

Associated Students, Incorporated
of
California Polytechnic State University at 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 Title 5, California Code of Regulations.
- 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 oversight 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 principal 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.** To the extent that any provision in College Club 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, Title 5, California Code of Regulations, Bond Covenants, Compilation of Policies and Procedures for California State University Auxiliary Organizations, 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, religion, national origin, ethnicity, color, age, gender, marital status, citizenship, sexual orientation, or disability.
- 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 ASI Board of Directors ("*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 Title 5, California Code of Regulations, 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,

ASI membership fees are refunded in compliance with Title 5, Section 41802 of the California Code of Regulations.

- 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, and otherwise exercise the rights of a Member under the California Corporations Code. Members have the right to inspect corporate books and records. Honorary Members have no rights or privileges of membership other than those granted to them by the Board of Directors, 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 election.
- 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*"). "Regular business" as used in this section does not include routine administrative matters, reviews or decisions made by a nonprofit corporation governing board or its managers in the ordinary course of business. 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 designee.
- 3.3. **Action by Special Election Instead of Membership Meeting.** Except as otherwise determined by the Board of Directors, 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.** The ASI Election Code and ASI Election Timeline must be approved annually by the Board of Directors, by the first Board of Directors meeting of winter quarter.
 - 3.4.1. **Notice of Annual Spring Election.** The Board of Directors shall give Members notice of the Annual Spring Election. The notice shall specify the date and time of the election, the names of eligible individuals who have submitted a Candidate Packet 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 News, a minimum of once a week for three weeks preceding the election.

- 3.4.1.2. Distribution and posting of flyers around campus for three weeks preceding the election.
- 3.4.1.3. Distribution of information to Cal Poly clubs and organizations for three weeks preceding the election.
- 3.4.1.4. Distribution of information to each Academic College Club Council for three weeks preceding the election.
- 3.4.2. **Notice of Special Elections.** Whenever Members are to vote at a Special Election, the Board of Directors 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 News, a minimum of once a week for three weeks preceding the election.
 - 3.4.2.2. Distribution and posting of flyers around campus for three weeks preceding the election.
 - 3.4.2.3. Distribution of information to Cal Poly clubs and organizations for three weeks preceding the election.
 - 3.4.2.4. Distribution of information to each Academic College Club Council for three weeks preceding the election.
- 3.4.3. **Verification of Compliance.** Written verification of compliance with the notice requirements of this section shall be by the Vice Chair of the Board and maintained in the Minute Book of the Corporation. 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 shall set forth the proposed action and provide an opportunity to approve or disapprove.
 - 3.5.2. **Election Procedures.** The Board of Directors shall make ballots available to Members pursuant to election procedures adopted under the following guidelines:
 - 3.5.2.1. The Annual Spring Election shall be held no earlier than the 4th week of spring quarter. All student elections shall be held during a 24-hour period, Monday through Thursday.
 - 3.5.2.2. The Election Timeline shall be determined by the ASI Recruitment and Elections Committee and approved by the Board of Directors.
 - 3.5.2.3. In the event that an electronic ballot is unavailable, written ballots shall be available at the Dean of Students Office.

Written ballots must be returned to the Dean of Students Office by the end of the election. Written ballots shall be handled in accordance with normal balloting procedures outlined in the Election Code.

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

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

3.5.3. Quorum Requirements.

3.5.3.1. **Calculation of ASI Membership.** ASI Membership shall be the number of persons regularly admitted and enrolled as matriculating students at Cal Poly 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 a fall quarter Special Election, ASI Membership shall be determined by the previous spring quarter enrollment. For the Annual Spring Election, ASI Membership shall be determined by the enrollment at the beginning of classes for winter quarter.

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:

3.5.3.3.1. 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

3.5.3.3.2. Two and one-half percent (2.5%) of the Members majoring in that Academic College or 50 votes, of total enrollment in that Academic College if less than 5000 but more than 1000; or

3.5.3.3.3. 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 of Directors shall notify the Members of the outcome of the vote. If the number of ballots cast is insufficient to constitute a quorum, the Board of Directors shall notify Members of that fact and shall immediately schedule a new election.
- 3.5.6. The election results process shall be supervised by the Chair of the ASI Recruitment and Elections Committee and the Dean of Students' Representative. No other person shall participate unless approved by the Chair and the Dean of Students' Representative.
- 3.5.7. Before announcing the results, the Chair of the ASI Recruitment and Elections Committee shall see that all the votes cast are electronically preserved until the 24 hour protest/recount period has passed.

3.6. Requirements for Special Elections.

- 3.6.1. **Persons Entitled to Call for a Special Election.** A majority vote of the Board of Directors, the Chair of the Board or five percent (5%) or more of the Members may call for a Special Election of the Members for any lawful purpose.

3.6.2. Procedure for Calling a Special Election.

- 3.6.2.1. **Written Request for a 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 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 a Special Election.
- 3.6.2.2. **Presentation to the ASI Board of Directors.** Upon receiving a written request for a Special Election from a person(s) authorized to call for a Special Election, the request shall be submitted to the Board of Directors. The Board of Directors shall determine whether the matter is a proper subject for a Special Election, and if so the Board of Directors shall schedule the Special Election.
- 3.6.2.3. **Scheduling of a Special Election.** If the Board of Directors determines that the matter is a proper subject for a Special Election, the Board of Directors shall schedule a date that is not less than 35 or more than 90 calendar days following receipt of the written request. The Special Election shall be scheduled and conducted in accordance with the guidelines set forth in Section 3.5.

- 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 comply with the California Education Code; Title 5, California Code of

Regulations; and, any policy adopted by the Trustees of the CSU or the University President.

- 3.8. **Violation of Election Rules.** All violations of elections rules will be considered pursuant to the elections packets and ASI Election 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 the ASI Board of Directors.**

- 4.1.1. As elected student representatives, the Board of Directors is the official voice of Cal Poly Students.
- 4.1.2. The 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 Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation, in consultation with the ASI 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 of Directors.

