

Associated Students, Inc.  
California Polytechnic State University  
San Luis Obispo

**ASI BYLAWS**

1. **General Provisions**

- 1.1. **Name of Corporation.** The name of the corporation is Associated Students, Incorporated of California Polytechnic State University at San Luis Obispo, and shall be referred to throughout these Bylaws as “*ASI*” or the “*Corporation.*”
- 1.2. **Nonprofit Nature of Corporation.** The Corporation is a nonprofit public benefit corporation that is organized and operated pursuant to the California Nonprofit Public Benefit Corporation Law.
- 1.3. **Purpose and Objectives.** The Corporation is a “*student body organization*” and an “*auxiliary organization*” as defined in the California Education Code. The Corporation is organized and operated pursuant to the provisions of the California Education Code and regulations adopted by the Trustees of the California State University (“*Trustees*”) contained in the California Code of Regulations, Title 5.
- 1.4. **Oversight by the University President.** The President of the California Polytechnic State University at San Luis Obispo (“*University*”) is responsible for the educational effectiveness, academic excellence, and general welfare of the University. As a student body organization and an auxiliary organization at the University, ASI recognizes it is an integral part of the University and is subject to the supervision of the University President. ASI agrees to conduct its operation in accordance with guidelines and policies established by the Trustees and the University President.
- 1.5. **Principal Office.** The principle office of the Corporation is located within the Julian A. McPhee University Union on the campus of the University.
- 1.6. **Supremacy of Corporate Bylaws.** In furtherance of the goals and policies of ASI, the students within each Academic College at the University have formed a College Council for the governance of student affairs within that Academic College and have adopted Bylaws governing the conduct of student affairs by the Academic College Council. Since overall management and responsibility for student governance at the University is vested in ASI, the Academic College Councils are subordinate to these ASI Bylaws and the policies and procedures established by the ASI Board of Directors. To the extent possible, all Academic College Council Bylaws will be interpreted so that they are consistent with the provisions of these Bylaws. To the extent that any provision in Academic College Council Bylaws is inconsistent with these Bylaws, the ASI Bylaws are controlling.
- 1.7. **Interpretation of Corporate Bylaws.** To the extent possible, these Bylaws shall be interpreted so as to be consistent with applicable law, including the California Corporations Code, California Education Code, California Code of Regulations, Title 5, Bond Covenants, Manual of Policies and Procedures for Auxiliaries, and Campus Administrative Policies (CAP). In the event that a provision of these Bylaws cannot be

construed consistently with applicable law, such provisions shall be severed from the remainder of the Bylaws and considered to be of no force and effect. Such action shall not affect the remainder of these Bylaws, which shall remain in full force and effect.

## 2. Membership

2.1.One Class of Members. The Corporation shall have only one class of members within the meaning of Section 5056(a) of the California Corporations Code. Members shall be limited to individuals regularly admitted and enrolled as matriculating students at the University. Faculty, staff, and non-student employees of the University or University auxiliaries are not Members, unless they are also regularly admitted and enrolled as matriculating students at the University.

2.1.1.Non-Discrimination. ASI does not discriminate in its membership on the basis of race, sex, religion, national origin or sexual orientation.

2.2.Term of Membership. Membership shall commence on the first day of the quarter for which the Member was admitted and enrolled as a matriculating student by the University, and shall end immediately prior to the first day of the next academic quarter, unless renewed by continuing admission and enrollment at the University. If a Member's admission and enrollment as a matriculating student at the University is terminated during an academic quarter, membership in ASI is immediately terminated.

2.3.Persons Associated With the Corporation. By resolution, the Board of Directors may create any advisory boards, councils, honorary memberships or other bodies, as it deems appropriate. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights of a member under the California Nonprofit Public Benefit Corporation Law other than the right to vote:

2.3.1. For the election of a Director or Directors or an Officer or Officers; or

2.3.2. On a disposition of all or substantially all of the corporation; or

2.3.3. On a merger; or

2.3.4. On a dissolution; or

2.3.5. On changes to the corporation's Articles of Incorporation or Bylaws.

2.3.6. All such voting rights are vested exclusively in the Board of Directors.

2.4.Membership Not Transferable. Membership in the Corporation is not transferable.

2.5.Membership Fees. The ability to generate a fee for membership is established by the California Education Code and the California Code of Regulations, Title 5, and may be changed as provided by law. The University shall collect the membership fee at the time of registration, except as otherwise provided by the law. Once paid, the membership fee is non-refundable even if membership in the Corporation subsequently is terminated.

2.6.Rights and Privileges of Membership. Only Members are entitled to vote, call for Special Elections, be appointed or elected as Directors or Officers, inspect corporate books and records, and otherwise exercise the rights of a Member under the California Corporations Code. Honorary Members have no rights or privileges of membership other than those granted to them by the Board, at its sole discretion.

### 3. Membership Elections

3.1.Member Voting Rights. On each matter submitted to a vote of the Members, each Member shall be entitled to cast one vote. Neither proxy voting nor cumulative voting shall be permitted in any annual or special membership elections.

3.2.Annual Spring Election Instead of Regular Membership Meeting. Due to the nature of the Corporation, the Corporation does not routinely hold an annual meeting of Members. Instead, all regular business that needs to be conducted by Members on an annual basis, including the election of Directors, is handled by an annual general election of Members held each Spring Quarter (“*Annual Spring Election*”). ***Title V, Article 3 Student Body Organizations, § Section 41401*** requires that elections be held and conducted under the direct supervision of the University President or his designee.

3.3.Action by Special Election Instead of Membership Meeting. Except as otherwise determined by the Board, or as provided for by law, any matter or issue requiring the vote of the Members, including the election of Directors, shall be submitted for vote by ballot held pursuant to these Bylaws. All elections, except for the Annual Spring Election, shall be referred to as “*Special Elections.*”

#### 3.4.Notice of Elections

3.4.1. Notice of Annual Spring Election. The Board shall give Members notice of the Annual Spring Election, which notice shall specify the date and time of the election, the names of individuals who are nominees to be Directors or Officers, and the general nature of any other business to be transacted. The notice shall be given to Members in the following manner:

3.4.1.1.Publication in the campus newspaper, the Mustang Daily, during the first three weeks of Spring Quarter; or three weeks preceding the election.

3.4.1.2.Distribution and posting of flyers around campus during the first three weeks of Spring Quarter; or three weeks preceding the election.

3.4.1.3.Distribution of information to Cal Poly clubs and organizations during the first three weeks of Spring Quarter; or three weeks preceding the election.

3.4.1.4.Distribution of information to each Academic College Council during the first three weeks of Spring Quarter; or three weeks preceding the election.

3.4.2. Notice Of Special Elections. Whenever Members are required or permitted to take action at a Special Election, the Board shall give Members notice of the Special Election that specifies the date and time of the election, and the general

nature of the business to be transacted. The notice shall be given to Members in the following manner:

- 3.4.2.1. Publication in the campus newspaper, the Mustang Daily, during the first three weeks of Spring Quarter; or three weeks preceding the election.
- 3.4.2.2. Distribution and posting of flyers around campus during the first three weeks prior to the election; or three weeks preceding the election.
- 3.4.2.3. Distribution of information to Cal Poly clubs and organizations during the first three weeks prior to the election; or three weeks preceding the election.
- 3.4.2.4. Distribution of information to each Academic College Council during the first three weeks prior to the election; or three weeks preceding the election.
- 3.4.3. Verification of Compliance. Verification of compliance with the notice requirements of this section shall be executed by the Vice Chair of the Board and maintained in the Minute Book of the Corporation. The existence of such verification shall create a presumption that proper notice was given to Members.

### 3.5. Requirements for Election by Electronic Ballot.

- 3.5.1. Content of Electronic Ballots. Any electronic ballot distributed to the Members to vote on an issue shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.
- 3.5.2. Election Procedures. The Board, under the following guidelines, shall make ballots available to Members pursuant to election procedures adopted:
  - 3.5.2.1. The Annual Spring Elections shall not be held prior to the 4th week of Spring Quarter. All elections shall be held on two consecutive days, Monday through Thursday. The Annual Spring Election shall be held on two consecutive days, Monday through Thursday. Special Elections shall be held on two consecutive days, Monday through Thursday; polls will remain open from at least 8 am - 4 p.m. (*As provided for in the California Code of Regulations, Title 5, Section 41401 et seq.*)
  - 3.5.2.2. Election time shall be determined by the Elections Committee and approved by the Board of Directors.
  - 3.5.2.3. In the event that an electronic ballot is unavailable, absentee and written ballots shall be made available at the Office of Student Life & Leadership to any Member who wishes to obtain one. Written ballots must be returned to the Office of the Student Life and Leadership by the end of the election. Absentee ballots will be made available one week prior to the election date and must be returned to the Office of Student Life & Leadership by 5 p.m. on the day before the election in order to be valid. Absentee and written Ballots will be handled in accordance with normal balloting procedures outlined in the ASI Election Code.

