conduct and responsibilities of the Board of Directors as stated in ASI Policy.

Section 5. **RESIGNATION** In the event a Director should resign, written notice of their resignation should be submitted to the ASI Board of Directors Chair.

Section 6. **VACANCIES**

Clause 1. A vacancy on the ASI Board of Directors exists in the case of death, resignation, removal 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:

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- I. Failure to meet academic qualification
 - (1) A Director shall be removed from office if at any time during tenure in office they fail to meet the academic qualifications as set forth in Article XII of these Bylaws or in current directive(s) from the Chancellor's office.

- II. Failure to perform prescribed duties of the office as stated in ASI Bylaws and ASI Policy.

- III. Failure to meet attendance requirements
 - (1) Directors are charged with the specific trust of representing their student constituency. Failure to attend regularly scheduled ASI Board of Directors meetings and/or meetings of the committee or council in which they are assigned without showing due cause (defined Article II, Section 4, Clause 5) shall be considered a violation of that trust and grounds for removal from office.
 - (2) two consecutive ASI Board of Directors meetings,
 - (3) two consecutive meetings of the standing committee to which they are assigned,
 - (4) two consecutive meetings of the council to which they are assigned,
 - (5) three ASI Board of Directors meetings, or a total of three meetings of the committees
 - (6) or councils to which they are assigned.

- IV. Violation of the CSU Student Code of Conduct; or

- V. Gross abuse of authority or discretion
 - (1) The Board of Directors 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. Directors are appointed per ASI Policy.

Clause 5. Appeals

- a. A Director can appeal their removal by the next regularly scheduled ASI Board of Directors meeting immediately following the Director's removal. Appeals must be submitted in writing. Reinstatement requires a three-fourths vote of the ASI Board of Directors.

Section 7. MEETINGS (pursuant to Education Code Sections 89305 to 89307.4)

- Clause 1. The ASI Board of Directors and all of its committees, the Titan Student Centers Board of Trustees and its sub-committees, and all funding councils shall conduct their business in duly noticed public meetings and are required to comply with all provisions of the Gloria

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Romero Open Meetings Act (Education Code Sections 89305 to 89307.4) as outlined in these Bylaws. Any person may attend any of these meetings except as otherwise outlined in section 89305.1(b)(1)(B)(i)-(iv) of the California State Education Code.

Clause 2. Regular Meetings

a. All meetings shall be in accordance to ASI Policy.

b. Schedule

I. The ASI Board of Directors shall hold regular meetings on Tuesdays throughout the academic year beginning with the first week of instruction.

II. Standing committees shall hold regular meetings throughout the academic year.

III. All funding councils shall establish annually a schedule for regular meetings at their first meeting of the academic year and post notice and agenda for such regular meetings as required hereinafter.

c. Written Notice /Agenda

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. Closed Meetings

a. The ASI Board of Directors, committee, or funding council may hold a closed meeting from which the public is excluded only.

Clause 4. Special Meetings

a. Special meetings of the ASI Board of Directors may be called by the Chair or by a majority of the members of the ASI Board of Directors.

b. Special meetings of a standing committee may be called by the Chair of the committee or by a majority of the members of the committee.

c. Notice

A special meeting may be called by providing written notice at least twenty-four (24) hours prior to the meeting. Notice will be given electronically to all parties directly affected and included on the ASI Website.


I. Such notice shall specify the time and place of the special meeting and a brief description of each item of business to be transacted.

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II. No other business shall be considered at these meetings.

d. Emergency Meetings

In the 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) hour notice requirement and/or the twenty-four (24) hour posting requirement of this section so long as the ASI Board of Directors provides a minimum of one-hour notification by telephone (if telephone services are functional) to the public media and complies with Education Code Sections 89306.5(c) and (d). Please also refer to ASI Policy Concerning Board of Directors Operations for additional information.

 Clause 5. Quorum and Voting Privileges

- a. A quorum shall be present at all regular and special meetings for the official transaction of business.
- b. A quorum shall consist of a majority of the Directors.
- c. In order to be counted in quorum and vote, a Director 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 for that meeting.

 Section 8. **ACTION**

Clause 1. The ASI Board of Directors, committees, and funding councils 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. Refer to ASI Policy for more information.

Clause 2. Any action taken by the ASI Board of Directors excluding internal committee appointments and election of the Chair and Vice Chair of the ASI Board of Directors must be submitted to the ASI President for approval. Action becomes effective upon the signature of the ASI President or within nine (9) legal days if not vetoed in writing. The ASI Board of Directors may override any presidential veto by a two-thirds vote within fourteen (14) legal days of the ASI Board of Directors' written receipt of a veto.

 Section 9. **CHAIR OF THE ASI BOARD OF DIRECTORS**

Clause 1. Election and term of office

- a. The ASI Board of Directors shall elect, by a majority vote a Director who will serve as Chair.

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- b. The Chair will be elected at the first meeting in June and shall serve from that meeting through May 31. The ASI President shall serve as Chair in the absence of the Chair and Vice Chairs.
- Clause 2. The Chair shall appoint each member of the ASI Board of Directors to serve on at least one ASI Standing Committee or act as a liaison to one of the following: Titan Student Centers (TSC) Board of Trustees standing committees, ASI Programming Boards (AICA,TTF, ASIP), funded councils (the Inter Fraternity Council, the Multicultural Greek Council, the National Panhellenic Council, Panhellenic, the Resident Student Association), or a funding council (the Black Student Union, CSICC, Mesa Cooperativa, SCICC) no later than three (3) legal business days before the first meeting of the fall and spring semesters except the Audit Committee. Members of the ASI Board of Directors to serve on the Audit Committee shall be appointed by the ASI Board of Directors.
- Clause 3. The Chair shall appoint the required number of Directors on any ASI ad hoc committee.
- Clause 4. The Chair, working with the Vice Chairs and the Director of Leader and Program Development, shall be charged with developing a curriculum to be discussed at Board of Directors retreats, additional board development training, and other internal issues related to the board.
- Clause 5. The Chair shall serve as an ex-officio member of all ASI committees except the Audit Committee and the Board Leadership Review Committee.
- Clause 6. The Chair or a Director designated by the Chair shall serve as representative of the ASI Board of Directors on the Titan Student Centers Board of Trustees, the Student Athletics Advisory Council and the Academic Senate. The Chair or the Chair's designee shall serve for one year or the duration of the position providing they remain a member of the ASI Board of Directors during that period. If the ASI Board of Directors representative is unable to complete his or her term, the Chair shall select a representative to complete the vacated position within ten days after the position is declared vacant.
- Clause 7. The Chair shall be responsible for maintaining communication with the Executive Officers, Titan Student Centers Board of Trustees Officers, and chairs of programming board, funded, and funding councils.
- Clause 8. The Chair shall be responsible for setting guidelines for Director's College Reports and Executive Senate Reports.
- Clause 9. The Chair shall direct the work of the Vice Chair/Secretary and Vice Chair/Treasurer.
- Clause 10. The Chair shall be responsible for holding board members accountable for their goals.
- Clause 11. Removal of the Chair shall occur by a two-thirds vote of the ASI Board of Directors or in the event that the Chair loses his or her position as Director.
- Clause 12. In the event the Chair should resign, a written notice of his or her resignation shall be submitted to the ASI President and to the ASI Board of Directors.

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- Clause 13. In the event of a vacancy in the position of Chair through resignation, removal, recall, ineligibility, or death, the Vice Chair/Secretary shall assume the position of the Chair, and a new Vice Chair shall be elected by the Board of Directors at the following meeting at which the vacancy is announced.

