



Minutes

Governance Committee Meeting

📅 Thu February 27th, 2020

🕒 2:30pm - 3:45pm PST

📍 TSU, Board Room

👥 In Attendance

I. **Call to Order**

Linares called the meeting to order at 2:32 pm

II. **Roll Call**

Members Present: Aguirre, Reveles, Soria, Linares

Members Absent: Cortes

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

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

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

EXCUSALS: (M) Aguirre (S) Reveles Linares asked for a motion and second to excuse Cortes who would be absent due to an urgent family matter. The absences were excused by unanimous consent.

III. **Approval of Agenda**

(M) Soria (S) Reveles

The agenda was approved by unanimous consent.

IV. **Approval of Minutes**

V. **Public Speakers**

Members of the public may address Governance Committee members on any item appearing on this posted agenda or matters impacting students.

VI. **Reports**

a. **Chair**

No report.

- b. **Director, Leader and Program Development**
no report.

VII. **Unfinished Business**

VIII. **New Business**

- a. **Action: Approve Changes to ASI Bylaws**

The committee will consider approving changes to ASI Bylaws: addition of Clause 5 in Article IV, Section 2 concerning the Appointment of the Executive Director.

GC 19/20 #014 (M Reveles (S) Aguirre to consider approving the changes to ASI Bylaws

Linares yielded to McDoniel.

McDoniel stated the changes would be nonsubstitutive.

Added clause concerning the appointment to the Executive Director.

Friendly amendment to edit the title to read *A Resolution approving changes to ASI bylaws article 4 section 2*

There was no discussion.

Linares moved into a roll call vote.

GC 19/20 #14 Roll Call Votes 4-0-0

The motion to approve the changes to ASI Bylaws was adopted.

- b. **Discussion: Policy Concerning Facility Operations**

The committee will discuss the Policy Concerning Facility Operations.

Linares yielded to Carol to discuss the policy.

McDoniel stated they would be editing older policies. McDoniel provided a brief background on the policy.

McDoniel stated she would like to the TSU and SRC Facility Operation policy to be converted to a procedure policy.

McDoniel stated the BOT would be reviewing the SRC and TSU facility operations.

IX. **Announcements/Member's Privilege**

Gonzalez informed the committee the US Primarily voting was next week. Gonzalez encouraged the committee to get involved.

Aguirre reminded the committee about spring concert. Aguirre invited the committee to attend a show on, Friday, February 28 at 2 pm in the Arena Theater.

Nettles reminded the committee about super tuesday, 03/03/20 when half of the country has had their primary elections.

Nettles informed the committee, Proposition 13 was approved on Tuesday. The CGO would be handing out voter registration information.

Linares reminded the committee about breakfast with the Board on Thursday, March 5, 2020.

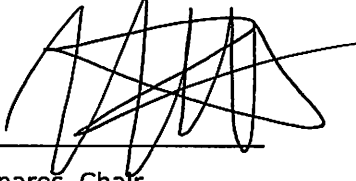
Gonzalez informed the committee, ballots could be submitted in Housing if you were registered voter in Orange

County.


Revez, reminded to the committee Financial Aid applications for priority deadline would be Modnay, March 2, 2020.

X. **Adjournment**

Linares adjourned the meeting at 3:01 pm

A handwritten signature in black ink, consisting of several overlapping loops and lines, positioned above a horizontal line.

Maria Linares, Chair

A handwritten signature in black ink, appearing as a series of connected, fluid strokes, positioned above a horizontal line.