3.5.2.4. Once cast, a ballot may not be revoked.

### 3.5.3. Quorum Requirements.

3.5.3.1. Calculation of ASI Membership. For purposes of this Section, ASI Membership shall be the number of persons regularly admitted and enrolled as matriculating students at the University during the fifth week of the academic quarter immediately prior to the academic quarter in which the election is to be held (“*ASI Membership*”). For the Annual Spring Election, ASI Membership shall be as determined by the Winter Quarter final census.

3.5.3.2. Quorum Requirements in General. Except as provided below with regard to the election of Directors, in order for an election by Members to be valid the number of votes cast in the election must exceed the greater of one percent (1%) of the ASI Membership or 125 votes.

3.5.3.3. Quorum Requirements for Election of Directors. Directors are elected by a vote of Members majoring in each Academic College. In order to be a valid election of Directors, the number of votes cast in an Academic College must exceed the greater of (a) one percent (1%) of the Members majoring in that Academic College or 125 votes, if the total enrollment in that Academic College exceeds 5000; or (b) two and one-half percent (2.5%) of the Members majoring in that Academic College or 50 votes, if the total enrollment in that Academic College is less than 5000 but more than 1000; or (c) in accordance with California Education Code or Corporations Code five percent (5%) of the Members majoring in that Academic College, if the total enrollment in that Academic College is less than 1000.

3.5.4. Voting Requirements. If a quorum is present, the affirmative vote of a majority of the Members voting in the election shall be the act of the Members, unless the vote of a greater number of Member(s) is required by these Bylaws.

3.5.5. Notification of Balloting Results. Immediately following the close of the balloting process and tabulation of the ballots, the Board shall notify the Members of the outcome of the vote. If the number of ballots cast are insufficient to constitute a quorum, the Board shall notify Members of that fact and shall immediately schedule a new election.

### 3.6. Requirements for Special Elections.

3.6.1. Persons Entitled to Call Election by Written Ballot. A majority vote of the Board, the ASI Chair of the Board or five percent (5%) or more of the Members may call for a special election by electronic ballot of the Members for any lawful purpose.

#### 3.6.2. Procedure for Calling Special Election.

3.6.2.1. Written Request for Special Election. Any person(s) authorized to call for a Special Election of Members may submit a request in writing to the Chair of the Board, or the ASI Vice Chair of the Board, specifying the matter to be

decided at the Special Election with sufficient detail to permit a determination on whether the matter is a proper subject for Special Election.

3.6.2.2.Presentation to Board. Upon receiving a written request for Special Election from person(s) authorized to call for Special Election, the request shall be submitted to the Board. The Board shall determine whether the matter is a proper subject for a Special Election, and if so the Board shall schedule the Special Election.

3.6.2.3.Scheduling of Special Election. If the Board determines that the matter is a proper subject for a Special Election, the Board shall schedule a Special election for a date that is not less than 35 or more than 90 days following receipt of the written request. The Special election shall be scheduled and conducted in accordance with the guidelines set forth in Section 3.

3.7.Membership Fee Election. In addition to the requirements contained in these Bylaws, any election involving the establishment or alteration of ASI membership fees for the Corporation shall follow all guidelines set forth in the California Education Code, the California Code of Regulations, Title 5; and, any policy adopted by CSU Trustees or University President.

3.8.Violation of Election Rules. All violations of elections rules will be considered pursuant to the elections packet and code approved annually by the Board of Directors.

3.9.Election Registration. All candidates must be registered under the procedures outlined in the ASI Election Code to be considered eligible for any elected position within ASI.

#### 4. ASI Board of Directors

##### 4.1. Purpose of ASI Board of Directors

- 4.1.1. As elected student representatives, the ASI Board of Directors is the official voice of Cal Poly Students.
- 4.1.2. The ASI Board of Directors oversees the corporate operations and approves the allocation of student fees.

##### 4.2. Authority of the ASI Board of Directors.

4.2.1. General Corporate Powers. Subject to the provisions of applicable law or these Bylaws relating to actions requiring approval of the Members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the ASI Board of Directors (“Board”). The Board may delegate the management of the activities of the corporation, in consultation with the Executive Director, to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.2.2. Specific Corporate Powers. Without limiting the authority of the Board as set forth above, the Board shall be responsible for the following:

- 4.2.2.1. Establishing policies and parameters for the affairs, properties, personnel and operations of ASI;
  - 4.2.2.2. Approving the annual budget of ASI, and all ASI fiscal policies;
  - 4.2.2.3. Hearing reports of Ad Hoc and Standing Committees;
  - 4.2.2.4. Providing for an annual audit of ASI’s books and records;
  - 4.2.2.5. Advising and managing ASI elections in conjunction with the Elections Committee;
  - 4.2.2.6. Suggesting guidelines for Cal Poly student organizations and activities at the University.
- 4.2.3. Creation of Ad Hoc Committees. The Chair or Board may, by majority vote of Directors present at a duly held meeting, create one or more Ad Hoc Committees to investigate and evaluate matters before the Board and to make recommendations to the Board for final action on those matters. Committees shall have no authority to take action on any matter, unless otherwise specified upon creation of the committee, but may make recommendations for action to the Board. Membership of Ad Hoc committees will fall under the provisions outlined in the Parliamentary Authority of the ASI. (See 5.1.1.)

#### 4.3. ASI Standing Committees:

- 4.3.1. ASI Bylaws and Policy Review Committee. The Committee reviews proposed ASI Bylaws and policy additions and/or modifications and makes recommendations for action to the Board of Directors. The Chair of this Committee shall be a voting member of the Board appointed by the Chair of the Board. In addition to the Chair of the Committee, a minimum of three additional voting members of the Board, as appointed by the Chair of the Board, and the UUAB Vice Chair shall serve the committee as voting members. The ASI Executive Director shall serve as an ex-officio member of the committee.
- 4.3.2. ASI Elections Committee. This Committee examines the qualifications of all candidates for Officer and Director, develops and recommends regulations pertaining to elections for approval by the Board, supervises the conduct of all ASI elections, and reports the results of ASI elections to the Board. The Chair of this Committee shall be a voting member of the Board appointed by the Chair of the Board. In addition to the Chair of the Committee, a minimum of four additional voting members of the Board as appointed by the Chair of the Board shall serve the committee as voting members. The specific operations of this committee shall be carried out in accordance with the ASI Election Code.
- 4.3.3. ASI Personnel Committee. This Committee reviews all corporate personnel matters and makes recommendations to the Board concerning these matters. The Chair of this Committee shall be the ASI Chair of the Board. In addition to the Chair of the Committee, a minimum of three additional voting members of the Board as appointed by the Chair of the Board, the ASI Vice Chair of the Board, the ASI President, the Chair of the UUAB, and the Vice Chair of the UUAB shall serve the committee as voting members. A University Human Resources Representative, the ASI Executive Director and ASI Human Resources Intern shall serve as ex-officio members of the committee. The specific operations of this committee shall be carried out in accordance with the ASI Personnel Committee Code.
- 4.3.4. ASI/UU Internal Review Committee. Because this committee reviews both ASI and UU business it shall be a conference committee. The Internal Review Committee is responsible for evaluating the ASI Club Funding Program and bringing any suggested policy modifications to the Board of Directors for review. Also, upon the pending expiration of ASI's current accounting services contract, the Internal Review Committee is responsible for reviewing independent auditor's service proposals and selecting the most appropriate firm. The Co-Chairs of this committee are a voting member of the Board appointed by the Chair of the Board and a voting member of the UUAB appointed by the Chair of the UUAB. In addition to the Co-Chairs of the Committee, a minimum of two additional voting members of the Board as appointed by the Chair of the Board and one additional voting member of the UUAB as appointed by the Chair of the UUAB shall serve the committee as voting members. A University Administration and Finance Representative and the ASI Director of Business Services shall serve as ex-officio members of the committee.
- 4.3.5. ASI Budget Review Committee. The ASI Budget Review Committee will organize and schedule any necessary budget presentations and make ASI funding

recommendations to the Board. The annual ASI budget shall be presented to the Board of Directors at the first Board meeting held during the month of May. After the Board of Directors approves the budget; the Executive Director forwards the ASI Budget proposal to the University President for approval. The Chair of the ASI Budget Review Committee shall be the Vice Chair of the Board. In addition to the Chair of the Committee, a minimum of four additional voting members of the Board as appointed by the Chair of the Board, and a voting member of the UUAB as appointed by the Chair of the UUAB, shall serve the committee as voting members. A University Administration and Finance Representative and the ASI Director of Business Services shall serve as ex-officio members of the committee.

