

**UNIVERSITY-STUDENT UNION AT  
CALIFORNIA STATE UNIVERSITY, LOS ANGELES**

**AMENDED AND RESTATED BYLAWS  
Effective May 22, 2017**



**UNIVERSITY  
STUDENT UNION**

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**UNIVERSITY-STUDENT UNION AT  
CALIFORNIA STATE UNIVERSITY, LOS ANGELES  
BYLAWS**

**ARTICLE I. NAME**

The name of this Corporation shall be the University-Student Union at California State University, Los Angeles (the "Corporation" or "U-SU").

**ARTICLE II. OFFICES OF THE CORPORATION**

**Section 2.01. Principal Office.** The principal office of the Corporation for the transaction of the activities and affairs of the Corporation is in the County of Los Angeles, California.

**Section 2.02. Change of Address.** The Board of Directors (Board) of the Corporation may change the principal office of the Corporation from one location to another within the County of Los Angeles without amendment of the Bylaws. Any change of location of the principal office shall be noted below by the Secretary of the Board.

5154 State University Drive  
Los Angeles, CA 90032

\_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_

**Section 2.03. Other Offices.** The Board may establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE III. PURPOSE**

**Section 3.01. General.** The Corporation shall have such purposes as are now or may be set forth in its Articles of Incorporation.

**Section 3.02. Specific Purposes.** The Board shall develop and amend policy for the U- SU. The purpose and responsibilities of the Board shall be to govern the operation of the U-SU as a student body center for the benefit of students, faculty, staff and alumni, under an agreement between the Board and the California State University, and to conform to policies set forth by the Trustees of the California State University and by California State University, Los Angeles ("University"). The Board will ensure that the U-SU operates as an integral part of the overall University and, as such, will maintain an organizational and management structure to promote that objective. Moreover, the Board will guide U-SU's policies, decisions, and actions, to be in alignment with the University's policies, decisions, and actions, so that the President of the University can exercise his responsibility for the educational effectiveness, academic excellence, and general welfare of the campus.

## ARTICLE IV. POWERS

The Corporation shall have such powers as are now or may be granted by the Nonprofit Corporation Law of the State of California, and under the California Education Code and the California Code of Regulations, Title 5, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

## ARTICLE V. MEMBERS

This Corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting U-SU's Board of Directors shall, for any statutory provision or rule of law relating to nonprofit Corporations or otherwise, be taken to be the members of such Corporation and exercise all the rights and powers of members thereof.

## ARTICLE VI. BOARD OF DIRECTORS

**Section 6.01. Definition of Terms.** For these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the Corporation, unless otherwise specifically indicated.

**Section 6.02. General Powers.** All the business and affairs of the Corporation shall be managed and controlled by the Board of Directors. All Board members have full voting rights.

**Section 6.03. Membership.** The Board shall be comprised of fifteen (15) members as set forth below.

### a. Student Members.

1. There shall be eight (8) students elected at-large by the University student body each Spring Semester for one-year terms beginning on the first day of Summer classes. Student candidate and member qualifications, election procedures and conduct standards shall be established in writing by the Board and widely published at least thirty days prior to the Spring Semester.
2. In the event any candidate(s) elected in the Spring elections becomes ineligible or withdraws before the annual meeting, the runner(s)-up from that election, in the order of total votes cast, shall be offered the seat if they meet qualifications under CSU minimum qualifications to hold office.
3. In the event of a vacated, unexpired term of office at any point in the fiscal year, the vacancy will be advertised for at least one (1) week. A nominating committee will interview eligible candidates, who meet qualifications under CSU minimum qualifications to hold office, and nominate a replacement, subject to Board of Directors approval at the next Board meeting.
4. No more than two student board members may hold an ASI appointed position concurrent with their board appointment. ASI officers who are in the ASI line of

succession for the ASI Presidential position are not eligible to serve on the U-SU Board of Directors (for ASI presidential line of succession see ASI bylaws Article V, Section 1, clauses 1 – 8.) Right of refusal to engage on both boards is based on the number of votes a candidate received in the BOD election and by the date of option for participation in ASI (by election or appointment).