Kristyne Robles, Recording Secretary

Roll Call 2019-2020

Attendance			
		Present	Absent
Arts	Aguirre	1	
Communications	Soria	1	
Education	Reveles	1	
NSM	Cortes		1
HSS	Linares	1	
		Present	Absent
		4	1

Roll Call Votes		013		
		Yes	No	Abstain
Arts	Aguirre			
Communications	Soria			
Education	Reveles			
NSM	Cortes	ABSENT		
HSS	Linares			
		YES	No	Abstain
		0	0	0

BYLAWS OF THE ASSOCIATED STUDENTS INC.₁ CALIFORNIA STATE UNIVERSITY, FULLERTON

Table of Contents

ARTICLE I MEMBERSHIP	3
Section 1. NON-MEMBER CORPORATION.....	3
Section 2. STUDENT BODY PRIVILEGES.....	3
Section 3. ASSOCIATE MEMBERS.....	3
Section 4. MEMBERS	3
Section 5. DESIGNATED MEMBER	3
Section 6. LIAISON OFFICERS	3
ARTICLE II BYLAWS AND STUDENT FEES	4
Section 1. COPIES OF THE BYLAWS.....	4
Section 2. BYLAWS EFFECTIVE.....	4
Section 3. AMENDMENTS	4
Section 4. CONSTRUCTION &	4
Section 5. STUDENT FEES	5
ARTICLE III MEETINGS, QUORUM AND VOTING PRIVILEGES, AND BOARD ACTION.....	6
Section 1. PLACE OF MEETING	6
Section 2. NOTICE AND CONDUCT OF MEETINGS	6
Section 3. REGULAR MEETINGS	6
Section 4. CLOSED MEETINGS.....	7
Section 5. SPECIAL MEETINGS.....	7
Section 6. EMERGENCY MEETINGS	7
Section 7. QUORUM AND VOTING PRIVILEGES	7
Section 8. BOARD ACTION	7
ARTICLE IV BOARD OF DIRECTORS.....	9
Section 1. MEMBERS AND OFFICERS OF THE ASI BOARD OF DIRECTORS	9
Section 2. POWERS.....	9
Section 3. TERM OF OFFICE	12
Section 4. RESIGNATION.....	12
Section 5. VACANCIES.....	12
Section 6. CHAIR OF THE BOARD OF DIRECTORS.....	12
Section 7. VICE CHAIR OF THE BOARD OF DIRECTORS	13
Section 8. TREASURER/SECRETARY OF THE BOARD OF DIRECTORS.....	13
ARTICLE V TITAN STUDENT CENTERS BOARD OF TRUSTEES.....	14
Section 1. PURPOSE	14

Section 2. DELEGATION OF AUTHORITY..... 14

Section 3. MEMBERS AND OFFICERS OF THE TSC BOARD OF TRUSTEES..... 14

ARTICLE VI EXECUTIVE OFFICERS 16

Section 1. TERM OF OFFICE 16

Section 2. ASI PRESIDENT 16

Section 3. ASI VICE PRESIDENT 16

Section 4. VACANCIES 16

Section 5. EXECUTIVE OFFICERS..... 16

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 ~~s~~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-Prof~~ 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

800 N. STATE COLLEGE BLVD. • FULLERTON, CA 92831-3599 • ASI.FULLERTON.EDU
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 Titan Student Centers (TSC) Board of Trustees shall be held at the principal office of the corporation or at such other place as may be designated for that purpose from time to time by the Chair.

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

Section 4. **CLOSED MEETINGS**

- Clause 1. The Board of Directors and all of its committees 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 comply~~ies~~ 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~~ applies to appointments or elections.

ARTICLE IV

BOARD OF DIRECTORS

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

Clause 1. Voting members of the Board of Directors, ~~each of whom is entitled to vote~~ (hereinafter referred to as Directors) with voting privileges 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 ~~from~~ the College of Communications,
- d. two Directors from the College of Education,
- e. two Directors from the College of Engineering and Computer Science,
- f. two Directors from the College of Health and Human Development,
- g. two Directors from the College of Humanities and Social Sciences, and
- h. two Directors from the College of Natural Sciences and Mathematics.

Clause 2. Designated Directors with voting privileges, ~~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 with no voting privileges ~~(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,
- e. ASI Chief Governmental Officer, and
- f. ASI Chief Inclusion and Diversity Officer.