Section 10. VICE CHAIR/SECRETARY OF THE ASI BOARD OF DIRECTORS

- Clause 1. Election and term of office
- a. The ASI Board of Directors shall elect by a majority vote a Director who shall serve as Vice Chair/Secretary for the ASI Board of Directors.
 - b. The Vice Chair/Secretary will be elected at the first meeting in June shall serve from that meeting through May 31.
- Clause 2. The Vice Chair/Secretary shall preside in the absence of the Chair.
- Clause 3. The Vice Chair/Secretary shall serve as the Chair of the Governance Committee.
- Clause 4. The Vice Chair/Secretary shall assist the Board of Directors Chair with enforcing bylaws and policies.
- Clause 5. The Vice Chair/Secretary shall maintain regular communication with the ASI Board of Directors Chair, the Executive Officers, and the Titan Student Centers Board of Trustees Officers.
- Clause 6. The Vice Chair/Secretary shall assist the Board of Directors Chair in developing a curriculum to be discussed at Board of Directors retreats, additional board development training, and other internal issues related to the board.
- Clause 7. The Vice Chair/Secretary shall be responsible for certification of all records of the Board of Directors when requested and to execute documents on behalf of the Board as required for legal documents.
- Clause 8. Removal of the Vice Chair/Secretary shall occur by a two-thirds vote of the ASI Board of Directors or in the event that the Vice Chair/Secretary loses their position as Director.
- Clause 9. In the event the Vice Chair/Secretary should resign, a written notice of their resignation shall be submitted to the Chair and to the ASI Board of Directors.
- Clause 10. In the event of a vacancy in the position of Vice Chair/Secretary through resignation, removal, recall, ineligibility, or death, a new Vice Chair/Secretary shall be elected at the meeting at which the vacancy is announced.

Section 11. VICE CHAIR/TREASURER OF THE ASI BOARD OF DIRECTORS

- Clause 1. Election and term of office
- a. The ASI Board of Directors shall elect by a majority vote a Director who shall

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serve as Vice Chair/Treasurer for the ASI Board of Directors.

- b. The Vice Chair/Treasurer will be elected at the first meeting in June shall serve from that meeting through May 31.

- Clause 2. The Vice Chair/Treasurer shall present monthly, or as needed, to the ASI Board of Directors a detailed report of the financial conditions of ASI. The report will include budget language implementation, any outstanding debt owed to ASI, any line item transfers performed by the Vice Chair/Treasurer or the Finance Committee, and the current balance of the Contingency Account.

- Clause 3. The Vice Chair/Treasurer shall serve as the Chair of the Finance Committee.

- Clause 4. The Vice Chair/Treasurer shall oversee the budget development for the next fiscal year with the assistance of the Director of Finance and maintain regular communication with the student leaders who oversee a budget within ASI.

- Clause 5. The Vice Chair/Treasurer shall maintain regular communication with the Board of Directors Chair, Executive Officers, and Titan Student Centers Board of Trustees Officers.

- Clause 6. The Vice Chair/Treasurer shall assist the Board of Directors Chair in developing a curriculum to be discussed at the Board of Directors retreats, additional board development training, and other internal issues related to the Board.

- Clause 7. The Vice Chair/Treasurer shall ensure compliance with the financial policies of ASI.

- Clause 8. The Vice Chair/Treasurer shall be responsible for reporting the fiscal budget recommendations of the Finance Committee and the Titan Student Centers Board of Trustees to the ASI Board of Directors on or before the first meeting in April of each fiscal year.

- Clause 9. The Vice Chair/Treasurer shall assume the duties of the Vice President of Finance on June 1, 2017

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ARTICLE V

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) shall be the Chief Executive Officer and shall act as head of the ASI Government and shall appoint, subject to approval of the majority of the Board of Directors, all Executive Officers identified in Clause 2, Section 1 (c through f) of Article IV.
- Clause 2. The President shall be an ex-officio member of all ASI committees except the Audit Committee.
- Clause 3. The President shall submit a budget proposal to the Finance Committee of the ASI Board of Directors on or before the second meeting in March of each fiscal year.
- Clause 4. In the event the ASI Board of Directors has not elected a Chair or Vice Chairs, the President shall serve as Chair until a majority of said Board has elected a Chair or Vice Chairs. In serving as Chair, the President shall not be eligible to vote.
- Clause 5. The President shall execute the resolutions and policies passed by the ASI Board of Directors.
- Clause 6. The President shall appoint ASI program directors and be directly responsible for their activities.
- Clause 7. The President or designee shall be responsible for chairing the Instructionally Related Activities (IRA) committee.
- Clause 8. The President or designee shall serve as a voting member on the CSU Fullerton's Academic Senate.
- Clause 9. The President shall serve as a voting or non-voting member on the California State Student Association Board.
- Clause 10. The President or designee shall maintain communication with all CSU Fullerton's partners and auxiliaries. They shall serve as a board member or ASI representative on university boards they are invited to, which may include the President's Advisory Board, The California State University, Fullerton Philanthropic Association, the Alumni Association, and the Auxiliary Services Corporation.

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- Clause 11. The President shall maintain relationships with campus partners, and are encouraged to meet regularly with the University President, Provost, Vice President of Student Affairs, the Director of Athletics, and the Chief of Police.
- Clause 12. The President shall possess the power of veto over all actions of the ASI Board of Directors excluding internal committee appointments and internal elections. Action becomes effective upon the signature of the President or in nine (9) legal days if not vetoed in writing. The ASI Board of Directors may override a veto by a two-thirds vote within fourteen (14) legal days of veto.
- Clause 13. The President shall have the authority to remove any or all executive appointments.
- Clause 14. All official actions of the President shall be written in the form of Executive Orders as outlined in the ASI Policy Concerning Corporate Management.
- Clause 15. If the President resigns, a written notice of his or her resignation shall be submitted to the ASI Board of Directors and to the ASI Vice President.
- Clause 16. In the event of a vacancy in the office of the President, the vacancy shall be filled by the ASI Vice President who shall appoint a new ASI Vice President subject to approval by a majority vote of the ASI Board of Directors.

Section 3. ASI VICE PRESIDENT

- Clause 1. In the event of the absence or disability 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 fulfill all duties and responsibilities that are assigned by the President and are consistent with these bylaws.
- Clause 3. The Vice President shall be responsible for ASI programs, including, ASI Production, Titan Tusk Force, Association for InterCultural Awareness, and Street Team Commission.
- Clause 4. The Vice President shall chair the Executive Senate Committee.
- Clause 5. The Vice President shall serve as an ex-officio member of all ASI committees except the Audit Committee.
- Clause 6. The Vice President or designee shall be responsible for the recognition of student leaders within ASI.
- Clause 7. If the Vice President resigns, a written notice of the resignation shall be submitted to the President and to the Chair of the Board of Directors.

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- Clause 8. In the event of a vacancy in the office of the Vice President, the President shall appoint a Vice President subject to approval by a majority vote of the ASI Board of Directors.

Section 4. EXECUTIVE OFFICER APPOINTMENTS AND VACANCIES

- Clause 1. The following Executive Officers shall be appointed by the President: Chief Campus Relations Officer, Chief Governmental Officer, and Chief Communications Officer.
- Clause 2. All appointed Executive Officers shall perform all duties as provided for in the Bylaws and as instructed by the President.
- Clause 3. All appointed Executive Officers have the responsibility to regularly inform the ASI Board of Directors of any and all of their official activities.
- Clause 4. In the event that any appointed Executive Officer should resign, a written notice of their resignation shall be submitted to the President and to the ASI Board of Directors.
- Clause 5. 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. CHIEF CAMPUS RELATIONS OFFICER

- Clause 1. The Chief Campus Relations Officer shall maintain correspondence within on-campus issues and the campus climate.
- Clause 2. The Chief Campus Relations Officer shall serve as the Chair of the University Affairs Commission and is responsible for facilitating on-campus advocacy initiatives.
- Clause 3. The Chief Campus Relations Officer shall make recommendations to the President to appoint students to university-wide committees and search committees, and oversee the President Appointee Commission.
- Clause 4. The Chief Campus Relations Officer oversees the Environmental Sustainability Commission.
- Clause 5. The Chief Campus Relations Officer may serve as the President's designee for the CSU Fullerton's Academic Senate.

Section 6. CHIEF GOVERNMENTAL OFFICER

- Clause 1. The Chief Governmental Officer shall maintain correspondence with the university's Government Relations Department and local, state, and federal elected officials and

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government agencies.

- Clause 2. The Chief Governmental Officer may be appointed by the President as the voting or non-voting member of the California State Student Association Board of Directors.
- Clause 3. The Chief Governmental Officer shall conduct in-district lobby visits to the Fullerton Delegation.
- Clause 4. The Chief Governmental Officer oversees the Lobby Corps Commission.

