

BYLAWS FOR THE REGULATIONS, EXCEPT AS
OTHERWISE PROVIDED BY STATUTE OF ITS
ARTICLES OF INCORPORATION, OF

ASSOCIATED STUDENTS, INCORPORATED (ASI)
CALIFORNIA STATE UNIVERSITY,
SAN BERNARDINO

Approved and Adopted by the ASI Board of Directors
Per BD 24-09, April 7, 2009

ARTICLE I
Membership

Section 1. Active Membership. The Corporation shall have only one class of members within the meaning of Section 5056 (a) of the California Corporation Code.

- A. Such members are hereinafter referred to as "Members," and shall be limited to students enrolled at California State University, San Bernardino (hereafter referred to as CSUSB), other than students registered solely in extension classes.
- B. All Members must pay the quarterly Associated Students, Incorporated (hereafter referred to as ASI) membership fee described in Article I, Section 5 of these Bylaws, except for those members defined by the CSU or CSUSB as eligible for fee waivers.
- C. Members are entitled to vote, receive notices of meetings be appointed or elected as directors or executive officers, inspect certain books and records, and otherwise exercise rights of a member as set forth in the provisions of the California Non-profit Corporation Law.

Section 2. Honorary Membership. Honorary Membership may be granted to people who have served the ASI in exceptional capacities.

- A. Pursuant to Section 5332 of the California Corporations Code, Honorary Membership may be granted to any individual by a resolution of the Board of Directors (hereafter referred to as the BoD) passed by a majority vote of the filled voting positions present at the BoD meeting.
- B. Honorary Members are entitled to all ASI privileges exclusive of making motions, voting, and holding office, and will not be required to pay a membership fee.

Section 3. Term of Membership.

- A. Members. Membership shall be determined on a quarterly basis, with membership commencing on the first day of the quarter for which membership fees were paid and terminating immediately prior to the first day of the subsequent quarter. If a Member is terminated from enrollment either voluntarily or by the University her/his membership is expired.
- B. Honorary Members. A lifetime membership shall be granted to all Honorary Members unless otherwise specified by the ASI BoD.

Section 4. Membership Not Transferable. Membership in the Corporation is not transferable.

Section 5. Membership Fees.

- A. The membership fee is fixed pursuant to California Education Code Section 89300, and is subject to increase only upon approval by majority vote of the Members.
- B. The membership fee shall be collected at the time of registration with CSUSB, except as otherwise provided in the California Education Code Section 89301.
- C. In the case that membership terminates or is terminated mid-quarter, the membership fee is non-refundable, pursuant to University policy.

ARTICLE II
Membership Voting

Section 1. Single Class of Membership. The Corporation shall have one class of voting membership consisting of those persons identified in Article I, Section 1 of these Bylaws.

Section 2. Member Voting Rights. On each matter submitted to a vote of the Members, each Member shall be entitled to cast one vote. Proxy voting is prohibited.

Section 3. Manner of Casting Votes. Cumulative Voting. Cumulative voting is prohibited.

Section 4. Action By Written Ballot Without a Meeting.

- A. Written Ballots Generally. Notwithstanding any provision herein to the contrary, any matter or issue requiring the vote of the Members, including the election of directors, may be submitted for vote by written ballot without the necessity of calling a meeting of the Members, so long as the requirements for action by written ballot set forth in this Section 4 are met. Except as otherwise determined by the ASI BoD in a specific instance, and except for a request pursuant to Article IX, Section 2 of these Bylaws, for a special meeting, all matters to be put to a vote of the Members shall be conducted pursuant to a written ballot as set forth in this Section 4.
- B. Content of Written Ballots. Any written ballot distributed to the Members to vote on an issue shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

Section 5. General Election.

- A. A General Election shall be conducted annually in accordance with current ASI Elections policy.
- B. Elections may only be conducted during the fall, winter, and spring quarters excluding the fall, winter, and summer breaks. No elections, or election activities, will be conducted during final exam week.
- C. In any election, no endorsement by ASI or its executive officers, directors, chairs or volunteers of the corporation may be stated or implied. The current and past ASI logo cannot be used. Specifics of this provision will be stated in the ASI Election Policy.

- D. The grade point average (GPA) to run for any major student government office as defined in the Chancellor's Office Policy for Minimum Academic Qualifications will be 2.5. The rules governing the specifics of the minimum to maintain office will be specified in the ASI GPA Policy.

- E. No elected or appointed executive officer may hold an elected or appointed executive position for more than two (2) terms whether or not those two terms are consecutive or non-consecutive terms, within a six year period after the initial point of matriculation.

- E. The specific regulations governing all elections shall be stated in the Elections Policy. All amendments to the Elections Code shall be made sixty (60) days prior to an election and approved by a simple majority of the ASI BoD.

- F. In the event of a conflict between the ASI Bylaws and the ASI Elections Policy, the ASI Bylaws will prevail.

ARTICLE III
Board of Directors

Section 1. General Corporation Procedures.

- A. The ASI BoD shall be the primary policy making body of ASI and shall be the final authority for all the corporate matters of ASI.
- B. The ASI BoD shall translate student concerns which shall then be carried out by the ASI executives, directors, chairs, committees (Standing, Regular or Ad Hoc), and employees.
- C. The ASI BoD may express its representative position by praise, censure, sanction, or suggestion to the administration, faculty, student body, or other groups. Censure or sanction may take whatever form the ASI BoD sees fit to impose on a case-by-case basis within the framework of its fiscal and corporate responsibilities. This includes, but is not limited to, such penalties as withholding funds, stipends or funds granted through any other ASI committee, sub-committee or entity to whatever individual or organization. Once an item of potential sanction or censure is brought to the attention of the BoD, the BoD may appoint an ad-hoc committee to investigate the situation or the BoD may pursue other courses of action at their discretion. The decision of the BoD in resolving the issue(s) is final.
- D. The ASI BoD may delegate the management of the activities of the Corporation to any person/persons or committee (Standing, Regular, or Ad Hoc) composed of a minimum of two (2) or more voting Directors provided that:
 - 1. The activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the ASI BoD.
 - 2. There are six types of actions which, regardless of ASI BoD resolution, cannot be delegated to any committee. They are:
 - a. the filling of vacancies on the BoD or in any committee.
 - b. the amendment or repeal of Bylaws or the adoption of any new Bylaws.
 - c. the amendment or repeal of any resolution of the BoD which by its express terms is not so amendable or repealable.
 - d. the appointment of other committees of the BoD or the members thereof.