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

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

Clause ~~56~~. 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 ~~67~~. 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/Secretary. The Treasurer/Secretary 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/Vice Chair. The Secretary-Vice Chair 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/Secretary 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 78. 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 89. The Board of Directors may authorize one or more officers, agents or employees to enter into any contract or to execute any instrument in the name of and on behalf of the corporation in accordance with ASI Policy.

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

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

Section 5. VACANCIES

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

Clause 2. Vacancies reduce quorum.

Clause 3. Declaration of Vacancy

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

I. Failure to meet academic qualifications;

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

III. Failure to meet attendance requirements:

- (1) two ASI Board of Directors meetings,
- (2) two consecutive meetings of the standing committee to which they are assigned,
- (3) two consecutive meetings of the council to which they are assigned, or
- (4) total of three meetings of the committees and/or councils to which they are assigned;

IV. Violation of the CSU Student Code of Conduct;

V. Gross abuse of authority or discretion; or

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

Clause 4. Student officeholders are appointed per ASI Policy.

Section 6. CHAIR OF THE BOARD OF DIRECTORS

Clause 1. The Board Chair, elected by the Board from its membership, is the presiding officer of 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~~/Secretary.

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

Section 2. **DELEGATION OF AUTHORITY**

- Clause 1. TSC Board of Trustees has delegated authority from authorized by the Board of Directors within the mission and budget of Associated 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) with voting privileges 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 with voting privileges~~ 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 with~~ no voting privileges consist of:
- a. Vice President for Student Affairs or designee, and
b. Vice President for Administration and Finance or designee.
- Clause 4. The ASI Associate Executive Director serves as the standing advisor, is not a member of the TSC Board of Trustees, and does not have voting privileges. Standing Advisor to the Board of Trustees and is not a Board member:

~~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.

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

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

Section 3. **ASI VICE PRESIDENT**

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

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

Section 4. **VACANCIES**

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

Section 5. **EXECUTIVE OFFICERS**

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



A Resolution Approving Changes to ASI Bylaws
Sponsors: Maria Linares

WHEREAS, The Associated Students Inc., CSUF (ASI) is a 501(c)(3) nonprofit organization that operates as an auxiliary organization of California State University, Fullerton; and

WHEREAS, ASI is governed by ASI Board of Directors, sets policy for the organization, approves all funding allocations to programs and services, and advocates on behalf of student interests on committees and boards; and

WHEREAS, the current ASI Bylaws lack the required language on the ASI Executive Director appointment; therefore let it be

RESOLVED, ASI approves the addition of language about the ASI Executive Director appointment in Article IV; and let it be

RESOLVED, ASI approves the non-substantive changes throughout the ASI Bylaws; and let it be finally

RESOLVED, that this Resolution be distributed to the ASI Executive Director, ASI Associate Executive Director, and applicable ASI departments for appropriate action.

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

Lorren Amelia Baker
Chair, Board of Directors

Brittany Cook
Treasurer/Secretary, Board of Directors

POLICY CONCERNING FACILITY OPERATIONS

PURPOSE

In accordance with CSU system guidelines, Integrated CSU Administrative Manual (ICSUAM) Section 5102, the Chancellor delegates authority to the campus presidents to purchase, sell, lease, or license personal property and services in accordance with CSU Trustee policy and federal and state law. In turn, the CSU Fullerton president authorizes Associated Students Inc. to utilize mandatory student fees to operate and maintain a student center, student recreation center, and childcare center.

The following policy has been established in order for the facilities operated by Associated Students Inc. (ASI), in compliance with federal and state law Chancellor's and University President Orders, to serve the campus community. ASI is committed to promoting the highest standards of ethical conduct and safety in the performance of its mission. The policy includes operating policies, expectations of conduct, and responsibilities and duties of all staff and guests. Further guidelines and procedures are detailed in each facility's operating procedures.