**5.** Undergraduate candidates must have been enrolled at California State University, Los Angeles and have completed at least one semester prior to election or nomination, earning a minimum of 6 semester units during that year. Graduate and credential candidates for office must earn 6 semester units per term of continuous attendance as a new graduate or credential student to be eligible. Graduate and credential students who received a bachelor's degree or credential within the past three years from California State University, Los Angeles must have earned a total of 12 semester units during their last year as an undergraduate to be eligible. Undergraduate candidates must maintain a minimum on-campus 2.0 term grade point average (GPA) and 3.0 term grade point average (GPA) for graduate candidates, are in good standing, and must not be on academic, disciplinary or administrative probation. Eligibility to hold office will be under CSU standards and verified by the Registrar of the University to the Secretary at the time of the election application and during incumbency.

**6.** During the term of office, an undergraduate student director must maintain a cumulative 2.0 or better grade point average and a graduate student director must maintain a cumulative 3.0 or better grade point average. Undergraduate students must earn a minimum of 6 semester units of academic credit each term, and graduate and credential students must earn 3 semester units each term, except for summer.

An incomplete grade which would reduce the credits earned below the minimum of 6 semester units for undergraduates or 3 semester units for graduate students can be earned in only 1 term during a student director's term of office and must be removed by the end of the succeeding academic term or the student director will be automatically disqualified from holding office. Verification of eligibility will be performed by the Registrar of the University each term to the Secretary.

**7.** Undergraduate students are allowed to earn a maximum of 150 semester units or 125 percent of the units required for a specific baccalaureate degree objective, whichever is greater. Graduate and credential students are allowed to earn a maximum of 50 semester units or 167 percent of the units required for the graduate or credential objective, whichever is greater. Student holding over that number of units will no longer be eligible for office.

**8.** Removal of a student director will not invalidate any prior votes or actions on the part of that student director.

9. Student directors shall not be on either academic or disciplinary probation or they will be ineligible or automatically disqualified from holding office.

10. Notice of the U-SU Board of Directors Election will be provided to the general student body of California State University, Los Angeles prior to the Spring Semester.

**b. Other Members.**

1. Faculty Members. Two (2) University faculty selected by the Academic Senate for staggered two-year terms commencing in the Summer Semester.

2. The President of the University or designee.

3. The Vice President for Student Life, or designee.

4. Vice President for Administration and Chief Financial Officer, or designee.

5. Dean of Students or designee.

6. One (1) member of the California State University, Los Angeles Alumni Association, nominated by the Board of Directors of the Alumni Association, for a term of one (1) year. This person shall be an Alumni Association member, who works off campus, and is a graduate of a degree program at California State University, Los Angeles.

**Section 6.04. Diversity.** The Board shall strive to recruit Board and committee members reflecting the rich diversity of the University community and the community served by the University.

**Section 6.05. Standing Advisors to the Board.** The following persons shall not be Directors, but serve as advisors to the Board;

a. The President of Associated Students, Inc. or designee.

b. The U-SU Executive Director, who shall serve as the Secretary to the Board.

c. The Executive Director of University Auxiliary Services, Inc., California State University, Los Angeles, or designee.

d. The Executive Director of Associated Students, Inc., of California State University, Los Angeles, or designee.

**Section 6.06. Term of Service.** The term of service for elected student members of the Board shall:

- a. Begin with the first day of summer classes.
- b. Not exceed four (4) terms.
- c. End on the last day of the Spring Semester of their appointed term.

**Section 6.07. Vacancies.**

a. Alternates and Replacements. For periods no shorter than one (1) semester, nor longer than one (1) year, an alternate may be nominated to the Board, in writing, by the nominating body, should the originally nominated person resign or otherwise fail to serve a portion of their elected term. Nominations must be made within thirty (30) calendar days of the effective date of the declared vacancy. Notification of vacancy shall be in writing to the Secretary or Chair.

b. Leave of absence. If a student Board member taking a leave of absence holds a leadership position on the Board (i.e. Chair, Vice Chair, or committee chair), that member shall relinquish the leadership position during the absence. The Board shall then appoint a temporary replacement to fill the vacancy from among the current members of the Board. The alternate member would serve only in the capacity of a voting member of the Board, not in the leadership position. Alternate members shall meet the same qualifications of an original member.

c. Resignation. Any elected Director may resign from the Board at any time by giving written notice to the Board Chair or the Secretary and, unless otherwise specified therein, such resignation shall be effective immediately.

d. Upon the resignation/termination of a member on the Board, the Board shall immediately notify the appropriate nominating body of the vacancy. Nomination(s) for a replacement must be made within thirty (30) calendar days.

e. Any Student Board members shall be removed from the Board at the conclusion of the second regularly scheduled meeting missed without notice. Notice of absence shall consist of notification to the Chair or Secretary, prior to commencement of the regularly scheduled meeting. In the event of three (3) excused absences, at the conclusion of the regularly scheduled meeting, a Student Board member or Student Committee member shall be placed on a leave of absence and an alternate shall be appointed until the absences are discussed with Union Executive Director and Board Chair.