- e. the approval of any self-dealing transaction, as such transactions are defined in Sections 89906 - 89909 of the Education Code.
- f. the fixing of compensation of the Directors for serving on the BoD or on any committee, should these Bylaws be amended to allow such compensation.

Section 2. Composition. The ASI BoD shall be comprised of the following:

- A. Voting members of the ASI BoD shall consist of:
 - 1. President (Chair) (not factored into the quorum equation, voting only in the event of a tie).
 - 2. Vice President, Palm Desert Campus-voting (factored into the quorum equation).
 - 3. One (1) Director from the College of Education (or Liberal Studies).
 - 4. One (1) Director from the College of Arts and Letters.
 - 5. One (1) Director from the College of Natural Sciences.
 - 6. One (1) Director from the College of Social and Behavioral Sciences.
 - 7. One (1) Director from Interdisciplinary Studies, Special Majors, or Dual Majors.
 - 8. One (1) Director from Undeclared Majors (Freshman or Sophomore).
 - 9. One (1) Director from Graduate Studies program.
 - 10. One (1) Director from the College of Business and Public Administration.
 - 11. Two (2) Directors elected At-Large.
 - 12. One (1) Director (administration member) appointed by the University President.
 - 13. One (1) Director from the student resident housing complex.
 - 14. One (1) Director (faculty member) appointed by the Faculty Senate.

- B. Ex-officio, non-voting members of the ASI BoD shall consist of:
1. ASI Executive Vice President (Chair Pro Tem)
 2. ASI Vice President, Finance
 3. ASI Vice President, University Affairs
 4. ASI Executive Director
 5. ASI Advisor
 6. ASI Program Coordinator
 7. Special representatives as designated by the ASI BoD
- C. From time-to-time, there will be vacant positions on the BoD owing to the nature of student/faculty/staff schedules and other demands on BoD members' time which may compel a BoD member to resign from the Board of Directors. When vacancies on the BoD occur, members of the ASI leadership will conduct a recruiting effort to attract interested and qualified candidates to fill these positions. During these periods of vacant BoD positions, the BoD will continue to conduct business with the available members and will count quorum as specified in Article IX, Section 6A.

Section 3. Qualifications. The ASI Executive Director shall request the ASI Advisor to verify the qualifications of ASI BoD members.

- A. Undergraduate students, as defined by University policy, must meet the minimum academic eligibility requirements established for the California State University and ASI Policies and Procedures. Failure to meet the minimum academic eligibility requirements will require the student's resignation from office.
- B. Graduate students, as defined by University policy, are allowed to hold any ASI BoD position, providing that they are certified by the Dean of Graduate Studies in good standing and are regularly enrolled. Graduate students must meet the minimum academic eligibility requirements established for the California State University. Failure to meet the minimum academic eligibility requirements will require the student's resignation from office.

Section 4. Term of Office. The ASI BoD shall serve terms of one (1) fiscal year in length.

Section 5. Vacancies. Vacancies on the ASI BoD shall be filled by recommendation of the ASI Rules Committee, and appointment by majority vote of the filled voting positions present at the BoD meeting. Directors appointed to fill a vacancy shall serve the remainder of the term. Every attempt will be made to fill the vacancies promptly; however, a vacancy may go unfilled if there are no applicants for the position or the Board of Directors deems the candidate(s) not to be sufficiently qualified to fill the vacancy.

Section 6. Resignation. In the event a Director should resign, a written notice of his/her resignation shall be submitted to the Chair. In the event of an involuntary resignation (as defined by Article IX, Section 11 of these Bylaws) no such written notice is required.

Section 7. Powers. The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the ASI BoD. The ASI BoD shall have the power and duty to:

- A. Delegate the management of the activities of the Corporation to any person(s) or committee(s), provided that the activities and affairs of the Corporation shall continue to be under the ultimate direction of the ASI BoD.
- B. Override any Presidential veto by at least a two-thirds (2/3) majority vote of the filled voting positions present at the ASI BoD meeting.
- C. Oversee and provide for the general direction of all executives, agents and employees of the Corporation, and ensure that their duties are properly performed.
 - 1. In the event that an elected or appointed agent of the Corporation fails to properly perform their duties as stipulated in the Articles of Incorporation, these Bylaws, ASI Corporate Policies and Procedures, or official acts of the ASI BoD, the ASI BoD may delegate such a duty to another executive, agent, or employee of the Corporation ensuring that it does not breach any contracts of employment.
 - 2. Such a delegation of power requires at least majority vote of the filled voting positions present at the BoD meeting and is not subject to veto (unless it is a breach of an employment contract).
- D. Approve new Bylaws or change existing Bylaws in accordance with Article XI, Section 3 of these Bylaws.
- E. Review, amend, approve and present the annual budget of the Corporation to the President of the University.

1. Once the budget is approved, any changes contrary to the original amount allocated to any line item will not be increased more than five-hundred dollars (\$500.00) without approval of the ASI BoD.
 2. The ASI BoD may transfer funds between any line item account in the ASI budget.
- F. Create such Policies and Procedures as it deems necessary for procedural and administrative purposes, subject to approval by a majority vote of the filled voting positions present at the BoD meeting.
1. Policies and Procedures shall be consistent with the ASI Articles of Incorporation, Bylaws, and Election Codes.
 2. The ASI BoD may amend Policies and Procedures by a majority vote of the filled voting positions present at the BoD meeting.
- G. Shall resolve an election dispute in which the election was invalidated or the candidate was disqualified from running for office by the Election's Committee (See Article VI, Section 2, B1,6) of these bylaws.

Section 8. General Responsibilities.