POLICY CONCERNING FACILITY OPERATIONS	1
PURPOSE	1
WHO SHOULD KNOW THIS POLICY	2
DEFINITIONS	2
STANDARDS	2
1. Facility Guidelines	2
a. Access	2
b. Safety	2
c. Facility Conduct Guidelines	2
d. Vehicles	3
e. Animals in Facilities	3
f. Substance Usage in Facilities	3
2. Titan Student Union	3
a. General Building Guidelines	4
b. Titan Student Union Event Space Reservations	4
3. Student Recreation Center	5
a. Eligible Facility Use Categories	5
b. Minimum Age Requirements	6
c. Unauthorized Access	6
d. Student Recreation Center Room Reservations	6
4. Children's Center	7
a. Philosophy	7
b. Eligible Facility Use Categories	7

WHO SHOULD KNOW THIS POLICY

- | | |
|--|---|
| <ul style="list-style-type: none"> <input type="checkbox"/> Budget Area Administrators <input checked="" type="checkbox"/> Management Personnel <input checked="" type="checkbox"/> Supervisors <input checked="" type="checkbox"/> Elected/Appointed Officers | <ul style="list-style-type: none"> <input type="checkbox"/> Volunteers <input type="checkbox"/> Grant Recipients <input checked="" type="checkbox"/> Staff <input checked="" type="checkbox"/> Students |
|--|---|

DEFINITIONS

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

Terms	Definitions
Category II Fee	Campus mandatory fees that must be paid to enroll in or attend the university.
Category III Fee	Fees associated with state-supported courses. Specifically for materials and services used in concert with the basic foundation of an academic course offering.
Category IV Fee	Fees, other than Category II or III fees, paid to receive materials, services, or for the use of facilities provided by the university; and fees or deposits to reimburse the university for additional costs resulting from dishonored payments, late submissions, or misuse of property or as a security or guaranty.
Chancellor's Executive Order	A rule or order issued by the CSU Chancellor for the system to follow.
ICSUAM	Integrated California State University Administrative Manual
Service Animal	Any guide dog, signal dog, or other animal individually trained to provide assistance to an individual with a disability. Service animals, usually dogs of any breed or size, are working animals and are not considered pets
Unauthorized Access	Anyone entering 1) the Student Recreation Center without having an active membership or a daily guest pass; 2) restricted areas of the TSU without authorization; 3) the Children's Center who is not a preapproved staff, faculty, parent or guardian.

STANDARDS

1. Facility Guidelines

a. Access

While California university facilities are open to the public, there are restricted areas within each facility. See each facility's operating procedures for further information.

b. Safety

ASI facilities are operated in a manner to ensure the safety of all students, staff, faculty, and guests. All individuals must adhere to safe use of facilities and equipment in a manner which does not cause undue risk of injury to self or others, and comply with instructions given by ASI staff.

To provide a safe environment for individuals, the possession of weapons on University property is not permitted.

c. Facility Conduct Guidelines

ASI staff is responsible for maintaining a safe environment for all guests.

In accordance with University policies, ASI reserves the right to uphold free speech guidelines relevant to the management of the time, place, and manner of free speech demonstrations. See University President's Directive 5 for further information.

Guests are expected to:

- Adhere to safe use of facilities and equipment in a manner that does not cause undue risk of injury to self or others.
- Accept responsibility for their actions and adjust behaviors that do not meet facility guidelines.
- Observe all posted signs and verbal directions provided by ASI staff.
- Show respect for the rights, privacy, and property of others.
- Guests may not interfere with employee duties, use obscene language, or engage in verbal or physical abuse of employees or others.

Students, staff, and/or faculty who engage in unacceptable or disruptive behavior will be subject to disciplinary action which may include but is not limited to:

- Meeting with the Executive Director or designee;
- CSU Fullerton student misconduct may be reported to Judicial Affairs;
- CSU Fullerton faculty/staff misconduct may be reported to immediate supervisor; or
- Facility/program privileges suspended or revoked.