**Section 6.08. Compensation of Directors.** No Director shall receive any salary or other similar compensation for any services as a Director. The Board of Directors may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors or when the Director serves the Corporation in any other capacity.

**Section 6.09. Duties.** In addition to the general powers set forth in Article IV of these Bylaws, and subject to the same limitations, it shall be the duty of the Directors to:

- a. Meet at such times and places as required by these Bylaws; and
- b. Register their addresses, e-mail addresses and telephone numbers with the Secretary of the Corporation, and notices mailed or e-mailed to them at such addresses shall be valid notices.

**Section 6.010. Restriction Regarding Interested Directors.** Notwithstanding any other provision of these bylaws, not over forty-nine percent (49%) of the persons serving on the Board may be interested persons. For this Section, "interested persons" means either:

- a. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as full or part time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director.
- b. Any brother, sister, ancestor, descendent, spouse, domestic partner, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law, or father-in-law, or comparable step- relation of any such person.
- c. Any violation of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

**Section 6.011. Non-Liability of Directors.** Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**Section 6.012. Emergency.** In the event of an emergency as defined in Corporations Code Section 5140, the Corporation may take any action that is authorized and permitted 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.

**Section 6.013. Annual Report.** The annual report information required by Corporations Code Section 6321 shall be satisfied by the annual independent audit report required by California Education Code Section 89900(a). Concurrently, the Board shall receive an annual statement of transactions with interested persons and of indemnifications required by Corporations Code 6322

## **ARTICLE VII. OFFICERS**

**Section 7.01. Officers of the Board.** The officers of the Board shall be a Chair, a Vice- Chair, both of whom shall be student directors, and the U-SU Executive Director who shall serve as Secretary/Treasurer and shall perform the duties prescribed by the Board of Directors. The Secretary/Treasurer is the Chief Financial Officer.

**Section 7.02. Election of Officers.** The Chair and Vice-Chair shall be elected by the newly constituted Board as the first order of business at its first regular meeting from nominations by student directors. An extension may be made by majority vote if there are no returning student directors on the board to enable the directors to experience a two meetings prior to officer elections. In the case of an extension the Executive Director will facilitate the meetings and the positions are filled on or in the third board meeting.

**Section 7.03. Qualifications.** The nominees for Chair shall be selected from among those members of the Board who have a minimum 1 semester of service on the Board. To qualify as a nominee for Vice-Chair a student director must have served on the Board for at least one 1 semester, or served as a U-SU subcommittee chair for at least 1 semester. If none of the student Board members meet the minimum 1 semester requirement, the Board can nominate and elect any student Board member as Chair.

**Section 7.04. Term.** The elected officers shall serve until the end of their term. If the Chair graduates prior to the end of his/ her term, the Vice-Chair shall assume the responsibilities as Chair Pro-Tempore. If both the Chair and Vice-Chair positions become vacant, an Interim Chair shall be appointed by the Board.

**Section 7.05. Term Limits.** No member shall hold more than one office, and no Chair and Vice Chair shall be eligible to serve over two (2) consecutive terms in the same office.

## **ARTICLE VIII. MEETINGS**

**Section 8.01. Place of Meeting.** All meetings of the Board of Directors shall be held at the office of the Corporation or at such other place as designed for that purpose from time to time by the Board.

**Section 8.02. Annual Meeting.** A regular annual meeting of the Board of Directors shall be held in May of each year. Such meeting shall be held at the principal office of the Corporation or at such other time and place as the Board of Directors may from time to time designate. A listing of the annual meetings for the Board and sub-committees shall be posted in the U-SU in a prominent place at least one (1) week prior to the meeting

**Section 8.03. Agenda.** Agenda is created by BOD Chair and Executive Director with input from BOD members. An agenda listing the matters to be considered at each meeting shall be in this written notice. All agendas for Board and committees shall be posted in the U-SU in a prominent area at least one (1) week prior to the meeting.