4.2.2. **Specific Corporate Powers.** Without limiting the authority of the Board of Directors as set forth above, the Board of Directors 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 ASI 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 ASI Recruitment and Elections Committee;
- 4.2.2.6. Establishing standing rules of conduct for the Board of Directors. The Standing Rules are subject to control of these Bylaws and only take precedence in matters of

Parliamentary Authority and any matters not directly addressed in these Bylaws.

4.2.3. **Creation of Ad Hoc Committees.** The Chair of the Board may, by majority vote of the Board of Directors present at a duly held meeting, create one or more Ad Hoc Committees to investigate and evaluate matters before the Board of Directors and to make recommendations to the Board of Directors for final action on those matters. Ad Hoc 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 of Directors. Membership of Ad Hoc committees will fall under the provisions outlined in the Parliamentary Authority of ASI. (See Section 5.1.1.)

4.3. **ASI Standing Committees:** ASI Standing 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 of Directors. ASI Standing Committees must comply with the Open Meeting Requirements outlined in Section 5.3 of the ASI Bylaws.

4.3.1. The ASI External Affairs Committee. This committee shall be responsible for representing, serving, and addressing student concerns before any local, state, and federal legislature. This committee will recommend to the ASI Board of Directors whether to support or oppose any pending legislation concerning Cal Poly students or the California State University system. This committee will communicate lobbying efforts, research legislation, and will report all issues to the ASI Board of Directors. This committee will work to establish long-term relationships between ASI and city, county, and state representatives.

4.3.1.1. **Voting Members:**

4.3.1.1.1. The Chair of this Committee shall be a member of the ASI Board of Directors as appointed by the Chair of the Board in consultation with the ASI President, and shall cast tie-breaking votes when required.

4.3.1.1.2. A minimum of four additional members of the Board of Directors as appointed by the Chair of the Board.

4.3.1.1.2.1. One of the Board of Directors members will serve as a liaison between this committee and the ASI Outreach and Communication Committee. The liaison will maintain communication between these committees regarding all student issues.

4.3.1.1.3. Two members of the UUAB as appointed by the Chair of the UUAB.

4.3.1.1.4. Two members of the ASI Executive Cabinet as appointed by the ASI President.

4.3.1.2. Non-Voting Members:

4.3.1.2.1. The ASI Executive Director or designee shall serve as a staff representative to the committee.

4.3.1.2.2. The Cal Poly Director of Government Relations or designee shall serve as a University representative to the committee.

4.3.2. The ASI Business and Finance Committee. The ASI Business and Finance Committee will be responsible for issues relating to all corporate finance and personnel matters. The specific operations of this committee in regards to personnel matters shall be carried out in accordance with the ASI Personnel Policy Manual. This committee will review the ASI Budget, recommend personnel and human resources changes to the Board of Directors, and provide fiscal insight to the Club Funding Liaisons regarding ASI Club Funding. Membership to the ASI Business and Finance Committee shall include the following members:

4.3.2.1. Voting Members:

4.3.2.1.1. The Chair of the ASI Business and Finance Committee shall be the Vice Chair of the Board and shall cast tie-breaking votes when required.

4.3.2.1.2. A minimum of three additional members of the Board of Directors, one being an ASI Club Funding Liaison as appointed by the Chair of the Board.

4.3.2.1.3. A member of the UUAB as appointed by the Chair of the UUAB.

4.3.2.1.4. ASI President

4.3.2.1.5. Chair of the Board

4.3.2.1.6. Chair of the UUAB

4.3.2.2. Non-Voting Members:

4.3.2.2.1. Vice Chair of the UUAB

4.3.2.2.2. ASI Chief of Staff

4.3.2.2.3. A University Administration and Finance Representative

4.3.2.2.4. A University Human Resources Representative

4.3.2.2.5. The ASI Executive Director shall serve as a staff representative to the committee.

- 4.3.2.2.6. The ASI Associate Executive Director shall serve as a staff representative to the committee.
- 4.3.2.2.7. The ASI Coordinator –Human Resources shall serve as staff representatives to the committee.
- 4.3.2.2.8. The ASI Human Resources Student Manager shall serve as staff representatives to the committee.

4.3.3. **The ASI/UU Internal Review Committee.** The ASI/UU Internal Review Committee is responsible for reviewing and making recommendations to the Board of Directors on the following: ASI Club Funding Policies, independent auditor’s service proposals and selection of audit firm, ASI Audit, corporate Risk Management and Insurance Plans, ASI Bylaws and policy additions and/or modifications. Membership to the ASI/UU Internal Review Committee shall include the following members:

4.3.3.1. **Voting Members:**

- 4.3.3.1.1. The Co-Chairs of this Committee shall be a voting member of the Board of Directors as appointed by the Chair of the Board and a voting member of the UUAB as appointed by the Chair of the UUAB. In the event of a tie, the Co-Chair from the Board of Directors shall cast tie breaking votes. In the absence of the Co-Chair from the Board of Directors, the Co-Chair from the UUAB shall cast the tie breaking vote.
- 4.3.3.1.2. A minimum of four additional members of the Board of Directors, one being an ASI Club Funding Liaison, as appointed by the Chair of the Board.
- 4.3.3.1.3. One additional member of the UUAB as appointed by the Chair of the UUAB.

4.3.3.2. **Non-Voting Members:**

- 4.3.3.2.1. A University Administration and Finance Representative
- 4.3.3.2.2. The ASI Associate Executive Director shall serve as a staff representative to the committee.