Section 7. CHIEF COMMUNICATIONS OFFICER

- Clause 1. The Chief Communications Officer shall be responsible for effectively communicating and distributing ASI initiative through multiple media outlets.
- Clause 2. The Chief Communications Officer shall be responsible for ASI public relations in conjunction with ASI Communication and Marketing Department.
- Clause 3. The Chief Communications Officer oversees the Communications Commission and the Community Engagement Commission.

Section 8. PRESIDENT-ELECT

- Clause 1. The President-elect may present the presidential appointments that require confirmation from the incumbent ASI Board of Directors by the final meeting of the year.
- Clause 2. In the event of a vacancy in the position of President-elect, the Vice President-elect shall become President-elect and shall appoint a new Vice President-elect subject to approval by a two-thirds majority vote of the incumbent ASI Board of Directors.
- Clause 3. In the event of a vacancy in the position of the Vice President-elect, the President-elect shall appoint a new Vice President-elect subject to approval by a two-thirds majority vote of the incumbent ASI Board of Directors.

Section 9. POWERS

- Clause 1. The ASI President shall make recommendations to the ASI Board of Directors on the establishment of ASI commissions. ASI Commissions are charged with leading advocacy, programming, and outreach efforts on behalf of ASI.
 - a. All members of ASI Commissions shall be appointed by the President. The President shall also appoint all ASI Commission Leaders with the approval of the Board of Directors.
 - b. ASI Commissions shall advocate on behalf of students with prior approval

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by majority vote of the Board of Directors.

- c. ASI Commissions shall include the: Communications Commission, Community Engagement Commission, Environmental Sustainability Commission, Lobby Corps Commission, Presidential Appointees Commission, Street Team Commission, and University Affairs Commission.
- I. The Communications Team focuses on planning and implementing strategies, campaigns and events that communicate information about the ASI to the student body and campus community. The Communications Commission shall be composed of the following: the Chief Communications officer who shall serve as the Communications Commission Leader, one (1) Events Coordinator, one (1) Campus Outreach Coordinator, and one (1) Social Media and Marketing Coordinator.
- II. The Community Engagement Commission shall be responsible for enhancing the university's reputation within the community by broadcasting the positive contributions of students, clubs, and organizations on campus, building positive working relationships with community leaders and residents by attending pertinent public and town hall meetings, and working closely with CSUF students, faculty members, clubs, and organizations on campus to promote their philanthropic and commendable contributions to the community. The Community Engagement Commission shall be composed of the following: one (1) Community Engagement Commission Leader and three (3) coordinators.
- III. The Environmental Sustainability Commission shall be responsible for raising awareness of environmental and sustainability issues on campus, developing events and programs, advocating for the inclusion of sustainability best practices within the context of ASI's operations and corporate responsibility, and serving as a liaison between interested student groups and ASI. The Environmental Sustainability Commission shall be composed of the following: one (1) Environmental Sustainability Commission Leader, one (1) Waste & Energy Coordinator, one (1) Programming Coordinator, one (1) Promotions Coordinator, and at least three (3) students at large. At least one (1) member of the Board shall serve on the Environmental Sustainability Commission.
- IV. The Lobby Corps Commission shall be responsible for advocating on behalf of student interests on all levels of governance affecting higher education and other public policy issues, planning and implementing programs and events that educate about policy issues and engage students and the campus community in advocacy efforts, and facilitating campaigns on issues of student interests and mobilize support of the CSUF student body, campus community, and beyond. The Lobby Corps Commission shall be composed of the following: the Chief Governmental Officer who shall serve as the Lobby Corps Commission Leader, one (1) Advocacy Coordinator, one (1) Events Coordinator, one (1) Promotions

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Coordinator, and at least three (3) students at large. At least one (1) member of the Board of Directors, and the Titan Student Centers Board of Trustees Chair or designee shall serve on the Lobby Corps Commission.

- V. The Presidential Appointees Commission is the program that coordinates the appointment, development, and monitoring of students serving on Academic Senate and University Wide Committees. The Presidential Appointees Commission shall be composed of the following: one (1) Presidential Appointees Commission Leader and all other ASI Presidential Appointees to university wide committees.
 - VI. The ASI Vice President shall be responsible for promoting the ASI Scholarship program, overseeing the review of submitted applications, and awarding students.
 - VII. The Street Team Commission shall be responsible for providing on-campus student involvement and leadership growth opportunities through weekly meetings and events, while supporting a variety of ASI teams including but not limited to Association for InterCultural Awareness (AICA), ASI Productions, and Titan Tusk Force. The Street Team Commission shall be composed of the following: one (1) Street Team Commission Leader, one (1) Programming Coordinator, and at least three (3) students at large.
 - VIII. The University Affairs Commission shall be responsible for advocating on behalf of students for campus issues. The University Affairs Commission shall be composed of the following: the Campus Relations Officer who shall serve as the University Affairs Commission Leader, and at least one (1) member of the Board shall serve on the University Affairs Commission.
- Clause 2. The ASI President shall make recommendations to the ASI Board of Directors on the establishment of ASI Programming Boards. ASI Programming Boards are charged with programming and outreach efforts on behalf of ASI.
- a. All members of ASI Programming Boards shall be appointed by the President. The President shall also appoint all ASI Programming Board Leaders with the approval of the Board of Directors.
 - b. ASI Programming Boards shall include the: ASI Productions and Titan Tusk Force.
 - I. ASI Productions focuses on planning and implementing campus entertainment centered on social, cultural, and educational topics through a wide selection of frequent events and large scale productions. ASI Productions shall be composed of the following: one (1) Director, one (1) Sunday Series Coordinator, one (1) Pub Monday/Tuesday Coordinator, one (1) Wednesday Concert Coordinator, one (1) Pub Thursday Coordinator, one (1) Films Coordinator, one (1) Fall/Spring Concert Coordinator, and two (2) Union and

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Special Programming Coordinators.

- II. Titan Tusk Force focuses on planning and implementing spirited events centered on Titan Pride, while also promoting and supporting Athletics to build a strong sense of campus unity and identity with CSU Fullerton. Titan Tusk Force shall be composed of the following: one (1) Director, one (1) Athletics Coordinator, one (1) Events Coordinator, and one (1) Marketing and Recruitment Coordinator.

 Section 10. **OFFICE HOURS** Executive Officers shall maintain regular office hours in order to meet with students. Office hours shall be posted publically, consist of at least one hour a week, and be served in the ASI Executive Office. ASI President shall be responsible for the enforcement of office hours.

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ARTICLE VI

TITAN STUDENT CENTERS BOARD OF TRUSTEES

Section 1. **PURPOSE** The purpose of the Board of Trustees is to establish policies which will assure that the Titan Student Union, Student Recreation Center and the Irvine Fitness Center and student lounge (hereinafter referred to as “Titan Student Centers”) are 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. The Board of Directors establishes the Titan Student Centers Board of Trustees in order to develop and adopt operating policies to govern the operation of the facilities and programs of the Titan Student Centers.
- Clause 2. The Board of Trustees delegates the responsibility for the daily operation of the Titan Student Centers to the ASI Executive Director. The ASI Executive Director appoints and supervises the staff of the Titan Student Centers.
- Clause 3. The ASI Executive Director works closely with the Dean of Students and the Vice President of Student Affairs to assure the relationship the Titan Student Centers has with the educational program of the University.

Section 3. **DUTIES AND RESPONSIBILITIES OF THE BOARD**

- Clause 1. The Board of Trustees participates in the selection of the Associate Executive Director and Titan Recreation Director.
- Clause 2. The Board of Trustees provides the maintenance and general upkeep of the Titan Student Centers facilities.
- Clause 3. The Board of Trustees establishes operating policies including but not limited to: scope of operation, use of facilities and allocation of space.
- Clause 4. Salaries, benefits, and work rules governing employees are determined by the ASI Board of Directors within the framework of rules governing employees of auxiliary corporations established by the State of California.
- Clause 5. The Board of Trustees makes provisions for adequate accounting and auditing procedures for the Titan Student Centers.
- Clause 6. The Board of Trustees prepares an annual budget for the operation of the Titan Student Centers. After the proposed budget is formally adopted by the Board of Trustees, it shall be submitted to the ASI Board of Directors for appropriate action. Following approval by the ASI Board of Directors, the budget is submitted to the University President for final approval.