4.3.6. ASI Club Funding Liaison: The Club Funding Liaison will be a direct link between ASI staff and the Board of Directors regarding all matters dealing with ASI Club Funding. The liaison will approve applications for Club Sponsorship and Club Event Co-Sponsorship concurrently with staff. At each duly held Board of Directors meeting the liaison will give a report to the Board of Directors on approved applications. The liaison will give detailed quarterly reports on Club Funding allocations and is responsible for presenting any application appeals to the Board of Directors. The Liaison will be a voting member of the Board of Directors appointed by the Chair of the Board.

4.4. Composition of the Board of Directors. The Board of Directors shall be comprised of a Chair elected by the Board and representatives from each of the Academic Colleges, determined below:

4.4.1. Each Academic College shall be entitled to a minimum of two Directors.

4.4.2. Any Academic College which has more than 1000 Members majoring in that college during the fifth week of Winter Quarter shall be entitled to an additional Director for every 600 Members over 1000 who are majoring in that college (*e.g., if there are 1600-2199 Members majoring in an Academic College then that Academic College would be entitled to three (3) Directors; if there are 2200-2799 Members majoring in an Academic College then that Academic College would be entitled to four (4) Directors*).

4.4.3. The maximum number of Directors from any Academic College shall not exceed five (5), regardless of the number of Members majoring in that Academic College.

4.5. Qualifications for Office.

4.5.1. General Qualifications. All persons seeking to become or remain a Director must be a Member of ASI, and must be majoring in the Academic College which that Member seeks to represent on the Board.

4.5.2. Academic Qualifications. Each person seeking to become or remain a Director must comply with academic requirements established by the Trustees and the University President. Under extraordinary circumstances, the University President in his/her discretion may make an exception to these requirements (*Trustees Academic Qualifications for Student Officers*)

4.5.3.Loss of Privileges. Directors may be subject to the loss of some or all of their privileges as Directors if they are placed on disciplinary or academic probation by the University, with such loss to be determined by the University.

#### 4.6.Selection of Directors.

4.6.1.Selection in General. Directors shall be elected by the Members who are majoring within the same Academic College as the Director.

4.6.2.Nomination of Directors. Individuals may become candidates for election as Directors by submitting nomination papers not less than 50, nor more than 120 days (as per California Nonprofit Corporation Law, Section 5522(a)), before the election, in accordance with procedures established by the Board.

4.6.3.Election of Directors. Directors shall be elected by a vote of the Members who are majoring within the same Academic College as the Director. The candidates receiving the highest number of votes, up to the number of Directors to be elected from that Academic College shall be elected as Directors from that Academic College.

4.6.4.Alternate Directors. Each Academic College Council shall have the ability to designate an Alternate Director, who shall meet all the qualifications of a Director. Alternate Directors shall be permitted to attend and participate in discussions at Board meetings in the absence of the Director, but Alternate Directors may not vote at Board meetings or attend closed sessions. The presence of an Alternate Director does not count toward quorum at a Board Meeting.

#### 4.7.Duties of Directors.

4.7.1.Duty of Good Faith. A Director shall perform his/her duties in good faith, in a manner the Director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

4.7.1.1.Reliance on Others. In performing his/her duties, a Director may rely on information, opinions, reports or statements prepared or presented by the persons listed below, so long as the Director acts in good faith, after reasonable inquiry, and without knowledge that reliance on such persons is unwarranted.

4.7.1.1.1. Directors, Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

4.7.1.1.2. Professional advisors (*including legal counsel, independent accountants, University or Cal Poly Corporation employees serving as advisors and/or representatives, etc.*) whom the Director believes to be acting on matters within such person's professional competence or expertise;

4.7.1.1.3. Ad hocs or Committees upon which the Director does not serve, but which the Director believes to merit confidence on a matter within its designated authority.

4.7.1.2. Avoidance of Liability. A person who performs the duties of a Director in accordance with this section shall have no liability based upon any alleged failure to discharge the person's obligations as a Director, including without limitations the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

#### 4.7.2. General Duties of Director.

4.7.2.1. Each Director shall make every effort to attend meetings of the Academic College Council that he/she represents, and shall provide reports to the Academic College Council concerning the meetings and activities of the Board.

4.7.2.2. Each Director shall make an effort to be informed on issues considered by the Board.

4.7.2.3. Each Director shall express the views of the Academic College Council that he/she represents, but shall vote in accordance with his/her own conscience when it is incompatible with the views of the Academic College Council.

4.7.2.4. Each Director shall submit a request to the Chairman of the Board to serve as an active voting Member of at least one committee and/or serve as a Board of Directors representative on the University Union Advisory Board (UUAB).

4.7.3. Attendance Requirements. Each Director shall make every effort to attend all meetings and workshops of the Board, and shall not be absent, without being excused by the Chair, from more than twenty-five percent (25%) of such meetings and workshops. In addition, each Director shall not be absent without excuse from more than two (2) Board meetings in any quarter, or more than four (4) Board meetings in any academic year. Directors serving as UUAB representatives must comply with the attendance requirements for UUAB as detailed in the UUAB Operation Code.

#### 4.8. Term of Office.

4.8.1. Ordinary Term of Office. The term of office shall be one year, commencing on the first day after the close of Spring Quarter and ending on the last day of the following Spring Quarter.

4.8.2. Successive Terms. Directors shall be entitled to seek election and hold office for more than one successive term.

4.8.3. Early Termination. The term of office for any Director shall expire immediately upon a determination by the Board or the University that the Director has failed to meet the qualification set forth above.

4.8.4. Replacement Directors. A Director selected to fill a vacancy shall serve until the last day of the term of the Director whose vacancy he/she is filling.

4.9.Removal of Directors and Filling Vacancies on the Board of Directors.

4.9.1.General Vacancies. A vacancy on the Board of Directors shall be deemed to exist on the occurrence of any of the following:

4.9.1.1.The death, resignation or removal of a Director;

4.9.1.2.An increase of the authorized numbers of Directors; or

4.9.1.3.The expiration of the term of office of a Director because the Director fails to meet the qualifications specified in Sections 4.

4.9.2.Resignation of Directors. Any Director may resign, by giving written notice to the Chair of the Board, or the Vice Chair of the Board. The resignation shall be effective upon delivery, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

4.9.3. Removal of Directors by the Board.

4.9.3.1.The Board of Directors shall have the power to remove a Director and declare his or her office vacant under any of the following circumstances (a) Director has been declared of unsound mind by a final order of court of competent jurisdiction, (b) Director is convicted of a felony by final order of a court of competent jurisdiction; (c) Director has breached a duty of the California Corporations Code by final order of a court of competent jurisdiction;

4.9.3.2.The Board shall have the power to remove a Director and declare vacant the office of that Director, if the Director has failed to meet the attendance requirements outlined in Section 4.

4.9.3.3.Any action by the Board to remove a Director under this section shall be approved by a two-thirds vote of the Directors then in office.

4.9.4.Removal of Directors by Superior Court. In accordance with applicable law, the Superior Court of San Luis Obispo County may remove from office any Director the court finds fraudulent or finds to have committed dishonest acts or gross abuse of discretion relating to the Corporation. The Corporation shall be made a party to such action.

4.9.5.Removal of Directors by Recall Election. A Director elected by vote of the Members majoring in an Academic College may be removed by a vote of the Members of the Academic College at a Special Election duly held under the procedures outlined in Section 3.

4.9.6.Filing of Vacancies on the Board. Unless otherwise stated in these Bylaws, a vacancy on the Board shall be filled as follows:

4.9.6.1.Member shall be nominated by the Academic College Council for which the vacancy exists, and the nominee shall be approved by a two-thirds vote of the Directors then in office.