- A. Committees. All student ASI BoD members shall participate and serve on a minimum of two (2) ASI, campus-wide or Faculty Senate committees.
- B. Office Hours.
1. All ASI BoD members shall establish and maintain a series of office hours to be no less than two (2) hours per week when non summer classes are in session in addition to the ASI BoD meetings and committee meetings.
 2. Office hours are to be interpreted as time spent at the various offices occupied by ASI.
- C. Meeting Attendance. All student representatives to the ASI BoD are required to attend all ASI BoD meetings. A student representative who has incurred unexcused absences from two (2) regularly scheduled meetings in one quarter shall be considered to have resigned from office unless the ASI Rules Committee (or in their absence, the ASI BoD) finds that extenuating circumstances justified the unexcused absences.
1. Excused absence. An excused absence shall be defined as one in which a BoD member has made prior contact with either the ASI President or the ASI

Executive Vice President to notify them of their inability to attend the meetings. The ASI President will have the authority to excuse two (2) absences after which requests to be excused will be referred to the ASI Rules Committee in accordance with Article VI, Section 2B, paragraph 5.

2. All other absences will be considered unexcused.

ARTICLE IV **Executive Officers**

Section 1. Officers. The five (5) executive officers of the Corporation shall be the President; the Executive Vice President (Corporate Secretary); the Vice President, Finance; the Vice President, University Affairs; and the Vice President, Palm Desert Campus.

- A. The terms of the executive officer positions shall coincide with the fiscal year. Each Officer shall hold office for a term of one (1) year and until his or her resignation, removal, or other disqualification from service, or until his or her respective successor shall be elected (Nonprofit Corporation Law, paragraph 5213c).
- B. All executive officers must meet the minimum academic eligibility requirements established for the California State University. Failure to meet the minimum academic eligibility requirements will require the executive officer's resignation from office.
- C. All executive officers are required to attend all ASI BoD meetings, and as members of the Board of Directors, are subject to the provisions of Article IX, Section 11 of these bylaws regarding involuntary resignation.
- D. Stipends.
 - 1. The five (5) elected executive officers (President; Executive Vice President; Vice President, Finance; the Vice President, University Affairs; and the Vice President, Palm Desert Campus shall be:
 - a. awarded a basic stipend to be determined by the ASI BoD.
 - b. entitled to a supplemental stipend to be indexed against the in-state fees designated and/or revised by the California State University Chancellor's Office. The supplemental stipend only applies to the Fall, Winter and Spring quarters of the elected executive officer's term of office. This stipend may not be applied to past or future fees.
 - 2. Should a vacancy occur in any of the five (5) executive positions prior to the expiration of their terms, then the individual who succeeds the incumbent will be awarded the basic stipend and the supplemental stipend coinciding with his/her term of office. Neither the basic stipend nor the supplemental stipend will be awarded retroactively.

Section 2. President.

- A. The ASI President shall:
 - 1. Be the chief executive officer and official spokesperson for ASI.

2. Ensure that the ASI Articles of Incorporation, Bylaws, and Policies and Procedures, Initiatives and Endorsements approved by the ASI BoD are adhered to and enforced.
 3. Serve as a member of the ASI BoD and shall Chair the ASI BoD meetings in accordance with the provisions in Article III, Section 2 of these Bylaws.
 4. Within the first three (3) weeks of each quarter (except summer), the ASI President shall inform the ASI general membership of the activities undertaken on behalf of ASI.
 5. Have the power to veto ASI BoD actions within five (5) academic days after passage by the ASI BoD:
 - a. If notice of the veto is not delivered to the ASI BoD on-campus boxes within five (5) academic days immediately after passage by the ASI BoD and prior to the conclusion of the next official meeting, then such action shall be approved.
 - b. Included in the President's veto power is the ability to issue a line item veto.
 - c. It will take at least two-thirds (2/3) vote of the filled voting positions of the ASI BoD to overturn a Presidential veto. During veto discussion and vote, the Executive Vice President, or the Executive Vice President Pro Tem, will chair the meeting.
 - d. If the President vetoes an action of the ASI BoD, it automatically returns to the agenda at the next possible official meeting.
- B. Subject to the following stipulations regarding student appointments, the ASI President shall:
1. Have the authority to create and appoint up to one (1) non-elected stipend executive position without ASI BoD approval. This appointed executive shall serve at the pleasure of the President. Any further executive positions must be

approved by a majority vote of the filled voting positions present at the BoD meeting

2. Appoint the ASI committee chairs (Standing and Regular unless otherwise stipulated in these Bylaws), subject to simple majority confirmation vote of the filled voting positions of the ASI BoD or remove committee chairs from office.
 3. Appoint the Chair and student members to the Elections Committee, subject to approval by a majority confirmation vote of the filled voting positions of the ASI BoD.
 4. Appoint and oversee all student representatives to the Faculty Senate committees.
 5. Appoint Corporate Liaisons as she/he deems necessary.
 6. All student appointees must meet the minimum academic requirements established by the California State University and ASI Policies and Procedures. Failure to meet the minimum academic eligibility requirements will require the student's resignation from office, or make any such appointment vacant if it is later learned that the appointee was academically ineligible at the time of appointment.
- C. The ASI President may issue Executive Orders, subject to the following stipulations:
1. The President may issue Executive Orders on matters which are under the powers granted to the President, to be in effect until the President rescinds the order or leaves office.
 2. If the ASI BoD is unable to meet, he/she may issue an Executive Order on a matter that would be under the powers of the ASI BoD. This type of Executive Order shall only be in effect until at such time as the ASI BoD can meet on the issue (i.e. A committee chair may be appointed and serve by an Executive Order until the ASI BoD can meet to approve or disapprove the appointment).
 3. Executive Orders may not be issued to allocate funds or to express the opinion of the ASI.

Section 3. Executive Vice President.

- A. The ASI Executive Vice President shall:
1. Serve as ASI student representative to the Student Union Board of Directors or appoint a designee.