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- Clause 7. The Board of Trustees establishes standing committees necessary for the operation of the Titan Student Centers and defines their powers and responsibilities.
- Clause 8. Student members of the Board of Trustees may not be employed by the Associated Students, CSUF, Inc.
- Clause 9. Student members of the Board of Trustees will conduct one (1) hour a week of office hours. Office hours shall be made available to the student population by being posted on the outside of the office.

Section 4. MEMBERS OF THE BOARD OF TRUSTEES

- Clause 1. The Board of Trustees consists of voting and nonvoting members. Voting members of the Board of Trustees:
- a. Student Members:
 - I. ASI President or designee
 - II. ASI Board of Directors Chair or designee
 - III. Resident Student Association President or designee
 - IV. Ten (10) Student Trustees
 - b. University Members:
 - I. A Faculty Representative
 - II. Alumni Representative
 - III. University Presidential Appointee
- Clause 2. Non-Voting Members:
- a. University Members
 - I. Vice President for Student Affairs or designee
 - II. Vice President for Administration and Finance or designee
 - b. ASI Staff Members
 - I. Associate Executive Director
 - II. Director, Titan Recreation
 - III. Associate Director, Titan Student Union
 - IV. Associate Director, Marketing and Communications

- Clause 3. No voting proxy is allowed at any Board of Trustees or committee meetings.

Section 5. SELECTION AND TERM OF OFFICE

- Clause 1. **Student Membership and Length of Service** The following students hold membership and term by virtue of their office:
- a. ASI President or designee
 - b. ASI Board of Directors Chair or designee
 - c. Resident Student Association President or designee
 - d. Ten (10) Student Trustees elected by the student body to serve one-year terms.
- Clause 2. University Membership
- a. Faculty Representatives appointed by the Academic Senate, serving two-year

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terms.

- b. The University Presidential Appointee appointed by the University President annually for a one-year term.
- c. The Alumni Representative appointed by Alumni Association annually for a one-year term.
- d. Vice President for Student Affairs (or designee) serves by virtue of their office.
- e. Vice President for Administration and Finance (or designee) serves by virtue of their office.

Clause 3. Except as noted, the term of office runs from June 1 to May 31.

Section 6. VACANCIES

Clause 1. The Board of Trustees Chair is responsible to notify the Board of any vacancy on the Board and/or standing committees. While a vacancy exists, the Chair makes progress reports to the Board at its regularly scheduled meetings.

- a. Student Trustees positions: In the event of a vacancy of one of the Student Trustees positions, the Board of Trustees Chair presents to the Board of Trustees a fair and open process to fill the vacancy. The Board of Trustees Chair makes a recommendation to the Board of Trustees for a replacement.
- b. Other Positions: In the event of a vacancy of any other position, the Board of Trustees Chair works with the appropriate agent to secure a replacement.

Section 7. ABSENCES

Clause 1. Attendance is defined as being present prior to the announcement of unfinished business and remaining until the scheduled ending time for the meeting.

Clause 2. Board of Trustees members are allowed no more than two unexcused absences from the Board of Trustees and standing committee meetings each semester. Excused absences are granted for due cause.

Clause 3. The Board of Trustees Chair refers to the removal process when any Student Trustees member with two or more unexcused absences to the Board of Trustees meeting for possible dismissal.

Clause 4. The Board of Trustees Chair is responsible for all attendance matters, including committee meeting attendance.

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Section 8. BOARD OF TRUSTEES OFFICERS The Board of Trustees has three officers: Chair, Vice Chair for Facilities, and Vice Chair for Operations.

- Clause 1. The three (3) Board of Trustees Officers are elected by the Board of Trustees on their first meeting on June 1. The officers must have membership on the Board of Trustees for the upcoming academic year.
- Clause 2. Elections are by roll call vote from nominations made by the Board of Trustees members.
- Clause 3. Officers are elected to serve a term beginning on June 1 and ending on May 31 of the following year.
- Clause 4. Officers may be recalled by a two-thirds vote of the total voting membership subject to at least two (2) weeks in advance. Notice must be given at the meeting prior to a recall vote.
- Clause 5. In the event of a vacancy of one of the officers, an election is held at the next Board of Trustees meeting.
- Clause 6. In the event of a vacancy or absence of the Board of Trustees Chair, the Vice Chair for Operations will serve as Chair. In the event of absences or vacancies by the Board of Trustees Chair and the Vice Chair for Operations, the Vice Chair for Facilities will serve as Chair. In the event of vacancies by all three officers, the Associated Students, CSUF, Inc. Board of Directors Chair shall serve as Chair the Board of Trustees until an election for a new Chair can be held.

Section 9. CHAIR

- Clause 1. Prepares agendas and presides over all Board of Trustees meetings.
- Clause 2. The Chair shall be responsible for maintaining communication with the Board of Directors Chair and the Executive Officers.
- Clause 3. Maintains a close working relationship with the ASI Executive Director, ASI Associate Executive Director, ASI Director of Administration, ASI Finance Director, and Director of Titan Recreation.
- Clause 4. Coordinates Board of Trustees member training and annual goals in conjunction with ASI Executive Director, ASI Associate Executive Director and Titan Recreation Director.
- Clause 5. The Chair shall appoint each Student Trustee to serve on at least one Titan Student Centers Board of Trustees Committee, Facilities or Operations, no later than three (3) legal business days before the first Titan Student Centers Board of Trustees meeting of

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the fall and spring semester.

Clause 6. The Chair shall direct the work of all the Vice Chairs.

Clause 7. In consultation with other Titan Student Centers Board of Trustees Vice Chairs, prepares and administers Board of Trustees budget.

Section 10. VICE CHAIR FOR FACILITIES

Clause 1. The Vice Chair for Facilities shall be responsible for reporting all recommendations of the Facilities Committee to the Titan Student Centers Board of Trustees.

Clause 2. The Vice Chair for Facilities shall appoint a Student Trustee committee member to serve as Marketing Liaison.

- a. The Marketing Liaison shall be appointed by the Vice Chair of Facilities through a fair and transparent process that is established by the Vice Chair.
- b. The Marketing Liaison shall work with the ASI Chief Communications Officer and Associate Director of Marketing and Communication.
- c. The Marketing Liaison shall make a report during the Facilities Committee and inform the committee on marketing campaigns occurring within or regarding the Titan Student Centers.
- d. The Marketing Liaison shall serve as the Titan Student Centers voice on all areas concerning marketing efforts.
- e. The Marketing Liaison shall execute projects assigned by the Vice Chair for Facilities and Chair of the Titan Student Centers Board of Trustees.

Clause 3. Serves as Chair of the Facilities Committee.

Clause 4. The Vice Chair for Facilities shall maintain regular communication with the Board of Trustees Chair.

Clause 5. Serves as non-voting ex-officio on all other committees.

Section 11. VICE CHAIR FOR OPERATIONS

Clause 1. The Vice Chair for Operations shall be responsible for reporting all recommendations of the Operations Committee to the Titan Student Centers Board of Trustees.

Clause 2. The Vice Chair for Operations shall appoint a Student Trustee committee member to serve as Programing Liaison.

- a. The Programing Liaison shall be appointed by the Vice Chair of Operations through

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a fair and transparent process that is established by the Vice Chair.

- b. The Programing Liaison shall work with the ASI Union and Special Programing Coordinator and ASI Coordinator for Leader and Program Development to implement programming efforts within the Titan Student Centers.
- c. The Programing Liaison shall make a report during the Operations Committee and inform the committee on programing efforts occurring within or regarding the Titan Student Centers.
- d. The Programing Liaison shall serve as the Titan Student Centers contact on all areas concerning programing efforts.
- e. The Programing Liaison shall execute projects assigned by the Vice Chair for Operations and Chair of the Titan Student Centers Board of Trustees

Clause 3. Serves as Chair of the Operations Committee.

Clause 4. The Vice Chair for Operations shall maintain regular communication with the Board of Trustees Chair.

Clause 5. Serves as non-voting ex-officio on all other committees.

Section 12. QUORUM

Clause 1. A majority of the filled voting positions of the Board of Trustees constitutes a quorum.

Section 13. FACILITIES COMMITTEE

Clause 1. The Facilities Committee is responsible for oversight of the overall structural needs of the facilities of the Titan Student Centers including building changes, capital purchases, office space allocation, marketing efforts, space designation, planning of future projects, and bylaw recommendations. The Committee makes a formal recommendation to the Board of Trustees on all actions.