4.3.4. **The ASI Outreach and Communication Committee.** This committee will serve to enhance ASI’s public relations and outreach efforts to the student body. This committee is responsible for increasing awareness and connection to the student body by leveraging all available and appropriate media. Membership to the ASI Outreach and Communication Committee shall include the following members:

4.3.4.1. **Voting Members:**

- 4.3.4.1.1. The Chair of this Committee shall be a member of the Board of Directors as appointed by the Chair of the Board and shall cast tie-breaking votes when required.
- 4.3.4.1.2. A minimum of two additional members of the Board of Directors as appointed by the Chair of the Board.
- 4.3.4.1.3. One of the Board of Directors members will serve as a liaison between this committee and the ASI Advocacy Committee. The liaison will maintain communication between these committees regarding all student issues.
- 4.3.4.1.4. Two member of the UUAB as appointed by the Chair of the UUAB.
- 4.3.4.1.5. Two members of the ASI Executive Cabinet as appointed by the ASI President.

4.3.4.2. Non-Voting Members:

- 4.3.4.2.1. The ASI Executive Director or designee shall serve as staff representatives to the committee.

4.3.5. The ASI Recruitment and Elections Committee. This committee is responsible for the effective recruitment of candidates to serve in every branch of ASI Student Government in addition to ASI Leadership Team positions. This committee develops and recommends regulations pertaining to elections for approval by the Board of Directors, supervises the conduct of all ASI Elections, and reports the results of ASI Elections to the Board of Directors. The specific operations of this committee in regards to elections shall be carried out in accordance with the ASI Election Code. Membership to the ASI Recruitment and Elections Committee shall include the following members:

4.3.5.1. Voting Members:

- 4.3.5.1.1. The Chair of this Committee shall be a member of the Board of Directors as appointed by the Chair of the Board and shall cast tie-breaking votes when required.
- 4.3.5.1.2. A minimum of four additional members of the Board of Directors appointed by the Chair of the Board.
- 4.3.5.1.3. Two members of the UUAB as appointed by the Chair of the UUAB.
- 4.3.5.1.4. Two members of the ASI Executive Cabinet as appointed by the ASI President.

4.3.5.2. Voting Member Conflict of Interest:

4.3.5.2.1. If a voting member of the ASI Recruitment and Elections Committee plans to be a Candidate or Campaign Manager (for another candidate) in the next student election, that member shall be removed and replaced with a new voting member at the time of the decision. A decision by a voting member of the ASI Recruitment and Elections Committee to be a Candidate or Campaign Manager must be submitted in writing to the Chair of the Board before the final day filing for elections closes.

4.3.5.2.2. If a voting member is also a declared Campaign Worker in the next student election, that member is required to maintain an unbiased vote. However, if they are unable to remain unbiased, that member may send a request to the ASI Chair of the Board of Directors to move them to a different committee and/or another committee member may submit a formal complaint to the Chair of the Recruitment and Elections Committee. This complaint will be handled in accordance with the ASI Election Code.

4.3.5.3. Non-Voting Members:

4.3.5.3.1. The ASI Executive Director or designee shall serve as staff representative to this committee.

4.3.6. **ASI Club Funding Liaisons.** The two ASI Club Funding Liaisons shall be members of the Board of Directors as appointed by the Chair of the Board. The Liaisons will be direct links between ASI staff and the Board of Directors regarding all matters dealing with ASI Club Funding. The Liaisons will approve ASI Club Sponsorship, ASI Club Event Co-Sponsorship and College Club Council Funding Applications concurrently with staff. At each duly held Board of Directors meeting the Liaisons will give a report to the Board of Directors on approved applications. The Liaisons will give detailed quarterly reports on ASI Club Funding allocations and are responsible for presenting any application appeals to the Board of Directors. One Liaison will serve as a voting member on the ASI Business and Finance Committee and one Liaison will serve as a voting member on the ASI/UU Internal Review Committee.

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

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

4.4.2. The total number of Directors on the ASI Board of Directors shall not exceed 24. The remaining 12 vacancies on the ASI Board of Directors shall be proportionally distributed based upon each Academic College's population as a percentage of the entire

university during the fifth week of winter quarter. The distribution will be as follows: the total Members in a Academic College divided by the total Members at the University, multiplied by 12. Standard round off procedure shall occur if the value is between two whole numbers. This value shall determine the additional number of Directors per each Academic College. This calculation shall be performed by the Recruitment and Elections Committee. This will take effect at the start of the summer quarter of the next academic year.

- 4.4.3. The maximum number of Directors from any Academic College shall not exceed six (6), regardless of the number of Members majoring in that Academic College.

4.5. **Qualifications for Office.**

- 4.5.1. General Qualifications for Seeking Office. All persons seeking to become 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 of Directors. Representation for a particular Academic College is determined at the start of active campaigning.
- 4.5.2. General Qualification for Remaining in Office. Each person seeking to remain a Director must be a Member of ASI, and must be majoring in the Academic College which that Member was elected to represent on the Board of Directors. The Member of ASI must be majoring in that Academic College in which that Member was elected to represent on the Board of Directors by the start of active campaigning.
- 4.5.3. Academic Qualifications. Each person seeking to become or remain a Director must comply with all academic requirements as established by the Trustees, University President and ASI. Under extraordinary circumstances, the University President or designee at his/her discretion may make an exception to these requirements. Those persons seeking an exception must submit an appeal, in writing, to the University President or designee within two weeks of notification of disqualification.
- 4.5.4. A minimum 2.0 cumulative Cal Poly GPA at the time of filing for office, which reflects an overall college record of solid academic achievement.
- 4.5.5. A minimum 2.3 quarter GPA at the time of filing for office (based on Winter Quarter GPA), which reflects a current status that is above average.
- 4.5.6. Must not be on academic, disciplinary or administrative probation at any point during term of office.