2. Serve as the Secretary of the Corporation as defined by the Articles of Incorporation and be responsible for recording vacancies, absences, and changes in elected or appointed positions.
3. Serve as a voting member of the ASI Finance Committee.
4. Serve as an ex-officio, non-voting member of the ASI BoD.
5. Appoint and oversee all student representatives to university campus-wide committees.
6. Appoint the revolving ASI BoD voting student representative to the ASI Executive Committee, as needed.
7. Chair the ASI Personnel Committee and appoint, with a majority approval vote of the filled voting positions of the ASI BoD, all student representatives to the ASI Personnel Committee.
8. Assume the office of President in the event of vacancy and shall serve as the Chair Pro Tem of the ASI BoD. In the absence of the President, the Executive Vice President will assume all powers of the Chair and responsibilities within the ASI BoD.
9. Shall prepare and present to the ASI BoD a complete and comprehensive Executive Vice President's report on the activities of campus-wide, Faculty Senate, and other university committees within the first three weeks of each quarter and upon request of the ASI BoD, as well as notify the ASI BoD in the event of any vacancies as they occur.

Section 4. Vice President, Finance.

- A. The ASI Vice President, Finance shall:
1. Serve as the official chief fiscal officer of the corporation and be responsible for the fiscal operation of ASI. In addition, the Vice President, Finance will assure the adherence to the corporation's fiscal policies and procedures.

2. Upon request of the ASI BoD, shall prepare and present to the ASI BoD a complete and comprehensive Vice President, Finance's report including income, investment, expenditures and available funds.
 3. Keep a current ASI general ledger to be used for ASI BoD meeting reports.
 4. In cooperation of the ASI Executive Director be responsible for collection and analysis of budget data and preparation of the annual budget.
 5. Establish an annual list of ASI fiscal documents and approved signatures for each type of document. This list will be forwarded to the University Accounting Office for reference. Provision will be made in this document for appropriate signatures in the absence of the ASI Vice President, Finance.
 6. Chair the ASI Finance Committee and appoint seven (7) students who are not currently sitting on the ASI BoD to serve as the at-large members, and three (3) ASI BoD representatives to the Finance Committee upon majority approval of the ASI BoD.
 7. Serve as an ex-officio, non-voting member of the ASI BoD.
- B. The ASI Vice President, Finance may increase line item amounts within the category of operating expense in a given function by transfer from another line item in the same category in the function. The aggregate increase for the fiscal period shall be determined by majority approval of the ASI BoD, but shall not be less than five-hundred dollars (\$500.00).

Section 5. Vice President, University Affairs

- A. The ASI Vice President, University Affairs shall:
1. Serve as the chief communications officer of the corporation.
 2. Chair the ASI Activities Committee and appoint seven (7) students who are not currently serving on the ASI BoD to serve as student at-large members subject to a majority approval of the filled positions of the BoD.
 3. Shall also have the authority to remove members from the ASI Activities Committee subject to majority vote of the filled voting positions present at the BoD meeting.

4. Shall ensure that the ASI Activities Committee meets at least once a week and will prepare and present a weekly report of the actions and activities undertaken by the ASI Activities Committee
3. Serve as ex-officio, non-voting member of the ASI BoD.

Section 6. Vice President, Palm Desert Campus (PDC).

- A. The ASI Vice President, PDC shall:
1. serve as the student PDC representative to the ASI BoD.
 2. chair the PDC Advisory Committee (PDAC) and appoint students representing programs of study leading to a degree or credential to be members subject to a majority approval of the filled positions of the ASI BoD.
 3. have the authority to remove members from the PDAC subject to majority vote of the filled voting positions present at the BoD meeting.
 4. ensure that the PDAC will establish a meeting schedule at the beginning of each quarter no later than the second week of the quarter and forward that schedule to the ASI BoD immediately thereafter.
 5. present a report of the actions and activities undertaken by the ~~PDAB~~ PDAC to the ASI BoD within one week of the meeting/occurrence.

Section 7. Executive Vice President Pro Tem.

- A. An Executive Vice President Pro Tem shall be elected by the ASI BoD within the first three regular meetings of the ASI BoD or the first three (3) regular meetings after a vacancy occurs.
- B. The Executive Vice President Pro Tem shall be a voting student member of the ASI BoD.
- C. In the event of a vacancy of the Executive Vice President, he/she shall assume the Executive Vice President's powers and responsibilities within the ASI BoD and shall retain all voting privileges of an ASI BoD member until a replacement candidate for their ASI BoD position can be appointed and confirmed.

Section 8. Vice President, Finance Pro Tem.

- A. An Vice President, Finance Pro Tem shall be elected by the ASI BoD from the three (3) ASI BoD representatives to the Finance Committee within the first three (3) regular meetings of the ASI BoD or the first three (3) regular meetings after a vacancy occurs.
- B. The Vice President, Finance Pro Tem shall be a voting student member of the ASI BoD.
- C. In the event of a vacancy of the Vice President, Finance, he/she shall assume the Vice President, Finance's powers and responsibilities within the Corporation and shall retain all voting privileges of an ASI BoD member until a replacement candidate for their ASI BoD position can be appointed and confirmed.

Section 9. Vice President, University Affairs Pro Tem.

- A. A Vice President, University Affairs Pro Tem shall be elected by the ASI BoD from the ASI BoD within the first three (3) regularly scheduled meetings of the ASI BoD or the first three (3) meetings after a vacancy occurs.
- B. The Vice President, University Affairs Pro Tem must be a voting student member of the ASI BoD.
- C. The Vice President, University Affairs Pro Tem shall also be a voting member of the ASI Activities Committee.
- D. In the event of a vacancy of the Vice President, University Affairs, he/she shall assume the Vice President, University Affairs' authority and responsibilities within the corporation and shall retain all voting privileges of a member of the ASI BoD until a replacement candidate for their ASI Board of Director position can be appointed and confirmed.

Section 10. Vice President, Palm Desert Campus Pro Tem

- A. Within the first three weeks of the academic year, one student will be elected from the PDAC membership to be the Vice President, PDC pro-tem.
- B. In the event of a vacancy of the Vice President, Palm Desert Campus, the Vice President, Palm Desert Campus Pro Tem shall assume the Vice President's powers and responsibilities within the PDAC and shall retain all voting privileges of the PDAC member until a replacement candidate for their PDAC position can be appointed and confirmed.

ARTICLE V
Indemnification of Directors, Executive Officers and other Agents

Section 1. Right of Indemnity.