Clause 2. The Committee shall be composed of the Chair, Vice Chair for Facilities, three (3) student trustees, ASI President or designee, RSA President or designee and ASI Board of Directors Chair or designee, as voting members. The ASI Associate Executive Director, Associate Director of Titan Student Union, Director of Titan Recreation, and Associate Director of Marketing and Communication as non-voting members.

Section 14. OPERATIONS COMMITTEE

Clause 1. The Operations Committee is responsible for oversight of the overall operations of the Titan Student Centers including the development and evaluation of programs and services, acquisition of student art, operations of the Titan Student Centers food services, the budget, fee assessments (user fees, room rental fees, and other such fees charged by the Titan Student Centers), line item transfers, operating hours, and bylaw recommendations. The Committee makes a

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formal recommendation to the Board of Trustees on all actions.

Clause 2. The Committee shall be composed of the Chair, Vice Chair for Operations, three (3) student trustees, ASI President or designee, RSA President or designee and ASI Board of Directors Chair or designee, as voting members. The ASI Associate Executive Director, Director of Titan Recreation, Associate Director of Titan Student Union, and Associate Director of Marketing and Communication, as non-voting members

Section 15. **BYLAW RECOMMENDATIONS** The Board of Trustees bylaw changes may be recommended, or new guidelines suggested at any meeting of the Board of Trustees by a two-thirds vote of the membership. All recommendations are subject to approval of the Associated Students Inc. Board of Directors.

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ARTICLE VII

ELECTIONS: GENERAL

Section 1. ELECTIONS SCHEDULE

- Clause 1. Election of the President, Vice President, Board of Directors, and Titan Student Centers Board of Trustees shall be held Tuesday through Wednesday, two weeks prior to Spring Recess.
- Clause 2. Public notice of an election must be given to student body no later than ten (10) legal days prior to the election. The notice shall specify the place(s), the legal day(s), the hours of such elections, and the general nature of the issue(s) to be decided.

Section 2. VOTING PROCEDURES

- Clause 1. Voting will open at 8:00 A.M. on the first polling day of elections until 8:00 P.M. on the final day.
- Clause 2. A candidate must use their name on record with the University on the ballot. The order of the candidates appearing on the ballot shall be in alphabetical order.
- Clause 3. Each student shall be required to authenticate their eligibility to vote by entering their CSU Fullerton credentials on the voting website.
- Clause 4. When voting for a candidate for the ASI Board of Directors in an election, voters shall be limited as follows:
 - a. A student with a single declared major or multiple declared majors within the same academic college shall be allowed to cast a single ballot in that academic college.
 - b. A student with multiple declared majors in different academic colleges shall only be allowed to cast a single ballot in one of the colleges in which they are enrolled.
 - c. An undeclared student shall be allowed to cast a single ballot in only one academic college of their choice.
 - d. Students that are not declared in the College of Education shall not be able to cast a ballot in the College of Education, no matter if they are active members of a club that is a member of the Education ICC.
 - e. A student will vote on a single ballot for up to two (2) candidates from the academic college in which they are enrolled.
- Clause 5. When voting for the President and Vice President, a student will vote on a single ballot for one (1) candidate team.

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Clause 6. When voting for the Titan Student Centers Board of Trustees members, a student will vote on a single ballot for up to ten (10) positions.

Section 3. DETERMINING WINNERS

Clause 1. The Instant Run-Off Voting method simulates an election with multiple run off rounds until a candidate receives majority. The Instant-Runoff Voting method will be used to count the votes. On the ballot, voters will rank candidate teams, Board of Director candidates, and Board of Trustees candidates in order of most preferred to least preferred.

Clause 2. President and Vice President

- a. The winners shall be the candidate team who receives a majority of votes in the regular election. A majority shall be defined as 50% plus one individual vote of the total votes cast.
- b. If no candidate team receives a majority of votes in the regular election, the candidate team with the fewest votes shall be eliminated and an instant runoff will occur, as defined by the Instant-Runoff Voting method (see Clause 5). The eliminated candidate team's votes are transferred to the other candidate team(s), depending on each voter's preference as stated on their ballot. A runoff election will be simulated with the new vote totals. This process will repeat until a candidate team receives a majority of votes.

Clause 3. ASI Board of Directors

- a. The winners shall be the two (2) candidates from each college who receive the most votes.
- b. If two candidates tie for second place, the candidate(s) with the fewest votes shall be eliminated and as instant runoff will occur, as defined by the Instant-Runoff Voting method. The eliminated candidate(s) votes are transferred to the other candidates, excluding the candidate that received the highest vote total, depending on each individual voter's preference as stated on their ballot. The winner shall be determined by a simulated election based on the new voting totals.

Clause 4. Titan Student Centers Board of Trustees

- a. The winners shall be the ten (10) candidates who receive the most votes.
- b. If multiple candidates tie for tenth place, the candidate(s) with the fewest votes shall be eliminated and an instant runoff will occur, as defined by the Instant-Runoff Voting method. The eliminated candidate's votes are transferred to the other candidates, depending on each individual voter's preference as stated on their ballot. The winners shall be determined by a simulated election based on the new voting totals.

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- Clause 5. At the close of the elections the results will be counted. If there are no pending complaints or appeals, the Elections Director will submit the results to be certified within twenty-four (24) hours. The certification process will include review by the Elections Director, Executive Director or designee, and the Vice President of Student Affairs or designee. Results are only certified after any complaints have been heard by the Elections Judicial Council and appeals have been heard by the Board of Directors.
- a. Once certified, the names of the winners shall be posted outside the ASI Executive Offices, and the results shall be released to the public.
 - b. The posting of the results shall constitute notification of the results to all candidates.

Section 4. **RECOUNTS**

- Clause 1. Recounts may be requested by any candidate for the position in which they are running if there is a reason to believe the count was inaccurate.
- Clause 2. Recounts must be requested before the results have been certified.

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ARTICLE VIII

ELECTIONS TEAM

Section 1. ELECTIONS TEAM

- Clause 1. The Elections Team shall be composed of the Elections Director and two (2) Coordinators. They shall be responsible for promoting ASI Elections and encouraging participation and promotional events for ASI Elections.
- Clause 2. The Elections Team shall encourage students to run prior to the Petition for Candidacy form due date, promote voter participation prior to and throughout the election, plan and execute ASI Elections events, and have thorough knowledge and understanding of election rules and procedures.
- Clause 3. The Elections Team shall maintain impartiality towards elections and election issues.
 - a. The Elections Team shall not campaign in any election nor publicly support any candidate or cause in any election they are overseeing.
 - b. The Elections Team shall not hold an office within ASI during their term. The Elections Team shall sign an ASI Conflict of Interest Agreement.
 - c. The Elections Team is prohibited from privately discussing elections and election issues except with the ASI Executive Director and the Elections Advisor.

Section 2. ELECTIONS DIRECTOR

- Clause 1. The Elections Director shall oversee ASI Elections.
- Clause 2. The Elections Director shall be accountable for implementing and enforcing all provisions of these Bylaws that pertain to elections.
- Clause 3. The Elections Director shall be charged with the recruitment, oversight, and training of the Elections Coordinators.
- Clause 4. The Elections Director shall chair the Elections Judicial Council.
- Clause 5. If any interpretation or question of the ASI Bylaws is required, the Elections Director shall consult the ASI Executive Director first prior to announcing a decision.
- Clause 6. The Elections Director shall conduct all business related to the election process in compliance with CSU Fullerton policies and State and Federal laws.
- Clause 7. The Elections Director may make a recommendation to the ASI Board of Directors to remove any member(s) from the ASI Elections Team for due cause.

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- Clause 8. The Elections Director is responsible for reassessing and reevaluating current practices pertaining to ASI Elections.
- Clause 9. Following candidate certification, the Elections Director shall provide a report to the ASI Board of Directors summarizing the election and proposing any recommendations for the following year.
- Clause 10. The Elections Director shall submit a budget request for the next fiscal year to the Vice Chair/Treasurer of the Board of Directors in compliance with the established budget process and deadlines.