Members of the public who engage in unacceptable or disruptive behavior will be reported to University Police.

d. Vehicles

In accordance to the University President's Directive, all motorized, non-motorized, and electric vehicles (bicycles, motorized/electric scooters, etc.), except disabled access vehicles, must be stored in the designated exterior areas before entering the facility. Any operating or riding of non-motorized vehicles (skateboard, scooters, or other wheeled transportation devices), except disabled access vehicles, are prohibited in any facility (including individual offices).

e. Animals in Facilities

In accordance with the Americans with Disabilities Act, service animals are permitted in all facilities. Service animals are defined as dogs or miniature horses that are individually trained to do work or perform tasks for people with disabilities. Service animals must be harnessed, leashed, or tethered, unless these devices interfere with the service animal's work or the individual's disability prevents using these devices. Animals who do not meet the Americans with Disabilities Act definition are not permitted in ASI facilities.

f. Substance Usage in Facilities

Alcoholic Beverage Usage

See the operating procedures for each facility for alcoholic beverage usage regulations.

Tobacco and Cannabis

CSU Fullerton is a smoke free and tobacco free campus. Use of tobacco and cannabis is prohibited throughout all facilities. "Smoking" is defined as inhaling, exhaling, burning or carrying a lighted cigarette, cigar, pipe or other smoking product, including electronic cigarettes and vaporizers.

Illegal substances

All facilities prohibit usage and possession of illegal substances throughout all indoor and outdoor areas.

2. Titan Student Union

The Titan Student Union (TSU) is the center of campus life and serves as the primary gathering and meeting place for the university community. In addition to event space, the TSU provides study space, Titan Bowl & Billiards, a food court, ATM banking, and discount ticket sales. The TSU houses Associated

Students Inc. (ASI), oversees the Becker Amphitheater, and the Irvine Campus lounge.

a. General Building Guidelines

For health and safety reasons, complete attire and shoes must be worn at all times (i.e., shirt, pants/skirts/shorts).

Minors in the TSU

Guests age 15 and under must be accompanied by an adult at all times. One adult may accompany up to 8 minors. Supervising adults are responsible for the actions of the minors they accompany and must ensure they follow all facility conduct guidelines.

See the TSU Operating Procedures for guidelines concerning minors participating in university and ASI programs.

b. Titan Student Union Event Space Reservations

The TSU offers reservable meeting and event space to the campus and surrounding community. Groups wishing to reserve Titan Student Union facilities must schedule use in advance through the University Conference Center office. The scheduling process is completed only when the requester has met all deadlines dates, other administrative requirements, and has received written confirmation from the University Conference Center office.

Recognized student organizations may reserve rooms up to 14 months in advance. Spaces for recognized CSU Fullerton department activities may be reserved 13 months in advance. Members of the general public may reserve space a maximum of 12 months in advance.

Room Rental Charges

The TSC Board of Trustees shall approve room rental and other facility charges on an annual basis. When groups falling into two different fee categories elect to co-sponsor an event, the higher facility rate shall be used to determine fees.

Cancellations

The TSU reserves the right to cancel an event or modify the extent of services provided in the event of utility interruptions, campus emergencies, in the interest of public safety, threat of imminent danger, etc. All reservations are subject to automatic cancellation without notice if the details are not completed by the deadline date.

Users of Event Space Reservations

Groups authorized to make reservations in the Titan Student Union are divided into categories that dictate rates and scheduling priority.

Associated Students Inc.

ASI Board of Directors, official committees of the Board, and programs and services regularly funded and operated by the ASI Board. TSC Board of Trustees, official sub-committees of the TSC Board of Trustees, and programs and services regularly funded and operated by the TSC Board. Full and part time ASI staff conducting Associated Students Inc. business.

Registered Organizations

CSU Fullerton registered clubs and organizations. Special programs and events sponsored and/or funded, but not operated by, ASI. Any official activity of the alumni office. Any official activity of the Osher Lifelong Learning Institute (OLLI) program.

CSU Fullerton Departments, Administrative Units and Support Groups

Groups conducting University business and support functions. Groups to be included in this category include: CSU Fullerton offices, departments, colleges, administrative units, and support groups;

recognized faculty and staff committees and boards; CSU Chancellor and trustees; recognized CSU Fullerton civic groups formed to aid CSU Fullerton students.