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 Candidate.
- 4.6.2. **Nomination of Directors.** Individuals may become candidates for election as Directors by submitting a Candidate Packet 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 of Directors.
- 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 Candidate. 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 College Club 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 of Directors Meetings in the absence of the Director, but Alternate Directors may not vote at Board of Directors Meetings or attend closed sessions. The presence of an Alternate Director does not count toward quorum at a Board of Directors 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 Directors.**

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

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

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

4.7.2.4. Each Director shall serve as a voting Member of at least one ASI Standing Committee.

4.7.2.5. Each Director shall serve as a Member of at least one Academic Senate and/or University-wide Committee.

4.7.3. **Attendance Requirements.** Each Director shall make every effort to attend all meetings and workshops of the Board of Directors and shall not be absent, without being excused by the Chair of the Board, 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 of Directors Meetings in any quarter, or more than four (4) Board of Directors 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 permitted 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 of

Directors or the University that the Director has failed to meet the qualifications for office as 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 ASI 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. The expiration of the term of office of a Director because the Director fails to meet the qualifications for office (See Section 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 ASI Board of Directors.**

4.9.3.1. The Board of Directors shall have the power to remove a Director and declare his/her office vacant under any of the following circumstances:

4.9.3.1.1. Director has been declared of unsound mind by a final order of court of competent jurisdiction;

4.9.3.1.2. Director is convicted of a felony by final order of a court of competent jurisdiction;

4.9.3.1.3. 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 of Directors 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 of Directors 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 ASI Board of Directors.** Unless otherwise stated in these Bylaws, a vacancy on the Board of Directors shall be filled as follows:

4.9.6.1. The next eligible candidate, until the list of eligible candidates is exhausted, who received the highest number of votes from the Annual Spring Election that is not seated on the Board of Directors shall be the nominee. The nominee shall be approved by a two-thirds vote of the Directors then in office.

4.9.6.2. If the list of eligible candidates is exhausted, the member shall be nominated by the College Club Council for which the vacancy exists, and the nominee shall be approved by a two-thirds vote of the Directors then in office.

4.9.6.3. If no College Club Council exists, a vacancy on the Board of Directors shall be filled as follows:

4.9.6.3.1. Current Directors representing the academic college in which there is a vacancy shall nominate a qualified Member. The nominee shall be approved by a two-thirds vote of the Directors then in office.

5. ASI Board of Directors Meetings

5.1. **Regular Meetings of the ASI Board of Directors.** 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 and documented in the Standing Rules, in accordance with the guidelines set out in this section. Regular meetings of the Board of Directors 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 or dead week unless called by Chair of the Board. The first meeting of the academic year shall be held no earlier than the second week of fall quarter. No meeting may be held in a facility that prohibits admittance on the basis of race, religion, national origin, ethnicity, color, age, gender, marital status, citizenship, sexual orientation, disability, 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, or Endorsement. 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 of Directors, and is advisory in nature. An Endorsement, if passed, is an opinion of the Board of Directors based on a simple matter submitted by a person or entity in detailed written concept.
- 5.1.3. In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of that meeting unfeasible, and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the members of the legislative body conducting the meeting may order the meeting room cleared and continue in session.
- 5.1.3.1. **Amendments to Personnel or Fiscal Policy.** Notwithstanding any provision of these Bylaws to the contrary, recommended or required amendments to ASI personnel or fiscal policies shall not require introduction as a Bill or Resolution.
- 5.1.3.2. **Routine Administrative Matters, Reviews or Decisions.** Notwithstanding any provisions of these Bylaws to the contrary, routine administrative matters, reviews or decisions made by the Board of Directors or its managers in the ordinary course of business shall not require introduction as a Bill or Resolution.
- 5.2. **Special Meetings of the ASI Board of Directors.** 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, location and the business to be transacted or discussed. In addition, written notice may be dispensed to any 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 to any person or entity who is actually present at the meeting at the time it convenes. (*Refer to California Education Code Section 89306.5 for detailed requirements.*)
- 5.2.2. No business other than the business specified in the Notice of Special 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 of Directors shall be open and public, and all persons shall be permitted to attend.
- 5.3.2. **Violation of Open Meeting Laws.** Each member of the Board of Directors who attends a Board of Directors Meeting where an action is taken in violation of any provision of the California Education Code Sections 89305-89307, with knowledge that the meeting is in violation of these provisions is guilty of a misdemeanor.
- 5.3.3. **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 of Directors. As set forth in Section 89305.1. of the California Education Code, Meeting does not include:
- 5.3.3.1. Individual contacts or conversations between a member of the Board of Directors and any other person.
 - 5.3.3.2. Attendance of a majority of the voting members of the Board of Directors 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 of Directors.
 - 5.3.3.3. Attendance of a majority of the voting members of the Board of Directors at an open and noticed meeting of another body or entity created or formed by the Board of Directors, 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 of Directors.
 - 5.3.3.4. Attendance of a majority of the voting Board of Directors 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 of Directors.
- 5.3.4. **Meetings by Teleconference.** “*Teleconference*” means a meeting of the Board of Directors, by which the members are in different locations connected by electronic means.
- 5.3.4.1. As set forth in Section 89305.1. of the California Education Code the Board of Directors may use “teleconferencing” for the benefit of the public and the Board of Directors 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 California Education Code Section 89305.1(B) (2) for detailed requirements.)*

- 5.3.4.2. Any vote conducted through a teleconference must be a roll call vote.
- 5.3.5. **Closed Sessions.** Closed session discussions by the Board of Directors are permitted for limited purposes when considering the following: *(Refer to California Education Code Section 89307 for detailed regulations regarding closed sessions.)*
 - 5.3.5.1. The Board of Directors and ASI Standing 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.
 - 5.3.5.2. The Board of Directors and ASI Standing Committees may 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 of Directors 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.
 - 5.3.5.3. The Board of Directors and ASI Standing Committees may hold closed sessions when considering the appointment, employment, evaluation, discipline, or dismissal of an ASI employee.
 - 5.3.5.4. The Board of Directors and committees also may hold closed sessions to discuss investments if the Board of Directors determines that a public discussion could have a negative impact on the Corporation's financial situation, but the Board of Directors shall not take action on such financial investments in Closed Session.
 - 5.3.5.5. Prior to holding any closed session, the Board of Directors shall disclose, in an open meeting, the item or items to be discussed in closed session. In closed session, the Board of Directors may consider only those matters covered in this statement.
 - 5.3.5.6. The Board of Directors 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.