- A. To the fullest extent permitted by law, the corporation shall indemnify its directors, executive officers, employees and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with and “preceding” as that term is used in that Section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that Section.

- B. "Expenses," as used in the bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the ASI BoD by any person seeking indemnification under Section 5238 (b) or Section 5238(c) of the California Corporations Code, the ASI BoD shall promptly determine under Section 5238(e) of the California Corporations Code, whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the BoD shall offer indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the ASI BoD in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its directors, executive officers, employees and other agents, against any liability asserted against or incurred by any director, executive officer, employee or agent in such capacity or arising out of the director's, executive officer's, employee's or agent's status as such.

Article VI
Committees

Section 1. Meetings and Actions of Committees.

- A. Meetings and actions of committees shall be governed by, held and taken in accordance with, the provisions of Article IX of these Bylaws, concerning meetings and procedures (including requirements of notice, posting and open meetings).
- B. Special meetings of committees may also be called by resolution of the ASI BoD. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee.
- C. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records (with the exception of the Personnel Committee).
- D. The ASI BoD may adopt rules consistent with the provisions of these Bylaws for the operation of any committee.
- E. Notwithstanding any sections of these Bylaws, members of any committee must meet the minimum academic eligibility requirements established for the California State University and ASI Policies and Procedures. Failure to meet the minimum academic eligibility requirements will require the student's resignation from any committee.
- F. In the event that a member should resign, a written notice of his/her resignation shall be submitted to the Chair. In the event of an involuntary resignation (as defined in Article , Section 11 of these Bylaws), no such written notice is required.
- G. In respect to ASI policies and procedures, any Standing or Ad-hoc committee, except the Executive Committee (as provided for in Article VI, Section 2, Subsection B, Paragraph 2), may only make recommendations to the ASI BoD.

Section 2. Standing Committees.

- A. ASI Standing Committees shall operate in accordance with approved ASI BoD Policies and Procedures. Such Policies and Procedures may define or specify the membership of such committees, subject to this Section.
- B. There shall be seven (7) Standing Committees of the ASI BoD: the Elections Committee, the Executive Committee, the Finance Committee , the Personnel Committee, the

Rules Committee, the Activities Committee , and the Palm Desert Advisory Committee .
These committees, subject to this Section 2, are described below:

1. Elections Committee.
 - a. Purpose. The Elections Committee shall be responsible for:
 1. Conducting all ASI elections in conformance with these bylaws, the corporation's Election Policy, University policies, and the California Non-profit Public Benefit Corporation Law.
 2. Examining the qualifications of all candidates for any elected positions in accordance with CSUSB and ASI policy.
 3. Formulating any special regulations pertaining to elections and executing them after approval by the ASI BoD.
 4. Preparing and counting the ballots for ASI elections under the supervision of the Office of Student Leadership and Development and reporting the results, together with any irregularities, to the ASI BoD.
 5. Ensuring that only current ASI members vote.
 6. Resolving disputes and charges of Election Policy violations.
 - (a) The decision of the Elections Committee is final for all those violations that do not involve the disqualification of a candidate or the invalidation of an election. Should the Elections Committee determine that a violation is serious enough to warrant the invalidation of an election and/or the disqualification of a candidate, the decision to invalidate the election and/or disqualify a candidate must be presented to the Board of Directors (BoD) for review and final approval unless, in the case of the disqualification of a candidate, the disqualified candidate waives, in writing, his/her right to a BoD review. The decision of the Board of Directors is final.
 - (b) Before the BoD can overturn a decision made by the Elections Committee regarding the invalidation of an election or the disqualification of a candidate, the BoD will conduct a hearing of the Elections Committee, as well as the party to the invalidation of the election or the disqualification of a

candidate. The BoD will hear and carefully consider the facts surrounding the issues. A separate hearing of the Elections committee and the appealing parties will be held prior to a decision being rendered. Any decision, whether the BoD upholds the Elections Committee decision or not, will be posted within 24 hours or as soon thereafter as possible in the event of a weekend or holiday.

b. Membership.

1. The Elections Committee shall consist of the Coordinator and up to four (4) students at-large who are not currently holding a position in ASI and not running for election, appointed by the ASI President and subject to a majority vote of approval of the filled voting positions present at the BoD meeting.
2. Responsibilities, terms of office, committee quorum, and removal of Elections Committee members shall be in accordance with the Corporation's Election Code.

2. Executive Committee.

a. Purpose.

- (1) This committee shall be responsible for dealing with all emergency matters concerning the Corporation which normally would fall under the ASI BoD and that cannot be postponed.
 - (a) All actions shall be reported to the ASI BoD at the next regularly scheduled meeting.
 - (b) The Executive Committee is prohibited from acting in the following areas which are reserved specifically to the ASI BoD, as defined in Article III, Section 1, Subsection D of these Bylaws.

b. Membership:

- (1) Voting members of the ASI Executive Committee shall consist of:

- (a) ASI President (Chair)
 - (b) ASI Executive Vice President (Chair Pro Tem)
 - (c) ASI Vice President, Finance
 - (d) ASI Vice President, University Affairs
 - (e) ASI Vice President, Palm Desert Campus.
 - (f) ASI BoD student representative (selected by the Executive Vice President as stated in Article IV, Section 3, Subsection 7).
 - (g) University President or his/her designee (ex-officio)
- (2). Ex-officio, non-voting members of the ASI Executive Committee shall consist of:
- (a) One (1) ASI appointed executive
 - (b) ASI Advisor
 - (c) ASI Executive Director
- c. Terms. Executive Committee terms shall be one (1) fiscal year.
- d. Summer Session.

The ASI BoD shall delegate to the Executive Committee the authority to act on behalf of the ASI BoD during the summer, provided that the following criteria are met:

1. The Executive Committee is acting in accordance with the Articles of Incorporation and the Bylaws for all of its proceedings.
2. After attempting to conduct a meeting of the ASI BoD, it is found that the ASI BoD cannot meet during the summer session.

