

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

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| <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 |
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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 89906, 89907, 89908 and 89909, all ASI Board of Directors members, ASI Executive Officer members, and TSU Board of Trustees members shall submit a Certification of Non-Conflict of Interest Statement as outlined below:

I have read California Education Code Sections 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.

Business Practices

Business activities must be conducted under the highest standards. 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 whom 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, gender identity, 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.

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.

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.

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, they 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, they 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 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 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, and the 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 University 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 University 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.

2. RESPONSIBILITIES OF THE BOARD

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

- Board members are required to 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 – 3:45 P.M.
- Board members are required to sit on an Associated Students, Inc. standing committee and be a liaison to at least one of the following: the Association for Inter Cultural Awareness (AICA), Community Service Inter-club Council (CSICC), Sports Club Inter-club Council (SCICC), Mesa Cooperativa, the Black Student Union (BSU), the Resident Student Association (RSA), the Inter Fraternity Council (IFC), the National Pan-Hellenic Council (NPHC), PanHellenic Council (PHC), and the Multicultural Greek Council (MGC).
- Directors of the Board are required to 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 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 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 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 responsible for grading ASI scholarship applications during both the fall and spring semesters.
- No member of the ASI Board of Directors shall serve as an officer or director of an ASI program, funding council, or board.
- No member of the ASI Board of Directors shall be employed by the Associated Students, Inc.

3. COMPOSITION AND DUTIES OF COMMITTEES

All items brought before the Board should be referred to the proper 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 committee must report each proposal, with the exception of the budget, back to the Board within two weeks. The chair of each committee shall be responsible for presiding over committee meetings and reporting the 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. General Composition

All ASI Committees shall be composed of at least a majority of students. The chairs of ASI committees must be students. The chair and ex-officio members shall not be counted when determining if a committee is composed of at least a majority of students.

b. 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 Board of Trustees. The previously stated members must be students. 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 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 directors 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, 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 and accounting processes and any recommendations that the independent auditor may have.
- Indicate how any issues 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 ASI.
- Report on the discharge of the committee's responsibilities.

c. Children's Center Committee

The purpose of the Children's Center Committee (CCC), 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. CCC offers varied perspectives and expertise to assist the program in fulfilling its mission. The committee shall meet at least four times annually.

The CCC 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 CCC for discussion and input.
- Any member may bring agenda items before the CCC.
- In addition, CCC 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
- One (1) current student-parent who utilizes the ASI Children's Center
- Three (3) Directors from the ASI Board of Directors
- One (1) current faculty/staff parent who utilizes the ASI Children's Center
- University President's Appointee
- Academic Senate Appointee

Non-Voting:

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

d. Finance Committee

The Finance Committee shall be composed of no more than four directors, the Vice President of Finance and up to eight Directors of the Board who shall make recommendations on financial matters. The Vice Chair of the ASI Board of Directors/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 to the University President for approval.

e. Governance Committee

The Governance Committee shall be composed of four directors and the Vice Chair of the ASI Board of Directors. The Vice Chair of the ASI Board of Directors/Secretary shall chair the committee. The Governance Committee shall make recommendations concerning policy, bylaws, and the articles of incorporation to the Board.

General Duties

The duties of the Governance Committee are as follows:

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

a. Director Membership

The Chair of the Board shall appoint directors for each standing committee. If there are not enough directors 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 Committee

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

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. AGENDAS FOR BOARD MEETINGS

All items shall be sponsored by a member of the Board of Directors. Directors sponsoring items shall provide, to the ASI Executive Assistant, a written (either typed or printed) copy of the proposed action and all supporting documents three or more legal days prior to the Board of Directors or Committee meeting. This shall include the brief description of the item to appear on the agenda. The Executive Assistant shall sign, date, and indicate the time of submittal on each proposal. Items coming from committee shall be placed on the agenda before items from individuals. The Executive Assistant 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.

6. 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 89305 to 89307.4).

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 Committees, 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.

7. SPECIAL ASI PARKING PRIVLEDGES

The Associated Students, Inc. shall be allotted twenty-nine (29) 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 A.S. 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 Executive Vice President (1)
- ASI Vice President of Finance (1)
- ASI Chief Administrative Officer (1)
- ASI Chief Governmental Officer (1)
- ASI Chief Communications Officer (1)
- ASI Elections Commissioner (1)
- ASI Productions Administrative Director (1)
- Titan Student Centers Governing Board Chair (1)
- Titan Student Centers Governing Board Vice Chair for Planning (1)
- Titan Student Centers Governing Board Vice Chair for Services (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.

CSUF 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.

8. 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;
- 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.

9. CHANGES MADE TO THE ASI BYLAWS AND POLICIES

All substantive changes made to the ASI Bylaws and/or policy Statements shall be submitted to the Vice Chair of the Board/Secretary for review to assess the impact on existing policies and Bylaws. After said review by the Vice Chair of the Board of Directors, 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