5.3.6. **Public Posting.** At least 72 hours before a regular meeting, the Board of Directors 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 date, time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

5.3.6.1. No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that a member of the Board of Directors may briefly respond to statements or questions posed by a person exercising his or her public testimony rights during Open Forum. *(Refer to California Education Code Section 89305.5. (2) for detailed requirements.)*

5.3.6.2. The Board of Directors may take action on Business Items that do not appear on the posted agenda, but are publicly identified under any of the following conditions:

5.3.6.2.1. Upon determination, pursuant to Special Meeting requirements, that an emergency situation exists. *(Refer to California Education Code Section 89306.5. for definition of "emergency situation.")*

5.3.6.2.2. Upon determination by a two-thirds vote of the Board of Directors members present at the meeting, or if less than two-thirds of the members are present, a unanimous vote of those members present is needed to take immediate action and the need for action came to the Board of Directors after the agenda was officially posted.

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

5.4. **Public Comment Requirements.**

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

5.4.2. Every notice for a Special Meeting shall provide an opportunity for members of the public to directly address the Board of Directors 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 of Directors shall not prohibit public criticism of anything related to ASI, the Board of Directors, 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 Requirements.** Quorum for the Board of Directors shall consist of 50% plus one of the members then in office at any duly held Board of Directors Meeting. Quorum requirements for the Board of Directors shall be consistent with those outlined in the Parliamentary Authority of ASI.
- 5.5.2. **Loss of Quorum.** A Board of Directors 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 ASI Board of Directors in General.** Every act or decision done or made by a majority vote of the Directors present at a duly held Board of Directors Meeting at which quorum is present is the act of the Board of Directors, 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 of Directors due to a conflict of interest.
- 5.5.3.1. The Board of Directors 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 Section 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 ASI Chief of Staff;
- 5.5.5.2. Removing Directors from office (See Section 4).
- 5.5.5.3. Approving appointments to fill vacant positions of Director (See Section 4).
- 5.5.5.4. Approving appointments to fill vacant positions of Officers, other than the President and Chair of the Board (See Section 7).
- 5.5.5.5. Approving financial transactions with interested parties, which requires a two-thirds vote of non-interested Directors then in office.

5.5.5.6. Reconsidering an act of the Board of Directors.

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. Removal of the ASI President, Chair of the Board and Chair of the UUAB due to the inability of the current Officer to perform the functions of the office (See Section 7).

5.6. **Representatives.** The following persons shall be representatives to the Board of Directors as set forth below and are entitled to the same notice and right to attend meetings of the Board of Directors and ASI Standing Committees as the Directors, including the right to attend Closed Sessions unless a conflict of interest seems apparent to the Chair of the Board. These representatives are not entitled to a vote at such meetings, and are not counted for purposes of quorum requirements:

5.6.1. ASI President or Designee

5.6.2. Chair of the UUAB or Designee

5.6.3. ASI Chief of Staff or Designee

5.6.4. University President or Designee

5.6.5. Academic Senate Chair or Designee

5.6.6. ASI Executive Director or Designee

5.6.7. Cal Poly Corporation Designee

5.7. **Emergency.** In the event of an emergency as defined in Corporations Code Section 5140, the Corporation may take any action that is authorized by the Corporations Code and deemed necessary to manage and conduct the ordinary business of the Corporation, including, but not limited to, procedures for calling a board meeting, quorum requirements for a board meeting, and designation of additional or substitute directors.

6. ASI/UU Summer Board of Directors

6.1. **Delegation of Authority by the ASI Board of Directors.** The Board of Directors may delegate the authority of the Board of Directors only to a committee composed solely of voting Directors. The ASI/UU Summer Board of Directors meets this criterion and is therefore authorized to make final decisions on matters before them on behalf of the Board of Directors. The following cannot be delegated to such a committee as per California Corporation Code Section 5212:

6.1.1. The approval of any action for which this part also requires approval of the members or approval of a majority of all members.

- 6.1.2. The filling of vacancies on the Board of Directors or on any committee.
- 6.1.3. The fixing of compensation of the Directors for serving on the Board of Directors or on any committee.
- 6.1.4. The amendment or repeal of Bylaws or the adoption of any new Bylaws.
- 6.1.5. The amendment or repeal of any Resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- 6.1.6. The appointment of other committees of the Board of Directors or members thereof.
- 6.1.7. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- 6.1.8. The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.
- 6.2. **Authority of the ASI/UU Summer Board of Directors.** During the summer when the full Board of Directors and University Union Advisory Board do not hold regular meetings, the ASI/UU Summer Board of Directors shall be responsible for oversight of all ASI issues, and University Union matters.
- 6.3. **Number and Selection of Summer Representatives.**
 - 6.3.1. **Number of Summer Representatives.** The ASI/UU Summer Board of Directors 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.
 - 6.3.2. **Appointment of Summer Representatives.** ASI/UU Summer Board of Directors Representatives shall be appointed by the Chair of the Board, from among the Directors elected during that year's Annual Spring Election. The appointments shall be approved by a majority of voting Directors at the final Board of Directors Meeting during the spring quarter.
 - 6.3.3. **Privileges.** The representatives specified in Section 5 and those identified in the UUAB Operation Code shall have the same privileges with respect to meetings of the ASI/UU Summer Board of Directors as they have with respect to the meetings of the Board of Directors and the University Union Advisory Board.
- 6.4. **Qualifications for Summer Representatives.** All Summer Representatives shall be duly elected Directors of ASI and shall be subject to the qualifications set forth in Section 4.