3. The summer session is defined as that time between the end of the Spring Quarter session and the beginning of the Fall Quarter session.
 4. All actions of the Executive Committee shall be reported to the ASI BoD at the next scheduled meeting.
3. Finance Committee .
- a. Purpose. This committee shall:
 1. Receive, review and prepare recommendations to the ASI BoD on all financial matters concerning allocations and expenditures of Corporate funds.
 2. Oversee the preparation of the annual budget and present it to the ASI BoD for consideration and approval.
 3. Reconvene as the Club Allocation Budget (CAB) Committee for the purposes of allocating funds in accordance with the CAB Policies and Procedures, reporting to the ASI BoD on all expenditures thereof. The CAB Committee shall follow the procedures set forth in Article IX of these bylaws in conducting meetings.
 4. Have the authority to transfer funds up to five-hundred dollars (\$500.00) inclusive between line items of the same budget function without referring the transfer item to the ASI BoD.
 5. Assist the ASI Vice President, Finance in planning and executing investment policies for the ASI BoD. Actions of the Finance Committee are subject to approval by the ASI BoD.
 - b. Membership.
 1. ASI Vice President, Finance (Chair, voting only in the event of a tie)
 2. ASI Executive Vice President (voting)
 3. Three (3) members of the ASI BoD (voting)

- (a) Nominated by the ASI Vice President, Finance and confirmed by majority vote of the filled voting positions present at the BoD meeting.
 - (b) One of the three (3) ASI representatives to the Finance Committee shall serve as Vice President, Finance Pro Tem as outlined in Article IV, Section 6.
 - 4. Seven (7) students-at-large not serving on the ASI BoD, appointed by the ASI Vice President, Finance and confirmed by a majority vote of the filled voting positions present at the BoD meeting.
 - 5. ASI Advisor (ex-officio, non-voting)
 - 6. Director, Student Leadership and Development or their designated representative (ex-officio, non-voting).
 - 7. ASI Executive Director (ex-officio, non-voting), or the ASI Program Coordinator (ex-officio, non-voting).
 - c. Committees. All student Finance Committee members shall be required to participate and serve on a minimum of one (1) ASI, campus-wide or Faculty Senate committee.
 - d. Terms. Committee terms shall be one (1) fiscal year.
4. Personnel Committee.
- a. Purpose. This committee shall:
 - (1) Review and make recommendations to the ASI BoD on all matters related to personnel of the Corporation.
 - (2) Operate within the guidelines of the California Government Educational Code concerning personnel and the ASI BoD-approved Personnel Policies and Management Plan.
 - (3) constitute the Search Committee for all ASI non-student part-time and regular full-time staff.
 - b. Membership.

- (1) ASI Executive Vice President (Chair)
 - (2) Two (2) voting representatives from the ASI BoD, appointed by the ASI Executive Vice President, subject to a majority approval of the filled voting positions of the ASI BoD.
 - (3) One (1) representative from an ASI corporate entity, appointed by the ASI President, subject to approval by a majority vote of the filled voting positions present at the BoD meeting.
 - (4) ASI Advisor (ex-officio, non-voting)
 - (5) ASI Executive Director (ex-officio, non-voting)
- c. Terms. Members shall serve for a term of one (1) fiscal year, and may only be removed by a majority vote of the filled positions present at the ASI BoD meeting.
5. Rules Committee.
- a. Purpose. The Rules Committee shall:
 1. Be the standing advisory committee of the ASI BoD.
 2. Review and make recommendations to the ASI BoD regarding the Bylaws and Policies and Procedures of all entities within ASI.
 3. Appoint student replacements to the ASI BoD, subject to approval by a majority vote of the filled voting positions present at the BoD meeting.
 4. Determine if positions have been rendered vacant by involuntary resignation and consider cases of extenuating circumstances.
 5. If the Rules Committee has not been appointed or has insufficient membership to be constituted, the ASI President may make nominations for BoD appointments, subject to approval of majority vote of the filled voting positions present at the BoD meeting.

- b. Membership.
 - 1. The ASI BoD shall appoint the Rules Committee Chair and four (4) Rules Committee members from the ASI BoD, subject to a majority confirmation vote of the ASI BoD.
 - 2. The ASI BoD may remove any member of the Rules Committee by a majority vote of the filled voting positions present at the BoD meeting.
- c. Terms. Members shall serve for a term of one (1) fiscal year, and may only be removed by a majority vote of the filled voting positions present at the BoD meeting.

6. Activities Committee .

- a. Purpose. The Activities Committee shall:
 - 1. Shall be charged with organizing educational, social, and cross cultural events on campus throughout the academic year with an underlying focus of creating greater visibility of ASI on campus.
 - 2. The Activities Committee must operate within the University's policies as well as ASI policies.
- b. Membership
 - 1. The Vice President, University Affairs (Chair) votes only in the event of a tie vote of the Activities Committee voting membership.
 - 2. Seven (7) students-at-large not serving on the ASI BoD, or any other subcommittee, appointed by the Vice President, University Affairs and confirmed by a majority vote of the filled BoD voting positions present at the BoD meeting.
 - 3. Vice President, University Affairs Pro Tem (voting)
 - 4. ASI Advisor (ex-officio, non-voting)
 - 5. ASI Executive Director (ex-officio, non-voting)
- c. Powers

1. The ASI Activities Committee shall have discretion over the budget assigned to the ASI Activities Committee in the ASI Annual Budget.
 2. The ASI Activities Committee shall have the authority to approve money for expenditures in accordance with the policies and procedures set by the ASI BoD.
7. Palm Desert Campus Advisory Committee .
- a. Purpose. This committee shall:
 1. receive, review and prepare recommendations to the ASI BoD on all matters concerning ASI at PDC.
 2. oversee the preparation of the annual PDC budget with the support of the ASI Executive Director and the ASI VP, Finance and present it to the ASI Finance Committee for inclusion during the annual ASI budget preparation cycle.
 3. shall allocate the Club Allocation Budget (CAB) funds in the PDC budget in accordance with the guidelines established in the CAB Policies and Procedures, reporting to the ASI BoD on all expenditures thereof.
 4. have the authority to request the ASI BoD to transfer funds between the PDC line items without having to refer the request to the ASI Finance Committee .
 5. have the authority to transfer funds up to five-hundred dollars (\$500.00) inclusive between line items of the same budget function without referring the transfer item to the ASI BoD. The PDAC will not attempt to circumvent this provision by breaking down a large transfer into smaller increments of \$500.00 This provision can be exercised only once per quarter. The PDAC is not authorized to move funds out of the PDC Unallocated or Reserve account. Budget transfer memos will be provided to the ASI office per the standard format for such transfers. All other requests for transfer of funds will be in accordance with normal ASI procedures described in these bylaws and ASI Financial Policy and Procedures.
 6. conduct their meetings in accordance with Article IX of these bylaws and all applicable State laws and regulations governing

meetings. Agenda items will be approved by the ASI Vice President, PDC prior to placement on the agenda. The approved agenda will be forwarded to the ASI office at least 72 hours prior to the meeting and will be in the standard ASI format for meeting agendas. Meeting minutes will be forwarded to the ASI office in the standard ASI format as soon as they are finalized.