## 5. Board of Directors Meetings

5.1. Regular Meetings of the Board. The Board shall annually establish, in the Standing Rules for each academic year session, the date, time and location for holding regular meetings. Regular meetings of the Board shall be held on at least a monthly basis during the Fall, Winter, and Spring quarters; however, no regular meetings shall be held during the week of final exams and/or dead week unless called by Chair of the Board of Directors. The first meeting of the academic year shall be held no earlier than the second week of Fall Quarter. At the first meeting of the academic year the date, time and location of the regular meetings to be held during the academic year will be established, in accordance with the guidelines set out in this section. No meeting may be held in a facility that prohibits admittance on the basis of race, religious creed, color, national origin, ancestry, sex or in any location that requires an admission charge or payment.

5.1.1. Parliamentary Authority. The Parliamentary Authority of ASI shall be Robert's Rules of Order.

5.1.2. Conduct of Business. All Formal items of business (those not arising of an incidental nature or otherwise stated in the Bylaws) shall be introduced as a Bill or Resolution. A Bill, if passed, shall become official policy of the Corporation. A Resolution, if passed, is a formal expression of opinion, will, or intent of the Board, and is advisory in nature.

5.1.3. Quorum Requirements. Quorum for the Board of Directors shall consist of 50% plus one of the members then in office at any duly held Board meeting. Quorum requirements for the Board of Directors shall be consistent with those outlined in the Parliamentary Authority of ASI.

5.2. Special Meetings of the Board. The Chair of the Board, any two Directors in consultation with the Chair of the Board, or the ASI Executive Director in consultation with the Chair of the Board may call special meetings of the Board of Directors at any time.

5.2.1. Notice of Special Meeting. The person or persons calling the Special Meeting shall give written notice of the meeting to each Director and to any other person or medium who has requested notice in writing. The Notice of Special Meeting shall be delivered at least 24 hours before the meeting, and shall specify the date, time and place and the business to be transacted or discussed. In addition, written notice may be dispensed with as to person or entity who, at or prior to the time of the meeting, submitted a written waiver of notice. Written notice also may be dispensed with as to any person or entity who is actually present at the meeting at the time it convenes. (*Refer to Education Code Section 89306.5 for detailed requirements.*)

5.2.2. No business other than the business specified in the notice of meeting shall be considered at this Special Meeting

5.3. Open Meeting Requirements.

- 5.3.1.Open Meetings. Except as provided in this section, the meetings of the Board shall be open and public, and all persons shall be permitted to attend.
- 5.3.2.Meeting Definition. “Meeting” includes any congregation of a majority of the voting membership at the same time and place to hear, discuss, or deliberate upon any item that is within the subject matter jurisdiction of the Board. As set forth in Section 89305.1. of the Education Code, “Meeting” does not include:
- 5.3.2.1. Individual contacts or conversations between a member of the Board and any other person.
- 5.3.2.2. Attendance of a majority of the voting members of the Board at a conference or similar gathering open to the public that involves discussion of issues of general interest to the public or to higher education, provided that the members do not discuss among themselves, other than as part of a scheduled program, business of a specified nature that is within the subject matter jurisdiction of the Board.
- 5.3.2.3. Attendance of a majority of the voting members of the Board at an open and noticed meeting of another body or entity created or formed by the Board, provided that the members do not discuss among themselves, other than as part of a scheduled meeting, business of a specified nature that is within the subject matter jurisdiction of the Board.
- 5.3.2.4. Attendance of a majority of the voting Board members at a purely social or ceremonial occasion, provided that the members do not discuss among themselves, other than as part of a scheduled meeting, business of a specified nature that is within the subject matter jurisdiction of the Board.
- 5.3.3.Meetings by Teleconference. “Teleconference” means a meeting of the Board, the members of which are in different locations, connected by electronic means, through audio, video, or both.
- 5.3.3.1. As set forth in Section 89305.1. of the Education Code the Board may use “teleconferencing” for the benefit of the public and the Board in connection with any meeting or proceeding authorized by law. There must be a specific, posted, location where the meeting is considered as being held. At least one Director must be present at this location, and the location must meet all accessibility requirements specified in Section 5. The “teleconference” meeting shall comply with all requirements of the applicable provisions of the law. (*Refer to Education Code Section 89305.1(B)(2) for detailed requirements.*)
- 5.3.4.Closed Sessions. Closed session discussions by the Board are permitted for limited purposes when considering the following: (*Refer to Education Code Section 89307 for detailed regulations regarding closed sessions*).
- 5.3.4.1. The Board and committees may hold closed sessions to receive advice from the Corporation’s attorney, to employ, evaluate, or dismiss an employee, or to

hear complaints or charges brought against an employee, unless the employee requests a public hearing.

- 5.3.4.2. The Board and committees may also hold closed sessions with the designated representatives of ASI and the university to discuss salaries, salary schedules, or compensation paid in the form of fringe benefits. However, prior to the closed session, the Board shall hold open and public session in which it identifies its designated representatives. Closed sessions shall not include final action on proposed compensation of one or more employees.
  - 5.3.4.3. The Board and committees may also hold closed sessions when considering the appointment, employment, evaluation, discipline, or dismissal of an ASI employee.
  - 5.3.4.4. The Board and committees also may hold closed session to discuss investments if the Board determines that a public discussion could have a negative impact on the Corporation's financial situation, but the Board shall not take action on such financial investments in Closed Session.
  - 5.3.4.5. Prior to holding any closed session, the Board shall disclose, in an open meeting, the item or items to be discussed in closed session. In closed session, the Board may consider only those matters covered in this statement.
  - 5.3.4.6. The Board shall publicly report any action taken in closed session and the vote or abstention of every member present at the meeting during which the closed session is held.
- 5.3.5. Public Posting. At least 72 hours before a regular meeting the Board shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.
- 5.3.5.1. No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that a member of the Board may briefly respond to statements or questions posed by a person exercising his or her public testimony rights during Open Forum. (*Refer to Education Code Section 89305.5.(2) for detailed requirements*).
  - 5.3.5.2. The Board may take action on Business Items that do not appear on the posted agenda, but are publicly identified under any of the following conditions:
    - 5.3.5.2.1. Upon determination, pursuant to Special Meeting requirements, that an emergency situation exists. (Refer to Education Code Section 89306.5. for definition of "emergency situation.")
    - 5.3.5.2.2. Upon determination by a two-thirds vote of the Board members present at the meeting, or if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the

Board after the agenda was officially posted.

5.3.5.2.3. The item was posted as required in Section 5 for a prior Board meeting occurring not more than five calendar days prior to the present meeting.

#### 5.4. Public Comment Requirements.

5.4.1. Every Board agenda for regular meetings shall provide for an Open Forum where members of the public may directly address the Board.

5.4.2. Every notice for a special meeting shall provide an opportunity for members of the public to directly address the Board concerning any item that has been described in the notice for the meeting before or during consideration of that item.

5.4.3. The Board shall not prohibit public criticism of anything related to ASI, the Board, or both. This requirement does not confer any privilege for expression beyond that otherwise provided by law.

#### 5.5. Quorum and Voting Requirements.

5.5.1. Quorum. At any regular meeting of the Board, a quorum shall consist of a majority of Directors then in office.

5.5.2. Loss of Quorum. A Board meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors below a quorum, so long as any action taken is approved by a majority of the required quorum for that meeting.

5.5.3. Acts of the Board in General. Every act or decision done or made by a majority vote of the Directors present at a duly held Board meeting at which quorum is present is the act of the Board, except as otherwise provided by these Bylaws. For purposes of this Section, a Director is not considered to be present at the meeting if the Director disqualifies himself/herself from discussing or voting on a matter before the Board due to a conflict of interest.

5.5.3.1. The Board shall not take any action by secret ballot, whether preliminary or final.

5.5.4. Transactions Requiring a Majority Vote of Directors in Office. The following acts require a majority vote of the Directors then in office in order to be effective:

5.5.4.1. Increasing or decreasing the number of authorized Directors after Winter Quarter.

5.5.4.2. All other actions requiring a majority vote as specified by the Parliamentary Authority. (See 5.1.1.)

5.5.5. Transactions Requiring a Two-Thirds Vote of Directors in Office. The following acts require a two-thirds (67%) vote of the Directors in office in order to be effective:

5.5.5.1. Approval of appointment of Vice Chair of the Board and Chief of Staff;

5.5.5.2. Removing Directors from office (Section 4).

5.5.5.3. Except as otherwise provided in these bylaws, removing officers from office,

5.5.5.4. Approving appointments to fill vacant positions of Director (Section 4).

5.5.5.5. Approving appointments to fill vacant positions of Officers, other than the President and Chair of the Board (Section 7).

5.5.5.6. Approving financial transactions with interested parties, which requires a two-thirds vote of non-interested Directors then in office.