**Section 8.04. Special Meetings.** Special meetings may be called by the Chair with the concurrence of the Executive Committee, or at the written request of any three (3) members of the Board, specifying the purpose for which the special meeting is called. All notices and agendas for special meetings must be posted in the U-SU at least 24 hours prior to the meeting. No other business shall be considered at such special meeting by the Board.

**Section 8.05. Notice.** Written notice of every regular meeting shall be given to each Board member at least seven (7) calendar days before each meeting. Notice may be delivered personally or by email and if e-mailed is complete upon transmission. Written notice of any meeting shall also be given under this subsection to any person who requests such notice in writing. Notice of a special meeting, its time and place shall be given to all members of the Board at least 24 hours prior to the meeting and delivered in person, by telephone, or by email. The notice shall also be made easily available to the public by the University-Student Union website.

**Section 8.06. Meetings by Telephone.** Any meeting may be held by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another, and any members of the public in attendance can hear all of the Directors. All such Directors shall be deemed present in person at such meetings.

**Section 8.07. Waiver of Notice.** Notice of a meeting need not be given to any Director Who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or approving the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

**Section 8.08. Minutes of Meetings and Conduct.** Regular minutes shall be completed in a timely manner following the conclusion of each meeting. The proceedings of the Board of Directors shall be kept in a book provided for that purpose. Meetings of the Board shall be presided over by the Chair, or in his or her absence, the Vice-Chair, or absent each of these persons by a board member chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation or his or her designee shall act as secretary of all meetings of the Board, provided that, in his or her absence and the absence of his or her designee, the presiding officer shall appoint another person to act as Secretary of the meeting. All meetings of the Board of Directors shall be open to the public and shall comply with the requirements in Title 3, Part 55, Chapter 7, Article 2 (section 89920 et seq.) of the Education Code. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation or law.

**Section 8.09. Quorum.** A two-thirds (2/3) majority of the members of Board shall constitute a quorum for the conduct of the business of the organization.

**Section 8.010. Voting.** All U-SU Board members shall have one vote. Proxy voting is not allowed. Secret ballot voting is not allowed. Voting by email is not allowed.

**Section 8.011. Transaction of Business.** Except as otherwise provided in the Articles of Incorporation of the Corporation, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

**Section 8.012. Transaction of Business After Loss of Quorum.** The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding losing a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action taken must be approved by at least a two-thirds (2/3) majority of the required quorum for such meeting or such greater percentage as required by law, or the Articles of Incorporation or Bylaws of this Corporation.

**Section 8.013. Adjournment of Meetings.** A quorum of the Directors may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that absent a quorum, a majority of the Directors present at any Board meeting, either regular or special, may adjourn from time to time until the next regular meeting of the Board of Directors. Notice of the time or place of an adjourned meeting shall be given to any absent Director before of the adjourned meeting, if the meeting is adjourned for over 24 hours.

**Section 8.014. Parliamentary Procedure.** Meetings may be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or law.

**Section 8.015. Closed Sessions.** The Board may hold a closed session to consider matters relating to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of an employee, or to hear complaints or charges brought against an employee by another person or employee, unless the employee requests a public hearing. The Board or a committee of the Board may also hold a closed session to discuss investments where a public discussion could have a negative impact on the financial situation of U-SU. In such cases, a final decision shall only be made during public sessions.

## **ARTICLE IX. COMMITTEES**

### **Section 9.01. Standing Committees.**

**a. Audit Committee.** The Audit Committee recommends to the Board of Directors the retention and termination of independent auditors; negotiating the independent auditors' compensation; conferring with the auditors to satisfy committee members that the financial affairs of the Corporation are in order; reviewing and determining whether to accept the audit; assuring that any non-audit services performed by the auditing firm conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States; and approving performance of non-audit services by the auditing firm. The committee shall have seven (7) members; five (5) voting, and two (2) non-voting. The voting members shall be three (3) students, one of whom shall be a student voting member of the Board and shall chair the committee. The two (2) non-voting members shall be the University-Student Union Executive Director or designee and a representative from the organization contracted to provide financial services to the University-Student Union.