7. conduct themselves at all times as a standing committee of the ASI BoD subject to these bylaws and ASI policy and procedures.
- b. Membership.
1. ASI Vice President, PDC (Chair, voting only in the event of a tie)
 2. The Dean, PDC or his/her representative(voting).
 3. One faculty representative (voting).
 4. One student representing each of the majors at the PDC.
- c. Committees. All student PDAC members shall be required to participate and serve on a minimum of one (1) ASI, campus-wide or Faculty Senate committee at PDC.
- d. Terms. PDAC terms shall be one (1) fiscal year.

Section 3. Regular Committees. The ASI BoD shall have the authority to establish such Regular Committees as may be necessary.

A. Purpose.

1. Regular Committees are formed to assist the ASI BoD in the governance of the Corporation with respect to activities which may merit the ASI BoD's ongoing attention.
2. Regular Committees shall be established or renewed annually by the ASI BoD.

B. Membership.

1. Membership of each Regular Committee shall be defined by the ASI BoD.

2. The Chair of the ASI BoD shall appoint the chairperson of each Regular Committee.
3. Quorum shall be present at a meeting of one-half (1/2) of the membership of the committee.

Section 4. Ad Hoc Committees.

- A. Purpose. The ASI BoD shall have the authority to establish such Ad Hoc Committees as may be necessary.
- B. Membership.
 1. Membership of each Ad Hoc Committee shall be defined by the ASI BoD.
 2. The ASI BoD shall select among them a chair for each Ad Hoc Committee.
 3. Quorum shall consist of members present.

ARTICLE VII
Programs and Business Ventures

Section 1. Programs.

- A. The ASI BoD shall have the authority to establish programs, and the committees that manage and/or operate them, to meet the interests of the student body.

- B. Programs shall be established, or renewed, annually by the ASI BoD. The action of establishing a budget line item for an upcoming budget year shall be considered a renewal provided that the program/committee chair meets the requirement stated below for establishing Policies and Procedures.
- C. The chair of the established program/committees shall establish Policies and Procedures for his/her program/committee respectively.
 - 1. If Policies and Procedures are already established, these Policies and Procedures are to be reviewed by the respective chair.
 - 2. If modifications are required, the chair will prepare and submit a draft to the ASI Rules Committee for review and recommendation, subsequently referred to the ASI BoD for approval.
 - 3. Should no Policies and Procedures exist, the chair will have thirty (30) calendar days to place the approval request for their Policies and Procedures on the ASI BoD agenda.
 - 4. Approval of respective program/committee Policies and Procedures will require a majority vote of the filled voting positions present at the BoD meeting.
- D. Appointment, term of service, scope of authority and rules of quorum for programs/committees shall be stipulated by the ASI BoD at the time of establishment and be reflected in the Policies and Procedures of each program/committee.

Section 2. Ventures.

- A. Business ventures operated wholly or in conjunction with another entity will be under the direct supervision of the ASI Executive Director in consultation with the ASI Executive Vice President.
- B. Those revenue-generating ventures which fall under one of the ASI program/committees will be managed by that program/committee; however, all ventures will coordinate with the ASI Executive Director in consultation with the ASI Executive Vice President to assure that all reasonable and prudent precautions regarding risk management, insurance, budget, contracting, etc. have been taken.
- C. The ASI President or his/her designee has the authority to delay, suspend, or terminate any venture which, in the opinion of the ASI President or his/her designee does not

conform to ASI Policies and Procedures, campus policy, or generally accepted business norms.

- D. The ASI Executive Director in consultation with the ASI Executive Vice President will present to the ASI BoD for their approval such Policies and Procedures as deemed necessary for the day-to-day operation of the venture.
- E. For those situations that fall outside of the approved Policies and Procedures, the ASI President or his/her designee has the authority to resolve those issues.

ARTICLE VIII
Initiative, Recall and Referendum

Section 1. Initiative. Initiatives from the Associated Students at-large may be submitted to the ASI BoD in the form of a petition containing the names, student identification numbers and signatures of fifteen percent (15%) of the student body.

- A. A special election shall be called by the ASI President unless the petition is completed less than thirty (30) days prior to a general election.
- B. A majority vote of the filled voting positions present at the BoD meeting in favor of the proposed initiative shall be required to adopt any initiative.
- C. A two-thirds (2/3) majority vote of the filled voting positions present at the BoD meeting shall be required to ratify changes in the Articles of Incorporation.
- D. The provisions of this paragraph will not be used to overturn, void, or in any way change the results of an election.

Section 2. Recall. Any director or executive of the ASI BoD may be subject to recall by a petition containing the names, student identification numbers and signatures of fifteen percent (15%) of an office holder's constituency.

- A. The Office of Student Leadership and Development shall verify the enrollment status of all students whose signatures appear on the petition.
- B. After verification, a special election shall be called by the ASI President.
- C. A simple majority vote of the filled voting positions present at the BoD meeting in favor of the petition shall be required to remove the office holder.

Section 3. Referendum. The ASI BoD will be empowered to direct the Elections Committee Chair to place certain matters including Articles of Incorporation or bylaw changes or business before the ASI membership.

- A. A majority vote of the filled voting positions present at the BoD meeting shall be required to enact a referendum on ASI policy.
- B. A two-thirds (2/3) majority vote of the filled positions present at the meeting shall be required to ratify changes in the Articles of Incorporation.