Section 3. APPOINTMENTS

- Clause 1. The Elections Director shall be appointed by the incumbent President and confirmed by a majority vote of the ASI Board of Directors.
- Clause 2. The Elections Coordinators shall be appointed by the incumbent President, upon recommendation of the incoming Elections Director, and confirmed by a majority vote of the ASI Board of Directors.
- Clause 3. The Elections Director and/or Elections Coordinator(s) may be removed for cause by a two-thirds vote of the ASI Board of Directors.
- Clause 4. In the event of a vacancy in the position of the Elections Director and/or Elections Coordinator(s), the President shall appoint a new Elections Director and/or Elections Coordinator(s) confirmed by a majority vote of the ASI Board of Directors.

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ARTICLE IX
REFERENDUM, SPECIAL ELECTIONS, INITIATIVES,
AND RECALL

Section 1. **ALL REFERENDA, INITIATIVES, AND RECALLS** shall be considered binding if done in coordination with the above processes unless they contradict Federal, State, or local law, the Articles of Incorporation, the ASI Bylaws, or the purpose of the Corporation.

Section 2. **REFERENDUM** The ASI Board of Directors will be empowered to direct the Elections Director to place certain matters, including constitutional changes or business, before the student body.

Clause 1. A majority vote shall be sufficient to enact referenda.

Clause 2. The ASI Board of Directors must designate that a referendum is either binding or non-binding at the time the ASI Board of Directors proposes the referendum to the electorate.

Section 3. **SPECIAL ELECTIONS** will only be held as determined by the ASI Board of Directors. All elections will be held during a general election whenever possible.

Clause 1. Special elections may be called by the Chair of the Board of Directors and held at such times as designated. Such special elections shall be subject to approval by a majority vote of the ASI Board of Directors. Voting for special elections shall normally take place the week designated for the general election.

Clause 2. When a special election is held separate from a general election, the following conditions shall apply:

- b. The availability of the Voting Practices will be identical to that of the most recent previous general election.
- c. Eligibility requirements shall not change.
- d. Winners shall be determined by the same method as noted in Article VII Section 7.
- e. Candidates shall have the seven (7) consecutive calendar days before voting to campaign.

Section 4. **INITIATIVE LEGISLATION** from the student body may be submitted to the ASI Board of Directors in the form of a petition signed by at least 10% of the total membership of the student body. An initiative can either enact new legislation or repeal existing legislation.

Clause 1. The Vice President for Student Affairs shall verify through the Dean of Students Office the enrollment status of all the students whose signature appears on the petition.

Clause 2. After verification, a special election shall be called by the President within fifteen (15) legal days of certification of signatures.

Clause 3. A majority vote in favor of the proposed legislation shall be sufficient to adopt any

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initiative legislation.

Section 5. **RECALL** A member of the ASI Board of Directors, the President, Vice President, or Titan Student Centers Board of Trustees Student Trustee may be removed from the remaining term of office when the following conditions are met:

- Clause 1. A petition stating the desire to remove a Director must be signed by ten percent (10%) of the headcount of the Director's respective academic college. In the case of the President, Vice President or Titan Student Centers Student Trustee, a petition stating the desire to remove that officer must be signed by five percent (5%) of the entire headcount of the University. The petitions must include each petitioner's printed name, Campus Wide ID number, and signature to be considered valid.
- Clause 2. Prior to the gathering of signatures, the leader of the recall drive must state in a letter or in person at an ASI Board of Directors meeting the intent to recall an officer. The petition drive has thirty (30) calendar days from announcement to gather the necessary signatures or the recall fails.
- Clause 3. If the correct number of signatures is gathered, they must be verified by the Office of the Vice President of Student Affairs.
- Clause 4. If the appropriate number of signatures is verified, the President must call a special election within fifteen (15) legal days.
- Clause 5. The availability of the Voting Practices will be identical to that of the most recent previous general election.
- Clause 6. Two-thirds of students voting in a special election must vote to recall the officer for the officer to be removed.

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**ARTICLE X
QUALIFICATIONS
AND CANDIDACY**

Section 1. **GENERAL QUALIFICATIONS** The following qualifications are required of all ASI candidates and officers both elected and appointed:

- Clause 1. **Candidate Residency** Undergraduate student candidates for office must have been enrolled at CSU Fullerton for one semester preceding the election earning a total of at least six (6) semester units during that semester. New graduate students who received a bachelor's degree or credential within the past three (3) years from CSU Fullerton must have earned a total of twelve (12) units during their last year as an undergraduate to be eligible. Graduate student candidates for office must have earned at least six (6) semester units per term of continuous attendance as a new graduate student to be eligible; and
- Clause 2. **Grade Point Average** All student candidates for, or current student officers serving in, an elected or appointed position within ASI must be in good standing, must not be on probation, must have earned a CSU Fullerton semester grade point average of 2.0 and a CSU Fullerton cumulative grade point average of 2.5 for all classes at CSU Fullerton during the semester prior to their candidacy, and must maintain these standards; and
- Clause 3. **Candidate Unit Load** Undergraduate student candidates must maintain at least six (6) semester units per term while running for office. Graduate student candidates must maintain at least three (3) semester units per term while running for office; and
- Clause 4. **Faculty/Staff** A student candidate for office may not be a member of the faculty or staff at CSU Fullerton. Graduate assistants shall not be considered faculty or staff. This does not apply to faculty or staff appointed positions; and
- Clause 5. **Incumbent Unit Load** Undergraduate student officers must earn six (6) semester units of credit per term while holding office. Graduate student officers must earn three (3) semester units of credit per term while holding office; and
- Clause 6. **Incumbent Maximum Allowable Units** Undergraduate student officers are allowed to earn a maximum of 150 semester units or 125 percent of the units required for a specific baccalaureate degree objective, whichever is greater. Graduate student officers are allowed to earn a maximum of 50 semester units. Students holding over the maximum allowable units are no longer be eligible for office.

Section 2. **SPECIFIC QUALIFICATIONS**

- Clause 1. **Students with Undeclared Majors**
 - a. A student with an undeclared major may serve on the ASI Board of Directors representing any academic college of their choice. When running in an election, a candidate for the ASI Board of Directors with an undeclared major must declare by the election filing date the academic college for which they intend to run.

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- b. A student with an undeclared major may not run as a write-in candidate for more than one academic college. A student with an undeclared major running as a write-in candidate must inform the Elections Director in writing of the academic college for which they intend to run. Notification must be made before 5:00 P.M. on Tuesday prior to the start of the election.

Clause 2. Students with Multiple Majors

- a. A student with multiple declared majors in different academic colleges may serve on the ASI Board of Directors representing only one of their academic colleges. When running in an election, a candidate for the ASI Board of Directors with multiple declared majors must declare by the election filing date the academic college for which they intend to run.
- b. A student with multiple declared majors in different academic colleges may not run as a write-in candidate for more than one of their academic colleges. A student with multiple declared majors running as a write-in candidate must inform the Elections Director in writing of the college for which they intend to run. Notification must be made before 5:00 P.M. on Tuesday prior to the start of the election.

Clause 3. Students with Minors

- a. A student with a minor in an academic college different than the academic college of their declared major may be appointed to represent the academic college of the minor on the ASI Board of Directors. An appointment of this nature would be due to a vacancy on the ASI Board of Directors as described in ASI Policy.

Clause 4. Students Interested in Representing the College of Education

A student interested in representing the College of Education does not have to be enrolled in the College but qualifies as a candidate if they meet the general and/or specific qualifications and is part of one of the following groups or programs:

- a. An active member of a club that is a member of the EICC affiliated with the College of Education.

Clause 5. Presidential and Vice Presidential candidates must run as a team. Individual candidates for either office shall not be allowed.

Clause 6. No member of the ASI Board of Directors, the ASI Executive Officers, or the Titan Student Centers Board of Trustees shall serve on any of the ASI funding councils or programs in a position that receives a financial award or scholarship.

Section 3. VERIFICATION The Dean of Students or designee will verify the qualifications of candidates running for office or submitted for approval. The Dean of Students or designee will report to the ASI Executive Director concerning the qualifications of officers, candidates, and ASI Board of Directors. The ASI Executive Director will have the responsibility to report any ineligible officers, candidates, and ASI Board of Directors who don't meet qualifications set forth in these Bylaws and/or directives from the Chancellor's Office.