Extension and International Programs

Any program, function, or meeting sponsored by the Office of Extension and International Programs.

Private Use by CSU Fullerton Students, Faculty, Staff, or Alumni

Students, faculty, staff, or alumni scheduling facilities for private, non-professional, non-campus programs and activities.

Off-Campus

All other off-campus groups and individuals whose events are consistent with the mission and purpose of the University. Campus community members scheduling facilities for any off-campus professional organization. All professional, independent and non-CSU Fullerton student film production entities reserving facilities for the purpose of commercial filming.

Responsibility of Groups Using Titan Student Union Facilities

All groups are required to follow campus and ASI policies, procedures, and regulations pertaining to their activity or program.

Groups reserving Titan Student Union facilities are responsible for the conduct of their members and guests. Groups shall be held responsible for any damages caused to Titan Student Union property and equipment by their members or guests.

Groups hosting activities or conducting business in Titan Student Union facilities, as well as their vendors and subcontractors, may be required to provide liability insurance in specified limits naming Associated Students Inc. and other entities as additionally insured as specified in Titan Student Union Operating Procedures.

3. Student Recreation Center

The Student Recreation Center (SRC) and Irvine Fitness Center are operated by the Titan Recreation department of Associated Students Inc. (ASI). Titan Recreation's mission is to provide innovative and inclusive recreational opportunities to inspire the development and well-being of the student and campus community.

a. Eligible Facility Use Categories

The Student Recreation Center has established categories of authorized users which dictate rates.

Students

Currently enrolled CSU Fullerton student membership is paid through the mandatory student fees. Incoming freshman, transfer students, and non-enrolled continuing CSU Fullerton students are eligible to purchase membership when they are not enrolled in courses at the established rate. Student status will be verified with the university as a condition of facility use.

Associate Members

CSU Fullerton Alumni Association members, retired/emeritus faculty/staff, university auxiliary staff, visiting faculty, and Extension and International Programs students are eligible to purchase membership.

Affiliate Members

Spouses/domestic partners, parents, adult children and adult siblings of an eligible student or associate member; members of the Osher Lifelong Learning Institute (OLLI); students, faculty and staff of Hope International University and Marshall B. Ketchum University are eligible to purchase membership.

b. Minimum Age Requirements

Titan Recreation programs are open to eligible adults 18 years and older, as well as regularly enrolled CSU Fullerton students. Participants of specifically designed youth programs are not subject to this age requirement.

c. Unauthorized Access

Unauthorized access is defined as anyone entering the SRC without having an active membership or a daily guest pass or anyone sharing access credentials.

Anyone attempting to assist with or gain unauthorized access will have SRC privileges revoked.

- First offense: privileges will be revoked for 7 days. Offender must meet with Titan Recreation Director or designee prior to privileges being reinstated. Student offenders shall be reported to Judicial Affairs. Faculty/staff offenders shall be reported to their immediate supervisor.
- Second offense: privileges shall be revoked for the remainder of the academic term. Offender must meet with Titan Recreation Director or designee prior to privileges being reinstated. Student offenders shall be reported to Judicial Affairs. Faculty/staff offenders shall be reported to their immediate supervisor.
- Third offense: privileges shall be permanently revoked.

d. Student Recreation Center Room Reservations

The TSC Board of Trustees shall approve room rental and other facility charges on an annual basis.

Users of Event Space Reservations

The SRC offers reservable meeting and event space. Groups wishing to reserve facilities must schedule use in advance through the Titan Recreation office. Groups authorized to reserve space are divided into categories that dictate rates and scheduling priority.

Associated Students Inc.

ASI Board of Directors, official committees of the Board, and programs and services regularly funded and operated by the ASI Board. TSC Board of Trustees, official sub-committees of the TSC Board of Trustees, and programs and services regularly funded and operated by the TSC Board. Full and part time ASI staff conducting Associated Students Inc. business.