5.5.5.7. Reconsidering an act of the Board.

5.5.6. Transactions Requiring a Three-Fourths Vote of Directors in Office. The following acts require a three-fourths vote (75%) of the Directors then in office in order to be effective:

5.5.6.1. Vacating the office of President or Chair of the Board due to the inability of the current Officer to perform the functions of the office (Section 7).

5.6. Ex-officio, Non-Voting Representatives. The following persons shall be ex-officio representatives to the Board as set forth below and are entitled to the same notice and right to attend meetings of the Board and committees as the Directors, including the right to attend Closed Sessions unless a conflict of interest seems apparent to the Chair. Officers of the Corporation are not entitled to a vote at such meetings, and are not counted for purposes of quorum requirements.

5.6.1. ASI President

5.6.2. Chair of the UUAB

5.6.3. University President or his/her Designee

5.6.4. Academic Senate Chair or Designee

5.6.5. ASI Executive Director or Designee

5.6.6. Cal Poly Corporation management Designee

5.7. Standing Rules of the Board. The Board shall establish standing rules of conduct for the Board. The Standing Rules are subject to control of the ASI Bylaws and only take precedence in matters of Parliamentary Authority and any matters not directly addressed in the ASI Bylaws.

5.8. Violation of Open Meeting Laws. Each member of the Board who attends a Board meeting where an action is taken in violation of any provision of Education Code Sections 89305-89307, with knowledge that the meeting is in violation of these provisions, is guilty of a misdemeanor.

## 6. ASI/UU Summer Board

6.1. Authority of the ASI/UU Summer Board. During the summer when the full Board of Directors and University Union Advisory Board do not hold regular meetings, the ASI/UU Summer Board shall be responsible for oversight of all ASI issues, and University Union advisory issues.

### 6.2. Number and Selection of Summer Representatives.

6.2.1. Number of Summer Representatives. The ASI/UU Summer Board shall be comprised of one Director from each Academic College (*“Summer Representatives”*). These six Summer Representatives shall also serve as the only advisory members of the University Union Advisory Board during Summer Quarter.

6.2.2. Appointment of Summer Representatives. Summer Board Representatives shall be appointed by the Chair of the Board, in consultation with the Chair-Elect, from among the Directors elected during that years Spring Election. The appointments shall be approved by a majority of voting Directors at the final Board of Directors meeting during the Spring Quarter.

6.2.3. Ex-officio Representatives. The non-voting, ex-officio representatives specified in Section 5. and those identified in the University Union Advisory Board Operation Code shall have the same privileges with respect to meetings of the ASI/UU Summer Board as they have with respect to the meetings of the Board of Directors and the University Union Advisory Board.

6.3. Qualifications for Summer Representatives. All ASI Summer Representatives shall be duly elected Directors of ASI, and shall be subject to the qualification set forth in Section 4.

### 6.4. Duties of Summer Representatives.

6.4.1. Duties in General. All Summer Representatives shall have the same general duties of Directors set forth in Section 4 for ASI business and as advisory members of the UUAB as set forth in the UUAB Operation Code.

6.4.2. Attendance Requirements. Summer Representatives shall not be absent without excuse from more than one regular meetings of the ASI/UU Summer Board.

6.4.2.1. Removal of Summer Representative for Non-Attendance. The Summer Board shall have the power to remove a Summer Representative from the Summer Board if such person has been absent without excuse from more than one meeting of the Summer Board, as determined by a roll call vote taken at the beginning of each meeting. For purposes of this section, a Summer Representative is considered to be absent from one meeting after missing two roll calls votes.

6.4.2.2. Filling Vacancy Caused by Removal of Summer Representative. If the Summer Board removes a Summer Representative under this Section, a Chair

of the Summer Board shall immediately attempt to fill the vacated seat with another elected Director from the College.

6.4.3.Reporting Duties. Each Summer Board Representative shall keep his/her Academic College Council and its members informed concerning business conducted by the Summer Board. If the Summer Representative's Academic College Council does not meet during the Summer Quarter, the Summer Representative shall make a full report at the first regular meeting of the Academic College Council in the Fall Quarter.

6.4.4.Dual Role of the Committee. There shall be separate sections on all ASI/UU Summer Board Meeting agendas clearly delineating ASI items and University Union items. Prior to addressing any UU agenda items the Chair of UUAB shall announce to the membership that all action on UU items is advisory to the Executive Director and the University President, who retains executive authority over all Student Body Center fee funded programs and facilities, as provide by Title 5 of the Education Code and the UUAB Operation Code. This information will also be printed on all agendas for Summer Board Meetings.

#### 6.5.Quorum and Voting.

6.5.1.Quorum in General. At any meeting of the ASI/UU Summer Board, a quorum shall consist of a majority of Summer Representatives then in office.

6.5.2.Loss of Quorum. An ASI/UU Summer Board meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors below a quorum, so long as any action taken is approved by a majority of the required quorum for that meeting.

6.5.3.Voting Requirements. Every act or decision done or made by a majority vote of the Summer Representatives present at a duly held meeting of the Summer Board at which a quorum is present is an act of the ASI/UU Summer Board.

6.6.Approval by the University President. University Union action taken by the ASI/UU Summer Board is advisory to the Executive Director and University President. UU action will be reported to the University President as identified in the lease agreement between ASI and the University that specifies the relationship and reporting process. All UU action taken during the Summer will be reported to the UUAB by the second regularly scheduled UUAB meeting of Fall Quarter.

6.7.Delegation of Authority by the Board of Directors. The Board of Directors may delegate the authority of the Board only to a Committee composed solely of voting Directors. The Summer Board meets this criterion and is therefore authorized to make final decision on matters before them on behalf of the Board of Directors. The following cannot be delegated to such a Committee as per California Nonprofit Corporation Law Section 5212:

6.7.1.The filling of vacancies on the Board or on any committee.

- 6.7.2. The fixing of compensation of the Directors for serving on the Board or on any committee.
- 6.7.3. The amendment or repeal of Bylaws or the adoption of any new Bylaws.
- 6.7.4. The amendment or repeal of any Resolution of the Board that by its express terms is not so amenable or repeal able.
- 6.7.5. The appointment of other committees of the Board or members thereof.
- 6.7.6. The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

## 7. Officers and Subordinates of the Corporation

7.1. Designation of Corporate Officers. The Officers of the Corporation shall be the President, the Chair of the Board, and the Chair of the University Union Advisory Board. The Chair of the University Union Advisory Board serves as both the Secretary and Chief Financial Officer for the Corporation.

7.1.1. Other Officers as Required. The Board in its discretion may create such other subordinate Officer positions as may be required by the affairs of the Corporation and may specify the term, qualifications, and duties of such Officer. The ASI Officers shall nominate, and the Board shall appoint, persons to fill these positions in accordance with these Bylaws and any additional requirements specified by the Board.

7.1.2. Seeking Multiple Positions. One person may not simultaneously seek more than one elected ASI position.

### 7.2. Qualifications of Officers.

7.2.1. Qualifications in General. Each person seeking to become or to remain as an Officer of ASI must be a Member of ASI.

7.2.2. Academic Qualifications. Each person seeking to become or remain an Officer of ASI must comply with academic requirements established by the Trustees and the University President.

### 7.3. Selection of Officers.

7.3.1. Nomination and Selection of Officers in General. Corporate Officers shall be selected as follows. The vote required to elect any officer of the Corporation shall be a simple majority. A simple majority shall consist of 50% plus one of the Members voting at a duly held election.

7.3.1.1. Nomination and Election of President. The President shall be elected by a majority vote of the Members voting at the duly held Annual Spring Election, or such election as may be conducted in accordance with these Bylaws or specified by the Board. Members may become candidates for ASI President by submitting nomination papers not less than 50 days and not more than 120 days before the election (in accordance with the procedures established by the Board) In order for a candidate's name to be placed on the ballot, the nomination papers must contain signatures totaling 3% of the ASI Membership as defined in Section 3. The Presidential Election ballot shall include provisions necessary for Instant Runoff Voting such that in the event that no candidate receives a majority of the vote a winner will be determined based on the ranking of candidates by each Member at the duly held election.

7.3.1.2. Nomination and Election of Chair of the Board. The Chair of the Board shall be elected by a majority vote of the current Board members each Spring Quarter. The chair position shall be open to any Board member properly elected by their academic college during the Annual Spring Election. Nominations for the position shall be taken at the last two regular meetings of

the ASI Board of Directors and may be made by any Member of the Corporation. During the last regular meeting of the ASI Board, after the close of nominations and during regular session as new business, the currently serving Board of Directors will elect the new Chair of the Board for the following term. In the event that no nominee receives a majority of the votes cast in the election, a run-off election shall be held between the two candidates with the greatest number of votes until one candidate receives a majority of the votes cast. The position made vacant by the new Chair of the Board shall be filled by the next highest vote getting Director candidate from the same academic college. Should there prove to be no other candidate or the person declines the position the provisions of Section 4 will be used to fill the vacancy.