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Section 4. FILING FOR CANDIDACY

- Clause 1. To be a candidate: a student must submit a “Petition of Candidacy” form declaring to run during an election.
- a. Candidates may run for only one elected position during a single election.
- Clause 2. The “Petition of Candidacy” forms will open at least one month before and are due at 5 P.M. the Monday before the mandatory candidate orientation.
- Clause 3. The Candidate Orientation time, date, and location shall be stated on the Petition for Candidacy forms. All deadlines, meetings, and events will be listed on the candidacy form. The mandatory candidate orientation must occur at least two weeks prior to the general election. Failure to meet all deadlines listed on the Petition for Candidacy form, including the mandatory candidate orientation, will result in removal from the ballot.
- Clause 4. Each candidate shall sign an ASI Conflict of Interest Agreement before campaigning may begin. Failure to sign and submit the conflict of interest agreement form prior to campaigning will result in removal from the ballot.
- Clause 5. A candidate shall be defined as one (1) student who has filed the “Petition for Candidacy” forms, attended the mandatory candidate orientation, and fulfilled the requirements to run for office as stated under Qualifications.
- Clause 6. A candidate team shall be defined as two (2) students whom have filed the “Petition for Candidacy” forms with the intention of running for ASI President and Vice President, attended the mandatory candidate orientation, and fulfilled requirements to run for office as stated in Qualifications.

Section 5. WRITE-IN CANDIDATES

- Clause 1. Write-in candidates may run for any one office of their choice for which an election is being held. Write-in candidates must inform the Elections Director of the office for which they intend to run by completing an Elections Packet and an ASI Conflict of Interest Agreement. These documents must be submitted to the Elections Director before 5:00 P.M. on Tuesday prior to the start of the election.
- Clause 2. Write-in candidates are responsible for complying with all provisions of these Bylaws except for attending the Candidate Orientation.
- Clause 3. Write-in candidates must meet all the qualifications for the office they are running for.
- Clause 4. Write-in candidate’s first and last name must be spelled correctly by the voter for that vote to count.
- Clause 5. Write-in candidates will have the same deadline as all other candidates to submit a photo and statement to the Elections Director to be posted on the information page of the ballot.

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ARTICLE XI

**ENDORSEMENTS, VIOLATIONS, AND
ENFORCEMENT**

Section 1. ENDORSEMENTS

- Clause 1. Students may receive endorsements from clubs and/or organizations. If a candidate wants an endorsement they must receive written consent from clubs and/or organizations. These clubs and/or organizations shall not use any ASI funding to support these candidates.
- Clause 2. Any unit, body, or office of the Associated Students shall be prohibited from promoting or discouraging a vote in favor or against any candidate or candidate team in any election (including recall elections).
- Clause 3. Any unit, body, or office of the Associated Students shall be prohibited from promoting or discouraging a vote in favor or against any proposition in any election.
- Clause 4. Any organization receiving sponsorship or funding from the Associated Students shall be prohibited from spending any Associated Student funds or using any resources to promote or discourage a vote in favor or against any proposition, candidate, or candidate team in any election.
- Clause 5. Individual officials of an organization receiving sponsorship or funding from the Associated Students may express their individual views in support or opposition of a candidate (including themselves) or candidate team. In expressing such views, they may identify themselves as officials of their organization, provided it is clear they are not speaking for the Associated Students, their organization, or the student body as a whole.

Section 2. EXPENSES

- Clause 1. All candidates must submit an Election Expense Report to the Elections Director listing all expenses and donations.
 - a. Copies of all candidates' campaign materials and receipts for expenses (not including donated material) must be submitted with the Election Expense Report.
 - b. Donated material will be reported at fair market value for the items or services.
 - c. Election Expense Reports will be due by 5:00 P.M. on the Tuesday after the election unless otherwise arranged with the Elections Director. These reports shall be placed in a locked box in the Elections Advisor's office area which will be specified in the elections packet.
 - d. Election Expense Reports will be considered public information.

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Section 3. **COMPLAINTS** regarding elections shall be filed electronically on the ASI Website.

- Clause 1. The complaint must be submitted with a valid contact phone number or email. Incomplete or anonymous complaints will not be considered.
 - a. Complainant or designee must appear at the Elections Judicial Council meeting or the complaint will be dismissed.
- Clause 2. Election complaints must be submitted within twenty-four (24) hours of the infraction. All formal complaints filed after twenty-four (24) hours of the infraction will not be considered unless the severity of the violation warrants consideration.
- Clause 3. Complaints regarding candidate violations shall be heard by the Elections Judicial Council.
- Clause 4. Complaints regarding the elections process or Elections Team shall be heard by the Board of Directors.

Section 4. **ESTABLISHMENT OF VIOLATION SYSTEM**

- Clause 1. The purpose of the Campaign Violation System is to hold candidates and candidate teams responsible for threatening the democratic process, committing ethical breaches, interfering with the mission of the Associated Students, threatening the safety of the campus, and violating Associated Students and CSU Fullerton protocols. Any candidate, candidate team, or coalition found before the Elections Judicial Council to have committed violations shall be subject to punishment by the guidelines set forth under Enforcement (Section 8).
- Clause 2. Campaigning shall be defined as any effort by any individual or group to influence the decision of any potential voter in support or against any candidate or candidate team appearing on the ballot through the use of verbal or nonverbal interaction, electronic correspondence of any kind, use of physical materials, or the use of any persons as an intermediary to communicate the same.

Section 5. **CLASS A (AUTOMATIC DISQUALIFICATION) VIOLATIONS**

- Clause 1. Class A (Disqualifiable) Violations shall carry three (3) strikes. If a candidate commits any of the following, the candidate is automatically disqualified from the election:
 - a. Interfering with the polling, voting, or vote count mechanism. Including but not limited to: submitting multiple ballots, modifying any ballot other than one's own, or submitting a ballot for another person.
 - b. A violation of ASI Bylaws, ASI Policy, CSU Fullerton Policy, State or Federal Law in connection to the election in a way which extensively affects the outcome or integrity of the electoral or judicial processes.

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- c. Using CSU Fullerton or Associated Students authority, facilities, funds, or resources that are not open to all students for campaign purposes to an extent which extensively affects the outcome or integrity of the election.
- d. Bribing any voter or group of voters which includes giving items (e.g. campaign branded items or items of negligible value such as promotional items or items under 5 [five] dollars) with the intent of an exchange for a vote for the candidate(s) or candidate team(s). Items may be freely given to voters, however the intent to withhold or exchange items to solicit votes or other services is forbidden.
- e. Bribing, conspiring with, claiming an endorsement of, or otherwise corruptly influencing an Elections Team or any other person involved with the operation of the election.
- f. Intimidating, impeding, threatening, or retaliating against voters, parties of a Board of Directors appeals case, Elections Team, Elections Judicial Council members, candidates, potential candidates, or other persons related to the election.
- g. Failing to appear at a formal hearing before the ASI Board of Directors.

Section 6. CLASS B (MAJOR) VIOLATIONS

- Clause 1. Class B (Major) Violations shall carry two (2) strikes. If a candidate commits any of the following, the candidate will acquire two (2) strikes against their campaign and, the official ballot shall reflect the specific violation and circumstance:
- a. Systematically or repeatedly and willfully destroying, defacing, covering, moving or removing from their places, posters, signs, banners, leaflets, or flyers representing student organizations and/or University departments.
 - b. A violation of ASI Bylaws, ASI Policy, CSU Fullerton Policy, State or Federal Law in connection to the election in a way which moderately affects the outcome or integrity of the electoral or judicial processes.
 - c. Filing malicious, frivolous, misleading, or bad faith charges or complaints against any candidate, candidate team, proponent, or opponent in the Elections Judicial Council. If an individual engages a third party to file such charges, both individuals shall be held responsible.
 - d. Using any means of unsolicited electronic communication “spam” to campaign (electronic mail, phone, message, text, social media). The following are not “Spam”:
 - I. the recipient initiated contact regarding campaign matters through the same communication medium with the author;