6.5. Duties of Summer Representatives.

- 6.5.1. **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.
- 6.5.2. **Attendance Requirements.** Summer Representatives shall not be absent without excuse from more than one regular meeting of the ASI/UU Summer Board of Directors.
- 6.5.2.1. **Removal of Summer Representative for Non-Attendance.** The ASI/UU Summer Board of Directors shall have the power to remove a Summer Representative from the ASI/UU Summer Board of Directors if such person has been absent without excuse from more than one meeting of the ASI/UU Summer Board of Directors, as determined by a roll call taken at each meeting.
- 6.5.2.2. **Filling Vacancy Caused by Removal of Summer Representative.** If the ASI/UU Summer Board of Directors removes a Summer Representative under this Section, the Chair of the ASI/UU Summer Board of Directors shall immediately attempt to fill the vacated seat with another elected Director from the same College.
- 6.5.3. **Reporting Duties.** Each Summer Representative shall keep his/her College Club Council and its members informed concerning business conducted by the ASI/UU Summer Board of Directors. If the Summer Representative's College Club Council does not meet during the summer quarter, the Summer Representative shall make a full report at the first regular meeting of the College Club Council in the fall quarter.
- 6.5.4. **Dual Role of the Committee.** There shall be separate sections on all ASI/UU Summer Board of Directors Meeting agendas clearly delineating ASI items and University Union items. Prior to addressing any University Union agenda items the Chair of the Board shall announce to the membership that all action on University Union items is advisory to the ASI Executive Director and the University President, who retains executive authority over all Student Body Center fee funded programs and facilities, as provided by Title 5, California Code of Regulations and the UUAB Operation Code. This information will also be printed on all agendas for ASI/UU Summer Board of Directors Meetings.

6.6. Quorum and Voting.

- 6.6.1. **Quorum in General.** At any meeting of the ASI/UU Summer Board of Directors, a quorum shall consist of a majority of Summer Representatives then in office.
- 6.6.2. **Loss of Quorum.** An ASI/UU Summer Board of Directors 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.

6.6.3. **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 ASI/UU Summer Board of Directors at which a quorum is present is an act of the ASI/UU Summer Board of Directors.

6.7. **Approval by the University President.** University Union action taken by the ASI/UU Summer Board of Directors is advisory to the ASI Executive Director and University President. University Union 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 University Union action taken during the summer will be reported to the UUAB by the second regularly scheduled UUAB Meeting of fall quarter.

7. Officers and Subordinates of the Corporation

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

7.1.1. **Other Officers as Required.** The Board of Directors 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 Officers. The Officers shall nominate, and the Board of Directors shall appoint, persons to fill these positions in accordance with these Bylaws and any additional requirements specified by the Board of Directors.

7.1.2. **Seeking Multiple Positions.** Any one person cannot run for more than one elected position within ASI in a single election cycle.

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. Under extraordinary circumstances, the University President or designee at his/her discretion may make an exception to these requirements (*Trustees Academic Qualifications for Student officers*). Those persons seeking an exception must submit an appeal in writing to the University President or designee within two weeks of notification of disqualification.

- 7.2.2.1. A minimum 2.0 cumulative Cal Poly GPA at the time of filing for office, which reflects an overall college record of solid academic achievement.
- 7.2.2.2. A minimum 2.3 quarter GPA at the time of filing for office (based on Winter Quarter GPA), which reflects a current status that is above average.
- 7.2.2.3. Must not be on academic, disciplinary or administrative probation at any point during term of office.

7.3. Selection of Officers.

- 7.3.1. **Nomination and Selection of Officers in General.** 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. Corporate Officers shall be selected as follows:
 - 7.3.1.1. **Filing for and Election of ASI President.** The ASI 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 of Directors. Members may become candidates for ASI President by submitting candidate filing forms not less than 50 days and not more than 120 days before the election (in accordance with the procedures established by the Board of Directors). In order for a candidate's name to be placed on the ballot, the Candidate Petition must contain signatures totaling 1% 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 of Directors members each spring quarter. The chair position shall be open to any Board of Directors 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 Board of Directors and may be made by any Member of the Corporation. During the last regular meeting of the Board of Directors, 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 runoff 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 Director position made vacant by the new Chair of the Board shall be filled by the Director

candidate from the same academic college with the next-highest number of votes. 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 IV of the UUAB Operation Code*). The election shall be 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 UUAB Meeting prior to the Annual Spring 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.

- 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 Officer 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. A committee upon which the officer does not serve that is composed exclusively of any or any combination of directors, persons described in Section 7.4.1.1.1. or person described in Section 7.4.1.1.2., as to matters within the committee's designated authority, which committee 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 an Officer in accordance with this section shall have no liability based upon any alleged failure to discharge the person's obligations as an Officer, 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 ASI President.** The ASI President is responsible for providing input regarding corporate operations and student advocacy for the entire term of office and shall be available to fulfill the responsibilities of his/her office during summer quarter to include meeting attendance, in-office work, retreats, and other affiliated responsibilities. The ASI President shall represent the general student body and act as the official representative and host of the ASI to the administration of the university and the general public, together with such other duties as may be prescribed by the Board of Directors 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 of Directors unless otherwise stated or directed;
 - 7.4.2.3. Performing other duties as assigned by the Board of Directors;
 - 7.4.2.4. Appointing Members to, and dismissing Members from, ASI and Campus-wide/Academic Senate Committees to represent the ASI President.
 - 7.4.2.5. Serving as a voting member of the ASI Business and Finance Committee;
 - 7.4.2.6. Appointing a Chief of Staff to oversee executive staff, subject to approval by the Board of Directors.
 - 7.4.2.7. Creating and/or appointing an ASI Executive Cabinet and ASI 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 ASI Executive Cabinet:** The ASI Executive Cabinet shall be comprised of members appointed by the ASI President. The ASI Executive Cabinet shall include at least five and no more than nine students. Titles may be granted for ASI Executive Cabinet positions, as determined by the ASI Chief of Staff and/or ASI President.
 - 7.4.2.7.1.1. **Selection of ASI Executive Cabinet:** A campuswide 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 ASI President-elect and the ASI Chief of Staff nominee. The ASI Executive Cabinet appointments will be shared with the ASI Board of Directors on or before the first regularly scheduled meeting of the ASI Board of Directors in fall quarter.