7.3.1.3. Nomination and Election of the University Union Advisory Board Chair. The Chair of the UUAB shall be elected by the student voting membership of the University Union Advisory Board (UUAB) each Spring Quarter. The Chair position shall be open to any currently enrolled Cal Poly student who meets UUAB membership requirements (*Article VI of the UUAB Operation Code*). The election shall be extensively publicized three weeks prior to the election in order to provide students who are not current members of the UUAB an opportunity to participate in the election. The election shall occur during the meeting prior to the ASI Student Government general election. Any currently enrolled Cal Poly student may submit the name of an eligible student for nomination at a scheduled UUAB meeting where nominations are agendized.

#### 7.4. Duties of Officers and Directors.

7.4.1. Duty of Good Faith. An Officer shall perform his/her duties in good faith, in a manner such Officer believes to be in the best interests of the Corporation with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

7.4.1.1. Reliance on Others. In performing his/her duties, an Officer may rely on information, opinions, reports or statements prepared or presented by the persons listed below, so long as the Director acts in good faith, after reasonable inquiry, and without knowledge that reliance on such persons is unwarranted:

7.4.1.1.1. Directors, Officers or employees of the Corporation whom the Officer believes to be reliable and competent in the matters presented;

7.4.1.1.2. Professional advisors (*including legal counsel, independent accountants, University and Cal Poly Corporation employees serving as advisors and/or representatives*) whom the Officer believes to be acting on matters within such person's professional competence or expertise;

7.4.1.1.3. Ad Hoc Committees upon which the Officer does not serve, but which the Officer believes to merit confidence on a matter within its designated authority.

7.4.1.2. Avoidance of Liability. A person who performs the duties of a Director in accordance with this section shall have no liability based upon any alleged failure to discharge the person's obligations as a Director, including without limitations the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

7.4.2. Duties of President. The President shall represent the general student body (student advocacy) and act as the official representative and host of the Associated Students to the administration of the university and the general public, together with such other duties as may be prescribed by the Board to include:

7.4.2.1. Representing the Members and the Corporation itself to all persons and organizations within and outside the University;

7.4.2.2. Executing all legislation enacted by the Board unless otherwise stated or directed;

7.4.2.3. Performing other duties as assigned by the Board;

7.4.2.4. Appointing Members to, and dismissing Members from, all ASI presidential committees;

7.4.2.5. Serving as a voting member of the Personnel Committee;

7.4.2.6. Appointing a Chief of Staff to oversee the Executive Staff, subject to approval by the Board.

7.4.2.7. Creating and/or appointing an Executive Staff to assist in achieving goals, providing advice on relevant student issues and coordinating special events and activities.

7.4.2.7.1. Composition of the Executive Staff. The Executive Staff shall be comprised of the Executive Cabinet and Executive Cabinet subcommittees. The members of the Executive Cabinet will be responsible for their respective subcommittees under the supervision of the chief of Staff and President to reach goals within on-going areas of importance on campus. These are suggested to include but are not limited to: legislative, environmental, community, diversity, university issues, outreach, and public relations. The Executive Cabinet shall include at least five and no more than nine students. For purposes of continuity, the title for Executive Cabinet positions shall be "Secretary" of the specified area.

7.4.2.7.2. Selection of the Executive Cabinet. A campus-wide application process open to all students will be conducted and the ASI President-elect shall hold interviews with select applicants. The interviewing committee will include, but is not limited to, the President-elect and the Chief of Staff nominee. The Executive Cabinet appointments will be shared with the Board of Directors on or before the first regularly

scheduled meeting of incoming Summer ASI/UU Board of Directors.

7.4.2.8. Serving as a representative to the University Academic Senate.

7.4.2.9. Serve as President in accordance with California non-profit public benefit corporation law.

7.4.3.Duties of Chair of the Board. The Chair of the Board is responsible for the efficient operation of the Board of Directors and its subcommittees. Specific to the provisions of applicable law and these Bylaws, the Board of Directors under the administration of the Chair of the Board shall conduct annual corporate reviews, establish corporate and student policy and respond to issues requiring action by the Members of the Corporation. The Chair of the Board insures that the ultimate management responsibilities, e.g., fiscal, operational, and personnel are exercised by the Board to include:

7.4.3.1. Serve as the administrative officer of the Board of Directors.

7.4.3.2. Call and conduct meetings of the Board of Directors.

7.4.3.3. Appoint Vice Chair of the Board with approval of the Board of Directors.

7.4.3.4. Appoint Chairs and Directors of all standing committees of the Board.

7.4.3.5. Step down as Chair for any discussion item if speaking pro or con.

7.4.3.6. Cast tie-breaking votes for the Board of Directors when required.

7.4.3.7. Appoint Ad Hoc committees as needed, which are not subject to approval by the Board.

7.4.3.8. Serve as the Chair of the ASI Personnel Committee.

7.4.3.9. Appoint Board members to University Committees as needed.

7.4.3.10. Serve as a representative to the University Academic Senate.

7.4.4.Duties of the Chair of the University Union Advisory Board (UUAB). The Chair of the UUAB is responsible for the efficient operation of the UUAB and its subcommittees. Specific to the provisions of applicable law and the UUAB Operation Code, the UUAB under the administration of the Chair of the UUAB shall serve as the official advisory board to the Executive Director and the University President for Student Body Center fee facilities and programs. Refer to the University Union Advisory Board Operating Code for specific information regarding the operation of the UUAB. Specific duties of the Chair of the UUAB include:

7.4.4.1. Shall be the official representative and spokesperson for the UUAB.

- 7.4.4.2. Is responsible for calling, planning, and facilitating UUAB meetings.
- 7.4.4.3. Shall be responsible for communication related to UUAB decisions among UUAB members, the Executive Director, ASI Board of Directors, Vice President of Administration & Finance, Vice President of Student Affairs and the campus community.
- 7.4.4.4. Shall represent the UUAB on the Personnel Committee, Recreation Center Use Committee, and Sports Complex Use Committee.
- 7.4.4.5. Shall be eligible to receive a stipend as determined by the Personnel Committee, recommended by the UUAB, and approved by the University President.
- 7.4.4.6. Shall identify and develop ad hoc committees as necessary.
- 7.4.4.7. Shall perform other duties as directed by the UUAB, ASI Officers, and University President and/or designee.
- 7.4.4.8. Serve as Secretary and Treasurer in accordance with California non-profit public benefit corporation law.

7.5.Term in Office.

- 7.5.1.Ordinary Term of Office. The ordinary term of office for corporate Officers shall be one year, commencing on the day after the close of Spring quarter and ending on the last day of the following Spring quarter.
- 7.5.2.Successive Terms. Officers shall be entitled to seek election and hold office for more than one successive term.
- 7.5.3.Early Termination. The term of office for any Officer shall expire immediately upon a determination by the Board or the University that the Officer has failed to meet the qualifications set forth in Section 7.

7.6.Removal of Officers and Filling Vacancies in Corporate Offices.

- 7.6.1.Vacancies Generally. Vacancy in the Corporate Offices shall be deemed to exist on the occurrence of any of the following:
  - 7.6.1.1.The death, resignation or removal of an Officer; or
  - 7.6.1.2.The expiration of the term of an Officer because the Officer fails to meet the qualifications specified in Section 7.
- 7.6.2.Resignation of Officer. Any Officer may resign by giving written notice to the Chair of the Board and ASI Executive Director. The resignation shall be effective upon delivery of the notice, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

### 7.6.3. Removal of Officers.

#### 7.6.3.1. Removal of ASI President

7.6.3.1.1. In General. Except as provided below, the ASI President may not be removed from office prior to the expiration of his/her term except by majority vote of the Members voting at a duly held election or three-fourths vote of the Board of Directors.

7.6.3.1.2. Inability to Perform Functions. In the event that the Board determines that the President is unable to perform the functions of the office, and that the best interests of the Corporation require that another person assume those functions, the Board may by a three-fourths vote of the Directors then in office temporarily or permanently remove the President from office. The duties of the President, if removed temporarily, will be assumed on an interim basis by the Chief of Staff. In the event that the Board determines that the President is permanently unable to perform the duties of the office, the Board of Directors will call a special election or make a permanent appointment to fill the vacancy by a three-fourths vote of the Directors then in office.