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- II. the recipient gave their contact information for the same communication medium to the author's campaign;
 - III. the communication is sent through a social network and the recipient has the author as a connection/friend/etc. on the same social network;
 - IV. the communication is sent through a listserv/group message mechanism run by some organization and the author has permission from the leadership of that organization or is a member in good standing of that organization and the communication clearly indicates the group/listserv through which it is sent. This criteria shall not be valid for group messages sent to an entire class, academic program, or other groups/listservs which students are required to be or automatically are members of.
- e. Actively campaigning or posting campaign materials before the mandatory Candidate Orientation.
 - f. Any Board of Directors candidates from the same college officially or unofficially campaigning together.
 - g. Willfully damaging or destroying the campaign materials of another candidate.
 - h. Using the intellectual property of another person or organization to campaign, without the permission of the rightful owner. Candidates shall obtain permission in writing. Action for this violation can only be brought by or on the complaint of the rightful owner.
 - i. Willfully violating an order from the Elections Judicial Council.
 - j. Providing false or misleading information, evidence, or testimony to the Elections Judicial Council.
 - k. Using internet enabled devices to acquire votes during the voting period. This includes cell phones, tablets, laptops, and other devices that may access the elections ballot.
 - l. Purchasing paid campaign advertising, or soliciting unpaid campaign advertising, in CSU Fullerton or Associated Students affiliated publication.
 - m. Using CSU Fullerton or Associated Students authority, facilities, funds, or resources that are not open to all students for campaign purposes to an extent which moderately affects the outcome or integrity of the election.
 - n. Claiming an endorsement of an individual, group, organization, party, etc. without their/its consent. Candidates should, but are not required, to obtain endorsements in writing.
 - o. Disseminating information intended to mislead or deceive as to the mechanics of the election or intentionally disseminating information that is objectively and probably

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false on matters pertaining to the CSU Fullerton or the Associated Students

Section 7. CLASS C (MINOR) VIOLATIONS

- Clause 1. Class C (Minor) Violations shall carry one (1) strike. If a candidate commits any of the following the candidate will acquire one (1) strike against their campaign, and the official ballot shall reflect the specific violation and circumstance:
- a. Violating the CSU Fullerton Posting Policy. Refer to Student Life and Leadership for more information.
 - b. Persistently blocking any entrance or tight space, or otherwise significantly restricting the flow of vehicular or pedestrian traffic on campus.
 - c. Distributing food and/or beverage, with the exception of unopened water bottles and prepackaged snacks.
 - d. Using CSU Fullerton or Associated Students authority, facilities, funds, or resources that are not open to all students to an extent which minimally affects the outcome or integrity of the election.
 - e. Falsely claiming a past or current position, title, membership, award, other affiliation, etc. with an individual, group, organization, party, etc. When applicable, membership deemed shall be defined as being a member in good standing. Past membership, affiliation, etc. must be noted as such.
 - f. Using the name of any person without prior written consent of that individual. Any materials in violation will be seized and destroyed by the Elections Director.
 - g. Leaving or posting campaign materials in any campus computer lab or classroom containing computers provided by the university.

Section 8. ENFORCEMENT

Clause 1. Elections Judicial Council

- a. Shall exist to hear all formal complaints pertaining to the conduct of any candidate and/or candidate team.
- b. The Elections Judicial Council shall be chaired by the Elections Director and shall be comprised of the Elections Coordinators, a member of the Board of Directors, a member of the Executive Team, and a member of the Titan Student Centers Board of Trustees. The Vice President of Student Affairs or designee shall be a standing liaison officer. The Executive Director or designee shall be the standing advisor.

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- c. All members of the Elections Judicial Council must have Board of Directors confirmation and declare impartiality through the elections cycle.
- d. Members of the Elections Judicial Council shall be chosen by the last Board of Directors meeting of the fall semester. Once a member is confirmed by the Board of Directors they shall be the only voting member to represent their constituents for the duration of the elections cycle.
- e. Meetings 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 ASI Policy. Any person may attend any of these meetings except as otherwise outlined in section 89305.1(b)(1)(B)(i)-(iv) of the California State Education Code.
- f. Complaints of similar nature under the discretion of the Elections Director may be considered together.

Clause 2. **PENALTIES**

- a. Any violation(s) of these Bylaws may result in a consequence including suspension or revocation of any publicity, posting, campaigning privileges; posting electronic notice of candidate violations on the ballot; and/or automatic disqualification and shall be administered at the discretion of the Elections Judicial Board. Consequences are appealable to the ASI Board of Directors.
 - I. A violation shall be defined as a formal complaint that has been filed with and confirmed by the Elections Judicial Council.
 - II. Elections Team reserve the right to remove any campaign materials in violation.
 - III. All violations shall be thoroughly documented by the Elections Director as all violations are subject to appeal to the Board of Directors.
 - IV. Each candidate or candidate team who has accrued three strikes of any combination will be disqualified.
 - V. Candidate teams shall be held responsible as a team for any violations confirmed against the team or one of its members.

Clause 3. **APPEALS**

- a. When a decision has been made by the Elections Judicial Council concerning a formal complaint, any party identified in the complaint or receiving consequences as a result of the complaint may appeal the decision to the ASI Board of Directors.
- b. Once notified of the appeal, the Board of Directors will conduct a formal

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hearing at the next Board of Directors meeting following open meeting laws. All parties identified in the elections complaint will be required to attend the hearing, including a member of the Elections Judicial Council to explain to the Board of Directors how the council arrived at their decision.

- I. An individual shall be exempt from appearing before the ASI Board of Directors if they can show:
 - (1) a valid health excuse, out of town commitment, death in the family, employment obligations,
 - (2) exam/paper due twenty-four hours following the case, an academic commitment during the meeting time,
 - (3) observance of a religious holy day or ceremony which prevents attendance,
 - (4) jury duty or mandatory appearance for legal/administrative proceedings during the meeting time, or
 - (5) a force majeure which prevents attendance (this shall be defined as a chance occurrence or unavoidable accident that is not the result of negligence or misfeasance by the individual).

- c. Once the Board of Directors has reached a verdict on the appeal through a formal vote, there shall be no further course of action for all parties involved in the hearing.

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 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 (hereafter referred to as 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.

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, to 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 if 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. 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 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.

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 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.

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.

Section 3. REGULAR MEETINGS

- Clause 1. All meeting 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 Titans Student Centers (TSC) Board of Trustees shall hold regular meetings two times a month on Wednesdays throughout the academic year.
 - c. The Board of Director standing committees and TSC Board of Trustees standing sub-committees shall hold regular meetings throughout the academic year.
 - d. Elections Judicial Council shall establish annually a schedule by the start of the spring semester.

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.

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.

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 complies 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.
- 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.
- 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 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 does apply 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, each of whom is entitled to vote (hereinafter referred to as Directors) shall consist of:

- a. two Directors from the College of the Arts,
- b. two Directors from the Mihaylo College of Business and Economics,
- c. two Directors for 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.

Clause 2. Designated Directors, each of whom is entitled to a vote shall 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 (who have no vote) to the Board of Directors shall consist of:

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

Clause 4. Standing Advisor to the Board of Directors and is not a Board member:

- a. ASI Executive Director.

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. 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.

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, Vice 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, and Board Leadership Review 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, 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.
- (2) The Audit Committee shall convene at least two times annually.

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.

- (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 will be held 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 Secretary. The Secretary shall chair the Governance Committee.
- (2) The Governance Committee will be held on Thursdays throughout the academic year.

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

- (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.

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 7. 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 8. 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 officeholder 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 the Secretary or Treasurer.

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.

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 4. The Treasurer/Secretary may not concurrently serve as the Chair.

ARTICLE V

TITAN STUDENT CENTERS BOARD OF TRUSTEES

Section 1. PURPOSE Titan Student Centers (TSC) Board of Trustees 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 authorized by the Board of Directors within the mission and budget of Associate Students Inc.
- a. 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, each of whom is entitled to vote (hereinafter referred to as Trustees) shall consist of:
- a. ASI President or designee,
b. Chair of the Board of Directors or designee,
c. Resident Student Association President or designee, and
d. Ten (10) Student Trustees.
- Clause 2. Designated Trustees each of whom is entitled to a vote shall consist of:
- a. one Trustee appointed by the Academic Senate Chair,
b. one Trustee appointed by the Alumni Association, and
c. one Trustee appointed by the President of the University.
- Clause 3. Standing Liaison Administrators (who have no vote) to the Board of Trustees shall consist of:
- a. Vice President for Student Affairs or designee, and
b. Vice President for Administration and Finance or designee.
- Clause 4. Standing Advisor to the Board of Trustees and is not a Board member:
- a. ASI Associate Executive Director.

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.

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

c. 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.