Registered Organizations

CSU Fullerton registered clubs and organizations. Special programs and events sponsored and/or funded, but not operated by, ASI. Any official activity of the alumni office. Any official activity of the Osher Lifelong Learning Institute program.

CSU Fullerton Departments, Administrative Units and Support Groups

Groups conducting University business and support functions. Groups to be included in this category include: CSU Fullerton offices, departments, colleges, administrative units, and support groups; recognized faculty and staff committees and boards; CSU Chancellor and trustees; recognized CSU Fullerton civic groups formed to aid CSU Fullerton students.

Extension and International Programs

Any program, function, or meeting sponsored by the Office of Extension and International Programs.

Private Use by CSU Fullerton Students, Faculty, Staff, or Alumni

Students, faculty, staff, or alumni scheduling facilities for private, non-professional, non-campus programs and activities.

Off-Campus

All other off-campus groups and individuals whose events are consistent with the mission and purpose of the University. Campus community members scheduling facilities for any off-campus

professional organization. All professional, independent and non-CSU Fullerton student film production entities reserving facilities for the purpose of commercial filming.

Responsibility of Groups Using Student Recreation Center Facilities

All groups are required to follow campus and ASI policies, procedures, and regulations pertaining to their activity or program.

Groups reserving Student Recreation Center facilities are responsible for the conduct of their members and guests. Groups shall be held responsible for any damages caused to property and equipment by their members or guests.

Groups hosting activities or conducting business in Student Recreation Center facilities, as well as their vendors and subcontractors, may be required to provide liability insurance in specified limits naming Associated Students Inc. and other entities as additionally insured as specified in Student Recreation Center Operating Procedures.

4. Children’s Center

Associated Students Inc. founded the Children’s Center to support student success by providing affordable, high quality early childhood care and education for students with families. In addition, the center is a training and learning facility for enrolled CSU Fullerton students. There is no public access to the Center.

a. Philosophy

ASI recognizes that many of the people who wish to attend the University are parents of young children, and that in order to attend classes these people must arrange affordable, quality child care. In conjunction with the mission and goals of Associated Students Inc. and CSU Fullerton, the Children’s Center strives to create a community of learning; a campus within a campus that emphasizes respect for children, understanding of child development, the importance of family, the development of relationships, communication and collaboration in problem-solving, respect for diversity, and community involvement.

As a community of learners, family involvement is an integral part of the Children’s Center program. Families are highly encouraged to participate in the development and enhancement of the Children’s Center community and culture.

b. Eligible Facility Use Categories

The Children’s Center serves children ages 3 months to pre-kindergarten. Priority is given to enrolled CSU Fullerton students, although there is enrollment space designated for children of CSU Fullerton faculty and staff. If available, the remaining enrollment space may be utilized by the public.

There is no reservable event or meeting space in the Children’s Center.

DATE APPROVED:

TBD



A Resolution Establishing ASI Policy Concerning Facility Operations

Sponsors: Maria Linares

WHEREAS, The Associated Students Inc., CSUF (ASI) is a 501(c)(3) nonprofit organization that operates as an auxiliary organization of California State University, Fullerton; and

WHEREAS, ASI is governed by ASI Board of Directors, sets policy for the organization, approves all funding allocations to programs and services, and advocates on behalf of student interests on committees and boards; and

WHEREAS, the current Titan Student Union Operating Policies was last updated in December 2015; and

WHEREAS, the current Student Recreation Center Operating Policies was last updated in September 2014; and

WHEREAS, ASI has practices and procedures in place concerning the Children's Center, but does not have a formal policy; therefore let it be

RESOLVED, ASI strikes the Titan Student Union Operating Policies and Student Recreation Center Operating Policies; and let it be

RESOLVED, ASI establishes a Policy Concerning Facility Operations; and let it be finally

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

Adopted by the Board of Directors of the Associated Students Inc. California State University, Fullerton on the DATE of MONTH in the year two thousand and twenty.

Lorren Amelia Baker
Chair, Board of Directors

Brittany Cook
Treasurer/Secretary, Board of Directors