7.6.3.2. Removal of Chair of the University Union Advisory Board. The Chair of UUAB may not be removed from office prior to the expiration of his/her term except by a two-thirds vote of the UUAB voting membership and/or by a two-thirds vote of the Board of Directors (Section 5).

7.6.3.3. Removal of Chair of the Board. The Chair of the Board may not be removed from office prior to the expiration of his/her term except by a three-fourths vote of the Board voting membership. Upon removal of the Chair of the Board, the Board shall take action to immediately elect a new Chair of the Board under the direction of the ASI President and the guidelines established in Section 7.

7.6.4. Filling of Vacancies. A vacancy in the UUAB Chair position will be filled according to the University Union Advisory Board Operation Code and in accordance to Section 7. A vacancy of the Chair of the Board position may be filled by a majority vote of Directors then in office at a duly held Board meeting. A vacancy in the office of President will be filled on an interim basis by the duly appointed Chief of Staff. All other vacancy filling procedures will be governed by section 7.

### 7.7. Subordinates of the Corporation

#### 7.7.1. Vice Chair of the Board.

7.7.1.1. Nomination and Approval of the Vice Chair of the Board. The Vice Chair of the Board shall be a Director appointed by the Chair of the Board and approved by a two-thirds majority vote of the authorized number of Directors then in office.

7.7.1.2.Duties of Vice Chair of the Board. The Vice Chair of the Board shall serve in the absence of the Chair of the Board. In addition to the role as Parliamentarian, the Vice Chair assists the Chair in staying apprised of all subcommittee and standing committee actions. The Vice Chair serves as the Chair of the Board in the temporary absence of the Chair of the Board and as interim Chair of the Board if the Chair should resign or otherwise become unable to perform the functions of the office as determined by the Board under Section 7 until such time as the Chair of the Board is able to resume the functions of the office or a new Chair is elected by the Board. The Vice Chair of the Board shall serve as the Chair of the ASI Budget Review Committee.

7.7.1.3.Removal of the Vice Chair of the Board. The Vice Chair of the Board may be removed from Office by a two-thirds vote of Directors then in office occurring at a duly held Board meeting. The removal of the Vice Chair under this provision only affects the Vice Chair position and not the Director position. See Section 4 for details regarding removal of a Director.

#### 7.7.2. Vice Chair of the UUAB.

7.7.2.1.Nomination and Election of the Vice-Chair of the UUAB. The Vice Chair of UUAB shall be a student voting member of the UUAB appointed by the Chair of UUAB and approved by a two-thirds vote of the student voting members of UUAB then in office.

7.7.2.2.Duties of the Vice-Chair of the UUAB. The Vice Chair of UUAB shall serve in the absence of the Chair of the UUAB. In addition to the role as Parliamentarian, the Vice Chair assists the Chair in staying apprised of all subcommittee and standing committee actions. Serves as the Chair of UUAB in the temporary absence of the Chair of the UUAB. Serves as Interim Chair of UUAB if the Chair should resign or otherwise become unable to perform the functions of the office as determined by the UUAB in the UUAB Operation Code, until such time as the Chair of UUAB is able to resume the functions of the office. The Vice-Chair of UUAB succeeds the Chair of UUAB in the event that the Chair is permanently unable to fulfill the duties of the position.

7.7.2.3.Removal of the Vice Chair of the UUAB. The Vice Chair of the UUAB may be removed from Office by a two-thirds vote of UUAB voting members in office occurring at a duly held UUAB meeting. The removal of the Vice Chair under this provision only affects the Vice Chair position and not the voting member position. See the UUAB Operating Code for details regarding removal of a voting member.

#### 7.7.3. ASI Chief of Staff

7.7.3.1.Appointment of the ASI Chief of Staff. A campus-wide application process open to all students will be conducted and the ASI President-elect shall interview select applicants. The interviewing committee will include, but is not limited to, the President-elect and the ASI/UU Executive Director. The Chief of Staff nomination will be submitted to the Board of Directors for

ratification on or before the last regularly scheduled meeting of the academic year. The Chief of Staff must be approved by a two thirds vote of Directors then in office.

7.7.3.2.Duties of the ASI Chief of Staff. The ASI Chief of Staff is directly responsible for the supervision and guidance of the Executive Staff. Serving in the absence of the ASI President, the ASI Chief of Staff advises the ASI President on student issues, organizational programs and committee appointments to include:

7.7.3.2.1. Serve as ASI President in the temporary absence of the ASI President.

7.7.3.2.2. Serve as Interim ASI President if the ASI President should resign or otherwise become unable to perform the functions of the office, as determined by the Board, until such time as the ASI President is able to resume the functions of the office.

7.7.3.2.3. Advise the ASI President on all matters, and make recommendations to the ASI President on all appointments.

7.7.3.2.4. Implement programs as requested by the ASI President.

7.7.3.2.5. The ASI Chief of Staff may not serve as a voting member of the Board of Directors during his/her term.

7.7.3.3.Removal of the ASI Chief of Staff. The ASI Chief of Staff may be removed from office by the ASI President in consultation with the ASI Officers or by a two-thirds vote of Directors then in office at a duly held Board meeting.

7.8.Compensation of Officers and Subordinates. The Officers and subordinates shall receive stipends as established by the Board and the UUAB upon recommendation of the ASI Personnel Committee. Any increase or decrease in such stipends recommended by the Personnel Committee and approved by the Board and UUAB, shall not become effective until the first day of the Summer quarter following approval of the stipend amounts.

## 8. Conflict of Interest

8.1.Conflict of Interest. No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Education Code Sections 89906-89909. The following relationships are specifically deemed not permissible:

8.1.1.Any contract, other than an employment contract, directly between the Corporation and a member of the Board of Directors.

8.1.2.Any contracts between the Corporation and a partnership or unincorporated association in which a member of the Board of Directors is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest.

8.1.3.Any contract between the Corporation and a for-profit corporation in which an member of the Board of Directors is the owner or holder, directly or indirectly, of 5 percent or more of the outstanding common stock.

8.2.There are other relationships, including the following, that are permissible:

8.2.1.Contracts between the Corporation and a for-profit corporation in which a member of the Board of Directors is the owner or holder, directly or indirectly, of less than 5 percent of the outstanding common stock.

8.2.2.Contracts between the Corporation and a for-profit on whose Board of Directors a member of the Board of Directors serves and such Director is the owner or holder, directly or indirectly, of less than 5 percent of the outstanding stock.

8.2.3.Contracts between the Corporation and a nonprofit corporation on whose Board of Directors a member of the Board of Directors serves.

## 9. Employees

- 9.1. General. Salaried employees, including an Executive Director, shall assist the Officers and Directors in their duties. Salaried staff need not be Members of the Corporation. Salaries, working conditions and benefits shall be set in accordance with applicable provisions of the California Education Code, the California Code of Regulations, Title 5.
- 9.2. Executive Director. The ASI/UU Executive Director is the Associated Students, Inc. senior management position. In close consultation with the ASI President, Chair of the Board of Directors, and Chair of the University Union Advisory Board, the ASI/UU Executive Director is accountable for the financial, legal, administrative management of the University Union and the ASI. All authority of the ASI/UU Executive Director is granted by the ASI Board of Directors, and Cal Poly State University through the University Union Operating Lease. When a vacancy in the executive director position occurs, notice will be provided jointly by the ASI President and the Vice President for Student Affairs. An interim staff appointment may be made (by the VP Student Affairs in consultation with the ASI Officers and Directors) until a national recruitment can be conducted for replacement. As an employee of the ASI, a California 501C3 Public Benefit Non-Profit Corporation, the ASI Executive Director is answerable to the ASI Officers, and the ASI Board of Directors for the general management for all ASI resources, programs, and facilities. For the purpose of practical and professional oversight, the Vice President for Student Affairs provides general supervision of this position. Oversight pertains to the ASI Executive Director and does not extend to ASI staff or the management of the ASI Corporation.

## 10. Finances

- 10.1. Standards for Investment. All corporate funds shall be held, deposited, or invested in accordance with the provisions of applicable law, including without limitation the provisions of California Education Code section 89301 and California Corporations Code section 5240.
- 10.2. Audit. The Corporation shall annually contract for and receive an audit of the funds of the Corporation, conducted by a certified public accountant, in accordance with California Education Code Section 89900. The audited financial statement shall be submitted and published as required by law.
- 10.3. Acceptance of Gifts. The Corporation shall not accept a grant, contract, bequest, trust or gift unless it can be accepted and used for purposes consistent with policies adopted by the Trustees and the University.
- 10.4. Use of Funds. All Corporate expenditures and fund appropriations shall be approved by the Board, in accordance with the policies adopted by the Trustees and the University.