7.4.2.7.1.2. **Duties of Executive Cabinet:** The ASI Executive Cabinet members will be responsible for their respective subcommittees under the supervision of the ASI Chief of Staff in fulfilling the goals of the ASI President, by providing recommendations on relevant student issues and coordinating special events and projects. These ASI Executive Cabinet subcommittees include but are not limited to: community, diversity, environmental, legislative, outreach, public relations, and university issues.

7.4.2.7.2. **Selection & Composition of the ASI Executive Staff:** The ASI Executive Staff membership will be made available to all regularly enrolled students of Cal Poly, San Luis Obispo on a volunteer basis.

7.4.2.7.2.1. **Duties of the ASI Executive Staff:** Members of the ASI Executive Staff will assist the ASI Executive Cabinet and ASI Chief of Staff in fulfilling the goals of the ASI President.

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

7.4.2.9. Serve as President in accordance with California Corporation Code.

7.4.2.10. Coordinate with the other ASI Officers and ASI staff to conduct all training programs and any professional development activities that occur internally in ASI Student Government.

7.4.3. **Duties of the Chair of the Board.** The Chair of the Board is responsible for providing input regarding corporate operations and student advocacy for the entire term of office and shall be available to fulfill the responsibilities of his/her office beginning August 1st to include meeting attendance, in-office work, retreats and other affiliated responsibilities. The Chair of the Board is responsible for the efficient operation of the Board of Directors and its standing committees. 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 Board of

Directors exercises its ultimate management responsibilities for fiscal, operational, and personnel policies and further will:

- 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 of and Directors to all standing committees of the Board of Directors.
 - 7.4.3.5. Step down as Chair of the Board 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 members to Ad Hoc committees as needed.
 - 7.4.3.8. Appoint Board of Directors members to University Committees as needed.
 - 7.4.3.9. Serve as a representative to the University Academic Senate.
 - 7.4.3.10. Appoint a Board of Directors representative to the UUAB.
 - 7.4.3.11. Coordinate with the other ASI Officers and ASI staff to conduct all training programs and any professional development activities that occur internally in ASI Student Government.
- 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 and shall be available to fulfill the responsibilities of his/her office beginning August 1st to include meeting attendance, in-office work, retreats and other affiliated responsibilities. 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 ASI Executive Director and the University President regarding the Student Body Center Fee as it relates to 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. Serve as the official representative and spokesperson for the UUAB.
 - 7.4.4.2. Responsible for calling, planning, and facilitating UUAB Meetings.

- 7.4.4.3. Responsible for communication related to UUAB decisions among UUAB members, the ASI Executive Director, Board of Directors, University President, Vice President of Administration & Finance, Vice President of Student Affairs and the campus community.
- 7.4.4.4. Representing the UUAB on the ASI Business and Finance Committee and the Sports Complex Use Committee.
- 7.4.4.5. Identifying and developing ad hoc committees as necessary.
- 7.4.4.6. Serve as Secretary and Treasurer in accordance with California Corporation Code.
- 7.4.4.7. Coordinate with the other ASI Officers and ASI staff to conduct all training programs and any professional development activities that occur internally in ASI Student Government.

7.5. Term in Office.

- 7.5.1. **Ordinary Term of Office.** The ordinary term of office for 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 permitted 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 of Directors or the University that the Officer has failed to meet the qualifications for office (See 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.
 - 7.6.1.2. The expiration of the term of an Officer because the Officer fails to meet the qualifications for office 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 of Directors determines that the ASI 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 of Directors may, by a three-fourths vote of the Directors then in office, temporarily or permanently remove the ASI President from office. The duties of the ASI President, if removed temporarily, will be assumed on an interim basis by the ASI Chief of Staff. In the event that the Board of Directors determines that the ASI 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 the UUAB may not be removed from office prior to the expiration of his/her term except by a three-fourths vote of the UUAB voting membership and/or by a three-fourths vote of the Board of Directors (See Section 5). The duties of the Chair of the UUAB, if removed temporarily, will be assumed on an interim basis by the Vice Chair of the UUAB.

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 of Directors voting membership. Upon removal of the Chair of the Board, the Board of Directors 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. The duties of the Chair of the Board, if removed temporarily, will be assumed on an interim basis by the Vice Chair of the Board.