- C. The ASI BoD must designate that a referendum is either binding or non-binding at the time the ASI BoD proposes the referendum to the electorate.

Section 4. Results of Initiatives, Recalls and Referendums. All initiatives, recalls and referendums shall be considered binding if done in coordination with the above processes unless they contradict federal, state or local law; the Articles of Incorporation; the ASI Bylaws or the purpose of the Corporation.

ARTICLE IX
Meetings and Procedures

Section 1. Meetings. Unless otherwise specifically provided for in these Bylaws, all meetings of ASI and its committees shall be conducted in accordance with the latest edition of "Robert's Rules of Order" and in accordance with the provisions of the California Nonprofit Public Benefit Corporation Law.

Section 2. Notice of Meetings. The agenda of regular meetings of the ASI BoD, which shall contain the date, time, and place of the meeting and all the items to be acted on, shall be publicized at least 72 hours before a regular meeting.

Section 3. Special Meetings.

- A. A special meeting can be called by the President upon a twenty-four (24) hour notice pursuant to paragraph 89922 of the Education Code for Auxiliary Organizations.
- B. A majority vote of the filled voting positions present at the BoD meeting shall be required to adopt an emergency item (as defined in Section 5 of this article) at a special meeting.

Section 4. Closed Sessions. Meetings shall be opened to the public. Meetings may be closed only for those reasons stated in paragraph 89923 of the Education Code for Auxiliary Organizations.

Section 5. Submitting Agenda Items.

- A. Any student or paid employee of ASI at CSUSB may submit agenda items for consideration by the ASI BoD. All agenda items shall be submitted to the Chair of the ASI BoD. The Chair shall put the item on the next agenda to be drawn up and, if appropriate, shall send the item to the appropriate committee and notify the ASI BoD of said action.
- B. Items that are not submitted within the 72 hours before a regular meeting requirement for inclusion at the next regularly scheduled meeting may be placed on as an "emergency item" provided it meets the following criteria:
 - 1. It directly impacts a function of the corporation, which if not acted upon at the next regularly scheduled meeting, would have serious consequences in terms of the corporation's ability to meet its obligations.

2. The emergency agenda item must be posted at least twenty four hours prior to the next regularly scheduled meeting.

Section 6. Quorum.

- A. Quorum for all meetings shall be a majority of its filled positions. Any ex-officio members (voting or non-voting) shall not be counted as part of the quorum equation, unless otherwise stipulated.
- B. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the required quorum for such meeting.

Section 7. Board Action. The items listed below shall govern ASI Board of Directors' Actions:

- A. The ASI BoD may not take action on any item which has not been listed on the agenda that has been publicly distributed at least 72 hours in advance, with the exception of special meeting agenda items.
- B. The following actions will require two (2) readings prior to a vote of approval by the Board of Directors. A vote may be taken at the second reading:
 1. Approval of the annual ASI budget.
 2. Approval of ASI policies.
 3. Approval of resolutions of the ASI Board of Directors (one reading will suffice for resolutions as determined by a majority vote of the filled positions present at the meeting).

Section 8. Roll Call Vote. The Chair of the ASI BoD shall recognize an order for a roll call vote when called for by any member.

Section 9. Policies and Procedures. New Policies and Procedures or revisions of existing Policies and Procedures, must be approved by a simple majority of the ASI BoD.

Section 10. Presiding Officer. The presiding officer and chair shall be as designated in these Bylaws or as designated under the ASI Policies and Procedures .

Section 11. Involuntary Resignation. All student members of the ASI BoD, and any committees described in these bylaws are required to attend all scheduled meetings. A student representative who fails to attend two (2) scheduled meetings in one quarter shall be considered to have resigned from their committee appointment, unless the ASI Rules Committee (or in their

absence, the ASI BoD) finds that extenuating circumstances justified the absences. For a definition of “Excused Absences” and “all other absences”, see Article III, Section 8, paragraph C.

ARTICLE X
Nondiscrimination Policy

Section 1. Purpose Statement. No person shall be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any corporate activities or programs of ASI

- A. On the Basis of **Sex**. ASI as a Corporation, in conjunction with Title IX of the Education Amendments of 1972, shall not discriminate on the basis of sex in the corporate activities or programs it conducts.
- B. On the Basis of **Disability**. ASI as a Corporation, in accordance with Section 504 of the Rehabilitation Act of 1973, shall not discriminate on the basis of disability in the corporate activities or programs it conducts.
- C. On the Basis of **Ethnicity, Color or National Origin**. ASI as a Corporation complies with the requirements of Title VI of the Civil Rights Act of 1964 and shall not discriminate on the basis of ethnicity, color or national origin in the corporate activities or programs it conducts.
- D. On the Basis of **Age, Marital Status, Religion, or Sexual Orientation**. ASI as a Corporation does not discriminate on the basis of age, marital status, religion or sexual orientation in accordance with University Policy.

Section 2. Sexual Harassment. It is the policy of ASI to maintain a working and learning environment free from sexual harassment of its students, volunteers, and employees.

Section 3. Diversity of Opinion. ASI encourages diversity of opinion in all its operations.

ARTICLE XI
Bylaws

Section 1. Copies of the Bylaws. An up-to-date copy of these Bylaws shall be maintained by the ASI corporate office. At the end of the last quarter of each academic year, the ASI corporate office shall provide copies of these Bylaws and the Articles of Incorporation so that they will be made available to any interested Members.

Section 2. Effective Date. These Bylaws shall become effective upon approval of the ASI BoD.

Section 3. Amendments.

- A. To approve new Bylaws or change existing Bylaws, the ASI BoD must have two (2) separate readings of the proposed new Bylaws or amendments at separate meetings.
- B. During these readings, the new Bylaws or amendments can be amended by a simple majority vote of the filled voting positions present at the BoD meeting.
- C. Any final revisions, amendments or new Bylaws must be approved by two-thirds (2/3) vote of the filled voting positions present at the BoD meeting.

Section 4. Construction and Definitions. The construction of these Bylaws shall be governed by the general provisions, rules of construction, and definitions outlined by the California Non-profit Corporation Law.

END