The Corporation's funds shall be used for purposes consistent with Board of Trustees and University policy, and shall not be used:

- 10.4.1. To support or oppose any candidate for public office, whether partisan or not, or to support or oppose any issue before the voters of this state or an subdivision thereof or any city, municipality, or local governmental entity of any kind except as may be permitted by Section 89300 of the Education Code. This prohibition does not apply to
  - 10.4.1.1. Expressions of opinion published in the student press or
  - 10.4.1.2. Support of a position taken by the Trustees on an issue that the Trustees have determined will significantly affect the California State University or any campus thereof.
  - 10.4.1.3. Subsections 10.4.1.1. and 10.4.1.2. are exceptions to the prohibition of Section 10.4.1. and shall not be construed as authorizing an expenditure of student body organization funds collected through mandatory fees not authorized by Section 42659 of the California Code of Regulations.
- 10.4.2. To make personal loans for non-educationally related purposes, except that such loans may be made when specifically authorized by a trust instrument under which the funds are received.
- 10.4.3. Trust Funds. Except as otherwise required by law, trust funds shall be used specifically for the purpose designated in the instrument creating the trust.

## 11. Indemnification

- 11.1. Right of Indemnity. To the fullest extent permitted by law, the Corporation shall indemnify all present and former Directors, Officers, agents and employees against any and all expenses actually and reasonably incurred by them as a result of their involvement with the Corporation.
- 11.2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under this Article, the Board shall promptly determine whether indemnification is proper under these Bylaws and Corporations Code section 5238. If the Board determines that indemnification is proper, the Board shall immediately authorize indemnification by majority vote of Directors present at a duly held Board meeting where there is a quorum consisting of Directors who are not seeking such indemnification. For purposes of this section, a Director is not considered to be present at the meeting if the Director is seeking indemnification. If the Board cannot authorize indemnification because the number of Directors not seeking indemnification is insufficient to form a quorum, the Board may seek authorization by the alternate means set forth in Corporations Code section 5238.
- 11.3. Advancement of Expenses. To the fullest extent permitted by law, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article shall be advanced by the Corporation as they are incurred.
- 11.4. Insurance. The Corporation shall make every effort to acquire and maintain adequate insurance covering its Officers, Directors, agents and employees against any liability that might be asserted against them as a result of their involvement with the Corporation.

## 12. Records and Reports

12.1. Maintenance of Corporate Records. The Corporation shall generate and maintain all corporate records as required by law, including:

12.1.1. Books and Records of Account. The Corporation shall maintain adequate and correct books and records of account.

12.1.2. Minutes of Meetings. The Corporation shall maintain written minutes of all meetings of the Board and Subcommittees of the Board.

12.1.3. Membership List. The Corporation shall maintain, and update on a quarterly basis, a record of each Member's name and address ("Membership List"). Unless a Member has provided the Corporation with a different address, the official address for each Member shall be the office of the Academic College in which that Member is majoring.

### 12.2. Inspection Rights of Members.

12.2.1. Accounting Books and Records. The accounting books and records of the Corporation shall be open to inspection by a Member during regular business hours for a purpose reasonably related to the Member's interests as a Member, upon five days prior written demand to the Corporation specifying the purpose for which the inspection is being requested.

12.2.2. Minutes of Meetings. The minutes of proceedings of the Board and Subcommittees shall be open to inspection by any Member during regular business hours for a purpose reasonably related to the Member's interests as a Member, upon five days prior written demand to the Corporation specifying the purpose for which the inspection is being requested.

12.2.3. Inspection of Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended, which shall be open to inspection by the Members at all reasonable times during regular office hours.

12.3. Inspection Rights of Directors. Every Director shall have the absolute right at any reasonable time to inspect all books and records of the Corporation, and to inspect the physical properties owned by the Corporation.

12.4. Inspection by Representative. Any inspection permitted in this Article may be accomplished by the person entitled to the inspection or by such person's agent or attorney. The right of inspection includes the right to copy and make extracts.

## 12.5. Annual Audit Report.

12.5.1. Preparation. The Executive Director shall cause an annual audit report to be prepared within 120 days after close of the Corporation's fiscal year, which report shall contain appropriate details concerning (1) any changes in the assets and liabilities of the Corporation during the fiscal year; (2) the revenue of the Corporation for the fiscal year; (3) the expenses and disbursement of the Corporation during the fiscal year; and (4) the information required by Section 12.6. below. The Annual Audit Report shall be accompanied by a report of independent accountants, or by the certificate of an authorized Corporate Officer that the Annual Audit Report was prepared without audit from the books and records of the Corporation.

12.5.2. Circulation. A copy of the Corporation's Annual Audit Report shall be delivered to each Officer and Director of the Corporation, and to any Member of the Corporation who requests such copy in writing. In addition, copies of the Annual Audit Report shall be made available for review by the public at the University Library and the Corporate Offices. The Corporation shall publicize the availability of the Annual Audit Report in the Campus newspaper.

12.6. Annual Statement of Financial Transactions and Indemnifications. The Corporation shall prepare and include in the Annual Audit Report a statement listing the following transactions that occurred during the fiscal year:

12.6.1. Financial Dealings. Any transaction or series of transactions involving more than \$50,000 in which the Corporation was a party and any Director or Officer of the Corporation had a direct or indirect financial interest. The statement shall include a brief description of the transaction, the name of the Officer or Director involved, the nature of the interest, and the amount of the financial interest.

12.6.2. Indemnification. Any indemnification's or advances under Section 11, which totaled more than \$10,000 during the fiscal year. The statement shall include a brief description of the underlying proceeding, the names of the individuals involved, and the reason for the indemnification or advance.

### 13. Amendments to Bylaws

- 13.1. Amendment. Except as otherwise provided by these Bylaws, the Board may adopt, amend or repeal these Bylaws, or any part thereof, at any regular meeting of the Board of Directors by a two-thirds vote of those voting, a quorum being present. Should an amendment to the Bylaws adversely affect the rights and privileges of Members, Bylaws must be approved by a majority vote of the Members voting at a duly held election.
  
- 13.2. Copy Provided to Chancellor. The Corporation shall provide a complete executed copy of these Bylaws and any amendments made to these Bylaws, to the Chancellor's Office (Finance and Treasury) and the University's Vice President of Administration and Finance within 30 days after approval.

*REVISED: April 15, 2009*

## GLOSSARY OF TERMS

The following Glossary of Terms is provided for convenience only. Nothing contained in this Glossary shall be construed to change or modify the Bylaws. To the extent that there is any inconsistency between this Glossary and the Bylaws, the Bylaws are controlling.

### Alternate Representatives

"Alternate Representatives" shall mean those Directors selected to serve as alternates on the Summer Interim Committee.

### Annual Spring Election

"Annual Spring Election" shall mean the annual general election of Members held each Spring Quarter.

### Board

"Board" shall mean the ASI Board of Directors".

### Closed Session

"Closed Session" shall mean a closed meeting of the Board as defined in Board of Directors, Section 5.

### Committee

"Committee" shall mean a committee of the Board, created pursuant to Board of Directors, Section 4.

### Conference Committee

"Conference Committee" shall mean a joint sub-committee of the ASI Board and University Union Board comprised of both ASI Board members and University Union Advisory Board members. Conference Committees exist only as advisory bodies to the governing Boards.

### Corporation

"Corporation" shall mean Associated Students, Incorporated, an Auxiliary of California Polytechnic State University at San Luis Obispo.

### Directors

"Directors" shall mean Members who are selected to act as representatives on the Corporation's governing board.

### Members

"Members" shall mean the members of Corporation as defined in Section 2.1.

### Special Election

"Special Election" shall mean any duly authorized election held by the Corporation, other than the Annual Spring Election.

### Ad Hoc Committee

"Ad Hoc Committee" A committee of the Board created pursuant to Board of Directors, or Chair of the Board, Section 4 of these Bylaws.

### Summer Representatives

"Summer Representatives" shall mean those Directors serving on the Summer Interim Committee.

Trustees

"Trustees" shall mean the Board the Trustees of the California State University.

University

"University" shall mean California Polytechnic State University at San Luis Obispo.

Matriculation

Degree and credential seeking students currently admitted and enrolled to a college or a university. (*Definition as per consultation with Academic Records*).