7.6.4. **Filling of Vacancies.** A vacancy of the Chair of the UUAB 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 of Directors Meeting. A vacancy in the office of ASI President will be filled on an interim basis by the duly appointed ASI 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 Directors then in office.
- 7.7.1.2. **Duties of the 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 of the Board assists the Chair of the Board in staying apprised of all Ad Hoc Subcommittee and ASI Standing Committee actions. The Vice Chair of the Board 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 of the Board should resign or otherwise become unable to perform the functions of the office as determined by the Board of Directors 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 of the Board is elected by the Board of Directors. The Vice Chair of the Board shall serve as the Chair of the ASI Business and Finance 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 of Directors Meeting. The removal of the Vice Chair of the Board under this provision only affects the Vice Chair of the Board 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 the UUAB shall be a student voting member of the UUAB appointed by the Chair of the UUAB and approved by a two-thirds vote of the student voting members of the UUAB then in office.
- 7.7.2.2. **Duties of the Vice Chair of the UUAB.** The Vice Chair of the UUAB shall serve in the absence of the Chair of the UUAB. In addition to the role as Parliamentarian, the Vice Chair of the UUAB assists the Chair of the UUAB in staying apprised of all Ad Hoc Subcommittee and ASI Standing Committee actions. The Vice Chair of the UUAB serves as the Chair of UUAB in the temporary absence of the Chair of the UUAB. The Vice Chair of the UUAB serves as Interim Chair of the UUAB if the Chair of the UUAB 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 the UUAB is able to resume the functions of the office. The Vice Chair of the UUAB succeeds the Chair of the UUAB in the event that the Chair of the UUAB 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 the UUAB voting members in office occurring at a duly held UUAB Meeting. The removal of the Vice Chair of the UUAB under this provision only affects the Vice Chair of the UUAB position and not the voting member position. See the UUAB Operation 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 campuswide 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 ASI President-elect and the ASI Executive Director or designee. The ASI 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 ASI Chief of Staff must be approved by a two-thirds vote of Directors then in office. The ASI Chief of Staff may not serve as a voting member of the Board of Directors during his/her term.

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 ASI executive staff. The ASI Chief of Staff duties 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 of Directors, 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.

7.7.3.3. **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 Officers or by a two-thirds vote of Directors then in office at a duly held Board of Directors Meeting.

7.8. **Compensation of Officers and Subordinates.** The Officers and subordinates shall receive scholarships as established by the Board of Directors upon recommendation of the ASI Business and Finance Committee. Any increase or decrease in such scholarships recommended by the ASI Business and Finance Committee and

approved by the Board of Directors, shall not become effective until the first day of the summer quarter following approval of the scholarship 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 the California 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 any 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. No voting member of the Board of Directors, Officer of the ASI Corporation, ASI Chief of Staff or member of the Executive Cabinet can also be an ASI employee.
- 8.3. There are other relationships, including the following, that are permissible:
- 8.3.1. 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.
 - 8.3.2. Contracts between the Corporation and a for-profit corporation 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.
 - 8.3.3. 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 the ASI 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, and Title 5, California Code of Regulations.

9.2. **ASI Executive Director.** The ASI Executive Director is the Associated Students, Inc. senior management position. In close consultation with the ASI President, Chair of the Board, and Chair of the UUAB, the ASI Executive Director is accountable for the financial, legal and administrative management of ASI, and responsibilities related to the UU Operating Lease. All authority of the ASI Executive Director is granted by the Board of Directors. As an employee of ASI, a California 501(C)(3) Public Benefit Non-Profit Corporation, the ASI Executive Director is answerable to the Officers, and the Board of Directors for the general management for all ASI resources, programs, and facilities.

9.2.1. **ASI Executive Director Vacancy.** When a vacancy in the ASI Executive Director position occurs, notice will be provided to the campus by the ASI President/Officers and the Board of Directors. Until a national recruitment can be conducted for regular replacement, an interim staff appointment may be made by the Officers in consultation with the University President, prior to ratification by the Board of Directors. The search committee for the regular replacement of the ASI Executive Director position shall be chaired by the ASI President and comprised of the Officers, ASI Staff Representatives that include one Director and one Student Manager, one Student Government member, one ASI Alumni Council representative, one University President's representative and one Vice President for Student Affairs' representative as well as the ASI Coordinator - Human Resources who will provide administrative support. The Officers shall determine the recruitment process structure and timeline in consultation with the ASI Coordinator-Human Resources for either the interim or regular position.

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, California Corporations Code section 5240 and all University policies.

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 of Directors, in accordance with the

policies adopted by the Trustees and the University 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 any subdivision thereof or any city, municipality, or local governmental entity of any kind except as may be permitted by Section 89300 of the California 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 Title 5, 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 of Directors by any person seeking indemnification under this Article, the Board of Directors shall promptly determine whether indemnification is proper under these Bylaws and California Corporations Code section 5238. If the Board of Directors determines that indemnification is proper, the Board of Directors shall immediately authorize indemnification by majority vote of Directors present at a duly held Board of Directors 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 of Directors cannot authorize indemnification because the number of Directors not seeking indemnification is insufficient to form a quorum, the Board of Directors may seek authorization by the alternate means set forth in California Corporations Code section 5238.

- 11.3. **Advancement of Expenses.** To the fullest extent permitted by law, except as otherwise determined by the Board of Directors 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 of Directors and ASI Standing Committees of the Board of Directors.

- 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 of Directors and ASI Standing Committees 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 ASI 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:

12.5.1.1. Any changes in the assets and liabilities of the Corporation during the fiscal year;

12.5.1.2. The revenue of the Corporation for the fiscal year;

12.5.1.3. The expenses and disbursement of the Corporation during the fiscal year; and;

12.5.1.4. The information required by Section 12.6. below.

12.5.1.5. The Annual Audit Report shall be accompanied by a report of independent accountants.

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, The Mustang Daily.

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 indemnifications 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 of Directors 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: May 31, 2017

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.

ASI

"ASI" shall mean the name of the corporation, Associated Students, Incorporated at California Polytechnic State University at San Luis Obispo.

ASI Membership

"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

Ad Hoc Committee

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

Annual Spring Election

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

Board of Directors

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

Closed Session

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

Conference Committee

"Conference Committee" shall mean a joint sub-committee of the ASI Board of Directors and University Union Board comprised of both ASI Board of Directors 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.

Matriculation

"Matriculation" shall mean degree and credential seeking students currently admitted and enrolled to a college or a university.

Meeting

"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 of Directors.

Members

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

Quorum

"Quorum" shall consist of 50% plus one of the members then in office at any duly held Board of Directors Meeting

Special Election

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

Standing Committee

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

Summer Representatives

"Summer Representatives" shall mean those Directors serving on the ASI/UU Summer Board of Directors.

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.