**b. Fiscal Committee.** The Fiscal Committee shall recommend to the Board policies regarding fiscal matters, including but not limited to operations, support, review of its budget and budget modifications. The committee shall be responsible for all administrative actions under the Retirement Plans and implementing actions approved by the Board related to fiduciary responsibilities as required by law or contemplated in the U-SU's 403 (b) Plan documents (including annual approval of 403 (b) plan viability). The Committee shall also approve the annual budget process and make recommendations to the Board regarding the annual budget. The Committee shall have eight (8) members; five (5) voting, and three (3) non-voting. The voting shall include three (3) students, one of whom shall be a student-voting member of the Board and shall chair the committee. The last two voting members may be students at large who are regular members of Associated Students Incorporated as defined in Article I of the Associated Students Inc. bylaws, or any University- Student Union board member who is not a student. The non-voting members shall be the University-Student Union Executive Director or designee, Chair of the Board of Directors of the University-Student Union or designee, and a representative from the organization contracted to provide financial services to the University-Student Union. If a tie occurs, the Chair of the Fiscal Committee will have the deciding vote.

**c. Nominating Committee.** The Nominating Committee shall interview eligible candidates and nominate a replacement student member to the Board. A Nominating Committee shall be appointed by the Board of Directors to review all qualified applicants. The composition of the Committee shall be up to five (5) student directors one of whom shall be an ASI member (if there is not an ASI member on the BOD to fill this position, ASI shall appoint a student committee member) and up to two (2) advisors and shall be Dean of Students/or designee and University-Student Union Executive Director.

**d. Personnel Committee.** The Personnel Committee shall develop and recommend to the Board policies regarding personnel such as hiring, termination, evaluations, salaries, grievances, employee benefits of full and part-time staff and student assistants. The committee shall have nine (9) members; five (5) voting, and four (4) non-voting. The voting members shall be five (5) members of the Board, three (3) of whom shall be students. The four (4) non-voting members are the University-Student Union Executive Director/designee, the Chair of the Board of Directors of the University-Student Union, the Dean of Students and a representative from the organization contracted to provide Human Resource services to the University-Student Union. The committee shall be co-chaired by the Chair of the Board and the Dean of Students.

**Section 9.02. Ad-hoc Committees.** The Board may establish ad-hoc committees at its discretion, upon the approval of a majority of the members present and voting. The Chair of the Board of Directors of the University-Student Union will assign the membership of an ad-hoc committee. Ad-hoc committees may make recommendations to the Board, but may not take action for the Board. The Vice-Chair or designee shall chair ad-hoc committees. Ad-hoc committees may include: Bylaws, Programs and Student Services (PASS), Space Allocation and Building Use (SABU), and, Retirement Plan committees.

**Section 9.03. Committee chairs.** Whenever possible, the Chair of each standing committee shall be a student member of the Board. No standing committee shall have less than one (1) member of the Board, inclusive of the Chair.

**Section 9.04. Eligibility.** Non-Board student members of committees must meet the same eligibility qualifications for service as the student members of the Board.

**Section 9.05. Role of Chair on Standing Committees.** The Chair of the Board shall be an ex-officio, non-voting member of all other standing and ad-hoc committees.

**Section 9.06. Delegated Authority.** Any committee, to the extent provided in these Bylaws or in a resolution of the Board, shall have assigned duties, except that no committee may:

- a. Fill vacancies on the Board of Directors or on any committee;
- b. Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- c. Amend or repeal any resolution of the Board;
- d. Designate any other committee of the Board or appoint the members of any committee;
- e. Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

## **ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, or any other applicable law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For the purpose of this Article X, "agent" of the Corporation includes any person who is or was a director, officer, employee or other agent of the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of predecessor corporation of the Corporation or another enterprise at the request of such predecessor corporation.

## **ARTICLE XI. AMENDMENTS**

These Bylaws can be amended at any regular or special meeting of the Board by a two- thirds (2/3) vote of the total voting membership of the Board, providing the amendment has been submitted in writing at a previous regular or special meeting. A lesser vote may not alter, amend or repeal these Bylaws.

**UNIVERSITY-STUDENT UNION AT  
CALIFORNIA STATE UNIVERSITY, LOS ANGELES  
CERTIFICATE OF SECRETARY**

I, the undersigned, certify I am the Secretary of the UNIVERSITY-STUDENT UNION AT CALIFORNIA STATE UNIVERSITY, LOS ANGELES, and that the attached Bylaws of this Corporation consisting of twelve (12) pages are as amended and approved by the Board of Directors on May 12, 2017 for this bylaws to be effective May 22, 2017.

Dated: May 12, 2017

Signed:

A handwritten signature in black ink, appearing to read "Stephen Fleischer", written over a horizontal line.

Stephen Fleischer, Ed.D.  
Secretary